

If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser duly authorised in this regard. Shares are available for subscription on the basis of the information contained in this Prospectus and the documents referred to herein.

PROSPECTUS



LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella type investment company with variable capital incorporated with limited liability under the laws of Ireland, registered number 459084, authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

INVESTMENT ADVISER AND PROMOTER

Liontrust Investment Partners LLP

LIONTRUST PAN EUROPEAN FUND
LIONTRUST ASIA FUND
LIONTRUST EMERGING MARKETS ABSOLUTE RETURN FUND
LIONTRUST ASIA ABSOLUTE RETURN FUND

The Directors of the Liontrust Umbrella Fund plc whose names appear in this Prospectus under "MANAGEMENT - Directors of the Company", accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of the information. The Directors accept responsibility accordingly.

The Funds of the Company are referred to above and under the section "The Company's Funds" which lists the existing Funds and the Shares in issue. The Company issues a Supplement to this Prospectus relating to each Fund of the Company. A separate Supplement will be issued at the time of establishment of each Fund. Each Supplement forms part of, and should be read in the context of and together with, this Prospectus.

Dated 6 October 2011

IMPORTANT INFORMATION

The Company is an open-ended umbrella type investment company with variable capital incorporated with limited liability under the laws of Ireland and authorised by the Central Bank as an investment company pursuant to the UCITS Regulations. There exists segregated liability between the Funds of the Company.

Authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. The authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company.

The Funds of the Company are referred to on the title page of the Prospectus and under the section "The Company's Funds" below which lists the existing Funds and the Shares in issue.

The Company issues a Supplement to this Prospectus relating to each Fund of the Company. A separate Supplement will be issued at the time of establishment of each Fund. Each Supplement shall form part of, and should be read in the context of and together with, this Prospectus.

Distribution of this Prospectus (including its Supplements) is not authorised in any jurisdiction unless accompanied by the latest annual and/or, if more recent, semi-annual report of the Company. Such reports and this Prospectus (including its Supplements) together form the Prospectus for the subscription of Shares. All holders of Shares are entitled to the benefit of, are bound by and are deemed to have notice of the Memorandum and Articles of Association of the Company, copies of which are available as mentioned herein.

No person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription, sale or redemption of Shares other than those contained in this Prospectus (including its Supplements) and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company. Neither the delivery of this Prospectus (including its Supplements) nor the offer, placement, allotment or issue of any of the Shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date hereof.

This Prospectus (including its Supplements) does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Prospectus (including its Supplements) and the offering of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Prospectus (including its Supplements) comes are required to inform themselves about, and to observe, such restrictions.

Whilst this Prospectus is issued outside of the United Kingdom by the Company and the Directors are responsible for its contents, wherever issued, this Prospectus (a) is being communicated in the United Kingdom by Liontrust Fund Partners LLP which is authorised and regulated by the FSA, only to persons of a kind to whom this document may, for the time being, be communicated by virtue of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (as amended), rule 4.12.1 of the New Conduct of Business Sourcebook of the FSA or any other exemption to section 238 of the FSMA ("permitted recipients") and (b) has been approved by the Liontrust Fund Partners LLP solely for the purpose of communication in the United Kingdom to such permitted recipients. Any recipient of this document who is an authorised person may (if and to the extent it is permitted to do so by the rules of the FSA applicable to it) communicate this document or any invitation or inducement to participate in the Company or its Shares in the United Kingdom to other authorised persons or permitted recipients but not otherwise.

The Company is a recognised collective investment scheme for the purposes of Section 264 of the Financial Services and Markets Act 2000 of the United Kingdom.

In connection with the Company's recognition under section 264 of the Financial Services and Markets Act 2000, Liontrust Fund Partners LLP maintains in the United Kingdom the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook published by the FSA" as part of the FSA's Handbook of Rules and Guidance governing recognised schemes. Further details as to these facilities are set out under "UK Facilities" on page 39 of this Prospectus.

A United Kingdom investor who enters into an investment agreement to acquire Shares in a Fund in response to this Prospectus will not have the right to cancel the agreement under any cancellation rules made by the FSA. The rights of investors in the Fund may not be protected by the investors' compensation scheme established in the United Kingdom.

The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "1933 Act"), or qualified under any applicable state statutes, and the Shares may not be offered, sold or transferred in the United States of America (including its territories and possessions) or to or for the benefit of, directly or indirectly, any US Person (as that term is defined herein), except pursuant to registration or an exemption. The Company is not, and will not be, registered under the US Investment Company Act of 1940, as amended (the "1940 Act"), and investors will not be entitled to the benefit of such registration. The Company may make a private placement of the Shares to a limited number or category of US Persons. The Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of these offering materials. Any representation to the contrary is unlawful.

Under the Memorandum and Articles of Association of the Company the Directors have the power to redeem or require the transfer of Shares held by or for the account of any person or entity in breach of the laws or requirements of any country or government authority or by any person or persons in circumstances where the holding of such Shares may, in the opinion of the Directors, result in legal, pecuniary, tax, regulatory or material administrative disadvantage for the Company or a Fund or their respective shareholders or to maintain such minimum holding of Shares as shall be prescribed from time to time by the Directors.

Potential subscribers of Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of their country of citizenship, residence or domicile and which might be relevant to the subscription, holding or disposal of Shares. The value of investments and the income from them can go down as well as up and an investor may not get back the amount he invests. The difference at any one time between the Net Asset Value of Shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term. The attention of potential subscribers is drawn to the "RISK FACTORS" below and the Supplement for each Fund.

This Prospectus and any Supplements may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus and Supplements. To the extent that there is any inconsistency between the English language Prospectus/Supplements and the Prospectus/Supplements in another language, the English language Prospectus/Supplements will prevail, except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a prospectus in a language other than English, the language of the Prospectus/Supplements on which such action is based shall prevail.

Erosion of Capital

Potential investors should note that in the event that the Directors decide in accordance with the Articles to permit investment advisory fees and expenses of a particular Fund to be charged to the capital of the relevant Fund that this could lead to the erosion of capital in that Fund and that income will be achieved by foregoing the potential for future capital growth. For the avoidance of doubt, on redemptions of holdings shareholders may not receive back the full amount invested. In the event that fees and/or expenses are charged to capital in respect of any Fund, details will be provided in the relevant Supplement for the Fund. The rationale for any such policy will be set out in the relevant Supplement for the Fund.

DIRECTORY
LIONTRUST UMBRELLA FUND PLC

Company's Registered Office	George's Court, 54-62 Townsend Street, Dublin 2, Ireland.	
Directors	David James Hammond (Chairman) Edward Jonathan Frank Catton Simon O'Sullivan Jonathan Charles Quigley	
Promoter/Investment Adviser	Liontrust Investment Partners LLP, 2 Savoy Court, London WC2R 0EZ, United Kingdom.	
Distributor	Liontrust Fund Partners LLP, 2 Savoy Court, London WC2R 0EZ, United Kingdom.	
Administrator, Registrar and Secretary	Northern Trust International Fund Administration Services (Ireland) Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland.	
Custodian	Northern Trust Fiduciary Services (Ireland) Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland.	
Sub-Custodian	Morgan Stanley & Co. International plc 25 Cabot Square Canary Wharf London E14 4QA United Kingdom	
Auditors	PricewaterhouseCoopers, Chartered Accountants & Registered Auditors, One Spencer Dock, North Wall Quay, Dublin 1, Ireland.	
Legal Advisers	<i>On English law</i> Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT, United Kingdom.	<i>On Irish law</i> Dillon Eustace, 33 Sir John Rogerson's Quay, Dublin 2, Ireland.
Irish Tax Advisors	Dillon Eustace 33 Sir John Rogerson's Quay, Dublin 2, Ireland.	
Governance Services	Bridge Consulting 33 Sir John Rogerson's Quay, Dublin 2, Ireland	

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DEFINITIONS

The following is a glossary of certain terms used frequently throughout this Prospectus (and the relevant Supplement) including the **SUMMARY** below:

“Accounting Date”	the date by reference to which the annual accounts of the Company shall be prepared, being 31 December in each year or such other date as the Directors may from time to time decide;
“Accumulating Shares”	a class of Shares available in certain Funds of the Company which generally do not pay a dividend or other distribution as more particularly described under the heading “DIVIDEND AND REINVESTMENT POLICY”;
“Administrator”	Northern Trust International Fund Administration Services (Ireland) Limited or any successor company appointed by the Company in accordance with the requirements of the Central Bank as administrator of the Company’s affairs;
“Administration Agreement”	an agreement dated 7 August 2008 as amended on 23 November 2009, between the Company and the Administrator;
“Allocation Date”	the date on which new income is allocated to a Share Class;
“Application Form”	any application form to be completed by subscribers for Shares as prescribed by the Company or its delegate from time to time;
“Articles”	the Memorandum and Articles of Association of the Company, as amended from time to time with the prior approval of the Central Bank;
“Base Currency”	means the currency of account of a Fund as determined by the Directors at the time of the creation of the Fund;
“Business Day”	any day (excluding Saturdays, Sundays and public holidays) on which banks are open for business in both London and Dublin and/or such other or further places as the Directors may from time to time determine or such other day or days as may be determined by the Directors and notified to Shareholders;
“Central Bank”	means the Central Bank of Ireland or any successor body thereto;
“Central Bank’s Notices”	the notices issued by the Central Bank in exercise of its powers under the UCITS Regulations, as may be amended from time to time;
“Custodian”	Northern Trust Fiduciary Services (Ireland) Limited or any successor company appointed by the Company and approved by the Central Bank as custodian of the assets of the Company including those attributable to each Fund;
“Custodian Agreement”	the agreement dated 7 August 2008 as amended by sideletter dated 23 November 2009, between the Company and the Custodian;
“Company”	Liontrust Umbrella Fund plc (formerly Occam Umbrella Fund plc);
“Dealing Day”	means in relation to a Fund, such day or days as shall be specified in the relevant Supplement for that Fund provided that there shall be at least one Dealing Day per fortnight;
“Dealing Deadline”	means the time by which applications must be received by the

