

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

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

PROSPECTUS
OF
WS EKINSGUINNESS FUNDS

(an investment company with variable capital incorporated with limited liability and registered by the Financial Conduct Authority under registered number IC001087 and product reference number 775805)

This document constitutes the Prospectus for WS EkinsGuinness Funds ("the **Company**") and has been prepared in accordance with the rules contained in the Collective Investment Schemes Sourcebook ("**COLL**"). This prospectus is dated, and valid as at 20 February 2026.

A copy of this Prospectus has been sent to each of the Financial Conduct Authority and The Bank of New York Mellon (International) Limited.

Important Information

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

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction. Potential investors should inform themselves as to the legal requirements of applying for Shares and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

The Shares which are described in this Prospectus have not been and will not be registered under the United States Securities Act of 1933, the United States Investment Company Act of 1940 or the securities laws of any of the states of the United States of America and may not be directly or indirectly offered or sold in the United States of America to or for the account or benefit of any U.S. Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the United States Securities Act of 1933, the United States Investment Company Act of 1940 and similar requirements of such state securities laws.

Neither the Company nor the Funds have been or will be registered under the United States Investment Company Act of 1940, as amended.

Investment in Shares by or on behalf of US Persons is not permitted.

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 by the ACD.

This Prospectus describes the constitution and operation of the Company at the date of this Prospectus. In the event of any fundamental or significant change in the matters stated herein or other change notifiable in accordance with COLL or any materially significant new matter arising which ought to be stated herein this Prospectus will be revised.

Investors should check with the ACD that this is the latest version and that there have been no revisions or updates. Issued by Waystone Management (UK) Limited, authorised and regulated by the Financial Conduct Authority.

Important: If you have any questions about the contents of this Prospectus you should consult your professional adviser.

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Directory

<p>The Company and ACD</p>	<p>Registered Office: WS EkinsGuinness Funds Waystone Management (UK) Limited 3rd Floor Central Square 29 Wellington Street Leeds United Kingdom LS1 4DL</p>
<p>Investment Adviser and Sponsor</p>	<p>Ekins Guinness LLP Chapmansford Farm House Hurstbourne Priors Whitchurch Hampshire RG28 7RR</p>
<p>Depository</p>	<p>The Bank of New York Mellon (International) Limited 160 Queen Victoria Street London EC4V 4LA</p>
<p>Global Sub-Custodians</p>	<p>The Bank of New York Mellon SA/NV Brussels Head Office Boulevard Anspachlaan 1 B-1000 Brussels Belgium; and</p> <p>The Bank of New York Mellon 240 Greenwich Street New York NY 10286 USA</p>
<p>Registrar and Administrator</p>	<p>Waystone Management (UK) Limited 3rd Floor Central Square 29 Wellington Street Leeds United Kingdom LS1 4DL</p> <p>(Postal address for all correspondence) PO Box 389</p>

	Darlington DL1 9UF
Fund Accountant	The Bank of New York Mellon (International) Limited 160 Queen Victoria Street London EC4V 4LA
Auditor	KPMG LLP St Vincent Plaza 319 St Vincent Street Glasgow G2 5AS
Legal Advisers	CMS Cameron McKenna Nabarro Olswang LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2EN

1. Definitions

In this Prospectus each of the words and expressions in the left-hand column of the table set out below has the meaning set opposite it in the right-hand column of that table:

“Associate”	any other person whose business or domestic relationship with the ACD or the ACD’s associate might reasonably be expected to give rise to a community of interest between them which may involve a conflict of interest in dealings with third parties.
ACD	the authorised corporate director of the Company, being Waystone Management (UK) Limited;
ACD Agreement	the Agreement dated 12 June 2017 by which the ACD was appointed by the Company to act as such;
ACD’s Group	the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company;
Act	the Financial Services and Markets Act 2000 as amended or replaced from time to time;
Business Day	Monday to Friday (except for a bank holiday in England and Wales and other days at the ACD’s discretion) being a day on which the London Stock Exchange is open for trading and other days at ACD’s discretion;
Class	a class of Share relating to a Fund;
COBS	The Conduct of Business Sourcebook published by the FCA as part of their Handbook of rules made under the Act;
COLL	the rules contained in the Collective Investment Schemes Sourcebook published by the FCA as part of their Handbook of rules made under the Act, as amended or replaced from time to time, which shall, for the avoidance of doubt, not include guidance or evidential provisions contained in the said Sourcebook;
Company	WS EkinsGuinness Funds;
Comparator	means a factor against which investors may compare a Fund’s performance;
Conversion	The conversion of Shares in one class in a Fund to Shares of another class in the same Fund and convert shall be construed accordingly;
Dealing Day	any Business Day and other days at the ACD’s discretion;
Depository	the depository of the Company, being The Bank of New York Mellon (International) Limited;
Depository Agreement	The agreement between the Company, the ACD and the Depository;
EEA State	a State which is a contracting party to the agreement on the European Economic Area signed at Oporto on 2 May 1992, as it has effect for the time being;
Efficient Portfolio Management	techniques and instruments which relate to transferable securities and approved money-market instruments and which fulfil the following criteria: (a) they are economically appropriate in that they are realised in a cost effective way;

	(b) they are entered into for one or more of the following specific aims: <ul style="list-style-type: none"> (i) reduction of risk; (ii) reduction of cost; and (iii) generation of additional capital or income for the Company with a risk level which is consistent with the risk profile of the Company and the risk diversification rules laid down in the FCA Rules;
EU Benchmark Regulation	Regulation (EU) 2016/1011 issued by the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instrument and financial contracts or to measure the performance of investment funds, as implemented in the United Kingdom;
FATCA	the Foreign Account Tax Compliance Act;
FCA	the Financial Conduct Authority or any relevant successor body;
FCA Rules	the FCA's handbook of rules and guidance, as amended supplemented or replaced from time to time;
Fund	a sub-fund of the Company (being a part of the Scheme Property which is pooled separately from each other part) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with its own investment objective;
Fund Accountant	The Bank of New York Mellon (International) Limited or such other entity as is appointed to provide fund accounting services;
Global Sub-Custodians	The Bank of New York Mellon SA/NV and The Bank of New York Mellon;
Holding company	the meaning ascribed thereto in the Companies Act 2006;
ISA	Individual Savings Account;
Instrument of Incorporation	the Instrument of Incorporation of the Company as amended from time to time;
IOSCO	the International Organisation of Securities Commissions;
Investment Adviser	Ekins Guinness LLP, the investment adviser appointed by the ACD;
JISA	Junior Individual Savings Account;
Net Asset Value or "NAV"	the value of the Scheme Property of the Company (or of any Fund or Class of Shares as the context requires) less the liabilities of the Company (or of the Fund or Class of Shares concerned) as calculated in accordance with COLL and the Instrument of Incorporation (the relevant provisions of which are set out below under "Determination of the Net Asset Value" in Appendix C);
OECD	Organisation for Economic Co-operation and Development;
OEIC Regulations	the Open-Ended Investment Companies Regulations 2001 as amended or replaced from time to time;
Ongoing Charges Figure	the total payments deducted from the Scheme Property over a specific period where such deductions are required or permitted by COLL;
Prospectus	a prospectus of the Company prepared pursuant to the requirements of COLL, including a prospectus consisting of an

	existing version of a prospectus as extended by a supplement issued by the Company;
Register	the register of Shareholders kept on behalf of the Company;
Registrar	the registrar of the Company, being Waystone Management (UK) Limited, or such other entity as is appointed to act as Registrar to the Company from time to time;
Regulations	the OEIC Regulations and the FCA Rules (including COLL);
Scheme Property	the property of the Company subject to the collective investment scheme constituted by the Company or (as the context may require) the part of that property attributable to a particular Fund;
Share	a share in the Company (including both a larger and a smaller denomination share);
Shareholder	the holder of a Share;
Switch	exchange of Shares for either Shares of another Class relating to the same Fund or for Shares relating to another Fund or (as the context may require) the act of so exchanging;
The International Tax Compliance Regulations	2015 (SI 878/2015) implementing obligations arising under the following agreements and arrangements: the Multilateral Competent Authority Agreement on the Automatic exchange of Financial Account Information signed by the government of the UK on 29th October 2014 in relation to agreements with various jurisdictions to improve international tax compliance based on the standard for automatic exchange of financial account information developed by the Organisation for Economic Co-Operation and Development (sometimes known as “the CRS”); and the agreement reached between the government of the UK and the government of the USA to improve tax compliance (sometimes known as “the intergovernmental Agreement” or “the FATCA Agreement”);
UCITS	a UK UCITS;
UCITS Directive	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (No 2009/65/EC), as amended;
UK UCITS	In accordance with sections 236A and 237 of the Act, subject to (4) below, an undertaking which may consist of several sub-funds and: <ul style="list-style-type: none"> (i) is an AUT, an ACS or an ICVC: <ul style="list-style-type: none"> (a) with the sole object of collective investment of capital raised from the public in transferable securities or other liquid financial assets specified in paragraph (2), and operating on the principle of risk-spreading; (b) with units which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of those undertakings’ assets (see also paragraph (3)); and (c) which (in accordance with the rules in COLL 4.2) has identified itself as a UCITS in its prospectus and has been authorised accordingly by the FCA.

	<ul style="list-style-type: none"> (ii) The transferable securities or other liquid financial assets specified for the purposes of paragraph (1)(a) are those which are permitted by COLL 5.2. (iii) For the purposes of paragraph (1)(b), action taken by the undertaking to ensure that the price of its units on an investment exchange do not significantly vary from their net asset value is to be regarded as equivalent to such repurchase or redemption. (iv) The following undertakings are not a UK UCITS: <ul style="list-style-type: none"> (a) a collective investment undertaking of the closed-ended type; (b) a collective investment undertaking which raises capital without promoting the sale of its units to the public in the UK; (c) an open-ended investment company, or other collective investment undertaking, the units of which, under the fund rules or the instruments of incorporation of the investment company, may be sold only to the public in countries or territories outside the UK.
US	the United States of America (including the States and District of Columbia), its territories, possessions and all other areas subject to its jurisdiction.
US Person	a person who falls within the definition of “US Person” as defined in rule 902 in regulation S of the United States Securities Act 1933 and/or a person falling within the definition of a “Specified US Person” for the purposes of FATCA as the context requires; and
Valuation Point	the point, whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for the Company or a Fund (as the case may be) for the purposes of determining the price at which Shares of a Class may be issued, cancelled, sold or redeemed.

2. The Company and its Structure

WS EkinsGuinness Funds is an investment company with variable capital incorporated in Great Britain, and having its head office in England, under registered number IC001087 and authorised and regulated by the Financial Conduct Authority ("FCA") with effect from 2 June 2017.

The head office of the Company is at 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL. The address for service on the Company of notices or other documents required or authorised to be served on, or given to, it (including any such notice or document to be given to the Company pursuant to the Instrument of Incorporation) is 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL. Any such notice or document must be given to or served on the Company in hard copy by delivering it or by sending it by post to that address, unless otherwise specified in this Prospectus in relation to any specific notice or document.

The ACD is the sole director of the Company.

The Company is a "UCITS scheme" (as defined for the purposes of COLL).

The Company is structured as an umbrella so that the Scheme Property of the Company may be divided among one or more Funds. The assets of each Fund will generally 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. New Funds may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depositary. If a new Fund is introduced, a new Prospectus will be prepared to set out the required information in relation to that Fund.

The only Funds which have been established at the date of this Prospectus are:

WS EkinsGuinness Dynamic Growth Fund ¹
WS EkinsGuinness Global Sector Rotation Fund ²
WS EkinsGuinness Global Thematics Fund ³

Each Fund would, if it were a separate investment company with variable capital, be a UCITS scheme.

Each Fund represents a segregated portfolio of assets and accordingly the assets of a Fund belong exclusively to that Fund and shall not be used or made available to discharge (directly or indirectly) the liabilities of, or claimed against, any other person or body including any other Fund and shall not be available for any such purpose.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund. Within the Funds, charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any expenses specific to a Class

¹ This Fund changed its name with effect from 29 April 2025. Previously it was known as "WS Enigma Dynamic Growth Fund".

² This Fund changed its name with effect from 29 April 2025. Previously it was known as "WS Enigma Global Sector Rotation Fund".

³ This Fund is not available for investment until 20 June 2025

will be allocated to that Class. Any assets, liabilities, expenses, costs or charges not attributable to a particular Class within a Fund or to a particular Fund (as the case may be) may be allocated by the ACD in a manner which is fair to the Shareholders generally but they will normally be allocated to all Classes within a Fund or all Funds (as the case may be) pro rata to their Net Asset Values.

The base currency of the Company is Sterling, but a Class of Shares in respect of any Fund may be designated in Sterling or any currency other than Sterling.

The Shares have no par value and, therefore, the share capital of the Company will at all times equal the sum of the Net Asset Values of each of the Funds. The minimum share capital of the Company will be £10,000 and the maximum share capital will be £100,000,000,000.

Shareholders are not liable for the debts of the Company.

3. Management and Administration

3.1 Authorised Corporate Director

The ACD of the Company is Waystone Management (UK) Limited, a private limited company incorporated in England and Wales on 7 January 1999 with registered number 03692681.

The registered office and head office of the ACD is 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL. As at the date of this Prospectus, the amount of the ACD's authorised share capital is £1,941,686 of ordinary £1 shares of which £1,941,686 is allotted and fully paid up. Its principal business activity is acting as Manager to authorised unit trusts and as ACD to authorised open-ended investment companies.

The executive directors of the ACD are as follows:

A M Berry

R E Wheeler

K Midl

V Karalekas

The non-executive directors of the ACD are as follows:

T K Madigan

S White

E Tracey

The ACD is authorised and regulated by the FCA. The ACD is responsible for managing and administering the Company's affairs in compliance with COLL, including performing certain functions relating to the register (as further explained in paragraph 3.6 below).

The appointment of the ACD has been made on the terms of the ACD Agreement dated 12 June 2017 between the Company and the ACD. The ACD Agreement provides that the appointment of the ACD may be terminated (a) after a 78-month initial period by the Company giving 6 months' written notice to the ACD or (b) after a 78-month initial period by the ACD giving 6 months' written notice to the Company, although in certain circumstances the ACD Agreement may be terminated by the Depositary or the Company forthwith by notice in writing to the ACD or by the ACD forthwith by notice in writing to the Company. Termination cannot take effect until the FCA has approved the change of director.

The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily incurred in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement.

To the extent permitted by the OEIC Regulations and COLL, 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 may delegate investment management, administration and marketing functions in accordance with COLL. It has therefore delegated to the Investment Adviser the function of managing and acting as the Investment Adviser for the investment and reinvestment of the assets of each. It has also delegated to The Bank of New York Mellon (International) Limited to provide fund accounting services for the Company. Notwithstanding such delegation the ACD remains responsible for any functions so delegated.

The ACD is under no obligation to account to the Company, the Depositary or the Shareholders for any profit it makes on the issue or re-issue of Shares or cancellation of Shares which it has redeemed. The fees to which the ACD is entitled are set out in Part 8 below.

Appendix E sets out the details of the capacity, if any, in which the ACD acts in relation to any other regulated collective investment schemes and the name of such schemes.

3.2 The ACD's Remuneration Policy

The FCA's remuneration requirements have been implemented primarily to ensure that relevant members of staff are not incentivised, by way of their remuneration package, to take excessive risks when managing funds. The ACD has approved and adopted a remuneration policy (the "Remuneration Policy") which explains how the ACD complies with such requirements and which staff are covered. Details of the up-to-date Remuneration Policy, including a description of how remuneration and benefits are calculated and the identities of the persons responsible for awarding such remuneration and benefits can be accessed from the following website: www.waystone.com. A paper copy of these details is also available free of charge from the ACD upon request.

3.3 Depositary

The Bank of New York Mellon (International) Limited is the Depositary of the Company and, for the avoidance of doubt, acts as the global custodian to the Company.

The Depositary is a private company limited by shares incorporated in England and Wales on 9 August 1996. Its ultimate holding company is The Bank of New York Mellon Corporation, a public company incorporated in the United States.

The registered office address is at 160 Queen Victoria Street, London, EC4V 4LA.

The principal business activity of the Depositary is the provision of custodial, banking and related financial services. The Depositary is authorised by the Prudential Regulation Authority and is dual-regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

3.3.1 Duties of the Depositary

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

3.3.2 **Terms of Appointment**

The ACD is required to enter into a written contract with the Depositary to evidence its appointment. The Depositary was appointed under an agreement dated 29 February 2024 (the “Depositary Agreement”), pursuant to which the ACD and the Depositary agree to carry out various functions in order to comply with, and facilitate compliance with, the requirements of the Regulations.

Details of the Depositary’s remuneration are set out below.

3.3.3 **Delegation of Safekeeping Functions**

The Depositary acts as global custodian and may delegate safekeeping to one or more Global Sub-Custodians (such delegation may include the powers of sub-delegation).

The Depositary has delegated safekeeping of the assets of the Company to The Bank of New York Mellon SA/NV and/or The Bank of New York Mellon (the “Global Sub-Custodians”).

The Global Sub-Custodians may sub-delegate safekeeping of assets in certain markets in which the Company may invest to various sub-delegates (“Sub-Custodians). A list of the Sub-Custodians is given in Appendix G. Investors should note that, except in the event of material changes requiring a prompt update of this Prospectus, the list of Sub-Custodians is updated only at each Prospectus review.

3.4 **Investment Adviser**

Ekins Guinness LLP is the Investment Adviser of the Company, providing investment management services to the ACD. The registered office of the Investment Adviser (and its correspondence address) is Chapmansford Farm House, Hurstbourne Priors, Whitchurch, Hampshire, RG28 7RR. Its principal business activity is investment management and investment research. The Investment Adviser is authorised and regulated by the FCA with FCA Register Number 750788.

The Investment Adviser was appointed by an Investment Management Agreement dated 12 June 2017 (as amended, supplemented, replaced or restated from time to time) between the ACD and the Investment Adviser. After an initial period of 6 and a half years, the Investment Management Agreement may be terminated with six months' notice however, in certain circumstances (such as where such termination is in the interests of the Shareholders) it may be terminated with immediate effect (including during that initial period).

The Investment Adviser has responsibility for and full discretion in making all investment decisions in relation to each Fund subject to and in accordance with the investment objectives and policies of the Funds as varied from time to time, the provisions of the Instrument of Incorporation, COLL and any directions or instructions given from time to time by the ACD.

No commission is payable to the Investment Adviser for any deal done or which could be done on behalf of the Company. Instead, the fees payable to the Investment Adviser will be calculated as agreed from time to time between the Investment Adviser and the ACD.

The Investment Adviser is responsible for the costs of any third party research purchased by it in connection with its provision of investment management services to the ACD.

3.5 Sponsor

The ACD has delegated the marketing function to Ekins Guinness LLP (whose details are described above).

3.6 Registrar

The ACD acts as registrar and provides administration services to the Company. Fees payable in relation to these registration services are detailed in paragraph 8.1 below.

The registered office of the Registrar is 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL.

The register is kept and maintained at 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL.

The Register of Shareholders will be maintained by the Registrar at the address of its office as noted above, and may be inspected at that address or the principal place of business of the ACD during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

The plan register, where applicable (being a record of persons who subscribe for Shares through Individual Savings Accounts (ISAs)) may be inspected at the office of the Registrar by any Shareholder or any Shareholder's duly authorised agent.

3.7 Fund Accountant

The ACD has appointed The Bank of New York Mellon (International) Limited to provide fund accounting services to the Company.

The Fund Accountant is a private company limited by shares incorporated in England and Wales on 9 August 1996. Its ultimate holding company is The Bank of New York Mellon Corporation, a public company incorporated in the United States.

The registered and head office of the Fund Accountant is at 160 Queen Victoria Street, London EC4V 4LA. The Fund Accountant is authorised by the Prudential Regulation

Authority and is dual-regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

3.8 **Auditors**

The Auditors of the Company are KPMG LLP, St Vincent Plaza, 319 St Vincent Street, Glasgow, G2 5AS.

3.9 **Global Sub-Custodians**

The Depositary has delegated the custody of the assets of the Funds to The Bank of New York Mellon SA/NV and The Bank of New York Mellon who will act as Global Sub-Custodians. The arrangements prohibit the Global Sub-Custodians from releasing documents evidencing title to such assets into the possession of a third party without the consent of the Depositary.

3.10 **Conflicts of Duty or Interest**

General

The Depositary, the ACD and the Investment Adviser (each of which is a “Service Provider”) or any associate of them may (subject to COLL) hold money on deposit from, lend money to, or engage in stock lending transactions in relation to, the Company, so long as the services concerned are provided on arm’s length terms (as set out in COLL) and in the case of holding money on deposit or lending money the Service Provider is an eligible institution or approved bank.

