

**Prospectus**

**of**

**Gryphon Investment Funds**

**Valid as at 20 March 2024**

**A UK UCITS Scheme with FCA Product Reference Number: 197418**

**Evelyn Partners  
Fund Solutions Limited**

**45 Gresham Street  
London  
EC2V 7BG  
*Telephone: 0141 222 1151 (Transfer Agency)***

**PROSPECTUS**  
**OF**  
**GRYPHON INVESTMENT FUNDS**

This document constitutes the Prospectus for Gryphon Investment Funds (the “Company”) which has been prepared in accordance with the terms of the rules contained in the Collective Investment Schemes Sourcebook (the “FCA Regulations”) published by the FCA as part of their Handbook of rules made under the Financial Services and Markets Act 2000 (the “Act”).

The Prospectus is dated and is valid as 20 March 2024.

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

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

This Prospectus has been prepared solely for, and is being made available to investors for the purposes of evaluating an investment in Shares in the Sub-funds. Investors should only consider investing in the Sub-funds if they understand the risks involved including the risk of losing all capital invested.

The Prospectus is based on information, law and practice at the date hereof. The Company is not bound by any out of date prospectus when it has issued a new prospectus and potential investors should check that they have the most recently published prospectus.

Evelyn Partners Fund Solutions Limited, the ACD of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the FCA Regulations to be included in it.

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

All communications in relation to this Prospectus shall be in English.

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## DEFINITIONS

“ACD”- Evelyn Partners Fund Solutions Limited, the Authorised Corporate Director of the Company from time to time;

“Act”- Financial Services and Markets Act 2000, as amended

“Approved Derivative”- an approved derivative is one which is traded or dealt on an eligible derivatives market and any transaction in such a derivative must be effected on or under the rules of the market;

“Business day”- a day on which the London Stock Exchange is open. If the London Stock Exchange is closed as a result of a holiday or for any other reason, or there is a holiday elsewhere or other reason which impedes the calculation of the fair market value of the Sub-funds’ portfolio of securities or a significant portion thereof, the ACD may decide that any business day shall not be construed as such;

“Company”- Gryphon Investment Funds a UK authorised investment company with variable capital;

“Client Money” - any money that a firm receives from or holds for, or on behalf of, a shareholder in the course of, or in connection with, its business unless otherwise specified;

“Dealing Day”- any day which is a Business Day;

“Depositary”- NatWest Trustee & Depositary Services Limited, the depositary of the Company;

“EMT” - European MiFID Template;

“EUWA” - The European Union Withdrawal Act 2018;

“FCA”- the Financial Conduct Authority, or such successor regulatory authority as may be appointed from time to time, and (where applicable) its predecessors including the Financial Services Authority;

“FCA Regulations”- the rules contained in the Collective Investment Schemes Sourcebook (COLL), and the Investment Funds Sourcebook (FUND), as part of the FCA Rules as they may be amended or updated from time to time;

“FCA Rules”- the FCA’s Handbook of Rules and Guidance (including the COLL Sourcebook);

“Income Share” - net paying shares, denominated in base currency in the Company as may be in issue from time to time in respect of which income allocated thereto is distributed periodically to the holders thereof pursuant to the FCA Rules;

“Investment Manager” - Schroder & Co. Limited, the Investment Manager to the ACD;

“MiFID II”- Markets in Financial Instruments Directive, effective from 3 January 2018, or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable;

“Net Asset Value” or “NAV”- the value of the Scheme Property of the Company (or of any Sub-fund as the context requires) less the liabilities of the Company (or of the Sub-fund concerned) as calculated in accordance with the Company’s Instrument of Incorporation;

“OEIC Regulations”- the Open-Ended Investment Companies Regulations 2001;

“Scheme Property”- the property of the Company (or of any Sub-fund as the context requires) to be given to the Depositary for safe-keeping, as required by the FCA Regulations;

“Share Class” -in relation to shares, means (according to the context) a particular class of shares as described in Section 3;

“Sub-fund” or “Sub-funds”- a sub-fund of the Company (bearing part of the Scheme Property of the Company which is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to that sub-fund.

“UCITS Directive”- means the EC Directive on Undertakings for Collective Investment in Transferable Securities, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable.

“UK UCITS scheme”- in accordance with sections 236A and 237 of the Financial Services and Markets Act 2000, a collective investment scheme which may consist of several sub-funds, which is either an authorised unit trust scheme, an authorised contractual scheme, or an authorised open-ended investment company with the sole object of collective investment of capital raised from the public in transferable securities or other liquid financial assets, operating on the principle of risk-spreading, with units which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of those undertakings’ assets, and which has identified itself as a UCITS in its prospectus and has been authorised accordingly by the FCA.

“US Persons”- means a person who falls within the definition of US Person as defined in rule 902 of regulation S of the United States Securities Act 1933.

## **1 The Company**

- 1.1 Gryphon Investment Funds is an investment company with variable capital, incorporated in England and Wales on 26 February 2002 under registered number IC000161 and authorised by the FCA with effect from 26 February 2002. Approval by the FCA in this context refers only to approval under the OEIC Regulations 2001 (as amended) and does not in any way indicate or suggest endorsement or approval of the Sub-funds as an investment.
- 1.2 The Head Office of the Company is at 45 Gresham Street, London, EC2V 7BG and is also the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on it.
- 1.3 The base currency of the Company is pounds sterling or such other currency as may be the lawful currency of the UK from time to time. The ACD in consultation with the Depositary shall determine the best means to effect this conversion.
- 1.4 The maximum share capital of the Company is currently £10,000,000,000 and the minimum is £100. Shares in the Company have no par value and therefore the share capital of the Company at all times equals the Company's current net asset value.
- 1.5 Information on the typical investor profile for each Sub-fund is set out in Appendix VIII.
- 1.6 Shareholders in the Company are not liable for the debts of the Company.
- 1.7 The Company is authorised as a "UK UCITS scheme" for the purposes of the FCA Regulations and an "Umbrella Company" as defined in the OEIC Regulations. Different Sub-funds may be formed by the ACD, subject to approval from the FCA. On the establishment of a new Sub-fund or Share Class, an updated prospectus will be prepared setting out the relevant information concerning the new Sub-fund. Each Sub-fund will itself be a "UK UCITS scheme" for the purposes of Chapter 5 of the FCA Regulations as if it were an open-ended investment company in respect of which an authorisation order made by the FCA were in force. The Company qualifies as a United Kingdom "Undertaking for Collective Investment in Transferable Securities" (a "UK UCITS") within the meaning of the FCA Rules in the UK.

FCA Product Reference Number: 197418

## **2 Company Structure**

- 2.1 As explained above the Company is a UK UCITS scheme for the purposes of the FCA Regulations and an Umbrella Company for the purposes of the OEIC Regulations. The assets of each Sub-fund are treated as separate from those of every other Sub-fund and will be invested in accordance with that Sub-fund's own investment objective and policy. It is not intended that the Company will have an interest in any immovable or tangible movable property.
- 2.2 Details of the Sub-funds, including their investment objectives and policies are set out in Appendix I.

- 2.3 Each Sub-fund is a UK UCITS Scheme which complies with Chapter 5 of the FCA Regulations.
- 2.4 Each Sub-fund comprises a specific portfolio of assets and investments, and its own liabilities, and investors should view each Sub-fund as a separate investment entity.
- 2.5 The Sub-funds represent segregated portfolios of assets and, accordingly, the assets of a Sub-fund belong exclusively to that Sub-fund and shall not be used or made available to discharge (indirectly or directly) the liabilities of claim against, any other person or body, and any other Sub-fund and shall not be available for any such purpose.
- 2.6 Each Sub-fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Sub-fund.
- 2.7 Any assets, liabilities, expenses, costs or charges not attributable to a particular Sub-fund may be allocated by the ACD in a manner which is fair to shareholders as a whole but they will normally be allocated to all Sub-funds pro rata to the value of the net assets of the relevant Sub-funds.

### **3 Shares**

- 3.1 The share classes presently available for each Sub-fund are set out in the details of each Sub-fund in Appendix I. Further share classes may be made available in due course, as the ACD may decide.
- 3.2 The minimum initial investment for each share class is set out in Appendix I. These limits may be waived at the discretion of the ACD.
- 3.3 All shares issued by the Company will be Income Shares. Income Shares are entitled to receive distributions of income periodically. Such distributions will be paid by BACS or telegraphic transfer unless the ACD and the shareholder agree otherwise.
- 3.4 When available, shareholders are entitled (subject to certain restrictions) to switch all or part of their shares in one Sub-fund for shares in a different Sub-fund. Details of this switching facility and the restrictions are set out in Sections 14 and 16.3.

### **4 Management and Administration**

#### **4.1 Authorised Corporate Director**

- 4.1.1 The Authorised Corporate Director of the Company is Evelyn Partners Fund Solutions Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985. The ACD was incorporated on 30 July 1985 (Registered Company No 1934644). The ACD is authorised and regulated by the FCA.

#### **4.1.2 Registered Office and Head Office:**

45 Gresham Street

London

EC2V 7BG

Share Capital: Issued and paid up £50,000 Ordinary shares of £1 each

4.1.3 The ACD is responsible for managing and administering the Company's affairs in compliance with the FCA Regulations.

4.1.4 As at the date of this Prospectus, the ACD acts as manager or authorised corporate director of the authorised unit trusts and investment companies with variable capital as listed in Appendix VIII.

## 4.2 Terms of Appointment

4.2.1 The ACD was appointed by an agreement between the Company and the ACD (the "ACD Agreement"). The ACD Agreement provides that the appointment of the ACD is for an initial period of two years and thereafter may be terminated upon 12 months' written notice by either the ACD or the Company, although in certain circumstances the ACD Agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or the Company to the ACD. Termination cannot take effect until the FCA has approved the appointment of another authorised corporate director in place of the retiring ACD.

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

4.2.3 Upon termination of the ACD Agreement and the appointment of another ACD (the New ACD), the ACD may transfer any sums being held as client money to the New ACD, who will continue to hold the money in accordance with FCA client money rules.

4.2.4 The Shareholder will be given the opportunity, upon request, to have the proceeds returned by submitting a written request to the Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER.

4.2.5 The ACD is under no obligation to account to the Depositary or the shareholders for any profit it makes on the issue or re-issue of shares or cancellation of shares which it has redeemed. The fees to which the ACD is entitled are set out in Sections 30 and 31 and in Appendix I.

4.2.6 The directors of the ACD are listed in Appendix VII. None of them have any significant business activities not connected with the business of the ACD.

## 5 The Depositary

5.1 NatWest Trustee & Depositary Services Limited is the Depositary of the Company.

5.1.1 The Depositary is incorporated in England as a private limited company. Its registered and head office is at 250 Bishopsgate, London EC2M 4AA. The



ultimate holding company of the Depositary is the NatWest Group plc, which is incorporated in Scotland. The principal business activity of the Depositary is the provision of trustee and depositary services.

## **5.2 Duties of the Depositary**

5.2.1 The Depositary is responsible for the safekeeping of scheme property, monitoring the cash flows of the Fund, and must ensure that certain processes carried out by the ACD are performed in accordance with the applicable rules and scheme documents.

## **5.3 Conflicts of interest**

5.3.1 The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.

5.3.2 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 UK UCITS or a particular Sub-fund and/or other funds managed by the ACD or other funds for which the Depositary acts as the depositary, trustee or custodian. The Depositary will, however, have regard in such event to its obligations under the Depositary Agreement and the Regulations and, in particular, will use reasonable endeavours to ensure that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of Shareholders collectively so far as practicable, having regard to its obligations to other clients.

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

## **5.4 Delegation of Safekeeping Functions**

5.4.2 The Depositary is permitted to delegate (and authorise its delegate to sub-delegate) the safekeeping of Scheme Property.

5.4.3 The Depositary has delegated safekeeping of the Scheme Property to The Bank of New York Mellon, London Branch (BNYM LB) (“the Custodian”). In turn, the Custodian has delegated the custody of assets in certain markets in which the Fund may invest to various sub-delegates (“sub-custodians”). A list of sub-custodians is available from the ACD on request.

## **5.5 Updated Information**

5.5.1 Up-to-date information regarding the Depositary, its duties, its conflicts of interest and the delegation of its safekeeping functions will be made available to shareholders on request.

## **5.6 Terms of Appointment**

5.6.1 The Depositary was appointed under a Depositary Agreement between the ACD, the Company and the Depositary (the “Depositary Agreement”). Under the

Depositary Agreement, the Depositary is free to render similar services to others and the Depositary, the Company and the ACD are subject to a duty not to disclose confidential information.

- 5.6.2 The powers, duties, rights and obligations of the Depositary, the Company and the ACD under the Depositary Agreement shall, to the extent of any conflict, be overridden by the FCA Rules.
- 5.6.3 Under the Depositary Agreement the Depositary will be liable to the Company for any loss of Financial Instruments held in Custody or for any liabilities incurred by the Company as a result of the Depositary's negligent or intentional failure to fulfil its obligations.
- 5.6.4 However, the Depositary Agreement excludes the Depositary from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations.
- 5.6.5 It also provides that the Depositary will be entitled to be indemnified from the scheme property for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.
- 5.6.6 The Depositary Agreement may be terminated on three months' notice by the Company or the Depositary or earlier on certain breaches or the insolvency of a party. However, termination of the Depositary Agreement will not take effect, nor may the Depositary retire voluntarily, until the appointment of a new Depositary.
- 5.6.7 Details of the fees payable to the Depositary are given in the section titled Depositary's Fee.

## **6 The Investment Manager**

The ACD has appointed Schroder & Co. Limited to provide discretionary investment management and related advisory services to the ACD pursuant to an agreement (the "Investment Management Agreement"). The Investment Manager has the authority to make investment decisions on behalf of the Company and the ACD.

### **6.1 Terms of Appointment**

- 6.1.1 The Investment Management Agreement may be terminated on three months' written notice by the ACD or the Investment Manager. Notwithstanding this, the ACD may terminate the Investment Management Agreement with immediate effect if it is in the interests of the shareholders.
- 6.1.2 Under the Investment Management Agreement, the ACD provides indemnities to the Investment Manager, (except in the case of any matter arising as a direct result of its fraud, negligence, default or bad faith). The ACD may be entitled under the indemnities in the ACD Agreement to recover from the Company amounts paid by the ACD under the indemnities in the Investment Management Agreement.

Copies of the Investment Manager's execution policy and voting policy are available from the ACD on request.

6.1.3 The registered office of the Investment Manager is at:

Schroder & Co. Limited  
1 London Wall Place  
London  
EC2Y 5AU

6.1.4 The principal activity of the Investment Manager is acting as investment managers.

6.1.5 The Investment Manager is authorised to carry on investment business in the UK by virtue of being regulated by the FCA.

6.1.6 The fees and expenses of the Investment Manager will be paid by the ACD out of its remuneration under the ACD Agreement. The Investment Manager is not in the same group of companies as the ACD.