	Administrator for subscriptions and redemptions as set out in the relevant Supplement for each Fund;
“Directors”	the Board of Directors of the Company, including a duly authorised committee thereof;
“Distributor”	means Liontrust Fund Partners LLP;
“Distribution Agreement”	an agreement between the Company, Investment Adviser and the Distributor dated 4 October 2011;
"EEA"	means the countries for the time being comprising the European Economic Area (being at the date of this Prospectus, European Union Member States, Norway, Iceland, Liechtenstein);
“Exempt Irish Investor”	<ul style="list-style-type: none"> • a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the Taxes Act applies; • a company carrying on life business within the meaning of Section 706 of the Taxes Act; • an investment undertaking within the meaning of Section 739B(1) of the Taxes Act; • a special investment scheme within the meaning of Section 737 of the Taxes Act; • a charity being a person referred to in Section 739D(6)(f)(i) of the Taxes Act; • a unit trust to which Section 731(5)(a) of the Taxes Act applies; • a specified company within the meaning of Section 734(1) of the Taxes Act; • a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund; • a qualifying savings manager within the meaning of Section 848B of the Taxes Act in respect of Shares which are assets of a special savings incentive account within the meaning of Section 848C of the Taxes Act; • a personal retirement savings account (“PRSA”) administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA; • a credit union within the meaning of Section 2 of the Credit Union Act, 1997; • the National Pensions Reserve Fund Commission; • a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company; or • any other Irish Resident or persons who are Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to a charge to tax in the Company;

provided that they have correctly completed the Relevant Declaration;

“FSA”	the Financial Services Authority of the United Kingdom;
“Fund”	a separate portfolio of the Company established by the Directors from time to time with the prior approval of the Central Bank represented by one or more classes of Shares;
“Initial Offer Period”	the initial offer period, if any, for Shares of each Fund as set out in the Supplement to this document for the relevant Fund;
“Intermediary”	<p>means a person who:-</p> <ul style="list-style-type: none"> • carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; <p>or</p> <ul style="list-style-type: none"> • holds shares in an investment undertaking on behalf of other persons;
“Ireland”	means the Republic of Ireland;
“Irish Stock Exchange”	The Irish Stock Exchange Limited;
“Initial Issue Date”	the Business Day following the last day of the Initial Offer Period, if any, in respect of particular Shares of a Fund class and thereafter each Dealing Day or such other day or days in relation as the Directors of the Company may determine;
“Investment Adviser”	means Liontrust Investment Partners LLP;
“Investment Advisory Agreement”	an investment advisory and marketing agreement between the Company and Occam Investment Management (Malta) Limited dated 7 August 2008 as amended, which was novated on 4 October 2011 by Occam Investment Management (Malta) Limited to the Investment Adviser;
“Irish Resident”	<ul style="list-style-type: none"> • in the case of an individual, means an individual who is resident in Ireland for tax purposes. • in the case of a trust, means a trust that is resident in Ireland for tax purposes. • in the case of a company, means a company that is resident in Ireland for tax purposes. <p>An individual will be regarded as being resident in Ireland for a twelve month tax year if he/she is present in Ireland: (1) for a period of at least 183 days in that twelve month tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is resident in Ireland for at least 31 days in each twelve month period. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at the end of the day (midnight). This new test took effect from 1 January 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).</p> <p>A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.</p> <p>A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but</p>

which is incorporated in Ireland is resident in Ireland except where:-

- the company or a related company carried on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which Ireland has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country;

or

- the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and potential investors are referred to the specific legislative provisions that are contained in Section 23A of the Taxes Act;

“Management Share”	a management share in the capital of the Company;
“Member State”	a member state of the European Union;
“Money Market Instruments”	Instruments normally dealt in on the money market which are liquid and which have a value which can be accurately determined at any time;
“Net Asset Value of a Fund”	the net asset value of a Fund calculated in accordance with the provisions of the Articles, as described under “CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS - Calculation of Net Asset Value” below;
“Net Asset Value per Share”	the net asset value per Share in respect of Shares of each Fund class calculated in accordance with the provisions of the Articles, as described under “CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS – Calculation of Net Asset Value per Share” below;
“OECD”	the Organisation for Economic Co-operation and Development, which includes each of Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Republic of Ireland, Israel, Italy, Japan, Republic of Korea, Slovak Republic, Luxembourg, Mexico, The Netherlands, New Zealand, Norway, Poland, Portugal, Spain, Sweden, Switzerland, Turkey, the United Kingdom, the United States and any other country which may from time to time become a member;
“Ordinarily Resident in Ireland”	<ul style="list-style-type: none">• in the case of an individual, means an individual who is ordinarily resident in Ireland for tax purposes.• in the case of a trust, means a trust that is ordinarily resident in Ireland for tax purposes.

An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish Resident for three consecutive tax years. Thus, an individual

who is resident and ordinarily resident in Ireland in the tax year 1 January 2011 to 31 December 2011 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2015 to 31 December 2015.

The concept of a trust's ordinary residence is somewhat obscure and linked to its tax residence.

"Promoter"	Liontrust Investment Partners LLP;
"Paying Agent"	means one or more paying agents appointed by the Company in certain jurisdictions in accordance with the requirements of the Central Bank;
"Recognised Clearing System"	means Bank One NA, Depository and Clearing Centre, Clearstream Banking AG, Clearstream Banking SA, CREST, Depository Trust Company of New York, Euroclear, National Securities Clearing System, Sicovam SA, SIS Sega Intersettle AG or any other system for clearing units which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners as a recognised clearing system.
"Recognised Exchange"	any regulated stock exchange or market on which a Fund may invest. A list of these stock exchanges and markets is set out under "RECOGNISED EXCHANGES" below and is included in Article 18 of the Articles;
"Relevant Declaration"	means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act;
"Relevant Period"	means a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding relevant period.
"Reporting Shares"	means a class of Shares for which the Directors intend to seek certification as a reporting fund for United Kingdom tax purposes as more particularly described under the heading "DIVIDEND AND REINVESTMENT POLICY".
"Shares"	participating shares of no par value in the capital of the Company, which may be designated in different classes with reference to one or more Funds. Shares of a Fund class may be denominated in currencies other than the Base Currency of the Fund;
"Shareholders"	holders of Shares;
"Supplement"	a document supplemental to this Prospectus which contains specific information in relation to a Fund;
"TT"	means telegraphic transfer;
"Taxes Act"	the Taxes Consolidation Act, 1997 (of Ireland), as amended;
"UCITS"	means an undertaking for collective investment in transferable securities, the sole object of which is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 45 of the UCITS Regulations, of capital raised from the public, which operates on the principle of risk spreading, and the shares or units of which are, at the request of holders, repurchased or

	redeemed, directly or indirectly, out of the undertaking's assets;
"UCITS Regulations"	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 and any regulations or notices issued by the Central Bank pursuant thereto for the time being in force;
"United Kingdom"; "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States"	the United States of America, its territories and possessions, any State of United States and the District of Columbia;
"US Person"	is defined under "GENERAL INFORMATION – Definition of US Person" below; and
"Valuation Point"	the point in time by reference to which the Net Asset Value of a Fund and the Net Asset Value per Share of the relevant class is calculated. The Valuation Point in respect of Shares of each Fund is set out in the Supplement to this document for each Fund.

In this Prospectus, unless otherwise specified, all references to "billion" are to one thousand million, to "US Dollars", "US\$" or "cents" are to United States Dollars or cents, "£", "Pounds Sterling" or "Sterling" are to pounds sterling of the United Kingdom, "Euro" or "Euros" are to the European Euro, "NOK" are to Norwegian Krone and "SEK" are to Swedish Krona.

SUMMARY

The following is a summary of the key information concerning the Company, each of its Funds and the offering of Shares of each Fund. It is derived from, and should be read in conjunction with, the full text of this Prospectus, the Supplement for the relevant Fund and with the documents available for inspection referred to under "GENERAL INFORMATION - Documents For Inspection" below.

The Company

Liontrust Umbrella Fund plc is an open-ended umbrella type investment company with variable capital and limited liability incorporated in Ireland and authorised as a UCITS by the Central Bank. There exists segregated liability between the Funds of the Company.

Occam Umbrella Fund plc changed its name to Liontrust Umbrella Fund plc on 3 October 2011.

The Company's Funds

As the Company is an umbrella fund, the Directors are empowered to issue and redeem Shares divided into different classes representing one or more Funds. Each Fund represents a separate portfolio of the Company with its own distinct investment objective and policy and is not a separate legal entity.

Share classes

The rights of Shareholders in the Company's Funds will be represented by separate classes of Share. Each Fund will have a single currency of account (the Base Currency of the Fund). However, one or more classes of Share may be created representing different currencies and/or representing different charging structures, distribution policies or other terms and conditions of issue.

The existing Funds of the Company, their respective Base Currencies, Share classes and any current and pending listing on the Irish Stock Exchange and other exchanges if relevant, are summarised under "The Company's Funds" in this Prospectus. Detailed information relating to each Fund is contained in the relevant Supplement.

Investment Objectives and Policies

The investment objective and policy and investment powers and restrictions in respect of each Fund appear in the Supplement for the relevant Fund.

Dividend and Reinvestment Policy

The amount available for distribution (if any) will vary between the classes of the Funds of the Company. Accumulating Shares and Reporting Fund Shares are available for subscription in certain Funds of the Company.

The Directors do not anticipate that any dividends or other distributions will be paid to the holders of classes of Reporting Shares out of the earnings and profits of the Funds attributable to such classes of Reporting Shares. Dividends may however be paid at the Directors' discretion in respect of Reporting Shares if considered necessary or desirable as outlined under "DIVIDEND AND REINVESTMENT POLICY" below.