The Service Providers or any associate of any of them may sell or deal in the sale of property to the Company or purchase property from the Company provided the applicable provisions of COLL apply and are observed.

Subject to compliance with COLL, where relevant, the Service Providers may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested.

The Service Providers or any associate of any of them will not be liable to account to the Company or any other person, including the holders of Shares, for any profit or benefit made or derived from or in connection with:

- (a) their acting as agent for the Company in the sale or purchase of property to or from the Funds;
- (b) their part in any transaction or the supply of services permitted by COLL; or
- (c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

ACD

The ACD and the Investment Adviser and other companies within the ACD's and/or the Investment Adviser's group may, from time to time, act as investment manager or adviser to other funds or sub-funds which follow similar investment objectives to those of the Funds. It is therefore possible that any of those parties may in the course of its business have potential conflicts of duty or interest with the Company or particular Funds or that a conflict exists between the Company and other funds managed by the ACD.

The ACD and the Investment Adviser will take all appropriate steps to identify and prevent or manage such conflicts and each of the ACD and the Investment Adviser will have regard in such event to its obligations under the ACD Agreement and the Investment Management Agreement respectively and, in particular, to their obligations to act in the best interests of the Company so far as practicable, having regard to their respective obligations to other clients when undertaking any investment where potential conflicts of interest may arise. Where a conflict of interest cannot be avoided, the ACD and the Investment Adviser will ensure that the Company and other collective investment schemes managed by them are fairly treated.

The ACD acknowledges that there may be some occasions where the organisational or administrative arrangements in place for the management of conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its Shareholders will be prevented. Should any such situations arise the ACD will, as a last resort if the conflict(s) cannot be avoided disclose these to Shareholders in an appropriate format.

The ACD's conflicts of interest policy is available for inspection at the office of the ACD. The Investment Adviser's conflicts of interest policy is available on request from the Investment Adviser.

Depositary

For the purposes of this section, the following definitions shall apply:

"BNY Affiliate" means any entity in which The Bank of New York Mellon Corporation (a Delaware corporation with registered office at 240 Greenwich St, New York, New York 10286, U.S.A) controls (directly or indirectly) an interest of no less than 30% in the voting stock or interests in such entity.

"Link" means a situation in which two or more natural or legal persons are either linked by a direct or indirect holding in an undertaking which represents 10% or more of the capital or of the voting rights or which makes it possible to exercise a significant influence over the management of the undertaking in which that holding subsists.

"Group Link" means a situation in which two or more undertakings or entities belong to the same group within the meaning of Article 2(11) of Directive 2013/34/EU, as implemented or given direct effect in the UK, or international accounting standards adopted in accordance with Regulation (EC) No. 1606/2002 as it forms part of the law of the UK by virtue of the EU Withdrawal Act 2018, as amended, modified and reinstated from time to time, and any succeeding UK law or regulation which becomes enforceable by law from time to time.

Company, ACD and Shareholders

The ACD may delegate certain administrative functions to an entity within the same corporate group as the Depositary.

At present the ACD delegates certain administrative functions to The Bank of New York Mellon (International) Limited.

The following conflicts of interests may arise between the Depositary, the Company and the ACD:

A Group Link where the ACD has delegated certain administrative functions, including but not limited to Fund Accounting, to The Bank of New York Mellon (International) Limited or a BNY Affiliate.

The Depositary shall ensure that policies and procedures are in place to identify all conflicts of interests arising from such Group Links and shall take all reasonable steps to avoid such conflicts of interests. Where such conflicts of interests cannot be avoided, the Depositary and the ACD will ensure that such conflicts of interests are managed, monitored and disclosed in order to prevent adverse effects on the interests of the Company and its Shareholders.

If a Link exists between the Depositary and any investors in the Company, the Depositary shall take all reasonable steps to avoid conflicts of interests arising from such Link, and ensure that its functions comply with Article 23 of the UCITS V Regulations as applicable.

Delegation

The following conflicts of interests may arise as a result of the delegation arrangements relating to safekeeping outlined above:

A Group Link where the Depositary has delegated, or where any Global Sub-Custodian has sub-delegated, the safekeeping of the Scheme Property to a BNY Affiliate.

The Depositary shall ensure that policies and procedures are in place to identify all conflicts of interests arising from such Group links and shall take all reasonable steps to avoid such conflicts of interests. Where such conflicts of interests cannot be avoided, the Depositary will ensure that such conflicts of interests are managed, monitored and disclosed in order to prevent adverse effects on the interests of the Company and its Shareholders.

The Depositary may, from time to time, act as the depositary of other open-ended investment companies with variable capital and as trustee or custodian of other collective investment schemes.

Up-to-date information stated above with regards to the Depositary will be made available to Shareholders on request.

Conflicts of Interest

The Depositary or any BNY Affiliates may have an interest, relationship or arrangement that is in conflict with or otherwise material in relation to the services it provides to the ACD and the Company. Conflicts of interest may also arise between the Depositary's different clients.

As a global financial services provider, one of the Depositary's fundamental obligations is to manage conflicts of interest fairly and transparently. As a regulated business, the Depositary is required to prevent, manage and, where required, disclose information regarding any actual or potential conflict of interest incidents to relevant clients.

The Depositary is required to and does maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps designed to prevent conflicts of interest from adversely affecting the interests of its clients.

The Depositary maintains an EMEA Conflicts of Interest Policy (the "Conflicts Policy"). The Conflicts Policy (in conjunction with associated policies):

- (a) identifies the circumstances which constitute or may give rise to a conflict of interest entailing a risk of damage to the interests of one or more clients;
- (b) specifies the procedures or measures which should be followed or adopted by the Depositary in order to prevent or manage and report those conflicts of interest;
- (c) sets out effective procedures to prevent or control the exchange of information between persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients;
- (d) includes procedures to ensure the separate supervision of persons whose principal functions involve carrying out activities with or for clients and whose interests may conflict, or who otherwise represent different interests that may conflict, including with the interests of the Depositary;
- (e) includes procedures to remove any direct link between the remuneration of individuals principally engaged in one activity and the remuneration of, or revenues generated by, different individuals principally engaged in another activity, where a conflict of interest may arise in relation to those activities;
- (f) specifies measures to prevent or limit any person from exercising inappropriate influence over the way in which an individual carries out investment or ancillary services or activities; and
- (g) sets out measures to prevent or control the simultaneous or sequential involvement of an individual in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.

The Conflicts Policy clarifies that disclosure of conflicts of interest to clients is a measure of last resort to be used by the Depositary to address its regulatory obligations only where the organisational and administrative arrangements established by the Depositary (and any BNY Affiliates where applicable) to prevent or manage its conflicts of interest are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of clients will be prevented.

The Depositary must assess and review the Conflicts Policy at least once per year and take all appropriate measures to address any deficiencies.

The Depositary shall make available to its competent authorities, on request, all information which it has obtained while performing its services and which may be required by the competent authorities of the Company.

4. **Investment Objectives and Policies of the Funds**

Investment of the assets of each Fund must be in accordance with the investment objective and policy of the relevant Fund and must comply with the investment restrictions and requirements set out in COLL. Details of the investment objectives and policies are set out in Appendix D in respect of each Fund and the eligible securities and derivatives markets through which the Funds may invest are set out in Appendix A. A summary of the general investment and borrowing powers is set out in Appendix B.

It is not at present intended that the Company will have an interest in any immovable property (e.g. its office premises) or tangible movable property (e.g. office equipment).

5. **Shares and Classes**

More than one Class of Share may be issued in respect of each Fund. Appendix D contains a description of the Classes currently available in respect of each Fund.

New Share Classes may be established by the ACD from time to time, subject to compliance with COLL. If a new Class of Share is introduced, a new Prospectus will be prepared to set out the required information in relation to that class.

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 in accordance with the terms of issue of Shares of those Classes. Also, each Class may have its own investment minima or other features, at the discretion of the ACD. Any such different charges or features are set out above and in Appendix D in relation to each of the Funds.

An accumulation Share is one in respect of which income is credited periodically to capital within the relevant Fund.

Holders of income Shares of a Fund are entitled to be paid the income of that Fund which is attributed to such Shares on the relevant annual allocation dates. Holders of accumulation Shares are not entitled to be paid the income attributable to such Shares, but that income is automatically added to (and retained as part of) the capital assets of the relevant Fund on the relevant annual allocation dates.

It is not at present possible to have fractions of a Share. Accordingly, the rights attached to Shares of each Class are expressed in two denominations - smaller denomination and larger denomination. Each smaller denomination share represents one thousandth of a larger denomination share.

Shareholders are entitled (subject to certain restrictions) to Convert all or part of their Shares of one Class for Shares of another Class in respect of the same Fund or to Switch all or part of their Shares in relation to one Fund for Shares in relation to a different Fund. Details of this Conversion and Switching facilities and the restrictions are set out below under "Conversion and Switching" in Part 7 below.

6. Pricing of Shares

The Company is single-priced (meaning that (subject to any preliminary charge), on a given day, there is one price at which Shares are bought and sold).

The price of each Share of any Class will be calculated by reference to the proportion attributable to a Share of that Class of the Net Asset Value of the Fund to which it relates by:

- taking the proportion attributable to the Shares of the Class concerned of the Net Asset Value of the relevant Fund as at the relevant Valuation Point of that Fund; and
- dividing the result by the number of Shares of the relevant Class in issue immediately before the Valuation Point concerned.

The Net Asset Value of each Fund will be calculated as at the Valuation Point (being 12 noon in respect of the WS EkinsGuinness Dynamic Growth Fund, the WS EkinsGuinness Global Sector Rotation Fund and the WS EkinsGuinness Global Thematics Fund) on each Dealing Day in respect of that Fund. The ACD may at any time carry out an additional valuation if the ACD considers it desirable to do so.

In the event that, for any reason, the ACD is unable to calculate the Net Asset Value of any Fund at the normal time, the prices effective from that time will be calculated using the earliest available valuation thereafter.

Information regarding the calculation of the Net Asset Value of each Fund and the apportionment of that Net Asset Value between each Class of Shares in relation to that Fund is set out below in Appendix C.

Shares of each Class in relation to each Fund will be sold and redeemed on the basis of forward prices, being prices calculated by reference to the next Valuation Point after the sale or redemption is agreed.

The amount payable on the purchase of a Share will equal the sum of the price of the Share calculated on the basis set out above subject to any dilution adjustment and any preliminary charge. The amount received on the redemption of a Share will equal the price per Share calculated on the basis set out above less the aggregate of any dilution adjustment and any redemption charge.

Information regarding the preliminary charge and redemption charge is set out below under "Dealing Charges & Dilution Adjustment" in Part 7 below.

The most recent price of Shares of Classes in issue (that is, the price calculated as at the last Dealing Day or additional Valuation Point) will be available at <https://www.waystone.com> and by telephoning +44 (0)345 922 0044 between 8:30am and 5:30pm on Business Days. For reasons beyond the control of the ACD, the published prices may not necessarily be the current prices. Potential investors should note that shares are, however, issued on a forward pricing basis and not on the basis of the published prices.

7. **Buying, Redeeming, Conversion and Switching of Shares**

The dealing office of the ACD (Waystone Management (UK) Limited, PO Box 389, Darlington, DL1 9UF) is open from 8.30 a.m. until 5.30 p.m. (UK time) on each Business Day in respect of a Fund to receive requests for the sale, redemption and Switching of Shares in relation to that Fund. The ACD may, in accordance with COLL, identify a point in time in advance of a Valuation Point ("a cut-off point") after which it will not accept instructions to sell or redeem Shares at that Valuation Point.

Shares in the Funds are currently only available to be acquired, switched or converted between funds or share classes by persons who are resident in the UK (unless the ACD agrees otherwise). The ACD is unable to accept business from persons who are US residents or subsequently become US residents.

7.1 **Buying Shares**

Shares can be bought either by sending a completed application form to the ACD at Waystone Management (UK) Limited, PO Box 389, Darlington, DL1 9UF or by telephoning the ACD on +44 (0)345 922 0044. Application forms are available from the ACD or can be downloaded from <https://www.waystone.com>.

The ACD has the right to reject, if it has reasonable grounds for refusing to sell units to the applicant (for example market timing reasons as outlined below under "Market Timing" or for money laundering purposes as outlined below under "Other Dealing Information") any application for Shares in whole or part and in this event the ACD will return any application monies sent, or the balance of such monies, at the risk of the applicant. The ACD is also not obliged to sell Shares where payment is not received with an application for Shares.

Any application monies remaining after a whole number of Shares has been issued will not be returned to the applicant. Instead, smaller denomination shares will be issued in such circumstances. Each smaller denomination share is equivalent to one thousandth of a Share.

A contract note giving details of the Shares purchased and the price used 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, together with, where appropriate, a notice of the applicant's right to cancel.

If payment has not already been made, settlement will be due within three Business Days of the last Dealing Day. The ACD, at its discretion, has the right to cancel a purchase deal if settlement is materially overdue (being more than one Business Day post contractual settlement date) and any costs, losses, claims and expenses arising on such cancellation shall be the liability of the investor. You agree to reimburse any costs, losses, claims and expenses suffered or incurred by the Company or us as a result of the non-payment of the subscription monies by the agreed settlement date. For postal applications payment in full must accompany the instruction. At the ACD's discretion, payment for large purchases of Shares may be made by telegraphic transfer. Investors

will not receive title to Shares until cleared funds have been received from the investor, allocated to the investor's account and received by the Fund.

Share certificates will not be issued in respect of Shares. Ownership of Shares will be evidenced by an entry on the Register. Periodic statements issued twice a year will show the number of Shares held by the recipient. Individual statements of a Shareholder's Shares will also be issued at any time on request from the registered Shareholder (in the case of joint holders, such request may be made by any one of the joint holders). Where Shares are held jointly Statements shall be sent to the first named joint holder.

If a Shareholder requires evidence of title to Shares, the ACD or the Registrar will (on behalf of the Company) upon such proof of identity as is considered appropriate supply a certified copy of the entry in the Register relating to his Shares (and, subject to the OEIC Regulations and COLL, a charge may be imposed for such supply).

Details of the minimum initial lump sum investment in each Class of each Fund and the minimum amount of any lump sum addition to a holding in the same Class of the same Fund are set out in Appendix D (in the sections "Minimum Initial Investment" and "Minimum Subsequent Investment" respectively) but the ACD may, at its absolute discretion, accept investments lower than the relevant minimum. If the value of a Shareholder's holding of Shares of a Class falls below the minimum holding (which is set out in Appendix D in respect of each Fund), his entire holding may be redeemed compulsorily by the ACD.

Shares may not be issued other than to a person who, in writing to the ACD, shall, (a) represent that they are not a US person and are not purchasing the Shares for the account or benefit of a US Person, (b) agree to notify the ACD promptly if, at any time while they remain a holder of any shares, they should become a US Person or shall hold any Shares for the account or benefit of a US Person, and (c) agree to reimburse to the Company and the ACD any losses, damages, costs or expense incurred by them in connection with a breach of the above representation and agreements.

7.2 Market Timing

The ACD may refuse to accept applications for subscriptions, redemptions or switches of Shares in a Fund which it knows or in its absolute discretion considers to be associated with market timing activities.

In general terms, market timing activities are strategies which may include frequent purchases and sales of Shares with a view to profiting from anticipated changes in market prices between Valuation Points or arbitraging on the basis of market price changes subsequent to those used in the valuation of a Fund.

Such market timing activities are disruptive to fund management, may lead to additional dealing charges which cause losses/dilution to a Fund and may be detrimental to performance and to the interests of long term Shareholders. Accordingly, the ACD may in its absolute discretion reject any application for subscription or switching of Shares from applicants that it considers to be associated with market timing activities.

7.3 **Cancellation Rights**

An investor entering into a contract to purchase Shares from the ACD will have a 14-day option to cancel the investment. Investors opting to cancel may receive less than their original investment if the Share price falls subsequent to their initial purchase.

7.4 **Redemption of Shares**

Subject as mentioned below under "Suspension of Dealings in Shares" in this Part 7 or unless the ACD has reasonable grounds to refuse, every Shareholder has the right on any Dealing Day in respect of a particular Fund to require that the Company redeems all or (subject as mentioned below) some of his Shares of a particular Class in relation to that Fund.

Requests to redeem Shares must be made to the ACD by telephone on +44 (0)345 922 0044 (in which case the identification procedures and controls required by the ACD from time to time must be satisfied) or in writing signed by the Shareholder (or, in the case of joint Shareholders, each of them) sent to the ACD at Waystone Management (UK) Limited, PO Box 389, Darlington, DL1 9UF and must specify the number or value and Class of the Shares to be redeemed and the Fund to which they relate.

Where a redemption request is made by telephone the Shareholder (or, in the case of joint Shareholders, each of them) must complete and sign a renunciation of title form (available on request from the ACD) and send it to the ACD at Waystone Management (UK) Limited, PO Box 389, Darlington, DL1 9UF. The ACD will not release the proceeds of the redemption to the Shareholder, until an original renunciation of title form is received. No interest will be payable in respect of sums held pending receipt of a renunciation of title form. Except where otherwise expressly agreed with the ACD, the ACD will not accept facsimile renunciation of title forms.

Redemption requests that are made by telephone will be irrevocable and will be processed during or immediately after the conclusion of the telephone call.

Where the Shareholder wishes to redeem part (rather than the whole) of his holding of Shares, the ACD may decline to redeem those Shares (and the Shareholder may, therefore, be required to redeem his entire holding of those Shares) if either (1) the number or value of Shares which he wishes to redeem would result in the Shareholder holding Shares in a Fund with a value less than the Minimum Holding specified in Appendix D in respect of that Fund or (2) the value of the Shares in a Fund which the Shareholder wishes to redeem is less than the Minimum Partial Redemption (if any) specified in Appendix D in respect of that Fund.

Not later than the end of the Business Day following the later of the receipt of the written redemption request or the telephone redemption request and the Valuation Point by reference to which the redemption price is determined, a contract note giving details of the number, Class and price of the Shares redeemed will be sent to the redeeming Shareholder (or the first-named, in the case of joint Shareholders) together with (if sufficient written instructions have not already been given) a form of renunciation for

completion and execution by the Shareholder (or, in the case of joint Shareholders, by all of them).

However, an instruction to the ACD to redeem Shares, although irrevocable, may not be accepted by either the Company or the ACD if the redemption represents Shares where the investor has not received title (see 'Buying Shares' section).

Payment of the redemption monies will be made:

- (a) in the case of a written redemption request (which, in the case of joint Shareholders, must be signed by each of them) within three Business Days after the later of (a) receipt by the ACD of the written redemption request and (b) the Valuation Point following receipt by the ACD of the request to redeem; and
- (b) in the case of a telephone redemption request, within three Business Days after the later of (a) receipt by the ACD of written confirmation (which, in the case of joint shareholders, must be signed by each of them) of the telephone redemption request and (b) the Valuation Point following receipt by the ACD of the request to redeem.

Please note however that the ACD reserves the right to request additional information or proof of identity, in order to validate elements of the transaction and to comply with any relevant money laundering regulations. This may delay the despatch of any redemption proceeds to the Shareholder. Until this proof is provided the ACD reserves the right to refuse to redeem 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 those investors.

Payment will normally be made by cheque or by electronic transfer.

7.5 **Conversion and Switching**

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

Conversion requests must be made to the ACD by telephone on +44 (0)345 922 0044 (or such other number as published from time to time) or in writing sent to the dealing office of the ACD. Conversions will be effected at the next valuation point following receipt of instructions. For UK Shareholders, Conversions will not be treated as a disposal for capital gains tax purposes and no stamp duty reserve tax will be payable on the Conversion. There is currently no fee on Conversions but the ACD, subject to COLL, may at its discretion introduce such a fee.

A holder of Shares may, subject as mentioned below, at any time Switch all or some of those Shares (the "**Original Shares**") for Shares in relation to another Fund (the "**New Shares**"). No Switch will be effected during any period when the right of Shareholders to require the redemption of their Shares is suspended.

Switching requests must be made to the ACD by telephone on +44 (0)345 922 0044 (in which case the identification procedures and controls required by the ACD from time to time must be satisfied) or in writing sent to the dealing office of the ACD and must specify

(1) the number and Class of the Original Shares to be Switched; (2) the Fund to which the Original Shares relate; and (3) the Class of the New Shares and the Fund to which they relate. Switching requests made by telephone must be confirmed in writing (which, in the case of joint Shareholders, must be signed by all the joint Shareholders) sent to the ACD at the address stated in this paragraph.

