

# **EF 8AM Investment Funds**

## **Prospectus**

Prepared in accordance with the Collective Investment Schemes Sourcebook  
Dated and valid as at 30<sup>th</sup> December 2025

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**Authorised Corporate Director**  
WAY Fund Managers Limited  
Cedar House  
3 Cedar Park  
Cobham Road  
Wimborne  
Dorset  
BH21 7SB  
(authorised and regulated by the Financial Conduct Authority)

**Head Offices of the Investment Advisers**  
8AM Global Limited  
1-5 Stud Offices  
Redenham Park  
Andover  
Hampshire  
SP11 9AQ  
(authorised and regulated by the Financial Conduct Authority)

WM Capital Management Ltd.  
Fairway, Well Lane,  
Danbury,  
Chelmsford,  
Essex,  
CM3 4AB  
(authorised and regulated by the Financial Conduct Authority)

**Registered and Head Office of the Company**  
C/O WAY Fund Managers Limited  
Cedar House  
3 Cedar Park  
Cobham Road  
Wimborne  
Dorset  
BH21 7SB

**Depositary**  
Registered Address:  
Northern Trust Investor Services Limited  
50 Bank Street  
Canary Wharf  
London  
E14 5NT  
(authorised and regulated by the Financial Conduct Authority)

**Auditor**  
PKF Littlejohn LLP  
15 Westferry Circus  
London  
E14 4HD

**Administrator (Fund Accountant)**  
Apex Fund & Corporate Services (UK) Limited  
4<sup>th</sup> Floor  
140 Aldersgate Street  
London  
EC1A 4HY

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## 1 INTERPRETATION

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

<b>"ACD"</b>	the Authorised Corporate Director holding office from time to time pursuant to FCA Regulations being WAY Fund Managers Limited at the date of this Prospectus;
<b>"Act"</b>	the Financial Services and Markets Act 2000 (as amended, restated, re-enacted or replaced from time to time);
<b>"AIFM Directive"</b>	the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2004/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010, as amended by the Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019 (SI 2019/328) to following the UK's withdrawal from the European Union;
<b>"Administrator"</b>	means Apex Fund & Corporate Services (UK) Limited, or such other person appointed from time to time to be the administrator of the Company;
<b>"Business Day"</b>	means any day on which the London Stock Exchange is open for business for the normal duration of its trading hours, excluding any day in respect of which the ACD has notified the Depositary that is not open for normal business or as otherwise agreed between the ACD and the Depositary;
<b>"Collective Investment Schemes Sourcebook" or "COLL"</b>	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act (as amended, replaced or restated from time to time);
<b>"Company"</b>	<b>EF 8AM Investment Funds;</b>
<b>"Conversion"</b>	The conversion of shares in one class in a Fund to shares of another Class in the same Fund and " <b>Convert</b> " shall be construed accordingly;
<b>"Depositary"</b>	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations, being Northern Trust Investor Services Limited as at the date of this Prospectus;
<b>"EUWA"</b>	As defined in the FCA Glossary;
<b>"FATCA"</b>	the provisions, enacted in the USA, commonly known as the Foreign Account Tax Compliance Act (as amended, consolidated or supplemented from time to time) including any regulations issued pursuant to it;
<b>"FCA"</b>	Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN and any predecessor or successor entity from time to time;
<b>"Funds or Fund"</b>	a sub-fund of the Company (being part of the property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective

	and policy applicable to such sub-fund;
<b>"FUND Sourcebook"</b>	the Investment Fund Sourcebook issued by the FCA as amended or replaced from time to time;
<b>"Instrument"</b>	means the instrument of incorporation constituting the Company, as amended from time to time;
<b>"Investment Adviser"</b>	means 8AM Global Limited appointed by the ACD as investment adviser to the Funds, with the exception of Elite Specialist Portfolio, where the investment adviser is WM Capital Management Limited;
<b>"ISA"</b>	an individual savings account under The Individual Savings Account Regulations 1998 (as amended);
<b>"Leverage"</b>	means any method by which the exposure of a Fund is increased, whether through borrowing of cash or transferrable securities or leverage embedded in derivative positions or by any other means;
<b>"Net Asset Value" or "NAV"</b>	the value of the scheme property of the Company or of any Fund (as the context may require) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument;
<b>"Non-UCITS Retail Scheme"</b>	means a type of collective investment scheme such as the Company which is authorised by the FCA and therefore meets the standards set by the FCA to enable the scheme to be marketed to the public within the UK but which does not comply with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive;
<b>"OEIC Regulations"</b>	Open-Ended Investment Companies Regulations 2001 (as amended from time to time);
<b>"Office Hours"</b>	from 9am to 5pm on any Business Day;
<b>"PRN"</b>	FCA Product Reference Number;
<b>"Professional Liability Risks"</b>	shall have the meaning given to it in IPRU (INV) 11.3.12 EU of the FCA Handbook;
<b>"Recognised scheme"</b>	means a collective investment scheme recognised for the purposes of sections 264, 270 or 272 of the Act;
<b>"Register"</b>	the register of shareholders of the Company;
<b>"Regulations"</b>	the OEIC Regulations, and the FCA Handbook (including the COLL Sourcebook and FUND Sourcebook, as relevant);
<b>"Specified US Person"</b>	a shareholder who falls within the definition of <b>"Specified U.S. Person"</b> for the purposes of FATCA;
<b>"Sterling"</b>	pounds sterling of the United Kingdom;
<b>"Switch"</b>	the exchange, where permissible, of Shares of one Fund for Shares of another Fund and <b>"Switching"</b> shall be considered accordingly;

**"UCITS Directive"** the European Parliament and Council Directive of 13<sup>th</sup> 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 from time to time) as it forms part of the laws of the member states of the United Kingdom by virtue of section 3 of the EUWA, and any statutory instruments that the UK government makes to amend deficiencies in retained European Union law by virtue of section 8 of the EUWA (as may be amended from time to time) (including, without limitation, the Collective Investment Schemes (Amendment etc.) (EU Exit) Regulations 2019 SI 2019/325 incorporating European directives or other European legislation relating to undertakings for collective investment in transferable securities into UK domestic law following the UK's withdrawal from the European Union);

**"VAT"** UK value added tax.

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

**THIS PROSPECTUS IS BASED ON INFORMATION, UK LAWS AND PRACTICE AS AT THE "VALID AT DATE" WHICH APPEARS ON THE FRONT COVER AND BELOW. THE COMPANY AND THE ACD CANNOT BE BOUND BY AN OUT OF DATE PROSPECTUS WHEN IT HAS ISSUED A NEW PROSPECTUS.**

**INVESTORS SHOULD CHECK WITH THE ACD THAT THIS IS THE LATEST VERSION OF THE PROSPECTUS AND THAT THERE HAVE BEEN NO REVISIONS OR UPDATES BEFORE DECIDING TO PURCHASE SHARES IN ANY FUND. PLEASE NOTE THAT NOTIFIABLE CHANGES WHICH ARE IN THE PROCESS OF BEING IMPLEMENTED OR WHICH HAVE ALREADY BEEN IMPLEMENTED MAY NOT BE DISCLOSED IN THE CURRENT PROSPECTUS.**

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

This Prospectus is intended for distribution in the United Kingdom. Its distribution may be restricted in other countries. It does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is unlawful or in which the person making such offer or solicitation is not qualified so to do, or to anyone to whom it is unlawful to make such an offer or solicitation. Intending investors should investigate and observe the legal requirements within their own countries for the acquisition of shares of the Company and any taxation or exchange control legislation affecting them personally, including the obtaining of any necessary governmental or other consents and the observation of any other formalities.

Distributors and other intermediaries which offer, recommend or sell shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such Distributors and other intermediaries must consider such information about the Funds and its share classes as is made available by the Authorised Corporate Director for the purposes of the UK's Product Governance regime including, without limitation, target market information. Distributors and intermediaries may obtain such information by e-mailing the ACD at [compliance@wayfunds.com](mailto:compliance@wayfunds.com) or by calling 01202 855856 (+44 (0)1202 855856 from outside of the UK).

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

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

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

### **International Tax Reporting**

In order to fulfil our legal obligations in accordance with the requirements of FATCA and other intergovernmental arrangements such as the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015,

the Company is required to obtain confirmation of the tax residency of Shareholders to comply with certain reporting requirements. We may ask for evidence of the tax identification number, and country and date of birth of individual Shareholders, or for the Global Intermediary Identification number (GIIN) of corporate Shareholders. If certain conditions apply, information about your shareholding may be passed to HM Revenue & Customs (“HMRC”) in order to be passed on to other tax authorities, where the UK has an agreement with that country. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

## **Information for US Persons**

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

A “US Person”, for the purposes of the above paragraph, is a person who is in either of the following two categories:

- (a) a person included in the definition of “US Person” under Rule 902 of Regulation S under the 1933 Act, or
- (b) a person excluded from the definition of a “Non-United States Person” as used in the US Commodity Futures Trading Commission (“CFTC”) Rule 4.7.

For the avoidance of doubt, a person is excluded from this definition of US Person only if he or it does not satisfy any of the definitions of “US Person” only if he or it does not satisfy any of the definitions of “US Person” in Rule 902 and qualifies as a “Non-United States Person” under CFTC Rule 4.7.

“US Person” under Rule 902 generally includes the following:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organisation or incorporated under the laws of the United States;
- (c) any estate which any executor or administrator is a US Person;
- (d) any trust of which any trustee is a US Person;
- (e) any agency or branch of a non-US entity located in the United States;
- (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person;
- (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the United States; and
- (h) any partnership or corporation if:
  - i. organised or incorporated under the laws of any non-US jurisdiction; and
  - ii. formed by a US Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised on incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the 1933 Act) who are not natural persons, estates or trusts.

## **Data Protection - How your personal data is used**

By completing and submitting an application to invest in any of the Funds that WAY Fund Managers Limited (“we”/“us”) operates, you will be giving your consent to the processing of your personal data (including any anti-money laundering verification check), by us for the administration of services in connection with your investment on a contractual basis. Additionally we may be requested to share your personal data with our regulator, the Financial Conduct Authority, or for wider compliance with any legal or regulatory obligation to which we might be subject.

If you have used an intermediary to submit the application we may also share information about your investment with them, to help them to continue to provide their services to you, unless you request us not to.

We may share your personal data with contracted third parties for the purposes mentioned above (however this does not entitle such third parties to send you marketing or promotional messages) and we do not envisage that this will involve your personal data being transferred outside of the UK or the European Economic Area.

We make every effort to maintain the registration of your holdings accurately. However, if you feel that we have incorrectly recorded any of your personal data, you may request its correction. You have the right to request copies of your personal data stored by us and can do so by using our contact details below.

Your data will be stored and processed securely for the period of your contract with us and for a minimum of seven years after our relationship ceases, for regulatory and legislation purposes only.

We are registered with the Information Commissioner’s Office as a Data Controller and Data Processor for this purpose. Further information on how we manage your personal data can be found within our **Privacy Notice** which can be found on our website [www.wayfunds.com](http://www.wayfunds.com).

Should you wish to make a complaint or request further information on how we collect and process your personal data please contact us at:

**Data Protection Office**, WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

Email: [DPO@wayfunds.com](mailto:DPO@wayfunds.com) Tel: 01202 855856 (+44 (0)1202 855856 from outside of the UK).

Alternatively, if you have any concerns or complaints as to how we have handled your personal data, you may lodge a complaint to the Information Commissioner’s Office through their website which can be found at <https://ico.org.uk/for-the-public/raising-concerns/>

**This Prospectus is dated and valid as at: 30<sup>th</sup> December 2025**

## 2 CONSTITUTION AND REGULATORY STATUS

### *General*

The Company is an investment company with variable capital incorporated under the OEIC Regulations. It is a Non-UCITS Retail Scheme as defined in COLL and also an umbrella company for the purposes of the OEIC Regulations. The Company is incorporated in England and Wales with registered number IC000549. The FCA product reference number for the Company is 467768. The head office of the Company is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

The base currency for the Company is pounds sterling. The maximum size of the Company's capital is £500,000,000 and the minimum size is £1,000,000.

The Company was authorised by an order made by the FCA with effect from 19 July 2007. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus.

### *Structure of the Company*

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

The Company currently has eight sub-funds as follows:

- EF 8AM Cautious Fund;
- EF 8AM Balanced Fund;
- EF 8AM Tactical Growth Portfolio;
- EF 8AM Income Portfolio (*As at the date of this Prospectus, the EF 8AM Income Portfolio has not been launched*);
- EF 8AM Focussed Fund;
- Elite Hasley Diversifier Portfolio (*As at the date of this Prospectus, Elite Hasley Diversifier Portfolio is in the process of termination and is, therefore, no longer available for investment*); and
- Elite Specialist Portfolio (*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is, therefore, no longer available for investment*).

The property attributable to each of the Funds is managed as if such fund belonged to the "Non-UCITS Retail Scheme" category as specified in Chapter 5 of COLL. Subject to the terms set out in this Prospectus, holders of shares in a Fund are entitled to receive the net income derived from the Fund and to redeem their shares at a price linked to the value of the property of the Fund. Shareholders do not have any proprietary interest in the underlying assets of any Fund. The shareholders of the Company will not be liable for the debts of the Company.

The assets of each Fund will be treated as separate from those assets of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. Each Fund has credited to it the proceeds of all shares linked to it, together with the assets in which such

proceeds are invested or reinvested and all income, earnings, profits or assets deriving from such investments.

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

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

While the provisions of the OEIC Regulations provide for segregated liability between the Funds, the concept of segregated liability is relatively new and these provisions have yet to be tested by the Courts. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to regulations 11A and 11B of the OEIC Regulations. It is therefore not free from doubt that the assets of a Fund will always be "ring fenced" from the liabilities of other Funds of the Company.

In certain circumstances the Company may sue and be sued in respect of a particular Fund and may exercise rights of set-off in relation to that Fund.

