



Threadneedle
Investment Funds ICVC

Contents

| | | | |
|---|-----------|--|-----------|
| <u>Prospectus of Threadneedle Investment Funds ICVC</u> | <u>3</u> | <u>Latin America Fund</u> | <u>16</u> |
| <u>Definitions</u> | <u>4</u> | <u>Emerging Market Bond Fund</u> | <u>17</u> |
| <u>Details of the Company</u> | <u>5</u> | <u>Global Bond Fund</u> | <u>17</u> |
| <u>The Structure of the Company</u> | <u>6</u> | <u>Global Select Fund</u> | <u>17</u> |
| <u>Share Classes</u> | <u>6</u> | <u>Buying, selling and switching Shares</u> | <u>18</u> |
| <u>Investment objectives, policies and other details of the Funds</u> | <u>7</u> | <u>Buying Shares</u> | <u>19</u> |
| <u>UK Equity Income Fund</u> | <u>8</u> | <u>Selling Shares</u> | <u>19</u> |
| <u>UK Monthly Income Fund</u> | <u>8</u> | <u>Dealing Charges</u> | <u>20</u> |
| <u>UK Corporate Bond Fund</u> | <u>8</u> | <u>Other Dealing Information</u> | <u>21</u> |
| <u>Sterling Bond Fund</u> | <u>8</u> | <u>Money laundering</u> | <u>22</u> |
| <u>Monthly Extra Income Fund</u> | <u>9</u> | <u>Privacy Statement</u> | <u>22</u> |
| <u>Strategic Bond Fund</u> | <u>9</u> | <u>Restrictions and Compulsory Transfer and Redemption</u> | <u>23</u> |
| <u>High Yield Bond Fund</u> | <u>9</u> | <u>In specie redemptions</u> | <u>23</u> |
| <u>UK Growth and Income Fund</u> | <u>10</u> | <u>Issue of Shares in exchange for in specie assets</u> | <u>23</u> |
| <u>UK Fund</u> | <u>10</u> | <u>Suspension of dealings in the Company</u> | <u>24</u> |
| <u>UK Smaller Companies Fund</u> | <u>10</u> | <u>Governing law</u> | <u>24</u> |
| <u>UK Select Fund</u> | <u>11</u> | <u>Valuation of the Company</u> | <u>24</u> |
| <u>UK Institutional Fund</u> | <u>11</u> | <u>Price per Share in each Fund and each Class</u> | <u>26</u> |
| <u>UK Overseas Earnings Fund</u> | <u>11</u> | <u>Pricing basis</u> | <u>26</u> |
| <u>UK Cash Fund</u> | <u>11</u> | <u>Publication of Prices</u> | <u>26</u> |
| <u>Dollar Bond Fund</u> | <u>12</u> | <u>Risk factors</u> | <u>26</u> |
| <u>American Fund</u> | <u>12</u> | <u>Management and administration</u> | <u>29</u> |
| <u>American Select Fund</u> | <u>12</u> | <u>The Depository</u> | <u>30</u> |
| <u>American Smaller Companies Fund (US)</u> | <u>13</u> | <u>The Investment Manager</u> | <u>30</u> |
| <u>Japan Fund</u> | <u>13</u> | <u>Auditors</u> | <u>31</u> |
| <u>Japan Smaller Companies Fund</u> | <u>13</u> | <u>Legal Advisers</u> | <u>31</u> |
| <u>European Bond Fund</u> | <u>14</u> | <u>Register of Shareholders</u> | <u>31</u> |
| <u>European Corporate Bond Fund</u> | <u>14</u> | <u>Conflicts of Interest</u> | <u>31</u> |
| <u>European Fund</u> | <u>14</u> | <u>Fees and expenses</u> | <u>31</u> |
| <u>European Select Fund</u> | <u>14</u> | <u>Charges payable to the ACD</u> | <u>32</u> |
| <u>European Smaller Companies Fund</u> | <u>15</u> | <u>Investment Manager's fee</u> | <u>34</u> |
| <u>Pan European Smaller Companies Fund</u> | <u>15</u> | <u>Depository's fee</u> | <u>34</u> |
| <u>Pan European Fund</u> | <u>15</u> | <u>Shareholder meetings and voting rights</u> | <u>38</u> |
| <u>European High Yield Bond Fund</u> | <u>16</u> | <u>Taxation</u> | <u>39</u> |
| <u>Asia Fund</u> | <u>16</u> | <u>Stamp Duty Reserve Tax ('SDRT')</u> | <u>39</u> |

| | |
|---|-----------|
| <u>Winding up of the Company or a Fund of the Company</u> | <u>42</u> |
| <u>General Information</u> | <u>43</u> |
| <u>Annual Report and Accounts</u> | <u>44</u> |
| <u>Risk Management</u> | <u>44</u> |
| <u>Documents of the Company</u> | <u>44</u> |
| <u>Material Contracts</u> | <u>44</u> |
| <u>Additional Information</u> | <u>45</u> |
| <u>Notice to Shareholders</u> | <u>45</u> |
| <u>Complaints</u> | <u>45</u> |
| <u>Notes for investors outside the UK</u> | <u>45</u> |
| <u>Overseas investors</u> | <u>45</u> |
| <u>Appendix I Eligible securities markets and eligible derivatives markets</u> | <u>47</u> |
| <u>Appendix II Investment management and borrowing powers of the Company</u> | <u>51</u> |
| <u>Appendix III List of issuers of Government and public securities in which the Company may invest up to 100% of the Scheme Property of each Fund. These are the only public bodies in which the Company may invest more than 35% of the assets of each Fund</u> | <u>67</u> |
| <u>Appendix IV Dilution adjustment estimates</u> | <u>68</u> |
| <u>Appendix V Performance of the Funds</u> | <u>69</u> |
| <u>Appendix VI Share class availability and fund launch dates</u> | <u>70</u> |
| <u>Appendix VII Hedged Share Classes availability</u> | <u>71</u> |
| <u>Directory</u> | <u>72</u> |
| <u>Paying Agents</u> | <u>72</u> |
| <u>Listing Agent</u> | <u>72</u> |

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

Threadneedle Investment Services Limited, the Authorised Corporate Director of the Company (the 'ACD'), is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the FSA Rules to be included in it. Threadneedle Investment Services Limited accepts responsibility accordingly.

Prospectus of Threadneedle Investment Funds ICVC

(An open-ended investment company with variable capital incorporated with limited liability and registered in England and Wales under registered number IC000002)

This document constitutes the Prospectus for Threadneedle Investment Funds ICVC, which has been prepared in accordance with the FSA Rules. The Company is also subject to the OEIC Regulations. The Instrument of Incorporation of the Company is registered with the FSA.

This Prospectus is dated and is valid as at May 2010 and replaces any previous Prospectuses issued by the Company.

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

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

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

A number of Shares are listed on the Luxembourg Stock Exchange. Details are available on request.

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.

The provisions of the Company's Instrument of Incorporation are binding on each of its Shareholders (who are taken to have notice of them).

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 (the 'Act') by the ACD.

This Prospectus is based on information, law and practice at the date hereof. The Company shall not be bound by an out of date Prospectus when it has issued a new Prospectus or addendum and investors should check with the ACD that this is the most recently published Prospectus.

Copies of this Prospectus can be provided in large print or on computer disk upon request.

Definitions

'Accumulation Shares' Shares (of whatever Class) in Funds of the Company as may be in issue from time to time in respect of which income allocated thereto is credited periodically to capital pursuant to the FSA Rules

'ACD' Threadneedle Investment Services Limited, the authorised corporate director of the Company

'Approved Bank' means one of certain institutions as defined in the glossary to the FSA Handbook

"Base Currency" is Pounds Sterling and is the currency in which the accounts of the Company are to be prepared

'Class' or 'Classes' in relation to Shares, means (according to the context) all of the Shares related to a single Fund or a particular class or classes of Share related to a single Fund

'Class X' Shares that have been designed to accommodate an alternative charging structure whereby instead of an annual management fee charge to the Fund, the investor is invoiced directly by the ACD as set out in the agreement between the ACD and each Eligible Shareholder

'COLL' refers to the appropriate chapter or rule in the FSA Rules

'Company' Threadneedle Investment Funds ICVC

'Dealing Day' Monday to Friday except for (unless the ACD otherwise decides) the last working day before Christmas and bank holidays in England and Wales and other days at the ACD's discretion

'Depositary' J.P. Morgan Trustee and Depositary Company Limited, the depositary of the Company

'EEA State' a member state of the European Union and any other state that is within the European Economic Area

'Eligible Institution' one of certain credit institutions as defined in the glossary to the FSA Handbook

'Eligible Shareholder' existing or new investor of the Company that is eligible at the ACD's discretion to invest in the Class X Shares upon entering into an agreement with the ACD and fulfilling the eligibility conditions set by the ACD from time to time

'EPM' efficient portfolio management means the use of techniques and instruments which relate to transferable securities and approved money-market instruments and which fulfill the following criteria:

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

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

- reduction of risk;
- reduction of cost;
- 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 COLL

'Fraction' a smaller denomination Share (on the basis that ten-thousand smaller denomination Shares make one larger denomination Share)

'FSA' the Financial Services Authority

'FSA Handbook' the FSA Handbook of Rules and Guidance

'FSA Rules' the rules contained in the Collective Investment Schemes Sourcebook published as part of the FSA Handbook that shall, for the avoidance of doubt, not include guidance or evidential requirements contained in that Sourcebook

'Fund' or 'Funds' a sub-fund of the Company (being part of the Scheme Property of the Company which is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to such sub-fund

'Gross Accumulation Shares' Accumulation Shares that are Gross Paying Shares and are denominated in base currency

'Gross Income Shares' Income Shares that are Gross Paying Shares and are denominated in base currency

'Gross Paying Shares' Shares (of whatever Class) in Funds of the Company as may be in issue from time to time and in respect of which income allocated thereto is credited periodically to capital (in the case of Accumulation Shares) or distributed periodically to the holders thereof (in the case of Income Shares) in either case in accordance with relevant tax law without any tax being deducted or accounted for by the Company

"Hedged Currency" is the currency in which the Hedged Share Class is denominated

"Hedged Share Class" or "Hedged Share Classes" means (according to the context) share class or classes which allow the use of currency hedging transactions to reduce the effect of exchange rate fluctuations between the Reference Currency or Reference Currencies and the Hedged Currency

'Income Shares' Shares (of whatever Class) in Funds of the Company as may be in issue from time to time in respect of

which income allocated thereto is distributed periodically to the holders thereof pursuant to the FSA Rules

'Investment Manager' Threadneedle Asset Management Limited, the investment manager to the ACD

'IPA Shares' Shares available to Individual Pensions Accounts only

'Net Accumulation Shares' Accumulation Shares which are Net Paying Shares and are denominated in base currency

'Net Asset Value' or 'NAV' the value of the Scheme Property of the Company (or of any Fund as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Company's Instrument of Incorporation

'Net Income Shares' Income Shares which are Net Paying Shares and are denominated in base currency

'Net Paying Shares' Shares (of whatever Class) in Funds of the Company as may be in issue from time to time and in respect of which income allocated thereto is credited periodically to capital (in the case of Accumulation Shares) or distributed periodically to the holders thereof (in the case of Income Shares) in either case in accordance with relevant tax law net of any tax deducted or accounted for by the Company

'OECD' Organisation for Economic Co-operation and Development

'OEIC Regulations' the Open-Ended Investment Companies Regulations 2001, as amended

"Portfolio Currency" or "Portfolio Currencies" means (according to the context) the currency or currencies in which the Fund is invested in line with the investment objectives applicable to the Fund

"Reference Currency" or "Reference Currencies" means (according to the context) the currency or currencies against which the currency hedging transaction will be applied in order to reduce any exchange rate fluctuation with the Hedged Currency

'Scheme Property' the property of the Company required under the FSA Rules to be given for safe-keeping to the Depositary

'SDRT' Stamp Duty Reserve Tax

'Share' or 'Shares' a share or shares in the Company (including larger denomination Shares and Fractions)

'Shareholder' a holder for the time being of Shares

'Switch' the exchange of Shares of one Class or Fund for Shares of another Class or Fund

Details of the Company

General

THREADNEEDLE INVESTMENT FUNDS ICVC is an open-ended investment company with variable capital incorporated in England and Wales under registered number IC000002 and authorised by the FSA with effect from 18 June 1997.

The Company has been certified by the FSA as eligible to enjoy the rights conferred by the Undertakings for Collective Investment in Transferable Securities Directive (85/611/EEC), as amended by directives 2001/107/EC and 2001/108/EC (the 'UCITS Directive'). Accordingly, the Company is a 'UCITS Scheme' for the purposes of the FSA Rules.

Shareholders of the Company are not liable for the debts of the Company.

Head Office: 60 St Mary Axe, London EC3A 8JQ.

Address for Service: The head office is the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on it.

Base Currency: The base currency of the Company is Pounds Sterling. Each Fund and Class is designated in Pounds Sterling.

Share Capital: Maximum £100,000,000,000
 Minimum: £100

Shares in the Company have no par value. The share capital of the Company at all times equals the sum of the NAV of each of the Funds.

Shares in the Company can be marketed in other EEA States if the ACD so decides. The Shares are currently registered for public offer in a number of countries outside the UK including Austria, Belgium, Denmark, France, Italy, Luxembourg, the Netherlands, Portugal and Spain. With the exception of the UK Cash Fund as well as the Class X Shares, all of the Funds are currently registered for public offer in Hong Kong. Some of the Funds are registered for offer and sale in Switzerland, and to 'approved' pension funds in Chile. In Singapore a limited number of Funds are currently recognised as restricted schemes and are only available for marketing to institutional investors.

A separate Prospectus applies to the distribution of the Funds in Switzerland and is available upon request from the ACD.

The UK Cash Fund is currently registered for public offer in the UK only and it is not intended to be registered outside the UK unless otherwise decided by the ACD.

The Company issues and redeems Shares in each of its available Classes at a price related to the relevant NAV.

The Structure of the Company

The Funds

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 FSA and the agreement of the Depositary. 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 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. The Funds that are currently available are:

UK Equity Income Fund*
UK Monthly Income Fund*
UK Corporate Bond Fund*
Sterling Bond Fund*
Monthly Extra Income Fund*
Strategic Bond Fund*
High Yield Bond Fund*
UK Growth and Income Fund*
UK Fund*
UK Smaller Companies Fund*
UK Select Fund*
UK Institutional Fund*
UK Overseas Earnings Fund*
UK Cash Fund
Dollar Bond Fund*
American Fund*
American Select Fund*
American Smaller Companies Fund (US)*
Japan Fund*
Japan Smaller Companies Fund*
European Bond Fund*
European Corporate Bond Fund*
European Fund*
European Select Fund*
European Smaller Companies Fund*
Pan European Smaller Companies Fund*
Pan European Fund*
European High Yield Bond Fund *
Asia Fund*
Latin America Fund*
Emerging Market Bond Fund*
Global Bond Fund*
Global Select Fund*

* These Funds will at all times be invested so as to render them as qualifying investments for the purposes of the Individual Savings Accounts Regulations 1998 (as amended).

Details of the Funds currently available, including their investment objectives and policies, are contained in the section

'Investment objectives, policies and other details of the Funds' on page 11.

Each Fund has a specific portfolio of assets to which that Fund's assets and liabilities are attributable. So far as the Shareholders are concerned each Fund is treated as a separate entity. Creditors of the Company may nevertheless look to all the assets of the Company for payment regardless of the Fund in respect of which that creditor's debt has arisen. Assets may be re-allocated to and from other Funds if it is necessary to do so to satisfy any creditor proceeding against the Company. In the event that any assets are so re-allocated, the ACD will advise Shareholders in the next succeeding annual or half-yearly report to Shareholders.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund and, within the Funds, charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. The liabilities, expenses and charges directly attributable to a Hedged Share Class will be charged to that specific Hedged Share Class. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which is fair to the Shareholders generally but they will normally be allocated to all Funds pro rata to the NAV of the relevant Funds.

Share Classes

Classes of Shares available within the Funds:

Several Classes of Share may be issued in respect of each Fund. The Classes of Share presently available are set out in Appendix VI and Appendix VII.

Subject to compliance with the OEIC Regulations and the FSA Rules, the ACD may create new Classes of Share in respect of any Fund.

Some Classes may make available Net Income Shares, Gross Income Shares, Net Accumulation Shares and Gross Accumulation Shares. The types of Shares presently available are set out in Appendix VI and Appendix VII .

Holders of Net Income Shares and Gross Income Shares are entitled to be paid the income attributed to such Shares on the relevant interim and annual allocation dates.

Holders of Net Accumulation Shares and Gross Accumulation Shares are not entitled to be paid the income attributable to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund on the relevant interim and/or annual accounting dates. The price of Net Accumulation Shares and Gross Accumulation Shares increases to reflect this.

Where a Fund has different Classes, each Class may attract different charges and expenses and so monies may be deducted from Classes in unequal proportions. In these circumstances the proportionate interests of the Classes within a Fund will be adjusted accordingly. Typically, Class 1 Shares are available to retail investors seeking income or growth (or a combination of both) over the medium to long-term. Class 2 Shares are available to non-retail investors. Class X shares are available to Eligible Shareholders only.

Hedged Share Classes may be available for some Funds. Hedged Share Classes allow the ACD to use currency hedging transactions to reduce the effect of exchange rate fluctuations between the Reference Currency or Reference Currencies and the Hedged Currency.

Where undertaken, the effects of hedging will be reflected in the value of the relevant Hedged Share Class. The cost and expenses associated with the hedging transactions in respect of the relevant Hedged Share Class(es) and any benefits of the hedging transactions will accrue to Shareholders in that Hedged Share Class only.

The ACD will aim to hedge between 95% and 105% of the proportion of the Net Asset Value attributable to a Hedged Share Class. When assessing the hedging transactions in respect of a Hedged Share Class both the capital and income values of the relevant Hedged Share Class will be taken into account.

The ACD will review the relevant hedging positions daily and, if appropriate, adjust the hedge to reflect investor in- and outflows.

It should be noted that hedging transactions may be entered into whether or not the currency of a Hedged Share Class is declining or increasing in value relative to the Reference Currency or Portfolio Currency or Portfolio Currencies; consequently, where such hedging is undertaken, it may protect investors in the relevant class against a decrease in the value of this currency being hedged but it may also preclude investors from benefiting from an increase in the value of this currency.

There can be no guarantee that the hedging strategy applied in Hedged Share Classes will entirely eliminate the adverse effects of changes in exchange rates between the Reference Currency or reference Currencies and the Hedged Currency.

The relevant Reference Currency for each Hedged Share Class is set out in Appendix VI.

Shareholders are entitled (subject to certain restrictions) to switch all or part of their Shares in a Class or a Fund for Shares in another Class within the same Fund or for Shares of the

same or another Class within a different Fund. Details of this switching facility and the restrictions are set out in the section 'Buying, selling and switching Shares'. Class 1 and Class 2 Shareholders can only Switch into the Class X Shares if they are classified as Eligible Shareholders.

Investment objectives, policies and other details of the Funds

Investment of the assets of each of the Funds must comply with the FSA Rules and the investment objective and policy of the relevant Fund. Details of these investment objectives and policies are set out below. The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Appendix I. A detailed statement of the general investment and borrowing restrictions and the extent to which each Fund may use derivatives is set out in Appendix II. The investment policy of a Fund may mean that at times it is appropriate not to be fully invested but to hold cash or near cash. The circumstances when this may occur are set out in Appendix II.

Where the investment policy of a Fund contains words such as 'primarily', 'principally' or 'mainly' in the description of its investment policy, the relevant Fund will invest not less than two-thirds of the value of the property of that Fund in the specified kind of assets.

Where the investment policy of a Fund contains the term 'significant' in the description of its investment policy that term shall mean not less than two thirds.

With respect to the investment policy of the Funds listed below, the term "smaller companies" shall be defined as:

Companies within the FTSE World Europe Index ex UK (excluding the top 225 stocks) for the European Smaller Companies Fund.

Companies within the FTSE World Europe Index (excluding the top 300 stocks) for the Pan European Smaller Companies Fund.

Companies with a total market capitalization available for trading (free float) of Euro 1.5 billion or less for the Pan European Fund.

Companies which predominantly are listed on the Hoare Govett Smaller Companies Index and the London Stock Exchange's Alternative Investment Market for the UK Smaller Companies Fund.

Companies with a market capitalisation of less than USD 5 billion for the American Smaller Companies Fund (US).

Companies outside the top 250 stocks listed on the Tokyo Stock Exchange First Section by market capitalisation and all companies listed on Japan's smaller and regional exchanges for the Japan Smaller Companies Fund.

Where the name of the Fund refers to investments in bonds, then that Fund will invest a least two thirds of its total assets in straight bonds, other debt securities included in recognized bond indices (for example Merrill Lynch, iBoxx, etc) and derivatives of such constituents, a maximum of 10% of its assets in equities or other participation rights and a maximum of 25% of its total assets in options and convertible bonds and a maximum of one-third of its assets in money market instruments, if such investments are permitted by the investment policy of that Fund. For further details please refer to Appendix II.

UK Equity Income Fund

Investment Objective

To achieve an above average rate of income combined with sound prospects for capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in UK equities. It may, however, invest in other securities such as convertibles and gilts.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking an above average income with sound prospects for capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Risk to Capital Growth".

These "Risk factors" must be understood before making an investment in the Fund.

UK Monthly Income Fund

Investment Objective

To achieve an above average income combined with sound prospects for capital growth. Income will be paid monthly.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in UK equities. It may, however, invest in other securities such as convertibles and gilts.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking an above average income with sound prospects for capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Risk to Capital Growth".

These "Risk factors" must be understood before making an investment in the Fund.

UK Corporate Bond Fund

Investment Objective

To achieve a high level of income.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in fixed interest investments in the UK and Continental Europe.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a high level of income who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Fixed Income Funds Risk".

These "Risk factors" must be understood before making an investment in the Fund.

Sterling Bond Fund

Investment Objective

To achieve total return primarily by way of income with some capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in UK Government Securities denominated in Sterling and Sterling denominated securities issued by Governments, Government Agencies and Supranational Borrowers.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including

other fixed interest securities and money market securities). For liquidity purposes it may invest in cash and near cash.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return primarily by way of income with some capital growth who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Risk to Capital Growth" and "Fixed Income Funds Risk".

These "Risk factors" must be understood before making an investment in the Fund.

Monthly Extra Income Fund

Investment Objective

To achieve a high level of income with prospects of capital growth. Income will be paid monthly.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in Sterling denominated fixed interest securities and UK equities.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking a high level of income with prospects for capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Risk to Capital Growth".

These "Risk factors" must be understood before making an investment in the Fund.