Subject as mentioned above, a Switch will be effected as at the next Valuation Point following the time at which the valid Switching request is received by the ACD or (if required by the ACD) when written signed Switching instructions are received by the ACD or as at such other Valuation Point as the ACD may agree at the request of the Shareholder. Where the Switch is between Funds that have different Valuation Points, the cancellation or redemption of the Original Shares shall take place at the next Valuation Point of the Fund to which the Original Shares relate following receipt (or deemed receipt) by the ACD of the Switching request or (if required by the ACD) the duly completed and signed Switching instructions and the issue or sale of the New Shares shall take place at the next subsequent Valuation Point of the Fund to which the New Shares relate.

The ACD may at its discretion charge a switching fee, which is described below under **"Switching Fee"**.

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 specified in Appendix D in respect of the Fund concerned, the ACD may, if it thinks fit, convert the whole of the Shareholder's holding of Original Shares into New Shares or refuse to effect the requested Switch of the Original Shares. The ACD shall refuse to effect a requested switch by a shareholder if any other conditions attached to the purchase or holding of New Shares are not satisfied with respect to that Shareholder or if the ACD has reasonable grounds for refusing the request.

The number of New Shares to which the Shareholder will become entitled on a Switch 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 cancelled or redeemed or, where the Switch is between Funds that have different Valuation Points, by reference to the price of Original Shares at the Valuation Point applicable at the time the Original Shares are cancelled or redeemed and by reference to the price of New Shares at the Valuation Point applicable at the time of the issue or sale of the New Shares.

The ACD may at its discretion adjust the number of New Shares to be issued to reflect the imposition of any Switching fee (see below) 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 COLL and this Prospectus.

The ACD may, upon providing 60 days' prior written notice to affected Shareholders, effect a compulsory Conversion of Shares in one Class of a Fund for another Class of the same Fund. Such compulsory Conversion shall be conducted as described above in this section. A compulsory Conversion will only be undertaken where the ACD reasonably considers it is in the best interests of affected Shareholders. By way of example, the ACD

may effect a compulsory Conversion where the ACD reasonably believes it is in the best interests of Shareholders to reduce the number of available Classes.

A Switch of Shares in one Fund for Shares in another Fund is treated as a redemption and sale and will, for persons subject to United Kingdom taxation, be a realisation for the purposes of the taxation of capital gains. A Conversion of Shares in one Class for Shares in another Class in relation to the same Fund will not normally be treated as a realisation for UK tax purposes.

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

7.6 Dealing Charges and Dilution Adjustment

7.6.1 Preliminary Charge

The ACD may make (and retain) a Preliminary Charge (“**Preliminary Charge**”) on the sale of Shares to be borne by Shareholders. The current level of the Preliminary Charge in respect of each Class of each Fund is set out in Appendix D. The ACD may only increase the Preliminary Charge in accordance with COLL, the relevant provisions of which are set out below in Part 8.

7.6.2 Redemption Charge

The ACD may make (and retain) a charge on the redemption (“**Redemption Charge**”) of Shares to be borne by Shareholders. At present no Redemption Charge is levied.

The ACD may only introduce a Redemption Charge on the Shares or make a change to the rate or method of calculation of a Redemption Charge once introduced in accordance with COLL.

Any Redemption Charge introduced will apply only to Shares sold since its introduction.

7.6.3 Switching and Conversion Fees

On a Switch or a Conversion, the ACD may impose a fee to be borne by Shareholders (in the case of a Switch this will be out of the value of the original Shares being cancelled or redeemed). The fee will not exceed an amount equal to the Preliminary Charge then applicable to the New Shares being acquired as a result of the Switch or Conversion. Any such fee is payable to the ACD.

Currently, the ACD does not impose any fee for Switching or Converting.

7.6.4 Dilution Adjustment

The actual cost of purchasing or selling assets and investments in a Fund may vary due to dealing charges, taxes, and any spread between buying and selling prices of the underlying investments of a Fund. These costs could have an adverse effect on the value of a Fund, known as “dilution”. In order to mitigate the effect of dilution the ACD may at its discretion adjust the sale and purchase price of Shares to take into account the possible effects of dilution to arrive at the price of the Shares. This practise is known as making a “dilution adjustment” or “swing pricing”. The power to make a dilution adjustment may only be exercised for the purpose of reducing dilution in a Fund. If the price of the Shares does contain a dilution adjustment, such dilution adjustment will be paid into the Fund and will become part of the property of the Fund thus mitigating the effects of dilution that would otherwise constrain the future growth of the Fund.

The ACD reserves the right to make a dilution adjustment every Dealing Day. The dilution adjustment is calculated using the estimated dealing costs of a Fund’s underlying investments and taking into consideration any dealing spreads, commission and transfer taxes. The discount or premium to NAV per Share (i.e. the rate of dilution adjustment) will depend on the volume of subscriptions or redemptions of Shares and the ACD is not currently able to predict the likely frequency of such events. The ACD may in its discretion make a dilution adjustment if, in its opinion, the existing Shareholders, in the case of subscriptions, or remaining Shareholders, in the case of redemptions, might otherwise be adversely affected, and making a dilution adjustment is, so far as practicable, fair to all Shareholders and potential Shareholders.

In particular, the dilution adjustment may be made in relation to a Fund in the following circumstances: (i) where the Fund is expanding or contracting; (ii) where the Fund is experiencing a large net subscription position or a large net redemption position relative to its size on any Dealing Day; and (iii) in any other case where the ACD is of the opinion that the interests of Shareholders requires the imposition of a dilution adjustment. A Fund is regarded as expanding where, based on the daily movements in and out of the Fund, the Fund has experienced a net inflow of money over a period of time. A Fund is regarded as contracting where, over a period of time, the Fund has experienced a net outflow. A Fund is regarded as level where it is considered to be neither expanding nor contracting based on the above criteria.

Where a Fund is expanding, the ACD will normally swing the price to “offer” (i.e. increase the price by the adjustment rate referred to above), however in the event of net outflows on a given Dealing Day the ACD may leave the price at “mid” (i.e. the price without any adjustment applied) or swing the price to “bid” (i.e. reduce the price by the adjustment rate referred above) if the outflows are of significant size relative to the size of the Fund.

Where a Fund is contracting, the ACD will normally swing the price to “bid”, however in the event of net inflows on a given Dealing Day the ACD may

leave the price at “mid” or swing the price to “offer” if the inflows are of significant size relative to the size of the Fund.

The dilution adjustment will be applied to the Net Asset Value per Share in each Class resulting in a figure calculated up to four decimal places. The final digit in this figure will then be rounded either up or down in accordance with standard mathematical principles resulting in the final price for the Shares.

On the occasions when a dilution adjustment is not applied if a Fund is in a net subscription position or a net redemption position, there may be an adverse impact on the assets of the Fund attributable to each underlying Share, although the ACD does not consider this to be likely to be material in relation to the potential future growth in value of a Share.

As dilution is directly related to the inflows and outflows of monies 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 a dilution adjustment. In normal market conditions and under the tax and exchange fee regimes currently in operation in the relevant markets, the dilution adjustment is, based on historic data, likely to be in the range of NAV -2% to NAV +2% and applied from time to time.

7.7 Other Dealing Information

7.7.1 Money Laundering

As a result of legislation in force in the United Kingdom to prevent money laundering, persons conducting investment business are responsible for compliance with money laundering regulations. Accordingly, in certain circumstances investors may be asked to provide proof of identity when buying or selling Shares and, until satisfactory proof of identity is provided, the ACD reserves the right to refuse to issue or redeem 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 those investors. No interest will be payable in respect of sums held pending receipt of a satisfactory proof of identity.

The ACD also reserves the right to request additional information or proof of identity, in order to validate any element of a transaction and to comply with any relevant money laundering regulations. The checks on identity may include an electronic search of information held on the electoral roll and the use of credit reference agencies and in applying to buy Shares an investor gives permission to access this information and acknowledges that such checks will be undertaken.

For example, an individual may be required to produce a duly certified copy of his passport or identification card together with evidence of his address such as a utility bill or bank statement and his date of birth. In the case of

corporate applicants this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business address of the directors of the company.

7.7.2 **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 no Shares are acquired or held by any person in circumstances (the “relevant circumstances”):

- (i) which constitutes a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- (ii) which would require the Company, the ACD or the Investment Manager to be registered under any law or regulation of any country or territory or cause the Company to apply for registration or comply with any registration requirements in respect of any of its Shares whether in the US or any other jurisdiction in which it is not currently registered; or
- (iii) which would (or would if other Shares were acquired or held in like circumstances), in the opinion of the ACD, result in the Company, its Shareholders, the ACD or the Investment Manager incurring any liability to taxation or suffering any other legal, regulatory, pecuniary or other adverse consequence which it or they might not have otherwise suffered; or
- (iv) where such person is a US Person or is holding the Shares for the account or benefit of a US Person.

For the purposes of the “relevant circumstances” above, “Investment Manager” shall include the Investment Adviser and any other person appointed by the ACD and/or the Company to provide investment management and/or investment advisory services in respect of the Scheme Property of the Company or in respect of the Fund.

In connection with the relevant circumstances, the ACD may, inter alia, reject at its discretion any application for the purchase, sale, or switching of Shares.

If it comes to the notice of the ACD that any Shares (“affected Shares”) are owned whether beneficially or otherwise in any of the relevant circumstances or if it reasonably believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them or the Switch, where possible, of the affected Shares for other Shares the holding or acquisition of which would not fall within any of the relevant circumstances (“non-affected Shares”) or that a request in writing be given for the redemption or cancellation of such Shares in accordance with COLL. If any person upon whom such a notice is

served does not within 30 days after the date of such notice transfer his affected Shares to a person qualified to own them or Switch his affected Shares for non-affected Shares or establish to the satisfaction of the ACD (whose judgement is final and binding) that he and any person on whose behalf he holds the affected Shares are qualified and entitled to own the affected Shares, he shall be deemed upon the expiration of that 30 day period to have given a request in writing for the redemption or cancellation of all the affected Shares pursuant to COLL.

A person who becomes aware that he is holding or owns (whether beneficially or otherwise) affected Shares in any of the relevant circumstances shall forthwith, unless he has already received a notice as aforesaid, either transfer all his affected Shares to a person qualified to own them or, where possible, Switch the affected Shares for non-affected Shares or give a request in writing for the redemption or cancellation (at the discretion of the ACD) of all his affected Shares pursuant to COLL.

7.7.3 Issue of Shares in Exchange for In Specie Assets

On request, the ACD may, at its discretion, 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 ensure 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 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 relating to any Fund in exchange for assets the holding of which would be inconsistent with the investment objective of that Fund.

7.7.4 In Specie Redemptions

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

Before the proceeds of the cancellation of Shares become payable, the ACD must give written notice to the Shareholder that assets out of the Scheme Property of the relevant Fund (or the net proceeds of sale thereof) will be transferred to that Shareholder.

The ACD will select in consultation with the Depositary the assets within the Scheme Property of the relevant Fund to be transferred or sold. The Depositary may pay out of the Scheme Property assets other than cash as

payment for cancellation of Shares only if it has taken reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of Shareholders.

The assets within the Scheme Property of the relevant Fund to be transferred (or the proceeds of sale thereof) shall be subject to the retention by the Depositary of Scheme Property including cash of a value or amount equivalent to any redemption charge to be paid in relation to the cancellation of Shares.

7.7.5 Suspension of Dealings in Shares

The ACD may with the agreement of the Depositary (and must if the Depositary so requires) temporarily suspend the issue, cancellation, sale and redemption of Shares of any one or more Classes in any or all of the Funds if the ACD, or the Depositary in the case of any requirement by the Depositary, is of the opinion that due to exceptional circumstances it is in the interests of all the Shareholders.

The ACD will notify shareholders of the suspension as soon as practicable after suspension commences.

During a suspension the obligations relating to the issue, sale, cancellation and redemption of Shares contained in COLL 6 will cease to apply and the ACD must comply with as many of the obligations relating to valuation of assets as are practicable in the light of the suspension.

In accordance with COLL 7, suspension of dealing in Shares must cease as soon as practicable after the exceptional circumstances have ceased and the ACD and Depositary must formally review the suspension at least every 28 days and must notify the FCA of the results of this review.

The calculation of share prices will recommence as at the next Valuation Point following the ending of the suspension.

7.7.6 Governing Law

All dealings in Shares will be governed by English law.

7.7.7 Electronic Communications

Currently, transfers of title to shares may not be effected on the authority of an electronic communication.

8. Fees and Expenses

The Company, the Depositary, the Global Sub-Custodians, the ACD, the Investment Adviser, the Auditor or any other "affected person" are not liable to account to each other or to Shareholders for any profits or benefits made or received which derive from or in connection with dealings in the shares, or any transaction in the Scheme Property or the supply of services to the Company.

8.1 General

The fees, costs and expenses relating to the authorisation, incorporation and establishment of the Company, the preparation and printing of the first Prospectus and the fees of the professional advisers to the Company in connection therewith will be borne by the ACD or by another company in the ACD's Group and not by the Funds initially available. Each Fund may bear its own direct authorisation and establishment costs.

Except where otherwise indicated the Company may also pay the following expenses (including value added tax, where applicable) out of the property of any one or more of the Funds:

- 8.1.1 the fees and expenses payable to the ACD and to the Depositary (as set out below);
- 8.1.2 fees and expenses in respect of establishing and maintaining the Register and any plan registers and related functions (whether payable to the ACD or any other person);
- 8.1.3 expenses incurred in acquiring and disposing of investments;
- 8.1.4 payments incurred for the holding of financial derivative instruments (e.g. margin calls);
- 8.1.5 expenses incurred in distributing income to Shareholders;
- 8.1.6 fees in respect of the publication and circulation of details of the Net Asset Value of each Fund and each Class of Shares of each Fund;
- 8.1.7 fees and expenses of the auditors and legal, tax and other professional advisers of the Company including the Investment Adviser and of the ACD (including the fees and expenses of providers of advisory services in relation to class actions);
- 8.1.8 the costs of convening and holding meetings of Shareholders (including meetings of Shareholders in any particular Fund or in any particular Class within a Fund);
- 8.1.9 the costs of printing and distributing reports, accounts and any Prospectus and/or key investor information document (which for the avoidance of doubt does not include any costs relating to the distribution of the key investor information documents);

- 8.1.10 the costs of publishing prices and other information which the ACD is required by law to publish and any other administrative expenses;
- 8.1.11 taxes and duties payable by the Company;
- 8.1.12 interest on and charges incurred in relation to borrowings;
- 8.1.13 fees of the FCA under Schedule 1, Part III of the Act 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;
- 8.1.14 fees and expenses in connection with the listing of Shares on any stock exchange;
- 8.1.15 any costs incurred in modifying the Instrument of Incorporation or the Prospectus (including periodic updates of the Prospectus);
- 8.1.16 any expenses properly incurred by the Depositary in performing duties imposed upon it (or exercising powers conferred on it) by COLL or the OEIC Regulations. The relevant duties include (but are not limited to) the delivery of stock to the Depositary or the Global Sub-Custodians, the custody of assets, the collection of income, the submission of tax returns, the handling of tax claims, the preparation of the Depositary's annual report and any other duties the Depositary is required to perform by law;
- 8.1.17 insurance which the Company may purchase and/or maintain for the benefit of and against any liability incurred by any directors of the Company in the performance of their duties;
- 8.1.18 liabilities on amalgamation or reconstruction arising where the property of a body corporate or another collective investment scheme is transferred to the Depositary in consideration for the issue of Shares to the shareholders in that body or to participants in that other scheme, provided that any liability arising after the transfer could have been paid out of that other property had it arisen before the transfer and, in the absence of any express provision in the Instrument of Incorporation forbidding such payment, the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of transfer;
- 8.1.19 any costs incurred in forming a Fund or a Class of Shares;
- 8.1.20 any costs and expenses incurred in registering, having recognised or going through any other process in relation to the Company or any Fund in any territory or country outside the United Kingdom for the purposes of marketing Shares of the Company or any Fund in such territory or country (including any costs and expenses incurred in translating or having translated the Instrument of Incorporation, the Prospectus and any other document);
- 8.1.21 any costs and expenses incurred in relation to the winding up of a Fund or the Company; and

8.1.22 any other costs or expenses that may be taken out of the Company's property in accordance with COLL.

Expenses will, unless indicated otherwise in Appendix D, be allocated between capital and income in accordance with COLL. Treating any fees, expenses and charges as a capital charge may erode the capital or may constrain future capital growth.

In the event that any expense, cost, charge or liability which would normally be payable out of income property attributable to a Class or Fund cannot be so paid because there is insufficient income property available for that purpose, such expense, cost, charge or liability may be paid out of the capital property attributable to that Class or Fund.

8.2 Charges payable in respect of the **WS EkinsGuinness Dynamic Growth Fund**, the **WS EkinsGuinness Global Sector Rotation Fund** and the **WS EkinsGuinness Global Thematics Fund**

8.2.1 **Periodic Charge**

In respect of the **WS EkinsGuinness Dynamic Growth Fund**, the **WS EkinsGuinness Global Sector Rotation Fund** and the **WS EkinsGuinness Global Thematics Fund**, the ACD has rolled certain of the above expenses relating to operational and administrative tasks (including those of the Investment Adviser, Depository, Global Sub-Custodians, Registrar) into a single periodic charge ("**Periodic Charge**"). The Periodic Charge will accrue on a daily basis in arrears by reference to the Net Asset Value on the immediately preceding Dealing Day and the amount due for each month is payable on the last Dealing Day of each month.

The ACD will use the Periodic Charge to meet the fees and expenses set out above with the exception of those listed at (8.1.3), (8.1.4), (8.1.11) and (8.1.12).

In addition, the ACD will pay the Investment Adviser out of the Periodic Charge as is agreed from time to time with the Investment Adviser and the ACD may retain such other proportion of the Periodic Charge for the **WS EkinsGuinness Dynamic Growth Fund**, the **WS EkinsGuinness Global Sector Rotation Fund** and the **WS EkinsGuinness Global Thematics Fund** for its own account ("**ACD's Fees**").

The Periodic Charge is a single fixed charge expressed as a percentage per annum of the Net Asset Value which is paid to the ACD. The ACD shall use the Periodic Charge to pay the expenses and fees of the Funds as set out above. If the Periodic Charge is not sufficient to pay all the expenses of the relevant Fund, any shortfall shall be paid for by the Investment Adviser. The Periodic Charge can be varied from time to time in accordance with COLL.

The current Periodic Charge for the **WS EkinsGuinness Dynamic Growth Fund** and the **WS EkinsGuinness Global Sector Rotation Fund** and the

WS EkinsGuinness Global Thematics Fund (expressed as a percentage per annum of the Net Asset Value) is set out in Appendix D.

8.3 Depository's Fee

The Depository is entitled to receive out of each Fund by way of remuneration a periodic charge, which will be calculated and accrue daily and be paid monthly as soon as practicable after the end of each month, and certain additional charges and expenses. The rate of the Depository's periodic charge in respect of each Fund will be such rate or rates as agreed from time to time between the ACD and the Depository in accordance with the COLL Sourcebook. The current rate of the Depository's periodic charge in respect of each Fund is:

Value of Fund:	Fee:
£0 - £100 million	0.03%
£100 million - £150 million	0.0175%
£150 million - £1 billion	0.01%
£1 billion - £2 billion	0.005%
£2 billion and above	0.0025%

of the value of the Scheme Property of the Fund, subject to a minimum of £5,000 per annum, per Fund.

As set out above, in respect of the **WS EkinsGuinness Dynamic Growth Fund**, the **WS EkinsGuinness Global Sector Rotation Fund** and the **WS EkinsGuinness Global Thematics Fund**, the Depository's Fee is paid out of the Periodic Charge.

In the event of the termination of a Fund, the Depository shall continue to be entitled to a periodic charge in respect of that Fund for the period up to and including the day on which the final distribution in the termination of the Fund shall be made or, in the case of a termination following the passing of an extraordinary resolution approving a scheme of arrangement, up to and including the final day on which the Depository is responsible for the safekeeping of the Scheme Property of the Fund. Such periodic charge will be calculated, be subject to the same terms and accrue and be paid as described above, except that for the purpose of calculating the periodic charge in respect of any day falling after the day on which the termination of the Fund commences, the value of the Scheme Property of the Fund shall be its Net Asset Value determined at the beginning of each such day.

The Depository Agreement between the Company and the Depository provides that in addition to a periodic charge the Depository may also be paid by way of remuneration custody fees where it acts as custodian and other transaction and bank charges. At present the Depository acts as global custodian and delegates the function of custody of the Scheme Property to The Bank of New York Mellon SA/NV and The Bank of New York Mellon.