#### *Leverage*

The AIFMD prescribes two methods for calculating the overall Leverage exposure of a Fund: the "gross method" and the "commitment method". These methodologies are set out in full detail in the AIFMD. However, they can be summarised as follows:

- The gross method is a more conservative way of representing leverage as it does not take into account the netting or hedging arrangements employed by a Fund. This method also takes into account incremental exposures as well as the Fund's own physical holdings and cash.
- The commitment method takes account of the hedging and netting arrangements employed by a Fund at any given time (i.e. purchased and sold derivative positions will be netted where both relate strictly to the same underlying asset). This calculation of exposure includes incremental exposures as well as the Fund's own physical holdings and cash.

The maximum level of leverage which the ACD may employ on behalf of a Fund is equal to 300% and 200% of the Net Asset Value of a Fund when respectively calculated in accordance with the "gross" and "commitment" methods are set out under the AIFMD rules.

The ACD may change the maximum level of Leverage from time to time. Any change will be disclosed to Shareholders in accordance with the Regulations.

#### *Liquidity Management*

The ACD maintains a liquidity management policy to monitor the liquidity risk of the Fund's portfolio against thresholds set by reference to each Fund's redemption policy. The ACD seeks to ensure that each Fund will remain within the liquidity limits set for it. The ACD is also able to apply various tools and arrangements necessary to respond appropriately to redemption requests. In normal circumstances, redemption requests will be set out as outlined below. Other arrangements may also be used in response to redemption requests which, if activated, will restrict the redemption rights Shareholders benefit from in the ordinary course. The ACD may also temporarily suspend redemptions in certain circumstances.

## *Contracts with Directors*

The Company has a single director, being the ACD. The principal features of the contract between the Company and the ACD can be found below, in the section entitled 'The Authorised Corporate Director – Service Agreement'. Shareholders can request a copy of the contract from the ACD.

## **3 RISK FACTORS**

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

- (a) Past performance is not a guide to the future. The value of shares and the income derived from them can go down as well as up and as a result the investor may not get back the amount originally invested. This can be as a result of market movements and also of variations in the exchange rates between currencies. The ACD's preliminary charge (as set out in section 20 under the heading "**The Authorised Corporate Director's Charges**") is deducted from an investment at the outset and various other charges accrue daily, therefore an equivalent rise in the value of the shares is required before the original investment can be recovered;
- (b) **The Investment Adviser may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options.** This is explained further on page 40. 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. **The ACD does not anticipate that the use of derivatives in this way will change or alter the overall risk profiles of the Funds;**
- (c) The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances;
- (d) The levels of income generated by the Funds will fluctuate and are not guaranteed.
- (e) The Funds may have significant investments in smaller companies, in which there may be no established market for the shares, or the market may be highly illiquid. Because of this potential illiquidity in the investments of certain Funds, such Funds may not be appropriate for all investors, including those who are not in a position to take a long-term view of their investment.
- (f) Where the Funds invest in some overseas market, these investments may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities. Investment in emerging markets may involve a higher than average risk. Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of an investor's portfolio. Companies in emerging markets may not be subject:
  - (i) to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;
  - (ii) to the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

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

- (iii) restrictions on foreign investment in certain securities may be imposed on certain Funds and, as a result, may limit investment opportunities for the Funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets.
- (iv) the reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments.

(g) Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time the ACD may experience more difficulty in purchasing or selling holdings of securities than it would in a more developed market.

(h) The Funds may make investments in collective investment schemes. Such investments may involve risks not present in direct investments, including, for example, the possibility that an investee collective investment scheme may at any time have economic or business interests or goals which are not fully consistent with those of the relevant Fund.

(i) The Funds can invest in Exchange Traded Funds (ETFs), which are similar to unit trusts and open-ended investment companies, although they are traded like shares and their price can fluctuate close to their net asset values. Whilst most ETFs aim to achieve their objectives by purchasing a diversified pool of assets, some invest using derivatives, including swaps, which carry counterparty risk. If the counterparty does not pay the sums due, the investor will see a reduced return, regardless of the performance of the underlying assets.

(j) Unregulated collective investment schemes in which the Funds may invest up to 20% of their scheme property may invest in highly illiquid securities that may be difficult to value. Moreover, many alternative investment strategies give themselves significant discretion in valuing securities. You should be aware that liquidity constraints and the extent to which a fund's securities are valued by independent sources are factors which could have an impact on the fund's valuation.

(k) The Funds may invest in other currencies and investments which are denominated in other currencies. As a result, changes in the rates of exchange between currencies may cause the value of the shares to go up or down. Accordingly, investors may not receive back the amount invested.

(l) Where a Fund's assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian;

(m) Inflation may affect the real value of shareholder's savings and investments, which may reduce the buying power of the money a shareholder has saved and their investments;

(n) Whilst equity investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high;

(o) The Company's investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy or sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value

of investments may be unpredictable and, in certain circumstances, it may be difficult to deal an investment at the latest market price quoted or at a value considered by the ACD to be fair.

(p) Leverage of the Company's assets is limited to the permanent borrowing referred to in the Borrowing powers and Leverage section of Schedule 1 (Investment and Borrowing Powers of the Company).

### **The Profile Of A Typical Investor**

This Prospectus sets out below a description of the profile of the typical investor for whom each Fund has been designed. Please note however that this description is not the ACD's assessment of the target market for the Funds for the purposes of the UK's Product Governance regime which may be obtained separately by distributors and other intermediaries by e-mailing the ACD at [compliance@wayfunds.com](mailto:compliance@wayfunds.com) or by calling 01202 855856 (+44 (0)1202 855856 from outside of the UK).

The ACD considers that the Funds are suitable for both retail and institutional investors seeking a long term investment. Investors in the Retail Shares, and share classes A, B, C, H and I, will typically be retail investors, and investors in Institutional Shares will typically be institutional investors.

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

Investors and potential investors should note that neither the description of the typical investor profile as set out above nor any other information contained in this Prospectus constitutes investment advice and investors and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of shares in any of the Funds. Neither the Company, the Manager nor the Investment Manager makes any statement or representation in relation to the suitability, appropriateness or otherwise any transaction in shares in any of the Funds.

### **4 THE AUTHORISED CORPORATE DIRECTOR**

The authorised corporate director of the Company is WAY Fund Managers Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 9<sup>th</sup> June 2000 under the Companies Act 1985. The registered and head office of the ACD is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is the address at which notices or other documents may be served on the Company. The ACD has an issued share capital of £2,420,000, fully paid. The ACD is a wholly-owned subsidiary of Professional Partners Administration Limited.

The ACD is authorised and regulated by the FCA. The ACD also acts as authorised corporate director and unit trust manager to the following collective investment schemes authorised in the United Kingdom:

#### ICVCs

- Aquila Investment Funds ICVC;
- EF Brompton Multi Manager Funds;
- EF Brunswick Portfolio Fund;
- EF FACET Discretionary Portfolios;
- EF New Horizon Fund;
- EF Rosevine Capital ICVC;
- EF Tellsons ICVC;
- EF UCITS ICVC;

- EF WM UCITS Portfolio;
- EF WM NURS Portfolio;
- WAY Global Cautious Portfolio Fund;
- WAY Global Growth Portfolio;
- WAY MA Portfolio; and
- WAY Momentum Portfolio.

#### Unit Trusts

- WAY Flexible Global Growth Portfolio Fund;
- WAY Global Balanced Portfolio Fund.

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

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

The executive directors of the ACD are:

- Vincent Hoare
- Alison Dean

The non-executive directors of the ACD are:

- David Kane (independent)
- Philippa Woodman (independent)

The ACD provides its services to the Company under the terms of a service agreement (the "ACD Agreement"). The material provisions of the ACD Agreement are as follows:

The ACD Agreement provides that the appointment may be terminated by either party after the expiry of 6 months written notice or forthwith by the Company in the case of fraud, wilful default or gross negligence on the part of the ACD. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with Rule 6.5.4(3) of COLL (liquidation, receivership or an administration order in respect of the ACD). The ACD is entitled to payment of its fees to the date of termination but no additional compensation.

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

In accordance with the Regulations the ACD has in place a number of policies which set out how it operates and manages the Fund in a number of key areas. The ACD's voting policy (which sets out how and when voting rights attached to the Fund's investments are to be exercised), execution policy (which sets out the procedures to be followed when transactions are carried out on behalf of the Fund) and inducement policy (which sets out the types of payments, including fees, commissions and non-monetary benefits, which may be received or made by a third party in respect of the Fund) are available on request from the ACD and are also available on the following website: [www.wayfunds.com](http://www.wayfunds.com). Further information on how the ACD's policies are reviewed are also available on request.

Note that investors in the Fund may request from the ACD information about entities where trade orders are transmitted or placed for execution.

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

**General Administration** – the fund valuation and fund accounting functions have been delegated to the Administrator.

**Investment Management** – being the management of the investments held by the Funds from time-to-time has been delegated to the Investment Adviser.

The ACD remains responsible for ensuring that the companies, to whom it delegates such functions, perform those delegated functions in compliance with the COLL Sourcebook and the FUND Sourcebook.”

## 5 THE INVESTMENT ADVISER

### 5.1 Terms of Appointment of EF 8AM Investment Funds

The ACD has appointed 8AM Global Limited (the "Investment Adviser") as the investment adviser to the ACD in relation to the Funds, with the exception of Elite Specialist Portfolio. The Investment Adviser is authorised and regulated by the FCA. The Investment Adviser's principal activity is the provision of investment management services.

Under the terms of an agreement dated 15<sup>th</sup> August 2008 between the Investment Adviser and the ACD (the “Investment Management Agreement”), the Investment Adviser has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Funds, subject always to the provisions of the Instrument of Incorporation, the Prospectus, the Regulations, and the investment objectives and policies of the Funds. The Investment Adviser is also authorised to deal on behalf of the Funds. Subject to instances where the Investment Management Agreement may be terminated with immediate effect in the interests of the shareholders, the Investment Management Agreement may be terminated by either party giving the other no less than 6 months' written notice.

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

### 5.2 Terms of Appointment of Elite Specialist Portfolio

*(As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment).*

The ACD has appointed WM Capital Management Limited (the "Investment Adviser") as the investment adviser to the ACD in relation to the Elite Specialist Portfolio. The Investment Adviser is authorised and regulated by the FCA. The Investment Adviser's principal activity is the provision of investment management services.

With effect from 18<sup>th</sup> August 2014, under the terms of an agreement between the Investment Adviser and the ACD (the “Investment Management Agreement”), the Investment Adviser has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Funds, subject always to the provisions of the Instrument of Incorporation, the Prospectus, the Regulations, and the investment objectives and policies of the Funds. The Investment Adviser is also authorised to deal on behalf of the Funds. Subject to instances where the Investment Management Agreement may be terminated with immediate effect in the interests of the

shareholders, the Investment Management Agreement may be terminated by either party giving the other no less than 6 months' written notice.

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

## **6 THE DEPOSITORY**

The Depositary of the Company is Northern Trust Investor Services Limited, a private limited company, incorporated on 29 April 2020 with company number 12578024. Its registered office and principal place of business is at 50 Bank Street, London E14 5NT.

The Depositary is authorised and regulated by the Financial Conduct Authority.

The Depositary's ultimate holding company is Northern Trust Corporation, a company which is incorporated in the State of Delaware, United States of America, with its headquarters at 50 South La Salle Street, Chicago, Illinois.

The Depositary is responsible for the safekeeping of all the Scheme Property (other than tangible moveable property) of the Company and has a duty to take reasonable care to ensure that the Company is managed in accordance with the Instrument of Incorporation and the provisions of the COLL Sourcebook and the FUND Sourcebook relating to the pricing of, and dealing in, Shares and relating to the income and the investment and borrowing powers of the Company. The Depositary is also responsible for monitoring the cash flows of the Company, and must ensure that certain processes carried out by the ACD are performed in accordance with the FCA Handbook, this Prospectus and the Instrument of Incorporation.

Up to date information regarding (i) the Depositary's name, (ii) the description of its duties and any conflicts of interest that may arise between the Depositary and the Company, the Shareholders or the ACD, and (iii) the description of any safekeeping functions delegated by the Depositary, the description of any conflicts of interest that may arise from such delegation, will be made available to Shareholders on request.

Northern Trust's EMEA Data Privacy Notice sets out how the Depositary will process Shareholders' personal information as a data controller where these details are provided to it in connection with Shareholders' investment in the Company. Northern Trust's EMEA Data Privacy Notice may be updated from time to time and readers should confirm that they hold the latest version which can be accessed at [www.northerntrust.com/united-kingdom/privacy/emea-privacy-notice](http://www.northerntrust.com/united-kingdom/privacy/emea-privacy-notice).

Any Shareholder who provides the ACD and its agents with personal information about another individual (such as a joint investor), must show Northern Trust's EMEA Data Privacy Notice to those individuals.

### **Terms of Appointment**

The appointment of the Depositary has been made under a written agreement (as amended and novated from time to time), between the Company, the ACD and the Depositary (the "**Depositary Agreement**").

Subject to the Regulations, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegate to sub-delegate) all or any part of its safekeeping duties as depositary. As at the date of this Prospectus, the Depositary has delegated custody services to The Northern Trust Company, London Branch (the "**Custodian**"). The Custodian has sub-delegated custody services to sub-custodians in certain markets in which the Company may invest.

As a general rule, where the Depositary delegates any of its custody functions to a delegate, the Depositary

will remain liable for any losses suffered as a result of an act or omission of the delegate as if such loss had arisen as a result of an act or omission of the Depositary. The use of clearing or settlement systems or order routing systems, does not constitute a delegation by the Depositary of its functions.

The Depositary Agreement may be terminated by not less than six months' written notice by the ACD or not less than six month's written notice by the Depositary, provided that no such notice shall take effect until the appointment of a successor to the Depositary.

The Depositary Agreement contains provisions indemnifying the Depositary and limiting the liability of the Depositary in certain circumstances.