## **7 The Auditor**

The Auditors of the Company are Johnston Carmichael LLP, whose address is Bishop's Court, 29 Albyn Place, Aberdeen, AB10 1YL.

## **8 Register of Shareholders**

The Register of Shareholders is maintained by the ACD at its office at 177 Bothwell Street, Glasgow, G2 7ER and may be inspected at that address during normal business hours by any shareholder or any shareholder's duly authorised agent.

## **9 Conflicts of Interest**

The ACD, the Depositary and the Investment Manager are or may be involved in other financial, investment and professional activities which may, on occasion, cause conflicts of interest with the management of the Company or the Sub-funds. In addition, the Company may enter into transactions at arm's length with companies in the same group as the ACD.

Transactions may be effected in which the ACD or the Investment Manager has, either directly or indirectly, an interest that may potentially involve a conflict of its obligation to a Sub-fund. Where a conflict cannot be avoided, the ACD and Investment Manager will have regard to their fiduciary responsibilities to act in the best interests of the Sub-fund and its investors. The ACD and Investment Manager will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Sub-fund than if the potential conflict had not existed.

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

Each of the parties will, to the extent of their ability and in compliance with the FCA Rules, ensure that the performance of their respective duties will not be impaired by any such involvement.

The ACD maintains a written conflict of interest policy. The ACD acknowledges that there may be some situations where the organisational or administrative

arrangements in place for the management of conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its shareholders will be prevented. Should any such situations arise the ACD will, as a last resort if the conflict cannot be avoided, disclose these to shareholders in the report and accounts or otherwise an appropriate format.

Copies of the ACD's and the Investment Manager's conflicts of interest policies are available from the ACD on request.

## **10 Client Money**

As required by the FCA's client money rules, the ACD will hold money received from clients or on the client's behalf in accordance with those rules in a pooled client bank account, with an approved bank (as defined in the FCA Rules) in the UK.

No interest payment will be made on client money held by the ACD. Client money will be held in a designated client money account with NatWest Group plc.

The ACD will not be liable for any acts or omissions of the approved bank. The approved bank will be responsible for any acts or omissions within its control.

In the event of the insolvency of any party, clients' money may be pooled which means that shareholders may not have a claim against a specific account and may not receive their full entitlement, as any shortfall may be shared pro rata amongst all clients.

The ACD is covered by the Financial Services Compensation Scheme (FSCS). The FSCS may pay compensation if the ACD is unable to meet its financial obligations. For further information about the compensation provided by the FSCS (including the amounts covered and eligibility to claim) refer to the FSCS website [www.fscs.org.uk](http://www.fscs.org.uk) or call the FSCS on 020 7741 4100 or 0800 678 1100.

## **11 Buying, Selling and Switching Shares**

The dealing office of the ACD is open from 9.00 am until 5.00 pm on each Business Day to receive requests for the purchase, redemption and switching of shares, which will be effected at prices determined at the next Valuation Point following receipt of such request. Telephone calls may be recorded for training and monitoring purposes. The ACD may also, at its discretion, introduce further methods of dealing in Shares in the future.

## **12 Buying Shares**

### **12.1 Procedure**

12.1.1 Where the minimum investments allow, initial investments can only be made by sending a completed application form to the ACD's Transfer Agency team, either (i) accompanied by a cheque (up to £50,000) or (ii) having made a telegraphic transfer to the ACD's bank account. Application forms are available from the ACD. The ACD will accept written instructions with payment on subsequent transactions which can be done by writing to the ACD's Transfer

Agency Team at 177 Bothwell Street, Glasgow, G2 7ER. The ACD will also accept telephone purchases from FCA regulated entities for subsequent investments which may purchase shares by telephoning the ACD on 0141 222 1150. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph “Telephone Recordings” below for further information.

- 12.1.2 Where an instruction has been received by telephone, settlement is due within 4 Business Days of the Valuation Point. Purchases made by telephone are subject to risk limits at the ACDs discretion, and the ACD may at its discretion reject or defer an instruction to purchase Shares until it is in receipt of cleared funds for the purchase (when the purchase of Shares will be placed at the next Valuation Point following receipt of cleared funds). An order for the purchase of Shares will only be deemed to have been accepted by the ACD once it is in receipt of cleared funds for the application.
- 12.1.3 The ACD, at its discretion has the right to cancel a purchase deal if settlement is materially overdue (being more than 5 Business Days of receipt of an application form or other instruction) and any loss arising on such cancellation shall be the liability of the applicant. The ACD is not obliged to issue Shares unless it has received cleared funds from an investor.
- 12.1.4 The ACD reserves the right to charge interest at 4% per annum above the prevailing Bank of England Base rate, on the value of any settlement received later than the 4th Business Day following the Valuation Point.
- 12.1.5 The ACD may accept applications to purchase shares by electronic communication. Electronic communication does not include email.
- 12.1.6 The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant. In addition the ACD may reject any application previously accepted in circumstances where the applicant has paid by cheque and that cheque subsequently fails to be cleared.
- 12.1.7 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.
- 12.1.8 No interest payment will be made on client money held by the ACD, prior to investment in the trusts. Client money will be held in a designated client money account with NatWest Group plc.
- 12.1.9 Shareholders have a right to cancel their transactions within 14 calendar days of receipt of their contract note. If a shareholder cancels their contract, they will receive a refund of the amount that they invested including the initial charge either in full or less a deduction to reflect any fall in share price since the date of investment. This may result in a loss on the part of shareholders. If shareholders wish to exercise their right to cancel, they should write to the Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER. Shareholders will not be able to exercise their cancellation rights after 14 calendar days of receipt of their contract note. Please note that in certain circumstances, there may be a delay in returning the investment.

## **12.2 Documentation**

12.2.1 A contract note giving details of the shares purchased and the price used will be issued to the shareholder (the first named, in the event of joint holders) by the end of the next business day following the valuation point by reference to which the purchase price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

12.2.2 Share certificates will not be issued in respect of shares. Ownership of shares will be evidenced by an entry on the Company's Register of Shareholders. Tax vouchers in respect of periodic distributions of income in each Sub-fund will show the number of shares held by the recipient in the Sub-fund in respect of which the distribution is made. Individual statements of a shareholder's (or, when shares are jointly held, the first named holder's) shares will also be issued at any time on request by the registered holder.

## **12.3 Minimum Subscriptions and Holdings**

12.3.1 The minimum initial and subsequent subscription levels, and minimum holdings, for each Sub-fund are set out in Appendix I. The ACD may at its discretion accept subscriptions lower than the minimum amount.

12.3.2 If a holding is below the minimum holding the ACD has discretion to require redemption of the entire holding.

## **12.4 In Specie Issue**

If a shareholder requests, the ACD may, at its discretion and subject to the approval of the Investment Manager and the Depositary, arrange for the Company to accept securities in settlement of a purchase of shares in the Sub-funds as provided for in the Regulations. In particular, the ACD and Depositary will only do so where satisfied that the acceptance of the assets concerned would not likely to result in any material prejudice to the interests of the shareholders.

## **13 Selling Shares**

### **13.1 Procedure**

13.1.1 Every shareholder has the right to require that the Company redeem his shares on any Dealing Day unless the value of shares which a shareholder wishes to redeem will mean that the shareholder will hold shares with a value less than the required minimum holding for the Sub-fund concerned, in which case the shareholder may be required to redeem his entire holding. The ACD may accept requests to redeem shares by electronic communication. Electronic communication does not include email.

Requests to redeem shares may be made to the ACD by telephone on 0141 222 1150 or in writing to the ACD's Transfer Agency Team at 177 Bothwell Street, Glasgow, G2 7ER. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph "Telephone Recordings" below for further information.

### **13.1.2 Documents the Seller Will Receive:**

13.1.3 A contract note giving details of the number and price of shares sold will be sent to the selling shareholder (the first named, in the case of joint shareholders) or their duly authorised agents together with a form of renunciation for completion and execution by the shareholder (and, in the case of a joint holding, by all the joint holders) not later than the end of the business day following the valuation point by reference to which the redemption price is determined. Payment will be made by BACS, telegraphic transfer or CHAPS in satisfaction of the redemption monies and will be issued within four business days of the later of:

13.1.4 receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant shareholders and completed as to the appropriate number of shares, together with any other appropriate evidence of title; and

13.1.5 the valuation point following receipt by the ACD of the request to redeem.

### **13.2 Minimum Redemption**

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 Sub-fund to be redeemed is less than any minimum redemption amount set out in Appendix I or would result in a shareholder holding less than the minimum holding for a Sub-fund, as detailed in Appendix I.

### **13.3 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 Sub-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, or, if required by the shareholder, pay the net proceeds of sale of the relevant Scheme Property to the shareholder. A deal involving shares representing 5% or more in value of a Sub-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 Sub-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.

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, and any such redemption as set out above, shall be subject to a retention by the Company from that property (or proceeds) the value (or amount) of any stamp duty reserve tax to be paid on the cancellation of Shares.

## **14 Switching**

14.1 If applicable, a holder of shares in a Sub-Fund or fund may at any time switch all or some of his shares ("Old Shares") for shares of another Sub-fund or fund ("New Shares"). The number of New Shares issued will be determined by

reference to the respective prices of New Shares and Old Shares at the valuation point applicable at the time the Old Shares are repurchased and the New Shares are issued.

- 14.2 Switching may be effected either by telephone on 0141 222 1150 or in writing to the ACD. A switching shareholder must be eligible to hold the shares into which the switch is to be made. The ACD may accept applications to switch shares by electronic communication. Electronic communication does not include email. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph “Telephone Recordings” below for further information.
- 14.3 The ACD may at its discretion charge a fee on the switching of shares between Sub-funds or fund. These fees are set out in Section 16.3.
- 14.4 If the switch would result in the shareholder holding a number of Old Shares or New Shares of a value which is less than the minimum holding in the Sub-fund or fund concerned, the ACD may, if it thinks fit, convert the whole of the applicant’s holding of Old Shares to New Shares or refuse to effect any switch of the Old Shares. No switch will be made during any period when the right of shareholders to require the redemption of their shares is suspended. The general provisions on selling shares shall apply equally to a switch.
- 14.5 The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching fee together with any other charges or levies in respect of the issue or sale of the New Shares or repurchase or cancellation of the Old Shares as may be permitted pursuant to the FCA Regulations.
- 14.6 Please note that, under current tax law, a switch of shares in one Sub-fund or fund for shares in any other Sub-fund or fund is treated as a redemption and sale and will, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation.
- 14.7 A shareholder who switches shares in one Sub-fund or fund for shares in any other Sub-fund or fund will not be given a right by law to withdraw from or cancel the transaction.

## **15 Share Class Conversions**

- 15.1 If applicable, a holder of shares in a Share Class (“Old Class Shares”) of a Sub-fund or fund may exchange all or some of his shares for shares of a different Share Class within the same Sub-fund or fund (“New Class Shares”). An exchange of Old Class Shares for New Class Shares will be processed as a conversion (“Share Class Conversion”). Unlike a Switch, a conversion of Old Class Shares into New Class Shares will not involve a redemption and issue of shares. This transaction will not be included in the calculations for Stamp Duty Reserve Tax (see “Taxation” for further details), and for the purposes of Income Equalisation the New Class Shares will receive the same treatment as the Old Class Shares.
- 15.2 The number of New Class Shares issued will be determined by a conversion factor calculated by reference to the respective prices of New Shares and Old Shares at the valuation point applicable at the time the Old Class Shares are converted to New Class Shares.



- 15.3 Conversion may be effected either by telephone on 0141 222 1150 or in writing to the Transfer Agency Team (which, in the case of joint shareholders must be signed by all the joint holders). A converting shareholder must be eligible to hold the shares into which the conversion is to be made. It is the ACD's intention that Share Class Conversions will be processed at the next Valuation Point following receipt of the instruction, however the ACD reserves the right to defer a Share Class Conversion until no later than after the next Annual Accounting Date if it is in the interests of other Shareholders. The ACD may accept applications to convert shares by electronic communication. Electronic communication does not include email. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph "Telephone Recordings" below for further information.
- 15.4 If the conversion would result in the Shareholder holding a number of Old Class Shares or New Class Shares of a value which is less than the minimum holding in the Share Class concerned, the ACD may, if it thinks fit, convert the whole of the applicant's holding of Old Class Shares to New Class Shares or refuse to effect any conversion of the Old Shares.
- 15.5 Please note that, under current tax law, a conversion of shares between different share classes in the same Sub-fund or fund will not be deemed to be a realisation for the purposes of capital gains taxation.
- 15.6 A shareholder who converts their shares in one share class to shares in a different share class in the same Sub-fund or fund will not be given a right by law to withdraw from or cancel the transaction.

## **16 Dealing Charges**

### **16.1 Initial Charge**

The ACD may impose a charge on the sale of shares to investors. The initial charge is payable to the ACD. The ACD may receive or waive, in part or in whole, this initial charge upon investment in a Sub-fund. Full details of the current initial charge for each class of share in each Sub-fund are set out in Appendix I.

### **16.2 Redemption Charge**

- 16.2.1 The ACD may make a charge on the redemption of shares. At present no redemption charge is levied.
- 16.2.2 The ACD may not introduce a redemption charge on shares unless, not less than 60 days before the introduction, it has given notice in writing to the then current shareholders of that introduction and has revised and made available the Prospectus to reflect the introduction and the date of its commencement. If charged, the redemption charge will be deducted from the price of the shares being redeemed and will be paid by the Company to the ACD.
- 16.2.3 In the event of a change to the rate or method of calculation of a redemption charge, details of the previous rate or method of calculation will be available from the ACD.

### 16.3 Switching Fee

On the switching of shares of a Sub-fund for shares of another Sub-fund the Instrument of Incorporation authorises the Company to impose a switching fee. The fee will not exceed an amount equal to the then prevailing initial charge for the Class into which shares are being switched. The switching fee is payable to the ACD. Currently no switching charge will be levied.

## 17 Other Dealing Information

### 17.1 Dilution Levy

17.1.1 The basis on which the Company's investments are valued for the purpose of calculating the issue and redemption price of shares as stipulated in the FCA Regulations and the Company's Instrument of Incorporation is summarised in Section 22. The actual cost of purchasing or selling a Sub-fund's investments may be higher or lower than the mid market value used in calculating the share price - for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the shareholders' interest in a Sub-fund. In order to prevent this effect, called "dilution", the ACD has the power to charge a "dilution levy" on the sale and/or redemption of shares. If charged, the dilution levy will be paid into the relevant Sub-fund and will become part of the property of the relevant Sub-fund.

17.1.2 The dilution levy for each Sub-fund will be calculated by reference to the estimated costs of dealing in the underlying investments of that Sub-fund, including any dealing spreads, commission and transfer taxes.