The Directors do not anticipate that any dividends or

other distributions will be paid to the holders of classes of Accumulating Shares of the Funds of the Company out of the earnings and profits of the Funds attributable to such classes of Accumulating Shares. The amount of income attributable to a class of Shares at an Allocation Date which is not distributed shall become part of the capital property of that class and, if Shares of any other class of a particular Fund were in issue at the relevant Allocation Date, the interests of the holders of Shares of one in that amount will be satisfied by an adjustment, as at the relevant Allocation Date, in the proportion of the value of the property of the relevant Fund to which the price of a Share of the relevant class is related. This adjustment will ensure that the price of a Share remains unchanged despite the transfer of income to the capital property.

Distributor

Pursuant to the Distribution Agreement the Company and the Investment Adviser have appointed Liontrust Fund Partners LLP to carry out distribution and marketing services for each Fund. The Distributor is a limited liability partnership incorporated in the England and authorised and regulated by the FSA.

Investment Adviser

Pursuant to the Investment Advisory Agreement the Company has appointed Liontrust Investment Partners LLP to act as discretionary investment manager of each Fund. The Investment Adviser is a limited liability partnership incorporated in England and authorised and regulated by the FSA.

Custodian

The Company has appointed Northern Trust Fiduciary Services (Ireland) Limited to act as custodian to the Company and in respect of the assets of each Fund.

The Administrator

The Company has appointed Northern Trust International Fund Administration Services (Ireland) Limited to act as administrator of the Company's affairs.

Taxation

The attention of prospective Shareholders is drawn to "COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS" in this Prospectus.

Portfolio Valuations

The portfolio attributable to each Fund will be valued for the purpose of calculating subscription and redemption prices of Shares of each Fund as of the Valuation Point for the relevant Dealing Day. The Valuation Point for Shares of each Fund is set out in the Supplement to this document for each Fund.

The method of calculation of the Net Asset Value of each Fund and the Net Asset Value per Share of each Fund is explained under "CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS" below.

Initial Offers

Initial subscriptions for Shares of each Fund will be effected on the Initial Issue Date following the termination of the Initial Offer Period, if any, in respect of Shares of the relevant Fund. The Initial Offer Period for

Shares of each Fund is set out in the Supplement for each Fund.

Subscriptions

Thereafter investors may apply on each subscription Dealing Day to purchase Shares of the relevant Fund at subscription prices calculated with reference to the Net Asset Value per Share of the relevant Fund as of the Valuation Point for the relevant Dealing Day. The Directors may limit or close subscriptions for Shares of a Fund at their discretion.

Details of the subscription Dealing Days and Valuation Points in respect of Shares of each Fund are set out in the Supplement for each Fund.

Minimum Investment

The minimum initial investment and minimum additional investment in Shares of each Fund is set out in the Supplement for the relevant Fund. The Directors may at their discretion specify different minimum subscriptions amounts for Shares of each Fund and in respect of different classes of Shares issued in respect of a Fund.

These minimums may be lowered, increased or waived at the discretion of the Directors either generally or in specific cases.

Redemptions

Redemptions of Shares of each Fund may be effected on each redemption Dealing Day at prices calculated with reference to the Net Asset Value per Share of the relevant Fund as of the Valuation Point for the relevant Dealing Day.

Details of the redemption Dealing Days and Valuation Points in respect of Shares of each Fund and any limitations on redemption are set out in the Supplement for each Fund.

Minimum Redemptions and Holdings

The minimum redemption amount and the minimum residual holding of Shares of each Fund is set out in the Supplement for each Fund.

Publication of Prices

The most up-to-date Net Asset Value per Share of each Fund is published following calculation in the Financial Times and on the internet at www.liontrust.co.uk and will be kept up to date. In addition, the most up-to-date Net Asset Value per Share of each Fund may be obtained from the Administrator during normal business hours and may also be published in such other newspaper or journal as the Directors in their sole discretion may determine.

Switching

Shareholders are entitled to switch their investment in Shares of a class of a particular Fund into Shares of another class of the same Fund or of another Fund, subject to the switching terms outlined under "SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING" below and in the Supplement for the relevant Fund.

Eligible Investors

Shares of each Fund may currently be purchased only by investors who are not "US Persons" or any other

“Restricted Persons” as defined below under “SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING - Subscriptions: *Eligible Investors*” below.

Subscription and Redemption Charges

An initial charge of up to five per cent. of the Net Asset Value per Share is payable on subscription of Shares of each Fund class. This charge, which is payable to the Investment Adviser, may be waived at the discretion of the Investment Adviser. The Investment Adviser is entitled to authorise the payment of the whole or part of such charge to the Distributor, sub-distributors, intermediaries and introducing agents.

Generally no redemption charge is imposed.

Investment Advisory Charges

The Investment Adviser is entitled to receive in respect of each class of a Fund a monthly investment advisory fee (the “Investment Advisory Fee”) and, if so determined by the Directors in respect of a Fund, a performance fee as more particularly described under “CHARGES AND EXPENSES - Investment Advisory Charges” below.

The level of Investment Advisory Fee and/or performance fees payable in respect of Shares of each Fund class is set out in the Supplement to this Prospectus for the relevant Fund.

The Investment Adviser will be responsible for the fees of the Distributor.

Other Charges and Expenses

Are detailed under “CHARGES AND EXPENSES” below.

Annual and half yearly Accounting Period

The Annual Accounting Period of the Company is 31 December in each year.

The half yearly accounting period of the Company is 30 June in each year.

The Company’s annual report incorporating audited financial statements will be published and sent to Shareholders within 4 months of the end of the Annual Accounting Period and at least 3 weeks before the Annual General Meeting of Shareholders. The Company’s semi-annual report will be published and sent to Shareholders within two months of the end of the half-year period to which it relates.

Reporting Currencies

For the purposes of the completion of the semi-annual report and annual report and accounts of the Company, the reporting currency of each Fund will be its Base Currency of account.

THE COMPANY

Establishment and Structure

The Company was incorporated on 20 June 2008 under the laws of Ireland as an open-ended umbrella type investment company with variable capital and limited liability in which different Funds may be created from time to time. There exists segregated liability between the Funds of the Company. The Company is empowered to issue and redeem Shares divided into different classes representing one or more Funds. Each Fund represents a separate portfolio of the Company and is not a separate legal entity. Overall responsibility for the management of the Company is vested in the Directors.

The Company is authorised in Ireland by the Central Bank as an investment company pursuant to the UCITS Regulations.

The Company's Funds

At the date of this Prospectus the following Funds of the Company have been established by the Directors with the approval of the Central Bank:

<i>Fund</i>	<i>Base Currency of Fund</i>	<i>Currency of denomination of Shares</i>
Liontrust Pan European Fund	Euro	Euro, US Dollar, Sterling
Liontrust Asia Fund	US Dollars	Euro, US Dollar, Sterling
Liontrust Emerging Markets Absolute Return Fund	US Dollars	Euro, US Dollar, Sterling, Norwegian Krone, Swedish Krona
Liontrust Asia Absolute Return Fund	US Dollars	Euro, US Dollar, Sterling

The rights of Shareholders in each Fund are represented by separate classes of Share. Each Fund will have a single currency of account (the Base Currency of the Fund) and a separate portfolio of the Company will be established by the Directors in respect of the Fund. However, the Directors may at their discretion, create one or more classes of Shares of a Fund representing different currencies, charging structures, distribution policies or other terms and conditions of issue. The creation of further Share classes must be notified to and cleared in advance by the Central Bank. Such Share classes will not be represented by separate portfolios of assets but will represent different interests in the separate portfolio of assets represented by a Fund.

Additional Funds may, with the prior approval of the Central Bank, be added by the Directors.

Supplements

This Prospectus may only be issued with the relevant Supplement containing specific information relating to a particular Fund. This Prospectus and the relevant Supplement should be read and construed as one document. Supplements may be added to or removed from this Prospectus from time to time as Funds are added to the Company or closed, as the case may be.

The Directors may register some or all Funds in overseas jurisdictions. The cost of such registration will be borne by the appropriate Fund or Funds. Such registration may necessitate the production of documentation for a particular Fund in foreign languages and may necessitate further changes to the Prospectus and/or Supplement(s). The Directors will not consult with Shareholders prior to registering

in any country or jurisdiction.

Investment Objectives and Policies

The assets of each Fund will be invested separately in accordance with the investment objectives and policies of the Fund which are set out in the Supplement to this Prospectus for the relevant Fund. The investment strategy will be set by the Investment Adviser, in compliance with the investment objectives and policies of the Fund.

The investment return to Shareholders in a particular Fund is related to the Net Asset Value of that Fund which in turn is primarily determined by the performance of the portfolio of investments held by that Fund.

The Investment Adviser is also generally permitted to use financial derivative instruments to more effectively manage the level of investment risk and to facilitate efficient investment and management of cash and liquidity in each Fund, as set out in more detail under “Further Detail on the Use of Financial Derivative Instruments” below. The Investment Adviser may also use financial derivative instruments for investment purposes as will be indicated in the relevant Fund Supplement. Using derivatives in this way may increase the degree of leverage in a Fund relative to the market, or by taking short positions, reduce a Fund’s overall exposure to particular markets, individual securities or specific market factors, such as currency and interest rates. Where permitted by the investment objective and policy for a particular Fund, and by the investment strategy as set out in the relevant Supplements, the Investment Adviser may also use short positions in derivatives to create negative exposures to certain securities or market factors, so as to benefit from falling prices, without the Fund having any corresponding or related long position.

In using derivatives, the Investment Adviser’s intention will be to improve the level of return generated from the level of investment risk incurred, while maintaining consistency with each Fund’s investment objective. The Investment Adviser’s use of derivatives will however be restricted by the need to provide cover for each derivatives position taken, and by the limits on leverage and exposure set out in the relevant Supplement for a Fund.