The Depositary is entitled to the fees, charges and expenses as set out in more detail below in the section headed "**The Fees, Charges and Expenses of the Depositary**". The Depositary (or its associates or any affected person) is under no obligation to account to the ACD, the Company or the Shareholders for any profits or benefits it makes or receives that are made or derived from or in connection with the dealings in Shares of the Company, any transaction in Scheme Property or the supply of services to the Company.

### **Conflicts of Interest**

#### **(i) General**

The Depositary may act as the depositary of other investment funds and as trustee or custodian of other collective investment schemes.

It is possible that the Depositary and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Company or a particular Fund and/or other funds managed by the ACD or other funds for which the Depositary acts as the depositary, trustee or custodian.

There may also be conflicts arising between the Depositary and the Company, the Shareholders or the ACD. In addition, the Depositary also has a regulatory duty when providing the Services to act solely in the interests of Shareholders. In order to comply with this requirement, the Depositary may in some instances be required to take actions in the interests of Shareholders where such action may not be in the interests of the ACD.

#### **(ii) Affiliates**

From time to time conflicts may arise from the appointment by the Depositary of any of its delegates, as applicable. The Depositary, and any other delegate, is required to manage any such conflict having regard to the FCA Rules and its duties under the Depositary Agreement.

The Depositary will ensure that any such delegates or sub-delegates who are its affiliates are appointed on terms which are not materially less favourable to the Company than if the conflict or potential conflict had not existed. The Custodian and any other delegate are required to manage any such conflict having regard to the FCA Handbook and its duties to the Depositary and the ACD.

#### **(iii) Conflicting commercial interests**

The Depositary (and any of its affiliates) may effect, and make a profit from, transactions in which the Depositary (or its affiliates, or another client of the Depositary or its affiliates) has (directly or indirectly) a material interest or a relationship of any description and which involves or may involve a potential conflict with the Depositary's duty to the Company.

This includes circumstances in which the Depositary or any of its affiliates or connected persons: acts as market maker in the investments of the Company; provides broking services to the Company and/or to other funds or companies; acts as financial adviser, banker, derivatives counterparty or otherwise provides

services to the issuer of the investments of the Company; acts in the same transaction as agent for more than one client; has a material interest in the issue of the investments of the Company; or earns profits from or has a financial or business interest in any of these activities.

(iv) Management of conflicts

The Depositary has a conflict of interest policy in place to identify, manage and monitor on an on-going basis any actual or potential conflict of interest. The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the Depositary issues to be properly identified, managed and monitored.

## 7 SHARES IN THE COMPANY

The Company's Instrument permits income and accumulation shares to be issued by the Company under such designation as the ACD (in accordance with the Instrument) shall decide and as set out in this Prospectus. Currently, the following Share Classes are available:

<b>EF 8AM Cautious Fund:</b>
Retail Income Shares;
Institutional Income Shares;
Class A Income Shares; and
Class B Income Shares

<b>EF 8AM Balanced Fund:</b>
Class A Income Shares;
Class B Income Shares; and
Class C Income Shares

<b>EF 8AM Tactical Growth Portfolio:</b>
Retail Income Shares;
Institutional Income Shares; and
Class A Income Shares

<b>EF 8AM Income Portfolio:</b>
Class A Income Shares; and

Class C Income Shares
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<b>EF 8AM Focussed Fund:</b>
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Class A Income Shares;
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Class B Income Shares; and
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Class C Income Shares
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<b>Elite Specialist Portfolio*:</b>
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Institutional Income Shares
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*\*As at the date of this Prospectus, the Funds indicated thus are in the process of termination and are, therefore, no longer available for investment.*

Further Classes of Shares may be established from time to time by the ACD with the approval of the FCA (where required by the Regulations), the agreement of the Depositary, and in accordance with the Instrument and the applicable Regulations. On the introduction of a new Class of Share a revised Prospectus will be prepared setting out the details of the Share Class.

The base currency for each new Class of Share will be determined at the date of creation and set out in the Prospectus.

Each Share is deemed to represent one undivided unit of entitlement in the property of the Fund. No bearer Shares are issued.

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

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

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

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

Where a Fund has different Share Classes, each Class may attract different charges and so monies may be deducted from the scheme property attributable to such Classes in unequal proportions.

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

## **8 INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE FUNDS**

Investment of the assets of each of the Funds must comply with the COLL rules as they apply to Non-UCITS Retail Schemes and in accordance with the investment objective and policy of the relevant Funds. These investment objectives and policies are set out below. The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Schedule 1. A detailed statement of the general investment and borrowing restrictions and the extent to which the Company may invest are set out in Schedule 1. Each of the Funds may invest in derivative instruments and forward transactions for limited purposes as explained in Schedule 1.

### **8.1 EF 8AM Cautious Fund**

FCA PRN: 642309

#### ***Investment Objective***

The objective of the Fund is to achieve long-term capital growth.

#### ***Investment Policy***

Through a cautious investment management style, the EF 8AM Cautious Fund will aim to operate within a volatility range\* of between 5.0 and 9.5 and to achieve its objective through strategic asset allocation between a variety of asset classes, markets and strategies.

A minimum of 80% of the portfolio will be invested in carefully selected third party collective investment schemes and, as determined by the Investment Adviser, investment trusts. The Fund will only make investments into collective investment schemes where their net asset value calculations are scheduled on at least a monthly basis and where, at the time of investment by the Fund, the Investment Adviser is satisfied that the assets are fully liquid.

The Fund will also be able to invest in equities, bonds, warrants, money market instruments, cash and deposits.

The Investment Adviser will endeavour to maintain within the portfolio a measure of diversification between non-correlated asset classes.

The use of derivatives and/or hedging transactions are permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted under the terms of the Regulations.

The ACD does not intend to have an interest in any immovable property or tangible movable property.

\*Based on annualised 12 month standard deviation.

#### ***Benchmark***

The Investment Adviser believes that the appropriate benchmark against which the performance of the Fund can be measured is currently the Investment Association's (IA) Mixed Investment 20-60% Shares sector. This is because the Fund takes a multi-asset investment approach and can vary its exposure to equities in line with guidelines of this sector. This represents a comparator benchmark because the Fund's

performance can be compared to peer group funds which also sit within this industry sector.

Any publications relating to the Fund that refer to its performance will also show the performance of the IA Mixed Investment 20-60% Shares sector average as a comparison.

## **8.2 EF 8AM Balanced Fund**

FCA PRN: 642314

### ***Investment Objective***

The objective of the Fund is to achieve long term capital growth.

### ***Investment Policy***

Through a balanced investment management style, the EF 8AM Balanced Fund will aim to operate within a volatility range\* of between 10.0 and 14.5 and to achieve its objective through strategic asset allocation between a variety of asset classes, markets and strategies.

A minimum of 80% of the portfolio will be invested in carefully selected third party collective investment schemes and, as determined by the Investment Adviser, investment trusts. The Fund will only make investments into collective investment schemes where their net asset value calculations are scheduled on at least a monthly basis and where, at the time of investment by the Fund, the Investment Adviser is satisfied that the assets are fully liquid.

The Fund will also be able to invest in equities, bonds, warrants, money market instruments, cash and deposits.

The Investment Adviser will endeavour to maintain within the portfolio a measure of diversification between lowly correlated asset classes.

The use of derivatives and/or hedging transactions are permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted under the terms of the Regulations. **On giving 60 days' notice to Shareholders, the Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.**

\*Based on annualised 12 month standard deviation.

### ***Benchmark***

The Investment Adviser believes that the appropriate benchmark against which the performance of the Fund can be measured is currently the Investment Association's (IA) Mixed Investment 40-85% Shares sector. This is because the Fund takes a multi-asset investment approach and can vary its exposure to equities in line with guidelines of this sector. This represents a comparator benchmark because the Fund's performance can be compared to peer group funds which also sit within this industry sector.

Any publications relating to the Fund that refer to its performance will also show the performance of the IA Mixed Investment 40-85% Shares sector average as a comparison.

### **8.3      Elite Hasley Diversifier Portfolio *(As at the date of this Prospectus, Elite Hasley Diversifier Portfolio is in the process of termination and is therefore no longer available for investment)***

FCA PRN: 642310

#### ***Investment Objective***

The objective of the Fund is to achieve positive annual returns (on a total rate of returns basis), in all market conditions. A total rate of return includes capital gains, interest or any other income received from the Fund's investments. The Fund will aim to achieve this using asset classes whose performance is largely unrelated to that of equity markets. Capital invested in the Fund is at risk and there is no guarantee that the investment objective will be met over any 12 month or calendar year period, or in respect of any other period.

#### ***Investment Policy***

The Fund will be able to invest in transferable securities, bonds, collective investment schemes, warrants, money market instruments, precious metals (indirectly), cash, deposits and other permitted investments.

It is the ACD's intention that derivatives be used for hedging purposes using efficient portfolio management style techniques.

The ACD does not intend to have an interest in any immovable property or tangible movable property.

#### ***Benchmark***

A benchmark has not been allocated to the Elite Hasley Diversifier Portfolio because the Fund is in the process of termination.

### **8.4      EF 8AM Tactical Growth Portfolio**

FCA PRN: 642311

#### ***Investment Objective***

The objective of the Fund is to provide long term capital appreciation.

#### ***Investment Policy***

The Fund will seek to achieve its investment objective through investment in a diversified portfolio of collective investment schemes, transferable securities (including investment trusts), warrants, deposits and money market instruments. In doing so the Fund will invest in and gain exposure from time to time to equities, bonds, hedge funds, private equity, debt instruments, physical assets and hard and soft commodities, which may include art, wine, gold, oil and other commodities.

The Fund will only make investments into collective investment schemes where their net asset value calculations are scheduled on at least a monthly basis and where, at the time of investment by the Fund, the Investment Adviser is satisfied that the assets are fully liquid.

Subject to the requirements of the Regulations, there will be no restrictions on the underlying content of the investments held, in terms of investment type, geographical or economic sector, other than those imposed by the Regulations, meaning that the Investment Adviser has the absolute discretion to weight the portfolio towards any investment type or sector at any time.

The use of derivatives and/or hedging transactions are permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted under the terms of the Regulations. **On giving 60 days' notice to Shareholders, the Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.**

#### ***Benchmark***

The ACD believes that the appropriate benchmark against which the performance of the Fund can be measured is its industry sector group which is the Investment Association's (IA) Flexible Investment sector. This represents a comparator benchmark because the Fund's performance can be compared to peer group funds which also sit within this industry sector.

Any publications relating to the Fund that refer to its performance will also show the performance of the IA Flexible Investment sector average as a comparison.

#### **8.5      Elite Specialist Portfolio (*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment*).**

FCA PRN: 642312

#### ***Investment Objective***

The objective of the Fund is to achieve long-term capital growth.

#### ***Investment Policy***

The Fund will seek to meet its investment objective by means of strategic asset allocation between a variety of asset classes, markets and strategies. Implementation will be undertaken by investing at least 80% of the Fund's net asset value on an open architecture basis in carefully selected third party collective investment schemes and investment trusts.

The Fund can also invest in transferable securities, bonds, collective investment schemes, warrants, money market instruments, cash and near cash, deposits and other permitted investments.

The Investment Adviser will endeavour to maintain within the portfolio a measure of diversification between non-correlated asset classes.

The Fund may invest in derivatives for investment purposes as well as for efficient portfolio management (typically hedging, which attempts to mitigate against falls in the value of the Fund's assets and the effects of changes in currency exchange rates against the Fund's base currency, which is pounds sterling). It is not intended that the use of derivatives in this way will change the risk profile of the Fund. Borrowing will be permitted under the terms of the Regulations.

Subject to the above, the Fund may invest in any asset class and adopt any investment technique or strategy permitted under the rules in COLL as such rules are applied to Non-UCITS Retail Schemes.

#### ***Benchmark***

The Investment Adviser believes that the appropriate benchmark against which the performance of the Fund can be measured is currently the UK Consumer Prices Index (CPI) + 2%. This represents a comparator benchmark and has been selected because the Fund's performance can be compared against the rate of UK inflation.

Any publications relating to the Fund that refer to its performance will also show the performance of the UK Consumer Prices Index + 2% as a comparison.

## **8.6 EF 8AM Income Portfolio (at the date of this prospectus this fund has yet to be launched)**

FCA PRN: 642316

### ***Investment Objective***

The objective of the fund is to generate income together with long term capital growth.

### ***Investment Policy***

The Fund will aim to achieve its objective through strategic asset allocation between a variety of asset classes, markets and strategies. Implementation will be undertaken predominately by means of investment in carefully selected third party collective investment schemes and investment trusts.

The Fund will be able to invest in equities, bonds, warrants, money market instruments, cash and deposits.

The Investment Adviser will endeavour to maintain within the portfolio a measure of diversification between lowly correlated asset classes.

The Fund will only make investments into collective investment schemes where their net asset value calculations are scheduled on at least a monthly basis and where, at the time of investment by the Fund, the Investment Adviser is satisfied that the assets are fully liquid.

The use of derivatives and/or hedging transactions are permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted under the terms of the Regulations. **On giving 60 days' notice to Shareholders, the Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.**

### ***Benchmark***

A benchmark has not been allocated to the EF 8AM Income Portfolio because the Fund has not yet launched.

### ***Initial Offer Period***

This Fund has not yet launched.

## **8.7 EF 8AM Focussed Fund**

FCA PRN: 642317

### ***Investment Objective***

The objective of the fund is to achieve long-term capital growth.

### ***Investment Policy***

The Fund engages in global tactical asset allocation and at least 50% of the Fund's assets will be invested

in Exchange Traded Funds, including traditional closed-end funds and investment trusts. Whilst the majority of these are equity-based some also provide exposure to bond markets, currencies, commodities, listed private equity, infrastructure and real estate as well as hedge funds.

The Fund may also invest directly in equities, bonds, collective investment schemes, money market instruments, cash and deposits.

The Fund will only make investments into collective investment schemes where their net asset value calculations are scheduled on at least a monthly basis and where, at the time of investment by the Fund, the Investment Adviser is satisfied that the assets are fully liquid.