17.1.3 The need to charge a dilution levy will depend on the volume of sales or redemptions. The ACD may charge a discretionary dilution levy on the sale and redemption of shares if, in its opinion, the existing shareholders (for sales) or remaining shareholders (for redemptions) might otherwise be adversely affected, and if charging a dilution levy is, so far as practicable, fair to all shareholders and potential shareholders. In particular, the dilution levy may be charged in the following circumstances:

17.1.3.1 where over a dealing period a Sub-fund has experienced a large level of net sales or redemptions relative to its size;

17.1.3.2 on "large deals". For these purposes, a large deal means a single deal which equals or exceeds 5% or more of the value of the size of the Sub-fund;

17.1.3.3 Where the ACD considers it necessary to protect the interests of the shareholders of a Sub-fund

It is therefore not possible to predict accurately whether dilution would occur at any given point in time. If a dilution levy is required then, based on future projections the estimated rate for each sub-fund under this umbrella is given below. The actual percentages can only be accurately calculated at the time at which they are applied and, as such, these percentages are subject to change.

Sub-fund name	Sales (Creation)	Redemptions (Liquidation)
Gryphon Peapod Fund	0.04	0.04
Gryphon East River Fund	0.04	0.04
Gryphon Dover Fund	0.04	0.02
Gryphon Pebble Fund	0.04	0.04
Gryphon Veracruz Fund	0.04	0.04
Gryphon Blackwall Fund	0.05	0.04
Gryphon Brooklyn Fund	0.04	0.04

The ACD may alter its dilution policy in accordance with the FCA Regulations either by shareholder consent pursuant to the passing of a resolution to that effect at a properly convened meeting of shareholders and by amending the prospectus or by giving shareholders notice and amending the prospectus 60 days before the change to the dilution policy is to take effect.

## **18 Money Laundering**

As a result of legislation in force in the United Kingdom to prevent money laundering, persons conducting investment business are responsible for compliance with money laundering regulations. In order to implement these procedures, in certain circumstances investors may be asked to provide proof of identity when buying shares. The ACD reserves the right to reverse the transaction or to refuse to sell shares if it is not satisfied as to the identity of the applicant.

## **19 Restrictions and Compulsory Transfer and Redemption**

The ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no shares are acquired or held by any person in breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory. In this connection, the ACD may, inter alia, reject in its discretion any application for the purchase, sale, and transfer or switching of shares.

## **20 Suspension of Dealings in the Company**

- 20.1 The ACD may, with the agreement of the Depositary, or must if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of shares, if the ACD or the Depositary is of the opinion that due to exceptional circumstances it is in the interests of all the shareholders. The suspension will only be permitted to continue for as long as it is justified having regard to the interests of the shareholders. The ACD and the Depositary must formally review the suspension at least every 28 days and inform the FCA of the result of this review with a view to ending the suspension as soon as practicable after the exceptional circumstances have ceased.
- 20.2 The ACD will notify all shareholders of the suspension in writing as soon as practicable and will publish details to keep shareholders appropriately informed about the suspension, including its likely duration.
- 20.3 Re-calculation of the share price for the purpose of sales and purchases will commence on the next relevant valuation point following the ending of the suspension.

## **21 Governing Law**

All deals in shares are governed by English law.

## **22 Valuation of the Company**

- 22.1 The price of a share in the Company is calculated by reference to the Net Asset Value of the Sub-fund to which it relates. The Net Asset Value per share of a Sub-fund is currently calculated at 5pm on each Dealing Day.
- 22.2 The ACD may at any time during a business day carry out an additional valuation if the ACD considers it desirable to do so.

## **23 Calculation of the Net Asset Value**

- 23.1 The value of the Scheme Property of the Company or of a Sub-fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.
- 23.2 All the Scheme Property (including receivables) of the Company (or the Sub-fund) is to be included, subject to the following provisions.
- 23.3 Scheme Property which is not cash (or other assets dealt with in Clause 23.4) or a contingent liability transaction shall be valued as follows:
- 23.3.1 units or shares in a collective investment scheme:
- 23.3.1.1 if a single price for buying and selling units is quoted, at the most recent such price; or
- 23.3.1.2 if separate buying or 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

- 23.3.1.3 if no price or no recent price exists, at a price which in the opinion of the ACD is fair and reasonable;
- 23.3.2 any other transferable security:
  - 23.3.2.1 if a single price for buying and selling the security is quoted, at that price; or
  - 23.3.2.2 if separate buying and selling prices are quoted, the average of those two prices; or
  - 23.3.2.3 if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which in the opinion of the ACD reflects a fair and reasonable price for that investment;
- 23.3.3 property other than that described in 23.3.1 and 23.3.2 above:
  - 23.3.3.1 at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.
- 23.4 Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 23.5 Property which is a contingent liability transaction shall be treated as follows:
  - 23.5.1 if it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of premium receivable shall be deducted.
  - 23.5.2 if it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary;
  - 23.5.3 if the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary;
  - 23.5.4 if it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).

- 23.6 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
- 23.7 Subject to paragraphs 23.8 and 23.9 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount.
- 23.8 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 23.7.
- 23.9 All agreements are to be included under paragraph 23.7 which are, or ought reasonably to have been, known to the person valuing the property.
- 23.10 An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax and value added tax will be deducted.
- 23.11 An estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day to day will be deducted.
- 23.12 The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.
- 23.13 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.
- Any other credits or amounts due to be paid into the Scheme Property will be added.
- 23.14 A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.
- 23.15 Currency or values in currencies other than the base currency shall be converted at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholder or potential shareholders.

#### **24 Price per Share in Each Sub-fund and Each Class**

The price per share at which shares are purchased, redeemed or switched is the Net Asset Value per Share. Any initial charge or redemption charge, (or dilution levy or SDRT on a specific deal, if applicable) is payable in addition to the price or deducted from the proceeds and is taken from the gross subscription or redemption monies.

#### **25 Pricing Basis**

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

## **26 Publication of Prices**

Shareholders can obtain the price of their shares on [www.trustnet.com](http://www.trustnet.com) or by calling 0141 222 1151.

## **27 Risk Factors**

Potential investors should consider the following risk factors before investing in the Sub-funds.

### **27.1 General Risks**

The price of shares of the Sub-funds and any income from them may fall as well as rise and investors may not get back the full amount invested. Past performance is not a guide to future performance. There is no assurance that the investment objective of a Sub-fund will actually be achieved.

The following statements are intended to summarise some of the risks, but are not exhaustive, nor do they offer advice on the suitability of investments.

### **27.2 Equities Risk**

Where investments are in the shares of companies (equities), the value of those equities may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market and economic conditions or other events. Currency exchange rate movements will also cause changes in value when the currency of the investment is other than sterling.

### **27.3 Warrants Risk**

Where investments are in warrants, the price per share of a Sub-fund may fluctuate more than if the Sub-fund was invested in the underlying securities because of the greater volatility of the warrant price.

### **27.4 Bonds and Debt Instruments (including High Yielding Securities Risk)**

Where investments are in bonds or other debt instruments, the value of those investments will depend on market interest rates, the credit quality of the issuer and liquidity considerations. Investments in high yielding debt instruments where the level of income may be relatively high (compared to investment grade debt instruments); however the risk of depreciation and realisation of capital losses on such debt instruments held will be significantly higher than on lower yielding debt instruments.

### **27.5 Lower Rated/Unrated Securities Risk**

The credit quality of debt instruments is often assessed by rating agencies. Medium and lower rated securities and unrated securities of comparable quality may be subject to wider fluctuations in yield, wider bid-offer spreads, greater liquidity premium and accentuated market expectations, and consequently greater fluctuations in market values, than higher rated securities. Changes in such ratings, or expectation of changes, will be likely to cause changes in yield and market values, at times significantly so.

## **27.6 Collective Investment Schemes Risk**

The Sub-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 Sub-fund. Moreover, many alternative investment strategies give themselves significant discretion in valuing securities. There may be liquidity constraints and the extent to which an investee fund's securities are valued by independent sources are factors which could impact on the Sub-fund's valuation.

## **27.7 Leveraged Companies Risk**

Investments may be made in companies or collective investment schemes which borrow funds. Such companies or collective investment schemes may not be subject to any limitations on the amount of their borrowings, and the amount of borrowings that they may have outstanding at any time may be large in comparison to their capital.

## **27.8 Leverage Risk**

Leverage is where a Sub-fund borrows money in order to meet redemption requests or, through the use of derivatives, for the purpose of buying or selling assets. Where assets are bought or sold using borrowed money this increases the risk that in the case of losses that these are compounded and as a result have a material negative impact on the value of the Sub-fund.

## **27.9 Futures and Options Risk**

The Sub-funds may use, under certain conditions, options and futures on indices and interest rates, for the purposes of efficient portfolio management. Also, the Sub-funds may hedge market and currency risks using futures, options and forward exchange contracts. Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions make it impossible to execute such orders. Transactions in options also carry a high degree of risk. Selling ("writing") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or acquire or deliver the underlying interest. If the option is "covered" by the seller holding a corresponding position in the underlying interest or a future on another option, the risk may be reduced. Where derivatives are used for efficient portfolio management then this will not compromise the risk profile of the relevant Sub-fund.

There is no guarantee that the Sub-funds will achieve the objective for which it entered into a transaction in relation to Efficient Portfolio Management. This may result in losses for investors.



The Sub-funds will be subject to the risk of the inability of any counterparty to perform its obligations. If a counterparty defaults the Sub-funds may suffer losses as a result.

#### **27.10 Foreign Currency Risk**

The Sub-funds may invest in securities denominated in a number of different currencies other than sterling in which the sub-fund is denominated. Changes in foreign currency exchange rates may adversely affect the value of a Sub-fund's investments and the income thereon.

#### **27.11 Pricing and Valuation Risk**

For quoted investments a valuation price can be obtained from an exchange or similarly verifiable source. However, investment in unquoted and/or illiquid investments which are difficult to value may increase the risk of mispricing. Furthermore, the Sub-funds will compute Net Asset Values when some markets are closed for holidays or other reasons. In these and similar cases a verifiable source of market prices will not be available and the investment Manager may invoke its Fair Value process which will determine a fair value price for the relevant investments; this Fair Value process involves assumptions and subjectivity.

#### **27.12 Emerging Countries and Developing Markets Risk**

The Sub-funds may invest in emerging markets which are undergoing rapid growth and regulatory change. Emerging markets present additional risks to those normally encountered in developed securities markets. These risks may be political, social and economic in nature and may be complicated by inflationary pressures and currency depreciation. The accounting and financial reporting standards, practices and disclosure requirements in some of the countries in which investments may be made may differ from those experienced in more developed markets. Similarly, reliability of the trading and settlement systems in such markets and the liquidity of these markets may not be equal to those available in more developed markets and this could lead to delays in settlement or affect the price at which investments could be realised. Government influence or control of private companies in some countries may be significant and investments may be exposed to the risks of political change, political uncertainty or governmental action. Such assets could be expropriated, nationalised, confiscated or subjected to changes in legislation relating to foreign ownership. The value of investments in emerging markets may therefore be adversely affected by political and/or economic conditions, which would, in turn, adversely impact on the performance of the relevant Sub-fund and its share price.

#### **27.13 Smaller and Unquoted Companies Risk**

Significant investments may be made 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 investment in the Sub-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. The Sub-funds may also invest, directly and indirectly, in securities that are not listed or traded on any stock exchange. In such situations, a Sub-fund may not be able to immediately sell such securities. The purchase price and subsequent valuation of these securities may reflect a

discount, which could be significant, from the market price of comparable securities for which a liquid market exists.

#### **27.14 Charges Taken from Capital**

The Depositary has agreed that all or part of the ACD's Annual Management Charge and any other charges or expenses allocated to a particular Share Class will be charged against capital instead of income. This may constrain capital growth.

#### **27.15 Risk to Capital**

There is also a potential risk of erosion resulting from withdrawals or cancellations of shares and distributions in excess of investment returns.

#### **27.16 Country Concentration Risk**

If a Sub-fund invests in essentially only one country it will have greater exposure to market, political, legal, economic and social risks of that country than if it diversifies country risk across a number of countries. There is a risk that a particular country may impose foreign exchange and/or conversion controls or regulate in such a way as to disrupt the way the markets in that country operate. The consequences of these actions, and others such as confiscation of assets, could be to hinder the normal operation of the Sub-fund with regard to the purchase and sale of investments and possibly the ability to meet redemptions. Dealing in the Sub-fund may be suspended and investors may not be able to acquire or redeem units in the Sub-fund. These and other actions could also adversely affect the ability to price investments in the Sub-fund which could affect the Net Asset Value of the Sub-fund in a material way. However, diversification across a number of countries could introduce other risks such as currency risk. In certain countries, and for certain types of investments, transaction costs are higher and liquidity is lower than elsewhere.

#### **27.17 Holdings Concentration Risk**

A Sub-fund may invest in a relatively small number of investments and the Net Asset Value of the relevant sub-fund may be more volatile as a result of this concentration of holdings relative to a sub-fund which diversifies across a larger number of investments.

#### **27.18 Liquidity Risk**

In normal market conditions a Sub-fund's assets comprise mainly realisable investments which can be readily sold. A Sub-fund's main liability is the redemption of any shares that investors wish to sell. In general, a Sub-fund manages its investments, including cash, such that it can meet its liabilities. Investments held may need to be sold if insufficient cash is available to finance such redemptions. If the size of the disposals are sufficiently large, or the market is illiquid, then there is a risk that either the investments might not be sold or the price at which they are sold may adversely affect the Net Asset Value of the Sub-fund. If there were significant requests for redemption of shares in a Sub-fund at a time when a large proportion of the Sub-fund's assets was invested in illiquid investments, then the Sub-fund's ability to fund those redemptions would be impaired and it might be necessary to suspend dealings in shares in the Sub-fund.

### **27.19 Credit Risk**

Investments may be adversely affected if any of the institutions with which money is deposited suffers insolvency or other financial difficulties (default). Credit risk also arises from the uncertainty about the ultimate repayment of principal and interest for bond or other debt instrument investments. The entire deposit or purchase price of the debt instrument is at risk of loss if there is no recovery after default. The risk of default is usually greatest with bonds and debt instruments that are classed as 'sub-investment' grade.

### **27.20 Settlement Risk**

All security investments are transacted through brokers who have been approved by the investment Manager as an acceptable counterparty. The list of approved brokers is reviewed regularly. There is a risk of loss if a counterparty fails to perform its financial or other obligations to a Sub-fund, for example, the possibility that a counterparty may default, by failing to make payments due, or make payments in a timely manner. If settlement never occurs the loss incurred by a Sub-fund will be the difference between the price of the original contract and the price of the replacement contract, or, in the case where the contract is not replaced the absolute value of the contract at the time it is voided. Furthermore, in some markets 'Delivery versus Payment' may not be possible in which case the absolute value of the contract is at risk if a Sub-fund meets its settlement obligations but the counterparty fails before meeting its obligations.