The remuneration for acting as custodian is calculated at such rate and/or amount as the ACD and the Depositary may agree from time to time.

The current remuneration ranges from between 0.002% per annum to 0.41% per annum of the value of the Scheme Property, plus VAT (if any) calculated at an ad valorem rate determined by the territory or country in which the assets of the Fund are held. The current range of transaction charges is between £4 and £67.50 per transaction plus VAT (if any). Charges for principal investment markets are:

	Transaction charge per trade	Custody charge % per annum
United Kingdom	£4	0.002
United States	£4	0.002
Germany	£9	0.008
Japan	£9	0.005
Switzerland	£12	0.00125
India	£15	0.005

Custody and transaction charges will be payable monthly in arrears.

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly incurred by it in discharge of its duties or exercising any powers conferred upon it in relation to the Company and each Fund. Such expenses include, but are not restricted to:

- (i) delivery of stock to the Depositary or custodian;
- (ii) custody of assets;
- (iii) collection of income and capital;
- (iv) submission of tax returns;
- (v) handling tax claims;
- (vi) preparation of the Depositary's annual report;
- (vii) arranging insurance;
- (viii) calling Shareholder meetings and otherwise communicating with Shareholders;
- (ix) dealing with distribution warrants;
- (x) taking professional advice;
- (xi) conducting legal proceedings;
- (xii) such other duties as the Depositary is permitted or required by law to perform.

VAT (if any) in connection with any of the above is payable in addition.

Expenses not directly attributable to a particular Fund will be allocated between Funds. In each case such expenses and disbursements will also be payable if incurred by any person (including the ACD or an Associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the COLL Sourcebook by the Depositary.

9. Accounting and Income

9.1 Accounting Periods

The annual accounting period of the Company will end on 31 May ("the accounting reference date") in each year. The half-yearly accounting period will end on 30 November in each year.

9.2 Annual Reports

Annual long reports of the Company will be published within four months following the end of the annual accounting period. Half-yearly long reports will be published within two months following the end of the half-yearly accounting period. The ACD will also send a copy of the relevant report to any person free of charge on request. Copies may be inspected at the offices of the ACD at 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL. Copies are available from the ACD at that address. Shareholders are entitled to apply for and receive long reports containing the full financial statements and these may also be downloaded from <https://www.waystone.com>.

9.3 Income

Allocations of income are made in respect of the income available for allocation in each accounting period (whether annual or interim). The annual and interim income allocation dates, if any, for each Fund are given in Appendix D. Allocations of income for each Fund will be made on or before the relevant income allocation date. Payment of income distributions will normally be made by bank transfer (BACS) but may be made by cheque.

The amount available for allocation in respect of any Fund in any accounting period will be calculated in accordance with COLL 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 will then make such other adjustments 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 reimbursement of set up costs) which the ACD considers appropriate after consulting the Company's auditors. The ACD does not currently intend to operate smoothing of income distributions.

The Company will allocate the amount available for allocation between the Classes of Shares in issue relating to a Fund in accordance with the respective proportionate interests of each such Class of Shares calculated in the manner described in Appendix C.

If a distribution payment of a Fund remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the Company. Thereafter neither the shareholder nor his successor will have any right to it except as part of the capital property of the Fund.

9.4 **Income Equalisation**

Income equalisation is currently distributed in relation to each Fund.

Part of the purchase price of a Share reflects the relevant share of accrued income received or to be received by the Company. This capital sum ("income equalisation"), where distributed, is returned to a Shareholder with the first allocation of income to the Share in question in respect of the accounting period in which it was issued or sold.

The amount of income equalisation in respect of an accounting period is calculated by dividing the aggregate of the amounts of income included in the prices of all Shares issued or sold to Shareholders during that accounting period by the number of those Shares and applying the resultant average to each of those Shares.

In the two preceding paragraphs, "accounting period" means any interim accounting period, the period between the end of the last interim accounting period in an annual accounting period and the end of that annual accounting period and, where there is no interim accounting period in an annual accounting period, the annual accounting period itself.

The ACD may, subject to compliance with COLL and the OEIC Regulations, decide that income equalisation is to cease to be distributed in respect of any Fund, in which case, it shall instead be accumulated as part of the capital property of the Fund.

10. **UK Taxation**

The information below is a general guide based on current United Kingdom law and HM Revenue & Customs (“HMRC”) practice, all of which are subject to change. It summarises the tax position of the Company and of Shareholders who are United Kingdom resident individuals or companies, and hold Shares as investments. The information given under this heading does not constitute legal or tax advice and prospective investors should consult their own professional advisers as to the implications of subscribing for, purchasing, holding, converting, or disposing of Shares under the laws of the jurisdiction in which they are resident, or treated as resident, for tax purposes.

The Government is responsible for setting tax rates and allowances, which are subject to change periodically.

Investors should be aware that such changes can impact their tax position. As stated, investors are advised to stay informed about current tax legislation and consult with a tax advisor for bespoke advice on their own particular circumstances.

10.1 **The Company and its Funds**

The Funds are exempt from UK tax on dividends received from UK companies and overseas companies (subject to certain conditions). The Funds can choose to elect to tax particular overseas dividends they receive and, where they make such an election, these dividends will be included in the taxable income of the Funds. Most other sources of income (e.g. interest income) will also constitute taxable income of the Funds. The Funds will be subject to corporation tax on its taxable income after deducting allowable expenses and interest distributions (see below) and subject to any relief for some or all of any foreign tax suffered in respect of that taxable income.

Capital gains and losses on creditor relationships (e.g. loan stocks, corporate bonds, gilts) will not be taxable if they are included in the accounts as ‘net gains/losses on investments’ or ‘other gains/losses’.

Capital gains realised on the disposal of the investments held by the Funds are not subject to UK corporation tax. However, in certain circumstances, income may be deemed to arise for tax purposes in respect of investments (e.g. interests in limited partnerships and material interests in offshore funds) notwithstanding that the income concerned has not been received as such by the Funds.

There is no specific exemption from UK stamp taxes (i.e. stamp duty or stamp duty reserve tax (“SDRT”)) for the Funds. Broadly speaking, stamp duty is paid on transactions involving stock or marketable securities, and the rate is 0.5% of the amount paid for the stock or securities (rounded up to the nearest £5). There is no stamp duty and/or SDRT liability on amounts paid for any Shares redeemed by the Funds. A charge may apply for certain in specie redemptions. The Funds may incur similar taxes in another jurisdiction if it carries out transactions involving that jurisdiction.

10.2 **Shareholders**

Allocations of income to Shareholders are treated as taxable distributions, regardless of whether the income is retained within the Fund or actually paid to Shareholders.

10.2.1 **Income – Dividend Distributions**

Any dividend distribution made by the Funds to an individual Shareholder will be treated as if it were a dividend from a UK company. No deduction of UK income tax is made from a dividend distribution. Individual UK resident Shareholders will be subject to UK income tax at their normal rate, subject to any exempt income received within an individual's dividend allowance, and it is recommended that specific tax advice is taken in respect of rates and other details that may relate to this allowance.

Dividend income in excess of any dividend allowance applying is currently taxed at different marginal rates for basic rate taxpayers, higher rate taxpayers and additional rate taxpayers.

Corporate Shareholders within the charge to UK corporation tax will receive this income distribution as dividend income to the extent that the distribution relates to underlying dividend income (before deduction of expenses, but net of UK corporation tax (if any)) for the period in respect of which the distribution is made. Subject to certain conditions, this dividend income should normally be exempt from UK corporation tax. Any part of the distribution which is not received as dividend income is deemed to be an annual payment subject to UK corporation tax in the hands of the corporate Shareholder.

10.2.2 **Income – interest distributions**

Where over 60% of the market value of the Funds' investments are "qualifying investments" (broadly, interest generating assets), the Funds may make an interest distribution instead of a dividend distribution. The amount of the interest distribution is deductible in computing the Funds' income for corporation tax purposes and such funds making interest distributions are classified for taxation purposes as "bond funds".

Interest distributions made by the Funds to UK resident shareholders will not be paid subject to the deduction of UK income tax.

Individual UK resident Shareholders will be subject to UK income tax at their normal rate, subject to any income received within an individual's personal savings allowance, and again, it is recommended that specific tax advice is taken in respect of rates and other details that may relate to this allowance.

UK resident corporate Shareholders are subject to UK corporation tax on gross interest distributions, whether paid or allocated to them.

10.2.3 **Income Equalisation**

The first income allocation received by a Shareholder after buying Shares may include an amount of income equalisation, which will be shown on the

issued tax voucher. This is effectively a repayment of the income equalisation paid by the Shareholder as part of the purchase price. It is a return of capital, and is not taxable. Rather, it should be deducted from the acquisition cost of the Shares for capital gains tax purposes.

10.2.4 **Tax Vouchers**

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

10.2.5 **Capital Gains**

Shareholders who are resident in the UK for tax purposes may be liable to capital gains tax or, where the Shareholder is a company, corporation tax in respect of gains arising from the sale, exchange or other disposal of Shares. It is not expected that Conversions between Classes of the same Fund should give rise to such tax, provided that no consideration is given or received other than the Shares being Converted, and the Conversion is being effected for bona fide commercial reasons and does not form part of a tax avoidance scheme.

Capital gains made by individual Shareholders on disposals from all chargeable sources of investment will be free of tax if the net gain (after deduction of allowable losses suffered in the same tax year) falls within an individual's annual capital gains exemption.

An individual's net chargeable gains will be taxed at the appropriate capital gains tax rate(s), depending on the individual's marginal income tax rate for the year of disposal.

It is recommended that individual investors obtain their own tax advice to determine the relevant rate(s) of capital gains tax applying to their net chargeable gains.

Relevant shareholders chargeable to UK corporation tax must include all chargeable gains realised on the disposal of Shares in their taxable profits.

Special provisions apply to a UK corporate Shareholder which invests in a bond fund (see above). Where this is the case, the corporate Shareholder's Shares are treated for tax purposes as rights under a creditor loan relationship. This means that the increase or decrease in value of the Shares during each accounting period of the corporate Shareholder is treated as a loan relationship credit or debit, as appropriate, and constitutes income (as opposed to a capital gain) for tax purposes and, as such, is taxed in the year that it arises.

The amount representing the income equalisation element of the Share price is a return of capital and is not taxable as income in the hands of

Shareholders. This amount should be deducted from the cost of Shares in computing any capital gain realised on a subsequent disposal.

10.2.6 **Provision of tax advice for investors**

It should be noted that the Authorised Corporate Director (ACD) of this fund, being Waystone Management (UK) Limited, does not provide taxation advice of any description for any relevant jurisdiction to any of the Funds' investors.

As such, any information provided in the taxation section should not be relied upon by the Funds or their investors as the basis for any investment or other decision relating to the investor's current or future holding in the Funds and it is strongly recommended that investors obtain their own tax advice as to how their own specific circumstances are affected by the taxation information provided.

These details are provided for information purposes only.

10.3 **Reporting of tax information**

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

The International Tax Compliance Regulations 2015 give effect to reporting obligations under the Organisation for Economic Co-Operation and Development's Common Reporting Standard for the Automatic Exchange of Financial Account Information (the "CRS") and in accordance with an intergovernmental agreement between the US and the UK in relation to the US Foreign Account Tax Compliance Act ("FATCA")

10.3.1 **US Foreign Account Tax Compliance**

Due to US tax legislation (the Foreign Account Tax Compliance Act, "FATCA"), which can affect financial institutions such as the Company and its Funds, the Company and its Funds may need to disclose to HM Revenue and Customs ("HMRC") * the name, address and taxpayer identification number relating to certain US investors who fall within the definition of "Specified US Person" in FATCA that own, directly or indirectly, an interest in certain entities, as well as certain other information relating to such interest. HMRC will in turn exchange this information with the Internal Revenue Service ("IRS") of the United States of America.

(*The UK has entered into an inter-governmental agreement ("IGA") with the US to facilitate FATCA compliance. Under this IGA, FATCA compliance will be enforced under UK tax legislation and reporting).

While the Company and its Funds shall use reasonable endeavours to cause the Company and its Funds to avoid the imposition of US federal withholding tax under FATCA, the extent to which the Company and its Funds are able to do so and report to HMRC will depend on each affected Shareholder in the

Funds providing the Company and its Funds or their delegates with any information that the Company and its Funds determine is necessary to satisfy such obligations. The 30% withholding tax regime could apply if there is a failure by Shareholders to provide certain required information.

By signing the application form to subscribe for Shares in the Funds, each affected Shareholder is agreeing to provide such information upon request from the Company and its Funds or their delegates. The Company and its Funds may exercise their right to completely redeem the holding of an affected Shareholder (at any time upon any or no notice) if he fails to provide the Company and its Funds with the information the Company and its Funds request to satisfy their obligations under FATCA.

10.3.2 **Other Reporting to Tax Authorities**

The UK and a number of other jurisdictions have also agreed to enter into multilateral arrangements modelled on the Common Reporting Standard for Automatic Exchange of Financial Account Information (“CRS”) published by the Organisation for Economic Co-operation and Development (“OECD”). This allows for the automatic exchange of financial information between tax authorities. These agreements and arrangements, as transposed into UK law, may require the Company and its Funds, as UK Financial Institutions, (or the ACD/Manager on their behalf) to provide certain information to HMRC about investors from the jurisdictions which are party to such arrangements (which information will in turn be provided to the relevant tax authorities).

Two UK corporate criminal offences for failure to prevent the facilitation of tax evasion (“Facilitation Offences”) were created by the Criminal Finances Act 2017. The offences came into force on 30 September 2017. The Facilitation Offences impose criminal liability on a company or a partnership (a “Relevant Body”) if it fails to prevent the criminal facilitation of tax evasion by a “person associated” with the Relevant Body. There is a defence to the charge if the Relevant Body can show that it had in place “reasonable prevention procedures” at the time the facilitation took place.

In light of the above, Shareholders in the Funds and, in some cases their financial intermediaries, may be required to provide certain information (including personal information) to the ACD/Manager to enable the Company and its Funds to comply with the terms of the UK law. Where a Shareholder fails to provide any requested information (regardless of the consequences), the Company and its Funds reserve the right to take any action and/or pursue all remedies at its disposal to avoid any resulting sanctions including, without limitation, compulsory redemption or withdrawal of the Shareholder concerned.

The foregoing statements are based on UK law and HMRC practice as known at the date of this Prospectus and are intended to provide general guidance only. These statements relate only to Shareholders that are resident in the UK for tax purposes and beneficially hold their Shares as

an investment. The tax position may be different for other Shareholders, and certain types of Shareholder (such as life insurance companies) may be subject to specific rules. Shareholders and applicants for Shares are recommended to consult their tax advisors regarding the possible implications of these rules on their investments in any Fund.

11. **Meetings of Shareholders, Voting Rights and Service of Notices**

In this section "relevant Shareholder" in relation to a general meeting of Shareholders means a person who is a Shareholder on the date seven days before the notice of that general meeting is sent out but excludes any person who is known to the ACD not to be a Shareholder at the time of the general meeting.

11.1 **Service of Notice to Shareholders**

Any notice or documents will be served on Shareholders in writing by post to the Shareholder's postal address as recorded in the Register.

11.2 **Convening and Requisition of Meetings**

The ACD or the Depositary may convene a general meeting of Shareholders at any time.

There will be no annual general meetings for the Company.

Shareholders may also requisition a general meeting of the Company. A requisition by Shareholders must be deposited at the head office of the Company, state the objects of the meeting, be dated and 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. The ACD must convene a general meeting of Shareholders for a date no later than eight weeks after the receipt of the requisition.

11.3 **Notice and Quorum**

All relevant Shareholders will be given at least 14 days' notice of a general meeting of Shareholders and, except as mentioned below, 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 or, in the case of a body corporate, by a duly authorised representative.

11.4 **Voting Rights**

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

On a poll vote, a relevant Shareholder may vote either in person or by proxy or, in the case of a body corporate, by a duly authorised representative. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue as 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 relevant 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 COLL or the Instrument of Incorporation require an extraordinary resolution (which needs 75% of the votes validly cast at the meeting to be in favour in order for the resolution to be passed), any resolution required by COLL or the OEIC Regulations will be passed by a simple majority of the votes validly cast for and against the resolution.

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

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

Where a resolution (including an extraordinary resolution) is required to conduct business at a meeting of Shareholders and every Shareholder is prohibited under COLL from voting, a resolution may, with the prior written agreement of the Depositary, instead be passed with the written consent of Shareholders representing 50% or more, or for an extraordinary resolution 75% or more, of the Shares in issue.

11.5 Class Meetings and Fund Meetings

The provisions described above, unless the context otherwise requires, apply both to Class meetings and to meetings of holders of Shares relating to a particular Fund as they apply to general meetings of Shareholders but by reference to Shares of the Class or relating to the relevant Fund and the holders and prices of such Shares.

11.6 Variation of Class Rights

The rights attached to a Class or a Fund may only be varied in accordance with COLL.

11.7 Notifying Shareholders of Changes

The ACD is required to seek Shareholder approval to, or notify Shareholders of, various types of changes to the Funds. The form of notification, and whether Shareholder approval is required, depends upon the nature of the proposed change.

A fundamental change is a change or event which changes the purpose or nature of a Fund, which may materially prejudice a Shareholder; or alter the risk profile of the Fund; or which introduces any new type of payment out of the Scheme Property of the Fund. For fundamental changes, the ACD must obtain Shareholder approval, normally by way of an extraordinary resolution (which needs 75% of the votes cast to be in favour if the resolution is to be passed).

A significant change is a change or event which is not fundamental but which affects a Shareholder's ability to exercise his rights in relation to his investment; which would reasonably be expected to cause the Shareholder to reconsider his participation in a Fund; or which results in any increased payments out of the Fund to the ACD or its

associates; or which materially increases payments of any other type out of a Fund. The ACD must give reasonable prior notice (not less than sixty days) in respect of any such proposed significant change.

A notifiable change is a change or event of which a Shareholder must be made aware but, although not considered by the ACD to be insignificant, it is not a fundamental change or a significant change. The ACD must inform Shareholders in an appropriate manner and time scale of any such notifiable changes.

12. **Winding Up of the Company or Termination of any Fund**

The Company may only be wound up and a Fund may only be terminated under COLL or as an unregistered company under Part V of the Insolvency Act 1986.

Examples of when the Company may be wound up or a Fund may be terminated under COLL include:

- 12.1 if an extraordinary resolution to that effect is passed at a meeting of the Company or of the holders of Shares of all Classes relating to that Fund; or
- 12.2 if any period fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires; or
- 12.3 if any event occurs on the occurrence of which the Instrument of Incorporation provides that the Company is to be wound up or a Fund is to be terminated – an example of such an event in relation to any Fund is the ACD deciding in its absolute discretion to terminate that Fund if after consultation with the Investment Adviser the Net Asset Value of the relevant Fund is considered not to be commercially viable or if a change in the laws or regulations of any country means that, in the opinion of the ACD, is desirable to terminate the Fund; or
- 12.4 on the date of effect stated in any agreement by the FCA in response to a request by the ACD for the revocation of the authorisation order in respect of the Company or for the termination of the Fund; or
- 12.5 on the effective date of a duly approved scheme of arrangement which is to result in the Company or in a Fund ceasing to hold any scheme property; or
- 12.6 in the case of the Company, on the date on which all of the Funds fall within (e) above or have otherwise ceased to hold any scheme property, notwithstanding that the Company may have assets and liabilities which are not attributable to any particular Fund.

Where the Company is to be wound up or a Fund is to be terminated under COLL, notice of the proposals for winding up the Company or terminating the relevant Fund must be given to the FCA for approval (or deemed approval). This notice cannot be given to the FCA unless the ACD provides a statement (following an investigation into the affairs of the Company) which either confirms that the Company will be able to meet all its liabilities within 12 months of the date of the statement or states that such confirmation cannot be given. The Company may not be wound up under COLL if there is a vacancy in the position of the ACD at the relevant time.

On the winding up or termination commencing:

- 12.7 COLL5, COLL6.2 and COLL 6.3 (which relate to the pricing of and dealing in Shares and to investment and borrowing powers respectively) will cease to apply to the Company or the relevant Fund;
- 12.8 the Company will cease to issue and cancel Shares of all Classes or (where a particular Fund is to be terminated) Shares of all Classes relating to that Fund and the ACD will cease to sell or redeem such Shares or arrange for the Company to issue or cancel them;

- 12.9 no transfer of a Share or (where a particular Fund is to be terminated) a Share in that Fund will be registered and no other change to the Register will be made without the sanction of the ACD; and
- 12.10 where the Company is being wound up, the Company will cease to carry on its business except in so far as may be required for the beneficial winding up of the Company;
- 12.11 the corporate status and powers of the Company and (subject as mentioned above) the ACD shall continue until the Company is dissolved.