Pending full investment of the assets attributable to a Fund after its Initial Offering Period or a substantial new subscription, a greater proportion of the assets attributable to the relevant Fund than may be anticipated by its investment objective and/or policy may for a time be held in liquid assets pending full investment of its portfolio.

Where reference to a specific index or indices is made in the investment policy of a Fund against which the performance of that Fund is measured, the Company may, without assuming a change in that investment policy, change the reference index or indices to any other index or indices. The reference index or indices should represent a similar or generally consistent exposure where, for reasons outside the Company’s control, the original reference index or indices are no longer the index or indices for that exposure. Details of any change to a reference index or indices will be provided for in the accounts of the Company.

Amendments to Investment Objectives and Policies

The Directors are responsible for the formulation of each Fund’s investment objectives and investment policies and any subsequent changes to those objectives or policies.

Subject thereto, the policy of a Fund may be amended from time to time by the Directors, if they shall deem it to be in the best interests of the relevant Fund to do so provided that a change in the investment objective and/or a material change in policy of a Fund cannot take effect without the prior written approval of all shareholders or without the approval of the shareholders of the Fund on the basis of a majority of votes cast at a general meeting. In the event of a change of objective and/or a material change in policy, on the basis of a majority of votes cast at a general meeting, a reasonable notification period shall be provided by the Directors to enable Shareholders of a particular Fund to seek to redeem their Shares prior to implementation of such changes.

Further Detail on the Use of Financial Derivative Instruments

The Investment Adviser may use futures, forwards (including forward rate agreements), options (both writing and purchasing), swaps (including credit default swaps) and contracts for difference, including both exchange traded and over the counter derivative instruments for any Fund. The assets or indices underlying such instruments may consist of any one or more of the following: transferable securities, money market instruments, other collective investment schemes, financial indices, interest and foreign exchange rates and currencies.

The Investment Adviser operates a risk management process on behalf of the Company in relation to its use of derivatives which allows it to accurately measure, monitor and manage the various risks associated with derivatives and which is intended to ensure that each Fund's derivatives exposure remains within the limits described below. This risk management process will also take into account any exposure created through derivatives embedded in transferable securities which the Investment Adviser may acquire for a Fund in accordance with its investment objective and policies.

The risk management process is described in a statement, a copy of which has been filed with the Central Bank, and which will be updated from time to time to include any additional financial derivative instruments which the Investment Adviser proposes to employ on behalf of the Funds. Until such time as the risk management statement has been updated, however, the Investment Adviser will not use any financial derivative instrument which is not for the time being included in the risk management statement.

Information on financial derivatives used for each Fund will be included in the Company's semi-annual and annual reports and accounts. The Company will also provide information to Shareholders on request on the risk management process employed by the Investment Adviser on the Company's behalf, including details of the quantitative limits applied and information on the risk and yield characteristics of the main categories of investments held on behalf of each Fund.

Financial derivative instruments may be used by the Investment Adviser either for investment or hedging purposes. Examples of the way in which they may be used, which should not be taken as being exhaustive, or mutually exclusive, include:

Hedging

Futures, forwards, swaps (including credit default swaps), options and contracts for difference may be used to hedge against downward movements in the value of a Fund's portfolio, either by reference to specific securities or markets to which the Fund may be exposed. The Investment Adviser may also take out hedges against changes in interest or currency rates or credit spreads which would have an impact on a Fund.

Forward foreign exchange contracts are also used more specifically to hedge the value of certain classes of Shares in the Company's Funds against changes in the exchange rate between the currency of denomination of the class of Shares and the base currency of the Fund. Hedged classes will be identified in the relevant Supplement for each Fund.

Tactical asset allocation

Futures, forwards, options, swaps (including credit default swaps) and contracts for difference may be used to gain or reduce a Fund's exposure to credit spreads or a particular security or market on a short or medium term basis, either in advance of a longer term allocation or reappraisal of the Fund's commitment to the asset or market in question, or purely on a temporary basis where it is more efficient to use derivatives for this purpose. Futures, options, swaps and contracts for difference may also be used to increase or reduce the Fund's exposure to general global market risk on a temporary basis, in advance of a longer term allocation or reappraisal of the Fund's commitment to specific markets or companies.

Beta and interest rate duration management

The Investment Adviser may use futures, forwards, options, swaps (including credit default swaps) and contracts for difference to increase or reduce the beta, interest rate duration or spread duration of all or a part of a Fund's portfolio to take account of changing levels of volatility in the market while at the same time maintaining exposure to the market.

By using derivatives in this way, the value of the Fund's portfolio may be made more or less responsive to general changes in market values than a corresponding portfolio that does not include derivatives. The Investment Adviser may use this ability to effectively leverage a Fund, subject to the requirements above under "Investment Powers and Restrictions", to take advantage of conditions in relation to particular markets or securities which the Investment Adviser believes offer especially favourable prospects.

Alternatively, the Investment Adviser may de-leverage a Fund by taking short positions to protect the Fund against potentially adverse market conditions or to reduce exposure to securities or markets which the Investment Adviser's analysis suggests are overvalued and prone to being sold off, without having to resort to holding cash.

Taking views on the pricing or likely direction of markets

Each Fund benefits from unhedged positive movements in market prices and upwards revaluations of assets through the securities positions and long exposures in its portfolio. The Investment Adviser may also use futures, forwards, options, swaps (including credit default swaps) and contracts for difference to increase a Fund's ability to benefit from long positions by employing leverage or to position a Fund to benefit from anticipated corrections in the overpricing of securities or of market risks or downwards movements in market prices by taking short or negative positions in relation to particular securities, markets or market factors.

Revenue generation

The Investment Adviser may generate additional revenue or subsidise the cost of options purchased for a Fund by writing put options and call options on securities held in the Fund.

Currency management

Currency forwards, futures, options and swaps may be used to actively implement the Investment Adviser's views on likely currency movements.

Cash management and efficient investing

The Investment Adviser may also use futures, forwards, options, swaps (including credit default swaps) and contracts for difference as an alternative to acquiring the underlying or the related securities, alone or in conjunction with the securities, in any case where such investment may be accomplished in a more efficient or less costly way through the use of derivatives. Such instruments may also be used to maintain or reduce exposure to the market while managing the cashflows from subscriptions and redemptions into and out of each Fund more efficiently than by buying and selling transferable securities.

Market concentrations

Certain markets within the investment universe of the Funds may be highly concentrated due to the presence of a number of disproportionately highly capitalised issuers in those markets, with the result that a Fund may have difficulty in maintaining adequate exposure to that market by purchasing transferable securities without breaching its investment limits. The Investment Adviser may use index futures to maintain a desired level of exposure to such markets.

Techniques for Efficient Portfolio Management

The Investment Adviser may use techniques for efficient portfolio management for each Fund, such as securities lending and reverse repurchase transactions, and may purchase securities on a when issued/delayed delivery basis subject to the conditions and limits set out in the UCITS Notices set out under “Investment Powers and Restrictions” and “Restrictions on Borrowing, Lending and Dealing” below. Any reference in this Prospectus or in the Supplements to “efficient portfolio management” shall mean a reference to techniques and instruments, including the use of derivatives, used for one or more of the following specific aims:

- (1) the reduction of risk;
- (2) the reduction of cost;
- (3) the generation of additional capital on income for the UCITS with a level of risk which is consistent with the risk profile of the relevant Fund.

Investment Powers and Restrictions

The permitted investments and investment restrictions applying to the Company, in accordance with the qualifications and exemptions contained in the UCITS Regulations, and in the Central Bank’s Notices, are set out below. The Directors of the Company may from time to time impose such further investment restrictions as shall be compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the countries where Shares of the Company are available for subscription. Any such further restrictions shall be in accordance with the requirements of the Central Bank’s Notices.

General

The principal investment restrictions applying to each Fund are set out below. These are, however, subject to the restrictions contained in the UCITS Regulations and the notices issued by the Central Bank. Any additional investment restrictions for any other Funds will be formulated by the Directors at the time of the creation of such Funds and disclosed in the relevant Supplement. Any such further restrictions shall be in accordance with the UCITS Regulations.

Save where expressly provided otherwise in a Supplement for a Fund, no Fund of the Company may invest more than 10% in aggregate of its net assets in other collective investment schemes including exchange traded funds.

1 Permitted Investments

Investments of the Company are confined to:

- 1.1 Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
- 1.2 Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
- 1.3 Money market instruments, as defined in the Central Bank’s Notices, other than those dealt on a regulated market.
- 1.4 Units/shares of UCITS.
- 1.5 Units/shares of non-UCITS as set out in the Central Bank’s Guidance Note 2/03.
- 1.6 Deposits with credit institutions as prescribed in the Central Bank’s Notices.
- 1.7 Financial derivative instruments as prescribed in the Central Bank’s Notices.

2 Investment Restrictions

2.1 Each Fund may invest no more than 10% of its Net Asset Value in transferable securities and money market instruments other than those referred to in paragraph 1.

2.2 Each Fund may invest no more than 10% of its Net Asset Value in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.2) within a year. This restriction will not apply in relation to investment by each Fund in certain US securities known as rule 144A securities provided that:

- the securities are issued with an undertaking to register with the US Securities and Exchanges Commission within one year of issue; and
- the securities are not illiquid securities i.e. they may be realised by the Fund within seven days at the price, or approximately at the price, at which they are valued by the Fund.

2.3 Each Fund may invest no more than 10% of its Net Asset Value in transferable securities and money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.

2.4 Subject to the prior approval of the Central Bank, the limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bondholders. If a Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the Fund.

2.5 The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.

2.6 The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.

2.7 Each Fund may not invest more than 20% of its Net Asset Value in deposits made with the same credit institution.

Deposits with any one credit institution, other than a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein), a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand held as ancillary liquidity, must not exceed 10% of net assets.

This limit may be raised to 20% in the case of deposits made with the Custodian.