Strategic Bond Fund

Investment Objective

To achieve total return principally by way of income. Income will be paid monthly.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund in a managed portfolio of primarily UK and European fixed interest securities. The portfolio will include investment grade as well as below investment grade fixed interest securities. From time to time, it may also invest in securities issued by sovereign and Supranational borrowers.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including non UK and European fixed interest securities and money market securities). For liquidity purposes it may further invest in cash and near cash.

Where securities are non-Sterling denominated it is intended that they will typically be hedged back into Sterling.

Note:

The strategic investment approach means that the ACD provides strategic overlay to the Fund's investments switching between high yield, corporate debt and Government debt as it feels appropriate.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return primarily by way of income who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Fixed Income Funds Risk", "Risk to Capital Growth" and "High Yield Bond Risk".

These "Risk factors" must be understood before making an investment in the Fund.

High Yield Bond Fund

Investment Objective

To achieve a higher level of income. Income will be paid monthly.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund principally in higher risk UK and international fixed interest securities. It may also invest in equities.

Investor Profile

The Fund may be suitable for investors with a medium to long term investment horizon seeking a high level of income who are prepared to tolerate moderate to large price fluctuations. If

investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Fixed Income Funds Risk”, “Risk to Capital Growth” and “High Yield Bond Risk”.

These “Risk factors” must be understood before making an investment in the Fund.

UK Growth and Income Fund

Investment Objective

To provide long term capital growth with a reasonable and growing income.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in ‘blue chip’ large capitalised UK companies, but including, when deemed appropriate small and medium-sized companies, predominantly from the UK.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking a reasonable and growing income with prospects for capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Risk to Capital Growth”.

These “Risk factors” must be understood before making an investment in the Fund.

UK Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund principally in equities of companies domiciled in the UK or which have significant UK operations. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company.

These “Risk factors” must be understood before making an investment in the Fund.

UK Smaller Companies Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of smaller companies that are domiciled in the UK or have significant UK operations.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including fixed interest securities, other equities and money market securities). For liquidity purposes it may invest in cash and near cash.

For information regarding ‘smaller companies’ please refer to the section Investment objectives, policies and other details of the Funds’ on page 9.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Smaller Companies Funds”.

These “Risk factors” must be understood before making an investment in the Fund.

UK Select Fund

Investment Objective

To achieve above average capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund for growth, through a concentrated, actively managed portfolio. The select investment approach means that the ACD has the flexibility to take significant stock and sector positions which may lead to increased levels of volatility. The portfolio will consist primarily of equities of companies domiciled in the UK, or which have significant UK operations. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking above average capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company. In particular, investors should refer to the section "Concentrated portfolios".

These "Risk factors" must be understood before making an investment in the Fund.

UK Institutional Fund

Investment Objective

To achieve long term capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund in a wide spread of primarily UK companies, which are considered to have good potential for capital growth. Investment will tend to focus on large companies with sound long-term prospects.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company.

These "Risk factors" must be understood before making an investment in the Fund.

UK Overseas Earnings Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in the shares of UK companies deriving more than half their earnings from overseas activities and/or exports.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company.

These "Risk factors" must be understood before making an investment in the Fund.

UK Cash Fund

Investment Objective

To achieve a high level of capital security and provide income.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund in Sterling denominated cash deposits and certificates of deposit. If the ACD considers it desirable it may also invest up to 50% of the total assets of the Fund in commercial paper. The investment policy shall be subject to the following credit rating restrictions:

- (i) Bank deposits shall be held with and certificates of deposit shall be issued by a deposit taking institution with a minimum long term credit rating of either (a) Standard & Poor's: AA-, or (b) Moody's AA3;
- (ii) Commercial paper issued by institutions with a minimum short term credit rating either (a) Standard & Poor's: A1, or (b) Moody's P1, and with a maximum term to maturity of 184 days.

Investor Profile

The Fund may be suitable for investors with a short term investment horizon seeking income and a high level of capital security. Please note that the Fund may not be suitable if interest rates are very low given that investment returns may not exceed the liabilities/payments of the Fund which could result in negative returns. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “No Guarantee of Capital”, “Risk to Capital Growth” and “Liquidity Risk”

For the avoidance of doubt, the UK Cash Fund does not offer any form of guarantee with respect to investment performance, and no form of capital protection will apply.

These “Risk factors” must be understood before making an investment in the Fund.

Dollar Bond Fund

Investment Objective

To achieve total return primarily by way of income with some capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in US Government Securities denominated in Dollar and Dollar denominated securities issued by Governments, Government Agencies, Corporations and Supranational Borrowers.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including other fixed interest securities and money market securities). For liquidity purposes it may invest in cash and near cash.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return primarily by way of income with some capital growth who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Risk to Capital Growth” and “Fixed Income Fund Risk”.

These “Risk factors” must be understood before making an investment in the Fund.

American Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the stock of medium to large companies domiciled in North America or which have significant North American operations. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company.

These “Risk factors” must be understood before making an investment in the Fund.

American Select Fund

Investment Objective

To achieve above average capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund in companies domiciled in North America or which have significant North American operations. These include smaller and emerging growth companies, those with potential for merger or takeover, those with new management recovery situations and exploration companies. There will be no particular specialisation. The select investment approach means that the ACD has the flexibility to take significant stock and sector positions which may lead to increased levels of volatility.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking above average capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company. In particular, investors should refer to section “Concentrated portfolios”.

These “Risk factors” must be understood before making an investment in the Fund.

American Smaller Companies Fund (US)

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of smaller companies that are domiciled in the US or have significant US operations.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including fixed interest securities, other equities and money market securities). For liquidity purposes it may invest in cash and near cash.

For information regarding ‘smaller companies’ please refer to the section Investment objectives, policies and other details of the Funds’ on page 10.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Smaller Companies Funds”.

These “Risk factors” must be understood before making an investment in the Fund.

Japan Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of companies domiciled in Japan or with significant Japanese operations.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including fixed interest securities, warrants and convertible bonds, other equities and money market securities). For liquidity purposes it may invest in cash and near cash.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company.

These “Risk factors” must be understood before making an investment in the Fund.

Japan Smaller Companies Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of smaller companies domiciled in Japan or with significant Japanese operations.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities (including fixed interest securities, other equities and money market securities). For liquidity purposes it may invest in cash and near cash.

For information regarding ‘smaller companies’ please refer to the section Investment objectives, policies and other details of the Funds’ on page 10.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Smaller Companies Fund”.

These “Risk factors” must be understood before making an investment in the Fund.

European Bond Fund

Investment Objective

To achieve total return primarily by way of income with some capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund in European public sector sovereign bonds and corporate bonds, issued by companies domiciled in Europe or with significant European operations, denominated in a range of European currencies. The Fund has the flexibility to invest in bonds issued by Eastern European issuers.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return primarily by way of income with some capital growth who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Risk to Capital Growth" and "Fixed Income Fund Risk".

These "Risk factors" must be understood before making an investment in the Fund.

European Corporate Bond Fund

Investment Objective

To achieve total return.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund in a managed portfolio of fixed interest securities which are primarily Euro denominated. The portfolio will consist primarily of a broad range of investment grade corporate fixed interest investments in companies domiciled in Europe or which have significant European operations. From time to time, it may also invest in securities issued by investment grade sovereign and supranational borrowers. However, it is intended that the portfolio will not be more than 25% invested in securities rated AAA (Standard & Poor's). A maximum of 10% of the portfolio can be invested in below investment grade securities. Where securities are non-Euro denominated it is intended that they will typically be hedged into Euro.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return who are prepared to tolerate moderate price fluctuations. If investors are uncertain if

the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company and in particular section "Fixed Income Fund Risk".

These "Risk factors" must be understood before making an investment in the Fund.

European Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund primarily in equities of companies domiciled in Continental Europe or which have significant Continental European operations with growth prospects. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the "Risks factors" section of this Prospectus in terms of risks applicable to investing in the Company.

These "Risk factors" must be understood before making an investment in the Fund.

European Select Fund

Investment Objective

To achieve above average capital growth.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund mainly in a relatively concentrated portfolio of equities of companies domiciled in Continental Europe or which have significant Continental European operations. The select investment approach means that the ACD has the flexibility to take significant stock and sector positions which may lead to increased levels of volatility. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking above average capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company. In particular, investors should refer to section “Concentrated portfolios”.

These “Risk factors” must be understood before making an investment in the Fund.

European Smaller Companies Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of smaller companies domiciled in Continental Europe or with significant Continental European operations. If the ACD considers it desirable it may further invest in other securities (including fixed interest securities, other equities and money market securities).

For information regarding ‘smaller companies’ please refer to the section ‘Investment objectives, policies and other details of the Funds’ on page 10.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Smaller Companies Funds”.

These “Risk factors” must be understood before making an investment in the Fund.

Pan European Smaller Companies Fund

Investment Objectives

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equities of smaller companies domiciled in Continental Europe and the UK, or, with significant Continental European or UK operations.

If the ACD considers it desirable it may further invest in other securities (including fixed interest securities, other equities and money market securities).

For information regarding ‘smaller companies’ please refer to the section Investment objectives, policies and other details of the Funds’ on page 10.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Smaller Companies Funds Risk”.

These “Risk factors” must be understood before making an investment in the Fund

Pan European Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equity of large companies domiciled in Continental Europe or the UK or with significant Continental European or UK activities. The ACD may, however, invest in the equity of smaller companies.

For information regarding ‘smaller companies’ please refer to the section ‘Investment objectives, policies and other details of the Funds’ on page 9.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to

tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company.

These “Risk factors” must be understood before making an investment in the Fund.

European High Yield Bond Fund

Investment Objective

To achieve total return. Over time this will be predominantly by way of income.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in corporate fixed interest securities of corporates with higher risk (that is non-investment grade credit) issued predominantly in Euro or Sterling. Where securities are non-Euro denominated it is intended they will typically be hedged into Euro. The ACD will invest predominantly in issues issued by companies domiciled in Europe, or with significant European operations. If the ACD considers it desirable it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a medium to long term investment horizon seeking a total return primarily by way of income who are prepared to tolerate moderate to large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “High Yield Bond Funds”, “and “Fixed Income Funds Risk”.

These “Risk factors” must be understood before making an investment in the Fund.

Asia Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in the equity of companies domiciled in Asia (with the exclusion of Japan) or with significant Asian (excluding Japan)

operations. It may further invest in other securities including fixed interest securities, other equities and money market securities.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Emerging Markets Risk” and “Tax Risk”.

The nature of investments in emerging rather than developed markets means that the Fund may experience increased levels of volatility compared to funds invested primarily in more mature markets. Furthermore custody arrangements in emerging markets may be less reliable.

These “Risk factors” must be understood before making an investment in the Fund.

Latin America Fund

Investment Objective

To achieve capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund mainly in equities of companies domiciled in Latin America or which have significant Latin American operations and it may further invest in fixed income securities such as sovereign and corporate Latin American debt, other equities and money market securities.

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Emerging Markets Risk” and “Tax Risk”.

The nature of investments in emerging rather than developed markets means that the Fund may experience increased levels of volatility compared to funds invested primarily in more

mature markets. Furthermore custody arrangements in emerging markets may be less reliable.

These “Risk factors” must be understood before making an investment in the Fund.

Emerging Market Bond Fund

Investment Objective

To achieve a total return primarily by way of income with some capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in high yielding public sector sovereign and corporate bonds issued by emerging market borrowers. Emerging Market countries are those characterised as developing or emerging by either the World Bank, the United Nations or the JPMorgan Global Diversified Emerging Market Bond Index.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other fixed interest securities, including bonds issued by countries making up the G7, deposits, cash and near cash. In addition, the ACD may use derivatives (including currency, interest rate and credit default swaps) and forward transactions for purposes that are limited to EPM techniques.

Use of Derivatives within the Emerging Market Bond Fund

The use of derivatives within the Emerging Market Bond Fund is set out in paragraph 18.4 of Appendix II. The use is limited to EPM techniques.

Investor Profile

The Fund may be suitable for investors with a medium to long term investment horizon seeking a total return primarily by way of income with some capital growth who are prepared to tolerate moderate to large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Risk to Capital Growth”, “Emerging Markets Risk”, “Tax Risk”, “Fixed Income Fund Risk” and “High Yield Bond Risk”.

The nature of investments in emerging rather than developed markets means that the Fund may experience increased levels of volatility compared to funds invested primarily in more mature markets. Furthermore custody arrangements in emerging markets may be less reliable.

These “Risk factors” must be understood before making an investment in the Fund.

Global Bond Fund

Investment Objective

To achieve a total return comprising primarily income with some capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund in a managed portfolio of fixed income securities worldwide..

Risk Factors

‘Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company and in particular section “Risk to Capital Growth” and “Fixed Income Funds Risk”.

These “Risk factors” must be understood before making an investment in the Fund.

Investor Profile

The Fund may be suitable for investors with a medium term investment horizon seeking a total return primarily by way of income with some capital growth who are prepared to tolerate moderate price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Global Select Fund

Investment Objective

To achieve above average capital growth.

Investment Policy

The ACD’s investment policy is to invest the assets of the Fund primarily in equities issued by companies worldwide. The portfolio may be concentrated geographically or with respect to stock and sector positions, which may lead to increased levels of volatility. If the ACD considers it desirable, it may further invest in other securities (including fixed interest securities, other equities and money market securities).

Investor Profile

The Fund may be suitable for investors with a long term investment horizon seeking above average capital growth who are prepared to tolerate large price fluctuations. If investors are uncertain if the fund is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the “Risks factors” section of this Prospectus in terms of risks applicable to investing in the Company. In particular, investors should refer to section

“Concentrated portfolios”, “Emerging Market Risk” and “Tax Risk”.

The nature of investments in emerging rather than developed markets means that the Fund may experience increased levels of volatility compared to funds invested primarily in more mature markets. Furthermore custody arrangements in emerging markets may be less reliable.

These “Risk factors” must be understood before making an investment in the Fund.

Buying, selling and switching Shares

The investor can invest in all Funds and Share Classes provided the eligibility criteria's are met.

The Funds are marketable to all retail and non-retail investors.

The dealing office of the ACD is open from at least 8 am until at least 5 pm UK time (9 am to 6 pm Central European Time) on each Dealing Day to receive requests for the issue, redemption and switching of Shares.

Prices for the available Funds are calculated every Dealing Day at 12 noon UK time (normally 1 pm Central European Time). Shares in the Funds purchased or sold before 12 noon (normally 1 pm Central European Time) will obtain the price calculated on that Dealing Day. Shares in Funds purchased or sold after 12 noon (normally 1 pm Central European Time) will obtain the price calculated at 12 noon (normally 1 pm Central European Time) the following Dealing Day.

Minimum subscriptions and holdings

| Currency | Minimum Investment | Subsequent Investment | Minimum Holding |
|----------------------------------|--------------------|-----------------------|-----------------|
| GBP (Class 1) | GBP 2,000 | GBP 1,000 | GBP 500 |
| EUR (Class 1) | EUR 2,500 | EUR 750 | EUR 750 |
| USD (Class 1) | USD 3,000 | USD 750 | USD 750 |
| GBP (Class 2) | GBP 0.5 million | GBP 25,000 | GBP 25,000 |
| EUR (Class 2) | EUR 0.75 million | EUR 40,000 | EUR 40,000 |
| USD (Class 2) | USD 0.8 million | USD 40,000 | USD 40,000 |
| GBP (Class X) | GBP 3 million | GBP 25,000 | GBP 25,000 |
| EUR (Class X) | EUR 5 million | EUR 40,000 | EUR 40,000 |
| USD (Class X) | USD 5 million | USD 40,000 | USD 40,000 |
| EUR (Class 1 Hedged Share Class) | EUR 2,500 | EUR 750 | EUR 750 |
| USD (Class 1 Hedged Share Class) | USD 3,000 | USD 750 | USD 750 |
| EUR (Class 2 Hedged Share Class) | EUR 0.75 million | EUR 40,000 | EUR 40,000 |
| USD (Class 2 Hedged Share Class) | USD 0.8 million | USD 40,000 | USD 40,000 |

The ACD may at its discretion accept subscriptions lower than the minimum amount. If a holding is below the minimum holding the ACD has the discretion to require redemption of the entire holding. For the Hedged Share Class(es), although the above applies, if at any time the size of a class falls below GBP 1million (or the equivalent in another currency), the ACD may, in the interest of remaining Shareholders, redeem all outstanding Shares in the affected Hedged Share Class. Investors should refer to the “Restrictions and compulsory transfer and redemption” for further information.

Client money – Where monies are received by the ACD from investors for investment in Shares or the ACD holds proceeds of the sale of Shares for investors, the ACD will not calculate or pay to the investor any interest that might arise on those monies.

Initial Offer Period

The ACD may arrange for there to be an Initial Offer Period in respect of any newly-established Fund, commencing on the date of launch of the relevant Fund. During that period, the price at which shares in that Fund can be bought will be as fixed by the ACD and notified to the Depositary at or before the start of that period.

Buying Shares

Procedure:

Shares can be bought by UK residents either by sending a completed application form to the ACD directed to the ACD Client Services Department P.O. Box 1331, Swindon SN38 7TA, faxing the application form to 0800 328 4540 or by telephoning the ACD on 0800 068 3000*. For non-UK residents, the initial purchase must be accompanied by a completed application form. Application forms may be obtained from the ACD and faxed to (+44) 1793 713609 or sent through the post directed to the ACD Clients Services Department P.O. Box 1457 Swindon SN1 1FP. Subsequent investments can be made by telephone on (+44) 1793 363900*, but still require written confirmation. Unless dictated otherwise, all deals will be processed on receipt and payment immediately becoming due.

Prior to subscription to Class X Shares an agreement must be entered into between the Eligible Shareholder and the ACD.

* Please note that calls may be recorded.

Settlement is the relevant Dealing Day plus four business days for Funds of the Company that are 'equity Funds'. For Funds of the Company that are 'bond Funds' settlement is the relevant Dealing Day plus two business days. For Funds of the Company that are 'money security Funds' settlement is the relevant Dealing Day plus one business day. As part of its credit control policy, the ACD reserves the right to cancel without notice any contract for which payment has not been received by the relevant settlement date and to recover any losses incurred. The ACD reserves the right to charge interest on late settlement.

The ACD has the right to reject, on reasonable grounds, any application for Shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant.

Any subscription monies remaining after a whole number of Shares has been issued will not be returned to the applicant. Instead, Fractions will be issued in such circumstances.

Documents the purchaser will receive:

A contract note giving details of the Shares purchased and the price obtained will be issued by the end of the business day following the later of receipt of the application to purchase Shares or the valuation point by reference to which the purchase price is determined. Where the applicant is based in an EEA state where the Fund is registered, any communications will be made in an official language of that EEA state.

Subject to the law of an EEA state, an applicant may qualify for cancellation rights. A notice of the right to cancel will be issued at the same time as the contract note, and this will set out the full details of how to exercise this right. In the UK where an applicant has received advice regarding their investment (including by distance means), they will qualify for cancellation rights. Applicants will have the right to cancel the contract within 14 days of receipt of the contract note. However, please note that if the markets have moved adversely and the price of the investment has fallen, applicants may not get back the full amount invested.

Share certificates will not be issued in respect of Shares. Ownership of Shares will be evidenced by an entry on the Company's register of Shareholders. Statements in respect of periodic distributions on Shares will show the number of Shares held or accumulated by the recipient. Individual statements of a Shareholder's (or, when Shares are jointly held, the first-named holder's) Shares will also be issued at any time on request by the registered holder.

The Company has the power to issue bearer Shares but there are no present plans to do so.

Selling Shares

Procedure:

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

Requests to redeem Shares may be made to the ACD by telephone on 0800 068 3000* for UK investors or through the post directed to the ACD Client Services Department P.O. Box 1331 Swindon SN38 7TA and on (+44) 1793 363900* for non-UK investors (with written confirmation), by fax (+44) 1793 713609 or through the post directed to the ACD Client Services Department P.O. Box 1457 Swindon SN1 1FP.

*Please note that calls may be recorded.

Cheques or electronic funds transfer in satisfaction of the redemption monies will be issued or made within four business days for 'equity Funds', two business days for 'bond Funds' and one business day for 'money security Funds' or the later of (a) receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant Shareholders and completed as to the appropriate number of Shares, together with any other appropriate evidence of title, and (b) the valuation point following receipt by the ACD of the request to redeem.

Documents the Seller will receive:

A contract note giving details of the number and price of Shares sold will be sent to the selling Shareholder (to the first-named, in the case of joint Shareholders) together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the Shareholder(s) no later than the end of the business day following the later of the request to redeem Shares or the valuation point by reference to which the redemption price is determined.

Minimum redemption:

Part of a Shareholder's holding may be redeemed but the ACD reserves the right to refuse a redemption request if the value of the Shares of any Fund to be redeemed is less than £500 in respect of Class 1 Shares and Class 1 Hedged Share Class and less than £25,000 in respect of Class 2 and Class 2 Hedge Share Class and Class X Shares (or other currency equivalent).

Switching

A holder of Shares in a Fund may at any time switch all or some of his Shares of one Class or Fund ('Original Shares') for Shares of another Class or Fund ('New Shares'). The number of New Shares issued will be determined by reference to the respective prices of New Shares and Original Shares at the valuation point applicable at the time the Original Shares are repurchased and the New Shares are issued. Switching may be effected either by telephone on 0800 068 3000*, by fax on 0800 328 4540 or through the post directed to the ACD Client Services Department P.O. Box 1331 Swindon SN38 7TA for UK investors and on (+44) 1793 363900* for non-UK investors (with written confirmation), by fax (+44) 1793 713609 or through the post directed to the ACD Client Services Department P.O. Box 1457 Swindon SN1 1FP and the Shareholder(s) may be required to complete a switching form.

* Please note that calls may be recorded.

The ACD may at its discretion charge a fee on the switching of Shares between Funds. These fees are set out in the section 'Dealing Charges'. There is no fee on a Switch between Classes of the same Fund.

If the Switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class or Fund concerned, the ACD may, if it thinks fit, convert the whole of the applicant's holding of Original Shares to New Shares or refuse to effect any Switch of the Original Shares. The Shareholder of the Original Shares must be an Eligible Shareholder in order to Switch to the Class X Shares. No Switch will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended. The general provisions on procedures relating to redemption will apply equally to a Switch. A duly completed switching form must be received by the ACD before the valuation point on a Dealing Day in the

Fund or Funds concerned to be dealt with at the prices at those valuation points on that Dealing Day, or at such other date as may be approved by the ACD. Switching requests received after a valuation point will be held over until the next Dealing Day in the relevant Fund or Funds.

The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching fee together with any other charges or levies in respect of the issue or sale of the New Shares or repurchase or cancellation of the Original Shares as may be permitted pursuant to the FSA Rules.

Please note that a Switch of Shares in one Fund for Shares in any other Fund is treated as a redemption and sale and therefore may have tax implications for Shareholders. For persons subject to UK taxation it will be a disposal for the purposes of capital gains taxation.