Investment decisions are based on the Investment Adviser's view of current market opportunities.

The use of derivatives and/or hedging transactions are permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted under the terms of the Regulations. **On giving 60 days' notice to Shareholders, the Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.**

#### ***Benchmark***

The ACD believes that the appropriate benchmark against which the performance of the Fund can be measured is its industry sector group which is the Investment Association's (IA) Flexible Investment sector. This represents a comparator benchmark because the Fund's performance can be compared to peer group funds which also sit within this industry sector.

Any publications relating to the Fund that refer to its performance will also show the performance of the IA Flexible Investment sector average as a comparison.

## **9 REGISTER**

On behalf of the Company the ACD has appointed Apex Group Fiduciary Services (UK) Limited (the “**Transfer Agent**” and “**Registrar**”), to provide certain administration services. Their registered office is at 4<sup>th</sup> Floor, 140 Aldersgate Street, London EC1A 4HY.. The Register of shareholders including the ISA plan register, where applicable, (being a record of persons who subscribe for shares through ISAs) will be available for inspection by shareholders on any Business Day during normal office hours at the business address of the Registrar at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

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

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

No bearer shares are issued.

## **10 VALUATIONS**

Valuations of the property of the Funds for the purpose of the calculation of share prices will be carried out in accordance with the rules for single-priced funds in COLL.

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

Valuations will normally be carried out on each Business Day (being each day which is a Business Day). The valuation point for each Fund is 12 noon on each Business Day.

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

The property attributable to a Fund will, for all purposes, be valued on the following basis (which is set out in full in the Company's Instrument):

- 1 All the scheme property (including receivables) is to be included, subject to the following provisions.
- 2 Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
  - (a) units or shares in a collective investment scheme:
    - (i) if a single price for buying and selling units or shares is quoted, at that price; or
    - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
    - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;
  - (b) exchange-traded derivative contracts:
    - (i) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or
    - (ii) if separate buying and selling prices are quoted, at the average of the two prices;
  - (c) over-the-counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;
  - (d) any other investment:
    - (i) if a single price for buying and selling the security is quoted, at that price; or
    - (ii) if separate buying and selling prices are quoted, at the average of the two prices; or
    - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's

best estimate of the value, at a value which, in the opinion of the ACD, is fair and reasonable;

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

- 3 Cash and amounts held in current, margin and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 4 In determining the value of the scheme property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or this Instrument of Incorporation shall be assumed (unless the contrary has been shown) to have taken place.
- 5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.
- 6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.
- 7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
- 8 Deduct an estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, and stamp duty.
- 9 Deduct an estimated amount for any liabilities payable out of the scheme property and any tax thereon treating periodic items as accruing from day to day.
- 10 Deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings.
- 11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable shall be added.
- 12 Any other credits or amounts due to be paid into the scheme property shall be added.
- 13 A sum representing any interest or any income accrued due or deemed to have accrued but not received shall be added.
- 14 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

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

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

Where the ACD has reasonable grounds to believe that:

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

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

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

## **11 PRICES OF SHARES**

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the scheme property after the purchase, redemption, Conversion or Switch of shares as agreed. As noted above, shares in the Company are "single priced". This means that subject to the dilution levy referred to below and the preliminary charge (as set out in section 20 under the heading "**The Authorised Corporate Director's Charges**"), the price of a share for both buying and selling purposes will be the same and determined by reference to a particular valuation point. The price of a share will be calculated at or about the valuation point each Business Day (to at least four significant figures) by:

- taking the value of the property attributable to the relevant Fund and therefore all shares (of the relevant class) in issue (on the basis of the units of entitlement in the property of the Fund attributable to that class at the most recent valuation of the Fund);
- dividing the result by the number of shares of the relevant class in issue immediately before the valuation concerned;
- in relation to classes of shares which are denominated in a currency other than the designated currency of a Fund, applying a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

### ***Publication of Prices***

The prices of shares may be obtained by telephone, by calling 01202 855856 (+44 (0)1202 855856 from outside of the UK), during normal business hours. The prices quoted will relate to the actual dealing prices applicable on the immediately preceding business day. Telephone calls will be recorded and the recordings will be stored for up to seven years.

The ACD issues and redeems shares in the Company on a forward pricing basis, not on the basis of the published prices. The ACD shall have no liability for the prices, wherever published, being incorrect unless the prices are incorrect as a direct result of the acts or omissions of the ACD.

## **12 DILUTION ADJUSTMENT**

In order to mitigate the effect of dilution, the Regulations allow the ACD to adjust the sale and purchase price of Shares in the Funds to take into account the possible effects of dilution. This practice is known as making a "dilution adjustment" or operating swinging single pricing. The power to make a dilution

adjustment may only be exercised for the purpose of reducing dilution in the Fund.

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

The ACD reserves the right to make a dilution adjustment every day. The dilution adjustment is calculated using the estimated dealing costs of a Fund's underlying investments and taking into consideration any dealing spreads, commissions and transfer taxes. The need to make a dilution adjustment will depend on the difference between the value of Shares being acquired and the value of Shares being redeemed as a proportion of the total value of that Fund. The measurement period will typically be a single day but, where a trend develops so that for a number of days in a row there is a surplus of acquisitions or redemptions on each and every day, the aggregate effect of such acquisitions or redemptions as a proportion of the total relevant Fund value will be considered.

Where a Fund is experiencing net acquisitions of its Shares the dilution adjustment would increase the price of Shares above their mid-market value. Where a Fund is experiencing net redemptions the dilution adjustment would decrease the price of Shares to below their mid-market value.

It is the ACD's policy to reserve the right to impose a dilution adjustment on purchases, sales and switches of Shares of whatever size and whenever made. In the event that a dilution adjustment is made it will be applied to all transactions in a Fund during the relevant measurement period and all transactions during the relevant measurement period will be dealt on the same price inclusive of the dilution adjustment.

The ACD's decision on whether or not to make this adjustment, and at what level this adjustment might be made in a particular case or generally, will not prevent it from making a different decision on future similar transactions.

On the occasions when a dilution adjustment is not applied, if the Fund is experiencing net acquisitions of Shares or net redemptions there may be an adverse impact on the assets of the Fund attributable to each underlying Share, although the ACD does not consider this is 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 the 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.

The dilution adjustment will be applied to the mid-price for the Shares resulting in a figure calculated up to six 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.

It is envisaged (based on future projections) that a dilution adjustment will be applied from time to time.

The dilution adjustment for any one Fund may vary over time because the dilution adjustment for the Fund will be calculated by reference to the costs of dealing in the underlying investments of the Fund, including any dealing spreads, and these can vary with market conditions. It is projected that a typical dilution adjustment may range from 0.05% to 0.5% when buying or selling Shares.

## **13 ISSUE, REDEMPTION AND EXCHANGE OF SHARES**

### **Issue**

#### ***Applications***

The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Applications for shares linked to any Fund may be made by any eligible person. Following the expiry of the initial offer period of a Fund (if any), dealings shall

be effected at forward prices i.e. at prices calculated by reference to the next valuation following acceptance of the application (see "**Valuations**" for details of the valuation points). Therefore shares to satisfy an application will be issued at a price based on the valuation made on the next Business Day following acceptance of the application.

Applications may be made by completing an application form and delivering it to the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB or by telephoning the ACD on 01202 855856 (+44 (0)1202 855856 from outside of the UK) during office hours or by facsimile on 01202 855850 (+44 (0)1202 855850 from outside of the UK). Instructions received by telephone must be confirmed in writing prior to the remittance of proceeds. Application forms are available from the ACD, or from the ACD's website at [www.wayfunds.com](http://www.wayfunds.com). Applications, however made, are irrevocable (except in the case where cancellation rights are applied – see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant's risk.

Applications will not be acknowledged but a contract note will be sent on or before the Business Day next following the relevant Business Day. Certificates will not be issued. Where the total price payable for all shares for which the application is made would include a fraction of one penny it will be rounded up or down to the nearest penny.

Any subscription 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. No interest payment will be made on client money held by the ACD, prior to the investment in the Funds. Client money will be held on account with the Depositary.

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

If a person(s) applying for Shares (a "**Applicant**") defaults in making any payment in money, or by way of a transfer of property, due to the ACD in respect of the sale or issue of shares, the Company is entitled to make any necessary amendment to the register and the ACD will become entitled to the shares in place of the Applicant, subject, in the case of an issue of shares, to the ACD's payment of the purchase price to the Company. The ACD reserves the right to cancel investments for which settlement is not received, or fails to clear, and to recover from an Applicant, the amount of any decrease in value of the investment if this occurs.

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

### **Anti-Money Laundering Procedures**

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

- (a) tenders payment by way of cheque or banker's draft on an account in the name of a person or persons other than the Applicant; or
- (b) appears to the ACD to be acting on behalf of some other person.

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

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

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

### **Market Timing**

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

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

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

### **Information reported to HM Revenue & Customs**

The UK has implemented the Foreign Account Tax Compliant Act (FATCA) and the OECD Common Reporting Standard (CRS) for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015. As a result of UK legislation, the Company may be required to obtain confirmation of certain information from shareholders and (where applicable) their beneficial owners, such as where you are resident for tax purposes, your tax identification number, and your place and date of birth, and your tax status classification and place of incorporation if you are a corporate body. Under certain circumstances (including where you do not supply us with the information we request), we will be obliged to report your personal details as well as the details of your Investment to HM Revenue & Customs. This information may then be passed to other tax authorities. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

The extent to which the Company is able to report to HM Revenue & Customs will depend on each affected Shareholder in the Company, providing the Company or its delegate with any information, that the Company determines is necessary to satisfy such obligations. By signing the application form to subscribe for Shares in the Company, each affected Shareholder is agreeing to provide such information upon request from the Company or its delegate. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA and/or CRS on their interest in the Company.

## In Specie Application

Where the application for issue of shares is equivalent to five per cent. or more of the Net Asset Value of the relevant Fund, the ACD may at its discretion, in consultation with the Depositary, accept assets other than cash as payment for the issue of shares. The acceptance of the assets will be on the basis that the receipt of the property should not adversely affect the interests of the existing shareholders of the relevant fund and subject to the investment restrictions of the said fund.

## Minimum Purchase

In respect of shares in the Funds, the following minimum purchase will be applied:

Share Class	Minimum Investment Amount
<b>Retail Shares</b> (applies to EF 8AM Cautious Fund and EF 8AM Tactical Growth Portfolio only)	£1,000
<b>Institutional Shares</b> (applies to EF 8AM Cautious Fund and EF 8AM Tactical Growth Portfolio only)	£100,000
<b>Institutional Shares*</b> (applies Elite Specialist Portfolio only)	£250,000
<b>Class A</b> (applies to all Funds, except Elite Specialist Portfolio)	£1,000
<b>Class B</b> (applies to all Funds, except EF 8AM Tactical Growth Portfolio and the Elite Specialist Portfolio)	£1,000
<b>Class C</b> (applies to all Funds, except Elite Specialist Portfolio, EF 8AM Cautious Fund and EF 8AM Tactical Growth Portfolio)	£1,000

*\*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment.*

The minimum value of shares which may be the subject of any subsequent purchase is £1,000 in respect of Retail Shares and £100,000 in respect of Institutional Shares. The minimum value of shares which any one person may purchase initially is £250,000 in respect of Institutional shares attributed to the Elite Specialist Portfolio Fund only.

However, the ACD may, by special arrangement and at its discretion, agree on an individual basis a lower amount in relation to the minimum transaction sizes.

## Redemption

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

Redemption instructions may be given by delivery to the ACD of written instructions for redemption by letter addressed to WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Wimborne, Dorset BH21 7SB on any Business Day. The ACD may also, at its sole discretion, accept instructions by facsimile on 01202 855850 (+44 (0)1202 855850 from outside of the UK) or telephone on 01202 855856 (+44 (0)1202 855856 from outside of the UK) or electronic means on such terms as it may specify provided that where a redemption instruction is received outside of Office Hours it shall be deemed to be received at 9am on the next following Business Day. Unless a coverall renunciation is in place, redemption instructions given by telephone and facsimile must be confirmed in writing to the ACD prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

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

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

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

### **In Specie Redemption**

If a shareholder requests the redemption or cancellation of shares, the ACD may, if it considers the deal substantial in relation to the total size of the Fund concerned, arrange for the Company to cancel the shares and transfer scheme property to the shareholder instead of paying the price of the shares in cash. A deal involving shares representing 5% or more in value of a Fund will normally be considered substantial, although the ACD may in its discretion agree an in specie redemption with a Shareholder whose shares represent less than 5% in value of the Fund concerned.

Before the proceeds of cancellation of the shares become payable, the ACD will give written notice to the shareholder that scheme property (or the proceeds of sale of that scheme property) will be transferred to that shareholder, such notice to be served no later than the close of business on the second Business Day following receipt of the redemption request. Where such a notice is so served, the shareholder may serve a further notice on the ACD (no later than the fourth Business Day following the receipt by the shareholder of the first maintained notice) requiring the ACD to arrange for a sale of the relevant property and the payment of the net proceeds of that sale.

The ACD will select the property to be transferred (or sold) in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no greater advantage or disadvantage to the redeeming shareholder than to continuing shareholders.

### **Minimum Redemption and Holding**

Part of a shareholder's holding may be sold but the ACD reserves the right to refuse a redemption request if the value of the shares of any Fund to be redeemed would result in a shareholder holding less than the minimum holding for a Fund. Where the value of an individual holding of shares would, in consequence

of a request for redemption/cancellation, fall below £1,000 in respect of Retail Shares, A Shares, B Shares, C Shares, H Shares and I Shares and £100,000 in respect of Institutional Shares (or the equivalent value in the currency available to the relevant Fund) such request may be treated as a request for redemption/cancellation of all the shares of such class held by such shareholder. The value of shares for this purpose is calculated by reference to the current price, net of any preliminary charge and before any application of a dilution levy. However, the ACD may, by special arrangement and at its discretion, agree on an individual basis a lower amount in relation to the minimum redemption size.