2.8 The risk exposure of each Fund to a counterparty to an OTC derivative may not exceed 5% of its Net Asset Value.

This limit is raised to 10% in the case of a credit institution authorised in the EEA, a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

2.9 Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:

- investments in transferable securities or money market instruments;
 - deposits, and/or
 - risk exposures arising from OTC derivatives transactions.
- 2.10 The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of Net Asset Value.
- 2.11 Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of Net Asset Value may be applied to investment in transferable securities and money market instruments within the same group.
- 2.12 Each Fund may invest up to 100% of its Net Asset Value in transferable securities and money market instruments issued by or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members. The individual issuers must be listed in the prospectus and may be drawn from OECD Governments (provided the relevant issues are investment grade), the European Investment Bank, the European Bank for Reconstruction and Development, the International Finance Corporation, the International Monetary Fund, Euratom, the Asian Development Bank, the European Central Bank, the Council of Europe, Eurofima, the African Development Bank, International Bank for Reconstruction and Development (The World Bank), the Inter American Development Bank, the European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), the Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank and Tennessee Valley Authority.

However, a Fund must hold securities from at least six different issues, with securities from any one issue not exceeding 30% of the Net Asset Value of that Fund.

3. Investment in Collective Investment Schemes ("CIS")

- 3.1 Pursuant to the UCITS Regulations, each Fund may invest no more than 20% of its Net Asset Value in any one CIS. The Directors have determined that no more than 10% of the Net Asset Value of any Fund may be invested in aggregate in other CIS.
- 3.2 Pursuant to the UCITS Regulations, investment in non-UCITS CIS may not, in aggregate, exceed 30% of its Net Asset Value. The Directors have determined that no more than 10% of the Net Asset Value of any Fund may be invested in aggregate in other CIS.
- 3.3 The CIS which each Fund may invest in are prohibited from investing more than 10 per cent of their own net asset value in other CIS.
- 3.4 When a Fund invests in the shares/units of other CIS that are managed, directly or by delegation, by the Investment Adviser or by any other company with which the Investment Adviser is linked by common management or control, or by a substantial direct or indirect holding, the Investment Adviser or other company may not charge management, subscription, conversion or redemption fees on account of the a Fund's investment in the shares/units of such other CIS.
- 3.5 Where a commission (including a rebated commission) is received by the Investment Adviser by virtue of an investment in the units/shares of another CIS, this commission must be paid into the property of the relevant Fund.

4. General Provisions

- 4.1 Each Fund may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
- 4.2 Each Fund may acquire no more than:
- (i) 10% of the non-voting shares of any single issuing body;
 - (ii) 10% of the debt securities of any single issuing body;

- (iii) 25% of the shares/units of any single CIS;
- (iv) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of securities in issue cannot be calculated.

4.3 4.1 and 4.2 shall not be applicable to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (iv) shares held by any Fund in the capital of a company incorporated in a non-Member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 4.1 and 4.2, and provided that where these limits are exceeded, 4.5 and 4.6 are observed;
- (v) shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of shares / units at shareholders / unitholders' request exclusively on their behalf.

4.4 Each Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.

4.5 The Central Bank may allow recently authorised UCITS to derogate from the provisions of 2.3 to 2.12, 3.1 and 3.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.

4.6 If the limits laid down herein are exceeded for reasons beyond the control of any Fund, or as a result of the exercise of subscription rights, then that Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.

4.7 Neither the Investment Adviser, nor any of the Funds, may carry out uncovered sales of:

- transferable securities;
- money market instruments;
- units of CIS; or
- financial derivative instruments.

In addition, for sales of financial derivative instruments, each Fund must comply with the coverage requirements of the Central Bank's Notices and guidelines, as may be amended from time to time, and the Company's risk management process.

4.8 Each Fund may hold ancillary liquid assets.

5 Financial Derivative Instruments ("FDIs")

5.1 Each Fund's global exposure (as prescribed in the Central Bank's Notices) relating to FDI must not exceed its total net asset value.

5.2 Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions

resulting from direct investments, may not exceed the investment limits set out in the Central Bank's Notices (this provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank's Notices.)

5.3 Each Fund may invest in FDIs dealt in over-the-counter ("OTCs") provided that the counterparties to OTCs are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

5.4 Investment in FDIs is subject to the conditions and limits laid down by the Central Bank.

Restrictions on Borrowing, Lending and Dealing

(1) Each Fund may only borrow an amount which in the aggregate does not exceed 10% of the Net Asset Value of the Fund. Such borrowings may, however, only be made on a temporary basis. Each Fund may give a charge over the assets of the Fund in order to secure borrowings.

Further, each Fund may not invest more than 10% of its Net Asset Value in partly paid securities.

(2) Each Fund may acquire foreign currency by means of a "back-to-back" loan. Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restrictions contained in the UCITS Regulations and (1) above, provided that the offsetting deposit:-

(i) is denominated in the base currency of the Fund;

(ii) equals or exceeds the value of the foreign currency loan outstanding.

However, where foreign currency borrowings exceed the value of the back-to-back deposit, any excess is regarded as borrowing for the purpose of Regulation 69 of the UCITS Regulations and (1) above.

(3) Each Fund may not, save as set out in (1) above, mortgage, hypothecate or in any manner transfer as security for indebtedness, any securities owned or held by the Fund provided that the purchase or sale of securities on a when-issued or delayed-delivery basis, and margin paid with respect to the writing of options or the purchase or sale of financial derivative instruments, are not deemed to be the pledge of the assets.

(4) Without prejudice to the powers of each Fund to invest in transferable securities, each Fund may not lend or act as guarantor on behalf of third parties.

(5) Each Fund may engage in stocklending and use repurchase and reverse repurchase agreements for the purpose of efficient portfolio management, in accordance with the guidelines set out by the Central Bank.

The investment restrictions apply to any investment at the time that investment is made. The Investment Adviser will be responsible for ensuring that the investment restrictions applicable to each Fund are complied with and will report to the Directors accordingly.

With the exception of permitted investments including unlisted securities or units of open-ended collective investment schemes, investment by a Fund will be restricted to those Recognised Exchanges referred to under "RECOGNISED EXCHANGES" below.

Changes to Investment and Borrowing Restrictions

It is intended that the Company or any Fund shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Company or any Fund in securities, financial derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the UCITS Regulations.

Non-Member State Companies

The Company intends to invest the assets attributable to each Fund directly in investments purchased and held as part of the relevant Fund's investment objective and policy. The Company nonetheless has the power subject to 4.3(iv) of the above section of the Prospectus entitled "Investment Powers and Restrictions" to invest in companies incorporated in non-Member States with the prior approval of the Central Bank through which any such investment may be made where investment through such a company represents the only way in which the Fund can invest in the securities of issuers in that country. The Company reserves the right to utilise this power where this is considered by the Directors to be in the interests of the Company or conducive to achieving the investment objective and policy of any one or more Funds. In the event of the Company investing in such companies, details will be set out in the relevant Supplement to the Prospectus.

RISK FACTORS

There are risks associated with investment in the Company and in the Shares of each Fund.

The risks which an investor should take into account include risks which are Company specific i.e. they apply in respect of all classes of Shares of the Company and all Funds of the Company in which investors may invest; and which are Fund specific i.e. they are specific to the Shares of the Fund in which the investor may wish to invest and arise from the investment objective, policy and strategy which is adopted in relation to the Fund and from the underlying investments in which it invests. Each prospective investor should carefully consider these risks before investing in the Company and in the Shares of any of its Funds.

In addition to those Risk Factors referred to in the Supplement applicable to a particular Fund and its Shares, investors should take into account the following factors when considering the risks associated with investment in the Company and in Shares of any particular Fund or class:-

General

Potential investors should note that the investments of each Fund are subject to market fluctuations and other risks inherent in investing in securities of the kind and nature in which the Fund invests and there can be no assurance that any appreciation in value will occur. The value of investments and the income from them, and therefore the value of, and income from, Shares of a Fund can go down as well as up and an investor may not get back the amount he invests. Changes in exchange rates between currencies may also cause the value of the investments to diminish or increase. An investor who realises Shares of a Fund after a short period may, in addition, not realise the amount originally invested in view of any initial charge made on the issue of the Shares. The difference at any one time between the Net Asset Value of Shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term.

There can be no guarantee that the investment objective of a Fund will actually be achieved.

Valuation

In the event that investments are held which are not listed or dealt on any Recognised Exchange, such investments may be valued by “competent people” who are connected with the Investment Adviser and who may have a conflict of interest in relation to any such valuation. For example, where a performance fee is payable, if the value of the assets increases, the performance fee could increase. The Directors have stated under “CONFLICTS OF INTEREST” below that they will ensure any conflict of interest which arises will be resolved fairly and in the interests of Shareholders. When valuing securities of this nature the competent person has a duty to act with care and in good faith in valuing the relevant investment.

Political and/or Regulatory Risks

The value of the assets attributable to a Fund may be affected by uncertainties such as national, regional or international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets.

Portfolio Management Risk

The Investment Adviser may engage in various portfolio strategies on behalf of a Fund by the use of futures and options. Due to the nature of futures, cash to meet initial and future margin deposits may be held by a broker with whom the Fund has an open position. On execution of the option the Fund

may pay a premium to a counterparty. In the event of bankruptcy of the counterparty the option premium may be lost in addition to any unrealised gains where the contract is “in the money”.

Foreign Exchange/Currency Risk

Although Shares of a Fund may be denominated in one or more currencies these may be different from the Base Currency of account of the Fund and the Fund may invest its assets in securities denominated in a wide range of currencies, some of which may not be freely convertible. The Net Asset Value of the Fund and the Net Asset Value of different denominations of Shares of a Fund will fluctuate in accordance with the changes in the foreign exchange rate between the relevant currencies. A Fund and its Shares may therefore be exposed to a foreign exchange/currency risk.