A Shareholder who switches Shares in one Fund for Shares in any other Fund will not be given a right by law to withdraw from or cancel the transaction.

Dealing Charges

Initial Charge:

The initial charges vary depending on the country of subscription and the Class of Share. The current initial charges are set out below.

| Country of Subscription | Initial Charge |
|--|-------------------------------------|
| Class 1 and Class 1 Hedged Share Class | |
| UK | 3.75%* of the gross amount invested |
| Non-UK | 5%* of the gross amount invested |
| Class 2 and Class 2 Hedged Share Class | |
| UK | 0% of the gross amount invested |
| Non-UK | 0% of the gross amount invested |
| Class X | |
| UK | 0% of the gross amount invested |
| Non-UK | 0% of the gross amount invested |

* Except for UK Cash Fund for which it is currently zero.

The ACD will give written notice to the Shareholders not less than 60 days before implementing any increase to the rates of initial charge set out above, and will make available a Prospectus to reflect the increased rate of initial charge.

The initial charge is payable to the ACD and may be used to remunerate intermediaries. To the extent permitted by the FSA Rules, the ACD may agree to waive or reduce the initial charge at its discretion, in respect of a subscription by any person, including a holder of Shares in any other collective investment scheme operated by the ACD, where such subscription is at or about the same time as the redemption of units or Shares (or other interests) in that other collective investment scheme and thereby represents a 'Switch' to the Company.

Redemption Charge:

The ACD may make a charge on the redemption of Shares. At present no redemption charge is levied by the ACD on the redemption of Shares. Shares issued while this Prospectus is in force will not be subject to any redemption charge in the future.

A redemption charge could only be introduced by the ACD in accordance with the FSA Rules.

Switching Fee:

On the Switching of Shares of one Fund for Shares of another Fund the Instrument of Incorporation authorises the Company to impose a switching fee. Unless otherwise notified in writing by the ACD to the Shareholders not less than 60 days in advance, the switching fee will not exceed an amount equal to the then prevailing initial charge for the Class into which Shares are being switched (as that initial charge is set out in the table above). The switching fee is payable to the ACD. There is currently no fee charged on a Switch from one Class in a Fund to another Class in the same Fund. The introduction by the ACD of a fee on a Switch from one Class in a Fund to another Class in the same Fund would need to comply with the requirements of the FSA Rules.

Other Dealing Information

Dilution adjustment:

The basis on which the Company's investments are valued for the purpose of calculating the issue and redemption price of Shares as stipulated in the FSA Rules and the Instrument of Incorporation is summarised in the section 'Valuation of the Company'. The actual cost of purchasing or selling a Fund's investments may be higher or lower than the mid-market value used in calculating the Share price – for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the Shareholders' interest in the Fund. In order to prevent this effect, called 'dilution', the ACD has the power to apply a

'dilution adjustment' to the sale and/or redemption of Shares. If applied, the dilution adjustment will be paid into the relevant Fund and will become part of the relevant Fund.

The need to make a dilution adjustment will depend on the volume of sales or redemptions of Shares. The ACD may make a discretionary dilution adjustment if, in its opinion, the existing Shareholders (for sales) or remaining Shareholders (for redemptions) might otherwise be adversely affected. In particular, the dilution adjustment may be made in the following circumstances:

- (a) where a Fund is in continual decline (is suffering a net outflow of investment);
- (b) on a Fund experiencing large levels of net sales relative to its size;
- (c) on a Fund experiencing net sales or net redemptions on any day equivalent to 2% or more of the size of that Fund;
- (d) in any other case where the ACD is of the opinion that the interests of Shareholders require the imposition of a dilution adjustment.

Where a dilution adjustment is made, it will increase the dealing price when there are net inflows into a Fund and decrease the dealing price when there are net outflows.

The price of each Class of Share in a Fund will be calculated separately but any dilution adjustment will in percentage terms affect the price of Shares of each Class identically.

On the occasions when the dilution adjustment is not made there may be an adverse impact on the total assets of a Fund.

As dilution is directly related to the inflows and outflows of money from a Fund it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the ACD will need to make such a dilution adjustment.

Because the dilution adjustment for each Fund will be calculated by reference to the costs of dealing in the underlying investments of that Fund, including any dealing spreads, and these can vary with market conditions, this means that the amount of the dilution adjustment can vary over time. Estimates of the amount of dilution adjustment based on securities held in each Fund and market conditions at the time of this Prospectus as well as the number of occasions on which the dilution adjustment has been applied are set out in Appendix IV.

Calculation of Dilution Adjustment

In applying a dilution adjustment the ACD must use the following basis of valuations:

1. When by reference to any valuation point the aggregate value of the Shares of all Classes of Fund issued exceeds the aggregate value of Shares of all Classes cancelled, any adjustment must be upwards; and
2. The dilution adjustment must not exceed the ACD's reasonable estimate of the difference between what the price would have been had the dilution adjustment not been taken into account and what the price would have been if the Scheme Property had been valued on the best available market offer basis plus dealing costs; or
3. When by reference to any valuation point the aggregate value of the Shares of all Classes of Fund cancelled exceeds the aggregate value of Shares of all Classes issued, any adjustment must be downwards; and
4. The dilution adjustment must not exceed the ACD's reasonable estimate of the difference between what the price would have been had the dilution adjustment not been taken into account and what the price would have been if the Scheme Property had been valued on the best available market bid basis less dealing costs.

Fair value pricing

To the extent permitted by the FSA and subject to appropriate controls, the ACD may use a technique known as 'fair value pricing' to adjust underlying security prices by reference to external price indicators and appropriate trigger levels so that the valuation of the Funds will more accurately reflect market developments on any given Dealing Day.

Money laundering

Deals in Shares and deals otherwise in connection with the Company will be covered by United Kingdom statutory and other requirements, including but not limited to the Criminal Justice Act 2003, the Proceeds of Crime Act 2002, the Money Laundering Regulations 2007, the relevant regulations made by the FSA and the Guidance Notes for The Financial Sector, as amended from time to time (the 'UK Money Laundering Requirements'), and investors may be asked to assist the ACD in its efforts to ensure compliance by the Company and the ACD with the UK Money Laundering Requirements.

Until satisfactory proof of identity is provided (as stipulated by the UK Money Laundering Requirements) the ACD reserves the right to refuse to sell Shares or to delay processing and/or withhold any payments due to investors in respect of their investment and to discontinue any deals it is conducting on behalf of these investors.

Privacy Statement

Your data controller

For the purposes of the UK Data Protection Act 1998, the data controller in respect of any personal information provided is Threadneedle Investment Services Limited. In this privacy statement 'we', 'us' and 'our' means Threadneedle Investment Services Limited.

Uses made of your personal information

The personal information that you provide to us will be used for a number of different purposes including: to manage and administer your account; to offer you investment products and services (except where you have asked us not to do so) and to help us develop new ones; to contact you with details of changes to the products you have bought; for internal analysis and research; to comply with legal or regulatory requirements; and to identify you when you contact us. We may use external third parties to process your personal information on our behalf in accordance with these purposes.

Sharing of your personal information

Where you have notified us of your adviser, the personal information provided may be shared with such adviser. You must notify us in writing if you no longer wish us to share your personal information with your adviser or of any change to your adviser. Your adviser should have its own arrangements with you about its use of your personal information. The personal information provided may also be shared with other organisations in order for us to comply with any legal or regulatory requirements. In addition, we may share your personal information with the companies within the Threadneedle group for the purposes set out in this privacy statement.

Business changes

If we or the Threadneedle group undergoes a group reorganisation or is sold to a third party, the personal information provided to us may be transferred to that reorganised entity or third party and used for the purposes highlighted above.

Overseas transfers

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

Access to/correction of your information

With limited exceptions, you have the right to ask for a copy of the information that we hold on you. There may be a charge for this (if a charge is permitted). If any of the information that we hold about you is wrong, please tell us and we will put it right. You can write to us at Threadneedle Investment Services Limited for UK investors to the ACD Client Services Department P.O. Box 1331 Swindon SN38 7TA and for non-UK investors to the ACD Client Services Department P.O. Box 1457 Swindon SN1 1FP.

Restrictions and Compulsory Transfer and Redemption

The ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that Shares are not directly or indirectly acquired or held by any person in breach of any law or governmental rule or regulation (or any interpretation of a law or governmental rule or regulation by a competent authority or entity with equivalent status) of any country or territory, or which would (or would if other Shares were acquired or held in like circumstances) result in the Company incurring any liability to taxation which the Company is not able to recoup itself or suffering any other adverse consequence, including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory. Additionally, and only for the Hedged Share Class(es), if at any time the size of a class falls below GBP 1million (or the equivalent in another currency), the ACD may, in the interest of remaining Shareholders, redeem all outstanding Shares in the affected Hedged Share Class. In this connection, the ACD may, inter alia and in its sole discretion reject any application for the purchase, sale or switching of Shares, or compulsorily redeem or require the sale or transfer of any Shares.

If Shares ('affected Shares') are directly or indirectly owned, acquired or controlled in any of the circumstances described above, or if the ACD believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring (i) the transfer of such Shares to a person who is qualified or entitled to own them without causing any of the adverse consequences outlined above or (ii) that a request in writing be given for the redemption or cancellation of such Shares in accordance with the FSA Rules. If the recipient of such a notice does not within 30 days after the date of receipt of such notice so transfer his affected Shares to a person qualified to own them without causing any of the adverse consequences outlined above, or establish to the satisfaction of the ACD (whose judgement is final and binding) that he or the beneficial owner is qualified and entitled to own the affected Shares without causing any of the adverse consequences outlined above, the ACD will compulsorily redeem the affected Shares having relied on the failure to respond to the notice as a request in writing to redeem or cancel all of the affected Shares

pursuant to the FSA Rules and from that date such person will no longer be the beneficial owner of the Shares.

A person who becomes aware that he has directly or indirectly acquired or holds affected Shares in a manner that may cause one of the adverse consequences outlined above, shall forthwith, unless he has received a notice from the ACD as aforesaid, either forthwith transfer all his affected Shares to a person qualified to own them without causing any of the adverse consequences outlined above or give a request in writing for the redemption or cancellation of all his affected Shares pursuant to the FSA Rules.

For the avoidance of doubt, and by way of example only, the rights afforded to the ACD as set out above apply in the event that a person that holds Shares (beneficially or otherwise) is, or is reasonably believed by the ACD to be, a 'US Person' (as that term is defined in rule 902 of Regulation S under the US Securities Act of 1933, as amended) at any time during the life of the investment. Accordingly, the ACD reserves the right to give notice to such Shareholders to request a transfer of the Shares, or the redemption or cancellation of the Shares. The ACD further reserves the right to compulsorily redeem such Shares 30 days after giving notice to the Shareholder that he is required to transfer or redeem or cancel the Shares.

In specie redemptions

If a Shareholder requests the redemption or cancellation of Shares the ACD may, where it considers the deal to be substantial in relation to the total size of the Fund concerned, arrange that in place of payment of the price of the Shares in cash, the Company cancels the Shares and transfers Scheme Property or, if required by the Shareholder, the net proceeds of sale of relevant Scheme Property, to the Shareholder.

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

The ACD will select the Scheme Property to be transferred in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no more advantage or disadvantage to the Shareholder requesting cancellation/redemption than to the continuing Shareholders.

Issue of Shares in exchange for in specie assets

The ACD may arrange for the Company to issue Shares in exchange for assets other than money, but will only do so where the Depositary has taken reasonable care to determine that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to result in any material

prejudice to the interests of the Shareholders or potential Shareholders.

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

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

Suspension of dealings in the Company

The ACD may, with the prior agreement of the Depositary, and shall if the Depositary so requires, without prior notice to holders, temporarily suspend the issue, cancellation, sale and redemption of Shares where, due to exceptional circumstances, it is in the interests of all holders to do so. Shareholders will be notified of such suspension in dealings as soon as is practicable after suspension commences and will be kept informed about the suspension. Suspension will continue only for so long as it is justified having regard to the interests of the Shareholders. On a resumption of dealings following suspension, it is anticipated that Share pricing and dealing will take place at the Dealing Days and times stated in this Prospectus.

The ACD or the Depositary (as appropriate) will immediately inform the FSA of the suspension and the reasons for it and will follow this up as soon as practicable with written confirmation of the suspension and the reasons for it to the FSA and the regulator in each EEA state where the relevant Fund is offered for sale.

The ACD shall notify Shareholders as soon as is practicable after the commencement of the suspension, including giving details of the exceptional circumstances which led to the suspension in a clear, fair and not misleading way and details of how Shareholders may find out further information about the suspension. In the event of suspension, the ACD shall publish sufficient details on its website or by other general means to keep Shareholders appropriately informed about the suspension including, if known, its possible duration.

The ACD and the Depositary will formally review the suspension at least every 28 days and will inform the FSA of such review and any change to the information supplied to Shareholders.

Suspension will cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased. On a resumption of dealings following suspension, it is anticipated that pricing and dealing will take place at the Dealing Days and times stated in this Prospectus.

The circumstances under which suspension of dealing may occur include, for example, those where the ACD cannot reasonably ascertain the value of the assets or realise assets of the Fund, or the closure or suspension of dealing on a relevant exchange.

During any suspension, a holder may withdraw his redemption notice provided that such withdrawal is in writing and is received before the end of the suspension. Any notice not withdrawn will be dealt with on the Dealing Day next following the end of the suspension.

Governing law

All deals in Shares are governed by English law.

Valuation of the Company

There will be a single price of a Share in the Company, calculated by reference to the NAV of the Fund to which it relates. The NAV per Share of a Fund is currently calculated at 12 noon UK time (normally 1 pm Central European Time) on each Dealing Day.

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

Calculation of the Net Asset Value

The value of the Scheme Property of the Company or of a Fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions:

1. All the Scheme Property (including receivables) of the Company (or the Fund) is to be included, subject to the following provisions.
2. Property which is not cash (or other assets dealt with in paragraph 3 below) or a contingent liability transaction shall be valued as follows and the prices used shall (subject as follows) be the most recent prices that it is practicable to obtain:
 - (a) units or shares in a collective investment scheme:
 - (i) if a single price for buying and redeeming units or shares is quoted, at that price; or
 - (ii) if separate buying and redemption 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 redemption 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) any other transferable security:
- (i) if a single price for buying and redeeming the security is quoted, at that price; or
- (ii) if separate buying and redemption prices are quoted, the average of those 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 no recent price exists, at a value which in the opinion of the ACD is fair and reasonable;
- (c) property other than that described in (a) and (b) 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 and deposit accounts and in other time-related deposits shall be valued at their nominal values.
4. Property which is a contingent liability transaction shall be treated as follows:
- (a) If it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of the premium shall be reflected in the valuation. If the property is an off-exchange option the method of valuation shall be agreed between the ACD and the Depositary.
- (b) If it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary.
- (c) If the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary.
- (d) If it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).
5. In determining the value of the Scheme Property, all instructions given to issue or cancel Shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
6. Subject to paragraphs 7 and 8 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount.
7. 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 6.
8. All agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property.
9. An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty, stamp duty reserve tax and any foreign taxes or duties, will be deducted.
10. An estimated amount for any liabilities payable out of the Scheme Property and any tax or duty thereon treating periodic items as accruing from day to day will be deducted.
11. The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.
12. An estimated amount for accrued claims for tax of whatever nature, which may be recoverable will be added.
13. Any other credits or amounts due to be paid into the Scheme Property will be added.
14. A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.
15. Currencies or values in currencies other than Sterling 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.

Price per Share in each Fund and each Class

The price at which Shares are sold is based on the NAV of the relevant Fund and class to which it relates plus any initial charge, adjusted to include any applicable dilution adjustment. The price at which Shares are redeemed is based on the NAV of the relevant Fund less any redemption charge (if applicable), adjusted to include any applicable dilution adjustment. This is done by dividing the NAV of the Fund (or the part attributed to Shares of the relevant Class) and dividing that value by the number of Shares of the relevant Class in issue. An initial charge may be deducted from the amount invested and a redemption charge may be deducted from proceeds on redemption.

The NAV of a Fund or Share will be calculated in accordance with the Company's Instrument of Incorporation.

Pricing basis

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

Publication of Prices

UK Investors:

The most recent price of Shares (other than those Funds which are intended primarily for non-UK investors and those Shares which are intended for UK investors that are eligible for the gross payment of interest) will appear daily in the Financial Times newspaper.

Please note that from January 2010, the price of Shares in the Funds mentioned above may not be published in the Financial Times newspaper. However, the price of Shares will be available at www.threadneedle.com. Existing investors have been informed of the change in the method of publication of prices in accordance with the FSA Rules.

Non-UK Investors:

Prices will be published in the following papers and quoted in the currency closest to the underlying investment:

Hong Kong

The South China Morning Post
The Hong Kong Economic Journal

Please note that from January 2010, the price of Shares may not be published in the De Tijd and the Milano Finanza. However, price of Shares will be available for Belgian investors at www.beama.be and for Italian investors at www.threadneedle.com. Existing investors have been informed

of the change in the method of publication of prices in accordance with the FSA Rules.

For reasons beyond the control of the ACD, these may not necessarily be the most recent prices.

Electronic Price Publication:

Notwithstanding the changes above, the prices of Shares will be published in accordance with local regulatory requirements. Accordingly, the prices of the Shares will be published daily electronically on a daily basis on www.threadneedle.com or can be obtained by telephone on 0800 0683000 for UK investors and (+44) 1793 363900* for non UK investors.

In addition, prices of Shares of Funds registered and authorised for public offer by the Swiss financial regulator will be published electronically on a daily basis on www.swissfunddata.ch.

Investors will be informed in accordance with the FSA Rules of changes in the method of publication of prices.

* Please note that calls may be recorded.

Risk factors

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

1. General

The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in value of investments will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount invested in the Company. Past performance is not indicative of future performance. There is no assurance that the investment objectives of any Fund will actually be achieved.

2. Effect of Initial Charge

Where an initial charge is imposed, an investor who realises his Shares after a short period may not (even in the absence of a fall in the value of the relevant investments) realise the amount originally invested. Therefore, the Shares should be viewed as a long-term investment.

3. Valuation point

Although the NAV per Share of a Fund is calculated at 12 noon UK time on each Dealing Day, details on the daily creation or liquidation of Fund Shares is not available to the ACD until later in the day.

The ACD has introduced controls to mitigate the impact of this delay on the Funds, however there is a risk that during periods

of high market volatility a Fund may be affected if the market prices of the assets dealt in the Fund are significantly different from the prices used to price the Fund. Price movements between the time of pricing and dealing may adversely or positively impact the effective value of shares in the Fund at the time of investment. In normal market conditions, it is expected that such price differentials would be minimal.

4. Suspension of Dealings in Shares

Investors are reminded that in certain circumstances their right to request the Company to redeem Shares may be suspended (see under 'Suspension of dealings in the Company' in the section 'Buying, selling and switching Shares').

5. Currency Exchange Rates

Depending on an investor's currency when investing in the Fund or Funds, the currency fluctuations may adversely affect the value of an investment and the level of income.

6. Hedged Share Class

There can be no guarantee that the hedging strategy applied in Hedged Share Classes will entirely eliminate the adverse effects of changes in exchange rates between the Reference Currency and the Hedged Currency. In addition, it should be noted that hedging transactions may be entered into whether or not the currency of a Hedged Share Class is declining or increasing in value relative to the Reference Currency or Portfolio Currency or Portfolio Currencies. Consequently, where such hedging is undertaken, it may protect investors in the relevant class against a decrease in the value of this currency being hedged but it may also preclude investors from benefiting from an increase in the value of the currency.

7. Emerging Markets

Where Funds invest in some overseas markets these investments may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities.

Investment in emerging markets may involve a higher than average risk.

Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of an investor's portfolio.

Companies in emerging markets may not be subject to:

- (a) accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;
- (b) the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

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

- (c) Restrictions on foreign investment in emerging markets may preclude investment in certain securities by certain Funds and, as a result, limit investment opportunities for the Funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets.
- (d) The reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments.
- (e) Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time the ACD may experience more difficulty in purchasing or selling holdings of securities than it would in a more developed market.
- (f) Economic and/or political instability could lead to legal, fiscal and regulatory changes or the reversal of legal/fiscal regulation/market reforms. Assets could be compulsorily acquired without adequate compensation.
- (g) Share registration services, whilst appropriately licensed in Russia, may not be subject to such tight controls as those in more developed countries. This may mean that the Investment Manager may not secure good title to the Russian securities held.

8. Investments in Collective Investment Schemes

Where a Fund is permitted to invest all or part of its assets in collective investment schemes, investors should be aware of such potential exposure to the asset classes of those underlying collective investment schemes in the context of all their investments.

9. Use of Derivatives

The FSA Rules for 'UCITS Schemes' permit the use of derivatives and forward transactions for both investment purposes and EPM techniques. Each of the Funds is permitted to use derivatives for the purposes of EPM. Further detail on EPM is set out in Appendix II. The Emerging Market Bond Fund uses derivatives for EPM techniques and further details are set out in paragraph 18.4 of Appendix II. The use of derivatives is not intended to increase the risk profile of the relevant Fund.

Investors should consider potential exposure to derivatives in the context of all their investments. Investors should refer to, amongst others, paragraph 18 of Appendix II.

The Investment Manager maintains a 'Risk Management Process' in respect of the measurement and monitoring of risks attached to financial derivative instrument positions entered into by the Fund. The policy document has been sent to the Depositary and also to the FSA and can be obtained upon request by the investor.

The use of derivatives allows the Fund to manage various risks including the following: default risk, market risk, interest rate or duration risk, currency risk and curve risk. A brief description of the ACD's interpretation of each of these risks is set out below.

Default risk is the risk that the issuer fails to pay. Market risk is the risk that general market conditions impact the price of the debt owned by the Fund. Interest rate or duration risk is the risk that the price of a bond is sensitive to a change in its yield. Currency risk is the risk that can arise when securities are denominated in a currency that is not the base currency of the Fund. Curve risk recognises that the shape of both the credit yield curve and maturity yield curve can change significantly over time.

In addition, the FSA Rules permit the ACD to use certain techniques when investing in derivatives in order to manage a Fund's exposure to particular counterparties and in relation to the use of collateral to reduce overall exposure to OTC derivatives; for example the Fund may take collateral from counterparties with whom they have an OTC derivative position and use that collateral to net off against the exposure they have to the counterparty under that OTC derivative position, for the purposes of complying with counterparty spread limits.

10. High Yield Bond

Where a Fund's investment policy is to invest in higher risk fixed interest securities, many of the investments will be in 'below investment grade' securities (generally defined as below BBB – by leading rating agencies). Investment in such securities brings an increased risk of default on repayment and therefore increases the risk that the income and capital of the Fund will be affected.