### **Method of delivery of applications or other instructions to deal in shares**

Instructions (including applications and redemptions) sent to the ACD by fax (the ACD's fax no is 01202 855850) (+44 (0)1202 855850 from outside of the UK) are only valid and binding on the ACD if the applicant or the applicant's authorised agent obtains separate confirmation from the ACD that the ACD has received the fax. After sending the fax, the applicant or the applicant's authorised agent is required to telephone the ACD on 01202 855856 (+44 (0)1202 855856 from outside of the UK) promptly to obtain confirmation from a named representative of the ACD that the ACD has received the fax. Without procuring such verbal confirmation from the ACD, the applicant and the applicant's authorised representative acknowledge that the ACD shall not be under any liability in relation to any and all fax messages not received by the ACD.

## **14 CONVERTING BETWEEN CLASSES / SWITCHING BETWEEN FUNDS**

### ***Conversions***

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

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

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

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

### ***Mandatory Conversions***

In certain circumstances the ACD may seek to implement mandatory conversions. This will only be undertaken when a conversion to another share class is deemed to be in the best interests of the investor. For example, when an identical lower cost share class exists in the same fund. The ACD will provide 60 days' notice in line with the Regulations to any affected investor before a mandatory conversion takes place.

### ***Switches***

Shareholders may (subject to the qualifications below) exchange shares in one Fund for shares in a different Fund.

The right to Switch is subject to the following:

- (a) the ACD and the Depositary are not obliged to give effect to a request for a Switch of shares if the value of the shares to be exchanged is less than the minimum permitted transaction (see

above) or if it would result in the shareholder holding shares of any class of less than the minimum holding for that class of share (see above);

- (b) the ACD may decline to permit a Switch into a share class where it would be entitled under COLL to refuse to give effect to a request by the shareholder for the redemption of shares of the old class or the issue of shares of the new class.

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

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

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

#### ***Application***

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

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

### **15 SUSPENSION OF DEALINGS**

The ACD may with the prior agreement of the Depositary, and must without delay if the Depositary so requires, temporarily suspend the issue, cancellation, sale, redemption and exchange of the shares in any Fund ("**dealing**") where, due to exceptional circumstances, it is in the interests of shareholders in the relevant Fund or Funds. Suspension of dealing must cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased. The ACD and the Depositary shall review the suspension at least every 28 days and shall inform the FCA of the result of the review, and in any event shall only allow the suspension to continue for so long as it is justified having regard to the interests of the shareholders. In accordance with the applicable rules in COLL, the ACD shall notify shareholders of the suspension as soon as practicable after suspension commences and will keep shareholders appropriately informed about the suspension including, if known, its likely duration.

The ACD may, however, during the period in which dealing is suspended, agree to deal at prices calculated by reference to the first valuation point after resumption of dealing. The recalculation of the share price will commence at or about the valuation point on the first Business Day following such period of suspension.

### **16 MANDATORY REDEMPTION OF SHARES**

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

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

- (c) are held in any manner by virtue of which the shareholder(s) in question is not qualified to hold such shares or if the ACD reasonably believes this to be the case;
- (d) are owned by a shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such communications constituting a breach),

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

## 17 DISTRIBUTION AND ACCUMULATION

The annual accounting period for the Company and each of the Funds ends on 30 June (the "**accounting reference date**"). The half-yearly accounting period ends on 31 December (the "**interim accounting reference date**"). The amount of income to be distributed or accumulated in respect of the Fund is calculated on the last day of each accounting period.

Allocations and distributions of income will be made on or before 31 August and on or before the last day of February each year, except for the EF 8AM Income Portfolio, where distributions will be made quarterly, on or before 30<sup>th</sup> November, the last day of February, 31<sup>st</sup> May and 31<sup>st</sup> August.

Shareholders may request that in lieu of a distribution of income in any accounting period, such income be used for the purposes of reinvestment by the Shareholder in further shares of the same class in the relevant Fund. Any income monies remaining after a whole number of shares has been issued will not be returned to the Shareholder but instead, smaller denomination shares will be issued in such circumstances.

In the case of Funds in respect of which accumulation shares are in issue, income is transferred to the capital account of the relevant Fund on each distribution date. In accordance with the Regulations, the ACD and the Depositary, have agreed that in the event the income available for distribution or accumulation is less than £20 per shareholder for the Retail Shares, A Shares, B Shares, C Shares and I Shares and less than £200 in respect of Institutional Shares, income, if any will revert to the relevant Fund.

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

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

### ***Determination of Distributable Income***

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

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

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

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

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

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

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

## **18 INCOME EQUALISATION**

The price of a share of a particular class in a particular Fund is based on the value of that class' entitlement in the relevant Fund including the income of the Fund since the previous distribution or, in the case of accumulation shares, deemed distribution. In the case of the first distribution received or accumulation made in respect of a share, except where shares have been purchased during the initial offer period for the Company or one of its Funds, part of the amount, namely the equalisation payment, is a return of capital and is not taxable as income in the hands of the shareholder. This amount is, however, in the case of income shares, deducted from the cost of the share in computing any capital gains. In the case of accumulation shares, the equalisation amount may only be eligible for taper relief/indexation allowance from the date of allocation (as distinct from the date of acquisition of the original shares).

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

## 19 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

The ACD's charges are accrued to the Funds on a daily basis and are levied monthly in arrears. All charges are stated exclusive of VAT which shall (if applicable) be payable in addition.

### ***Preliminary charge***

The ACD may impose a charge on the sale of shares to investors which is based on the amount invested by the prospective investor. The ACD's current preliminary charge is as follows:

Share Class (where available)	Current Preliminary Charge
Retail Shares	5%
Institutional Shares (excluding Elite Specialist Portfolio)	0%
Class A Shares	1%
Class B Shares	1%
Class C Shares	5%
Institutional Shares (Elite Specialist Portfolio Only*)	5%

*\*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment.*

The preliminary charge is payable to the ACD. If at any time the current preliminary charge applicable to shares of a particular Fund is increased, the ACD is required to give not less than 60 days' prior notice in writing to all shareholders before such increase may take effect. The ACD is also required to revise the Prospectus to reflect the new current rate and the date of its commencement.

### ***Switching Charge***

The ACD is entitled to make a charge in respect of a Switch or Conversion of shares (the "**Switching Fee**"). The Switching Fee will be equal to the initial charge (see above) in respect of the class of shares being switched into, and will be deducted from the proceeds of sale of the shares being switched from. When switching between share classes of the same Fund, no dilution levy will be charged in respect of the shares being sold and purchased as part of the switch. A dilution levy may be charged where a switch is from one Fund to another (see pages 13 and 14 for the ACD's policy on Dilution Levy).

Currently however, the ACD does not operate a Switching Fee.

### ***Periodic Charge***

The ACD is entitled to make a periodic charge, calculated and accruing on each Business Day at each valuation point (the "**Calculation Date**"), and payable out of the property of each Fund, by way of remuneration for the services of the ACD. The periodic charge is payable to the ACD monthly in arrears. The periodic charge will be calculated separately in respect of each Fund, as a percentage rate per annum of the total value of the units of entitlement in the property of the Fund represented by the class on the Calculation Date.

At present the ACD's periodic charge is taken from income. However, where the amount of income received by a Fund is insufficient to meet the periodic charge plus all other expenses attributable or apportioned to the Fund, then some or all of such charge and expenses may be charged against the capital instead of the income with respect to any particular share class of the relevant Fund. This will only be done with the approval of the Depositary and may constrain capital growth.

The ACD's current periodic charge is as follows:

**In respect of all Funds, except Elite Specialist Portfolio:**

**Current Periodic Charge**

0.15%,

subject to a minimum charge of £28,000, apportioned across the issued share classes by reference to their total values, per annum per sub-fund, as well as £5,000 per annum for daily pricing and £3,000 per annum for each additional share class (for the fifth and each subsequent share class in issue).

**In respect of Elite Specialist Portfolio\*.**

**Current Periodic Charge**

0.05%,

as well as £5,000 per annum for daily pricing and £3,000 per annum for each additional share class (for the third and each subsequent share class in issue).

*\*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment.*

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

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

The periodic charge will cease to be payable (in relation to a Fund) on the date of commencement of its termination, and (in relation to the Company as a whole) on the date of the commencement of its winding up or, if earlier, the date of the termination of the ACD's appointment as such.

The ACD is also entitled to reimbursement of all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty, on transactions in shares and expenses incurred in effecting regulatory changes to the Company.

***Redemption charge***

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

***Investment Adviser's fee***

The Investment Adviser is entitled to an advisory fee and its expenses which are paid out of the scheme property of the Company. The Investment Adviser's fee is as follows:

**In respect of all Funds, except the Elite Specialist Portfolio:**

Share Class (where available)	Investment Adviser's Fee
Retail Shares	1.5% of the net asset value of the applicable Fund
Institutional Shares	1.0% of the net asset value of the applicable Fund
Class A Shares	0.75% of the net asset value of the applicable Fund
Class B Shares	0.75% of the net asset value of the applicable Fund
Class C Shares	1.5% of the net asset value of the applicable Fund

**In respect of Elite Specialist Portfolio\*:**

Share Class	Investment Adviser's Fee
Institutional Shares	0.65% of the net asset value of the applicable Fund

*\*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is therefore no longer available for investment.*

**Charges to capital**

In relation to any of the Funds all or part of the remuneration of the ACD and any other expenses levied against the Funds may be treated as a capital charge, which may result in erosion of capital or constrain capital growth. In relation to any of the Funds, subject to and in accordance with the Regulations, all or part of the charges and expenses of the Funds may be treated as a capital charge if agreed by the ACD and the Depositary.

The ACD's standard policy is to charge all expenses, except those that are capital in nature, to the income accounts of the individual Funds. However, where a Fund has an objective of producing income, or a combination of income and capital growth, some or all of the ACD's periodic charges and any other expenses levied against the Funds may be charged against the capital account of the individual Funds. For the Funds of the Company the current policy is as follows:

Sub-Fund	Charged to	
	Income Account	Capital Account
EF 8AM Cautious Fund	100%	0%
EF 8AM Balanced Fund	100%	0%
EF 8AM Tactical Growth Portfolio	100%	0%
Elite Specialist Portfolio*	100%	0%
EF 8AM Income Portfolio	0%	100%
EF 8AM Focussed Fund	100%	0%

*\*As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is, therefore, no longer available for investment.*

## 20 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITORY

The Depositary is paid a monthly periodic fee plus VAT in remuneration for its services from the property of the Funds. The Depositary's fee is calculated, accrued and payable on the same basis as the ACD's periodic charge except that if a Fund is being wound up, the periodic fee will cease to be payable in relation to a Fund on the date of the final distribution of that Fund or in the case of a winding up following the passing of an extraordinary resolution approving a scheme of amalgamation or scheme of construction in relation to the Fund, down to and including the final day on which the Depositary is responsible for the safekeeping of the Scheme property of the Fund.

The current fee payable for each Fund is as follows:

Fund value to first £250 million	0.04%
£250 million to £500 million	0.03%
£500 million to £1 billion	0.02%
Over £1 billion	0.01%
Subject to a minimum fee of £15,000 per annum	

VAT at the prevailing standard rate is added to this fee.

In addition to the above periodic fee, the Depositary levies transaction charges and custody charges (plus VAT, if any) which are currently as follows:

### UK Assets

- Safekeeping fee of 0.015% (based on mid-market asset values at the end of a calendar month) on all Funds;
- Transaction charges of £12 per payment;
- Cash Payment charges will range from £10 to £30 per payment.

### Non-UK assets

Non-UK assets will be dependent on the individual market and the safe keeping fees applicable for that market and will range between the following:

- Safekeeping fees currently range from 0.009% per annum to 0.7% per annum. These fees are based on mid-market asset values at the end of a calendar month;
- Transaction charges currently range from £6 to £200 per transaction;
- Cash Payment charges will range from £10 to £30 per payment.

Custody is subject to a minimum fee of £7,500 per annum (exempt of VAT).

Charges are accrued within the Funds on a daily basis and paid monthly in arrears.

For all of the Funds, in addition to payment of the periodic charge, the amount payable to the Depositary out of the property of each Fund by way of remuneration for its services may include charges in connection with its duties (or the exercise of powers conferred upon it by the Regulations or the general law) as depositary of each Fund referable to: (i) custody of assets (including overseas custody services) as specified above; (ii) the acquisition holding and disposal of property; (iii) the collection of dividends, interest and any other income; (iv) the maintenance of distribution accounts; (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominees or agents; (vii) borrowings or other permitted transactions (including any deposit or loan authorised under this deed or the Regulations); (viii) communications with any parties (including telex, facsimile, SWIFT and electronic mail); (ix) taxation matters; (x) insurance matters; or (xi) the Depositary's report as set out in annual reports of the Company.

### **Expenses**

The Depositary is entitled to be reimbursed out of the property of the Funds for expenses properly incurred in performing duties imposed on it or exercising powers conferred upon it by the Regulations, together with any VAT payable.

In addition, the Depositary may be paid the following expenses or disbursements (plus VAT):-

- (a) all expenses of registration of assets in the name of the Depositary or its nominees or agents, of acquiring, holding, realising or otherwise dealing with any asset; of custody of documents; of insurance of documents and of collecting income or capital; of opening bank accounts, effecting currency transactions and transmitting money; relating to borrowings or other permitted transactions; of obtaining advice, including legal, accountancy or other advice, of conducting legal proceedings, of communicating with shareholders, the ACD or other persons in respect of the Funds, relating to any inquiry by the Depositary into the conduct of the ACD and any report to holders; or otherwise relating to the performance by the Depositary of its duties or the exercise by the Depositary of its powers; and
- (b) all charges of nominees or agents in connection with any of the matters referred to in (a) above; and
- (c) any other costs, disbursements or expenses accepted under the laws of England and Wales from time to time as being properly chargeable by Depositaries. If any person, at the request of the Depositary in accordance with the Regulations, provides services including but not limited to those of a custodian of property of a Fund, the expenses and disbursements hereby authorised to be paid to the Depositary out of the property of the Fund shall extend to the remuneration of such persons as approved by the Depositary and the ACD provided that in respect of a custodian such expenses to be paid out of the property of the Fund as relates to its remuneration shall be equal to (or less than) the current rates stated above under "UK Assets" and "Non-UK Assets".