It may not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure. It will be the policy of certain Funds to hedge some or all of non Base Currency denominated assets into the Base Currency of the Fund in order to mitigate the impact of currency fluctuations on non Base Currency denominated assets. Investors should note that this strategy may substantially limit holders of the relevant class from benefiting if the denominated currency of the class falls against the Base Currency of the Fund or the currency in which the assets of the Fund are denominated.

Premium Risk

Where a Fund acquires or values securities in the over-the-counter market there is no guarantee that the Fund will be able to realise such securities at a premium due to the nature of the over-the-counter market.

Counterparty and Settlement Considerations

A Fund will be exposed to credit risk on the counterparties with which it trades in relation to options, futures, contracts and other derivative financial instruments that are not traded on a Recognised Exchange. Such instruments are not afforded the same protections as may apply to participants trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. A Fund will be subject to the possibility of the insolvency, bankruptcy or default of a counterparty with which the Company trades such instruments, which could result in substantial losses to the Company and the relevant Fund.

The Company will be obliged to pay margin deposits and option premiums to brokers in relation to futures and option contracts entered into for each Fund. While exchange traded contracts are generally guaranteed by the relevant exchange, the Fund may still be exposed to the fraud or insolvency of the broker through which the transaction is undertaken. The Investment Adviser will seek to minimise this risk by trading only through high quality names.

A Fund will also be exposed to a credit risk on parties with whom the Company trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments. Shareholders should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for the Company and the relevant Fund in respect to investments in emerging markets. Shareholders should also note that the securities of small capitalisation companies as well as the securities of companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets and this may result in fluctuations in the price of the Shares of the relevant Fund.

Currency Exchange Rates Risk

Currency fluctuations may adversely affect the value of a Fund's investments and the income thereon and, depending on an investor's currency of reference, currency fluctuations may adversely affect the value of his investment in Shares. A significant portion of a Fund's assets may be denominated in a currency other than the base currency of a Fund or class. There is the risk that the value of such

assets and/or the value of any distributions from such assets may decrease if the underlying currency in which assets are traded falls relative to the base currency in which Shares of the relevant Fund are valued and priced. Funds are not required to hedge their foreign currency risk, although they may do so through foreign currency exchange contracts, forward contracts, currency options and other methods. To the extent that a Fund does not hedge its foreign currency risk or such hedging is incomplete or unsuccessful, the value of that Fund's assets and income could be adversely affected by currency exchange rate movements. There may also be circumstances in which a hedging transaction may reduce currency gains that would otherwise arise in the valuation of the Fund in circumstances where no such hedging transactions are undertaken.

Registration Risk

In some emerging market countries evidence of legal title to shares is maintained in "book-entry" form. In order to be recognised as the registered owner of the shares of a company, a purchaser or purchasers' representative must physically travel to a registrar and open an account with the registrar (which, in certain cases, requires the payment of an account opening fee). Thereafter, each time that the purchaser purchases additional shares of the company, the purchasers' representative must present to the registrar powers of attorney from the purchaser and the seller of such shares, along with evidence of such purchase, at which time the registrar will debit such purchased shares from the seller's account maintained on the register and credit such purchased shares to the purchaser's account to be maintained on the register.

The role of the registrar in such custodial and registration processes is crucial. Registrars may not be subject to effective government supervision and it is possible for the Company to lose its registration through fraud, negligence or mere oversight on the part of the registrar. Furthermore, while companies in certain emerging market countries may be required to maintain independent registrars that meet certain statutory criteria, in practice, there can be no guarantee that this regulation has been strictly enforced. Because of this possible lack of independence, management of companies in such emerging market countries can potentially exert significant influence over the shareholding in such companies. If the company register were to be destroyed or mutilated, the Company's holding in respect of a Fund of the relevant shares of the company could be substantially impaired, or in certain cases, deleted. Registrars often do not maintain insurance against such occurrences, nor are they likely to have assets sufficient to compensate the Company and, therefore, a Fund as a result thereof. While the registrar and the company may be legally obliged to remedy such loss, there is no guarantee that either of them would do so, nor is there any guarantee that the Company would be able to bring successfully a claim in respect of a Fund against them as a result of such loss. Furthermore, the registrar or the relevant company could wilfully refuse to recognise the Company as the registered holder of shares previously purchased by or in respect of a Fund due to the destruction of the company's register.

Cross Liability of Funds

The Company is an umbrella fund with segregated liability between sub-funds. As a result, as a matter of Irish law, any liability attributable to a particular Fund may only be discharged out of the assets of that Fund, and the assets of other Funds may not be used to satisfy any such liability. In addition, any contract entered into by the Company will by operation of law include an implied term to the effect that the counterparty to the contract may not have any recourse to assets of any of the Funds other than the Fund in respect of which the contract was entered into. These provisions are binding both on creditors and in any insolvency.

These provisions, while binding in an Irish court which would be the primary venue for an action to enforce a debt against the Company, have not been tested in other jurisdictions, and there remains a possibility that a creditor might seek to attach or seize assets of one Fund in satisfaction of an obligation owed in relation to another Fund in a jurisdiction which would not recognise the principle of segregation of liability between sub-funds.

Emerging Markets Risk

Certain Funds may invest in securities of issuers in emerging markets. Such securities may involve a high degree of risk and may be considered speculative. Risks include (i) greater risk of expropriation,

confiscation, taxation, nationalisation, and social, political and economic instability; (ii) the smaller markets for securities of emerging markets issuers and lower volumes of trading, resulting in lack of liquidity and in greater price volatility, (iii) certain national policies which may restrict the investment opportunities available in respect of a Fund, including restrictions on investing in issuers or industries deemed sensitive to relevant national interests and on the realisation or repatriation of foreign investment; (iv) currency instability and hyper-inflation; and (v) the absence of developed legal structures governing private or foreign investment and private property.

The accounting, auditing and financial reporting standards of countries in which the Company may invest in respect of a Fund are likely to be less extensive than those applicable to United States or United Kingdom companies, particularly in emerging markets.

Political, Regulatory, Settlement and Sub-Custodial Risk

The value of a Fund's assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets. As some of the Funds may invest in markets where the trading, settlement and custodial systems are not fully developed, the assets of a Fund which are traded in such markets and which have been entrusted to sub-custodians in such markets may be exposed to risk in circumstances in which the Custodian will have no liability

Risks of Investing in Russia

Investments in companies organised in or who principally do business in the independent states that were once part of the Soviet Union, including the Russian Federation pose special risks, including economic and political unrest and may lack a transparent and reliable legal system for enforcing the rights of creditors and shareholders of the Funds. Furthermore, the standard of corporate governance and investor protection in Russia may not be equivalent to that provided in other jurisdictions. While the Funds may invest to a limited extent in Russian equities traded on the relevant Recognised Exchanges listed in the Prospectus, the exposure to Russian traded securities shall not constitute the principal focus of the Fund.

Evidence of legal title to shares in a Russian company is maintained in book entry form. In order to register an interest of the Fund's shares an individual must travel to the company's registrar and open an account with the registrar. The individual will be provided with an extract of the share register detailing his interests but the only document recognised as conclusive evidence of title is the register itself. Registrars are not subject to effective government supervision. There is a possibility that the Funds could lose their registration through fraud, negligence, oversight or catastrophe such as a fire. Registrars are not required to maintain insurance against these occurrences and are unlikely to have sufficient assets to compensate the Funds in the event of loss. In other circumstances such as the insolvency of a sub-custodian or registrar, or retroactive application of legislation, the Funds may not be able to establish title to investments made and may suffer loss as a result. In such circumstances, the Funds may find it impossible to enforce its right against third parties. Neither the Fund, the Directors, the Investment Adviser, the Custodian nor any of their agents make any representation or warranty in respect of, or in guarantee of, the operations or performance of any registrar or sub-custodian.

Derivatives' Risk

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may,

together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of derivatives for hedging purposes also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities and (4) possible impediments to effective portfolio management or the ability to meet redemption.

Use of Leverage

The use of derivatives to increase the exposure of a Fund to the market or to leverage the Fund, whether by taking positive or short positions, will make the value of the Fund's investments change more quickly in response to increases or decreases in general market prices than would be the case with an unleveraged fund.

If the market recognises the fundamental value the Investment Adviser ascribes to a security, or the Investment Adviser correctly anticipates the direction in which the market or the specific security price will move, the result will be improved Fund performance by a greater extent than would be possible with an unleveraged fund. Where the Investment Adviser takes short positions, the Fund may even profit when security prices fall.

Conversely, if the Investment Adviser's assessment of fundamental value or market direction proves to be incorrect, the Fund may be adversely affected to a much greater extent than the actual change in security prices might suggest due to the multiplier effect of using leverage.

High Yielding Bonds

Certain Funds of the Company may invest in high yielding bonds from time to time. Investors should note that investments in higher yielding bonds issued by borrowers with lower credit ratings may result in a greater risk of default and have a negative impact on income and capital value. Income payments may constitute a return of capital in whole or in part. Income may be achieved by foregoing future capital growth.

The market value of corporate debt securities rated below investment grade and comparable unrated securities also tends to be more sensitive to company-specific developments and changes in economic conditions than higher rated securities. Issuers of these securities are often highly leveraged, so that their ability to service debt obligations during an economic downturn may be impaired. In addition, such issuers may not have more traditional methods of financing available to them, and may be unable to repay debt at maturity by refinancing. The risk of loss due to default in payment of interest or principal by such issuers is significantly greater than in the case of investment grade securities because such securities frequently are subordinated to the prior payment of senior indebtedness.

Liquidity of Futures Contracts

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Fund from liquidating unfavourable positions.

Forward Trading

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable.

Legal Risk

The use of OTC derivatives such as swaps, forward contracts and contracts for differences will expose the Funds to the risk of loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Securities Lending Risk

As with any extensions of credit, there are risks of delay and recovery. Should the borrower of securities fail financially or default in any of its obligations under any securities lending transaction, the collateral provided in connection with such transaction will be called upon. The value of the collateral will be maintained to equal or exceed the value of the securities transferred. However there is a risk that the value of the collateral may fall below the value of the securities transferred. In addition, as a Fund may invest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, a Fund investing collateral will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

Loss of Favourable Performance

The use of derivatives to hedge or protect against market risk or to generate additional revenue by writing covered call options may reduce the opportunity to benefit from favourable market movements.