As a general rule, fixed interest securities with an above average yield tend to be less liquid than securities issued by issuers with a higher investment grade. Furthermore, the solvency of issuers of such fixed interest securities may not be guaranteed in respect of either the principal claim or regarding the interest payments and it may not be excluded that such issuers may become insolvent. Investors should be fully aware of such risks.

11. Risk to capital growth

Where the investment objective of a Fund is to treat the generation of income as a higher priority than capital growth, or the generation of income and capital growth have equal priority, all or part of the ACD's fee, as well as all or part of other fees

and expenses of the Company, may be charged against capital instead of against income. The Company will charge such fees and expenses to capital in order to manage the level of income paid and/or available to Shareholders. This may result in capital erosion or may constrain capital growth.

12. Liabilities of the Company

Although each Fund (or Share Class) so far as possible will be treated as bearing the liabilities, expenses, costs and charges attributable to it, if its assets are not sufficient the ACD may re-allocate assets, liabilities, expenses, costs and charges between the Funds in a manner which is fair to the Shareholders of the Company generally. The ACD would normally expect any such re-allocation to be effected on a pro rata basis having regard to the NAV of the relevant Funds. If there is any such re-allocation the ACD will advise Shareholders of it in the next succeeding annual or half-yearly report to Shareholders.

Shareholders are not, however, liable for the debts of the Company. A Shareholder is not liable to make any further payment to the Company after he has paid the purchase price of the Shares.

13. Regulatory Risk

The Company is resident in the United Kingdom and non-United Kingdom investors should note that the regulatory protections provided by the regulatory authorities in their country of domicile may not apply. Investors should consult their financial advisors for further information in this area.

14. Investment Objectives

Investors should be aware of the investment policies of the Funds as these may state that the Funds may invest on a limited basis into markets not naturally associated with the name of the Fund. These other markets may act with more or less volatility than the core investment area and performance will be in part dependent on these investments. Investors should ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed.

15. Warrants

When a Fund invests in warrants, the price per Share of the Fund may fluctuate more than if the Fund was investing in the underlying security/ies because of the greater volatility of the warrant price.

16. Smaller Companies Funds

The UK Smaller Companies Fund, the American Smaller Companies Fund (US), the Pan European Smaller Companies Fund, the Japan Smaller Companies Fund and the European Smaller Companies Fund may fluctuate in value more than other Funds because of the greater volatility of share prices of smaller companies.

17. Taxation

Tax law and practice in certain countries into which a Fund invests or may invest in the future (in particular in the emerging markets) is not clearly established. It is possible therefore that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. It is therefore possible that the Company could become subject to additional taxation in such countries that is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

18. Liquidity Risk

In extreme market conditions it may be difficult for a Fund to realise an investment at short notice without suffering a discount to market value. In such circumstances the investor may suffer a delay in realising his investment or may incur a dilution adjustment.

19. No Guarantee of Capital

Investors should note that the Funds do not offer any form of guarantee with respect to investment performance and no form of capital protection will apply.

20. Cash Concentration

Except for the American Select Fund and UK Select Fund the following is applicable: Where a Fund holds at any one time a substantial proportion of their assets in cash, near cash or money market instruments, it might not, under such circumstances, participate fully in a rise in market values of the asset classes the Fund would otherwise invest in. Investors should refer to paragraph 22 of Appendix II.

21. Fixed Income Funds

The interest rate on corporate bonds and most government bonds will not increase in line with inflation. Thus, over time, the real value of investor's income could fall.

22. Credit Risk

The value of a Fund may be adversely affected if any of the institutions with which the cash is invested or deposited suffers insolvency or other financial difficulties.

23. Concentrated portfolios

Investors should note that some Funds may have concentrated portfolios (holding a limited number of investments) and if one or more of those investments decline or are otherwise adversely affected, it may have a more pronounced effect on the Fund's value than if a larger number of investments were held.

Management and administration

The Authorised Corporate Director:

The ACD of the Company is Threadneedle Investment Services Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985 on 26 January 1999. The ACD is entered on the FSA register under FSA number 190437.

The issued and paid up share capital of the ACD is £17.02 million.

The ACD is responsible for managing and administering the Company's affairs in compliance with the FSA Rules.

The ultimate holding company of the ACD is Ameriprise Financial, Inc., a corporation incorporated in Delaware, USA.

Registered Office and Head Office:

60 St Mary Axe, London EC3A 8JQ.

Terms of Appointment:

The ACD Agreement provides that the appointment of the ACD was for an initial period of three years (which has now expired) and it may be terminated upon 12 months' written notice by either the ACD or the Company, although in certain circumstances the agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or the Company to the ACD. Termination cannot take effect until the FSA has approved the change of the ACD.

The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the agreement. The ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.

The ACD is under no obligation to account to the Depositary or the Shareholders for any profit it makes on the issue or re-issue of Shares or cancellation of Shares that it has redeemed. The fees to which the ACD is entitled are set out in the section 'Charges payable to the ACD'.

The ACD acts as the Authorised Corporate Director of Threadneedle Specialist Investment Funds ICVC, Threadneedle Portfolio Advantage Funds ICVC, Threadneedle Focus Investment Funds ICVC and also acts as a manager in respect of the following authorised unit trusts:

- Threadneedle Global Equity Fund;
- Threadneedle Global Equity and Bond Fund;
- Threadneedle Equity and Bond Fund;
- Threadneedle Defensive Equity and Bond Fund;
- Threadneedle Defensive Fund;
- Threadneedle UK Property Trust; and
- Threadneedle Managed Income Fund.

The directors of the ACD are, Mr Crispin Henderson, Mr John Devine, Mr Tim Gillbanks, Mr. Nick Ring, Mr. Campbell Fleming and Mr Philip Reed. The directors act as directors of companies other than the ACD (including companies that are within the same group of companies as the ACD) but do not engage in business activities that are not connected with the Company that would be 'significant' to the Company's business in terms of the FSA Rules.

Third party administrative functions, such as customer applications and record keeping, dealing with subscriptions, switching, withdrawals and terminations, and all communication centre activity in relation to the Company, has been delegated by the ACD to The Bank of New York Mellon Asset Servicing Limited (formerly the Bank of New York Europe Limited) ("BNYM").

The Company further engages in stocklending arrangements with the Custodian, JPMorgan Chase Bank, N.A. ("JPM"), acting as stocklending agent on behalf of the Depository,

Certain administrative and ancillary services in relation to the Company have been delegated by the ACD to JPM.

The ACD will satisfy itself on an ongoing basis that BNYM and JPM are competent to carry out these functions and associated responsibilities.

The Depository

J.P. Morgan Trustee and Depository Company Limited is the depository of the Company. The Depository is responsible for the safekeeping 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 FSA Rules relating to the pricing of, and dealing in, Shares and relating to the income of the Funds. It is a private company incorporated in England and Wales under the Companies Acts 1985 on 7 May 1986.

The appointment of the Depository has been made under an agreement dated 27 June 1997 between the Company, the ACD and the Depository.

Registered Office:

125 London Wall, London EC2Y 5AJ.

Head Office:

Chaseside, Bournemouth BH7 7DA.

Ultimate Holding Company:

JPMorgan Chase & Co., incorporated in Delaware, USA.

Principal Business Activity:

Trustee and depository of regulated collective investment schemes.

Terms of Appointment:

Subject to the FSA Rules the Depository has full power under the Depository Agreement to delegate (and authorise its delegate to sub-delegate) any part of its duties as depository. It has delegated custody services to JPMorgan Chase Bank N.A..

The Depository Agreement may be terminated on three months' written notice by the Depository or the Company.

The Depository Agreement provides indemnities to the Depository (except in respect of its failure to exercise due care and diligence or where recovery is made from another person) and (to the extent permitted by the OEIC Regulations and the FSA Rules) exempts it from liability for special, indirect or consequential loss or damage.

The fees to which the Depository is entitled are set out in the section 'Depository's fees'.

The Investment Manager

The ACD has appointed Threadneedle Asset Management Limited to provide investment management and advisory services to the ACD.

Terms of Appointment:

The Investment Manager was appointed by an agreement dated 9 June 2008 between the Company, the ACD and the Investment Manager.

In accordance with its powers under the Investment Management Agreement the Investment Manager has delegated certain administrative and ancillary services to JPMorgan Chase Bank N.A..

The Investment Management Agreement may be terminated on 12 months' written notice by the Investment Manager or the ACD. It may also be terminated by the Company or the ACD

with immediate effect if this is in the best interest of the shareholders.

Subject to the overall policies, directions and control of the ACD, all relevant laws and regulations, this Prospectus, the Instrument of Incorporation and all proper directions of the Depositary, the Investment Manager has complete discretion to take all day to day investment decisions and to deal in investments in relation to the investment management of the Company, without prior reference to the ACD.

Under the Investment Management Agreement the ACD provides indemnities to the Investment Manager (except in the case of any matter arising as a direct result of its fraud, negligence, default or bad faith). The ACD may be entitled under the indemnities in the ACD Agreement to recover from the Company amounts paid by the ACD under the indemnities in the Investment Management Agreement.

The Investment Manager also acts as the Investment Manager of Threadneedle Specialist Investment Funds ICVC, and a number of other collective investment schemes and segregated accounts.

Threadneedle Asset Management Limited is in the same group of companies as the ACD. Its registered office is at 60 St Mary Axe, London EC3A 8JQ. The principal activity of the Investment Manager is acting as an investment manager and adviser.

FSA Authorised Status:

Threadneedle Asset Management Limited is authorised and regulated by the FSA under the Financial Services and Markets Act 2000 to carry on regulated activities in the UK.

Auditors

The auditors of the Company are PricewaterhouseCoopers LLP.

Legal Advisers

The Company is advised by Eversheds LLP.

Register of Shareholders

The ACD acts as a registrar to the Company and has delegated to BNYM the responsibility of maintaining the register of Shareholders at its offices at Client Services Department P.O. Box 1457 Swindon SN1 1FP. The register may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

Conflicts of Interest

The ACD, the Investment Manager and other companies within the group of companies to which they belong may, from time to time, act as the investment manager or adviser to other funds or sub-funds which follow similar investment objectives to the Funds of the Company. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with the Company or a particular Fund. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the ACD Agreement and the Investment Management Agreement respectively and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients when undertaking any investment where potential conflicts of interest may arise.

The Depositary may act as the depositary of other companies.

JPM has been appointed by the Depositary to act as Custodian of the property of the Funds and also carries out the performance of certain investment operations functions and derivatives collateral management functions delegated to it by the Investment Manager. It is therefore possible that a conflict of interest could arise in the course of business. JPM will manage such conflict having regard to the FSA Handbook and its duties to the Depositary and the Investment Manager.

Fees and expenses

General

The fees, costs and expenses relating to the authorisation and incorporation and establishment of the Company and the initial offer of Shares (including preparation and printing of this Prospectus and fees of professional advisers to the Company) have been borne by the ACD or other companies in its group. Each Fund formed after November 1997 may bear its own direct establishment costs.

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

- (a) the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Manager) and to the Depositary;
- (b) expenses incurred in acquiring and disposing of investments;
- (c) taxation and duties payable by the Company;
- (d) interest on and charges incurred in borrowings;

- (e) any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any functionary of the Company;
- (f) fees of the FSA and the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may be marketed;
- (g) fees and expenses of the auditors.

The ACD or companies in its group will pay, on behalf of the Company, the following ongoing registration and general expenses:

- (i) fees and expenses in respect of establishing and maintaining the register of Shareholders and related functions including the fees of the registrar;
- (ii) expenses incurred in distributing income to Shareholders;
- (iii) fees in respect of the publication and circulation of details of the NAV and prices;
- (iv) the fees and expenses of tax, legal and other professional advisers of the Company;
- (v) the costs of convening and holding Shareholder meetings (including meetings of Shareholders in any particular Fund, and a particular Class within a Fund);
- (vi) the costs of printing and distributing reports, accounts and any prospectus, publishing prices and any costs incurred as a result of periodic updates of any prospectus and any other administrative expense save for the simplified prospectus, where only the preparation costs will be charged;
- (vii) the fees connected with the listing of Shares on the Luxembourg Stock Exchange.

In return for paying or satisfying (i)-(vii), the ACD currently collects from the Company the following charges:

Class 1 Shares: 0.175% per annum except for the below listed Funds where 0.11% is charged:

- UK Equity Income Fund;
- UK Monthly Income Fund;
- Monthly Extra Income Fund;

- UK Growth and Income Fund and.

- UK Cash Fund

The current charge for Class 2 and Class X Shares is 0.035% per annum.

Such a charge provides greater transparency for investors and certainty as to the level of such costs that they will bear as well as providing for simpler administration.

Value Added Tax is payable on these charges where appropriate. Expenses are allocated between capital and income in accordance with the FSA Rules.

Prohibition of “double-dipping”:

If the Company acquires units of collective investment schemes that are managed directly or indirectly by the ACD itself or a company with which it is linked by way of common management or control or by way of a direct or indirect stake of more than 10% of the capital or votes, no management fee may be charged to the fund's assets in respect of such investments. Moreover, the ACD may not charge to the investment fund any issuing or redemption commissions of the linked target funds.

Charges payable to the ACD

As remuneration for carrying out its duties and responsibilities for Class 1 and Class 2 Shares (including the respective Hedged Share Classes), the ACD is paid an annual fee out of each Fund. In respect to the Class X Shares, the investor is invoiced directly by the ACD for the payment of the annual management fee charge. All Shares, including Class X bear the registration fee and their pro rata share of Depositary fees as well as other charges and expenses. The fees of all Share classes are calculated with reference to the NAV of the Fund.

For Class 1 and Class 2 Shares (including the respective Hedged Share Classes), the annual management charge accrues daily and is payable monthly. The current management charges for the Funds are set out below save as for the Class X Shares as these will be detailed in a separate agreement between the Eligible Shareholder and the ACD.

The ACD will give written notice to the Shareholders not less than 60 days before any increase to the annual management charges set out below and the ACD will make available a Prospectus to reflect the increased charges:

UK Equity Income Fund:

Class 1: 1.5%; Class 2: 1.0%.

UK Monthly Income Fund:

Class 1: 1.5%.

UK Corporate Bond Fund:

Class 1: 0.75%; Class 2: 0.5%.

UK Growth and Income Fund:

Class 1: 1.5%; Class 2: 1.0%.

UK Fund:

Class 1: 1.5%; Class 2: 1.0%.

UK Smaller Companies Fund:

Class 1: 1.5%; Class 2: 1.0%.

UK Select Fund:

Class 1: 1.5%; Class 2: 1.0%.

UK Institutional Fund:

Class 1: 1.5%; Class 2: 0.75%.

UK Overseas Earnings Fund:

Class 2: 1.5%.

UK Cash Fund:

Class 1: 0.5%

Sterling Bond Fund:

Class 1: 1.0%.

Monthly Extra Income Fund:

Class 1: 1.25%.

Strategic Bond Fund:

Class 1: 1.25%; Class 2: 0.75%.

High Yield Bond Fund:

Class 1: 1.25%; Class 2: 0.75%.

American Fund:

Class 1: 1.5%; Class 2: 1.0%.

American Select Fund:

Class 1: 1.5%; Class 2: 1.0%.

American Smaller Companies Fund (US):

Class 1: 1.5%; Class 2: 1.0%.

Dollar Bond Fund:

Class 1: 1.0%.

Japan Fund:

Class 1: 1.5%; Class 2: 1.0%.

Japan Smaller Companies Fund:

Class 1: 1.5%; Class 2: 1.0%.

European Fund:

Class 1: 1.5%; Class 2: 1.0%.

European Select Fund:

Class 1: 1.5%; Class 2: 1.0%.

European Smaller Companies Fund:

Class 1: 1.5%; Class 2: 1.0%.

Pan European Smaller Companies Fund:

Class 1: 1.5%; Class 2: 1.0%.

Pan European Fund:

Class 1: 1.5%; Class 2: 1.0%.

European Corporate Bond Fund:

Class 1: 1.00% Class 2: 0.5%

Please note that on or about 1 May 2010 the annual management charge for Class 1 was reduced from 1.25% to 1.00%

European Bond Fund:

Class 1: 1.0%.

European High Yield Bond Fund:

Class 1: 1.25%; Class 2: 0.75%.

Asia Fund:

Class 1: 1.5%; Class 2: 1.0%.

Latin America Fund:

Class 1: 1.5%; Class 2: 1.0%.

Emerging Market Bond Fund:

Class 1: 1.5%; Class 2: 1.0%.

Global Bond Fund:

Class 1: 1.25%; Class 2: 0.75%.

Global Select Fund:

Class 1: 1.5%. Class 2: 1.00%.

The ACD is also entitled to all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty and stamp duty reserve tax on transactions in Shares.

Where the investment objective of a Fund is to treat the generation of income as a higher priority than capital growth, or the generation of income and capital growth have equal priority, all or part of the ACD's fee may be charged against capital instead of against income. This will only be done with the approval of the Depositary and applies to the following Funds:

- UK Equity Income Fund;
- UK Growth and Income Fund;
- UK Monthly Income Fund;
- Sterling Bond Fund;
- Monthly Extra Income Fund;
- Strategic Bond Fund;
- High Yield Bond Fund;
- Dollar Bond Fund;
- Emerging Market Bond Fund;
- European Bond Fund;
- Global Bond Fund; and
- UK Cash Fund

This treatment of the ACD's fee will increase the amount of income available for distribution to Shareholders in the Fund concerned, but may result in capital erosion and may constrain capital growth.

In addition, all or part of other fees and expenses of the Company may be charged against capital instead of against income, but only insofar as income is sufficient to meet those fees and expenses and only where the Fund allows charging against capital instead of against income. The Company will charge such fees and expenses to capital in order to manage the level of income paid and/or available to Shareholders. This may result in capital erosion or may constrain capital growth and will only be done with the approval of the Depositary, subject always to the FSA Rules.

If a Class's expenses in any period exceed the income the ACD may take that excess from the capital property attributable to that Class up to the full amount of that excess.

Stocklending

The Company currently engages in stocklending arrangements with the Custodian, acting as stocklending agent on behalf of the Depositary. Under an agreement between the Company, the Depositary, the Investment Manager and the Custodian, the Custodian is entitled to a payment for providing stocklending services to the Company. The ACD has delegated to the Investment Manager the provision of oversight services provided in connection with the stocklending activity and the Investment Manager is entitled to receive a payment for this service. The fee payable to the Custodian is calculated as a

percentage of the gross income from stocklending and will be 15% of the income generated by the stocklending activity. The fee payable to the Investment Manager is calculated as a percentage of the gross income from stocklending and will be 14% of the income generated by the stocklending activity. The remaining amount of income that is generated by virtue of the stocklending activity is then applied to the Scheme Property of the Company being 71%.

Further detail on stocklending is set out in Appendix II.

The ACD may not introduce a new category of remuneration for its services to be paid out of the Scheme Property of the Company without obtaining prior approval of the Shareholders by way of resolution. Additionally, no increase to a current rate or amount of remuneration payable to the ACD or an associate (as defined in the FSA Rules) out of the Scheme Property of the Company or any material change to any other type of payment out of the Scheme Property of the Company can be implemented without the ACD giving prior written notification of not less than 60 days to the Shareholders.

Investment Manager's fee

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

Depositary's fee

The Depositary's remuneration, which is payable out of the assets of each Fund, is a periodic charge at such annual percentage rate of the value of the property of each Fund as is set out below, with the property of each Fund being valued and such remuneration accruing and being paid on the same basis as the ACD's annual management charge. Currently, the Depositary's remuneration in respect of each Fund shall be calculated on a sliding scale as follows:

| Band range | Fee |
|-------------------------------------|---------|
| On the first GBP 50 million | 0.020% |
| On the next GBP 150 million | 0.0035% |
| On the balance over GBP 200 million | 0.001% |

The ACD will notify the Shareholders in writing not less than 60 days prior to any material increase to the rates set out above.

The Depositary is also entitled to receive out of the property of each Fund remuneration for performing or arranging for the performance of such functions as the ACD and the Depositary may from time to time agree, being functions conferred on the Depositary by the Instrument of Incorporation or the FSA

Rules. The Depositary's remuneration under this paragraph shall accrue when the relevant transaction or other dealing is effected and shall be paid in arrears on the next following date on which payment of the Depositary's periodic charge is to be made or as soon as practicable thereafter. Currently the Depositary does not receive any remuneration under this paragraph.

Depositary's Expenses

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly incurred by it in the discharge of its duties or exercising any of the powers conferred upon it in relation to the Company and each Fund, subject to approval by the ACD.

In accordance with an agreement between the ACD and the Depositary, the Depositary is entitled to payment for the transaction costs associated with stocklending activities carried out in respect of the Funds.

The Depositary has appointed JPMorgan Chase Bank N.A. as the Custodian of the property of the Funds and is entitled to receive reimbursement of the Custodian's fees as an expense of each Fund. JPMorgan Chase Bank N.A.'s remuneration for acting as Custodian is calculated at an ad valorem rate determined by the territory or country in which the assets of each Fund are held. Currently, the lowest rate is 0.0005% and the highest rate is 0.6%. In addition, the Custodian makes a transaction charge determined by the territory or country in which the transaction is effected. Currently, these transaction charges range from £4.40 to £110 per transaction.

Any material increase to the Custodian's charges set out above will be subject to the agreement of the Depositary and the ACD, and the ACD will give prior written notice of not less than 60 days to the Shareholders.

The Depositary is also entitled to be reimbursed out of the property of each Fund in respect of remuneration charged by the Custodian for such services as the ACD, the Depositary and the Custodian may from time to time agree, being services delegated to the Custodian by the Depositary in performing or arranging for the performance of the functions conferred on the Depositary by the Instrument of Incorporation or the FSA Rules. Remuneration charged under this paragraph shall accrue when the relevant transaction or other dealing is effected and shall be paid in arrears. Currently, the Custodian does not receive any remuneration under this paragraph.

The following further expenses may also be paid out of the property of each Fund:

- (a) all charges imposed by, and any expenses of, any agents appointed by the Depositary to assist in the discharge of its duties;
- (b) all charges and expenses incurred in connection with the collection and distribution of income;
- (c) all charges and expenses incurred in relation to the preparation of the Depositary's annual report to Shareholders;
- (d) all charges and expenses incurred in relation to stocklending.

Subject to current HM Revenue and Customs ('HMRC') regulations, Value Added Tax at the prevailing rate may be payable in addition to the Depositary's remuneration, the Custodian's remuneration and the above expenses.