The ACD shall, as soon as practicable after the Company falls to be wound up or a Fund falls to be terminated, realise the assets of the Company or (as the case may be) the relevant Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up or termination, may make one or more interim distributions of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or the relevant Fund. On or prior to the date on which the final account is sent to Shareholders, the ACD will also make a final distribution to Shareholders of any remaining balance in the same proportions as mentioned above.

Following the completion of the winding up of the Company or the termination of a Fund, the Depositary must notify the FCA of that fact.

Following the completion of a winding up of the Company or the termination of a Fund, the ACD must prepare a final account showing how the winding up or termination was conducted and how the Scheme Property was disposed of. The auditors of the Company will make a report in respect of the final account and will state their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA and to each Shareholder within four months of the final accounting period.

13. Risk Factors

Potential investors should consider the following risk factors before investing in the Company. Such factors apply directly to the Funds in connection with investments it holds or strategies in it.

The risk factors in each section are arranged in order of relevance and importance and it is recommended that they are read and understood before an investment is made.

13.1 Risks Specific to the Funds

Investment strategy

13.1.1 **WS EkinsGuinness Dynamic Growth Fund**

The investment strategy followed by the Investment Adviser involves potentially investing in a range of different asset classes and adjusting the asset allocation according to analysis of valuation analytics and technical measurements including price momentum, price trends and overbought / oversold indicators, all using historical market data. The asset allocation is therefore likely to change dynamically and significantly over time depending on market conditions. At any particular time, the portfolio may have between 0 and 100% exposure to any asset class (as detailed in the investment policy). The Fund should therefore be viewed as a long-term investment only and appropriate only for those investors who can assess the risks and potential rewards and who can bear any resulting losses.

13.1.2 **WS EkinsGuinness Global Sector Rotation Fund**

The investment strategy followed by the Investment Adviser involves investing in a range of indirectly and directly-held equities and adjusting the sector and regional exposures actively according to analysis of valuation analytics and technical measurements including price momentum, price trends and overbought / oversold indicators, all using historical market data. The Fund should be viewed as a long-term investment only and appropriate only for those investors who can assess the risks and potential rewards and who can bear any resulting losses.

13.1.3 **WS EkinsGuinness Global Thematics Fund**

The investment strategy followed by the Investment Adviser involves investing in a range of different asset classes, including directly held equities across global markets (including in higher risk emerging markets), REITs, government securities, fixed income, money market instruments, warrants, deposits, cash and near cash and collective investment schemes. The Fund should be viewed as a long-term investment only. The Fund is appropriate only for those investors who are prepared to accept fluctuations in the value of the capital including capital loss and accept the risks of investing in equity markets, including having the ability to bear 100% capital loss.

13.2 Investment in Collective Investment Schemes

The Funds have the ability to invest in a range of collective investment schemes which may themselves invest in a range of other assets. These underlying assets are likely to vary from time to time but each category of asset has individual risks associated with them. Some of these risks are set out below.

The ACD has no control over the activities of any collective investment scheme in which the Fund invests. Managers of collective investment schemes in which the Fund invests may take undesirable tax positions or otherwise manage the collective investment schemes in a manner not anticipated by the ACD.

13.3 **Exchange Traded Funds (“ETFs”) (WS EkinsGuinness Dynamic Growth Fund and WS EkinsGuinness Global Sector Rotation Fund only)**

The Funds may invest in ETFs. An ETF is an open-ended investment company which is traded on an exchange. ETFs experience price changes throughout the day as they are bought and sold and the market price can therefore deviate from the net asset value.

ETFs do not share a common structure - for example some will invest directly in the asset class appropriate to them (e.g. a FTSE 100 tracking ETF which invests in FTSE 100 shares) while others may use derivatives to obtain such exposure and / or to short the market or to provide leverage. Where derivatives are used, there is an additional counterparty risk as the ETF will not always physically hold the underlying assets and therefore there is a risk that a counterparty could default which could result in a loss not represented by the underlying index.

An ETF's returns may deviate from that of the index being tracked due to tracking error.

13.4 **Emerging Markets**

A proportion of the scheme property of the Funds can be invested in the Emerging Markets regions either directly or via ETFs or other collective investment schemes. Investment may carry risks associated with failed or delayed settlement of market transactions and with registration and custody of securities.

Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets

The risks of expropriation, nationalisation and social, political and economic instability are greater in emerging markets than in more developed markets.

The following is a brief summary of some of the more common risks associated with emerging markets investment:

- 13.4.1 **Fraudulent securities** – Given the lack of a regulatory structure it is possible that securities in which investments are made may be found to be fraudulent. As a result, it is possible that loss may be suffered.

- 13.4.2 **Lack of liquidity** – The accumulation and disposal of holdings may be more expensive, time consuming and generally more difficult than in more developed markets. Also, due to the lack of liquidity, volatility may be higher. Many emerging markets are small, have low trading volumes, low liquidity and significant price volatility.
- 13.4.3 **Currency fluctuations** – Significant changes in the currencies of the countries in which investments are made in respect of the currency of denomination of the relevant Fund may occur following the investment of the Company in these currencies. These changes may impact the total return of a Fund to a significant degree. In respect of currencies of certain emerging countries, it is not possible to undertake currency hedging techniques.
- 13.4.4 **Settlement and custody risks** – Settlement and custody systems in emerging markets are not as well developed as those in developed markets. Standards may not be as high and supervisory and regulatory authorities not as sophisticated. As a result there may be risks that settlement may be delayed and that cash or securities could be disadvantaged.
- 13.4.5 **Investment and remittance restrictions** – In some cases, emerging markets may restrict the access of foreign investors to securities. As a result, certain equity securities may not always be available to a fund because the maximum permitted number of or investment by foreign shareholders has been reached. In addition, the outward remittance by foreign investors of their share of net profits, capital and dividends may be restricted or require governmental approval. A Fund will only invest in markets in which it believes these restrictions to be acceptable. However, there can be no guarantee that additional restrictions will not be imposed.
- 13.4.6 **Accounting** – Accounting, auditing and financial reporting standards, practices and disclosure requirements applicable to companies in emerging markets differ from those applicable in more developed markets in respect of the nature, quality and timeliness of the information disclosed to investors and, accordingly, investment possibilities may be difficult to properly assess.

13.5 **Bonds (WS EkinsGuinness Dynamic Growth Fund and WS EkinsGuinness Global Thematics Fund)**

These Funds may hold, either directly or via ETFs or other collective investment schemes, higher yielding bonds where there is an increased risk of capital erosion through default or if the redemption yield is below the income yield.

Fixed-interest securities are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed-interest security will fall in the event of the default or reduced credit rating of the issuer. Generally, the higher the rate of interest, the higher the perceived credit risk of the issuer. High yield bonds with lower credit ratings (also known as sub-investment grade bonds) and emerging market debt (which may also have lower credit ratings and be known as sub-investment grade) are

potentially more risky (greater credit and other risks) than investment grade bonds. A sub-investment grade bond has a Standard & Poor's credit rating of below BBB or equivalent.

13.6 **Commodities (WS EkinsGuinness Dynamic Growth Fund only)**

The Fund may hold (indirectly, for example via Exchange Traded Commodities and other collective investment schemes) an exposure to commodities. Commodities may be subject to higher volatility than equities and bonds and may be more sensitive to market movements, economic and political developments.

13.7 **Derivatives**

The WS EkinsGuinness Dynamic Growth Fund and WS EkinsGuinness Global Sector Rotation Fund may invest in derivatives including forward transactions from time to time and in accordance with COLL for the purpose of meeting its investment objectives and Efficient Portfolio Management (including hedging). The WS EkinsGuinness Global Thematics Fund may invest in derivatives including forward transactions from time to time for the purposes of Efficient Portfolio Management (including hedging). Derivatives will be used by the Investment Adviser with the objective of reducing risk, reducing cost or taking on additional risk to generate additional returns. However, there is no guarantee that these objectives will be met.

The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain Fund assets. There is also the potential for capital appreciation of such assets.

There will be occasions where the Fund will use derivatives to hedge out existing market exposure to a particular asset or currency. Such a hedging arrangement may not fully offset the price change in the asset or currency being hedged against.

The Investment Adviser / the ACD may enter into collateral arrangements with counterparties in respect of derivative transactions undertaken on behalf of the Fund. Whilst the use of such collateral arrangements is required to comply with the investment and borrowing powers applicable to UCITS schemes in COLL in respect of the use of collateral, investors should note that under the terms of such arrangements the counterparties in question will rank ahead of the Company's shareholders as creditors to the Fund Property in the event of default.

13.8 **Counterparty risk in over-the-counter markets**

The Funds may enter into transactions in over-the-counter markets, which will expose the Funds to the credit of their counterparties and their ability to satisfy the terms of such contracts. For example, the Funds may enter into agreements or use other derivative techniques, each of which exposes them to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Funds could experience delays in liquidating their positions and significant losses, including declines in the value of their investments during the period in which the Funds seek to enforce their rights, inability to realise any gains on

their investments during such period and fees and expenses incurred in enforcing their rights. There is also a possibility that the above agreements and derivative techniques may be terminated due, for instance, to bankruptcy, supervening illegality or changes in the tax or accounting laws relative to those at the time the agreements were originated. In such circumstances, investors may be unable to recover any losses incurred.

13.9 **General Risk Factors**

13.9.1 **Effect of initial charge or redemption charge**

Where an initial charge or redemption charge is imposed, an investor who realises their Shares may not (even in the absence of a fall in the value of the relevant investments) realise the amount originally invested.

In particular, where a redemption charge is payable, investors should note that the percentage rate at which the redemption charge is calculated is based on the market value rather than the initial value of the Shares. If the market value of the Shares has increased the redemption charge will show a corresponding increase.

The Shares therefore should be viewed as long term investments.

13.9.2 **Market risk**

The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in securities and asset markets. There can be no assurance that any appreciation in the 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 they invest in any Fund. There is no certainty that the investment objective of any of the Funds will actually be achieved and no warranty or representation is given to this effect.

In certain circumstances, you will have the right to cancel your initial investment. However, it should be noted that cancellation may mean that you do not receive back the full amount invested if the value of the investment falls before a cancellation notice is acted on.

13.9.3 **Performance risk**

The performance and risk levels of the Funds will vary according to the investment strategy determined by the Investment Adviser's investment methodology and also the selection of instruments to implement this strategy and any currency overlay strategy. There is no guarantee for the performance level of the Funds and no guarantees are given by third parties. Past performance is not a reliable indicator of future results.

13.9.4 **Charges**

Where charges are deducted from capital this may constrain capital growth.

13.9.5 **Currency Exchange Rates**

The movements of exchange rates may lead to changes in the value of investments and the income from such investments.

13.9.6 **Dilution**

A dilution adjustment may be applied on the purchase or sale of shares in certain circumstances. See section on 'Dilution Adjustment' above for more details. Where this is not applied the Fund in question may incur dilution, which may constrain capital growth.

Whilst the impact of dilution will be reduced by the imposition of a dilution adjustment, under certain market conditions it may be difficult to buy or sell investments for the Fund. As a result, it may not be possible to buy or sell certain investments at the last market price quoted or fair value. As a consequence, the activity by other investors buying and/or selling Shares in a Fund may have an indirect impact on the Fund's value. This may be due to timing differences between the valuation point of the Fund and the time at which any underlying holdings can be bought or sold to invest or disinvest the cash flows. In exceptional circumstances, the issue, cancellation, sale and repurchase of Shares may be suspended where the ACD and/or Depositary believe it is in the interests of existing or potential investors to do so.

13.9.7 **Capital risk**

If an investor makes withdrawals, the performance of the Funds may not be sufficient to cover the payments and investors may suffer some capital erosion.

13.9.8 **Inflation risk**

Inflation may occur over the duration of your investment, and will affect the future buying power of your capital.

13.9.9 **Counterparty risk**

There is a risk that an issuer or counterparty will default by failing to make payments due, or failing to make payments in a timely manner, which would adversely affect the value of investments.

13.9.10 **Settlement risk**

A settlement in a transfer system may not take place as expected due to a failure of that transfer system or because a counterparty does not pay or deliver on time as expected.

13.9.11 **Liquidity risk**

In normal market conditions a Fund's assets comprise mainly realisable investments which can be readily sold. The Fund manages its investments, including cash, such that it can meet its liabilities as they fall due. Investments held may need to be sold if insufficient cash is available to finance any shareholder redemptions. If the size of the disposals is sufficiently large, or the market is illiquid, then there is a risk that the price at which investments are sold may be lower than under normal market conditions which would adversely affect the Net Asset Value of the Fund.

13.9.12 **Taxation**

Tax laws currently in place may change in the future which could affect the value of a Shareholder's investments. See above for further details about taxation of the Funds.

Currently, the Funds rely extensively on tax treaties between the United Kingdom and other countries to reduce domestic rates of withholding tax being applied on income arising where a Fund holds underlying assets in those countries. A risk exists that these treaties may change or that tax authorities may change their position on the application of a relevant tax treaty.

As a consequence, any such change (i.e. the imposition of, or increase in, withholding tax in that foreign jurisdiction) may result in higher rates of tax being applied to income from underlying investments and this may have a negative effect on the returns to the Funds and investors.

In addition, under some treaties the rate of withholding tax applied to a Fund may be affected by the tax profiles of investors in the Fund (or by the tax profiles of investors in other Funds of the Company). This is because such treaties may require a majority of investors in the Fund (or the other Funds of the Company) to be resident in either the UK or another specified jurisdiction as a condition of relief.

Failing to satisfy this test may also result in increased withholding tax and therefore a negative effect on the returns to the Funds and investors.

Statements on taxation are based on the current position in the UK as at the time of publication. The value of investments could alter as a result of future legislation. There can be no guarantee that the tax position prevailing at the time of investment will endure indefinitely. There may also be other taxes applicable to the investment and any shareholder or potential investor in doubt as to their tax position should take professional advice.

13.9.13 **Political/ regulatory risk**

The value of the assets of the Funds may be affected by uncertainties such as international political developments, changes in government policies,

restrictions in foreign investment and other developments in the laws and regulations of countries in which investment may be made.

13.9.14 **Custody**

Assets of the Funds are held in safe keeping by an independent custodian. There is a risk that the Global Sub-Custodians are not able to fully meet its obligation to reconstitute all of the assets of the Funds in a short time frame in the case of bankruptcy of the Global Sub-Custodians. Securities of the Funds are required to be identified in the Global Sub-Custodian's books as belonging to the Fund and segregated from other assets of the Global Sub-Custodians which mitigates, but does not exclude, the risk of non-restitution in case of bankruptcy. The Global Sub-Custodians do not necessarily keep all the assets of the Funds itself but has the ability to use a network of sub-custodians which are not necessarily part of the same group of companies as the Global Sub-Custodians. Investors are therefore exposed to the risk of bankruptcy of the sub-custodians in the same manner as they are to the risk of bankruptcy of the Global Sub-Custodians. A Fund may also invest in overseas markets where custodial and/or settlement systems are not fully developed. The assets of the Funds that are traded in such markets and which have been entrusted to such sub-custodians may be exposed to risk in circumstances where the Global Sub-Custodians will have no liability. The risk of non-restitution in the case of bankruptcy is therefore greater where investments are made in overseas markets. No such segregation applies to cash which increases the risk of non-restitution in case of bankruptcy.

13.9.15 **Concentration Risk**

Where a Fund holds a limited number of securities, and one or more of those securities declines in value or is otherwise adversely affected, this may have a more pronounced effect on that Fund's NAV than if a larger number of securities were held.

13.9.16 **ISA/JISA specific risks**

The value of tax benefits depends on individual circumstances.

If an investor redeems or exercises the right to cancel an ISA/JISA they may lose any favourable tax treatment associated with the ISA holding.

For ISA transfers, there is potential for a loss of income or growth, following a rise in the markets, whilst we await receipt of the ISA transfer from the current provider.

ISAs and JISAs are subject to Government legislation and as such their tax benefits and investment levels may be changed in the future.

14. General Information

14.1 Order Execution information

In accordance with the Conduct of Business Rules Sourcebook, published by the FCA as part of its Handbook of Rules, the ACD needs to put in place arrangements to execute orders most favourable to and in the interests of the Company.

As set out above, the ACD has delegated the investment management to the Investment Adviser, who in turn executes decisions to deal on behalf of the Funds. The Investment Adviser must, in accordance with the FCA's Handbook of Rules, establish and implement an order execution policy to allow it to obtain the best possible results when executing client orders in accordance with the obligations under those rules.

Details of the best execution policy are available from the ACD on request.

14.2 Voting Rights Strategy

In accordance with COLL, the ACD must develop strategies for determining when and how voting rights of assets held within the Scheme Property are to be exercised ("Voting Rights Strategy"). A summary copy of the ACD's Voting Rights Strategy, together with details of the actions which the ACD has taken on the basis of those strategies are available, free of charge, from the ACD by telephoning +44 (0)345 922 0044 or by writing to 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL.

14.3 Documents Available for Inspection

Copies of this Prospectus, Instrument of incorporation, and the most recent annual and half-yearly reports may be inspected at, and obtained from, the ACD at 3rd Floor Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL during normal business hours on any Business Day. In addition, most of these documents are available at www.waystone.com. The Registrar will also provide upon request, copies of the ACD Agreement between the ACD and the Company. Upon written request the ACD will provide further information relating to:

- (a) the quantitative limits applying to the risk management of each Fund;
- (b) the methods used in relation to the risk management of each Fund; and
- (c) any recent developments of the risk and yields of the main categories of each Fund's investments.

14.4 Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material:

- (a) the ACD Agreement regulating the relationship between the Company and the ACD; and

- (b) the Depositary Agreement regulating the relationship between the Company, the ACD and the Depositary;

Information regarding those contracts is set out above under the heading "Management and Administration".

14.5 **Genuine Diversity of Ownership**

Shares in the Funds are and will continue to be widely available. The intended categories of investors are retail investors (who should seek independent financial advice before investing in the Funds) and institutional investors. Different Share Classes of a Fund may be made available to different types of investors.

Shares in the Funds are and will continue to be marketed and made available sufficiently widely to reach the intended category of investors for each Share Class and in a manner appropriate to attract those categories of investors.

14.6 **EU Benchmark Regulation**

The EU Benchmark Regulation requires the ACD to produce and maintain robust written plans setting out the actions that it would take in the event that a benchmark (as defined by the EU Benchmark Regulation) materially changes or ceases to be provided. The Funds are not tracker funds and neither the Investment Adviser, ACD or the Company are a "user" of a benchmark for the purposes of the EU Benchmark Regulation. Further information is available on request.

Updated information, if required, as to whether any benchmark for the Funds is provided by and administrator included in the FCA's register of benchmark administrators will be available from 1 January 2020.

14.7 **Telephone Recordings**

Please note that the ACD and the Investment Manager will take all reasonable steps to record telephone conversations, and keep a copy of electronic communications, that relate to instructions to deal in the Company or the management of the assets of the Company. Telephone calls may be recorded for security or regulatory purposes and may be monitored under Waystone Management (UK) Limited's quality control procedures.

14.8 **Complaints**

All complaints will be handled in accordance with the ACD's internal complaint handling procedures. A copy of the ACD's guide to making a complaint is available on the Waystone Management (UK) Limited website at www.waystone.com.

In the event that an unsatisfactory response is provided, you can refer your complaint to the Financial Ombudsman Service at: The Financial Ombudsman Service, Exchange Tower, London, E14 9SR. Information about the Financial Ombudsman can be found on its website at www.financial-ombudsman.org.uk.

In the event of the ACD being unable to meet its liabilities to Shareholders, details about rights to compensation can be found at www.fscs.org.uk.

Appendix A

Eligible Markets

Markets which are regulated markets (as defined for the purposes of COLL) or which are markets established in the United Kingdom or an EEA State which are regulated, operate regularly and are open to the public are eligible markets for all Funds.

A list of those other eligible securities markets and eligible derivatives markets for each Fund is set out below. A securities or derivatives market may be added to any of those lists in accordance with COLL.