### **27.21 Custody Risk**

The assets of the Sub-funds are kept by the custodian and investors are exposed to the risk of the custodian not being able to fully meet its obligation to reconstitute in a short time frame all of the assets of the Sub-funds in the case of bankruptcy of the custodian. The securities of a Sub-fund will normally be identified in the custodian's books as belonging to the Sub-fund and segregated from other assets of the custodian which mitigates but does not exclude the risk of non restitution in case of bankruptcy. However, no such segregation applies to cash which increases the risk of non restitution in case of bankruptcy. The custodian does not keep all the assets of the Sub-funds itself but uses a network of sub-custodians which are not part of the same group of companies as the custodian. Investors are exposed to the risk of bankruptcy of the sub-custodians in the same manner as they are to the risk of bankruptcy of the custodian.

A Sub-fund may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Sub-funds that are traded in such markets and which have been entrusted to such sub-custodians may be exposed to risk in circumstances where the custodian will have no liability.

### **27.22 Tax Risk**

The tax laws that are currently in place may change in the future which could affect the value of the Sub-funds and therefore the shareholders investments. Refer to the section headed 'Taxation' in the prospectus for further details about the taxation of the Sub-funds.

### **27.23 Inflation Risk**

Unless the performance of your investment keeps up with or beats inflation, the real value of your investments will fall over time.

### **27.24 Market Risk**

The risk that the entire market of an asset class will decline thus affecting the prices and the values of the assets (market risk).

Risk factors based on the objectives of the sub-funds are shown below:

Sub-fund name	Equities	Bonds	Collective Investment Schemes	Money Markets Instruments	Warrants
Gryphon Peapod Fund	x	x	x	x	x
Gryphon East River Fund	x	x	x	x	x
Gryphon Dover Fund	x	x	x	x	x
Gryphon Pebble Fund	x	x	x	x	x
Gryphon Veracruz Fund	x	x	x	x	x
Gryphon Blackwall Fund	x	x	x	x	x
Gryphon Brooklyn Fund	x	x	x	x	x

## 28 Segregated Liability

As explained in paragraph 2.5, under the OEIC Regulations, each Sub-fund is a segregated portfolio of assets and those assets can only be used to meet the liabilities of, or claims against, that Sub-fund. Whilst the provisions of the OEIC Regulations provide for segregated liability between Sub-funds, the concept segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known whether a foreign court would give effect to the segregated liability and cross investment provisions contained in the OEIC Regulations. Therefore, it is not possible to be certain that the assets of a Sub-fund will always be completely insulated from the liabilities of another Sub-fund of the Company in every circumstance.

### 28.1 Liabilities of the Company

Each Sub-fund will be treated as bearing the liabilities, expenses, costs and charges attributable to it. Any liabilities, expenses, costs and charges not attributable to one Sub-fund may be allocated by the ACD between Sub-funds in a manner which the ACD considers is fair to the shareholders of the Company. The ACD would normally expect any such allocation to be effected on a pro rata basis having regard to the Net Asset Values of the relevant Sub-funds.

Shareholders are not, however, liable for the debts of the Company. A shareholder is not liable to make any further payment to the Company after paying the purchase price of shares.

## 29 Risk Management

29.1 Upon request to the ACD a shareholder can receive information relating to:

29.1.1 the quantitative limits applying in the risk management of the Sub-fund;

29.1.2 the methods used in relation to 29.1.1; and

29.1.3 any recent developments of the risk and yields of the main categories of investment in the Sub-fund.

## **30 Fees and Expenses**

### **30.1 General**

The Sub-funds may pay out of the property of the Sub-Funds charges and expenses incurred by the Sub-funds , which will include the following expenses:

the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Manager) and to the Depositary;

broker's commission, fiscal charges (including stamp duty and/or stamp duty reserve tax) and other disbursements which are necessarily incurred in effecting transactions for the Sub-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;

any costs incurred in or about the listing of shares in the Sub-funds on any Stock Exchange, and the creation, conversion and cancellation of shares;

any costs incurred by the Sub-funds in publishing the price of the shares in a national or other newspaper;

any costs incurred in producing and dispatching any payments made by the Sub-funds, or the yearly and half-yearly reports of the Sub-funds;

any fees, expenses or disbursements of any legal or other professional adviser of the Sub-funds;

any costs incurred in taking out and maintaining any insurance policy in relation to the Sub-funds;

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 Sub-funds in consideration for the issue of shares as more fully detailed in the FCA 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 Sub-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 in accordance with the chapter of the FCA Regulations entitled “Fees Manual”, together with any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Sub-funds are or may be marketed;

the Depositary’s expenses, as detailed in Section 33 below;

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;

any payments otherwise due by virtue of the FCA Regulations; and

any value added or similar tax relating to any charge or expense set out herein.

Value Added Tax is payable on these charges where appropriate.

Subject to paragraph 31.4 below, other than those expenses relating directly to the purchase and sale of investments, expenses are allocated equally between capital and income in accordance with the FCA Regulations.

Any third party research received in connection with investment Management services that an Investment Management provides to the Sub-funds will be paid for by the Investment Management out of its fees, as relevant in relation to each Sub-fund, and will not be charged to the Sub-funds.

### **31 Charges payable to the ACD**

- 31.1 In payment for carrying out its duties and responsibilities the ACD is entitled to charge a management fee in respect of each Sub-fund calculated by reference to an annual percentage rate based on the Net Asset Value of each Sub-fund.
- 31.2 The annual management charge is calculated and accrued on a daily basis by reference to the Net Asset Value of the Fund on the previous Dealing Day up until the last Business Day of each month. The amount due for each month is required to be paid as soon as practicable after the month-end. The current management charges are set out in Appendix I.
- 31.3 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 and stamp duty reserve tax on transactions in shares.
- 31.4 The ACD’s annual management charge will generally be taken equally between income and capital accounts but can be deducted either from the Sub-funds’ capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary’s agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.
- 31.5 The procedure for the ACD to introduce a new category of remuneration for its services, increase the current rate or amount of its remuneration payable out of the Scheme Property of the Company, increase the preliminary charge, or annual management charge will depend on the classification of the change by

the ACD in accordance with the FCA Regulations. If the change is classified as “fundamental” the ACD must obtain the prior approval of the shareholders by way of an extraordinary resolution to implement the change. If it is deemed “significant”, shareholders must be notified in writing on at least 60 days’ notice of the change. If it is classified as “notifiable”, shareholders must be informed of the change in an appropriate manner.

31.6 The Evelyn Partners Fund Solutions Limited remuneration policy is designed to be compliant with the UCITS V Remuneration Code contained in SYSC 19E of the FCA Handbook, and provides a framework to attract, retain and reward employees and partners and to maintain a sound risk management framework, with particular attention to conduct risk. The overall policy is designed to promote the long term success of the group. The policy is designed to reward partners, directors and employees for delivery of both financial and non-financial objectives which are set in line with company strategy.

31.7 Details of the Evelyn Partners Fund Solutions Limited remuneration policy are available on the website <https://www.evelyn.com/regulatory/remuneration-code-disclosure>.

A paper copy of the remuneration policy can be obtained free of charge by telephoning 0141 222 1151.

Any fees payable to the ACD may be reduced or waived by the ACD at its discretion.

### **32 Investment Manager’s Fees**

The Investment Manager’s fees and expenses are paid by the ACD out of its remuneration under the ACD Agreement.

### **33 Depositary’s Fee**

The Depositary receives for its own account a periodic fee which is calculated and accrued on a daily basis by reference to the Net Asset Value of the Fund on the previous Dealing Day up until the last Business Day of each month. It is payable within seven days after the last Business Day in each month. The first accrual is calculated by reference to the first Valuation Point of the Company. The fee is payable out of the Scheme Property. The rate of the periodic fee is agreed between the ACD and the Depositary and is subject to a current minimum of £7,500.

Specifically, the Company will pay:

0.0275% per annum plus VAT on Scheme Property below £50,000,000;

0.025% per annum plus VAT on Scheme Property between £50,000,000 and £100,000,000; and

0.02% per annum plus VAT on Scheme Property above £100,000,000,

but always subject to a minimum of £7,500 per annum.

These rates can be varied from time to time in accordance with the Regulations.



The first accrual in relation to any Sub-fund will take place in respect of the period beginning on the day on which the first valuation of that Sub-fund is made and ending on the last business day of the month in which that day falls.

The remuneration payable to the Depositary out of the property attributable to each Sub-fund for its services also includes transaction charges and custody charges as follows:

Item	Range
Transaction Charges	Between £5.00 and £472 per transaction
Safe Custody Charges	Between 0.003% and 0.50%* of the value of investments being held per annum  *With the exception of: <ul style="list-style-type: none"> <li>• USA (Physical Securities) - £14 per line per calendar month.</li> <li>• Not in Bank / Not in Custody Assets - £65 per line per calendar month.</li> </ul>

Transaction charges vary from country to country, dependent on the markets and the value of the stock involved. They accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last business day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody charges again vary from country to country depending on the markets and the value of the stock involved. Custody charges accrue and are payable as agreed from time to time by the ACD and the Depositary.

In addition, charges may be applied for cash payments, currency conversion, corporate actions and other incidental expenses. Details are available on request.

The Depositary will also be paid out of the property attributable to each Sub-fund, expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Depositary Agreement, the FCA Regulations or by the general law including (but not limited to):

- (i) the acquisition holding and disposal of property;
- (ii) the collection and distribution to shareholders of dividends, interest and any other income;
- (iii) the maintenance of distribution accounts;
- (iv) the conversion of foreign currency;
- (v) registration of assets in the name of the Depositary or its nominee or agents;
- (vi) borrowings, stock lending or other permitted transactions;

- (vii) communications with any parties (including telex, facsimile, SWIFT and electronic mail);
- (viii) taxation matters;
- (ix) insurance matters;
- (x) costs and charges relating to banking and banking transactions;
- (xi) preparation of the Depositary's annual report;
- (xii) taking professional advice;
- (xiii) conducting legal proceedings;
- (xiv) the convening and/or attendance at meetings of shareholders; and
- (xv) modification of the Instrument of Incorporation, Prospectus, and negotiation and/or modification of the Depositary Agreement and any other agreement entered into between the Depositary and its delegates.

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

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

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

Expenses not directly attributable to a particular Sub-fund will be allocated between Sub-funds. In each such case such expenses and disbursements will also be payable if incurred by any person (including the ACD or any associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the FCA Regulations by the Depositary.

#### **34 Allocation of Fees and Expenses Between Sub-funds**

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

## **35 Shareholder Meetings and Voting Rights**

### **35.1 Annual General Meeting**

The Company will in each year hold an annual general meeting (in addition to any other meetings, whether general or otherwise, it may hold in that year).

### **35.2 Requisitions of Meetings**

The ACD may requisition a general meeting at any time.

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

### **35.3 Notice of Quorum**

Shareholders will receive at least 14 days' notice of a shareholders' meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two shareholders, present in person or by proxy. The quorum for an Adjourned Meeting is one shareholder present in person or by proxy. Notices of Meetings and Adjourned Meetings will be sent to shareholders at their registered addresses.

### **35.4 Voting Rights**

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

On a poll vote, a shareholder may vote either in person or by proxy. The voting rights attaching to each share are such proportion of the voting rights attached to all the shares in issue that the price of the share bears to the aggregate price(s) of all the shares in issue at the date seven days before the notice of meeting is deemed to have been served.

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

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

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

“Shareholders” in this context means shareholders on the date seven days before the notice of the relevant meeting was deemed to have been served but excludes holders who are known to the ACD not to be shareholders at the time of the meeting.

## **36 Class and Sub-fund Meetings**

The above provisions, unless the context otherwise requires, apply to share class meetings Sub-funds as they apply to general meetings of shareholders.

### **36.1 Variation of Class Rights**

The rights attached to a class or Sub-fund may not be varied without the sanction of a resolution passed at a meeting of shareholders of that share class or Sub-fund by a seventy-five per cent majority of those votes validly cast for and against such resolution.

## **37 Taxation**

The following summary is only intended as a general summary of United Kingdom (“UK”) tax law and HM Revenue & Customs practice, as at the date of this Prospectus, applicable to the Sub-fund and to individual and corporate investors who are the absolute beneficial owners of a holding in the Sub-fund which is held as an investment. The summary’s applicability will depend upon the particular circumstances of each investor (and it will not apply to persons, such as certain institutional investors, who are subject to a special tax regime). It should not be treated as legal or tax advice. Accordingly, if investors are in any doubt as to their taxation position, they should consult their professional adviser. Levels and bases of, and reliefs from, taxation are subject to change in the future.

The following is divided into sections relating to “Bond Sub-Fund” and “Equity Sub-Fund”. A “Bond Sub-Fund” is a Sub-Fund which invests more than 60% of its market value in “Qualifying Investments” (at all times in each accounting period). The term “Qualifying Investments” includes money placed at interest and securities that are not shares, including but not limited to government and corporate debt securities and cash on deposit. The tax issues relating to the Sub-fund and the investors within it are treated separately in this section. It is anticipated that the Sub-fund will for most periods be an Equity Sub-Fund for these purposes, but that depending on how it is invested it may constitute a Bond Sub-Fund for some periods.

### **Taxation of an Equity Sub-Fund**

#### **Taxation of capital gains**

An Equity Sub-Fund is not subject to UK taxation on capital gains arising on the disposal of its investments. In the unlikely event that the Sub-fund be considered to be trading in securities under tax law, and to the extent an investment is disposed in a non-distributor/reporting fund, any gains made will be treated as taxable income and not exempt gains.

## **Tax on Income**

An Equity Sub-Fund will be liable to corporation tax at a rate equal to the lower rate of income tax, currently 20%, on its income after relief for expenses (which include fees payable to the ACD and to the Depositary). Dividends and similar income distributions from UK and non-UK resident companies are generally exempt from corporation tax. Dividends and similar income distributions from UK authorised unit trusts and UK ICVCs are also generally exempt from corporation tax to the extent the underlying income derives from dividends.

Foreign dividends and similar income are generally treated as exempt for the purposes of UK corporation tax. This income may be subject to withholding tax in certain jurisdictions.

Dividend income received from certain countries are likely to be elected to be treated as taxable income in the UK in order to obtain a beneficial rate of withholding tax in the source country. This is based on guidance provided to the investment fund industry by the Investment Association.

Profits from loan relationships are treated as taxable income, as for a Bond Sub-Fund.

## **Taxation of a Bond Sub-Fund**

### **Taxation of Capital Gains**

Bonds or loan relationships held are taxable as income (see below) and are not subject to capital gains tax. Capital gains, for example on investment in equities, (except insofar as treated as income gains - see below) accruing to a Bond Sub-Fund will be exempt from UK tax on chargeable gains.

## **Tax on Income**

A Bond Sub-Fund will be liable to UK corporation tax at 20% on income, translated (where appropriate) into Sterling, from investments in debt, debt-related securities and cash deposits less deductible expenses. Such income will be computed according to the generally accepted accounting practice relevant to the Sub-fund.