Allocation of Fees and Expenses between Funds

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

Instrument of Incorporation

The Instrument of Incorporation of the Company (which is available for inspection at the ACD's offices at Client Services Department P.O. Box 1457 Swindon SN1 1FP and 60 St. Mary Axe, London EC3A 8JQ contains, inter alia, provisions to the following effect:

1. Share Capital

- (a) The Company may from time to time issue Shares of different Classes in respect of a Fund, and the ACD may by resolution from time to time create additional Classes in respect of a Fund (whether or not falling within one of the Classes in existence on incorporation).
- (b) The ACD may by a resolution from time to time create additional Funds with such investment objectives and such restrictions as to geographic area, economic sector, monetary zone or category of transferable security or otherwise, and denominated in such currencies, as the ACD may from time to time determine.
- (c) The special rights attaching to a Class are not (unless otherwise expressly provided by the conditions of issue of such Shares) deemed to be varied by:
 - (i) the creation, allotment or issue of further Shares of any Class ranking pari passu with them;

- (ii) the switch of Shares of any Class into Shares of another Class;
- (iii) the creation, allotment, issue or redemption of Shares of another Class within the same Fund, provided that the interests of that other Class in the Fund represent fairly the financial contributions and benefits of Shareholders of that Class;
- (iv) the creation, allotment, issue or redemption of Shares of another Fund;
- (v) the exercise by the ACD of its powers to re-allocate assets, liabilities, expenses, costs or charges not attributable to one Fund or to terminate a Fund; or
- (vi) the passing of any resolution at a meeting of another Fund which does not relate to the Fund in which the Class is interested.

2. Transfer of Shares

- (a) All transfers of registered Shares must be effected by transfer in writing in any usual or common form or in any other form as may be approved by the ACD.
- (b) No instrument of transfer may be given in respect of more than one Class.
- (c) In the case of a transfer to joint holders, the number of joint holders to whom a Share is to be transferred may not exceed four.
- (d) In the case of Class X Shares investors must be eligible.

3. Income

- (a) The following provisions apply in respect of Shares in issue in respect of the Funds available in the Company:

An allocation of income (whether annual or interim) to be made in respect of each Share issued by the Company or sold by the ACD during the accounting period in respect of which that income allocation is made shall be of the same amount as the allocation to be made in respect of the other Shares of the same Class issued in respect of the same Fund but shall where appropriate include a capital sum ('income equalisation') representing the ACD's best estimate of the amount of income included in the price of that Share, being either the actual amount of income included in the issue price of that Share or an amount arrived at by taking the aggregate of the amounts of income included in the price in respect of Shares of that Class issued or sold to Shareholders in the annual or interim accounting period in question and dividing that aggregate amount by the number of such

Shares and applying the resultant average to each of the Shares in question.

- (b) Each allocation of income made in respect of any Fund at a time when more than one Class is in issue in respect of that Fund shall be done by reference to the relevant holders' proportionate interests in the Scheme Property of the Fund in question. These will be ascertained for each Class as follows:
 - (i) A notional account will be maintained for each Class. Each account will be referred to as a 'Proportion Account'.
 - (ii) The word 'proportion' in this context means the proportion, which the balance on a Proportion Account at the relevant time bears to the balance on all the Proportion Accounts of a Fund at that time. The proportionate interest of a Class of Share in the assets and income of a Fund is its 'proportion'.
 - (iii) There will be credited to a Proportion Account:
 - the subscription money (excluding any initial charges) for the issue of Shares of the relevant Class;
 - that Class's proportion of the amount by which the NAV of the Fund exceeds the total subscription money for all Shares in the Fund;
 - that Class's proportion of the Fund's income received and receivable; and
 - any notional tax benefit under paragraph (v) below.
 - (iv) There will be debited to a Proportion Account:
 - the redemption payment for the cancellation of Shares of the relevant Class;
 - the Class's proportion of the amount by which the NAV of the Fund falls short of the total subscription money for all Shares in the Fund;
 - all distributions of income (including equalisation if any) made to Shareholders of that Class;
 - all costs, charges and expenses incurred solely in respect of that Class;

- that Class's share of the costs, charges and expenses incurred in respect of that Class and one or more other Classes in the Fund, but not in respect of the Fund as a whole;
 - that Class's proportion of the costs, charges and expenses incurred in respect of or attributable to the Fund as a whole; and
 - any notional tax liability under paragraph (v).
- (v) Tax liabilities and tax benefits are assessed by HMRC on each Fund as a whole. Any Fund tax liability or benefit will be allocated between Classes on a just and reasonable basis so as not to materially prejudice any Class. The allocation will be carried out by the ACD in consultation with the Auditors.
- (vi) Where a Class is denominated in a currency that is not the base currency, the balance on the Proportion Account shall be converted into the base currency in order to ascertain the proportions of all Classes. Conversions between currencies shall be at a rate of exchange decided by the ACD as being a rate that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.
- (vii) The Proportion Accounts are memorandum accounts maintained for the purpose of calculating proportions. They do not represent debts from the Company to Shareholders or the other way round.
- (viii) Each credit and debit to a Proportion Account shall be allocated to that account on the basis of that Class's proportion immediately before the allocation. All such adjustments shall be made as are necessary, to ensure that on no occasion on which the proportions are ascertained is any amount counted more than once.
- (ix) When Shares are issued thereafter each such Share shall represent the same proportionate interest in the Scheme Property of the relevant Fund as each other Share of the same category and Class then in issue in respect of that Fund.
- (x) The Company shall allocate the amount available for income allocation (calculated in accordance with the FSA Rules) between the Shares in issue relating to the relevant Fund according to the respective proportionate interests in the Scheme Property of the Fund represented by the Shares in issue at the valuation point in question.

4. Number of Directors

Unless otherwise determined by an extraordinary resolution of Shareholders the number of Directors shall not at any time exceed one.

5. Removal of ACD

The Company may by ordinary resolution remove the ACD before the expiration of its period of office, notwithstanding anything in the Instrument of Incorporation or in any agreement between the Company and the ACD, but the removal will not take effect until the FSA has approved it and a new ACD approved by the FSA has been appointed.

6. Proceedings at General Meetings

- (a) The duly authorised representative of the Depositary will nominate the chairman at general meetings. If the nominated chairman is not present within a reasonable time after the time appointed for holding the meeting and willing to act as the chairman, the Shareholders present may choose one of their number to be chairman of the meeting.
- (b) The chairman of any quorate meeting may with the consent of the meeting adjourn the meeting from time to time (or without date) and from place to place, and if he is directed by the meeting to adjourn he must do so. No business can be transacted at an adjourned meeting which might not lawfully have been transacted at the meeting from which the adjournment took place.
- (c) The Shareholders have rights under the FSA Rules to demand a poll. In addition to these, a poll may be demanded by the chairman of the meeting or by the ACD on any resolution put to the vote of a general meeting.
- (d) Unless a poll is required, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book or computer record of proceedings shall be conclusive evidence of that fact. If a poll is required, it shall be taken in such manner as the chairman may direct.
- (e) The chairman may take any action he considers appropriate, for example, the safety of people attending a general meeting, the proper and orderly conduct of the general meeting or in order to reflect the wishes of the majority.
- #### 7. Corporations acting by representatives
- (a) Any corporation which is a Shareholder may by resolution of its directors or other governing body and in respect of any Share or Shares of which it is the holder authorise such individual as it thinks fit to act as its representative at any general meeting of the

Shareholders or of any Class meeting or Fund meeting. The individual so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise in respect of such Share or Shares if it were an individual Shareholder.

- (b) Any corporation which is a director of the Company may by resolution of its directors or other governing body authorise such individual as it thinks fit to act as its representative at any general meeting of the Shareholders, or of any Class meeting or Fund meeting of the directors. The person so authorised shall be entitled to exercise the same powers at such meeting on behalf of such corporation as the corporation could exercise if it were an individual director.

8. Class meetings and Fund meetings

The provisions of the Instrument of Incorporation relating to meetings shall apply to Class meetings and Fund meetings in the same way as they apply to general meetings.

9. Instrument of Incorporation

- (a) The Instrument of Incorporation may be amended by resolution of the ACD to the extent permitted by the FSA Rules.
- (b) In the event of any conflict arising between any provision of the Instrument of Incorporation and either the OEIC Regulations or the FSA Rules, the OEIC Regulations and the FSA Rules will prevail.

10. Indemnity

The Instrument of Incorporation contains provisions indemnifying every director, other officer and auditor against liability in certain circumstances otherwise than in respect of negligence, default, breach of duty or breach of trust, and indemnifying the Depositary against liability in certain circumstances otherwise than in respect of failure to exercise due care and diligence.

Shareholder meetings and voting rights

Annual General Meeting

In accordance with The Open-Ended Investment Companies (Amendment) Regulations 2005, the ACD has elected to dispense with the holding of annual general meetings. The ACD has given the required notice of 60 days to the Shareholders in respect of this election and has received the approval of the FSA to dispense with annual general meetings.

Requisitions of Meetings

The ACD may requisition a general meeting at any time.

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

Notice and Quorum

Shareholders will receive at least 14 days' written notice of a Shareholder's meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy or in the case of a body corporate by a duly authorised representative. The quorum for a meeting is two Shareholders, present in person or by proxy. The quorum for an adjourned meeting is one Shareholder present in person or by proxy or in the case of a body corporate by a duly authorised representative. Notices of meetings and adjourned meetings will be sent to Shareholders at their registered address.

Voting Rights

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

On a poll vote, a Shareholder may vote either in person or by proxy. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue that the price of the Share bears to the aggregate price(s) of all the Shares in issue at the date seven days before the notice of meeting is sent out.

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

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

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

'Shareholders' in this context means Shareholders on the date seven days before the notice of the relevant meeting is sent out

but excludes holders who are known to the ACD not to be Shareholders at the time of the meeting.

Class and Fund Meetings

The above provisions, unless the context otherwise requires, apply to Class meetings and meetings of Funds as they apply to general meetings of Shareholders but by reference to Shares of the Class or Fund concerned and the Shareholders and prices of such Shares.

Variation of Class rights

The rights attached to a Class or Fund may not be varied without the sanction of a resolution passed at a meeting of Shareholders of that Class or Fund by a 75% majority of those votes validly cast for and against such resolution.

Taxation

General

The information given under this heading does not constitute legal or tax advice and prospective investors should consult their own professional advisors as to the implications of subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdiction in which they may be subject to tax. The following is based on law and practice as at the date of this Prospectus and may be subject to change.

The Company

The Funds are sub-funds of an open-ended investment company to which the Authorised Investment Funds Tax Regulations 2006 currently apply. Each Fund will be treated as a separate entity for UK tax purposes.

The Funds are exempt from UK tax on capital gains realised on the disposal of investments including interest paying securities and derivatives held within them.

From 1 July 2009 dividends received from UK and overseas companies are taxable when received by a Fund unless each dividend falls into one of five exemptions. The most relevant exemption will be that which exempts distributions in respect of portfolio holdings (holdings of 10% or less). It is anticipated that the majority of dividends will be exempt in the hands of the Funds. However, where the availability of treaty relief on withholding tax on overseas dividends from certain countries is unavailable because of a "subject to tax" clause in the relevant double tax treaty, a Fund may elect for dividends from these countries to be treated as taxable income. These dividends and all other income received by a Fund (e.g. interest income) will be subject to tax currently at 20% after relief for expenses. To the extent that a Fund receives income from, or realises a gain on investments issued in, foreign countries, it may be subject to foreign withholding or other tax in those jurisdictions. Credit or other relief will generally be available for foreign withholding or other foreign taxes suffered.

In respect of any Fund which invests more than 60% of the market value of all investments held by that Fund in, broadly, interest bearing assets, such as debt securities, money placed at interest (other than cash awaiting investment) building society shares or holdings in unit trusts, ICVCs or offshore funds with similar holdings (for example, certain of the 'bond Funds'), such Fund may distribute or accumulate income as yearly interest. The amount of such income whether distributed or accumulated will be deducted from the income of the Fund in computing its liability to corporation tax.

A number of the Funds are managed so as to be eligible as ISA investments. These Funds are identified in the section 'The Structure of the Company'.

Stamp Duty Reserve Tax ('SDRT')

General

In accordance with the Stamp Duty and Stamp Duty Reserve Tax (Open-Ended Investment Companies) Regulations 2001 as may be amended from time to time ("the SDRT Regulations"), SDRT is chargeable on the surrender (i.e. the redemption or switching of Shares) and on certain transfers of Shares in the Funds. The rate of SDRT is 0.5%.

SDRT is chargeable on the value of surrenders and transfers in a Fund in each weekly charging period, but is reduced proportionately for the Fund to the extent that during that week and the following week the:

- (a) Investments held by the Fund are exempt investments, which means essentially any assets other than United Kingdom equities and collective investment schemes that are not exempt from SDRT. Any Fund which holds no United Kingdom equities will therefore be wholly exempt and all of the following information regarding SDRT can therefore be disregarded by Shareholders in such a Fund; and
- (b) Purchases of Shares by number are less than surrenders of Shares.

Possible Ways of Funding SDRT

The SDRT Regulations provide that the SDRT payable by each Fund is the liability of the Company. The Regulations permit a provision for SDRT in respect of a Fund to be recovered out of the property of that Fund. This will obviously reduce the value of the Fund in question, but, given the percentage amount of SDRT, should be of minimal significance.

Regulations issued by the FSA permit (but do not oblige) the ACD to require from an incoming or outgoing Shareholder a separate payment, or deduction, of a provision against SDRT ('SDRT provision') when Shares are surrendered or transferred by a Shareholder or issued to an incoming Shareholder. The

SDRT provision can be up to 0.5% of the value of the transaction and is a provision against the SDRT owed by the Company. The SDRT provision, if imposed on an incoming Shareholder, would increase the payment required on the purchase of Shares by that Shareholder, and if on an outgoing Shareholder would decrease the redemption proceeds received by that Shareholder, and must be paid to the Company and become part of the property of the Fund in question.

The ACD's Policy for Funding SDRT on Surrenders of Shares

No SDRT is chargeable on surrenders of Shares in Funds in respect of the period up to and including the date of this Prospectus. The ACD intends that any SDRT chargeable on surrenders of Shares in a Fund will in general be paid out of that Fund and an SDRT provision will not normally be levied directly on the redeeming Shareholder whatever the size of the deal. It is not anticipated that the ACD will impose a provision for SDRT on redeeming Shareholders in the future.

The ACD's Policy for Funding SDRT on Third Party Transfers of Shares

The Company is entitled not to register a transfer of Shares in a Fund unless (a) an SDRT provision of 0.5% of the value transferred has been paid to the Company for the account of the Fund in question or (b) the Company has received all documentation required to provide evidence that the transfer is exempt from SDRT. As the value transferred is calculated at the valuation point immediately following the Company's receipt of the instrument of transfer the transferring Shareholder (being either of the transferor or the transferee) will be contacted after this point and advised of the amount of the SDRT provision due, which amount must be paid immediately.

Notwithstanding this, the ACD has the discretion, and reserves the right, to charge to the Fund in question SDRT incurred on third party transfers of Shares in that Fund.

UK Shareholders

The following summary applies to holders of Shares who are resident or ordinarily resident in the UK for tax purposes.

Shareholders' Income

(i) Interest distributions

UK resident individuals will be taxable on the sum of gross interest distributions received and accumulations made during the relevant tax year. Such distributions are paid under deduction of income tax at a rate of 20%, and individuals paying tax at the basic rate on such income will not be subject to further taxation. Non-taxpayers will be entitled to claim a repayment of the full amount of the tax. Investors whose total taxable income including savings income falls within the starting rate band will be able to claim back part of the tax deducted. However higher rate and additional rate taxpayers will have further tax to pay on the gross distribution. The

amount will depend on the tax rate applicable to their specific circumstances.

Tax-exempt investors such as local authorities, charities and pension schemes may be paid gross interest distributions and accumulations. However the ACD will need to be satisfied that the recipient is the beneficial owner and that it is entitled to be paid gross interest distributions and/or accumulations. The ACD may require a suitable indemnity from the recipient before gross payment can be made.

Unless corporate Shareholders can satisfy the ACD that they are beneficially entitled to the income and are UK resident or acting through a UK branch subject to UK corporation tax on the income, interest distributions and accumulations will be paid net of income tax at 20%. Corporate Shareholders will be subject to corporation tax on the gross amount of the distribution or accumulation but, where the tax is deducted, will be entitled to a credit for the tax treated as paid.

(ii) Dividend Distributions

Other Funds will make distributions or accumulations that will be treated as dividends of a UK company and will comprise dividend income for UK tax purposes. An individual recipient of a dividend distribution or accumulation will be entitled to receive a notional tax credit of 10% of the gross dividend. This tax credit is sufficient to cover the liability of taxpayers liable to pay tax at the basic rate of tax on savings income. Higher rate taxpayers are taxed at 32.5% and additional rate tax payers are taxed at 42.5% on the gross dividend against which the 10% tax credit can be credited and will have further tax to pay. Since 6 April 2004, it is no longer possible for Shareholders who hold their shares in ISAs to reclaim the 10% tax credit. Non-taxpayers are not entitled to reclaim the tax credit.

The income corporate Shareholders receive from a dividend distribution or accumulation is streamed into two parts. The proportion that is derived from UK and overseas dividends that fall into one of five tax exemptions is treated as franked investment income and is generally not subject to further tax unless taxed on the Shareholder as part of its trade. The income derived from all other sources (e.g. interest income and dividends which do not qualify for exemption or which a Fund has elected to tax) is treated as an annual payment, paid under deduction of income tax at the rate of 20%. The Shareholder will be subject to tax on the grossed up amount but will be entitled to a credit for tax treated as paid. Whilst this amount can be wholly offset against the corporation tax liability of the Shareholder, the maximum amount of tax that can be reclaimed by the corporate Shareholder is limited to their proportion of the Fund's net liability to corporation tax in respect of gross income.

Income Equalisation

When the first income distribution is received it may include an amount known as equalisation. The amount representing the income equalisation in the Share's price is a return of capital and is not taxable in the hands of Shareholders. This amount should be deducted from the cost of Shares in computing capital gains realised on their disposal. Income equalisation applies in relation to the following Funds:

- UK Equity Income Fund;
- UK Monthly Income Fund;
- UK Corporate Bond Fund;
- Sterling Bond Fund;
- Monthly Extra Income Fund;
- Strategic Bond Fund;
- High Yield Bond Fund;
- UK Growth and Income Fund;
- UK Fund;
- UK Smaller Companies Fund;
- UK Select Fund;
- Dollar Bond Fund;
- European Bond Fund;
- Global Bond Fund;
- Emerging Market Bond Fund; and
- UK Cash Fund
- Pan European Smaller Fund

Capital Gains Tax

Shareholders who are resident in the UK for tax purposes may be liable to capital gains tax or, if companies, corporation tax on chargeable gains ('CGT'). The redemption, sale, switching or transfer of Shares, being chargeable assets, may constitute a disposal or part disposal for the purposes of UK CGT. For individuals, since April 2008, a single rate of capital gains tax of 18% has applied to all chargeable gains in excess of the annual exempt amount (for the 2010-2011 tax year, £10,100) and taper relief is no longer available. For a corporate Shareholder in an 'equity Fund' indexation relief will be allowed

as a deduction from the gain calculated by reference to the period the asset was held and the initial cost given.

Corporate Shareholders are required to mark to market their holdings in 'bond Funds' on an annual basis and tax the movement as income from a loan relationship.

Corporate investors in a "bond fund" will be liable to corporation tax on the difference between redemption proceeds and the previous year's mark to market valuation, with this sum being treated as income under a loan relationship. Special rules apply to life insurance companies and dealers in securities holding investments in authorised investment funds. Individuals who are temporarily neither resident nor ordinarily resident in the UK may also be liable to UK tax on capital gains under anti-avoidance legislation.

Inheritance Tax ('IHT')

Investors are potentially subject to UK inheritance tax on their investment in the Company.

Non-UK Shareholders

Where a person holding Shares is resident outside the UK and provides the Fund with a declaration of residence in the required form, the holder may receive interest distributions or accumulations without withholding of UK Income tax from that part of the distribution or accumulation that represents certain income received by the Fund, including interest received by the Fund which has itself not been subject to withholding tax (other than where a double tax treaty has applied).

The information provided by those individuals that have made a declaration as to residence is reported annually to HMRC and this information may be shared by them with other tax jurisdictions.

A Shareholder who is not resident in the UK for tax purposes will not generally be entitled to claim any part of the tax credit attaching to a dividend distribution or accumulation. Generally Shareholders who are not resident in the UK should consult their own tax advisers concerning their tax liabilities on interest or dividend distributions and accumulations, their entitlements to reclaim any part of the tax credit or tax withheld and the procedure for doing so.

Reporting Requirements

The Company is required to report details of material interest paid to residents of the European Union and certain other jurisdictions to HMRC each year and also, on request, payments to UK residents.

Winding up of the Company or a Fund of the Company

The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FSA Rules. A Fund may only be wound up under the FSA Rules.

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

The Company or a Fund may be wound up under the FSA Rules if:

- (a) an extraordinary resolution to that effect is passed by Shareholders; or
- (b) the period (if any) fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires, or the event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a particular Fund is to be wound up (for example, if the share capital of the Company is below its prescribed minimum or (in relation to any Fund) the NAV of the Fund is less than £10 million, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or
- (c) on the date of effect stated in any agreement by the FSA to a request by the ACD for the revocation of the authorisation order in respect of the Company or the relevant Fund.

On the occurrence of any of the above:

- (a) COLL 5 relating to 'Investment and Borrowing Powers', COLL 6.2 relating to 'Dealing' and COLL 6.3 relating to 'Valuation and Pricing' will cease to apply to the Company or the particular Fund;
- (b) the Company will cease to issue and cancel Shares in the Company or the particular Fund and the ACD shall cease to sell or redeem Shares or arrange for the Company to issue or cancel them for the Company or the particular Fund;

- (c) no transfer of a Share shall be registered and no other change to the register shall be made without the sanction of the ACD;
- (d) where the Company is being wound-up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- (e) the corporate status and powers of the Company and, subject to the provisions of (a) and (d) above, the powers of the ACD shall remain until the Company is dissolved.

The ACD shall, as soon as practicable after the Company or the Fund falls to be wound up, realise the assets and meet the liabilities of the Company and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, arrange for the Depository to make one or more interim distributions out of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or the Fund. In the case of the Company the ACD shall also publish notice of the commencement of the winding up of the Company in the London Gazette. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the particular Fund to be realised, the ACD shall arrange for the Depository to also make a final distribution to Shareholders on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to their holdings in the Company or the particular Fund.

As soon as reasonably practicable after completion of the winding up of the Company or the particular Fund, the ACD shall notify the FSA that it has done so.

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

Following the completion of a winding up of either the Company or a Fund, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FSA and to each Shareholder within two months of the termination of the winding up. Any liabilities attributable or allocated to a particular Fund under the FSA Rules shall be met first out of the Scheme Property attributable or allocated to that particular Fund.

If the liabilities of a particular Fund are greater than the proceeds of the realisation of the Scheme Property attributable or allocated to the Fund, the deficit shall be met out of the Scheme Property attributable or allocated to Funds in respect

of which the proceeds of realisation exceed liabilities and will be divided between the Funds in a manner which is fair to Shareholders in those Funds.