Market Risk

When the Investment Adviser purchases a security or an option, the risk of the Fund is limited to the loss of its investment. In the case of a transaction involving futures, forwards, swaps, contracts for difference or writing options, the Fund's liability may be potentially unlimited until the position is closed.

Taxation

Potential investors' attention is drawn to the taxation risks associated with investing in a Fund. Further details are given under the heading "COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS" below.

The taxation position discussed below reflects law and relevant practice of fiscal authorities as at the date of this document and these may change possibly with retrospective effect. Potential investors should not assume that the tax treatments outlined below will necessarily apply to their investment in a Fund.

The above should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in any of the Funds. Potential investors should be aware that an investment in a Fund may be exposed to other risks of an exceptional nature from time to time.

DIVIDEND AND REINVESTMENT POLICY

The amount available for distribution (if any) will vary between the classes of the Funds of the Company. Accumulating Shares and Reporting Shares are available for subscription in certain Funds of the Company. The individual Fund Supplements explain which classes of Shares are Reporting Shares and which are Accumulating Shares

Reporting Shares

The Directors do not anticipate that for accounting periods beginning on or after 1 December 2009 any dividends or other distributions will be paid to the holders of classes of Reporting Shares out of the earnings and profits of the Funds attributable to such classes of Reporting Shares. The amount of income attributable to a class of Reporting Shares at an Allocation Date shall become part of the capital property of that class and, if Shares of any other class of a particular Fund were in issue at the relevant Allocation Date, the interests of the holders of Reporting Shares in that amount will be satisfied by an adjustment, as at the relevant Allocation Date, in the proportion of the value of the property of the relevant Fund to which the price of a Reporting Share of the relevant class is related. This adjustment will ensure that the price of a Reporting Share remains unchanged despite the transfer of income to the capital property.

However dividends may be paid at the Directors' discretion if considered necessary or desirable in respect of shareholders' UK tax position under the reporting fund regime described more fully under "COMPANY AND SHAREHOLDER TAX CONSIDERATIONS – United Kingdom – Shareholders owning Reporting Shares" below. The Company may also maintain an equalisation account in respect of any dividends that may be paid on any Reporting Shares with a view to ensuring that the level of dividends payable on Reporting Shares is not affected by the issue and redemption of such Reporting Shares during an accounting period. The subscription price of such Reporting Shares will therefore be deemed to include an equalisation payment calculated by reference to the accrued income of the Fund and the first distribution in respect of any Reporting Share will include a payment of capital usually equal to the amount of such equalisation payment. The redemption price of each Reporting Share will also include an equalisation payment in respect of the accrued income of the Company up to the date of redemption.

Accumulating Shares

The Directors do not anticipate that any dividends or other distributions will be paid to the holders of classes of Accumulating Shares of the Funds of the Company out of the earnings and profits of the Funds attributable to such classes of Accumulating Shares. The amount of income attributable to a class of Accumulating Shares at an Allocation Date shall become part of the capital property of that class and, if Shares of any other class of a particular Fund were in issue at the relevant Allocation Date, the interests of the holders of Accumulating Shares in that amount will be satisfied by an adjustment, as at the relevant Allocation Date, in the proportion of the value of the property of the relevant Fund to which the price of an Accumulating Share of the relevant class is related. This adjustment will ensure that the price of an Accumulating Share remains unchanged despite the transfer of income to the capital property.

MANAGEMENT

Directors of the Company

The Directors have overall responsibility for the management and administration of the Company and for determining the investment objectives, policy and restrictions applicable to each Fund. The Directors of the Company are currently as follows:-

David James Hammond (Irish national and resident) is Managing Director of Bridge Consulting, a financial services consultancy and business advisory firm and a partner in the law firm of Dillon Eustace. Before setting up Bridge Consulting in 2005, Mr. Hammond was Chief Operating Officer of Sanlam Asset Management (Ireland) Limited, part of the Sanlam group of South Africa, which he joined at the start of 2003. Between 1994 and the end of 2002, Mr. Hammond worked with the Administrator. Mr. Hammond is a solicitor and holds a law degree from Trinity College, Dublin and an MBA from Smurfit Graduate School of Business, University College, Dublin.

Edward Jonathan Frank Catton (British national and resident) is Head of Risk at Liontrust where he is responsible for the management of risk issues within the Liontrust Group of Companies, implementing procedures and controls, to effectively manage the risks inherent within Liontrust. He graduated in 1998 with a Physics degree from Imperial College, London. He joined the Group's fund management department as a quantitative analyst later that year. Edward worked with Liontrust's fund managers in producing the quantitative research behind the investment processes. He completed his CFA in 2002, and went on to head up the Group's quantitative research and portfolio risk team from 2004 to 2011, taking responsibility for the fund management team's portfolio and order management systems

Simon O'Sullivan (Irish national and resident) has worked in the investment management sector since 1993. From April 2002 to April 2006 he was employed in Dublin by Pioneer Alternative Investments as a product specialist. In May 2006 he left Pioneer to join his family company which wholesales and retails art and graphic materials. He has also worked for Eagle Star and Merrion Capital (both in Dublin) and Robert Fleming & Co. He holds a Bachelor of Arts in Economics and Politics, a Master of Arts in Economics, a Master of Sciences in Investment & Treasury Management and a Diploma in Corporate Governance. Mr. O'Sullivan currently holds a number of non-executive directorships as well as being an executive director of his own business.

Jonathan Charles Quigley (Irish national and resident) has been employed by Northern Trust since 1991 during which time he has obtained a wide range of experience and knowledge of the management and administration of funds and related management companies. From 1998 to 2006, Mr. Quigley was responsible for sales and business development for Northern Trust in Dublin. In January 2007 he became responsible for client service and relationship management for the Dublin office of Northern Trust. He is a director of a number of collective investment schemes and management companies and is also a director of a number of Northern Trust's companies in Ireland.

The address of the Directors is the registered address of the Company. All the Directors act in a non-executive capacity.

Investment Adviser

Liontrust Investment Partners LLP, a limited liability partnership incorporated on 21 January 2010 and authorised by and regulated by the FSA, has been appointed as Investment Adviser pursuant to the Investment Advisory Agreement. Its principle business is to provide investment management services to clients worldwide.

Under the terms of the Investment Advisory Agreement, the Investment Adviser is responsible, subject to the overall supervision and control of the Directors, for the day to day investment management of the portfolio attributable to each Fund for which it is investment adviser.

The fees payable to the Investment Adviser are described under "CHARGES AND EXPENSES - Investment Advisory Charges" below.

The appointment of the Investment Adviser as investment adviser may be terminated by either party upon not less than 6 months' written notice after the first anniversary of the effective date of the Investment Advisory Agreement and may be terminated by either party at any time in certain other circumstances. The Investment Advisory Agreement contains indemnities from the Company in favour of the Investment Adviser and provides limitations on the Investment Adviser's liability to the Company. The Investment Advisory Agreement is more particularly described under "GENERAL INFORMATION - Material Contracts" below.

The Investment Adviser acts as Investment Adviser of and/or Investment Adviser to other funds or clients or may act as Investment Adviser of and/or Investment Adviser to other funds or clients in the future any of which may be competing with the Company in the same markets.

The Investment Adviser also acts as Promoter of the Company.

UK Facilities

In connection with the Company's recognition under section 264 of the Financial Services and Markets Act 2000, and under the terms of the Distribution Agreement, the Distributor acts as facilities agent in the UK for the Company and maintains the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook published by the FSA as part of the FSA's Handbook of Rules and Guidance governing recognised schemes.

The facilities will be located at the offices of the Distributor at 2 Savoy Court, London, WC2R 0EZ, United Kingdom. At these facilities any person may:

1. inspect (free of charge) a copy (in English) of:
 - (a) the Company's Memorandum and Articles of Association;
 - (b) any instrument amending the Company's Memorandum and Articles of Association;
 - (c) the latest version of the Prospectus;
 - (d) the simplified prospectus;
 - (e) the other documents specified in the Prospectus as being available for inspection; and
 - (f) the latest annual and half-yearly reports most recently prepared and published by the Company;
2. obtain a copy of any of the above document (free of charge);
3. obtain information (in English) about the prices of Shares in the Company; and
4. make a complaint about the operation of the Company, which complaint the facilities agent will transmit to the Company.

Distributor

Liontrust Fund Partners LLP, a limited liability partnership incorporated on 21 January 2010 and authorised by and regulated by the FSA, has been appointed as Distributor pursuant to the Distribution Agreement. Its principle business is to provide distribution and marketing services to clients worldwide.

Under the terms of the Distribution Agreement, the Distributor is responsible, subject to the overall supervision and control of the Directors, for the day to day distribution and marketing activities for each Fund for which it is the distributor.

The fees of the Distributor will be paid out of the Investment Adviser's own fees.

The appointment of the Distributor as distributor may be terminated by either party upon not less than 6 months' written notice after the first anniversary of the effective date of the Distribution Agreement and may be terminated by either party at any time in certain other circumstances. The Distribution Agreement contains indemnities from the Company in favour of the Distributor and provides limitations on the Distributor's liability to the Company. The Distribution Agreement is more particularly described under "GENERAL INFORMATION - Material Contracts" below.

Under the terms of the Distribution Agreement, the Distributor will also perform certain marketing and promotional services for the Company. However, the Distributor will not collect, receive or transmit orders from investors, nor will it provide investment advice or recommendations to investors or financial intermediaries.