The total will be taxed under the Loan Relationship rules. Any income received from UK equities will be exempt from UK corporation tax.

A Bond Sub-Fund would generally be entitled to make up distribution accounts in such a way that the income distribution (including accumulations of income, which are deemed to be paid and reinvested as capital) to Shareholders is treated as if it were interest for UK tax purposes. If so entitled, the Sub-fund intends that distributions will be made in this way.

The treatment of distributions as interest distributions for UK tax purposes is significant because:

- distributions made should be deductible for corporation tax purposes against UK taxable income.

The income, less interest distributions, expenses (including the ACD's and Depositary's fees) and any non-UK withholding taxes, is subject to UK corporation tax at a rate equal to the basic rate of income tax (currently 20%). Any corporation tax charge should not be significant.

Capital gains (except insofar as treated as accrued income gains - see above) accruing to a Bond Sub-Fund will be exempt from UK tax on chargeable gains.

## **Taxation of a Shareholder - Equity Sub-Fund**

### **Income distributions**

Accumulations and distributions of income ('distributions') comprise income for UK tax purposes.

UK resident individuals and (the trustees of) certain trusts liable to UK income tax will be taxable on accumulations and distributions of income.

From 6 April 2017, additional rate taxpayers are required to pay tax at 38.1% on their distributions while the rate for higher rate taxpayers is 32.5% and for basic rate taxpayers it is 7.5%. Individuals with a net adjusted income of £100,000 will also have their personal allowances reduced £1 for every £2 on the income above this limit. The personal allowance will be reduced to nil above an income level of approximately £123,000. These limits may change in the future.

Distributions to shareholders within the charge to corporation tax are deemed to comprise two elements:

- where an Equity Sub-Fund's gross income is not wholly derived from UK dividend income, part of any distribution will be deemed to be reclassified as an annual payment received by such shareholders after deduction of income tax at the basic rate, currently 20% ("deemed tax deducted"). Such shareholders will be subject to corporation tax on the grossed-up amount of the annual payments but will be entitled to the repayable deemed tax deducted; and
- the remainder, is exempt from UK corporation tax.

Details of the proportions of distributions comprising exempt income and annual payments will be shown on the tax voucher of the Equity Sub-Fund concerned.

These rules do not apply or are modified in relation to life insurance companies, in particular those with pensions and ISA business, life reinsurance business or overseas life assurance business.

### **Capital gains**

Shareholders who are resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal, including redemption, of shares. Individuals and certain trusts generally compute their gains by deducting from the net sale proceeds the capital gains base cost in respect of shares. The resulting gains will be taxable at the capital gains tax rate, and may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions. Exempt shareholders, which include UK charities,

UK approved pension trusts, ISAs (and their individual investors), would not normally be liable to capital gains tax on their disposal of shares.

Shareholders within the charge to corporation tax are taxed on the capital gain made computed on the basis of the rules described above. They are, however, entitled to indexation allowance on the basic cost to the date of disposal. In certain cases, the “loan relationships” provisions mentioned below in relation to Bond Sub-Funds could apply.

Special rules apply to life insurance companies who beneficially own shares.

### **Inheritance tax**

A gift by a shareholder of his shareholding in the Company or the death of a shareholder may give rise to a liability to inheritance tax, except where the shareholder is neither domiciled in the UK, nor deemed to be domiciled there under special rules relating to long residence or previous domicile in the UK. For these purposes, a transfer of a shareholding at less than the full market value may be treated as a gift.

### **Taxation of a Shareholder -Bond Sub-Fund**

#### **Income Distributions: Interest Distributions**

Accumulations and distributions of income (‘distributions’) comprise income for UK tax purposes. Shareholders will be taxable on the amount distributed. Additional rate taxpayers will be liable to income tax on their distributions at 45%, higher rate taxpayers at 40% (after their £500 personal savings allowance has been exhausted) and basic rate taxpayers at 20% (after their £1,000 personal savings allowance has been exhausted). There is also a 0% starting rate band for savings income of up to £5,000 for those investors who qualify for it.

#### **Capital gains**

Shareholders who are resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal, including redemption, of shares. Individuals and certain trusts generally compute their gains by deducting from the net sale proceeds the capital gains base cost in respect of shares and will be taxable at the capital gains tax. The gain may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions. Exempt shareholders, which include UK charities, UK approved pension funds, ISAs (and their individual investors), would not normally be expected to be liable to capital gains tax on their disposal of shares.

In respect of shareholders subject to corporation tax, holdings in a Sub-Fund will be treated as holdings of loan relationships and recognised using a fair value basis of accounting (which entails movements in the value of the holdings being brought into account in each accounting period as loan relationship credits or debits). No indexation allowance or taper relief is available.

### **Inheritance tax**

A gift by a shareholder of his shareholding in the Company or the death of a shareholder may give rise to a liability to inheritance tax, except where the shareholder is neither domiciled in the UK, nor deemed to be domiciled there

under special rules relating to long residence or previous domicile in the UK. For these purposes, a transfer of a Shareholding at less than the full market value may be treated as a gift.

### **37.1 Stamp Duty Reserve Tax**

On 30 March 2014, Schedule 19 Stamp Duty Reserve Tax (SDRT) ceased to be chargeable on dealings in shares within open-ended investment companies. As such, the provisions relating to SDRT no longer apply. However, investors should note that should SDRT or a similar tax relating to dealings on shares in open-ended investment companies be reintroduced in the future, all such costs will be paid out of the Company's Scheme Property and charged to capital. However it should be noted that in the unlikely event of either of the below occurring within the Company, SDRT may still be triggered and where applicable be charged to the investor.

- (i) Third party transfer of shares
- (ii) Non-pro rata in specie redemptions.

### **Automatic Exchange of Financial Account Information**

#### **US Foreign Account Tax Compliant Act (FATCA)**

The US Foreign Account Tax Compliance Act (FATCA) is designed to help the Internal Revenue Service (the IRS) combat US tax evasion. It requires financial institutions, such as the Company, to report on US investors or US holdings, whether or not this is relevant. Failure to comply (or be deemed compliant) with these requirements will subject the Company to US withholding taxes on certain US-sourced income and gains. Under an intergovernmental agreement between the US and the United Kingdom, the Company may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports US taxpayer information directly to HMRC.

Shareholders may be asked to provide additional information to the ACD to enable the Company to satisfy these obligations. Institutional Shareholders may be required to provide a Global Intermediary Identifications Number (GIIN). Failure to provide requested information may subject a Shareholder to liability for any resulting US withholding taxes, US tax information reporting and/or mandatory redemption, transfer or other termination of the Shareholder's interest in its shares. The Global Intermediary Identification Number for the Company is available on request.

### **37.2 Common Reporting Standard**

The Common Reporting Standard (CRS) is the reporting standard approved and developed by the Organisation of Economic Co-operation and Development (OECD) in 2014, and came into force with effect from 1st January 2016. This requires financial institutions such as the Company (or the Sub-Fund(s)), to report non-UK resident investors, other than US Persons, to other agreed jurisdictions on an annual basis. The objective of this reporting is the same as the FATCA regulations but on a worldwide basis and is based on Residency rather than citizenship as with the US model, and will encompass natural persons and legal entities.



### **38 Income Equalisation**

- 38.1 Income equalisation, as explained below, may apply in relation to Sub-funds in the Company, as detailed in Appendix I.
- 38.2 Part of the purchase price of a share reflects the relevant share of accrued income received or to be received by the Sub-funds. This capital sum is returned to a shareholder with the first allocation of income in respect of a share issued during an accounting period.
- 38.3 The amount of income equalisation is either (i) the actual amount of income included in the issue price of that share; or (ii) is calculated by dividing the aggregate of the amounts of income included in the price of shares issued or sold to shareholders in an annual or interim accounting period by the number of those shares and applying the resultant average to each of the shares in question.
- 38.4 The ACD currently uses the method outlined in (ii) in paragraph 38.3 to apply income equalisation.

### **39 Winding up of the Company or a Sub-fund of the Company**

- 39.1 The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Regulations. A Sub-fund may only be wound up under the FCA Regulations.
- 39.2 Where the Company or a Sub-fund are to be wound up under the FCA Regulations, such winding up may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company) either that the Company will be able to meet its liabilities within 12 months of the date of the statement or that the Company will be unable to do so. The Company may not be wound up under the FCA Regulations if there is a vacancy in the position of ACD at the relevant time.
- 39.3 The Company or a Sub-fund may be wound up under the FCA Regulations if:
  - 39.3.1 an extraordinary resolution of the Company or the Sub-fund (as appropriate) to that effect is passed by shareholders; or
  - 39.3.2 the period (if any) fixed for the duration of the Company or a particular Sub-fund by the Instrument of Incorporation expires, or an event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a particular Sub-fund is to be wound up (for example, if the share capital of the Company is below its prescribed minimum or (in relation to any Sub-fund) the Net Asset Value of the Sub-fund is less than £1,000,000, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to wind up the Company or terminate the Sub-fund); or
  - 39.3.3 on the date of effect stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company or the Sub-fund;
- 39.4 On the occurrence of any of the above:

- 39.4.1 Chapter 5 (Investment and Borrowing Powers), Chapter 6.2 (Dealing) and Chapter 6.3 (Valuation and Pricing) of the FCA Regulations relating to Pricing and Dealing and Investment and Borrowing will cease to apply to the Company or the Sub-fund;
- 39.4.2 The Company will cease to issue and cancel shares in the Company or the Sub-fund and the ACD shall cease to sell or redeem shares or arrange for the Company to issue or cancel them for the Company or the Sub-fund;
- 39.4.3 No transfer of a share shall be registered and no other change to the register shall be made without the sanction of the ACD;
- 39.4.4 Where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- 39.4.5 The corporate status and powers of the Company and, subject to the provisions of paragraphs 39.4.1 and 39.4.4 above, the powers of the ACD shall remain until the Company is dissolved.
- 39.5 The ACD shall, as soon as practicable after the Company or the Sub-fund falls to be wound up, realise the assets and meet the liabilities of the Company or the Sub-fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, arrange for the Depositary to make one or more interim distributions out of the proceeds remaining (if any) to shareholders proportionately to their rights to participate in the Scheme Property of the Company or the Sub-fund. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the Sub-fund to be realised, the ACD shall arrange for the Depositary to also make a final distribution to shareholders (if any Scheme Property remains to be distributed) on or prior to the date on which the final account is sent to shareholders of any balance remaining in proportion to their holdings in the Company or the Sub-fund.
- 39.6 As soon as reasonably practicable after completion of the winding up of the Company or the Sub-fund, the Depositary shall notify the FCA.
- 39.7 On completion of a winding up of the Company, the Company will be dissolved and any money (including unclaimed distributions) standing to the account of the Company, will be paid into court within one month of dissolution.
- 39.8 Following the completion of the winding up of the Company, the ACD shall notify the Registrar of Companies and shall notify the FCA that it has done so.
- 39.9 Following the completion of a winding up of either the Company or a Sub-fund, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA, to each shareholder and, in the case of the winding up of the Company, to the Registrar of Companies within four months of the termination of the winding up.

39.10 As the Company is an umbrella scheme, any liabilities attributable or allocated to a Sub-fund under the FCA Regulations shall be met out of the Scheme Property attributable or allocated to that Sub-fund.

## **40 General Information**

### **40.1 Accounting Periods**

The annual accounting period of the Company ends each year on 31 December (the accounting reference date). The interim accounting periods of the Company end each year on 31 March, 30 June and 30 September.

### **40.2 Income Allocations**

Allocations of income are made in respect of the income available for allocation in each accounting period.

Distributions of income in respect of Income Shares for each Sub-fund are paid by BACS or telegraphic transfer on or before the annual income allocation date of 15 March and on or before the interim allocation dates of 15 June, 15 September and 15 December in each year.

The Authorised Corporate Director and the Depositary have agreed a de minimis amount of £20 in respect of distribution of income payments made by cheque.

If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the relevant Sub-fund.

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

Income will be distributed as a dividend payment where the Sub-fund is deemed to be an Equity Sub-fund or as an interest payment where the Sub-fund is deemed to be a Bond Sub-fund over the relevant accounting period. The treatment of income anticipated by the ACD is given in Appendix I, although Shareholders are advised the treatment of income will depend on the composition of assets over the accounting period. Income can only be distributed as an interest payment if the Sub-fund has held the minimum Qualifying Investments over the accounting period (see Taxation for further details). Details of the treatment of income for taxation purposes over an accounting period will be given in a tax voucher sent to all Shareholders when the income is allocated.

### 40.3 Annual Reports

An Annual report of the Company will be published within four months of each annual accounting period and a half-yearly report will be published within two months of each interim accounting period. The annual and half-yearly reports are available upon request.

### 40.4 Documents of the Company

The following documents may be inspected free of charge between 9.00 a.m. and 5.00 p.m. every business day at the offices of the ACD at 45 Gresham Street, London, EC2V 7BG;

the most recent annual and half-yearly reports of the Company;

the prospectus; and

the Instrument of Incorporation (and any amending instrument of incorporation).

The ACD may make a charge at its discretion for copies of the instrument of incorporation.

Copy of the ACD agreement or any contract of service between the Company and its directors can be provided free of charge on request.

### 40.5 Telephone Recordings

Please note that the ACD may record telephone calls for training and monitoring purposes and to confirm investors' instructions. Recordings will be provided on request for a period of at least five years from the date of such recording, or, where requested by a competent regulatory authority, for a period of seven years, where the ACD can identify the call. If you ask the ACD to send you a recording of a particular call, the ACD may ask for further information to help identify the exact call to which your request relates.

### 40.6 Complaints

Complaints concerning the operation or marketing of the Company should be referred to the Compliance Officer of the ACD at 45 Gresham Street, London, EC2V 7BG in the first instance. If the complaint is not dealt with satisfactorily then it can be made direct to The Financial Ombudsman Service at Exchange Tower, Harbour Exchange Square, London E14 9SR, telephone number 0800 023 4567.

A copy of the ACD's complaints handling procedure is available on request.

Making a complaint will not prejudice your rights to commence legal proceedings.

Further information regarding any compensation scheme or any other investor-compensation scheme of which the ACD or any Sub-fund is a member (including, if relevant, membership through a branch) or any alternative arrangement provided, are also available on request.

#### **40.7 Compensation**

Under the Financial Services Compensation Scheme (FSCS), in the event of firm default your investment is protected up to the value of £85,000 per person per firm.

#### **40.8 Best Execution**

The ACD must act in the best interests of each Sub-fund when executing decisions to deal on behalf of the relevant Sub-fund. The ACD's order execution policy sets out the (i) systems and controls that have been put in place and (ii) the factors which the ACD expects the Investment Manager to consider when effecting transactions and placing orders in relation to the Sub-funds. This policy has been developed in accordance with the ACD's obligations under the Regulations to obtain the best possible result for the Company.

Details of the order execution policy are available from the ACD on request. If you have any questions regarding the policy please contact the ACD or your professional adviser.