Expenses not directly attributable to a particular Fund will be allocated between Funds. In each such case such expenses and disbursements may 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 COLL by the Depositary.

## **21 OTHER PAYMENTS OF THE COMPANY**

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

- the fees and expenses payable to the ACD, to the Investment Advisers and to the Depositary;
- broker's commission, fiscal charges (including stamp duty) and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown in contract notes, confirmation notes and difference accounts as appropriate;
- fees and expenses in respect of establishing and maintaining the Register of shareholders and any sub-register of shareholders. The fees for maintaining the Register for each Fund a shareholder invests in are £17.50 per annum per holding. Each of these charges will be subject to an annual increase equivalent to the rate of the UK Consumer Prices Index;
- the fees and expenses of the ACD in relation to dealing in shares of the Funds by new and existing shareholders, currently £14 per manual transaction and £8 per straight-through process transaction (e.g. placed through EMX, Calastone, or an equivalent platform), plus a standing charge per Fund of £3,317.10 per annum. Each of these charges will be subject to an annual increase equivalent to the increase in the rate of the UK Consumer Prices Index;
- any costs incurred in or about the listing of shares in the Company on any Stock Exchange, and the creation, conversion and cancellation of shares;
- any costs incurred in producing and dispatching any payments made by the Company or Fund, as appropriate, or the yearly and half-yearly reports of the Company or Fund;
- any fees, expenses or disbursements of any legal or other professional adviser of the Company;
- any costs incurred in taking out and maintaining any insurance policy in relation to the Company;
- any costs incurred in respect of meetings of shareholders convened for any purpose including those convened on a requisition by shareholders not including the ACD or an associate of the ACD;
- liabilities on unitisation, amalgamation or reconstruction including certain liabilities arising after transfer of property to the Funds in consideration for the issue of shares as more fully detailed in the Regulations;
- interest on borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- taxation and duties payable in respect of the property of the Funds or the issue or redemption of shares;
- the audit fees of the Auditors (including VAT) and any expenses of the Auditors;
- the fees of the FCA under the Regulations, together with any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Fund are or may be marketed;
- the Depositary's expenses, as detailed in Section 21 above;
- any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company and any expenses incurred in distributing information regarding the prices of shares to shareholders; and
- any payments otherwise due by virtue of the Regulations.

VAT where applicable on any fees, charges or expenses will be added to such fees, charges or expenses and will be payable by the Company.

Any assets, liabilities, expenses not directly attributable to a particular Fund will be allocated by the ACD in a manner which is fair to shareholders as a whole but they will normally be allocated to all Funds pro-rata to the value of the net assets of the relevant Funds.

### ***Costs relating to EPM***

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

## **22 TAXATION**

### **General**

The information below is a general guide based on current United Kingdom law and HM Revenue and Customs practice, which are subject to change. It summarises the tax position of the Company and of investors who are United Kingdom resident (except where indicated) and hold Shares as investments. The statements below may not apply to certain Shareholders or classes of Shareholders. Prospective investors who are in any doubt about their tax position, or who may be subject to tax in a jurisdiction other than or in addition to the United Kingdom, are recommended to take professional advice.

### **The Funds**

Each Fund is treated as a separate entity for United Kingdom tax purposes.

The Funds are generally exempt from United Kingdom tax on capital gains realised on the disposal of investments (including interest-paying securities and derivatives) held within them.

The Funds will each be subject to corporation tax at 20% on most types of income other than dividends from UK or overseas companies (in relation to which exemptions may be available) but after deducting allowable management expenses and the gross amount of any interest distributions. Where a Fund suffers foreign tax on income received from overseas sources, this may, depending on the circumstances, be treated as an expense or offset against any United Kingdom tax payable on that income by way of double tax relief.

A Fund may be subject to withholding, capital gains or other taxes on income and/or gains arising from its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by a Fund is incorporated, established or resident for tax purposes. A Fund may also incur or bear transaction or other similar taxes in respect of the actual or notional amount of any acquisition, disposal or transaction relating to its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by a Fund or the counterparty to a transaction involving a Fund is incorporated, established or resident for tax purposes. Where a Fund invests in securities or enters into transactions that are not subject to withholding or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof.

Distributions paid may be either Dividend Distributions or Interest Distributions, depending on the nature of the investments of the Fund concerned. Interest Distributions can be made only where the market value of the Fund's interest-bearing investments exceeds 60% of the market value of all its assets throughout

the accounting period to which it relates (these Funds are referred to as Bond Funds). Where a Fund does not have that level of interest-bearing assets throughout its accounting period then it must pay Dividend Distributions (these Funds are referred to as Equity Funds).

Formerly, surrenders and certain other transfers of Shares of a Fund could result in such Fund incurring a liability for UK stamp duty reserve tax (“SDRT”) pursuant to Schedule 19, Finance Act 1999. The charging of SDRT on such transactions pursuant to Schedule 19, Finance Act 1999 was abolished by Finance Act 2014 in relation to surrenders and relevant other transfers made or effected on or after 30 March 2014. The only exception is an in-specie redemption which is not settled pro-rata to the assets held by the Fund. In that event, the redeeming Shareholder will be liable to SDRT at the rate of 0.5% of the value of the Shares surrendered.

## **Shareholders**

### **Income - Dividend Distributions**

#### ***UK resident individual Shareholders***

For UK resident individuals, no income tax is payable in respect of the first £500 (2025/26 tax year) of dividend income received from all sources in the tax year (although such income will still count towards the basic, higher and additional rate thresholds). The current tiers and rates of tax are as follows and will be based upon an individual’s level of income:

Basic Rate Taxpayers – 8.75% (10.75% from 6<sup>th</sup> April 2026)

Higher Rate Taxpayers – 33.75% (35.75% from 6<sup>th</sup> April 2026)

Additional Rate Taxpayers – 39.35%

Individuals should note that if the receipt of dividend income takes them from one band/tier of UK personal taxation to another, the tax due on the excess dividend income over the annual allowance will be at the rates applicable to the new band/tier.

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from income tax on dividend distributions in respect of such Shares.

#### ***Corporate Shareholders within the scope of corporation tax***

A dividend distribution made by the Company in respect of Income Shares (or deemed to be made in respect of Accumulation Shares) to a corporate Shareholder within the charge to corporation tax in respect of its investment in the Company will be split into franked and unfranked parts according to the underlying gross income of the Company. Very broadly, the unfranked part corresponds to such part of the Company’s gross income as does not derive from franked investment income. The franked part will be treated in the same way as exempt dividend income received by a UK resident corporate Shareholder. The unfranked part will be treated as an annual payment received after deduction of income tax at the basic rate (currently 20%) from a corresponding gross amount and the corporate Shareholder will be liable to corporation tax on it accordingly, but with the benefit of credit for, or (subject to any applicable restrictions) repayment of, the income tax deducted at source.

#### ***Non-UK resident Shareholders***

Dividend distributions will be made gross to Shareholders who are not UK resident. Non-resident Shareholders who are individuals are not liable to UK income tax on the dividend distribution. Non-UK resident Shareholders are recommended to seek professional advice as to the tax consequences of receiving a dividend distribution under the law of the jurisdiction of their residence.

Non-resident trusts may be chargeable to UK income tax on distributions made by the Company and are recommended to seek professional advice.

### **Income - Interest Distributions**

Income distributions are paid gross to Shareholders (with no income tax deducted from the payment). UK resident individual Shareholders will (subject to any available personal savings allowance) be subject to income tax at the relevant rate on any interest distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

A UK resident individual Shareholder may be entitled to a personal savings allowance in each tax year (the amount of the allowance, if any, depends on whether the taxpayer is a basic, higher or additional rate taxpayer).

An income statement will be supplied to Shareholders annually showing the total interest distribution without any deduction of tax (gross interest).

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from income tax on interest distributions in respect of such Shares.

### ***Corporate Shareholders within the scope of corporation tax***

A corporate Shareholder within the charge to UK corporation tax in respect of a shareholding will be subject to corporation tax on any interest distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

### **Non-UK resident Shareholders**

Non-United Kingdom resident Shareholders may be entitled to a refund from HM Revenue and Customs of the tax deducted from their interest distributions (or a proportion of it). This will depend on their personal circumstances and the terms of any double taxation agreement between their country of residence and the United Kingdom.

### **Reporting requirements**

The Company may be required to report details of interest paid to United Kingdom residents.

The Company may also report information about Shareholders to HMRC in compliance with its domestic (and any overseas) obligations relating to FATCA and any similar intergovernmental agreements for the automatic exchange of tax information which may be entered into and implemented by the United Kingdom.

### **Income equalisation**

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

### **Capital Gains**

#### ***UK resident individual Shareholders***

An individual Shareholder will be liable to capital gains tax on any chargeable gain accruing on the disposal or deemed disposal (including redemption, switches and certain conversions) of Shares in the Company. Capital gains tax is generally charged at rates of 10% and 20%, dependent on an individual's

total amount of taxable income and gains within a tax year. An individual Shareholder may also be entitled to set all or part of any gains against their annual capital gains tax exemption.

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from capital gains tax on any gain accruing on the disposal or deemed disposal of Shares.

Individual Shareholders will find further information in HM Revenue and Customs Help Sheets for the capital gains tax pages of their tax returns.

#### ***Corporate Shareholders within the scope of corporation tax***

Subject to the possible application of the rules treating a shareholding in the Company as a loan relationship, a corporate Shareholder within the charge to corporation tax in respect of its investment in the Company will be liable to corporation tax on any chargeable gain accruing to it on the disposal or deemed disposal (including redemption, switches and certain conversions) of its Shares in the Company. An indexation allowance may be available to reduce or eliminate such a gain but not to create or increase an allowable loss.

#### **Inheritance Tax**

A gift by an individual Shareholder who is domiciled (or deemed domiciled) in the UK for inheritance tax purposes of their Shares in the Company or the death of such a Shareholder may give rise to a liability to inheritance tax. For these purposes, a transfer of Shares at less than the full market value may be treated as a gift.

#### **Stamp Duty Reserve Tax (SDRT)**

Investors will be liable to SDRT at 0.5% on acquiring Shares from a third party (that is other than on an issue of Shares by the Company). SDRT may also apply in cases where an investor redeems Shares in consideration of a transfer of assets of the Company other than cash (i.e. an in specie redemption) where that consideration is non-pro rata (i.e. not in proportion to the total assets of the Company).

#### **ISAs**

Shares attributable to the Funds will be eligible for inclusion within a stocks and shares component of an ISA.

#### **OECD Common Reporting Standard (CRS)**

To satisfy the requirement for the automatic exchange of financial information between tax authorities worldwide, CRS countries must obtain information from relevant clients and exchange that information with the tax authorities of other CRS countries. In the UK the CRS system was mandated by 'The International Tax Compliance Regulations 2015'.

The ACD is required to compile information about all accounts in existence as of 31 December each year and to report the information to HM Revenue and Customs.

#### **FATCA**

The Foreign Account Tax Compliance Act (FATCA) is a piece of legislation introduced by the United States Government to help counter US tax evasion by encouraging more effective reporting of information.

In the United Kingdom, the principles of FATCA have been brought into local law. This means the ACD will need to provide information on US accounts to the local tax authority, HM Revenue and Customs (HMRC).

For further information on FATCA please refer to the International Tax Reporting section on page 8 of this Prospectus.

## **23 REPORTS AND ACCOUNTS**

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

The annual report of the Company (the "**long report**") will be available on or before the end of October and the half-yearly long report on or before the end of February in each year. Copies of these long reports will be available free of charge on the ACD's website at [www.wayfunds.com](http://www.wayfunds.com) and copies may also be obtained free of charge from the ACD at its operating address. These reports may also be inspected at the Depositary's office during normal office hours.

The long reports of the Company shall (if relevant) contain details of:

- (a) the percentage of each Fund's assets that are subject to special arrangements arising from their illiquid nature;
- (b) any new arrangements that the ACD has made for managing a Fund's liquidity;
- (c) each Fund's current risk profile and the risk management systems employed by the ACD to manage those risks.

## **24 ANNUAL GENERAL MEETING**

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

## **25 REQUISITIONS OF MEETINGS**

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

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

## **26 VOTING**

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

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

a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman, by the Depositary or by two shareholders present or by proxy.

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

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

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

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

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

### ***Meetings and Modifications***

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

Any proposals to change a Fund's investment objective or investment policy will typically be treated by the ACD (with the agreement of the Depositary) as a "fundamental event" requiring prior approval of the majority of Shareholders in the Fund. However, Shareholders should be aware that the ACD may change a Fund's investment objective and/or its investment policy without first obtaining Shareholder consent to the extent necessary to satisfy any changes to the Regulations. In these circumstances, Shareholders shall be given as much notice as is practicable in the circumstances.

The requirement for a Shareholder meeting depends on the proposed change to the Company. Changes to the Company may fall within one of the following three categories:

- "Fundamental events" which change the purpose or nature of the Company or the basis on which the investor invested, for example changes to an investment objective, its risk profile or something that would cause material prejudice to the investors would require investor approval. Fundamental changes require prior approval at a meeting of Shareholders;
- "Significant events" are those which would materially affect an investor's investment, affect a Shareholder's ability to exercise his rights in relation to this investment, result in material increased payments out of the Company, or could reasonably be expected to cause investors to reconsider their participation in the Company. Those should be

notified pre-event to the investors and in sufficient time to enable them to leave the Company, if they wish, before the change takes effect. 60 days' minimum notice is required for these changes; and

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

## 27 TRANSFER OF SHARES

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

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

## 28 WINDING UP OF THE COMPANY AND TERMINATION OF FUNDS

The Company may be wound up under chapter 7.3 of COLL or as an unregistered company under Part V of the Insolvency Act 1986. A Fund may be terminated under chapter 7.3 of COLL or wound up under Part V of the Insolvency Act 1986 (as modified by the OEIC Regulations) as an unregistered company. Winding up of the Company or termination (or winding up) of a Fund under COLL is only permitted with the approval of the FCA and if a statement has been lodged with the FCA by the ACD confirming that the Company or the Fund will be able to meet all its liabilities within twelve months of the date of the statement (a "**solvency statement**").