Other Eligible Securities Markets

Australia	Australian Securities Exchange
Brazil	B3
Canada	Toronto Stock Exchange TSX Venture Exchange
China	Shanghai Stock Exchange Shenzhen Stock Exchange
Hong Kong	Hong Kong Exchanges and Clearing Limited
India	BSE Ltd National Stock Exchange of India Ltd
Indonesia	Indonesia Stock Exchange
Israel	Tel Aviv Stock Exchange
Japan	Tokyo Stock Exchange
Korea	Korea Exchange
Malaysia	Bursa Malaysia
Mexico	Mexican Stock Exchange
New Zealand	NZX Limited
Philippines	The Philippine Stock Exchange Inc
Saudi Arabia	Saudi Exchange (Tadawul)
Singapore	Singapore Exchange
South Africa	JSE Limited
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange
Thailand	The Stock Exchange of Thailand
Turkey	Borsa Istanbul
United Arab Emirates	Abu Dhabi Securities Exchange
United Kingdom	Alternative Investment Market (AIM)
United States of America	New York Stock Exchange NASDAQ Stock Market

	NYSE American
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Other Eligible Derivatives Markets

Australia	Australian Securities Exchange
Belgium	Euronext Brussels
Canada	Montreal Exchange
Denmark	NASDAQ Copenhagen
Finland	NASDAQ Helsinki
France	Euronext Paris
Germany	EUREX Deutschland
Greece	Athens Exchange
Hong Kong	Hong Kong Exchanges and Clearing Limited
Hungary	Budapest Stock Exchange
Italy	Borsa Italiana - Italian Derivatives Market (IDEM)
Japan	Tokyo Stock Exchange Osaka Exchange
Korea	Korea Exchange
Mexico	Mexican Derivatives Exchange
Netherlands	Euronext Amsterdam
New Zealand	NZX Limited
Norway	Oslo Bors
Poland	Warsaw Stock Exchange
Portugal	Euronext Lisbon
Singapore	Singapore Exchange
South Africa	JSE Limited
Spain	MEFF
Sweden	NASDAQ Stockholm
Switzerland	SIX Swiss Exchange
Thailand	Thailand Futures Exchange
United Kingdom	ICE Futures Europe
United States of America	New York Mercantile Exchange Chicago Board of Trade Cboe Options Exchange Chicago Mercantile Exchange ICE Futures US NYSE Arca Options NASDAQ PHLX NYSE American Options

Appendix B

Investment and Borrowing Powers of the Company

This Appendix sets out a summary of the investment and borrowing powers applicable in terms of COLL to each Fund as they apply to UK UCITS schemes.

The Scheme Property of each of the Funds will be invested with the aim of achieving the investment objective of that Fund but subject to the limits on investment set out in COLL 5.

Cash and near cash may be held in the Scheme Property to the extent that this may reasonably be regarded as necessary to enable the pursuit of the Fund's investment objectives, shares to be redeemed, efficient management of that Fund in accordance with its investment objectives or other purposes which may reasonably be regarded as ancillary to the investment objectives of that Fund.

The ACD's policy is to make use of the flexibility to hold cash and near cash, as the Investment Adviser considers appropriate.

The following is a summary of the investment limits under COLL which currently apply to each Fund:

1. the Scheme Property of a Fund must, except where otherwise provided in COLL 5, only consist of any or all of:
 - 1.1 transferable securities (including warrants);
 - 1.2 approved money market instruments (see point 21 below);
 - 1.3 permitted derivatives and forward transactions (see below);
 - 1.4 permitted deposits (see point 22 below);
 - 1.5 permitted collective investment scheme units (see point 17 below).
 - 1.5.1 Transferable securities and approved money market instruments must, subject (as applicable) to points 2 and 3 below, be admitted to or dealt on an eligible market or, (i) in the case of an approved money market instrument which is not so admitted or dealt, be within (b) of point 21 below, or (ii) in the case of transferable securities be recently issued provided the terms of the issue include an undertaking that application will be made to be admitted to an eligible market and such admission is secured within a year of issue.
 - 1.5.2 The eligible markets for each Fund are listed in Appendix A. New eligible markets may be added to those lists in the manner described in that Appendix.
2. not more than 10% of the Net Asset Value of the Scheme Property of a Fund may consist of transferable securities which do not fall within point 1A above and approved money market instruments which do not fall within point 21 below;

3. not more than 5% of the Net Asset Value of the Scheme Property of the **WS EkinsGuinness Dynamic Growth** or the **WS EkinsGuinness Global Sector Rotation Fund** may consist of transferable securities which are warrants. Call options are not deemed to be warrants for the purposes of this 5% restriction. The **WS EkinsGuinness Global Thematics Fund** may invest in warrants and is not restricted by this 5% restriction.
4. for the purposes of points 5 to 10 below, companies included in the same group for the purposes of consolidated accounts as defined in accordance with section 399 of Companies Act 2006, Directive 2013/34/EU or in the same group in accordance with international accounting standards are regarded as a single body;
5. not more than 20% of the Net Asset Value of the Scheme Property of a Fund may consist of deposits with a single body;
6. not more than 5% of the Net Asset Value of the Scheme Property of a Fund may consist of transferable securities or approved money market instruments issued by any single body, except that (i) the figure of 5% may be increased to 10% in respect of up to 40% of the Net Asset Value of the Scheme Property of a Fund and (ii) the figures of 5% may be increased to 25% in respect of covered bonds provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds must not exceed 80% of the Net Asset Value of the Scheme Property of a Fund. Certificates representing certain securities are treated as equivalent to the underlying security;
7. the exposure to any one counterparty in an over the counter derivative transaction must not exceed 5% of the Net Asset Value of the Scheme Property of a Fund (10% where the counterparty is an approved bank);
8. not more than 20% of the Net Asset Value of the Scheme Property of a Fund is to consist of transferable securities and approved money market instruments issued by the same group (as referred to in point 4 above);
9. not more than 20% of the Net Asset Value of the Scheme Property of a Fund is to consist of the units of any one collective investment scheme. For this purpose, each sub-fund of an umbrella scheme is treated as a separate scheme.
10. in applying the limits in points 5, 6, and 7, and subject to point 6(ii) above, in relation to a single body, not more than 20% of the Net Asset Value of the Scheme Property of a Fund is to consist of any combination of two or more of the following: (a) transferable securities (including covered bonds) or approved money market instruments issued by ; or (b) deposits made with; or (c) exposures from over the counter derivatives transactions made with; that body. Notwithstanding point 11 below and subject to points 12 and 13 below, in applying this 20% limit with respect to a single body, government and public securities issued by that body shall be taken into account;
 - 10.1 for the purpose of calculating the limits in points 7 and 10:
 - 10.1.1 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 certain conditions specified in COLL 5.6.7R(8); and

10.1.2 OTC derivative positions with the same counterparty may be netted provided that the ACD is able to legally enforce the netting agreements on behalf of the Company and those agreements do not apply to any other exposures that the Company may have with the same counterparty.

11. the limitations referred to in points 5 to 10A above do not apply to transferable securities or approved money market instruments issued by: (a) the United Kingdom or an EEA State; (b) a local authority of the United Kingdom or an EEA State; (c) a non-EEA State; or (d) a public international body to which the United Kingdom or one or more EEA States belong;
12. up to 35% of the Net Asset Value of the Scheme Property of a Fund may be invested in transferable securities or money market instruments issued by any one body listed in point 11 above, in which case there is no limit on the amount which may be invested in such securities or in any one issue;
13. more than 35% in value of the Scheme Property of a Fund may be invested in transferable securities or approved money market instruments issued or guaranteed by a single State, local authority or public international body provided that (a) the ACD has, before any such investment is made, consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the Fund; (b) no more than 30% of the Net Asset Value of the Scheme Property of that Fund consists of such securities of any one issue; (c) the Scheme Property of that Fund includes such securities issued by that or another issuer of at least six different issues and (d) certain details have been disclosed in the Instrument of Incorporation and Prospectus;
14. the table below sets out (i) the Funds in respect of which point 13 above is applicable and (ii) the names of the individual States, local authorities and public international bodies ("the issuers") issuing or guaranteeing the securities in which each such Fund may invest over 35% in value of its assets (if any):

Fund	Issuer
WS EkinsGuinness Dynamic Growth Fund	Government of the United Kingdom (including the Scottish Administration, the Executive Committee of the Northern Ireland Assembly or the National Assembly of Wales), the Governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, The Netherlands, Portugal, Spain and Sweden and the Governments of Australia, Canada, Japan, New Zealand, Switzerland or the United States of America.

15. in and for the purposes of points 12, 13 and 14 above, "issue", "issued" and "issuer" include "guarantee", "guaranteed" and "guarantor" and an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material term to the issue;
16. the limitations referred to in points 5 to 10A, 12, 13 and 14 above do not apply until the expiry of a period of 6 months after the effective date of the authorisation order of the Fund (or the

date on which the initial offer commenced (if later)) provided that the rules on a prudent spread of risk are complied with;

17. except in relation to the WS EkinsGuinness Global Thematics Fund, where the limit shall not exceed 10% of the value of the Fund, not more than 30% of the Net Asset Value of the Scheme Property of a Fund may be invested in collective investment schemes within (a)(ii) to (iv) below. A Fund may only invest in another collective investment scheme if that other scheme:

17.1 is a scheme which (i) is a UK UCITS, or satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA; (ii) is a recognised scheme that is authorised by the supervisory authorities of Guernsey, Jersey or the Isle of Man (provided that the requirements of COLL 5.2.13AR are met); (iii) is authorised as a non-UCITS retail scheme (provided the requirements of COLL 5.2.13AR(1), (3) and (4) are met); (iv) is authorised in an EEA State (provided the requirements of COLL 5.2.13AR are met); or (v) is authorised by the competent authority of an OECD member country (other than an EEA state) which has signed the IOSCO Multilateral Memorandum of Understanding and which has approved the scheme's management company, rules and depositary/custody arrangements (provided the requirements of COLL 5.2.13AR are met); and

17.2 complies with the rules, where relevant, in COLL 5.2.15R on investment in associated collective investment schemes, and COLL 5.2.16R on investment in other group schemes (see point 19 below); and

17.3 has terms prohibiting more than 10% of the Net Asset Value of its Scheme Property consisting of units in collective investment schemes.

For this purpose each sub-fund of an umbrella scheme is treated as a separate scheme;

17.3.1 the Scheme Property attributable to a Fund may include Shares in another Fund of the Company (the "Second Fund") subject to the requirements of point 17B below;

17.3.2 a Fund may invest in or dispose of Shares of a "Second Fund" provided that:

- (a) The Second Fund does not hold Shares in any other Fund of the Company;
- (b) The requirements set out at point 19 below are complied with; and
- (c) Not more than 35% in value of the Scheme Property of the investing or disposing Fund is to consist of Shares in the Second Fund;

18. points 5 to 14 above do not apply until the expiry of a period of 6 months after the effective date of the authorisation order of the Fund (or the date on which the initial offer commenced (if later)) provided that the rules on a prudent spread of risk are complied with;

19. a Fund may invest in other collective investment schemes managed or operated by, or which have, as their authorised corporate director, the ACD or an associate of the ACD provided that the provisions of COLL regarding investment in such schemes are complied with;

20. transferable securities or approved money market instruments on which any sum is unpaid may be held only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the relevant Fund at the time when the payment is required without contravening COLL;
21. a Fund may invest in approved money market instruments which are dealt in on the money market, are liquid and whose value can be accurately determined at any time, provided:
- 21.1 the approved money market instrument is admitted to or dealt on an eligible market; or
- 21.2 the issuer or issuer of the approved money market instrument is regulated for the purpose of protecting investors and savings and the money market instrument is:
- 21.2.1 issued or guaranteed by a central, regional or local authority of the United Kingdom or an EEA State, a central bank of an EEA State, the Bank of England, the European Central Bank, the European Union or the European Investment Bank, a non-EEA State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which the United Kingdom or one or more EEA States belong; or
- 21.2.2 issued by a body, any securities of which are dealt in on an eligible market; or
- 21.2.3 issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by UK or EU law or by an establishment which is subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by UK or EU law; or
- 21.3 it is another money market instrument with a regulated issuer and the FCA has given its express consent (in the form of a waiver) for a Fund to invest in it.
22. 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; and
23. where the investment policy of the Fund is to replicate the composition of a relevant index, the Fund may invest up to 20% of the Net Asset Value of its Scheme Property in shares and debentures which are issued by the same body, which limit may be raised to 35% in respect of one body only and where justified by exceptional market conditions. The Scheme Property need not consist of the exact composition and weighting of the underlying in the relevant index where the investment objective of the Fund is to achieve a result consistent with the replication of an index rather than an exact replication. A relevant index is one which satisfies three criteria: the composition must be sufficiently diversified; the index must represent an adequate benchmark for the market to which it refers and the index must be published in an appropriate manner.
24. What would otherwise be a breach of any of the above limits will not be treated as such where it arises from the exercise of a right attributable to an investment acquired by a Fund in certain circumstances and the prior written consent of the Depositary is obtained to its exercise but, in that event and in the event of any breach of any of the above investment limits which was beyond the control of the ACD and the Depositary, the ACD must take such steps as are

necessary to restore compliance with the relevant investment limits as soon as is reasonably practicable having regard to the interests of Shareholders in the relevant Fund and, in any event, within a period of six months (or, in the case of a derivatives or a forward transaction within 5 Business Days unless such period can be extended pursuant to COLL) after the date of discovery of the relevant circumstance.

25. **Derivatives and forward transactions**

Only certain types of derivatives and forward transactions may be effected for a Fund, namely:

25.1 transactions in approved derivatives (i.e. effected on or under the rules of an eligible derivatives market); and

25.2 permitted over the counter transactions in derivatives.

The underlying must consist of any or all of the following (to which the Fund is dedicated): permitted transferable securities; permitted approved money market instruments; permitted deposits; permitted derivatives; permitted collective investment scheme units; financial indices; interest rates; foreign exchange rates and currencies. A derivatives transaction must not cause the Fund to diverge from its stated investment objectives and 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, collective investment scheme units or derivatives.

The eligible derivatives markets for each Fund are listed in Appendix A and a new eligible derivatives market may be added to any of those lists in the manner described in that Appendix.

Any forward transactions must be with an eligible institution or an approved bank.

Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits in points 5 – 14 above. Where a transferable security or approved money market instrument embeds a derivative, this must be taken into account for the purposes of complying with COLL 5.2. Where the Fund invests in an index based derivative, provided the index is a relevant index as set out in point 23 above, and subject to the ACD taking account of the rules on prudent spread of risk, the underlying constituents of the index do not have to be taken into account for the purposes of the limits in points 5 – 14.

A derivatives or forward transaction which will or could lead to delivery of property for the account of the Fund may be entered into only if such property can be held by the Fund and the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of COLL.

Except in relation to deposits, no agreement by or on behalf of a Fund to dispose of Scheme Property or rights may be made unless the obligation to make the disposal (and any other similar obligation) could immediately be honoured by the Fund by delivery of property or the assignment (or, in Scotland, assignation) of rights and the property and rights are owned by the Fund at the time of the agreement.

Any transaction in an over the counter derivative must be:

- 25.3 in a future, option or contract for differences;
- 25.4 with an approved counterparty (namely an eligible institution, an approved bank or a person whose permission (including any requirements or limitations) as published in the Financial Services Register, permits it to enter into the transaction as a principal off-exchange, a CCP (as defined in the FCA Rules) that is authorised in that capacity for the purposes of EMIR (as defined in the FCA Rules), a CCP that is recognised in that capacity in accordance with the process set out in article 25 of EMIR or to the extent not already covered, a CCP supervised in a jurisdiction that (i) has implemented the relevant G20 reforms on over-the-counter derivatives to at least the same extent as the UK; and (ii) is identified as having done so by the Financial Stability Board in its summary report on progress in implementation of G20 financial regulatory reforms dated 25 June 2019);
- 25.5 on approved terms (i.e. the ACD carries out a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty at least daily; and can enter into one or more transactions to sell, liquidate or close out that transaction at any time, at its fair value);
- 25.6 capable of reliable valuation (i.e. 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 on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable or (if this is not available) on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology); and
- 25.7 subject to verifiable valuation (i.e. if throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out entirely by an appropriate third party independent of the counterparty at an adequate frequency in such a way that the ACD is able to check it or, by a department within the ACD which is independent from the department managing the Scheme Property and which is adequately equipped for the purpose).

26. **Cover for transactions in derivatives and forward transactions**

Investments in derivatives and forward transactions may be made as long as the exposure to which the scheme is committed by that transaction itself is suitably covered from within its scheme property. A scheme is required to hold scheme property sufficient in value or amount to match the exposure arising from a derivative obligation to which the scheme is committed. In other words, the exposure must be covered globally.

The ACD must calculate its global exposure on at least a daily basis, taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate positions. The ACD must ensure that the global exposure relating to derivatives and forward transactions does not exceed the net value of the scheme property of a Fund. There are currently 2 methods allowed under COLL for calculating global exposure:

- 26.1 the incremental exposure and leverage generated through the use of derivatives and forward transactions, which may not exceed 100% of the Net Asset Value of the Scheme Property of the Fund (the "commitment approach"); or
- 26.2 the market risk of the Fund, by way of the value at risk approach, being a measure of the maximum expected loss at a given confidence level over the specific time period.

The ACD decides on the method of calculating global exposure suitable for each Fund by taking into account the investment strategy; types and complexities of the derivatives and forward transactions used and the proportion of the Fund comprising derivatives and forward transactions.

The ACD may apply other calculation methods which are equivalent to the standard commitment approach.

27. Use of derivatives for the WS EkinsGuinness Dynamic Growth Fund, the WS EkinsGuinness Global Sector Rotation Fund and the WS EkinsGuinness Global Thematics Fund

The WS EkinsGuinness Dynamic Growth Fund and the WS EkinsGuinness Global Sector Rotation Fund may use derivatives including forward transactions from time to time and in accordance with COLL for the purposes of meeting its investment objectives and Efficient Portfolio Management (including hedging). The WS EkinsGuinness Global Thematics Fund may only use derivatives for Efficient Portfolio Management (including hedging) purposes. Where derivatives are used for hedging purposes it is anticipated this would result in a reduction in the risk profile or volatility of the Fund. Where derivatives are used to enhance the return of the Fund in accordance with the Fund's objective, such as in the active currency overlay or when using derivatives to give the Fund active market exposure, it is not intended that the use of derivatives will increase the risk profile of the Fund.

Use of one or more separate counterparties may be made to undertake derivative transactions and collateral may be required to pledge or transfer collateral paid from within the assets of a Fund to secure such contracts.

Counterparties to derivative transactions may fail to honour their contractual obligations under the derivative instruments in whole or in part. Any such failure may potentially result in a loss to a Fund. There are, however, limits on exposure to any one counterparty.

28. Active currency overlay (this does not apply to the WS EkinsGuinness Global Thematics Fund)

The Investment Adviser may use derivatives including forward transactions in an active currency overlay which in some circumstances will seek to reduce risk exposure of the Fund to adverse currency fluctuations and which in some circumstances will seek to enhance the return of the Fund by actively gaining additional currency exposure. For example, if the Investment Adviser is bullish on Japanese equities but bearish on the Yen, then the Investment Adviser may choose to hedge the Yen exposure that arises from the Fund's exposure to Japanese equities. As another example, if the Investment Adviser is bearish on Japanese equities but bullish on the Yen, the Fund is unlikely to have any exposure to Japanese equities and the

Investment Adviser may choose to obtain or increase exposure to the Yen through currency forwards in the expectation of enhancing the return of the Fund. As a final example, if the Investment Adviser is bullish on both Japanese equities and the Yen then the Investment Adviser may choose not to hedge the Yen exposure.

29. **Efficient Portfolio Management**

29.1 *Use of Derivatives for the Purposes of Efficient Portfolio Management*

The ACD may utilise the Scheme Property of any Fund to enter into derivative transactions (that is, transactions in options, futures or contracts for differences) or forward currency transactions for the purposes of Efficient Portfolio Management (“EPM”). A derivatives transaction must either be in a derivative which is traded or dealt in on an eligible derivatives market (and effected in accordance with the rules of that market), or be an off-exchange derivative which complies with the relevant conditions set out in COLL, or be a “synthetic future” (that is a composite derivative created out of two separate options. Forward currency transactions must be entered into with counterparties who satisfy COLL. A permitted transaction may at any time be closed out.

The ACD must take reasonable care to ensure that the transaction is economically appropriate to the reduction of the relevant risks (whether in the price of investments, interest rates or exchange rates) or to the reduction of the relevant costs and/or to the aim of generation of additional capital or income with a risk level which is consistent with the risk profile of the relevant Fund and the risk diversification rules laid down in COLL. The exposure must be fully “covered” by cash and/or other property sufficient to meet any obligation to pay or deliver that could arise.