General Information

Dividends

Dividends will be allocated on a specific date during the year (the 'XD Date'). The registered holder of the Share on the XD Date will be entitled to receive the dividend for that Share. Payment of the dividend will normally be made on the 'Payment Date'. The XD Date and Payment Date for each Fund are set out in the following table.

| Fund Name | XD Dates | Payment Dates |
|--------------------------------------|-------------------------------|-----------------------------|
| American Select Fund | 8-Mar | 7-May |
| American Smaller Companies Fund (US) | 8-Mar | 7-May |
| American Fund) | 8-Mar | 7-May |
| Asia Fund | 8-Mar | 7-May |
| European Select Fund | 8-Mar | 7-May |
| European Smaller Companies Fund | 8-Mar | 7-May |
| European Fund | 8-Mar | 7-May |
| Global Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| Global Select Fund | 8-Mar | 7-May |
| Japan Fund | 8-Mar | 7-May |
| Japan Smaller Companies Fund | 8-Mar | 7-May |
| Latin America Fund | 8-Mar | 7-May |
| UK Overseas Earnings Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Corporate Bond Fund | 8-Mar, 8-June, 8-Sept & 8-Dec | 7-May, 7-Aug, 7-Nov & 7-Feb |
| UK Equity Income Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Growth and Income Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Institutional Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Monthly Income Fund | 8th Monthly | 4th Monthly |
| UK Select Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Smaller Companies Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| UK Cash Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| European Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| Dollar Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| Sterling Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |

| Fund Name | XD Dates | Payment Dates |
|-------------------------------------|----------------|---------------|
| Monthly Extra Income Fund | 8th Monthly | 4th Monthly |
| High Yield Bond Fund | 8th Monthly | 4th Monthly |
| Pan European Smaller Companies Fund | 8-Mar | 7-May |
| Pan European Fund | 8-Mar | 7-May |
| European High Yield Bond Fund | 8-Mar | 7-May |
| Emerging Market Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |
| Strategic Bond Fund | 8th Monthly | 4th Monthly |
| European Corporate Bond Fund | 8-Mar & 8-Sept | 7-May & 7-Nov |

Accounting Periods

The annual accounting period of the Company ends each year on 7 March (the accounting reference date). The interim accounting period ends each year on 7 September.

Income Distributions

Distributions of income are made in respect of the income available for allocation in each accounting period and are made only by Funds in respect of which there are Gross Income Shares, Net Income Shares, and/or IPA Shares.

Distributions of income are distributed either annually, twice yearly, quarterly or monthly, as set out below for each Fund:

| Annual | Twice Yearly | Quarterly | Monthly |
|----------------------------|-----------------------------|-------------------|-------------------|
| American Smaller Companies | US Dollar Bond | UK Corporate Bond | Strategic Bond |
| American | European Bond | | High Yield Bond |
| American Select | European Corporate Bond | | UK Monthly Income |
| European Smaller Companies | Global Bond | | |
| European | Emerging Market Bond | | |
| European High Yield Bond | European High Sterling Bond | | |
| Pan European | UK Smaller Companies | | |
| Pan European Smaller Cos | UK Equity Income | | |
| European Select | UK | | |
| Global Select | | | |

| Annual | Twice Yearly | Quarterly | Monthly |
|-------------------------|----------------------|-----------|---------|
| Japan Smaller Companies | UK Institutional | | |
| Japan | UK Overseas Earnings | | |
| Latin America | UK Growth & Income | | |
| Asia | UK Select | | |
| | Global Bond | | |

Any distribution may be paid by (i) crossed cheque, warrant or money order and may be remitted by post to the registered address of the persons entitled to such monies or to such person and to such address as those persons may direct in writing or (ii) any other usual or common banking method (including, without limitation, direct credit, bank transfer and electronic funds transfer) and to or through such person or such persons as the relevant person may direct in writing.

A re-investment facility is available. The ACD may make a charge for this facility. If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the Company.

The amount available for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period, and deducting the charges and expenses of the relevant Fund paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it accrues, transfers between the income and capital account and any other adjustments (including for amortisation) which the ACD considers appropriate after consulting the auditors.

Any distribution payment of a Fund which remains unclaimed after a period of six years from the date of the payment will be forfeited and will be transferred to and become part of that Fund's capital property. Thereafter, neither the Shareholder nor any successor will have any right to it except as part of the capital property of the Fund.

Annual Report and Accounts

Annual long report and accounts of the Company will be made available and published within four months of the close of each annual accounting period and half-yearly long report and accounts will be published within two months of the close of each interim accounting period.

Within the timeframes noted above, the ACD will send the short report which details performance and activities of a Fund over the accounting period to each Shareholder (or to the first named holder in respect of joint shareholders) that is entered in or that is entitled to be entered in the register of Shareholders at the close of business on the last day of the relevant accounting period, and otherwise upon a Shareholder's request.

Risk Management

Upon request, the ACD will provide further information relating to the quantitative limits applying in the risk management of any Fund and the methods used. This information is set out in the 'Risk Management Process'.

Documents of the Company

The following documents may be inspected free of charge between 9.30 am and 4.30 pm (UK time) on every business day at the offices of the ACD at Client Services Department P.O. Box 1457, Swindon SN1 1FP and 60 St Mary Axe, London EC3A 8JQ:

- (a) the most recent annual and half-yearly reports of the Company;
- (b) the Instrument of Incorporation (and any amending Instrument of Incorporation); and
- (c) the 'Risk Management Process'.

Shareholders may obtain copies of the above documents from either address. The ACD may make a charge at its discretion for copies of documents except for the documents under paragraph (a) and (b).

Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and is, or may be, material: the agreement dated 9 June 2008 between the Company and the ACD, the agreement dated 27 June 1997 between the Company, the ACD and the Depositary and agreement dated 9 June 2008 between the Company, the ACD and the Investment Manager.

Brief summaries of the ACD Agreement and the Investment Management and Depositary Agreements are given under the heading 'Management and administration'.

Additional Information

- (a) The FSA Rules contain provisions on conflict of interest governing any transaction concerning the Company which is carried out by or with any 'affected person', an expression which covers the Company, an associate of the Company, the ACD, an associate of the ACD, the Depositary, an associate of the Depositary, any investment manager and any associate of any investment manager.
- (b) These provisions, among other things, enable an affected person to sell or deal in the sale of property to the Company or Depositary for the account of the Company; vest property in the Company or the Depositary against the issue of Shares in the Company; purchase property from the Company (or the Depositary acting for the account of the Company); enter into a stocklending transaction in relation to the Company; or provide services for the Company. Any such transactions with or for the Company are subject to best execution on exchange, or independent valuation or arm's length requirements as set out in the FSA Rules. An affected person carrying out such transaction is not liable to account to the Depositary, the ACD, any other affected person, or to the holders of Shares or any of them for any benefits or profits thereby made or derived.
- (c) Investment of the property of the Company may be made on arm's length terms through a member of an investment exchange (acting as principal) who is an affected person in relation to the ACD. Neither the ACD nor any such affected person will be liable to account for any profit out of such dealings.

Notice to Shareholders

In the event that the ACD is required to give notice to Shareholders for any reason, or otherwise chooses to do so, such notice will normally be given in writing. Alternatively, and to the extent permitted by the FSA Rules, notice to Shareholders may be made by way of publishing the information on www.threadneedle.com, or by including the information in a mailing to the Shareholders such as the Company's annual report and accounts. Any document served on Shareholders by the ACD will be served to the current address of the Shareholder with reference to the records of the ACD.

Any document or notice to be served by a Shareholder on the ACD or the Company may be served at the head office of the Company.

Complaints

Complaints may be referred to the compliance officer of the ACD at 60 St Mary Axe, London EC3A 8JQ. A copy of the ACD's Complaint Handling Procedure is available upon request. Complaints may also be referred directly to the Financial Services Ombudsman which is based at South Quay Plaza, 183 Marsh Wall, London E14 9SR. You may be protected by the Financial Services Compensation Scheme. Further details are available on request.

Notes for investors outside the UK

References to times in this Prospectus are to UK times unless otherwise stated.

Freephone 0800 numbers can only be used within the UK.

Overseas investors

Shares in the Company are not available for offer or sale in any state in the United States, or to persons (including companies, partnerships, trusts or other entities) who are 'US Persons' as defined in Rule 902 of Regulation S under the US Securities Act of 1933, as amended, nor may Shares be owned or otherwise held by such persons. Accordingly, this Prospectus may not be distributed in the United States or to a US Person. The ACD reserves the right to give notice to any Shareholder that is or that subsequently becomes incorporated in the United States or to a US Person to (i) transfer the Shares to a person that is not a US Person or (ii) request a redemption or cancellation of the Shares and the ACD may redeem or cancel the Shares if the Shareholder fails to make such transfer or request within 30 days of that notice provided by the ACD.

Important information for Singapore investors

No offer of the Shares in the Company for subscription or purchase, or invitation to subscribe for or purchase the Shares, may be made, nor any document or other material relating to the Shares may be circulated or distributed, either directly or indirectly, to any person in Singapore other than: (i) to "institutional investors" pursuant to Section 304 of the Securities and Futures Act, Chapter 289 of Singapore (the "Act"), (ii) in relation to the Shares of the Funds that have been granted restricted recognised status under paragraph 3 of the Sixth Schedule to the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations, "relevant persons" pursuant to section 305(1) of the Act or any person pursuant to Section 305(2) of the Act, or (iii) otherwise pursuant to, and in accordance with the conditions of, other applicable provisions of the Act. The offer or invitation that is the subject of this Prospectus is not allowed to be made to the retail public in Singapore. This Prospectus is not a prospectus as defined in the Act. Accordingly, statutory liability under that

Act in relation to the content of prospectuses would not apply. The Monetary Authority of Singapore ("MAS"), which can be contacted at 10 Shenton Way, MAS Building, Singapore 079117, assumes no responsibility for the contents of this Prospectus. **The offer, holding and subsequent transfer of Shares are subject to restrictions and conditions under the Act. You should consider carefully whether the investment is suitable for you and consult your legal or professional advisor if in doubt.**

The Company is registered for sale in a number of countries outside the UK, including:

Austria (except the UK Cash Fund)

Belgium (except the UK Cash Fund)

Chile (a limited number of Funds are registered for sale and offer to 'approved' pension funds)

Denmark (except the UK Cash Fund)

France (except the UK Cash Fund)

Hong Kong (except the UK Cash Fund and Class X Shares)

Italy (except UK Cash Fund)

Luxembourg (except the UK Cash Fund)

Peru (a limited number of Funds are registered for sale and offer to 'approved' pension funds)

Spain (except the UK Cash Fund)

Singapore (a limited number of Funds are currently recognised as restricted schemes and are only available for marketing to institutional investors)

Switzerland (a limited number of Funds are registered for sale and offer)

The Netherlands (except the UK Cash Fund) and

Portugal (except the UK Cash Fund)

Appendix I

Eligible securities markets and eligible derivatives markets

All Funds may deal through securities markets established in an EEA State on which transferable securities admitted to official listing in that EEA State are dealt in or traded. The Company may also invest in accordance with the conditions in Appendix II.

In addition, the following Funds may deal through the following securities markets and derivatives markets:

| | |
|---|---|
| <p>1. Funds:</p> <p>UK Equity Income Fund</p> <p>UK Monthly Income Fund</p> <p>UK Corporate Bond Fund</p> <p>Sterling Bond Fund</p> <p>Monthly Extra Income Fund</p> <p>UK Growth and Income Fund</p> <p>UK Fund</p> <p>UK Smaller Companies Fund</p> <p>UK Select Fund</p> <p>UK Institutional Fund</p> <p>UK Overseas Earnings Fund</p> | <p>Derivatives Markets:</p> <p>Liffe</p> <p>Chicago Mercantile Exchange (CME)</p> <p>Securities Markets:</p> <p>Virt-x</p> |
| <p>2. Funds:</p> <p>UK Cash Fund</p> | <p>Securities Markets:</p> <p>A Stock Exchange in the United States, Canada, Japan or Switzerland</p> <p>Chicago Mercantile Exchange (CME)</p> <p>Virt-x</p> <p>(a) The market organised by the International Securities Market Association.</p> <p>(b) The UK market (i) conducted by banks and other institutions regulated by the Financial Services Authority (FSA) and subject to the Inter-Professional Conduct provisions of the FSA's Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the "Non-Investment Product Code" drawn up by the participants in the London market, including the FSA and the Bank of England (formerly known as "The Grey Paper").</p> |

All of the Funds below and overleaf can invest in markets in any exchange registered with the Securities and Exchange Commission and the Toronto Stock Exchange, in addition to those markets specifically listed below.

| | |
|---|---|
| <p>European Fund European Select Fund European Smaller Companies Fund European Bond Fund Pan European Fund</p> | <p>Securities Markets: Berne and SWX Stock Exchange, Switzerland; EASDAQ; Virt-x</p> <p>Derivatives Markets: CME, FTA, COMEX, CBOE, EUREX, MATIF, BELFOX, LIFFE</p> |
|---|---|

| | |
|--|---|
| <p>American Fund American Select Fund American Smaller Companies Fund (US) Dollar Bond Fund</p> | <p>Securities Markets: NASDAQ; Montreal, Toronto and Vancouver Stock Exchanges, Canada;</p> <p>Bolsa Mexicana de Valores, Mexico FINRA TRACE (for the Dollar Bond Fund only)</p> <p>Derivatives Markets: CBOE, AMEX, PHLX, CME, NYFE, TFE, CBOT, LIFFE</p> |
|--|---|

| | |
|---|---|
| <p>Japan Fund Japan Smaller Companies Fund</p> | <p>Securities Markets: Tokyo Stock Exchange – 1st and 2nd Sections Taiwan Stock Exchange Osaka Securities Exchange – 1st and 2nd Sections Nagoya Stock Exchange – 1st and 2nd Sections Kyoto Stock Exchange Hiroshima Stock Exchange Fukuoka Stock Exchange Sapporo Stock Exchange Niigata Stock Exchange Tokyo Over the Counter Market</p> <p>Derivatives Markets: OSAKA, SIMEX, CME, TOKYO</p> |
|---|---|

| | |
|---|---|
| <p>Asia Fund</p> | <p>Securities Markets:</p> <p>Australian Stock Exchange, Sydney Bombay Stock Exchange Hong Kong Stock Exchange Jakarta Stock Exchange, Indonesia Kuala Lumpur Stock Market, Malaysia Shanghai Stock Exchange Shenzhen Stock Exchange Stock Exchange of Singapore Manila/Makati Stock Exchange, Philippines Korean Stock Exchange Bangkok Stock Exchange Wellington Stock Exchange, New Zealand Tokyo Stock Exchange – 1st and 2nd Sections Taiwan Stock Exchange Osaka Securities Exchange – 1st and 2nd Sections Nagoya Stock Exchange – 1st and 2nd Sections Tokyo Over the Counter Market Kosdaq OTC Market, Taiwan OTC Market</p> <p>Derivatives Markets:</p> <p>New Zealand Futures & Options Exchange OSAKA, SIMEX, CME, TOKYO, HKFE, SFE, AMEX</p> |
| <p>Latin America Fund</p> | <p>Securities Markets:</p> <p>BOVESPA, Brazil Bolsa De Valores Lima, Peru Bolsa Mexicana de Valores, Mexico</p> <p>Derivatives Markets:</p> <p>Chicago Mercantile Exchange (CME)</p> |
| <p>Global Select Fund</p> | <p>Due to the global nature of the investment policy of this Fund, all the above securities and derivatives markets plus the Johannesburg Stock Exchange, South Africa</p> |
| <p>Emerging Market Bond Fund</p> | <p>Due to the global nature of the investment policy of these Funds, all the above securities and derivatives markets excluding Virt-x</p> |

| | |
|---|---|
| High Yield Bond Fund European High Yield Bond Fund Strategic Bond Fund Global Bond Fund European Corporate Bond Fund | Due to the global nature of the investment policy of these Funds, all the above securities and derivatives markets plus FINRA Trace |
|---|---|

| | |
|---------------------------------------|--|
| Pan European Smaller Companies | Securities Markets: Berne and SWX Stock Exchange, Switzerland; EASDAQ; Virt-x Derivatives Markets: CME; FTA; COMEX; CBOE; EUREX; MATIF; BELFOX; LIFFE; AIM |
|---------------------------------------|--|

Appendix II

Investment management and borrowing powers of the Company

1. Investment restrictions

- 1.1 The property of each Fund will be invested with the aim of achieving the investment objective of that Fund but subject to the limits on investment set out in Chapter 5 of the FSA Rules (COLL 5.2 to COLL 5.5). These limits apply to each Fund as summarised below.
- 1.2 The ACD shall ensure that taking into account the objective of a Fund and its investment policy, the property of each Fund provides a prudent spread of risk. Particular requirements as to this spread of risk are set out below.

2. Cover

- 2.1 Where the FSA Rules allow a transaction to be entered into or an investment to be retained only if possible obligations arising out of the investment transactions or out of the retention would not cause any breach of any limits in Chapter 5 of the FSA Rules, it must be assumed that the maximum possible liability of a Fund under any other of those rules has also to be provided for.
- 2.2 Where a rule in the FSA Rules permits an investment transaction to be entered into or an investment to be retained only if that investment transaction, or the retention, or other similar transactions, are covered:
- 2.2.1 it must be assumed that in applying any of those rules, a Fund must also simultaneously satisfy any other obligation relating to cover; and
- 2.2.2 no element of cover must be used more than once.

3. UCITS schemes – general

- 3.1 The Scheme Property of a Fund must, subject to its investment objective and policy and except where otherwise noted below or provided in COLL 5, only consist of any or all of transferable securities and, in the case of the Emerging Markets Bond Fund only, approved money market instruments.
- 3.2 Each of the Funds will generally invest in approved securities which are transferable securities admitted to or dealt on an eligible market.
- 3.3 In this Appendix, references to money market instruments apply in respect of the Emerging Markets Bond Fund only.

- 3.4 Transferable securities and money market instruments held within a Fund must (subject to paragraphs 3.3 and 3.4) be admitted for listing or listed on an eligible market as described in paragraphs 9 and 10 below.

- 3.5 Not more than 10% in value of the Scheme Property of a Fund is to consist of transferable securities, which are not approved securities.

- 3.6 Not more than 10% in value of the Scheme Property is to consist of money market instruments which do not fall within paragraph 8 (Investment in approved money market instruments).

- 3.7 The requirements on spread and investment in government and public securities do not apply until the expiry of a period of six months after the date of effect of the authorisation order in respect of a Fund (or on which the initial offer commenced if later) provided that the requirement to maintain prudent spread of risk is complied with.

- 3.8 It is not intended that Funds will have an interest in any immovable property or tangible movable property.

4. Transferable securities

- 4.1 A transferable security is an investment which is any of the following:

- 4.1.1 a share;
- 4.1.2 a debenture;
- 4.1.3 a government and public security;
- 4.1.4 a warrant; or
- 4.1.5 a certificate representing certain securities.

- 4.2 An investment is not a transferable security if the title to it cannot be transferred, or can be transferred only with the consent of a third party.

- 4.3 In applying paragraph 4.2 to an investment which is issued by a body corporate, and which is a share or a debenture, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.

- 4.4 An investment is not a transferable security unless the liability of the holder of it to contribute to the debts of the issuer is limited to any amount for the time being unpaid by the holder of it in respect of the investment.

5. Investment in transferable securities

5.1 A Fund may invest in a transferable security only to the extent that the transferable security fulfils the following criteria:

5.1.1 the potential loss which the Fund may incur with respect to holding the transferable security is limited to the amount paid for it;

5.1.2 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 under the FSA Rules;

5.1.3 reliable valuation is available for it as follows:

5.1.3.1. 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;

5.1.3.2. 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;

5.1.4 appropriate information is available for it as follows:

5.1.4.1. 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;

5.1.4.2. 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;

5.1.5 it is negotiable; and

5.1.6 its risks are adequately captured by the risk management process of the ACD.

5.2 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:

5.2.1 not to compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying Shareholder; and

5.2.2 to be negotiable.

5.3 Not more than 5% in value of a Fund is to consist of warrants.

5.4 Investments in the Sterling Bond Fund are limited to those investments where the income is chargeable to tax under Case III of Schedule D and which are exempt from ad valorem stamp duty on transfer and are not chargeable securities (as defined for SDRT).

6. Closed end funds constituting transferable securities

6.1 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 in paragraph 5, and either:

6.1.1 where the closed end fund is constituted as an investment company or a unit trust:

6.1.1.1. it is subject to corporate governance mechanisms applied to companies; and

6.1.1.2. 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

6.1.2 where the closed end fund is constituted under the law of contract:

6.1.2.1. it is subject to corporate governance mechanisms equivalent to those applied to companies; and

6.1.2.2. it is managed by a person who is subject to national regulation for the purpose of investor protection.

7. Transferable securities linked to other assets

7.1 A Fund may invest in any other investment which shall be taken to be a transferable security for the purposes of investment by a Fund provided the investment:

7.1.1 fulfils the criteria for transferable securities set out in paragraph 5; and

7.1.2 is backed by or linked to the performance of other assets, which may differ from those in which a Fund can invest.

7.2 Where an investment in 7.1 contains an embedded derivative component (see paragraph 18.8), the requirements of this section with respect to derivatives and forwards will apply to that component.

8. Approved Money Market Instruments

8.1 An approved money-market instrument is a money-market instrument which is normally dealt in on the money market, is liquid and has a value which can be accurately determined at any time.

8.2 A money-market instrument shall be regarded as normally dealt in on the money market if it:

8.2.1 has a maturity at issuance of up to and including 397 days;

8.2.2 has a residual maturity of up to and including 397 days;

8.2.3 undergoes regular yield adjustments in line with money market conditions at least every 397 days; or

8.2.4 has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in 8.2.1 or 8.2.2 or is subject to yield adjustments as set out in 8.2.3.

8.3 A money-market instrument shall be regarded as liquid if it can be sold at limited cost in an adequately short time frame, taking into account the obligation of the ACD to redeem units at the request of any qualifying Shareholder.

8.4 A money-market instrument shall be regarded as having a value which can be accurately determined at any time if accurate and reliable valuations systems, which fulfil the following criteria, are available:

8.4.1 enabling the ACD to calculate a net asset value in accordance with the value at which the

instrument held in the portfolio could be exchanged between knowledgeable willing parties in an arm's length transaction; and

8.4.2 based either on market data or on valuation models including systems based on amortised costs. A money-market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a value which can be accurately determined at any time unless there is information available to the ACD that would lead to a different determination.

9. Transferable securities and money market instruments generally to be admitted or dealt in on an Eligible Market

9.1 Transferable securities and approved money market instruments held within a Fund must be:

9.1.1 admitted to or dealt on an eligible market (as described in paragraphs 10.2 or 10.3).