Subject to the foregoing, the Company or the relevant Fund will be wound up or terminated (as appropriate) under COLL:

- if an extraordinary resolution of shareholders of either the Company or the Fund (as appropriate) to that effect is passed; or
- on the date stated in any agreement by the FCA in response to a request from the ACD for the winding up of the Company or a request for the termination of the Fund.

The ACD may request that a Fund be terminated or wound up in certain situations such as if, at any time after the first anniversary of the issue of the first shares linked to a Fund the net value of the assets of the Company attributable to such Fund is less than £1 million.

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

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

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

## **29 OTHER INFORMATION**

### ***Complaints***

Any complaint should be referred to the ACD at its head office. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service at Exchange Tower, Harbour Exchange Square, London, E14 9SR. More details about the Financial Ombudsman Service and a copy of the ACD's complaints procedure are available on request.

### ***Cancellation***

An Applicant who is entitled to cancel and does so, will not get a full refund of the money paid by him if the purchase price of the shares falls before the cancellation notice is received by the ACD, because an amount equal to such fall (the “**shortfall**”) will be deducted from the refund he would otherwise receive. Where the purchase price has not yet been paid the applicant will be required to pay the amount of the shortfall to the ACD. The deduction does not apply where the service of the notice of the right to cancel precedes the entering into of the agreement. Cancellation rights must be exercised by posting a cancellation notice to the ACD on or before the 14th day after the date on which the applicant receives the notice of the right to cancel.

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

### ***Delegation***

The ACD, subject to exceptions specified in COLL, may retain (or arrange for the Company to retain) the services of other persons to assist them in the performance of their respective functions. Further information concerning functions delegated to the Depositary are discussed on page 17.

### ***Conflicts of Interest***

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

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

Subject to compliance with COLL the ACD may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested. The ACD is entitled in its own discretion to determine the terms of its appointment as such, and consequently to amend the terms of the Service Agreement referred to under "The Authorised Corporate Director" above.

The ACD and the Investment Adviser (as applicable) may manage other accounts/portfolios with similar investment objectives to the Funds.

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

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

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

- (a) dealings in the shares of the Company;
- (b) any transaction in the underlying property of the Company; or
- (c) the supply of services to the Company.

### ***Liability and Indemnity***

With the exception mentioned below:

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

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

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

### ***Professional Liability Risks***

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

## **30 GENERAL**

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

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

The address for service on the Company of notices or other documents required or authorised to be served on it is C/O WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB.

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

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

### **Financial Services Compensation Scheme**

The Financial Services Compensation Scheme has been established under the rules of the FCA as a "rescue fund" for certain clients of firms authorised and regulated by the FCA which have gone out of business. The ACD will supply you with further details of the scheme on written request to its operating address. Alternatively, you can visit the scheme's website at [www.fscs.org.uk](http://www.fscs.org.uk) or by writing to the Financial Services Compensation Scheme, 7<sup>th</sup> Floor, Lloyds Chambers, Portsoken Street, London E1 8BN.

### **Documents and information available**

Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB:

- Latest version of the Prospectus and NURS-Kii;
- Latest version of the Instrument of Incorporation which constitutes the Company and the Funds;
- Latest annual and half-yearly long reports applying to each of the Funds;
- The ACD Agreement.

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

### **This Prospectus**

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

### **Data Protection - How your personal data is used**

By completing and submitting an application to invest in any of the Funds that WAY Fund Managers Limited ("we"/"us") operates, you will be giving your consent to the processing of your personal data (including any anti-money laundering verification check), by us for the administration of services in connection with your investment on a contractual basis. Additionally we may be requested to share your personal data with our regulator, the Financial Conduct Authority, or for wider compliance with any legal or regulatory obligation to which we might be subject.

If you have used an intermediary to submit the application we may also share information about your investment with them, to help them to continue to provide their services to you, unless you request us not to.

We may share your personal data with contracted third parties for the purposes mentioned above (however this does not entitle such third parties to send you marketing or promotional messages) and we do not envisage that this will involve your personal data being transferred outside of the European Economic Area.

We make every effort to maintain the registration of your holdings accurately. However, if you feel that we have incorrectly recorded any of your personal data, you may request its correction. You have the right to request copies of your personal data stored by us and can do so by using our contact details below.

Your data will be stored and processed securely for the period of your contract with us and for a minimum of seven years after our relationship ceases, for regulatory and legislation purposes only.

We are registered with the Information Commissioner's Office as a Data Controller and Data Processor for this purpose. Further information on how we manage your personal data can be found within our Privacy Notice which can be found on our website [www.wayfunds.com](http://www.wayfunds.com).

Should you wish to make a complaint or request further information on how we collect and process your personal data please contact us at:

**Data Protection Office**, WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

Email: [DPO@wayfunds.com](mailto:DPO@wayfunds.com) Tel: 01202 855856 (+44 (0)1202 855856 from outside of the UK).

Alternatively, if you have any concerns or complaints as to how we have handled your personal data, you may lodge a complaint to the Information Commissioner's Office through their website which can be found at <https://ico.org.uk/for-the-public/raising-concerns/>

### **Telephone calls and electronic communications**

Please note that the ACD will record telephone calls and electronic communications. The ACD will keep a copy of telephone calls and electronic communications. A copy of the record is available from the ACD on request. The records will be kept for up to five years and, where requested by the FCA, for up to seven years.

### **Governing law**

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

### **Shareholder's rights**

Shareholders are entitled to participate in the Company on the basis set out in this prospectus (as amended from time to time).

Shareholders may have no direct rights against the service providers to the Company set out in paragraphs 5 and 6.

Shareholders may be able to take action if the contents of this document are inaccurate or incomplete.

Shareholders have statutory and other legal rights which include the right to complain and may include the right to cancel an order or seek compensation.

Shareholders who are concerned about their rights in respect of the Company (or any Fund) should seek legal advice.

### **Information available to Shareholders**

The following information will be made available to Shareholders as part of the Company's periodic reporting and, as a minimum, in the annual report:

- (a) the percentage of each Fund's assets which will be subject to special arrangements arising from their illiquid nature, including an overview of any special arrangements in place, the valuation methodology applied to assets which are subject to such arrangements and how management and performance fees will apply to these assets;
- (b) the current risk profile of each Fund, and information on the risk management systems used by the ACD to manage those risks;
- (c) the total amount of leverage employed by each Fund calculated in accordance with the gross and commitment methods; and
- (d) any material changes to the information above.

**Shareholders will be notified appropriately of any material changes to the liquidity management systems and procedures such as the suspension of redemptions, the deferral of redemptions or similar special liquidity arrangements. It is intended that any changes to the maximum level of leverage which a Fund may employ will be provided to Shareholders without undue delay.**

## Schedule 1

### Investment and Borrowing Powers

The Company may exercise the full authority and powers permitted by COLL applicable to a Non-UCITS Retail Scheme. However, this is subject to the applicable investment limits and restrictions set out in COLL, the Company's Instrument of Incorporation and this Prospectus. The Company may exercise the full authority and powers permitted by COLL applicable to a Non-UCITS Retail Scheme in respect of each Fund subject to each Fund's investment objective and policy.

In accordance with the investment policy of each of the Funds, each Fund may invest in units in collective investment schemes, transferable securities, deposits, money market instruments and cash. The capital property attributable to each Fund is required to consist of such investments although investment in other asset classes is permitted as set out in COLL as it applies to Non-UCITS Retail Schemes and as set out below. Therefore, the capital property attributed to each Fund may at any time consist of transferable securities, units in collective investment schemes, deposits and money market instruments or a mixture of such assets as well as investments of other asset classes as set out below.

The ACD shall ensure that, taking into account the investment objective of each of the Funds, the scheme property of each of the Funds aims to provide a prudent spread of risk.

**The ACD does not anticipate that the use of derivatives will change or alter the overall risk profiles of the Funds.**

#### *Collective Investment Schemes*

The property of the Funds may consist of units in collective investment schemes.

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

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

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

- (a) a scheme which satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS directive as implemented in the EEA; or
- (b) is a recognised scheme (as defined in COLL); or
- (c) is a Non-UCITS Retail Scheme (as defined in COLL); or
- (d) a scheme which is constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a Non-UCITS Retail Scheme; or
- (e) any other scheme which does not fall within any of the above categories and in respect of which no more than 20% in value of the property of the scheme (including any transferable securities which are not approved securities) is invested.

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

The Company may invest in shares or units of collective investment schemes which are managed or operated by (or, in the case of companies incorporated under the OEIC Regulations, have as their authorised corporate director) the ACD or an associate of the ACD. However, if the Company invests in units in another collective investment scheme managed or operated by the ACD or by an associate of the ACD, the Funds will pay no additional management charges to the ACD as the case may be.

Investment may be made in collective investments schemes established in any jurisdiction, subject to compliance with the requirements of above.

A Fund may invest in or dispose in shares of another Fund within the Company (the "second fund") only if the following conditions are satisfied:

- (a) the second fund does not hold shares in any other sub-fund of the Company;
- (b) the conditions in COLL 5.2.15R (Investment in associated collective investment schemes) and COLL 5.2.16R (Investment in group schemes) are complied with (as modified by COLL 5.2.15R (2)); and
- (c) the investing or disposing Fund must not be a feeder UCITS to that second fund

#### ***Transferable Securities and Money Market Instruments***

The Funds may invest up to 100% of the scheme property in transferable securities and money market instruments which are:

- (a) admitted to or dealt in on an eligible market (as set out on pages 34 and 35); or
- (b) are recently issued transferable securities, provided the terms of issue include an undertaking that an application will be made to be admitted to an eligible market, and such admission is secured within a year of issue; or
- (c) money market instruments which are normally dealt in on the money markets, are liquid and whose value can be accurately determined at any time, being an 'approved money market instrument' in accordance with COLL which fulfil the following requirements:
  - (i) the issue or issuer is regulated for the purpose of protecting investors and savings, and
  - (ii) the instrument is issued or guaranteed in accordance with COLL 5.2.10BR

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

The Funds may also invest in an approved money market instrument provided the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles (as defined in COLL) which benefit from a banking liquidity line (as defined in COLL).

The requirements of COLL 5.2.10BR are that the money market instrument must be:

- (a) issued or guaranteed by a central, regional or local authority or central bank of the UK or an EEA State or if the EEA State is a federal state, one of the members making up the federation, the European Central Bank, the European Union or the European Investment Bank, a non-EEA State, or in the case of a federal state, one of the members making up

- the federation, or by a public international body to which one or more EEA State belongs; or
- (b) an establishment subject to prudential supervision in accordance with criteria defined by Community law or an establishment which is subject to and complies with prudential rules governed by the FCA to be at least as stringent as those laid down by Community law; or
- (c) issued by a body, any securities of which are dealt in on an eligible market.

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

Not more than 10% in value of the property of the Funds may consist of transferable securities or money market instruments issued by any single body subject to COLL 5.6.23R however, the limit of 10% is raised to 25% in respect of covered bonds.

### **Covered bonds**

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

### ***Government and public securities***

Up to 100% of the scheme property of a Fund may be invested in government and public securities issued by or on behalf of or guaranteed by a single named issuer which may be one of the following: the government of the United Kingdom and Northern Ireland and the governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Liechtenstein, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden; or by or on behalf of the Government of the United States of America.

If more than 35% in value of the scheme property of a Fund is invested in government and public securities issued by any one issuer, no more than 30% in value of the scheme property of a Fund may consist of such securities of any one issue and the scheme property must include at least six different issues whether of that issuer or another issuer.

### ***Warrants***

Not more than 5% in value of the scheme property attributable to the Funds may consist of warrants.

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

### ***Cash and Near Cash***

The property of the Funds may consist of cash or near cash to enable:

- (a) the pursuit of the Funds' investment objective;
- (b) the redemption of shares; or

- (c) the efficient management of the Funds in accordance with its objectives or any other purposes which may reasonably be regarded as ancillary to the objectives of the Funds.

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

### ***Derivatives***

The EF 8AM Cautious Fund may only use derivatives under efficient portfolio management as explained under the heading "Derivatives – Efficient Portfolio Management" below.

Whilst the EF 8AM Tactical Growth Portfolio, the EF 8AM Balanced Fund, the EF 8AM Income Portfolio and the EF 8AM Focussed Fund may use derivatives for investment purposes, as at the date of this Prospectus the Funds only use derivatives for the purpose of efficient portfolio management and hedging purposes as set out below under the heading "Derivatives – Efficient Portfolio Management". Subject to maintaining the requisite permissions from the FCA under the Regulations, on giving no less than 60 days' prior written notice to all Shareholders in the Company, the ACD will no longer solely operate the Fund under efficient portfolio management but may also utilise, derivatives and forward transactions for investment purposes as explained further under the heading "Derivatives General" below.

**If the ACD elects to use derivatives in this way, it is not intended that this will change or alter the overall risk profile of the sub-fund/Company.**

### ***Derivatives – Efficient Portfolio Management***

The Funds may invest in derivatives for the purposes of efficient portfolio management (including hedging). Such derivatives will be covered and usually exchange-traded. Where derivatives are used for hedging or in accordance with efficient portfolio management techniques, this will not alter or change the risk profile of the Funds.