Permitted transactions are those that the ACD reasonably regards as economically appropriate to EPM and would include:

- Transactions undertaken to reduce risk or cost in terms of fluctuations in prices, interest rates or exchange rates where the ACD reasonably believes that the transaction will diminish a risk or cost of a kind or level which it is sensible to reduce; or
- Transactions for the generation of additional capital growth or income for the relevant Fund by taking advantage of gains which the ACD reasonably believes are certain to be made (or certain, barring events which are not reasonably foreseeable) as a result of:
 - pricing imperfections in the market as regards the property which the relevant Fund holds or may hold; or
 - receiving a premium for the writing of a covered call option or a cash covered put option on property of the Fund which the Company is willing to buy or sell at the exercise price.

All revenues arising from EPM transactions (including stock lending and repurchase and reverse repurchase arrangements, if any) will be returned to the Fund, net of direct and indirect operational costs.

29.2 *Other Efficient Portfolio Management techniques*

In addition to the use of derivatives, use may be made of other techniques for Efficient Portfolio Management purposes as the ACD may at its discretion consider appropriate. Such other techniques include stock lending, underwriting, borrowing and the use of cash and near cash.

29.3 *Stock lending and Underwriting*

The Company (or the Depositary acting in accordance with the instructions of the ACD) may enter into repo or stock lending transactions in respect of any Fund. Briefly, such transactions are those where the seller/lender sells/delivers securities which are the subject of the transaction in return for which it is agreed that securities of the same kind and amount should be resold/redelivered to the seller/lender at a later date and, at the time of initial delivery, the seller/lender receives collateral to cover against the risk of the future resale/redelivery not being completed. Where repo or stock lending transactions are permitted in respect of a Fund, there is no limit on the Net Asset Value of the Scheme Property of any Fund which may be the subject of such transactions. Stock lending may be a part of the Efficient Portfolio Management process.

Such transactions must always comply with the relevant requirements of the Taxation of Chargeable Gains Act 1992 and the relevant requirements of COLL as amended from time to time.

Agreements and understandings with regard to the acceptance of placing commitments may also, subject to certain conditions set out in COLL, be entered into for the account of any Fund.

No stock lending or reverse repo transactions may currently be entered into or carried out on behalf or in respect of the WS EkinsGuinness Dynamic Growth Fund, the WS EkinsGuinness Global Sector Rotation Fund or the WS EkinsGuinness Global Thematics Fund.

29.4 *Borrowing Powers*

The Company may, in accordance with COLL, borrow money from an eligible institution or approved bank (as defined for the purposes of COLL) for the use of any Fund on terms that the borrowing is to be repayable out of the Scheme Property of that Fund.

Borrowings must not be persistent. Each borrowing must be on a temporary basis and in any event must not be for a period exceeding three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.

The ACD must ensure that a Fund's borrowing does not, on any Business Day, exceed 10% of the Net Asset Value of the Scheme Property of that Fund.

These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).

30. Investment Limits applicable to the Company as a whole

There are some limits which apply to the Company as a whole:

30.1 The Company must not acquire:

30.1.1 transferable securities (other than debt securities) which do not carry a right to vote on any matter at a general meeting of the body corporate that issued them and which represent more than 10% of those securities issued by that body corporate;

30.1.2 more than 10% of the debt securities issued by any single body;

30.1.3 units representing more than 25% in the value of the scheme property;

- (a) a collective investment scheme that is not an umbrella or a sub-fund; or
- (b) a sub-fund of an umbrella

30.1.4 must not acquire more than 10% of the approved money-market instruments issued by any single body; and

30.2 The Company need not comply with the limits in paragraphs **Error! Reference source not found.**, 30.1.3 and 30.1.4 of this Appendix if, at the time of the acquisition, the net amount in issue of the relevant investment cannot be calculated.

30.3 The Company need not comply with the limit in 30.1.3 where both the investing UCITS scheme and the collective investment scheme in which units are acquired (the 'second scheme') are authorised funds managed by the same authorised fund manager, and the authorised fund manager:

- (a) performs portfolio management and risk management for both the investing UCITS scheme and the second scheme without delegation of those functions;
- (b) delegates portfolio management and/or risk management for both the investing UCITS scheme and the second scheme to the same person; or
- (c) delegates portfolio management and/or risk management for either the investing UCITS scheme or the second scheme to another person but performs portfolio management and/or risk management in relation to the other scheme without delegation of those functions.

- 30.4 The Company may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body corporate if the aggregate number of such securities held by the Company does not give the Company power significantly to influence the conduct of business of that body corporate immediately before the acquisition and the acquisition will not give Company such power. The power significantly to influence is assumed if such securities allow the Company to exercise or control the exercise of 20% or more of the voting rights in that body corporate.

Appendix C

Determination of Net Asset Value

Calculation of the Net Asset Value

The Net Asset Value of the scheme property of the Company or sub-fund (as the case may be) shall be the value of its assets less the value of its liabilities and shall be determined in accordance with the following provisions:

1. all the scheme property (including receivables) is to be included, subject to the following provisions;
2. property which is neither an asset dealt with in paragraphs 3 to **Error! Reference source not found.** (inclusive) below shall be valued as set out below and the prices used shall (subject as set out below) be the most recent prices which it is practicable to obtain:
 - 2.1 units or shares in a collective investment scheme:
 - 2.1.1 if a single price for buying and selling units or shares is quoted, at that price; or
 - 2.1.2 if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial or preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - 2.1.3 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 or if the most recent price available does not reflect the ACD's best estimate of the value of the units or shares, at a value which, in the opinion of the ACD, is fair and reasonable;
 - 2.2 any other transferable security:
 - 2.2.1 if a single price for buying and selling the security is quoted, at that price; or
 - 2.2.2 if separate buying and selling prices are quoted, at the average of the two prices; or
 - 2.2.3 if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists or if the most recent price available does not reflect the ACD's best estimate of the value of the security, at a value which, in the opinion of the ACD, is fair and reasonable;
 - 2.3 property other than that described in sub-paragraphs 2.1 and 2.2 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 deposit and margin accounts and in other time-related deposits shall be valued at their nominal values;

- 3.1 approved money market instruments which have a residual maturity of less than three months and have no specific sensitivity to market parameters, including credit risk, shall be valued on an amortised cost basis;
4. exchange-traded derivative contracts:
 - 4.1 if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or
 - 4.2 if separate buying and selling prices are quoted, at the average of the two prices; or
 - 4.3 if, in the opinion of the ACD, the price does not reflect the ACD's best estimate of the value of that exchange-traded contract, at a value which, in the opinion of the ACD, is fair and reasonable and has been priced on the basis on which the ACD and the Depositary are agreed;
 - 4.4 over-the-counter derivative contracts shall be valued on the basis of an up-to-date market valuation which the ACD and the Depositary have agreed is reliable or if this is not available, on the basis of a pricing model which the ACD and the Depositary have agreed;
5. 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 paragraph 7 below, agreements for the unconditional sale or purchase of property (excluding futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options) 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 they are 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. all agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property;
8. deduct an estimated amount for anticipated tax liabilities (on unrealised gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) at that point in time including (as applicable and without limitation) any liability for capital gains tax, income tax, corporation tax, value added tax, stamp duty and stamp duty reserve tax;
9. deduct an estimated amount for any liabilities payable out of the scheme property and any tax thereon, for this purpose treating periodic items as accruing from day to day;
10. deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings;
11. add an estimated amount for accrued claims for tax of whatever nature which may be recoverable;

12. add any other credits or amounts due to be paid into the scheme property;
13. add a sum representing any interest or any income accrued due or deemed to have accrued but not received and any stamp duty reserve tax provision anticipated to be received;
14. currencies or values in currencies other than base currency of the Company or (as the case may be) the designated currency of a sub-fund 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.

Proportionate Interests

1. If there is more than one Class in issue in respect of a Fund, the proportionate interests of each Class in the assets and income of the Fund shall be ascertained as follows:
 - 1.1 A notional account will be maintained for each Class. Each account will be referred to as a "**Proportion Account**".
 - 1.2 The word "proportion" in the following paragraphs 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".
 - 1.3 There will be credited to a Proportion Account:
 - the subscription money (excluding any initial or preliminary charges or dilution adjustment) for the issue of Shares of the relevant Class;
 - that Class's proportion of any dilution adjustment or SDRT provision paid in respect of the issue, sale and/or redemption of shares in the sub-fund;
 - that Class's proportion of the amount by which the Net Asset Value of the Fund exceeds the total subscription money for all Shares in the Fund;
 - the Class's proportion of the Fund's income received and receivable; and
 - any notional tax benefit under paragraph (v) below.
 - 1.4 There will be debited to a Proportion Account:
 - the redemption payment (including any exit or redemption charges payable to the ACD but excluding any SDRT provision) for the cancellation of Shares of the relevant Class;
 - the Class's proportion of the amount by which the Net Asset Value 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 proportion 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).

- 1.5 Any tax liability in respect of the Fund and any tax benefit received or receivable in respect of the Fund will be allocated between Classes in order to achieve, so far as possible, the same result as would have been achieved if each Class were itself a Fund so as not materially to prejudice any Class. The allocation will be carried out by the ACD after consultation with the Company's auditors.
- 1.6 Where a Class is denominated in a currency which is not the base currency of the Company, the balance on the Proportion Account shall be converted into the base currency of the Company 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.
- 1.7 The Proportion Accounts are notional accounts maintained for the purpose of calculating proportions. They do not represent debts from the Company to Shareholders or the other way round.
2. 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.
3. When Shares are issued thereafter each such Share shall represent the same proportionate interest in the property of the relevant Fund as each other Share of the same category and Class then in issue in respect of that Fund.
4. The Company shall allocate the amount available for income allocation (calculated in accordance with COLL) between the Shares in issue relating to the relevant Fund according to the respective proportionate interests in the property of the Fund represented by the Shares at the Valuation Point in question.
5. The Company may adopt a different method of calculating the proportionate interests of each Class in the assets and income of a Fund from that set out in this part of Appendix C provided that the Directors are satisfied that such method is fair to Shareholders and that it is reasonable to adopt such method in the given circumstances.
6. For Shares of each Class a smaller denomination share of that Class shall represent such proportion of a larger denomination share of that Class for the purposes of calculating the proportionate interests of such Shares in the assets and income of a Fund as the proportion which a smaller denomination share bears to a larger denomination share in accordance with this Prospectus and the Instrument of Incorporation.

Appendix D

Fund Details

Name:	WS EkinsGuinness Dynamic Growth Fund ⁴
FCA Product Reference Number (“PRN”):	780428
Investment Objective:	The Fund aims to provide capital growth and income over the long-term (periods of 5 years or more).
Investment Policy:	<p>The Investment Adviser uses a global quantitative investment methodology to invest dynamically across a range of asset classes including equities, bonds (which may include fixed and floating interest rate sovereign and corporate bonds), commodities, cash and near cash. More information on this methodology is set out under “Fund Characteristics” below.</p> <p>The allocations within the Fund to different asset classes and also the selection of sectors and regions within the equity allocation are actively managed. The investment strategy is flexible and dynamic to adapt to changing market conditions, enabling the Investment Adviser to select those asset classes that are deemed to be attractive according to the global quantitative investment methodology. At any particular time the portfolio may have between 0 and 100% exposure to any asset class.</p> <p>The Fund’s portfolio will typically be diversified across geographies (including Emerging Markets) and sectors. Under normal market conditions, exposure to the underlying asset classes will be indirect through Exchange Traded Funds (ETFs) and other eligible collective investment schemes (such as unit trusts and OEICs), which may employ active or passive strategies, investment companies and Exchange Traded Commodities (ETCs).</p> <p>The Fund may also invest directly in equities or bonds, money market instruments, cash, near cash and deposits where the Investment Adviser considers such direct investment to be in the interests of investors. For example, the Investment Adviser may consider direct investment provides a more efficient or cost-effective exposure to particular sectors or geographies than an indirect exposure.</p> <p>The Investment Adviser may adopt an active currency overlay using derivatives including currency forwards with the intention of reducing currency risk and/or enhancing returns. Derivatives may also be used for the purpose of meeting the Fund’s investment objectives and for Efficient Portfolio Management (including hedging). The overall exposure to the Fund through the use of derivatives is intended to be limited.</p>
Fund Characteristics:	As set out in the investment policy, the Investment Adviser employs a proprietary global quantitative investment methodology in their management of the Fund. This methodology is predicated on two investment strategies: Value and Momentum. Momentum strategies seek to follow

	<p>market trends and Value strategies seek assets/sectors which are undervalued and determine the potential over the medium/long-term. Both of these strategies have merits on their own but the manager believes that investment decisions taken based on the combination of these strategies is likely to be more successful in terms of providing diversification and returns.</p> <p>Global sector indices are used in the calculation of the Value and Momentum measurements, including MSCI global sector ESG indices. This may mean that from time to time and at any time, where the primary characteristics of Value and Momentum are satisfied, ETFs and other collective investment vehicles which are ESG screened may form part of the portfolio.</p>
Use of Derivatives, impact on risk profile and volatility:	<p>The WS EkinsGuinness Dynamic Growth Fund may use derivatives including forward transactions from time to time for the purposes of meeting its investment objectives and Efficient Portfolio Management (including hedging). Where derivatives are used for hedging purposes it is anticipated this would result in a reduction in the risk profile or volatility of the Fund. Where derivatives are used to enhance the return of the Fund in accordance with the Fund's objective, such as in the active currency overlay or when using derivatives to give the Fund active market exposure, it is not intended that the use of derivatives will change the risk profile of the Fund.</p>
Investment in other Collective Investment Schemes⁵:	<p>The Fund may be fully invested in shares of other collective investment schemes.</p>
Government and Public Securities	<p>More than 35% of the Scheme Property may be invested in government and public securities issued or guaranteed by the Government of the United Kingdom (including the Scottish Administration, the Executive Committee of the Northern Ireland Assembly or the National Assembly of Wales), the Governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, The Netherlands, Portugal, Spain and Sweden and the Governments of Australia, Canada, Japan, New Zealand, Switzerland or the United States of America.</p>
ISA/JISA:	<p>It is intended that the Fund will be managed so as to ensure that Shares in the Fund constitute qualifying investments for the purposes of the HM Revenue & Customs regulations governing Individual and Junior Savings Accounts as they apply from time to time.</p>
Comparator Benchmarks:	<p>UK Consumer Price Index (CPI) IA Flexible Investment Sector</p> <p>Shareholders may wish to compare the performance of the Fund against the UK Consumer Price Index ("CPI"). The CPI is a measure of UK inflation, and so is considered an appropriate measure of what constitutes a return in real terms.</p> <p>Shareholders may also wish to compare the Fund's performance against other funds within the IA Flexible</p>

⁵ The maximum level of management fees which may be charged by another collective investment scheme in which the Fund invests is 3%

	Investment Sector as that will give investors an indication of how the Fund is performing compared with others investing in a similar but not identical investment universe. As the Fund adopts a flexible asset allocation, it is considered that the Investment Association's Flexible Sector is an appropriate comparator.	
Share Classes available as at the date of this Prospectus:	<p>Class B accumulation shares GBP Class B income shares GBP Class Z accumulation shares GBP* Class Z income shares GBP*</p> <p>Unless otherwise stated all shares will be gross paying (in other words there will be no withholding of any UK tax).</p> <p>*This class has the feature of being limited issue; the ACD will cease issuing Shares to new investors once the issue of one more Share would cause the total value of Shares in issue in Class Z (both accumulation and income in aggregate) to exceed £100 million ("the Issue Limit").</p>	
Minimum Initial Investment:	Class B shares GBP Class Z shares GBP	£5,000 £200,000
Minimum Subsequent Investment:	Class B shares GBP Class Z shares GBP	£1,000 £1,000
Minimum Holding:	Class B shares GBP Class Z shares GBP	£5,000 £150,000
<i>The ACD may waive the minimum levels at its discretion.</i>		
Preliminary Charge:	Class B shares GBP Class Z shares GBP	Nil Nil
Periodic Charge:	Class B shares GBP Class Z shares GBP	0.70% 0.45%
Charges taken from income:	Yes	
Annual Accounting Period:	31 May	
Interim Accounting Period(s):	30 November	
Income Allocation Dates:	1 June and 1 December *Note: these are the cut-off dates for income accrued during the relevant accounting period.	
Income Distribution Dates:	31 July and 31 January* *Note: these are the dates on which income in respect of an accounting period is paid out (for income shares) or accumulated (for accumulation shares)	
Additional power re government & public securities:	Not Applicable	
Historic performance:	Past performance information is set out in Appendix F.	
Profile of typical investor:	The Fund is designed for investors who plan to hold their investment for the long term (5 years or more). Potential investors should fully understand the additional risks associated with the asset classes in which the Fund can invest and the policy of varying the exposure to these asset classes dynamically and be able to take a long term view	

	of any investment in the Fund.
Identified Target Market	<p>The following section sets out the type of clients for whose needs, characteristics and objectives the Fund is compatible.</p> <p>Type of client: Given the nature of the Fund (a non-complex UCITS fund) the Fund is targeted towards retail clients, professional clients and eligible counterparties.</p> <p>Knowledge and experience of client: the Fund is compatible with those clients who have basic investment knowledge and experience, including knowledge of collective investment schemes and the asset classes in which the Fund may invest.</p> <p>Financial situation of client with a focus on the ability to bear losses: As the value of the Fund can go down as well as up, the fund is compatible for investors that can bear capital losses of up to the amount invested. However, the nature of the Fund means that there would be no loss beyond the amount of capital invested.</p> <p>Objectives and needs of client: Those clients who seek capital growth and income over the long term (5 years or more).</p> <p>Clients who should not invest in the Fund (negative target market): This product is deemed incompatible for investors who are:</p> <ul style="list-style-type: none"> (i) seeking full or partial capital protection (ii) fully risk averse and have no or low tolerance for risk <p>Distribution channels: The Fund is eligible for all distribution channels (e.g. execution only, non-advised sales, advised sales and portfolio management).</p>

Name:	WS EkinsGuinness Global Sector Rotation Fund⁶
FCA Product Reference Number (“PRN”):	985649
Investment Objective:	The Fund aims to provide capital growth over the long term (periods of 5 years or more).
Investment Policy:	<p>The Investment Adviser uses a global quantitative investment methodology to invest in equity sectors and regions.</p> <p>The selection of sectors and regions is actively managed. The investment strategy is flexible and dynamic to adapt to changing market conditions, enabling the Investment Adviser to rotate across different sectors and different regions that are deemed to be attractive according to the global quantitative investment methodology. More information on this methodology is set out under “Fund Characteristics” below.</p> <p>The Fund’s portfolio will typically be diversified across geographies (including Emerging Markets) and sectors. Under normal market conditions, at least 80% of the Fund will be indirectly exposed to equity securities of companies listed anywhere in the world, through Exchange Traded Funds (ETFs) and other eligible collective investment schemes (such as unit trusts and OEICs), which may employ active or passive strategies, and investment companies.</p> <p>The Fund may also invest directly in equities, money market instruments, cash, near cash and deposits where the Investment Adviser considers such direct investment to be in the interests of investors. For example, the Investment Adviser may consider direct investment provides a more efficient or cost-effective exposure to particular sectors or geographies than an indirect exposure.</p> <p>The Investment Adviser may adopt an active currency overlay using derivatives including currency forwards with the intention of reducing currency risk and/or enhancing returns. Derivatives may also be used for the purpose of meeting the Fund’s investment objectives and for Efficient Portfolio Management (including hedging). The overall exposure to the Fund through the use of derivatives is intended to be limited.</p>
Fund Characteristics:	<p>As set out in the investment policy, the Investment Adviser employs a proprietary global quantitative investment methodology in their management of the Fund. This methodology is predicated on two investment strategies: Value and Momentum. Momentum strategies seek to follow market trends and Value strategies seek assets/sectors which are undervalued and determine the potential over the medium/long-term. Both of these strategies have merits on their own but the manager believes that investment decisions taken based on the combination of these strategies is likely to be more successful in terms of providing diversification and returns.</p> <p>Global sector indices are used in the calculation of the Value and Momentum measurements, including MSCI global sector ESG indices. This may mean that from time to time</p>

	and at any time, where the primary characteristics of Value and Momentum are satisfied, ETFs and other collective investment vehicles which are ESG screened may form part of the portfolio.	
Use of Derivatives, impact on risk profile and volatility:	The WS EkinsGuinness Global Sector Rotation Fund may use derivatives including forward transactions from time to time for the purposes of meeting its investment objectives and Efficient Portfolio Management (including hedging). Where derivatives are used for hedging purposes it is anticipated this would result in a reduction in the risk profile or volatility of the Fund. Where derivatives are used to enhance the return of the Fund in accordance with the Fund's objective, such as in the active currency overlay or when using derivatives to give the Fund active market exposure, it is not intended that the use of derivatives will change the risk profile of the Fund.	
Investment in other Collective Investment Schemes⁷:	The Fund may be fully invested in shares of other collective investment schemes	
ISA/JISA:	It is intended that the Fund will be managed so as to ensure that Shares in the Fund constitute qualifying investments for the purposes of the HM Revenue & Customs regulations governing Individual and Junior Savings Accounts as they apply from time to time.	
Comparator Benchmarks:	MSCI World Index Shareholders may wish to compare the performance of the Fund against the MSCI World Index (the "Index"). The Index is MSCI's flagship global equity index which is designed to represent large and mid-cap equity performance across all 23 developed markets countries. It covers approximately 85% of the free float-adjusted market capitalization in each country. On this basis the Index is considered an appropriate performance comparator for the Fund.	
Share Classes available as at the date of this Prospectus:	Class B accumulation shares GBP Class B income shares GBP Class Z accumulation shares GBP* Class Z income shares GBP* Unless otherwise stated all shares will be gross paying (in other words there will be no withholding of any UK tax). *This class has the feature of being limited issue; the ACD will cease issuing Shares to new investors once the issue of one more Share would cause the total value of Shares in issue in Class Z (both accumulation and income in aggregate) to exceed £100 million ("the Issue Limit").	
Minimum Initial Investment:	Class B shares GBP	£5,000
	Class Z shares GBP	£200,000
Minimum Subsequent Investment:	Class B shares GBP	£1,000
	Class Z shares GBP	£1,000
Minimum Holding:	Class B shares GBP	£5,000

⁷ The maximum level of management fees which may be charged by another collective investment scheme in which the Fund invests is 3%

	Class Z shares GBP	£150,000
<i>The ACD may waive the minimum levels at its discretion.</i>		
Preliminary Charge:	Class B shares GBP	Nil
	Class Z shares GBP	Nil
Periodic Charge:	Class B shares GBP	0.70%
	Class Z shares GBP	0.45%
Charges taken from income:	Yes	
Annual Accounting Period:	31 May	
Interim Accounting Period(s):	30 November	
Income Allocation Dates:	1 June and 1 December *Note: these are the cut-off dates for income accrued during the relevant accounting period.	
Income Distribution Dates:	31 July and 31 January* *Note: these are the dates on which income in respect of an accounting period is paid out (for income shares) or accumulated (for accumulation shares)	
Additional power re government & public securities:	Not Applicable	
Historic performance:	Past performance information is set out in Appendix F.	
Profile of typical investor:	The Fund is designed for investors who plan to hold their investment for the long term (5 years or more). Potential investors should fully understand the additional risks associated with the asset classes in which the Fund can invest and the policy of varying the exposure to these asset classes dynamically and be able to take a long term view of any investment in the Fund.	