9.1.2 for an approved money market instrument not admitted to or dealt in on an eligible market, within paragraph 11.1; or

9.1.3 recently issued transferable securities provided that:

9.1.3.1. the terms of issue include an undertaking that application will be made to be admitted to an eligible market; and

9.1.3.2. such admission is secured within a year of issue.

9.2 However, a Fund may invest no more than 10% of the Scheme Property in transferable securities and approved money-market instruments other than those referred to in paragraph 9.1.

10. Eligible markets

10.1 To protect investors, the markets on which investments of a Fund are dealt in or traded on should be of an adequate quality ('eligible') at the time of acquisition of the investment and until it is sold. The criteria for eligibility are set out in FSA Handbook.

10.2 The Fund may deal through the following eligible securities and derivatives markets:

- 10.2.1 any securities markets established in an EEA State on which transferable securities admitted to official listing in that EEA country are dealt in or traded: and
- 10.2.2 the securities markets and derivative markets listed in Appendix 1.
- 10.3 In addition, each Fund may deal through any other eligible securities market and derivatives market which the ACD, after consultation with and notification to the Depository, considers to be appropriate for the investment of, or dealing in, the property of that Fund. Where a market ceases to be eligible, investments on that market cease to be approved securities. The 10% restriction on investing in non approved securities applies and exceeding this limit because a market ceases to be eligible will generally be regarded as an inadvertent breach.
- 11. Money-market instruments with a regulated issuer**
- 11.1 In addition to instruments admitted to or dealt in on an eligible market, a Fund may invest in an approved money-market instrument provided it fulfils the following requirements:
- 11.1.1 the issue or the issuer is regulated for the purpose of protecting investors and savings; and
- 11.1.2 the instrument is issued or guaranteed in accordance with paragraph 12.
- 11.2 The issue or the issuer of a money-market instrument, other than one dealt in on an eligible market, shall be regarded as regulated for the purpose of protecting investors and savings if:
- 11.2.1 the instrument is an approved money-market instrument;
- 11.2.2 appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit risks related to investment in it), in accordance with paragraph 13; and
- 11.2.3 the instrument is freely transferable.
- 12. Issuers and guarantors of money-market instruments**
- 12.1 A Fund may invest in an approved money-market instrument if it is:
- 12.1.1 issued or guaranteed by any one of the following:
- 12.1.1.1 a central authority of an EEA State or, if the EEA State is a federal state, one of the members making up the federation;
- 12.1.1.2 a regional or local authority of an EEA State;
- 12.1.1.3 the European Central Bank or a central bank of an EEA State;
- 12.1.1.4 the European Union or the European Investment Bank;
- 12.1.1.5 a non-EEA State or, in the case of a federal state, one of the members making up the federation;
- 12.1.1.6 a public international body to which one or more EEA States belong; or
- 12.1.2 issued by a body, any securities of which are dealt in on an eligible market; or
- 12.1.3 issued or guaranteed by an establishment which is:
- 12.1.3.1 subject to prudential supervision in accordance with criteria defined by European Community law; or
- 12.1.3.2 subject to and complies with prudential rules considered by the FSA to be at least as stringent as those laid down by European Community law.
- 12.2 An establishment shall be considered to satisfy the requirement in paragraph 12.1.3.2 if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:
- 12.2.1 it is located in the European Economic Area;
- 12.2.2 it is located in an OECD country belonging to the Group of Ten;
- 12.2.3 it has at least investment grade rating;
- 12.2.4 on the basis of an in-depth analysis of the issuer, it can be demonstrated that the prudential rules applicable to that issuer are at

least as stringent as those laid down by European Community law.

13. Appropriate information for money-market instruments

- 13.1 In the case of an approved money-market instrument within paragraph 12.1.2 or which is issued by an authority within paragraph 12.1.1.2 or a public international body within paragraph 12.1.1.6 but is not guaranteed by a central authority within paragraph 12.1.1.1, the following information must be available:
- 13.1.1 information on both the issue or the issuance programme, and the legal and financial situation of the issuer prior to the issue of the instrument, verified by appropriately qualified third parties not subject to instructions from the issuer;
- 13.1.2 updates of that information on a regular basis and whenever a significant event occurs; and
- 13.1.3 available and reliable statistics on the issue or the issuance programme.
- 13.2 In the case of an approved money-market instrument issued or guaranteed by an establishment within paragraph 12.1.3, the following information must be available:
- 13.2.1 information on the issue or the issuance programme or on the legal and financial situation of the issuer prior to the issue of the instrument updates of that information on a regular basis and whenever a significant event occurs; and
- 13.2.2 available and reliable statistics on the issue or the issuance programme, or other data enabling an appropriate assessment of the credit risks related to investment in those instruments.
- 13.3 In the case of an approved money-market instrument:
- 13.3.1 within paragraphs 12.1.1.1, 12.1.1.4 or 12.1.1.5; or
- 13.3.2 which is issued by an authority within paragraph 12.1.1.2 or a public international body within paragraph 12.1.1.6 and is guaranteed by a central authority within paragraph 12.1.1.1;

information must be available on the issue or the issuance programme, or on the legal and financial situation of the issuer prior to the issue of the instrument.

14. Spread: general

- 14.1 This rule on spread does not apply to government and public securities.
- 14.2 For the purposes of this requirement companies included in the same group for the purposes of consolidated accounts as defined in accordance with Directive 83/349/EEC or in the same group in accordance with international accounting standards are regarded as a single body.
- 14.3 Not more than 20% in value of the Scheme Property is to consist of deposits with a single body.
- 14.4 Not more than 5% in value of the Scheme Property is to consist of transferable securities or approved money market instruments issued by any single body.
- 14.5 The limit of 5% in paragraph 14.4 is raised to 10% in respect of up to 40% in value of the Scheme Property. Covered bonds need to be taken into account for the purpose of applying the limit of 40%.
- 14.6 The limit of 5% in 14.4 is raised to 25% in value of the Scheme Property in respect of covered bonds, provided that when a Sub-fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the Scheme Property.
- 14.7 In applying paragraphs 14.4 and 14.5 certificates representing certain securities are treated as equivalent to the underlying security.
- 14.8 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme Property. This limit is raised to 10% where the counterparty is an Approved Bank.
- 14.9 Not more than 20% in value of a Fund is to consist of transferable securities issued or approved money market instruments issued by the same group (as referred to in paragraph 14.2).
- 14.10 Not more than 20% in value of the Fund is to consist of the units of any one collective scheme. (Please also see the limits on investment in other collective investment schemes set out in paragraph 16.)
- 14.11 In applying the limits in paragraphs 14.3 to 14.8, not more than 20% in value of the Scheme Property is to

consist of any combination of two or more of the following:

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

14.11.2 deposits made with; or

14.11.3 exposures from OTC derivatives transactions made with a single body.

14.12 For the purpose of calculating the limits in 14.8 and 14.11, the exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets each of the following conditions:

14.12.1 it is marked-to-market on a daily basis and exceeds the value of the amount at risk;

14.12.2 it is exposed only to negligible risks (e.g. government bonds of first credit rating or cash) and is liquid;

14.12.3 it is held by a third party custodian not related to the provider or is legally secured from the consequences of a failure of a related party; and

14.12.4 can be fully enforced by the UCITS scheme at any time.

14.13 For the purpose of calculating the limits in 14.8 and 14.11, OTC derivative positions with the same counterparty may be netted provided that the netting procedures:

14.13.1 comply with the conditions set out in Section 3 (Contractual netting (Contracts for novation and other netting agreements)) of Annex III to the Banking Consolidation Directive; and

14.13.2 are based on legally binding agreements; In applying this rule, all derivatives transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house meets each of the following conditions:

14.13.3 it is backed by an appropriate performance guarantee; and

14.13.4 it is characterised by a daily mark-to-market valuation of the derivative positions and at least daily margining.

15. Spread: Government and public securities

15.1 The above restrictions do not apply to Government and public securities. The restrictions in relation to such securities are set out below ("such securities").

15.2 Where no more than 35% in value of the Scheme Property is invested in such securities issued by any one body, there is no limit on the amount which may be invested in such securities or in any one issue.

15.3 A Fund may invest more than 35% in value of the Scheme Property in such securities issued by any one body provided that:

15.3.1 the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the authorised fund;

15.3.2 no more than 30% in value of the Scheme Property consists of such securities of any one issue; and

15.3.2.1.the Scheme Property includes such securities issued by that or another issuer, of at least six different issues; and

15.3.2.2.the disclosures required by the FSA Rules have been made.

15.4 Subject to this restriction and any restrictions in the investment objective and policy of a Fund there are no limits on the amount of Fund's property which may be invested in Government and public securities or such securities issued by any one issuer or of any issue.

15.5 In relation to such securities:

15.5.1 issue, issuer and issuer include guarantee, guaranteed and guarantor; and

15.5.2 an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material terms of the issue.

15.6 A list of such securities is set out in Appendix III.

16. Investment in collective investment schemes

- 16.1 A Fund may invest in units in a collective investment scheme provided that no more than 30% of the value of that Fund is in collective investment schemes which are not UCITS schemes and only if the second scheme complies with the following requirements:
- 16.1.1 it is a scheme which complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or
- 16.1.2 is recognised under the provisions of section 270 of the Act (Schemes authorised in designated countries or territories); or
- 16.1.3 is authorised as a non-UCITS retail scheme (provided the requirements of article 19(1)(e) of the UCITS Directive are met); or
- 16.1.4 is authorised in another EEA State (provided the requirements of article 19(1)(e) of the UCITS Directive are met);
- 16.1.5 is authorised by the competent authority of an OECD country (other than another EEA State) which has:
- 16.1.5.1 signed the IOSCO Multilateral Memorandum of Understanding; and
- 16.1.5.2 approved the scheme's management company, rules and depositary/custody arrangements.
- (provided the requirements of article 19(1)(e) of the UCITS Directive are met);
- 16.2 it is a scheme which complies where relevant with paragraph 16.5;
- 16.3 it is a scheme that has terms which prohibit more than 10% in value of the Scheme Property consisting of units in other collective investment schemes; and
- 16.4 For the purposes of paragraphs 16.2 and 16.3 and paragraph 14 (Spread: General) each sub-fund of an umbrella scheme is to be treated as if it were a separate scheme but no sub-fund of an umbrella scheme may invest in another sub-fund of that umbrella scheme.
- 16.5 Each of the Funds may include units in collective investment schemes managed or operated by (or, if it is an open-ended investment company has as its authorised corporate director), the ACD or an associate of the ACD, subject to the following conditions:
- 16.5.1 there is no charge in respect of the investment in or the disposal of units in the second scheme; or
- 16.5.2 where there is a charge the ACD is under a duty to pay to a Fund by the close of business on the fourth business day next after the agreement to buy or to sell the amount referred to in paragraphs 16.5.2.1 and 16.5.2.2:
- 16.5.2.1 when an investment is made, either:
- (a) any amount by which the consideration paid by the Fund for the units in the second scheme exceeds the price that would have been paid for the benefit of the second scheme had the units been newly issued or sold by it; or
- (b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of units in the second scheme;
- 16.5.2.2 when a disposal is made, the amount referred to in paragraph 16.5.2. is any charge made for the account of the ACD of the second scheme or an associate of any of them in respect of the disposal
- 16.6 In this paragraph 16:
- 16.6.1 any addition to or deduction from the consideration paid on the acquisition or disposal of units in the second scheme, which is applied for the benefit of the second scheme and is, or is like, a dilution levy or SDRT provision, is to be treated as part of the price of the units and not as part of any charge; and
- 16.6.2 any switching charge made in respect of an exchange of units in one Fund or separate part of the second scheme for units in another Fund or separate part of that scheme is to be included as part of the consideration paid for the units.
- 16.7 No more than 10% in value of a Fund may be invested in units of collective investment schemes.

17. Investment in nil and partly paid securities

A transferable security or an approved money market instrument on which any sum is unpaid falls within a power of investment only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by each Fund, at the time when payment is required, without contravening the rules in Chapter 5 of the FSA Rules.

18. Use of derivatives and forward transactions – general

18.1 Under the COLL Sourcebook derivatives are permitted for Funds for investment purposes and derivative transactions may be used for the purposes of EPM (including hedging) or meeting the investment objectives or both.

18.2 Each of the Funds may use derivatives for EPM purposes only and in accordance with paragraph 18.3 and, in the case of the Emerging Markets Bond Fund only, in accordance with 18.4. The use of derivatives in this way is not intended to increase the risk profile of a Fund.

18.3 The use of derivatives and forward transactions by the Funds listed in paragraph 18.3 for EPM purposes will be to achieve one of the following in respect of the Fund and may not include speculative transactions:

18.3.1 Reduction of risk. This allows for the use of the technique of cross-currency hedging in order to switch all or part of the Scheme Property away from a currency the ACD considers unduly prone to risk, to another currency. This aim also permits the use of tactical asset allocation (please see paragraph 18.3.2). A detailed explanation of the types of risks that the ACD considers it may be sensible to reduce by the use of derivatives is set out in the section 'Risk Factors';

18.3.2 Reduction of cost. The aims of reduction of risk or cost, together or separately, allow the ACD on a temporary basis to use the technique of tactical asset allocation. Tactical asset allocation permits the ACD to undertake a switch in exposure by use of derivatives, rather than through sale and purchase of the Scheme Property;

18.3.3 (Ancillary to paragraphs 18.3.1 and 18.3.2 above) the generation of additional capital or income for the Fund with no, or an acceptably low level of risk. There is an acceptably low level of risk in any case where the ACD reasonably believes that the Fund is certain (or

certain barring events which are not reasonably foreseeable) to derive a benefit; and

18.3.4 (Ancillary to paragraphs 18.3.1 and 18.3.2 above) enabling the investment objectives of Funds to be met.

18.4 In the case of the Emerging Market Bond Fund only, derivatives may be held for periods that are not necessarily considered to be short term, although the use of derivatives will be limited to EPM techniques as set out in paragraph 18.3.

18.5 A transaction in derivatives or a forward transaction must not be effected for a Fund unless:

18.5.1 the transaction is of a kind specified in paragraph 19 (Permitted transactions (derivatives and forwards)); and

18.5.2 the transaction is covered, as required by paragraph 37 (Cover for transactions in derivatives and forward transactions).

18.6 Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits in paragraph 14 (Spread: General) and paragraph 15 (Spread: government and public securities), save as provided below.

18.7 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.

18.8 A transferable security or an approved money-market instrument will embed a derivative if it contains a component which fulfils the following criteria:

18.8.1 by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or approved money-market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, and therefore vary in a way similar to a stand-alone derivative;

18.8.2 its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and

- 18.8.3 it has a significant impact on the risk profile and pricing of the transferable security or approved money-market instrument.
- 18.9 A transferable security or an approved money-market instrument does not embed a derivative where it contains a component which is contractually transferable independently of the transferable security or the approved money-market instrument. That component shall be deemed to be a separate instrument.
- 18.10 Where a Fund invests in an index based derivative, provided the relevant index falls within paragraph 20 (Financial indices underlying derivatives) the underlying constituents of the index do not have to be taken into account for the purposes of paragraphs 14 (Spread: general) and 15 (Spread: Government and public securities).
- 18.11 The relaxation in the paragraph above is subject to the ACD taking account of the requirements on prudent spread of risk.
- 19. Permitted transactions (derivatives and forwards)**
- 19.1 A transaction in a derivative must be in an approved derivative; or be one which complies with paragraph 35 (OTC transactions in derivatives).
- 19.2 A transaction in a derivative must have the underlying consisting of any or all of the following to which a Fund is dedicated:
- 19.2.1 transferable securities;
- 19.2.2 approved money market instruments permitted under paragraph 8 (Approved money market instruments);
- 19.2.3 deposits permitted under paragraph 21 (Investment in deposits);
- 19.2.4 derivatives permitted under this Section;
- 19.2.5 collective investment scheme units permitted under paragraph 16;
- 19.2.6 financial indices in accordance with paragraph 20 (Financial indices underlying derivatives);
- 19.2.7 interest rates;
- 19.2.8 foreign exchange rates; and
- 19.2.9 currencies.
- 19.3 A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market.
- 19.4 A transaction in a derivative must not cause the Fund to diverge from its investment objectives as stated in the Instrument constituting the scheme and the most recently published version of this Prospectus.
- 19.5 A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more, transferable securities, approved money market instruments, units in collective investment schemes, or derivatives provided that the sale is not to be considered as uncovered if the conditions in the section on requirements to cover sales are satisfied.
- 19.6 Any forward transaction must be with an eligible institution or an Approved Bank.
- 20. Financial indices underlying derivatives**
- 20.1 The financial indices referred to in paragraph 19.2.6 are those which satisfy the following criteria:
- 20.1.1 the index is sufficiently diversified;
- 20.1.2 the index represents an adequate benchmark for the market to which it refers; and
- 20.1.3 the index is published in an appropriate manner.
- 20.2 A financial index is sufficiently diversified if:
- 20.2.1 it is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
- 20.2.2 where it is composed of assets in which a Fund is permitted to invest, its composition is at least diversified in accordance with the requirements with respect to spread and concentration set out in this section; and
- 20.2.3 where it is composed of assets in which a Fund cannot invest, it is diversified in a way which is equivalent to the diversification achieved by the requirements with respect to spread and concentration set out in this section.
- 20.3 A financial index represents an adequate benchmark for the market to which it refers if:

- 20.3.1 it measures the performance of a representative group of underlyings in a relevant and appropriate way;
- 20.3.2 it is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers, following criteria which are publicly available; and
- 20.3.3 the underlyings are sufficiently liquid, allowing users to replicate it if necessary.
- 20.4 A financial index is published in an appropriate manner if:
- 20.4.1 its publication process relies on sound procedures to collect prices, and calculate and subsequently publish the index value, including pricing procedures for components where a market price is not available; and
- 20.4.2 material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.
- 20.5 Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall where they satisfy the requirements with respect to other underlyings pursuant to 19.2, be regarded as a combination of those underlyings. A Fund may invest in deposits only with an Approved bank and which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months.
- 21. Investment in deposits**
Except the UK Cash Fund, a Fund may hold deposits in accordance with paragraph 22 only.
- 22. Cash and near cash**
- 22.1 Cash and near cash must not be retained in the Scheme Property except to the extent that, where this may reasonably be regarded as necessary in order to enable:
- 22.1.1 (where applicable) the pursuit of a Fund's investment objectives; or
- 22.1.2 redemption of units; or
- 22.1.3 efficient management of a Fund in accordance with its investment objectives; or
- 22.1.4 other purposes which may reasonably be regarded as ancillary to the investment objectives of the Fund.
- 22.2 During the period of the initial offer the Scheme Property may consist of cash and near cash without limitation.
- 22.3 The investment policy of a Fund may mean that at times it is appropriate not to be fully invested in transferable securities but to hold cash or near cash in order to enable the pursuit of the Fund's investment objectives.
- 23. Significant influence**
- 23.1 The Company must not acquire transferable securities issued by a body corporate and carrying rights to vote (whether or not on substantially all matters) at a general meeting of that body corporate if:
- 23.1.1 immediately before the acquisition, the aggregate of any such securities held by the Company gives the Company power significantly to influence the conduct of business of that body corporate; or
- 23.1.2 the acquisition gives the Company that power.
- 23.2 For the purpose of paragraph 23.1, the Company is to be taken to have power significantly to influence the conduct of business of a body corporate if it can, because of the transferable securities held by it, exercise or control the exercise of 20% or more of the voting rights in that body corporate (disregarding for this purpose any temporary suspension of voting rights in respect of the transferable securities of that body corporate).
- 24. Concentration**
- A Company:**
- 24.1 must not acquire transferable securities (other than debt securities) which:
- 24.1.1 do not carry a right to vote on any matter at a general meeting of the body corporate that issued them; and
- 24.1.2 represent more than 10% of those securities issued by that body corporate;
- 24.2 must not acquire more than 10% of the debt securities issued by any single body;
- 24.3 must not acquire more than 25% of the units in a collective investment scheme;

- 24.4 must not acquire more than 10% of the money market instruments issued by any single body; and
- 24.5 need not comply with the limits in paragraphs 24.2 to 24.4 if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.
- 25. Schemes replicating an index**
- 25.1 Notwithstanding paragraph 14 (Spread: general), 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 investment policy of that scheme as stated in the most recently published prospectus is to replicate the composition of a relevant index which satisfies the criteria specified in paragraph 26 (Relevant indices).
- 25.2 Replication of the composition of a relevant index shall be understood to be a reference to replication of the composition of the underlying assets of that index, including the use of techniques and instruments permitted for the purpose of EPM.
- 25.3 The limit in paragraph 25.1 can be raised for a particular UCITS scheme up to 35% in value of the Scheme Property, but only in respect of one body and where justified by exceptional market conditions.
- 26. Relevant indices**
- 26.1 The indices referred to in paragraph 25 are those which satisfy the following criteria:
- 26.1.1 the composition is sufficiently diversified;
- 26.1.2 the index represents an adequate benchmark for the market to which it refers; and
- 26.1.3 the index is published in an appropriate manner.
- 26.2 The composition of an index is sufficiently diversified if its components adhere to the spread and concentration requirements in this section.
- 26.3 An index represents an adequate benchmark if its provider uses a recognised methodology which generally does not result in the exclusion of a major issuer of the market to which it refers.
- 26.4 An index is published in an appropriate manner if:
- 26.4.1 it is accessible to the public;
- 26.4.2 the index provider is independent from the index-replicating UCITS scheme; this does not preclude index providers and the UCITS scheme from forming part of the same group, provided that effective arrangements for the management of conflicts of interest are in place.
- 27. General power to borrow**
- 27.1 A Fund may, in accordance with this paragraph, borrow money for the use of the Fund on terms that the borrowing is to be repayable out of the Scheme Property. This power to borrow is subject to the obligation of the Fund to comply with any restriction in the instrument constituting the Fund.
- 27.2 The Fund may borrow under paragraph 27.1 only from an Eligible Institution or an Approved Bank.
- 27.3 The ACD must ensure that any borrowing is on a temporary basis and the borrowings are not persistent and for this purpose the ACD must have regard in particular to:
- 27.3.1 the duration of any period of borrowing, and
- 27.3.2 the number of occasions on which resort is had to borrowing in any period.
- 27.4 The ACD must ensure that no period of borrowing exceeds three months, whether in respect of any specific sum or at all, without the prior consent of the Depositary.
- 27.5 With respect to 27.4, the Depositary may only give its consent on such conditions as appear to the Depositary appropriate to ensure that the borrowing does not cease to be on a temporary basis only.
- 27.6 A Fund must not issue any debenture unless it acknowledges or creates a borrowing that complies with paragraph 27.1 to 27.5.
- 27.7 These borrowing restrictions and those in paragraph 28 (Borrowing Limits), do not apply to “back to back” borrowing for currency hedging purposes.
- 28. Borrowing limits**
- 28.1 The ACD must ensure that a Fund’s borrowing does not, on any business day, exceed 10% of the value of the Scheme Property of the Fund.
- 28.2 In this paragraph 28, “borrowing” includes, as well as borrowing in a conventional manner, any other arrangement (including a combination of derivatives)

designed to achieve a temporary injection of money into the Scheme Property in the expectation that the sum will be repaid.