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

- (a) they are economically appropriate in that they are realised in a cost effective way;
- (b) they are entered into for one or more of the following specific aims;
  - (i) the reduction of risk;
  - (ii) reduction of cost;
  - (iii) the generation of additional capital or income for the scheme with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules laid down in COLL.
- (c) In relation to the generation of additional capital or income, there is an acceptably low level of risk in any case where the ACD reasonably believes that the Funds are certain (or certain barring events which are not reasonably foreseeable) to derive a benefit:
  - (i) by taking advantage of pricing imperfections in relation to the acquisition and disposal (or disposal and acquisition) of rights in relation to the same or equivalent property, being property which the Funds hold or may properly hold;

(ii) by receiving a premium for the writing of a covered call option, even if that benefit is obtained at the expense of surrendering the chance of yet greater benefit.

(d) To be economically appropriate to the Funds, the ACD must reasonably believe that:

(i) for transactions undertaken to reduce risk or cost (or both), the transaction (alone or in combination) will diminish a risk or cost of a kind or level which it is sensible to reduce; and

(ii) for transactions undertaken to generate additional capital or income, the Funds are certain (or certain barring events which are not reasonably foreseeable) to derive a benefit from the transaction.

### ***Derivatives General***

***The powers described in this section are only available to the Elite-Specialist Portfolio Fund which is in the process of termination as at the date of this Prospectus. These powers may be made available to the EF 8AM Tactical Growth Portfolio Fund, the EF 8AM Balanced Fund, the EF 8AM Income Portfolio and the EF 8AM Focussed Fund on giving 60 days' notice to shareholders.***

#### ***Permitted Transactions (derivatives and forwards)***

- (a) A transaction in derivatives or a forward transaction must not be effected for the Fund unless the transaction is of a kind specified below and the transaction is covered.
- (b) A derivatives transaction may be either an approved derivative (i.e. one which is traded or dealt in on an eligible derivatives market as set out in Appendix 3) or an over-the-counter derivative in accordance with the applicable FCA rules.
- (c) A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market.

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

- transferable securities;
- money market instruments;
- deposits (permitted under COLL 5.2.26R);
- derivatives and forward transactions (permitted under COLL 5.6.13R);
- units in collective investment schemes (permitted under COLL 5.6.10R);
- financial indices (which satisfy the criteria set out in COLL 5.2.20AR);
- interest rates;
- foreign exchange rates; and
- currencies.

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes or derivatives. The ACD must ensure compliance with COLL 5.3.6R.

Any forwards transaction must be made with an eligible institution or an approved bank in accordance with COLL

Where the Fund invests in derivatives, the exposure to the underlying assets must not exceed the general spread limits in accordance with COLL 5.6.7R (Spread: general), COLL 5.6.8R (Spread: government and public securities) and COLL 5.6.5R (2), except for index-based derivatives where the following rules apply.

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

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

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

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

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

Any transaction in an OTC derivative must be:

- (a) with an approved counterparty. A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank, or a person whose permission (as published in the Financial Services Register), permits it to enter into such transactions as principal off-exchange.
- (b) on approved terms. The terms of a transaction in derivatives are approved only if the ACD:
  - (i) to provide at least daily and at any other time at the request of the ACD or the Company, reliable and verifiable valuation in respect of that transaction corresponding to its fair value (being the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms' length transaction) and which does not rely only on market quotations by the counterparty; and
  - (ii) that it or an alternative counterparty will, at the request of the ACD or the Company, enter into a further transaction to sell, liquidate or close out that transaction at any time, at a fair value at under the pricing model or reliable market value basis agreed under paragraph (c) below;
- (c) capable of reliable valuation. A transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:
  - (i) on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or
  - (ii) if the value referred to in (i) is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and

- (d) subject to verifiable valuation. A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:
  - (i) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it; or
  - (ii) a department within the ACD which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

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

***Collateral required under OTC derivative transactions:***

The exposure to any one counterparty in an OTC derivative transaction must not exceed 10% in value of the Funds. The exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets each of the following conditions:

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

OTC derivative positions with the same counterparty may be netted provided that the netting procedures comply with the conditions set out in Section 3 (Contractual netting (Contracts for novation and other netting agreements)) of Annex III of the Banking Consolidation Directive; and are based on legally binding agreements.

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

***Risk Management***

The ACD uses a risk management process, as reviewed by the Depositary, enabling it to monitor and measure as frequently as appropriate the risk of a Fund's positions and their contribution to the overall risk profile of the Company. However, the Investment Adviser's investment in derivative techniques has the overall intention of reducing the volatility of returns, reflecting the investment policy for the Company generally.

***Derivative exposure***

The Funds may invest in derivatives and forward transactions only where the exposure to which the Funds are committed by that transaction itself is suitably covered from within the Fund's property. Exposure will include any initial outlay in respect of that transaction.

Cover ensures that the Funds are not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Fund's property. Therefore, the Funds must hold scheme property sufficient in value or amount to match the exposure arising from a derivative obligation to which the Funds are committed. The detailed requirements for cover of the Funds are set out below.

Cover used in respect of one transaction in derivatives or forwards transactions should not be used for cover in respect of another transaction in derivatives or a forward transaction.

### ***Cover for transactions in derivatives and forward transactions***

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

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

Cash not yet received into the scheme property of the Fund but due to be received within one month is available as cover for these purposes.

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

The total exposure relating to derivatives held in the Funds may not exceed the net value of the property relevant Fund.

### ***Deposits***

Up to 20% in value of the scheme property of a Fund may consist of deposits with a single body. The Funds may only invest in deposits with an approved bank, and which are repayable on demand, or have the right to be withdrawn, and mature in no more than 12 months.

### ***Immoveable and moveable property***

The Funds will not invest in immovable property.

### ***Spread - General***

In applying any of the restrictions referred to above:

- (a) not more than 20% in value of the Fund property may consist of deposits with any single body;
- (b) not more than 10% in value of the Fund property is to consist of transferable securities or money market instruments issued by any single body (subject to COLL 5.6.23R); and
- (c) not more than 35% in value of the Fund is to consist of units in any one collective investment scheme.

### ***Borrowing Powers and Leverage***

Subject to the Company's Instrument of Incorporation and COLL (as it relates to non-UCITS retail schemes), the Company may borrow money for the purposes of achieving the objectives of the Funds on terms that such borrowings are to be repaid out of the scheme property of the relevant Fund. The ACD does not anticipate significant use of this borrowing power. Such borrowing may only be made from an eligible institution or approved bank (as defined in COLL). The borrowing of a Fund must not, on any business day, exceed 10 per cent of the value of the property of the relevant Fund.

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

Borrowings may be made from the Depositary, the ACD or any Investment Adviser or any associate of any of them provided that such lender is an eligible institution or approved bank and the arrangements are at least as favourable to the Fund concerned as would be those of any comparable arrangements effected on normal commercial terms negotiated at arm's length between two independent parties.

The ACD will not employ Leverage in respect of its management of the Company save where it undertakes certain derivatives and forward transactions for the limited purposes described in this Schedule 1 and subject at all times to the requirements and restrictions set out in the Regulations insofar as they relate to Non-UCITS Retail Schemes. Therefore, the Company will not be regarded as a type of fund using Leverage on a substantial basis (as described in the AIFM Directive).

***Stocklending***

The Company is not permitted to engage in stocklending transactions.

## Schedule 2

### Eligible Securities Markets

Set out below are the securities markets through which the Company may invest or deal in approved securities on account of each Fund (subject to the investment objective and policy of each fund):

- (a) a "regulated market" as defined in COLL;
- (b) a securities market established in the UK or EEA State\* which is regulated, operates regularly and is open to the public;

\*Austria, Belgium, Bulgaria, Croatia, Republic of Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden.

- (c) the principal or only market established under the rules of any of the following investment exchanges:

Country	Market
Australia	Australian Securities Exchange (ASX)
Brazil	B3 (Brasil Bolsa Balco S.A.)
Canada	Montréal Exchange Toronto Stock Exchange (TSX)
China	Shanghai Stock Exchange Shenzhen Stock Exchange
Hong Kong	Hong Kong Stock Exchange
India	BSE Ltd
Indonesia	Indonesia Stock Exchange (IDX)
Israel	Tel-Aviv Stock Exchange (TASE)
Japan	Tokyo Stock Exchange (TSE) Osaka Exchange (OSE)
Republic of Korea	Korea Exchange (KRX)
Malaysia	Bursa Malaysia
Mexico	Bolsa Mexicana de Valores
New Zealand	New Zealand Exchange Ltd (NZX)
Peru	Lima Stock Exchange (LMA)
Philippines	Philippine Stock Exchange Inc

Singapore	Singapore Exchange (SGX)
South Africa	Johannesburg Stock Exchange (JSE)
Sri Lanka	Colombo Stock Exchange (CSE)
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange (TWSE)
Thailand	Stock Exchange of Thailand (SET)
Turkey	Borsa Istanbul (BIST)
United States	New York Stock Exchange (NYSE) NASDAQ

The Alternative Investment Market (AIM) of the London Stock Exchange in the UK is also an eligible securities market for the purpose of each Fund.

### **Eligible Derivatives Markets**

Set out below are the derivatives markets through which the Company may deal on account of each Fund (subject to the Instrument of Incorporation of the Company, this Prospectus and COLL as it applies to Non-UCITS Retail Schemes):

- (a) a "regulated market" as defined in COLL;
- (b) a derivatives market established in the UK or any EU and EEA State\* which is regulated, operates regularly and is open to the public;
- (c) the principal or only market established under the rules of any of the following investment exchanges:

<b>Country</b>	<b>Market</b>
Australia	Australian Securities Exchange (ASX)
Canada	Montréal Exchange TSX Venture Exchange Toronto Stock Exchange (TSX)
Hong Kong	Hong Kong Futures Exchange Limited
New Zealand	NZX Derivatives
Japan	Osaka Exchange Tokyo Stock Exchange (TSE) Tokyo Futures-Financial Exchange
Singapore	Singapore Exchange (SGX)
South Africa	Johannesburg Stock Exchange (JSE)
South Korea	Korea Exchange (KOSDAQ)
United States	Chicago Board of Trade (CBOT) Chicago Board Options Exchange (CBOE) Chicago Mercantile Exchange (CME) ICE Futures U.S. NASDAQ Futures Exchange (NFX) NASDAQ OMX NASDAQ PHLX NYSE American New York Stock Exchange (NYSE)

## Schedule 3

### Historical Performance

Below we have shown the historical performance, for the period to 31<sup>st</sup> December 2024. Where possible, we have shown the performance over the last 5 years, for each complete year to 31<sup>st</sup> December.

*Source of performance data: FE Analytics*

In respect of Income shares (where they are available), the performance shown will assume that any income has been reinvested.

- **The EF 8AM Income Portfolio has yet to be launched.**
- **As at the date of this Prospectus, Elite Specialist Portfolio is in the process of termination and is, therefore, no longer available for investment.**

#### EF 8AM Cautious Fund - Retail Net Income Shares

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-8.05%	3.30%	-15.42%	2.48%	5.09%

**Launch Date: 1 August 2007**

#### EF 8AM Cautious Fund - Class A Net Income Shares

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-7.34%	4.08%	-14.79%	3.26%	5.69%

**Launch Date: 8 April 2013**

### **EF 8AM Cautious Fund - Class B Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-	4.86%	-13.75%	4.02%	6.43%

**Launch Date: 21 December 2010**

### **EF 8AM Cautious Fund - Institutional Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-7.59%	3.81%	-15.00%	3.03%	5.47%

**Launch Date: 8 September 2008**

### **EF 8AM Cautious Fund – Comparator Benchmark: Investment Association's (IA) Mixed Investment 20-60% Shares sector**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
3.51%	7.20%	-9.47%	6.81%	6.07%

### **EF 8AM Balanced Fund - Class A Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-8.24%	5.29%	-13.24%	4.20%	10.17%

**Launch Date: 8 April 2013**

### **EF 8AM Balanced Fund - Class B Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-	6.09%	-12.25%	5.21%	10.93%

**Launch Date: 21 December 2020**

### **EF 8AM Balanced Fund - Class C Net Income Shares (Currently has no shares in issue)**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
-8.93%	3.61%	-	-	-

**Launch Date: 8 April 2013**

### **EF 8AM Balanced Fund – Comparator Benchmark: Investment Association's (IA) Mixed Investment 40-85% Shares sector**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
5.32%	10.94%	-10.04%	8.08%	8.98%

**EF 8AM Tactical Growth Portfolio - Retail Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
0.12%	11.70%	-2.28%	1.71%	0.20%

**Launch Date: 2 February 2009****EF 8AM Tactical Growth Portfolio – Class A Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
0.89%	12.53%	-1.53%	2.47%	0.96%

**Launch Date: 25 February 2013****EF 8AM Tactical Growth Portfolio - Institutional Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
0.62%	12.25%	-1.79%	2.21%	0.71%

**Launch Date: 2 February 2009**

**EF 8AM Tactical Growth Portfolio – Comparator Benchmark:  
Investment Association's (IA) Flexible Investment Sector**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
6.70%	11.30%	-8.98%	7.08%	9.42%

**EF 8AM Focussed Fund - Class A Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
14.55%	2.12%	-20.32%	8.46%	11.02%

**Launch Date: 8 April 2013**

**EF 8AM Focussed Fund - Class B Net Income Shares**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
14.55%	2.11%	-20.32%	8.46%	11.01%

**Launch Date: 8 April 2013**

**EF 8AM Focussed Fund – Comparator Benchmark:  
Investment Association's (IA) Flexible Investment Sector**

Percentage Growth year to 31 December 2020	Percentage Growth year to 31 December 2021	Percentage Growth year to 31 December 2022	Percentage Growth year to 31 December 2023	Percentage Growth year to 31 December 2024
6.70%	11.30%	-8.98%	7.08%	9.42%

**Investors and potential investors should note the following statements**

- The prices of shares, and the income from them, can go down as well as up as a result of changes in the value of the underlying securities and currency movements. An investor may not get back the amount originally invested.
- Past performance is not necessarily a guide to future investment returns.