#### **40.9 Inducements and Soft Commission**

When executing orders, or placing orders with other entities for execution, that relate to financial instruments for, or on behalf of, the Sub-funds, an Investment Manager or the ACD (as relevant) will not accept and retain any fees, commissions or monetary benefits; or accept any non-monetary benefits, where these are paid or provided by any third party or a person acting on behalf of a third party.

The Investment Manager or ACD will return to each relevant Sub-fund as soon as reasonably possible after receipt any fees, commissions or any monetary benefits paid or provided by any third party or a person acting on behalf of a third party in relation to the services provided to that Sub-fund, and disclose in the annual report the fees, commissions or any monetary benefits transferred to them.

However, the Investment or ACD may accept without disclosure minor non-monetary benefits that are capable of enhancing the quality of service provided to the Sub-fund; and of a scale and nature such that they could not be judged to impair their compliance with its duty to act honestly, fairly and professionally in the best interests of each Sub-fund.

#### **40.10 Genuine Diversity of Ownership (GDO)**

Shares in, and information on, the Sub-funds are and will continue to be marketed and made easily and widely available to reach the intended categories of investors and in a manner appropriate to attract those categories of investors. The intended categories of investors are retail and institutional investors.

The intended categories of investors are retail and institutional investors.

## APPENDIX I

### **Investment Objectives, Policies and Other Details of the Sub-funds**

Investment of the assets of each of the Sub-funds must comply with the FCA Regulations and its own investment objective and policy. Details of each Sub-fund's investment objective and policy are set out overleaf together with other information including available share classes, charges, minimum investment levels and distribution dates. A detailed statement of the investment and borrowing restrictions applicable to the Company is contained in Appendix II. A list of the eligible securities and derivatives markets on which the Sub-funds may invest is contained in Appendix IV and Appendix V.

#### **Ongoing charges figure (OCF)**

The OCF provides investors with a clearer picture of the total annual costs in running a collective investment scheme and is based on the previous year's expenses. The figure may vary from year to year and it excludes the costs of buying or selling assets for the Company (but includes transaction charges incurred by investing in any other collective investment schemes). Where there is not enough historic data available, or when historic data will not provide a reliable indication of future costs, an estimated OCF will be calculated based on the most reliable information available (OCF (Estimated)). The OCF is displayed in the Key Investor Information Document (KIID). A copy of the KIID for each Sub-fund listed below can be provided free of charge on request.

## GRYPHON EAST RIVER FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve a long term return by way of capital growth and income returns. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	<p>Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.</p> <p>The benchmark is not a target for the Sub-fund, nor is the Sub-fund constrained by the benchmark.</p>
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000
FCA Product Reference Number	643124
ACD's initial charge	7%
Annual management charge	Up to 0.5%
Charge for investment research	None

Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### Investor Profile

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and



- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## GRYPHON DOVER FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve a long term return by way of capital growth and income returns. The Sub-fund may at times prioritise the pursuit of returns from income at the expense of capital growth. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

Subject to restrictions set out in this Prospectus and any applicable regulatory restrictions there is no limit to which the Sub-fund can be invested in each sector. This means that from time to time, the Sub-fund may be concentrated in a particular sector or asset class, including collective investment schemes, depending on the prevailing market conditions and investment opportunities available (at all times within the limits set out in the FCA Regulations).

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.  The benchmark is not a target for the Sub-fund, nor is the Sub-fund constrained by the benchmark.
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000

ACD's initial charge	7%
FCA Product Reference Number	643125
Annual management charge	Up to 0.5%
Charge for investment research	None
Annual accounting date	31 December
Interim accounting date	On or before 31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### Investor Profile

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- accept that income returns may be prioritised over capital growth;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## **GRYPHON PEAPOD FUND**

### **Investment Objective and Policy**

The objective of the Sub-fund is to achieve a long term return by way of capital growth and income returns. The Sub-fund may at times prioritise the pursuit of returns from income at the expense of capital growth. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	<p>Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund’s performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.</p> <p>The benchmark is not a target for the Sub-fund, nor is the Sub-fund constrained by the benchmark.</p>
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling

Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£1,000
FCA Product Reference Number	643126
ACD's initial charge	7%
Annual management charge	Up to 0.5%
Charge for investment research	None
Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in

an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### **Investor Profile**

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- accept that income returns may be prioritised over capital growth;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## GRYPHON PEBBLE FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve a long term return by way of capital growth and income returns. The Sub-fund intends to prioritise investments which have an ethical, socially responsible or environmental focus in their investment policy where such investments provide the opportunity for appropriate capital growth and/or income returns, but is not obliged to invest in investments with such a focus. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	<p>Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.</p> <p>The benchmark is not a target for the Sub-fund Company, nor is the Sub-fund constrained by the benchmark.</p>
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000
FCA Product Reference Number	643127
ACD's initial charge	7%
Annual management charge	Up to 0.5%

Charge for investment research	None
Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### Investor Profile

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;



- accept that investments which have an ethical, socially responsible or environmental focus may be prioritised over other investments;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## GRYPHON VERACRUZ FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve a total return by way of a combination of income and capital returns. The extent to which the Sub-fund seeks returns by way of income may change significantly over time. The scheme property of the Sub-fund may consist of equities, debt securities

(which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

**Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.**

Benchmark	Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.  The benchmark is not a target for the Sub-fund Company, nor is the Sub-fund constrained by the benchmark.
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000
FCA Product Reference Number	643130
ACD's initial charge	7%
Annual management charge	Up to 0.5%
Charge for investment research	None

Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### Investor Profile

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- accept that the focus on income returns may change over time;
- can meet the minimum investment levels;

- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## GRYPHON BLACKWALL FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve a long term return by way of capital growth and income returns. At times the Sub-fund may make relatively significant changes to investments over short periods. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations.

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	<p>Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.</p> <p>The benchmark is not a target for the Sub-fund, nor is the Sub-fund constrained by the benchmark.</p>
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000
FCA Product Reference Number	643129
ACD's initial charge	7%
Annual management charge	Up to 0.5%
Charge for investment research	None

Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### Investor Profile

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- accept that the Sub-fund may significant changes to investments over short periods;
- can meet the minimum investment levels;

- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## GRYPHON BROOKLYN FUND

### Investment Objective and Policy

The objective of the Sub-fund is to achieve long term return by way of capital growth and income returns. The scheme property of the Sub-fund may consist of equities, debt securities (which can be corporate and/or government with no restrictions on duration or credit ratings), collective investment schemes, money market instruments, warrants and deposits to the extent permitted by the FCA Regulations. At times, the Sub-fund may make material diversification a high priority.

Derivative and forward transactions may be used by the Sub-fund solely for the purposes of hedging.

Benchmark	<p>Shareholders may compare the performance of the Sub-fund against the ARC Sterling Steady Growth PCI. Comparison of the Sub-fund's performance against this benchmark will give Shareholders an indication of how the Sub-fund is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.</p> <p>The benchmark is not a target for the Sub-fund, nor is the Sub-fund constrained by the benchmark.</p>
Classes of shares available	Net Income Shares
Currency of denomination	UK sterling
Minimum initial investment	£100,000
Minimum subsequent investment	£1,000
Minimum withdrawal	None, providing maintain minimum holding
Minimum holding	£100,000
FCA Product Reference Number	643128
ACD's initial charge	7%
Annual management charge	Up to 0.5%
Charge for investment research	None



Annual accounting date	31 December
Interim accounting dates	31 March, 30 June and 30 September
Annual income allocation date	On or before 15 March
Interim income allocation dates	On or before 15 June, 15 September and 15 December
Invest in any Securities Market of the UK, a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Income to be distributed as a dividend or interest?	The Sub-Fund may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Other than for expenses directly relating to the purchase and sale of investments, expenses will generally be taken equally between income and capital accounts but can be deducted either from the Sub-fund's capital or income accounts in differing proportions. The decision about the proportionate split between income and capital accounts lies with the ACD, subject to the Depositary's agreement and any variation of the split will be notified to shareholders in advance. Any variation may result in an increase or decrease in the capital return for investors and a consequent increase or decrease in the income return and may constrain capital growth.

### **Investor Profile**

Whether an investment in the Sub-fund is appropriate for you will depend on your own requirements and attitude to risk. The Sub-fund is designed for investors of any category, including retail investors, who:

- want to achieve capital growth and income over the longer term through investing in UK and overseas markets using the expertise of the Investment Manager;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Sub-fund and take the risk of losing part or all of their investment capital; and

- who understand and are willing to take the risks involved in investing in the Sub-fund (as detailed under “Risk Factors”).

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

## APPENDIX II

### Investment and Borrowing Powers of the Company

**These restrictions apply to the Company.**

#### 1 Investment Restrictions

The property of each Sub-fund of the Company will be invested with the aim of achieving the investment objective of that Sub-fund but subject to the limits on investment set out in the FCA Regulations and the Sub-fund's investment policy. These limits apply to each Sub-fund as summarised below:

Generally the Company will invest in the instruments to which it is dedicated including approved securities which are transferable securities admitted to or dealt on a regulated market or a market in the UK or an EEA State which is regulated, operates regularly and is open to the public, units in collective investment schemes, warrants, money market instruments, deposits and derivatives and forward transactions.

Eligible markets are regulated markets or markets established in the UK or an EEA State which are regulated, operate regularly and are open to the public; and markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purpose of investment of or dealing in the property of the Company having regard to the relevant criteria in the FCA Regulations and guidance from the FCA. Such markets must operate regularly, be regulated, recognised, open to the public, adequately liquid and have arrangements for unimpeded transmission of income and capital to or to the order of the investors. The eligible securities and derivatives markets for each Sub-fund of the Company are set out in Appendix IV and Appendix V.

New eligible securities markets may be added to the existing list only by the passing of a resolution of shareholders at a shareholders' meeting, unless the ACD and the Depositary have agreed in writing that the addition is of minimal significance to the investment policy of the Company or the Sub-fund concerned, or the ACD has, not less than 90 days before the intended change, given notice in writing of the proposed change to the Depositary and shareholders and has revised the Prospectus to reflect the intended change and the date of its commencement.

#### 2 Transferable securities

- Up to 10% of the value of each Sub-fund may be invested in transferable securities which are not approved securities.
- Up to 5% of a Sub-fund may be invested in transferable securities other than Government and public securities and money market instruments issued by any one issuer. However, up to 10% in value of a Sub-fund may be invested in those securities and instruments (or certificates representing those securities) issued by the same issuer if the value of all such holdings combined does not exceed 40% of the value of the property of a Sub-fund. Up to 20% in value of the scheme property of a Sub-fund can consist of transferable securities or money market instruments issued by the same group (being companies included in the same group for the purposes of consolidated accounts as defined in accordance with Directive 2013/34/EU,

or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable, or in the same group in accordance with international accounting standards).

- This rule applies in respect of a transferable security or an approved money-market instrument (“such securities”) that is issued by:
  - (a) the UK or an EEA State;
  - (b) a local authority of the UK or an EEA State;
  - (c) a non-EEA State other than the UK; or
  - (d) a public international body to which the UK or one or more EEA States belong.
- Up to 35% of the scheme property of a Sub-fund may be invested in such securities issued or guaranteed by any one issuer. Subject to this restriction, there is no limit on the amount of the scheme property of a Sub-fund which may be invested in such securities or such securities issued by any one issuer or of any one issue.
- Notwithstanding the foregoing and except where the investment policy of any Sub-fund is inconsistent with this, up to 100% of the scheme property of each Sub-fund may be invested in such 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, the governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain and Sweden and the governments of Australia, Canada, Japan, New Zealand, Norway, Switzerland and the United States of America.
- If more than 35% in value of the scheme property of a Sub-fund is invested in such securities issued by any one issuer, no more than 30% in value of the scheme property of the Sub-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, and the disclosures in COLL 3.2.6R(8) and COLL 4.2.5R(3)(i) have been made.

### **3 Collective Investment Schemes**

Except where the investment policy of any Sub-fund is inconsistent with this, up to 100% in value of the scheme property of a Sub-fund may be invested in units in other schemes, although not more than 20% in value of the scheme property of a Sub-fund is to consist of the units of any one collective investment scheme. Investment may be made: (i) in another collective investment scheme managed by the ACD or an associate of the ACD; and/or (ii) in another Sub-fund of the Company; subject to the rules contained in the FCA Regulations.

Up to 100% in value of the scheme property of a Sub-fund may be invested in units in collective investment schemes if they are schemes which comply with the conditions necessary for them to enjoy the rights conferred by the UCITS Directive (provided that no more than 30% of the value of the Sub-fund are invested in funds that fall within (a) to (e)):

- (a) be a UK UCITS scheme or satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA; or
- (b) be a recognised scheme under the provisions of Section 272 of the Act (Schemes authorised in designated countries or territories); or
- (c) be authorised as a non-UCITS retail scheme (provided certain requirements are met); or;
- (d) the scheme is authorised in an EEA state (provided certain requirements are met); or
- (e) the scheme is authorised by the competent authority of an OECD member country (other than an EEA state) which has:
  - (i) signed the IOSCO Multilateral Memorandum of Understanding; and
  - (ii) approved the scheme's management company, rules and depositary/custody arrangements,

provided certain requirements are met; and the second scheme satisfies the requirements in (f) and (g) below:

- (f) it complies with certain restrictions set out in the FCA Regulations including restrictions designated to avoid double charging;
- (g) it is a scheme which has terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes, where the second scheme is an umbrella these provisions apply to each sub fund as if it were a separate scheme.

If a substantial proportion of a Sub-fund's assets are invested in other collective investment schemes, the maximum level of management fees that may be charged by an investee collective investment scheme to the Sub-fund will be 5%.

Each Sub-fund may invest in and hold units of Second Schemes operated by the ACD or an associate of the ACD (an "Associated Scheme") provided that each Sub-fund complies with COLL 5.2.16 in that where there is a charge associated with the investment in an Associated Scheme, the ACD must pay to the Sub-fund (within four business days of the agreement to invest) the amount by which the consideration paid for the investment in the Associated Scheme exceeds the price payable to the Associated Scheme had it issued new shares or units or sold shares or units (or if this is not determinable, the maximum amount a seller of shares or units in the Associated Scheme may charge). In the case of a disposal of shares or units in an Associated Scheme, the ACD must pay to the Sub-fund any sums received by the ACD of the Associated Scheme on account of the disposal within four business days of the disposal.

#### **4 Warrants and Nil and Partly Paid Securities**

Up to 100% in value of the scheme property of a Sub-fund may consist of warrants, provided that warrants may only be held if it is reasonably foreseeable that there will be no change to the scheme property between the acquisition of the warrant and its exercise and the rights conferred by the proposed warrant and all other warrants forming part of the scheme property at the time of the acquisition of the proposed warrant will be exercised and that the exercise of the rights conferred by the warrants will not contravene the FCA Regulations.