Identified Target Market

The following section sets out the type of clients for whose needs, characteristics and objectives the Fund is compatible.

Type of client: Given the nature of the Fund (a non-complex UCITS fund) the Fund is targeted towards retail clients, professional clients and eligible counterparties.

Knowledge and experience of client: the Fund is compatible with those clients who have basic investment knowledge and experience, including knowledge of collective investment schemes and the asset classes in which the Fund may invest.

Financial situation of client with a focus on the ability to bear losses: As the value of the Fund can go down as well as up, the fund is compatible for investors that can bear capital losses of up to the amount invested. However, the nature of the Fund means that there would be no loss beyond the amount of capital invested.

Objectives and needs of client: Those clients who seek capital growth over the long term (5 years or more).

Clients who should not invest in the Fund (negative target market): This product is deemed incompatible for investors who are:

- (i) seeking full or partial capital protection
- (ii) fully risk averse and have no or low tolerance for risk

Distribution channels: The Fund is eligible for all distribution channels (e.g. execution only, non-advised sales, advised sales and portfolio management).

Name:	WS EkinsGuinness Global Thematics Fund	
FCA Product Reference Number ("PRN"):	1035685	
Investment Objective:	The Fund aims to achieve capital growth and income over the long term (periods of 5 years or more).	
Investment Policy:	<p>The Fund seeks to achieve its objective by investing at least 70% in equities across global markets (including in emerging markets). As part of the equity exposure, the Fund may invest in Real Estate Investment Trusts (REITs).</p> <p>The Fund may also invest in fixed income securities (both government and public securities and corporate bonds) money market instruments, warrants, deposits, cash and near cash.</p> <p>Up to 10% of the Fund's value may be invested in collective investment schemes (which may include those managed and/or operated by the ACD and which will provide exposure to various asset classes including equities and fixed income).</p> <p>The Fund is actively managed.</p> <p>The Fund takes a thematic approach to investment in equities, by identifying sectors demonstrating growing demand (themes). Using its own research and judgement, the Investment Adviser will analyse whether such increased demand is as a result of company specific issues or thematic rises in economic activity. The Investment Adviser will invest in the leading, established or proven companies which will benefit from any identified theme (for example, consumer goods, digitalisation, healthcare, tourism). The Fund does not have any particular geographic industry or economic sector focus and as such weightings in these may vary as required.</p>	
Use of Derivatives, impact on risk profile and volatility:	The WS EkinsGuinness Global Thematics Fund may use derivatives including forward transactions from time to time for the purposes of Efficient Portfolio Management (including hedging). It is not intended that the use of derivatives for EPM purposes will change the risk profile of the Fund.	
Investment in other Collective Investment Schemes:	Not more than 10% of the value of the Fund may be invested in units of other collective investment schemes.	
ISA/JISA:	It is intended that the Fund will be managed so as to ensure that Shares in the Fund constitute qualifying investments for the purposes of the HM Revenue & Customs regulations governing Individual and Junior Savings Accounts as they apply from time to time.	
Comparator Benchmarks:	Shareholders may wish to compare the performance of the Fund against the performance of the IA Global Sector, which serves as a method of comparing the Fund's performance with other funds which have broadly similar characteristics.	
Share Classes available as at the date of this Prospectus:	<p>Class F accumulation shares GBP</p> <p>Class F income shares GBP</p> <p>Unless otherwise stated all shares will be gross paying (in other words there will be no withholding of any UK tax).</p>	
Minimum Initial Investment:	Class F shares GBP	£1,000
Minimum Subsequent Investment:	Class F shares GBP	£100
Minimum Holding:	Class F shares GBP	£1,000

<i>The ACD may waive the minimum levels at its discretion.</i>		
Preliminary Charge:	Nil	
Periodic Charge:	Class F shares GBP	0.93%
Charges taken from income:	No. Deducting charges from capital may erode or constrain capital growth.	
Annual Accounting Period:	31 May	
Interim Accounting Period(s):	30 November	
Income Allocation Dates:	1 June and 1 December* *Note: these are the cut-off dates for income accrued during the relevant accounting period.	
Income Distribution Dates:	31 July and 31 January* *Note: these are the dates on which income in respect of an accounting period is paid out (for income shares) or accumulated (for accumulation shares)	
Additional power re government & public securities:	Not Applicable	
Historic performance:	Past performance information is set out in Appendix F.	
Profile of typical investor:	The Fund is designed for investors who plan to hold their investment for the long term who wish to gain access to a portfolio managed in accordance with the specific investment objective and policy of the Fund.	
Identified Target Market	<p>The following section sets out the type of clients for whose needs, characteristic and objective the Fund is compatible.</p> <p>Type of client: Given the nature of the Fund (a non-complex UCITS) the Fund is targeted towards retail clients, professional clients and eligible counterparties.</p> <p>Knowledge and experience of client: the Fund is compatible with those clients who have basic knowledge and experience of collective investment schemes and the asset classes in which the Fund may invest.</p> <p>Financial situation of client with a focus on the ability to bear losses: As the value of the Fund can go down as well as up, the Fund is compatible for investors that can bear capital losses of up to the amount invested. However, the nature of the Fund means that there would be no loss beyond the amount of capital invested.</p> <p>Objectives and needs of client: Those clients who seek capital growth and income over the long term (5 years or more).</p> <p>Clients who should not invest in the Fund (negative target market): This product is deemed incompatible for investors who:</p> <ul style="list-style-type: none"> (i) are looking for full capital protection or full repayment of the amount invested and clients who want a guaranteed return (whether income or capital) (ii) are fully risk averse/have no risk tolerance (iii) need a fully guaranteed income or fully predictable return profile 	

	Distribution channels: The Fund is eligible for all distribution channels (e.g. execution only, non-advised sales, advised sales and portfolio management).
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Appendix E

LIST OF AUTHORISED COLLECTIVE INVESTMENT SCHEMES OPERATED BY THE ACD

The ACD acts as Authorised Corporate Director of the following Open-ended Investment Companies:
Aptus Investment Fund
Asperior Investment Funds
DMS Investment Funds ICVC II
Heriot Investment Funds
Ocean Investment Fund
P E Managed Fund
Packel Global Fund
Purisima Investment Funds
The Abbotsford Fund
The Arbor Fund
The Broden Fund
The Chapel Funds ICVC
The Circus Fund
The Davids Fund
The Navajo Fund
The New Floco Fund
The New Grande Motte Fund
The New Jaguar Fund
The OHP Fund
The Sandwood Fund ICVC
The WS Waverton Managed Investment Fund
Trojan Investment Funds
Windrush Fund
WS Aegon Investments ICVC I
WS Aegon Investments ICVC II
WS Amati Investment Funds
WS AVI Worldwide Opportunities Fund
WS Bellevue Funds (UK) OEIC
WS Bentley Investment Funds
WS Blue Whale Investment Funds
WS Boyer Global Fund
WS Canada Life Investments Fund
WS Canada Life Investments Fund II
WS Cautela Fund
WS Doherty Funds
WS EkinsGuinness Funds
WS Fulcrum LTAF
WS General Global Investment Funds

WS Gresham House Equity Funds
WS Gresham House UK Micro Cap Fund
WS Guinness Investment Funds
WS Havelock London Investment Funds
WS IM Investment Funds
WS Investment Funds ICVC VI
WS KH Invicta Fund
WS Kleinwort Hambros Growth Fund
WS Kleinwort Hambros Multi Asset Funds Umbrella
WS Lancaster Fund
WS Lightman Investment Funds
WS Lindsell Train North American Equity Fund
WS Lindsell Train UK Equity Fund
WS Lyrical Value Funds (UK) ICVC
WS Macquarie Investment Funds
WS Montanaro Funds
WS Morant Wright Japan Fund
WS Morant Wright Nippon Yield Fund
WS Multi Asset Funds
WS Opie Street ICVC
WS Prudential Investment Funds (1)
WS Raynar Portfolio Management Funds
WS Resilient Investment Funds
WS Robin Fund
WS Ruffer Investment Funds
WS Ruffer Managed Funds
WS Sequel Investment Funds ICVC II
WS Verbatim Funds
WS Verbatim Multi-Index Funds
WS Waverton Investment Funds
WS Whitman OEIC
WS Zennor Investment Funds
The ACD acts as Manager of the following Authorised Unit Trusts:
WS Catalyst Trust
WS Adam Worldwide Fund
WS Guinness Global Energy Fund
WS Greenmount Fund
WS KH Ramogan Trust
WS New Villture Fund
WS Prudential Pacific Markets Trust
WS Stakeholder Pension Scheme
WS Stewart Ivory Investment Markets Fund
WS T. Bailey Global Thematic Equity Fund

WS T. Bailey Multi-Asset Dynamic Fund
WS T. Bailey Multi-Asset Growth Fund
WS T. Bailey UK Responsibly Invested Equity Fund
WS Waverton Charity Fund
The ACD acts as Manager of the following Authorised Contractual Schemes:
The WS ACCESS Pool Authorised Contractual Scheme
WS Canada Life Investments Authorised Contractual Scheme
WS Robeco ACS Umbrella Fund
WS Wales Pension Partnership (Wales PP) Asset Pooling ACS Umbrella

Appendix F

Historic Performance

This performance information is net of tax and charges with the exception of any preliminary charge that may be paid on the purchase of an investment. All data is percentage performance (total return, bid to bid, UK tax net, i.e. excluding initial charges), and is based on Morningstar data.

NOTE: Past performance is not a reliable indicator of future results.

WS EkinsGuinness Dynamic Growth Fund (Fund launch date 12 June 2017)

	WS EkinsGuinness Dynamic Growth Fund B Acc	Comparator Benchmark	
		UK Consumer Prices Index	IA Flexible Investment Sector
Year	%	%	%
2024	17.73%	2.54%	9.14%
2023	4.78%	3.96%	7.30%
2022	(6.65%)	10.53%	(9.13%)
2021	14.14%	5.39%	11.38%
2020	6.95%	0.59%	7.01%
2019	11.90%	1.30%	15.64%
2018	(6.01%)	2.10%	(6.64)

WS EkinsGuinness Global Sector Rotation Fund (Fund launch date 7 November 2022)

	WS EkinsGuinness Global Sector Rotation Fund B Acc	Comparator Benchmark
		MSCI World Index
Year	%	%
2024	18.53%	20.79%
2023	11.45%	16.81%
2022	N/A	(7.83%)
2021	N/A	22.94%
2020	N/A	12.32%
2019	N/A	22.74%

WS EkinsGuinness Global Thematics Fund

This Fund launched on 20 June 2025 and accordingly has no 12-months historic performance record.

Appendix G

List of Sub-Custodians

The Global Sub-Custodians may delegate the custody of assets to the following Sub-Custodians:

Country/Market	Sub-Custodian	Address
Argentina	The Branch of Citibank, N.A. in the Republic of, Argentina	Ciudad de Buenos Aires
Australia	Citigroup Pty Limited	Melbourne
Australia	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Austria	UniCredit Bank Austria AG	Vienna
Bahrain	HSBC Bank Middle East Limited	Kingdom of Bahrain
Bangladesh	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Belgium	The Bank of New York Mellon SA/NV	Brussels
Bermuda	HSBC Bank Bermuda Limited	Hamilton
Botswana	Stanbic Bank Botswana Limited	Gaborone
Brazil	Citibank N.A., Brazil	Sao Paulo
Brazil	Banco Santander (Brasil) S.A.	Sao Paulo
Bulgaria	Citibank Europe plc, Bulgaria Branch	Sofia
Canada	CIBC Mellon Trust Company (CIBC Mellon)	Toronto
Cayman Islands	The Bank of New York Mellon	New York
Channel Islands	The Bank of New York Mellon	New York
Chile	Banco Santander Chile	Santiago
China	HSBC Bank (China) Company Limited	Shanghai
China	Bank of China Limited	Beijing
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria	Bogota
Costa Rica	Banco Nacional de Costa Rica	San José
Croatia	Privredna banka Zagreb d.d.	Zagreb
Cyprus	Citibank Europe Plc, Greece Branch	Athens
Czech Republic	Citibank Europe plc, organizacni slozka	Prague
Denmark	Skandinaviska Enskilda Banken AB (Publ)	Stockholm
Denmark	The Bank of New York Mellon SA/NV	Brussels
Egypt	HSBC Bank Egypt S.A.E.	Cairo
Estonia	SEB Pank AS	Tallinn
Estonia	The Bank of New York Mellon SA/NV, Asset Servicing,	Frankfurt

	Niederlassung Frankfurt am Main	
Euromarket	Clearstream Banking S.A.	Luxembourg
Euromarket	Euroclear Bank SA/NV	Brussels
Finland	Skandinaviska Enskilda Banken AB (Publ)	Stockholm
France	BNP Paribas SA	Paris
France	The Bank of New York Mellon SA/NV	Brussels
Germany	The Bank of New York Mellon SA/NV	Frankfurt
Ghana	Stanbic Bank Ghana Limited	Accra
Greece	Citibank Europe Plc, Greece Branch	Athens
Hong Kong	Citibank N.A. Hong Kong	Hong Kong
Hong Kong	Deutsche Bank AG	Hong Kong
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Hungary	Citibank Europe plc. Hungarian Branch Office	Budapest
Iceland	Landsbankinn hf.	Reykjavik
India	Standard Chartered Bank, India Branch	Mumbai
India	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Indonesia	Standard Chartered Bank, Indonesia Branch (SCB)	Jakarta
Ireland	The Bank of New York Mellon	New York
Israel	Bank Hapoalim B.M.	Tel Aviv
Italy	The Bank of New York Mellon SA/NV	Brussels
Japan	Mizuho Bank, Ltd.	Tokyo
Japan	MUFG Bank, Ltd.	Tokyo
Jordan	Bank of Jordan	Amman
Kazakhstan	Citibank Kazakhstan Joint-Stock Company	Almaty
Kenya	Stanbic Bank Kenya Limited	Nairobi
Kuwait	HSBC Bank Middle East Limited, Kuwait	Safat
Latvia	AS SEB banka	Kekavas novads
Latvia	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Frankfurt
Lithuania	AB SEB bankas	Vilnius
Lithuania	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Frankfurt
Luxembourg	Euroclear Bank SA/NV	Brussels
Malawi	Standard Bank PLC	Lilongwe
Malaysia	Standard Chartered Bank Malaysia Berhad (SCB)	Kuala Lumpur
Malta	The Bank of New York Mellon SA/NV, Asset Servicing,	Frankfurt

	Niederlassung Frankfurt am Main	
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	Ebene
Mexico	Banco Citi México, S.A. Institución de Banca Múltiple, Grupo Financiero Citi México	Ciudad de Mexico
Mexico	Banco S3 CACEIS Mexico, S.A., Institución de Banca Multiple	Ciudad de Mexico
Morocco	Citibank Maghreb S.A.	Casablanca
Namibia	Standard Bank Namibia Limited	Kleine Kuppe, Windhoek
Netherlands	The Bank of New York Mellon SA/NV	Brussels
New Zealand	The Hongkong and Shanghai Banking Corporation Limited	Auckland
Nigeria	Stanbic IBTC Bank Plc.	Lagos
Norway	Skandinaviska Enskilda Banken AB (Publ)	Stockholm
Oman	Standard Chartered Bank Oman branch	Ruwi
Pakistan	Deutsche Bank AG	Karachi
Panama	Citibank N.A., Panama Branch	Panama City
Peru	Citibank del Peru S.A.	Lima
Philippines	Standard Chartered Bank, Philippines Branch	Makati City
Poland	Bank Polska Kasa Opieki S.A.	Warszawa
Portugal	Citibank Europe Plc	Dublin
Qatar	Qatar National Bank	Doha
Qatar	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Romania	Citibank Europe plc Dublin, Romania Branch	Bucharest
Russia	AO Citibank	Moscow
Russia	PJSC ROSBANK	Moscow
Saudi Arabia	HSBC Saudi Arabia	Riyadh
Serbia	UniCredit Bank Serbia JSC	Belgrade
Singapore	DBS Bank Ltd	Singapore
Singapore	Standard Chartered Bank (Singapore) Limited	Singapore
Slovak Republic	Citibank Europe plc, pobočka zahraničnej banky	Bratislava
Slovenia	UniCredit Banka Slovenija d.d.	Ljubljana
South Africa	Standard Chartered Bank, Johannesburg Branch	Sandton
South Africa	The Standard Bank of South Africa Limited	Johannesburg
South Korea	Standard Chartered Bank Korea Limited (SCB)	Seoul
South Korea	The Hongkong and Shanghai Banking Corporation Limited, Seoul Branch	Seoul
Spain	Banco Bilbao Vizcaya Argentaria, S.A.	Bilbao
Spain	CACEIS Bank Spain, S.A.U.	Madrid

Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited	Hong Kong
Sweden	Skandinaviska Enskilda Banken AB (Publ)	Stockholm
Switzerland	BNP Paribas	Zurich
Taiwan	HSBC Bank (Taiwan) Limited	Taipei City
Tanzania	Stanbic Bank Tanzania Limited	Dar es Salaam
Thailand	The Hongkong and Shanghai Banking Corporation Limited	Bangkok
Tunisia	Union Internationale de Banques	Tunis
Turkey	Deutsche Bank A.S.	Istanbul
U.A.E.	HSBC Bank Middle East Limited (HBME)	Dubai
U.K.	The Bank of New York Mellon	New York
U.S.A.	The Bank of New York Mellon	New York
U.S.A. Precious Metals	HSBC Bank, USA, N.A.	New York
Uganda	Stanbic Bank Uganda Limited	Kampala
Ukraine	JSC "Citibank" Full name Joint Stock Company "Citibank"	Kiev
Uruguay	Banco Itaú Uruguay S.A.	Montevideo
Vietnam	HSBC Bank (Vietnam) Ltd	Ho Chi Minh City
WAEMU	Société Générale Côte d'Ivoire	Abidjan
Zambia	Stanbic Bank Zambia Limited	Lusaka
Zimbabwe	Stanbic Bank Zimbabwe Limited	Harare

Note: Benin, Burkina-Faso, Guinea Bissau, Ivory Coast, Mali, Niger, Senegal and Togo are members of the West African Economic and Monetary Union (WAEMU).