29. Restrictions on lending of money

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

29.2 Acquiring a debenture is not lending for the purposes of paragraph 29.1; nor is the placing of money on deposit or in a current account.

29.3 Paragraph 29.1 does not prevent a Fund from providing an officer of the Fund with funds to meet expenditure to be incurred by him for the purposes of the Fund (or for the purposes of enabling him properly to perform his duties as an officer of the Fund) or from doing anything to enable an officer to avoid incurring such expenditure.

30. Restrictions on lending of property other than money

30.1 The Scheme Property of a Fund other than money must not be lent by way of deposit or otherwise.

30.2 Transactions permitted by paragraph 38 (Stock Lending) are not lending for the purposes of paragraph 30.1.

30.3 The Scheme Property of a Fund must not be mortgaged.

31. General power to accept or underwrite placings

31.1 Any power in Chapter 5 of the FSA Rules to invest in transferable securities may be used for the purpose of entering into transactions to which this section applies, subject to compliance with any restriction in the Instrument of Incorporation.

31.2 This section applies, subject to paragraph 31.3, to any agreement or understanding:

31.2.1 which is an underwriting or sub-underwriting agreement; or

31.2.2 which contemplates that securities will or may be issued or subscribed for or acquired for the account of a Fund.

31.3 Paragraph 31.2 does not apply to:

31.3.1 an option; or

31.3.2 a purchase of a transferable security which confers a right:

31.3.2.1 to subscribe for or acquire a transferable security; or

31.3.2.2 to convert one transferable security into another.

31.4 The exposure of a Fund to agreements and understandings within paragraph 31.2 must, on any day:

31.4.1 be covered in accordance with the requirements for cover for transactions in derivatives and forward transactions in the FSA Rules; and

31.4.2 be such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in Chapter 5 of the FSA Rules.

32. Guarantees and indemnities

32.1 A Company or the Depositary for the account of a Fund must not provide any guarantee or indemnity in respect of the obligation of any person.

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

32.3 Paragraphs 32.1 and 32.2 do not apply in respect of the Fund to:

32.3.1 an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations;

32.3.2 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

32.3.3 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 units in that scheme become the first shareholders in the Fund.

33. Transactions for the purchase of property:

- 33.1 A derivative or forward transaction which will or could lead to the delivery of property for the account of the Company may be entered into only if:
- 33.1.1 that property can be held for the account of the Company; and
 - 33.1.2 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 the rules in the FSA Rules.

34. Requirement to cover sales

- 34.1 No agreement by or on behalf of the Company to dispose of property or rights may be made unless:
- 34.1.1 the obligation to make the disposal and any other similar obligation could immediately be honoured by the Company by delivery of property or the assignment (or, in Scotland, assignation) of rights; and
 - 34.1.2 the property and rights above are owned by the Company at the time of the agreement.
- 34.2 This paragraph does not apply to a deposit.
- 34.3 The above paragraph does not apply where:
- 34.3.1 the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or
 - 34.3.2 the authorised fund manager or the depositary has the right to settle the derivative in cash and cover exists within the Scheme Property which falls within one of the following asset classes:
 - 34.3.2.1 cash;
 - 34.3.2.2 liquid debt instruments (e.g. government bonds of first credit rating) with appropriate safeguards (in particular, haircuts); or
 - 34.3.2.3 other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments, subject to appropriate safeguards (e.g. haircuts where relevant).

- 34.4 In the asset classes referred to in paragraph 34.3, 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.

35. OTC transactions in derivatives

- 35.1 Any transaction in an OTC derivative under paragraph 19.1 (Permitted transactions (derivatives and forwards)), must be:
- 35.1.1 with an approved counterparty; a counterparty to a transaction in derivatives is approved only if the counterparty is:
 - 35.1.1.1 an Eligible Institution or an Approved Bank; or
 - 35.1.1.2 a person whose permission (including any requirements or limitations), as published in the FSA Register or whose Home State authorisation, permits it to enter into the transaction as principal off-exchange;
 - 35.1.2 on approved terms; the terms of the transaction in derivatives are approved only if, before the transaction is entered into, the Depositary is satisfied that the counterparty has agreed with the ACD:
 - 35.1.2.1 to provide at least daily and at any other time at the request of the Fund, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value (being the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction) and which does not rely on market quotations by the counterparty; and
 - 35.1.2.2 that it will, at the request of the ACD, enter into a further transaction to close out that transaction at any time, at a fair value arrived at under the reliable market value basis or pricing model agreed under paragraph 35.1.3; and

35.1.3 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:

35.1.3.1 on the basis of an up to date market value which the ACD and Depositary have agreed as reliable, the pricing model which has been agreed between the ACD and the Depositary; or

35.1.3.2 if such value is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology.

35.1.4 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:

35.1.4.1 an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the authorised fund manager is able to check it; or

35.1.4.2 a department within the authorised fund manager which is independent from the department in charge of managing the Scheme Property and which is adequately equipped for such a purpose.

36. Risk Management

The ACD must use a risk management process, as reviewed by the Depositary, enabling it to monitor and measure as frequently as appropriate the risk of a Fund's positions and their contribution to the overall risk profile of the Fund.

37. Cover for transactions in derivatives and forward transactions

37.1 A transaction in derivatives or forward transaction is to be entered into only if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the scheme is or may be committed by another person is covered globally under the following paragraphs.

37.2 Exposure is covered globally if adequate cover from within the Scheme Property is available to meet the Scheme's global exposure, taking into account the value of the underlying assets, any reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions.

37.3 Cash not yet received into the Scheme Property but due to be received within one month is available as cover for the purposes of the paragraph above.

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

37.5 The global exposure relating to derivatives held in the Fund may not exceed the net value of the Scheme Property.

38. Stocklending:

38.1 The Company or the Depositary at the request of the ACD, may enter into certain stocklending arrangements or repo contracts in respect of the Company if it reasonably appears to the ACD to be appropriate to do so with a view to generating additional income for a Fund with an acceptable degree of risk.

38.2 There is no limit on the value of the Scheme Property which may be the subject of repo contracts or stock lending transactions.

38.3 Any stocklending arrangements engaged or repo entered into must be of the kind described in section 263 B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263 C), but only if:

38.3.1 all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Company are in a form which is acceptable to the Depositary and are in accordance with good market practice;

38.3.2 the counterparty is:

38.3.2.1 an authorised person; or

38.3.2.2 a person authorised by a Home State regulator; or

38.3.2.3 a person registered as a broker-dealer with the Securities and

Exchange Commission of the United States of America; or

38.3.2.4 a bank, or a branch of a bank, supervised and authorised to deal in investments as principal, with respect to OTC derivatives by at least one of the following federal banking supervisory authorities of the United States of America: the Office of the Comptroller of the Currency; the Federal Deposit Insurance Corporation; the Board of Governors of the Federal Reserve System; and the Office of Thrift Supervision; and

38.3.3 collateral is obtained to secure the obligation of the counterparty under the terms referred to in 38.3.1 and the collateral is:

38.3.3.1 acceptable to the Depositary;

38.3.3.2 adequate; and

38.3.3.3 sufficiently immediate.

38.4 The counterparty for the purpose of paragraph 38.1 is the person who is obliged under the agreement referred to in paragraph 38.3.1 to transfer to the Depositary the securities transferred by the Depositary under the stock lending arrangement or securities of the same kind.

38.5 Paragraph 38.3.3 does not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

39. Treatment of collateral

39.1 Collateral is adequate for the purposes of this section only if it is:

39.1.1 transferred to the Depositary or its agent;

39.1.2 at least equal in value, at the time of the transfer to the Depositary, to the value of the securities transferred by the Depositary; and

39.1.3 in the form of one or more of:

39.1.3.1 cash; or

39.1.3.2 a certificate of deposit; or

39.1.3.3 a letter of credit; or

39.1.3.4 a readily realisable security; or

39.1.3.5 commercial paper with no embedded derivative content; or

39.1.3.6 a qualifying money market fund.

39.2 Where the collateral is invested in units in a qualifying money market fund managed or operated by (or, for an ICVC, whose authorised corporate director is) the ACD or an associate of the ACD, the conditions in paragraph 16.5 (Investment in other group schemes) must be complied with.

39.3 Collateral is sufficiently immediate for the purposes of this section if:

39.3.1 it is transferred before or at the time of the transfer of the securities by the Depositary; or

39.3.2 the Depositary takes reasonable care to determine at the time referred to in paragraph 39.3.1 that it will be transferred at the latest by the close of business on the day of the transfer.

39.4 The Depositary must ensure that the value of the collateral at all times is at least equal to the value of the securities transferred by the Depositary.

Each day, collateral held in respect of each stocklending transaction is revalued. Where, due to market movements, the value of the collateral is less than the value of the loaned securities, the Company is entitled to call for additional collateral from the counterparty such that the value of the collateral and margin requirements is maintained.

In the event that there is a decline in the value of the collateral which exceeds the value of the margin held by the depositary, a counterparty credit risk will arise pending delivery of the additional collateral. In the normal course of events, additional collateral is delivered the following business day.

39.5 The duty in paragraph 39.4 may be regarded as satisfied in respect of collateral the validity of which is about to expire or has expired where the Depositary takes reasonable care to determine that sufficient collateral will again be transferred at the latest by the close of business on the day of expiry.

39.6 Any agreement for transfer at a future date of securities or of collateral (or of the equivalent of either) under this section may be regarded, for the purposes of valuation and pricing of the Company or this Appendix, as an

unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the authorised fund.

39.7 Collateral transferred to the Depositary is part of the Scheme Property for the purposes of the rules in this sourcebook, except in the following respects:

39.7.1 it does not fall to be included in any calculation of NAV or this Appendix, because it is offset under paragraph 39.6 by an obligation to transfer; and

39.7.2 it does not count as Scheme Property for any purpose of this Appendix other than this section.

39.8 Paragraph 39.6 and 39.7.1 not apply to any valuation of collateral itself for the purposes of this section.

Appendix III

List of issuers of Government and public securities in which the Company may invest up to 100% of the Scheme Property of each Fund. These are the only public bodies in which the Company may invest more than 35% of the assets of each Fund.

Government and public securities issued by or on behalf of the Government of the following states:

Australia
Austria
Belgium
Canada
Denmark
Finland
France
Germany
Greece
Iceland
Ireland
Italy
Japan
Liechtenstein
Luxembourg
Netherlands
New Zealand
Northern Ireland
Norway
Portugal
Spain
Sweden
Switzerland
United Kingdom
United States

International Organisations

Asian Development Bank (ADB)
Council of Europe Development Bank
Deutsche Ausgleichsbank (DTA)
Eurotima
European Bank for Reconstruction and Development (EBRD)
International Finance Corporation (IFC)
Kreditanstalt Für Wiederaufbau (KfW)
Nordic Investment Bank (NIB)

Appendix IV

Dilution adjustment estimates

Estimates of the dilution adjustment based on securities held in each Fund and market conditions at the time of this Prospectus and number of occasions on which the dilution adjustment has been applied in the period 2 April 2009 to 12 April 2010:

| Fund | Estimate of dilution adjustment applicable to sales | Estimate of dilution adjustment applicable to redemptions | Number of days on which dilution adjustment has been applied during the period |
|--|---|---|--|
| UK | 0.70% | - 0.20% | 1 |
| UK Select | 0.70% | - 0.20% | 2 |
| UK Smaller Companies | 1.10% | - 0.60% | 1 |
| UK Institutional | 0.70% | - 0.20% | 26 |
| UK Overseas Earnings | 0.75% | - 0.25% | 0 |
| UK Growth and Income | 0.75% | - 0.25% | 1 |
| UK Equity Income | 0.75% | - 0.25% | 40 |
| UK Monthly Income | 0.70% | - 0.20% | 0 |
| UK Cash Fund | 0.00% | 0.00% | 0 |
| Monthly Extra Income | 0.80% | - 0.40% | 0 |
| Sterling Bond | 0.05% | - 0.05% | 8 |
| UK Corporate Bond | 0.60% | - 0.60% | 23 |
| High Yield Bond | 0.75% | - 0.75% | 68 |
| Strategic Bond | 0.70% | - 0.70% | 0 |
| European | 0.30% | - 0.25% | 0 |
| European Select | 0.30% | - 0.25% | 2 |
| European Smaller Companies | 0.35% | - 0.30% | 26 |
| Pan European Smaller Companies | 0.45% | - 0.30% | 56 |
| Pan European | 0.40% | - 0.20% | 18 |
| European Bond | 0.20% | - 0.20% | 0 |
| European Corporate Bond | 0.40% | - 0.40% | 36 |
| European High Yield Bond | 0.75% | - 0.75% | 134 |
| American | 0.20% | - 0.20% | 8 |
| American Select | 0.20% | - 0.20% | 20 |
| American Smaller Companies (US) | 0.25% | - 0.25% | 3 |
| Dollar Bond | 0.20% | - 0.20% | 3 |
| Japan | 0.30% | - 0.30% | 4 |
| Japan Smaller Companies | 0.40% | - 0.40% | 5 |
| Asia | 0.55% | - 0.60% | 60 |
| Latin America | 0.35% | - 0.35% | 0 |
| Emerging Market Bond | 0.30% | - 0.30% | 64 |
| Global Select | 0.30% | - 0.30% | 2 |
| Global Bond | 0.15% | - 0.15% | 0 |

Updated figures for the dilution adjustment estimates will be published on www.threadneedle.com

Appendix V

Performance of the Funds

Performance* quoted in sterling (on a selling price to selling price basis, with income net of UK basic rate of tax reinvested) for the net Class 1, or Class 2 if there is no Class 1, over a five year period (or from the launch date if shorter than five years) to 31 March 2010 is set out in the following table (source: Standard & Poor's):

| Fund name | Launch date | Performance since launch or over period of 5 years if launch date longer than this (%) |
|--------------------------------------|---------------|--|
| UK Fund | | 42.98 |
| UK Select Fund | | 43.04 |
| UK Overseas Earnings (Class 2) Fund | | 49.07 |
| UK Monthly Income Fund | | 36.18 |
| UK Equity Income Fund | | 42.68 |
| Monthly Extra Income Fund | | 35.29 |
| UK Growth and Income Fund | | 42.78 |
| UK Institutional Fund | | 40.60 |
| UK Smaller Companies Fund | | 37.25 |
| UK Cash Fund | January 2008 | 2.57 |
| European Fund | | 56.45 |
| European Select Fund | | 56.75 |
| Pan European Fund | | 63.95 |
| European Smaller Companies Fund | | 96.73 |
| Pan European Smaller Companies Fund | November 2005 | 75.70 |
| American Fund | | 48.75 |
| American Select Fund | | 52.17 |
| American Smaller Companies Fund (US) | | 70.78 |
| Latin America Fund | | 257.63 |
| Asia Fund | | 143.46 |
| Japan Fund | | -13.00 |
| Japan Smaller Companies Fund | | -0.90 |
| Global Bond Fund | | 48.04 |
| UK Corporate Bond Fund | | 14.63 |
| Emerging Market Bond Fund | | 88.98 |
| Sterling Bond Fund | | 18.47 |
| Strategic Bond Fund | | 18.72 |
| High Yield Bond Fund | | 32.87 |
| Global Select Fund | | 60.69 |
| European High Yield Bond Fund | | 67.25 |
| European Corporate Bond Fund | | 34.68 |
| Dollar Bond Fund | | 36.95 |
| European Bond Fund | | 49.77 |

*Please be aware that past performance is not a guide for future performance.

Appendix VI

Share class availability and fund launch dates

| TIF Sub-Funds | Launch Date | Net Income Shares in | | Gross Income Shares in | | Net Accumulation Shares in | | Gross Accumulation Shares in | | Gross Accumulation Shares in | Net Accumulation Shares in |
|--------------------------------------|---------------|----------------------|---------|------------------------|--------------------|----------------------------|-----------------------|------------------------------|------------------------|------------------------------|----------------------------|
| | | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 | Class X | Class X |
| American Fund | August 1997 | √ | | | | √ | √ | | | | |
| American Select Fund | August 1997 | √ | | | | √ | √ | | | | |
| American Smaller Companies Fund (US) | November 1997 | √ | | | | √ | √ | | | | |
| Asia Fund | August 1997 | | | | | √ | √ | | | | |
| Dollar Bond Fund | April 1998 | √ | | | | | | √ | | | |
| Emerging Market Bond Fund | December 1997 | √ | | √ | | | | √ | √ (25 May 2007) | √ (from April 2007) | |
| European Bond Fund | April 1998 | √ | | | | | | √ | | | |
| European Corporate Bond Fund | October 2002 | | | | | √ | | √ | √ (from February 2010) | | |
| European Fund | August 1997 | | | | | √ | √ | | | | |
| European High Yield Bond Fund | March 2000 | | | √ (from June 2010) | | √ | | √ | √ (from May 2007) | √ (from August 2009) | |
| European Select Fund | August 1997 | | | | | √ | √ | | | | |
| European Smaller Companies Fund | November 1997 | √ | | | | √ | √ | | | | |
| Global Bond Fund | November 1997 | √ | √ | √ | | √ (from May 2007) | | √ | √ | | |
| Global Select Fund | August 1997 | | | | | √ | √ (from January 2007) | √ | | | √ |
| High Yield Bond Fund | October 1999 | √ | √ | √ | √ (from June 2008) | | | | √ | | |
| Japan Fund | August 1997 | | | | | √ | √ | | | | |
| Japan Smaller Companies Fund | November 1997 | | | | | √ | √ | | | | |
| Latin America Fund | November 1997 | | | | | √ | √ | | | | √ (from June 2007) |
| Monthly Extra Income Fund | October 1999 | √ | | | | | | | | | |
| Pan European Fund | October 1999 | | | | | √ | √ | | | | |
| Pan European Smaller Companies Fund | November 1995 | | | | | √ | √ | | | | √ (from December 2009) |

| TIF Sub-Funds | Launch Date | Net Income Shares in | | Gross Income Shares in | | Net Accumulation Shares in | | Gross Accumulation Shares in | | Gross Accumulation Shares in | | Net Accumulation Shares in |
|----------------------------------|---------------|----------------------|---------|------------------------|--------------------|----------------------------|---------------------|------------------------------|---------|------------------------------|---------|----------------------------|
| | | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 | Class X | Class X | |
| Sterling Bond Fund | April 1988 | √ | | | | | | √ | | | | |
| Strategic Bond Fund | November 2001 | √ | √ | √ | √ (from June 2008) | | | | √ | | | |
| UK Cash Fund) | January 2008 | √ | | √ | | | | | | | | |
| UK Corporate Bond Fund | August 1997 | √ | √ | √ | | | | | √ | | | |
| UK Equity Income Fund | August 1997 | √ | √ | | | √ (from May 2009) | | | | | | |
| UK Fund | August 1997 | √ | √ | | | | √ (from March 2010) | | | | | |
| UK Growth and Income Fund | October 1997 | √ | √ | | | | | | | | | |
| UK Institutional Fund | August 1997 | | | | | √ | √ | | | | | |
| UK Monthly Income Fund | October 1997 | √ | | | | | | | | | | |
| UK Overseas Earnings Fund | August 1997 | | √ | | | | | | | | | |
| UK Select Fund | August 1997 | √ | √ | | | | | | | | | |
| UK Smaller Companies Fund | August 1997 | √ | √ | | | | | | | | | |

Appendix VII

Hedged Share Classes availability

| TIF Sub-Funds | Reference Currency | Hedged Gross Accumulation | | Hedged Gross Income | | Hedged Net Accumulation | | Hedged Net Income | |
|---|--------------------|---------------------------|---------|---------------------|---------|-------------------------|---------|-------------------|---------|
| | | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 | Class 1 | Class 2 |
| American Fund Available upon request | USD | | | | | EUR | EUR | | |
| American Select Fund | USD | | | | | EUR | EUR | | |
| American Smaller Companies Fund (US) | USD | | | | | EUR | EUR | | |
| European High Yield Bond Fund Launch | EUR | | | | USD | | | | |

Directory

The Company and Head Office:

Threadneedle Investment Funds ICVC
60 St Mary Axe, London EC3A 8JQ

Authorised Corporate Director:

Threadneedle Investment Services Limited
60 St Mary Axe, London EC3A 8JQ

Investment Manager:

Threadneedle Asset Management Limited
60 St Mary Axe, London EC3A 8JQ

Depository:

J.P. Morgan Trustee and Depository Company Limited
Chaseside, Bournemouth BH7 7DA

Legal Advisers:

Eversheds LLP
Senator House
85 Queen Victoria Street
London EC4V 4JL

Auditors:

PricewaterhouseCoopers LLP
Hay's Galleria
1 Hay's Lane
London SE1 2RD

Paying Agents

Austria

Raiffeisen Zentralbank Österreich AG
Am Stadtpark 9
A-1030 Wien
Austria

Belgium

J.P. Morgan Chase Bank Brussels
1, Boulevard du Roi Albert II
1210 Brussels
Belgium

France

BNP Paribas Securities Services
66 rue de la Victoire
75009 Paris
France

Luxembourg

State Street Bank Luxembourg S.A.
49 avenue J.F. Kennedy
L-1855 Luxembourg

The Netherlands

Fortis Intertrust
Rokin 55
1012 KK Amsterdam
The Netherlands

Hong Kong

HSBC Institutional Trust Services (Asia) Limited
Institutional Fund Services – Investor Services
39/F Dorset House
Taikoo Place
979 King's Road
Hong Kong

Switzerland

Fortis Banque (Suisse) S.A.
Rennweg 57
8023 Zurich
Switzerland

Italy

Intesa Sanpaolo S.p.A.,
Turin, Piazza San Carlo, n. 156
Italy

Allfunds Bank S.A.(filiale di Milano)
via Santa Margherita, 7;
20121 Milano

SGSS S.p.A.
via Benigno Crespi 19/A - MAC2
20159 Milano

Listing Agent

J.P. Morgan Bank Luxembourg S.A.

6, route de Trèves
2633 Senningerberg
Luxembourg

Spain

Threadneedle Investment Funds ICVC is registered with the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) under number 482.

A list of the appointed local distributors Funds and share classes available for public distribution in Spain is available at the CNMV web page (www.cnmv.es).

Important Information

Threadneedle Investment Services Limited, ISA Manager, Authorised Corporate Director and Unit Trust Manager. Registered No. 3701768. Registered in England and Wales. Registered Office: 60 St Mary Axe, London EC3A 8JQ. Authorised and regulated by the Financial Services Authority. Threadneedle is a brand name, and both the Threadneedle name and logo are trademarks or registered trademarks of the Threadneedle group of companies. www.threadneedle.com