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 Sub-fund at any time when the payment is required without contravening the FCA Regulations.

A warrant that is an investment falling within article 80 of the Regulated Activities Order (Certificates representing certain securities) and which is akin to an investment falling within article 79 of the Regulated Activities Order (Instruments giving entitlement to investments) may not be included in the scheme property unless it is listed on an eligible securities market.

It is possible that more than 5% of the scheme property of a Sub-fund may be invested in warrants, in which case the net asset value of the Sub-fund may, at times, be highly volatile.

#### **5 Money Market Instruments**

- 5.1 Up to 100% in value of the scheme property of a Sub-Fund can consist of money market instruments, which are normally dealt in on the money market, are liquid and whose value can be accurately determined at any time provided the money market instrument is listed on or normally dealt on an eligible market; or is issued or guaranteed by one of the following: the government of the United Kingdom and Northern Ireland, the governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain and Sweden and the governments of Australia, Canada, Japan, New Zealand, Norway, Switzerland and the United States of America; or issued by a body, any securities of which are dealt in on an eligible market; or issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by UK or Community law or by an establishment which is subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by UK or Community law.
- 5.2 Notwithstanding the above up to 10% of the scheme property of a Sub-Fund may be invested in money market instruments which do not meet these criteria.

#### **6 Deposits**

Can be invested in with no upper limit, but only up to 20% in value of the scheme property of a Sub-Fund can consist of deposits with a single body. A Sub-Fund may only invest in deposits with an approved bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

## 7 Derivatives and Forward Transactions for Efficient Portfolio Management

- 7.1 The ACD may enter into transactions involving derivatives (including futures and options) and/or foreign currency transactions for the purpose of efficient portfolio management<sup>1</sup> in accordance with the FCA Regulations if the ACD reasonably believes the transaction to be economically appropriate and to be fully covered (as defined by the FCA Regulations). **Where derivatives are used for efficient portfolio management then this will not compromise the risk profile of the relevant Sub-fund. Use of derivatives will not contravene any relevant investment objectives or limits.**
- 7.2 The FCA Regulations contain detailed provisions related to the transactions which may be carried out for efficient portfolio management, how they may be effected and the cover for them. The main provisions are summarised briefly below.
- 7.3 The purpose of efficient portfolio management is to achieve one or more of the following:

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<sup>1</sup> (i) The Company may also utilise the Scheme Property to enter into transactions for the purposes of Efficient Portfolio Management (“EPM”). Permitted EPM transactions (excluding stock lending arrangements) are transactions in derivatives e.g. to hedge against price or currency fluctuations, dealt with or traded on an eligible derivatives market; off-exchange options or contracts for differences resembling options; or synthetic futures in certain circumstances. The ACD must take reasonable care to ensure that the transaction is economically appropriate to the reduction of the relevant risks (whether in the price of investments, interest rates or exchange rates) or to the reduction of the relevant costs and/or to the generation of additional capital or income with a risk level which is consistent with the risk profile of the Company and the risk diversification rules laid down in the FCA Regulations. The exposure must be fully “covered” by cash and/or other property sufficient to meet any obligation to pay or deliver that could arise.

(ii) Permitted transactions are those that the Company reasonably regards as economically appropriate to EPM, that is:

(a) Transactions undertaken to reduce risk or cost in terms of fluctuations in prices, interest rates or exchange rates where the ACD reasonably believes that the transaction will diminish a risk or cost of a kind or level which it is sensible to reduce; or

(b) Transactions for the generation of additional capital growth or income for the Company by taking advantage of gains which the ACD reasonably believes are certain to be made (or certain, barring events which are not reasonably foreseeable) as a result of:

(c) pricing imperfections in the market as regards the property which the Company holds or may hold; or

(d) receiving a premium for the writing of a covered call option or a cash covered put option on property of the Company which the Company is willing to buy or sell at the exercise price, or

(e) stock lending arrangements.

(iii) A permitted arrangement in this context may at any time be closed out.

(iv) Transactions may take the form of “derivatives transactions” (that is, transactions in options, futures or contracts for differences) or forward currency transactions. A derivatives transaction must either be in a derivative which is traded or dealt in on an eligible derivatives market (and effected in accordance with the rules of that market), or be an off-exchange derivative which complies with the relevant conditions set out in the FCA Regulations, or be a “synthetic future” (i.e. a composite derivative created out of two separate options). Forward currency transactions must be entered into with counterparties who satisfy the FCA Regulations. A permitted transaction may at any time be closed out.

- 7.3.1 the reduction of risk;
  - 7.3.2 the reduction of costs; and
  - 7.3.3 the generation of additional capital or income for a Sub-fund with no, or with an acceptably low level of, risk which is consistent with the risk profile of the Sub-fund and the risk diversification rules.
- 7.4 For transactions undertaken to reduce risk or cost (or both), the ACD must reasonably believe that the transaction (alone or in combination with one or more others) will diminish a risk or cost of a kind or level which it is sensible to reduce. In this context the ACD may, for example, use the technique of ‘tactical asset allocation’, enabling him to switch exposure through the use of derivatives rather than through the sale and purchase of Scheme Property. However, where the transaction relates to an actual or potential acquisition of transferable securities, such exposure may not be maintained indefinitely and the ACD must intend that the Company should invest directly in transferable securities within a reasonable time and, unless the position is closed out, ensure that the intention is realised within that reasonable time.
- 7.5 Additional capital or income for the Sub-funds may be generated with no, or with an acceptably low level of, risk if the ACD reasonably believes that the Sub-fund is certain (or certain barring events which are not reasonably foreseeable) to derive a benefit from the transaction, and in this context the Company may:
- 7.5.1 take 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 of a kind that the Sub-fund holds or may properly hold; and
  - 7.5.2 receive a premium for the writing of a covered call option or a covered put option, even if the benefit is obtained at the expense of surrendering the chance of yet greater benefit.
- 7.6 Any derivatives transaction (that is a transaction involving an option, a future or a contract for differences) under the above paragraphs must be in an approved derivative, a permitted off exchange option or a “synthetic future”:
- 7.6.1 an explanation of what is meant by the term “an approved derivative” is set in the definitions at the front of this document; and
  - 7.6.2 an off-exchange derivative is subject to specific regulation, as is a synthetic future (which is a composite derivative created out of two separate options which must be bought and written on a single eligible derivatives market).

Forward transactions must be entered into with counterparties who satisfy the regulation.

A permitted transaction may at any time be closed out.

- 7.7 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the scheme property of a Sub-fund, this limit being raised to 10% where the counterparty is an approved bank. Counterparty risk



exposure can be reduced by the Company receiving collateral from the counterparty. Collateral will be managed in accordance with FCA Regulations and Guidelines issued from time to time by the European Securities and Markets Authority. A Collateral Management Policy will be implemented by the ACD before the Company enters into any transactions which require it to hold collateral from a counterparty.

7.8 The use of derivatives or forwards for the purposes of Hedging or Efficient Portfolio Management will not materially alter the risk profile of the Sub-fund. The use of these techniques and instruments will only be employed where the ACD and the Investment Manager consider these to be in line with the best interests of the Sub-fund

7.9 Combinations of Investments

In applying the limits in section 5, 6 and 7.10.1 not more than 20% in value of the scheme property is to consist of any combination of two or more of the following: (a) transferable securities or money market instruments issued by; or (b) deposits made with; or (c) exposures from OTC derivative transactions made with; a single body.

7.10 Concentration

7.10.1 The Company must not hold more than:

- 10 % of the transferable securities issued by a body corporate which do not carry rights to vote on any matter at a general meeting of that body; or
- 10% of the debt securities issued by any one issuer; or
- 10% of the money market instruments issued by a single body; or
- 25% of the units in a collective investment scheme.

7.10.2 The Company may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body provided that before the acquisition the aggregate number of such securities held by the Company does not allow it to exercise 20% or more of the votes cast at a general meeting of that body and the acquisition will not give the Company such power.

**8 General**

8.1 Underwriting and sub-underwriting contracts and placings may also, subject to certain conditions set out in the FCA Regulations, be entered into for the account of the Sub-funds.

8.2 Cash or near cash must not be retained in the scheme property of a Sub-fund except in order to enable the pursuit of that Sub-fund's investment objective; or for redemption of shares in that Sub-fund; or efficient management of the Sub-fund in accordance with its investment objective or for a purpose which may reasonably be regarded as ancillary to the investment objective of that Sub-fund.

9 **Stock Lending**

The Company may not enter into stock lending transactions.

10 **Borrowing Powers**

- 10.1 The Company may, subject to the FCA Regulations, borrow money from an eligible institution or an approved bank for the use of the Company on the terms that the borrowing is to be repayable out of the scheme property.
- 10.2 Borrowing must be on a temporary basis and must not be persistent and in any event must not exceed three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.
- 10.3 The ACD must ensure that borrowing does not, on any business day, exceed 10% of the value of the scheme property of a Sub-fund.

These borrowing restrictions do not apply to “back to back” borrowing to be cover for transactions in derivatives and forward transactions.

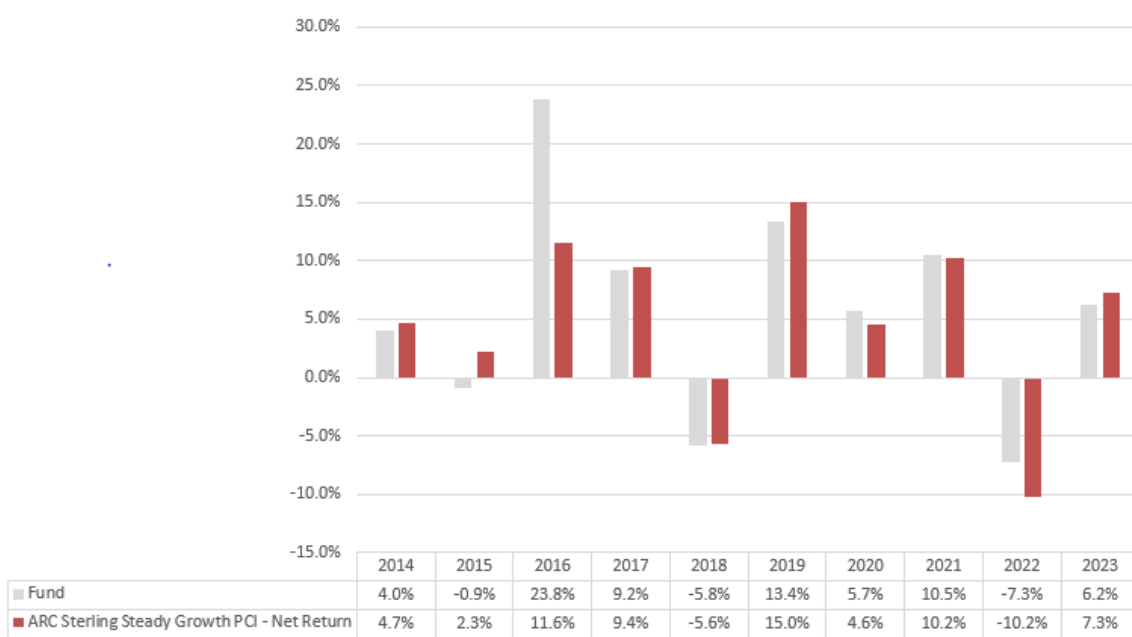
## APPENDIX III

### HISTORICAL PERFORMANCE DATA

#### DISCRETE PERFORMANCE RECORD

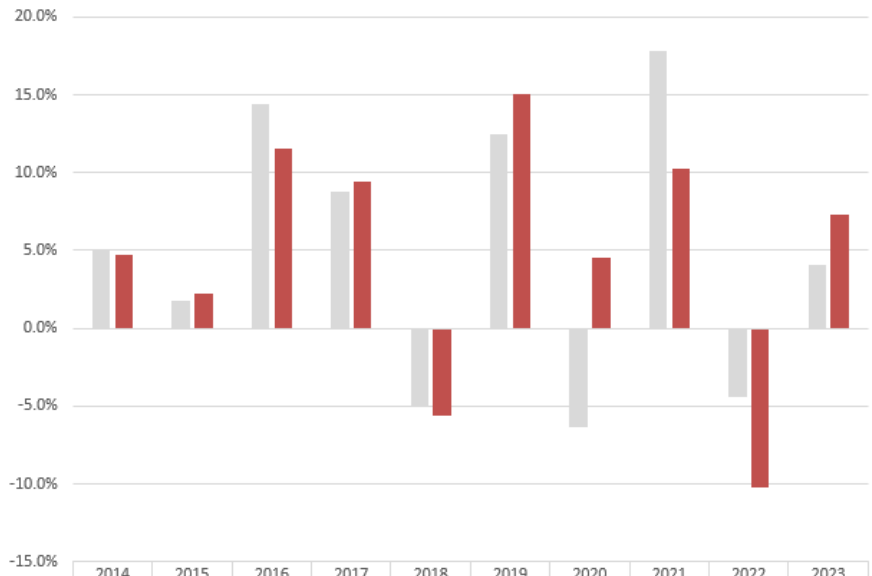
##### NAV

#### Gryphon East River Fund\*



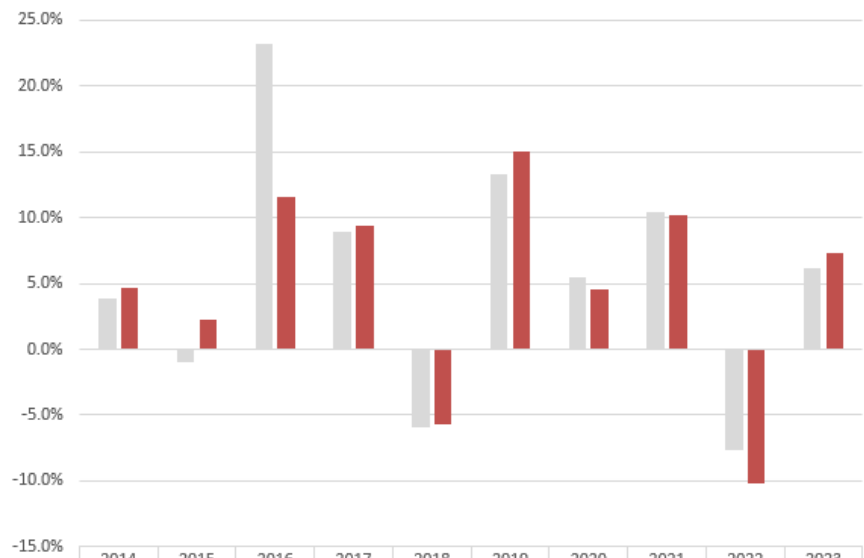
Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Dover Fund\*



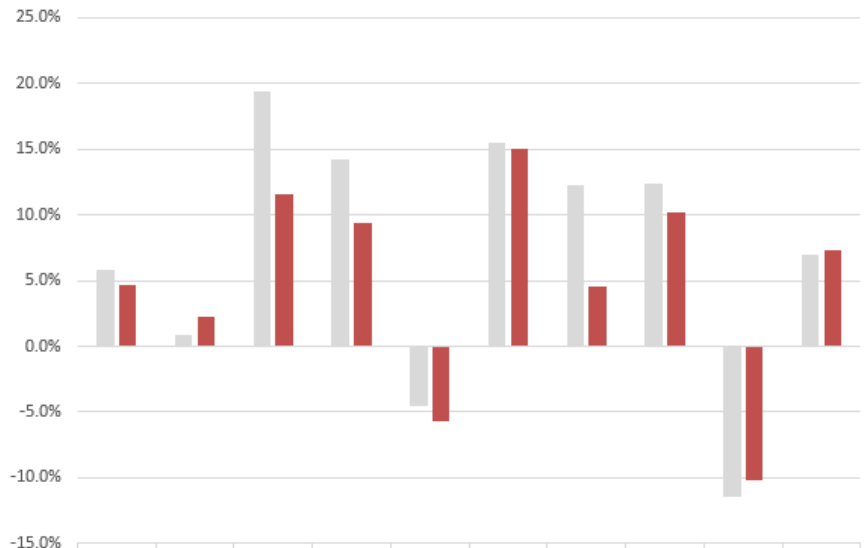
Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Peapod Fund\*



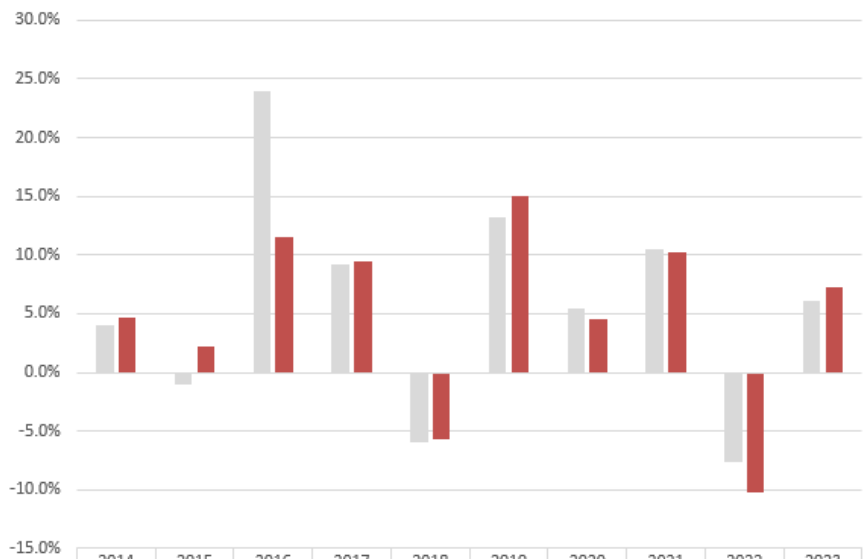
Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Pebble Fund\*



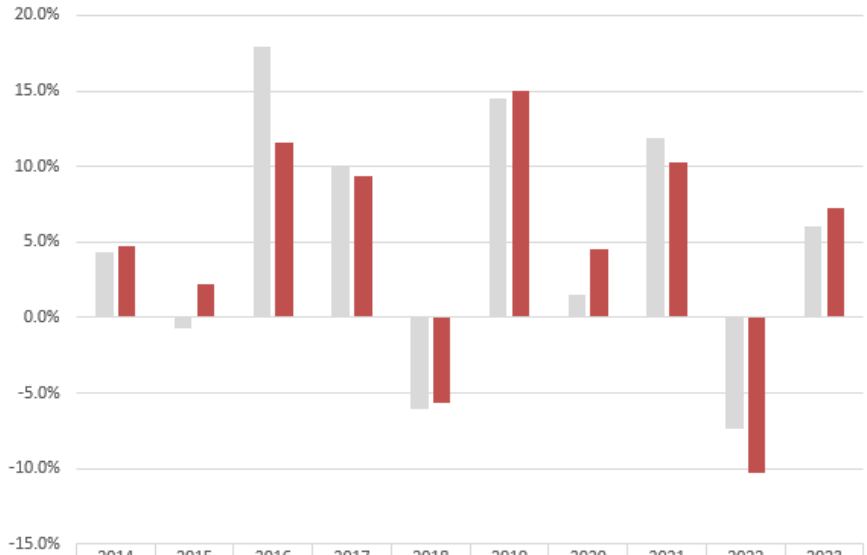
Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Veracruz Fund\*



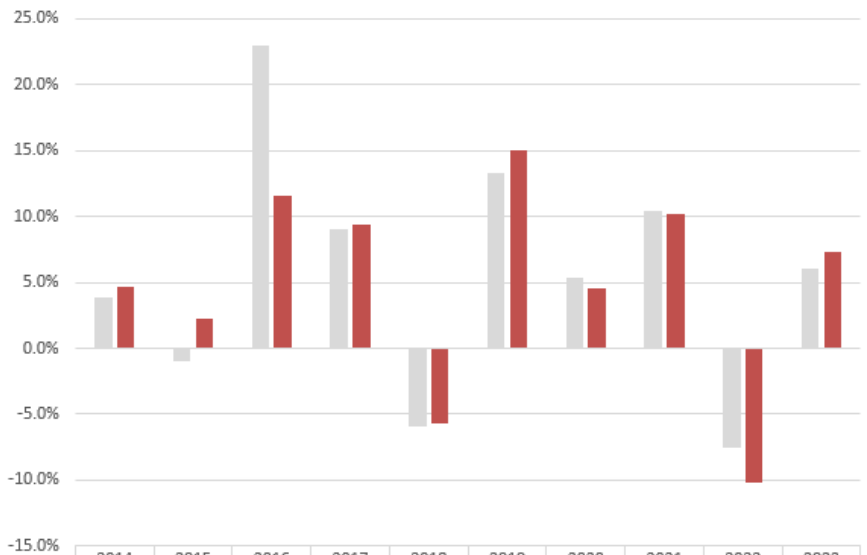
Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Blackwall Fund\*



Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

### Gryphon Brooklyn Fund\*



Source: Fund - FE fundinfo 2024  
Benchmark - Morningstar

\*Mid to Mid, with net income reinvested, net of tax and charges. Performance does not include the effect of any initial or redemption charges.

Past performance is not necessarily a guide to future performance. The value of investments and the income from them can go down as well as up and investors may not get back the amount originally invested.

## APPENDIX IV

### ELIGIBLE SECURITIES MARKETS

All Sub-Funds may deal through securities markets established in the UK or an EEA/EU Member States on which transferable securities admitted to official listing in these states are dealt in or traded. In addition, up to 10% in value of any Sub-Fund may be invested in transferable securities which are not approved securities.

Each Sub-Fund may also deal in certain of the securities markets listed below and those derivatives markets indicated in Appendix V.

<b>Australia</b>	<b>Australian Securities Exchange</b>
<b>Brazil</b>	<b>BM&amp;FBOVESPA S.A.</b>
<b>Canada</b>	<b>Toronto Stock Exchange</b>
<b>China</b>	<b>Shanghai Stock Exchange</b> <b>Shenzhen Stock Exchange</b>
<b>Egypt</b>	<b>Egyptian Exchange</b>
<b>Hong Kong</b>	<b>Hong Kong Exchanges and Clearing Company</b>
<b>India</b>	<b>BSE Limited</b>
<b>Indonesia</b>	<b>Indonesia Stock Exchange</b>
<b>Israel</b>	<b>Tel Aviv Stock Exchange</b>
<b>Japan</b>	<b>Tokyo Financial Exchange</b> <b>Osaka Securities Exchange</b>
<b>Republic of Korea</b>	<b>Korea Exchange</b>
<b>Malaysia</b>	<b>Bursa Malaysia</b>
<b>Mexico</b>	<b>Mexican Stock Exchange (Bolsa Mexicana de Valores)</b>
<b>New Zealand</b>	<b>New Zealand Exchange Ltd</b>
<b>Peru</b>	<b>Lima Stock Exchange (Bolsa de Valores de Lima)</b>
<b>Philippines</b>	<b>Philippine Stock Exchange</b>
<b>Singapore</b>	<b>Singapore Exchange</b>
<b>South Africa</b>	<b>JSE Limited</b>
<b>Sri Lanka</b>	<b>Colombo Stock Exchange</b>
<b>Switzerland</b>	<b>SIX Swiss Exchange</b>

Taiwan	Taiwan Stock Exchange
Thailand	Stock Exchange of Thailand
Turkey	Borsa Istanbul
United States	New York Stock Exchange
	NASDAQ



## APPENDIX V

### ELIGIBLE DERIVATIVES MARKETS

1. Australian Securities Exchange
2. CME Group Inc
3. Chicago Board Options Exchange
4. Eurex Zurich
5. Hong Kong Exchanges and Clearing Company
6. JSE Limited
7. Korea Exchange
8. The Montreal Exchange
9. ICE Futures US
10. Osaka Securities Exchange
11. NYSE Arca
12. NASDAQ OMX Futures Exchange
13. NASDAQ OMX PHLX
14. Singapore Exchange
15. Tokyo Stock Exchange
16. Tokyo Financial Exchange
17. Toronto Stock Exchange
18. NYSE LIFFE US
19. New York Stock Exchange

## APPENDIX VI

### Directory

#### **The Company and Head Office**

Gryphon Investment Funds  
45 Gresham Street  
London  
EC2V 7BG

#### **Authorised Corporate Director**

Evelyn Partners Fund Solutions Limited  
45 Gresham Street  
London  
EC2V 7BG

#### **Investment Manager**

Schroder & Co. Limited  
1 London Wall Place  
London  
EC2Y 5AU

#### **Administrator and Registrar**

Evelyn Partners Fund Solutions Limited

#### **Registered Office:**

45 Gresham Street  
London  
EC2V 7BG

#### **Transfer Agency Team:**

177 Bothwell Street  
Glasgow  
G2 7ER

#### **Depository**

Registered Office:  
NatWest Trustee & Depository Services Limited  
250 Bishopsgate  
London  
EC2M 4AA

Principal Place of Business:  
NatWest Trustee & Depository Services Limited  
House A, Floor 0  
Gogarburn  
175 Glasgow Road

Edinburgh  
EH12 1HQ

**Auditor**

Johnston Carmichael LLP  
Bishop's Court  
29 Albyn Place  
Aberdeen  
AB10 1YL

## APPENDIX VII

### List of Directors of Evelyn Partners Fund Solutions Limited

**Name of Director**

Andrew Baddeley

Brian McLean

Mayank Prakash

Neil Coxhead

Dean Buckley (Independent Non-Executive Director)

Linda Robinson (Independent Non-Executive Director)

Victoria Muir (Independent Non-Executive Director)

Sally Macdonald (Independent Non-Executive Director)

Guy Swarbreck (Non-Executive Director)

**None of the directors have any business activities of significance to the Company that are not connected with the business of the ACD.**

## APPENDIX VIII

### Typical Investor Profile(s)

Below is an indication of the target market of the Sub-funds as required under MiFID II and its supplementing regulations, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable. This is fully detailed in the EMT which should be made available to you before making an investment. If you do not believe you fit the target market of this Sub-fund please seek advice from your professional adviser.

#### **Gryphon Blackwall Fund**

#### **Gryphon Brooklyn Fund**

#### **Gryphon Pebble Fund**

#### **Gryphon East River Fund**

#### **Gryphon Dover Fund**

#### **Gryphon Peapod Fund**

The Sub-Funds are suitable for all investor types of all levels of knowledge and experience coming into the fund from all available distribution channels.

Investors should be seeking no capital guarantee and be able to bear losses up to their full investment.

The Sub-Funds seek to increase capital and grow income over a long time period.

Please refer to the latest EMT or KIID for the Synthetic Risk Reward Indicator (SRRI).

#### **Gryphon Veracruz Fund**

The Sub-Fund is suitable for all investor types of all levels of knowledge and experience coming into the fund from all available distribution channels.

Investors should be seeking no capital guarantee and be able to bear losses up to their full investment.

The Sub-Fund seeks to increase capital and grow income over a long time period.

Please refer to the latest EMT or KIID for the Synthetic Risk Reward Indicator (SRRI).

## APPENDIX IX

### List of Authorised Funds that Evelyn Partners Fund Solutions Limited acts as authorised fund manager or authorised corporate director

Authorised Unit Trusts	Investment Companies with Variable Capital
Dragon Trust Eagle Fund Evelyn Witch General Trust Langham Trust Magnum Trust Marathon Trust Orchard Fund Ourax Unit Trust Spenser Fund SVS DW Asia Income & Growth Fund SVS Dowgate Wealth UK New Economies Fund SVS Sanlam European Equity Fund SVS Sanlam Fixed Interest Fund SVS Sanlam North American Equity Fund The Acorn Trust The Alkerton Trust The Barro II Trust The Capital Balanced Fund The Dream Trust The Endeavour II Fund The Enterprise Trust The Global Opportunities Fund The Ilex Fund The Jetwave Trust The Lancaster Trust The Millennium Fund The Plain Andrews Unit Trust The Securities Fund Worldwide Growth Trust	Bute Fund Earlstone Fund Evelyn Partners Funds Evelyn Partners Investment Funds ICVC Forest Fund ICVC Ganymede Fund GFS Investments Fund Glairnox Fund Gryphon Investment Funds Hercules Managed Funds Issodola Fund JC Investments Fund Kanthaka Fund Moorgate Funds ICVC New Square Investment Funds Pendennis Fund ICVC Pharaoh Fund Pityoulish Investments Fund Quercus Fund Sardasca Fund Sherwood Fund Smithfield Funds Starhunter Investments Fund Stratford Place Fund Sussex Fund SVS Aubrey Capital Management Investment Funds SVS Brooks Macdonald Fund SVS Brown Shipley Multi Asset Portfolio SVS Cornelian Investment Funds SVS Dowgate Wealth Funds ICVC SVS Heritage Investment Fund SVS Kennox Strategic Value Fund SVS RM Funds ICVC SVS Saltus Onshore Portfolios SVS WAM Investment Funds SVS Zeus Investment Funds ICVC Sylvan Funds Taber Investments Fund The Air Pilot Fund The Aurinko Fund The Blu-Frog Investment Fund

	<p>The Brighton Rock Fund The Cheviot Fund The Daisybelle Fund The Dinky Fund The Dunninger Fund The Folla Fund The Galacum Fund The Global Balanced Strategy Fund The Gloucester Portfolio The Headspring Fund The Headway Fund The Jake Fund The Jay Fund The Kingfisher Fund The Loch Moy Fund The Magpie Fund The MF Fund The Milne Fund The Nectar Fund The Norton Fund The Princedale Fund The Rosslyn Fund The SBB Fund The Staffordshire Portfolio The Stellar Fund The SVS Levitas Funds The Touchstone Investment Fund The Tully Fund The Westhill Investment Fund TS Campana Fund Vagabond Investment Fund White Oak Fund</p>
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