Paying Agents/Representatives/Sub-Distributors

Local laws/regulations in the EEA may require the appointment of Paying Agents /representatives/distributors/sub-distributors/correspondent banks ("Agents") and maintenance of accounts by such Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the Custodian (e.g. a Paying Agent or a sub-distributor in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Custodian for the account of the Company or the relevant Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Agents appointed by the Company or a Fund which will be at normal commercial rates will be borne by the Company or the Fund in respect of which an Agent has been appointed. All Shareholders of the Company or the Fund on whose behalf an Agent is appointed may avail of the services provided by the Agents appointed by or on behalf of the Company.

Country Supplements dealing with matters pertaining to Shareholders in jurisdictions in which Paying Agents are appointed may be prepared for circulation to such Shareholders and, if so, a summary of the material provisions of the agreements appointing the Paying Agents will be included in the relevant Country Supplements.

ADMINISTRATION AND CUSTODY

Administrator and Registrar

Northern Trust International Fund Administration Services (Ireland) Limited has been appointed to act as Administrator, Registrar and secretary of the Company pursuant to the Administration Agreement. Under the terms of that agreement, and subject to the overall policy and supervision of the Directors, the Administrator will administer, subject to the general or specific instructions of the Directors, the Company's affairs and, inter alia, maintain the Company's accounting records, calculate the Net Asset Value of each of the Funds and the Net Asset Value per Share of each Fund and serve as registrar in respect of the registered Shares and as redemption agent. The register of Shareholders may be inspected at the offices of the Administrator.

The Administrator is a private limited liability company incorporated in Ireland on the 15th of June, 1990 and is an indirect wholly-owned subsidiary of Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading providers of global custody and administration services to institutional and personal investors. As at 31 March 2011 the Northern Trust Group's assets under custody and administration totalled in excess of US\$4.4 trillion.

The fees and expenses payable to the Administrator are described under "CHARGES AND EXPENSES - Administration, Custody and Registrar Charges" below.

The Administration Agreement is described in more detail under "GENERAL INFORMATION - Material Contracts" below.

Custodian

Northern Trust Fiduciary Services (Ireland) Limited, a limited liability company, has been appointed to act as Custodian to all of the investments of the Company pursuant to the Custodian Agreement. All the assets of the Company will be held on behalf of the Company by the Custodian or by agents appointed by the Custodian which will, inter alia, be responsible for the collection of all income and other payments, and the holding of any interest credited, with respect to the investments.

The Custodian is a private limited liability company incorporated in Ireland on the 5th of July, 1990. Its main activity is the provision of custodial services to collective investment schemes. The Custodian is an indirect wholly-owned subsidiary of Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading providers of global custody and administration services to institutional and personal investors. As at 31 March 2011 the Northern Trust Group's assets under custody totalled in excess of US\$4.4 trillion.

The Custodian has the power to appoint agents, sub-custodians and delegates. The Custodian's liability shall not be affected by the fact that it has entrusted some or all of the assets in safekeeping to any third party. The parties have acknowledged in the Custodian Agreement that the Central Bank considers that in order for the Custodian to discharge its responsibilities under the UCITS Regulations the Custodian must exercise care and diligence in choosing and appointing a third party as a safe keeping agent so as to ensure that the third party has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned. The Custodian shall maintain an appropriate level of supervision over a safe keeping agent and make appropriate enquiries from time to time to confirm that the obligations of the agent continue to be competently discharged. This does not purport to be a legal interpretation by the Central Bank of the UCITS Regulations.

In order to provide custody and settlement facilities in all jurisdictions in which the Company may invest from time to time, the Custodian Agreement provides that the Custodian or its appointed sub-custodians may delegate custodial functions to third parties located in jurisdictions where custodial or settlement systems do not offer the standards of protection which would normally be required of a reasonably prudent custodian and in particular where standards and procedures prevailing among providers of postal, telecommunications, legal, custody or banking services are not in accordance with those accepted internationally. The Custodian will therefore be required to exercise only that level of care which is reasonable to exercise in the circumstances prevailing in that jurisdiction.

Certain Funds may invest in emerging markets where custodian and/or settlement systems are not fully developed. The assets of the relevant Fund which are traded in such markets and which have been entrusted to safekeeping agents, in circumstances where the use of such safekeeping agents is necessary, may be exposed to risk in circumstances whereby the Custodian will have no liability.

Prospective investors are referred to the section headed “RISK FACTORS” below.

The fees and expenses payable to the Custodian are described under “CHARGES AND EXPENSES - Administration, Custody and Registrar Charges” below.

The Custodian Agreement is described in more detail under “GENERAL INFORMATION - Material Contracts” below.

Sub-Custodian

Morgan Stanley & Co. International plc, has been appointed by the Custodian as its global sub-custodian with respect to the assets of the Company, pursuant to a Sub-Custodian Agreement dated 7 August 2008 as amended on 25 March 2009 and 23 November 2009.

Ancillary Services

In addition, the Company has appointed Morgan Stanley & Co. International plc to provide ancillary services to the Company, solely in respect of the Company, including settlement, foreign exchange transactions, execution and exchange traded derivative transaction services, pursuant to a Services Agreement dated 7 August 2008 as amended on 25 March 2009 and 23 November 2009.

Morgan Stanley & Co International plc is a service provider to the Company and neither it nor any other Morgan Stanley company is responsible for the activities of the Company, or compliance of the Company with any regulations or restrictions applicable to it as a UCITS (under the UCITS Regulations or otherwise), or any information contained in this Prospectus.

Governance Services

The Company has appointed Bridge Consulting to provide services to assist the Directors in carrying out the management functions specified by the Central Bank.

Bridge Consulting is a private limited company incorporated in Ireland on the 1st of March 2005 under registration number 398390. Its principal business is the provision of business advisory and governance services to collective investment schemes and investment management firms.

The fees and expenses payable to Bridge Consulting are described in more detail under “CHARGES AND EXPENSES” below.

CONFLICTS OF INTEREST

The Investment Adviser, the Administrator, the Custodian and their respective affiliates, officers and shareholders, employees and agents (collectively the “Parties”) are or may be involved in other financial, investment and professional activities which may on occasion cause conflict of interest with the management of the Company. These include the management of other funds, purchases and sales of securities, investment management advice, brokerage services, administration services and custody services and serving as directors, officers, advisers or agents of other funds or other companies, including companies and/or funds in which the Company may invest. The Parties will use reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement that they might have.

In particular, it is envisaged that the Investment Adviser may be involved in advising or managing other investment funds which may have similar or overlapping investment objectives to or with the Company. Each of the parties will respectively ensure that the performance of their respective duties will not be impaired by any such involvement that they may have and that any conflicts which may

arise will be resolved fairly.

The Directors shall ensure that any conflict of interest involving any such party shall be resolved fairly and in the interests of Shareholders.

When allocating investment opportunities, the Investment Adviser will ensure that all such investments will be allocated in a fair and equitable manner.

There is no prohibition on dealings in the assets of the Company by the Investment Adviser, the Administrator, the Custodian or entities related to the Investment Adviser, to the Administrator or to the Custodian provided the transaction is carried out as if effected on normal commercial terms negotiated at arm's length and consistent with the best interests of Shareholders and:-

- (a) a person approved by the Custodian (or in the case of a transaction involving the Custodian, the Directors) as independent and competent certifies the price at which the transaction effected is fair; or
- (b) the execution of the transaction is on best terms on organised investment exchanges under their rules; or
- (c) where (a) and (b) above are not practical, the transaction is executed on terms which the Custodian is (or in the case of a transaction involving the Custodian, the Directors are) satisfied conform to normal commercial terms negotiated at arm's length.

USE OF DEALING COMMISSIONS

The Investment Adviser may effect transactions by or through the agency of another person with whom the Investment Adviser has an arrangement under which that party will from time to time provide to or procure for the Investment Adviser goods, services, or other benefits, such as research and advisory services as allowed by the FSA, the nature of which is such that they are directly relevant to the provision of investment services to the Company. All transactions effected by the Investment Adviser on behalf of the Company under such arrangements will be effected in accordance with the rule of best execution and, in deciding what this rule requires, no account will be taken of the benefits derived from the arrangements. The Investment Adviser will comply with the FSA rules on the use of dealing commissions. Details of any such arrangements shall be included in the Company's annual and half yearly reports.

CHARGES AND EXPENSES

Investment Advisory Charges

The Investment Adviser will be entitled to receive out of the assets of each Fund a periodic investment advisory fee (the "Investment Advisory Fee") which accrues daily and is payable monthly in arrears based on the specified annual Investment Advisory Fee percentage of the Net Asset Value of the Shares of the relevant Fund. The specified annual Investment Advisory Fee percentage is set out in relation to each Fund in the Supplement for each Fund.

The Investment Adviser shall not receive a separate fee for acting as marketing agent to the Company.

If so provided in the Supplement relating to a Fund, the Investment Adviser shall in addition be entitled to receive a performance fee relating to the performance of the Net Asset Value per Share in respect of each Fund on such terms as may be set out in the relevant Supplement.

The Investment Adviser shall also be entitled to recover the out of pocket expenses reasonably incurred in the performance of its functions under the Investment Advisory Agreement.

The Directors reserve the right to issue Shares of a particular Fund to which different levels of initial, investment advisory fee or performance related fees or other charges apply.

The fees and expenses of the Distributor will be paid out of the Investment Advisers' own fees.

Stocklending Fees

Where the Company or any of its Funds have entered into securities lending arrangements, after deduction of such other relevant amounts as may be payable under any such agreement, all proceeds collected on investment of cash collateral or any fee income arising from such securities lending programme shall be allocated between the relevant Fund and the securities lending agent in such proportions (plus VAT, if any) as may be agreed in writing from time to time.

Initial, Redemption and Switching Charges

Initial Charge

The Company may levy an initial charge of up to 5 per cent. of the Net Asset Value per Share in connection with the purchase of Shares of each Fund. This fee will be retained for the benefit of the Investment Adviser. The Investment Adviser may, in its sole discretion, (i) pay commission to financial intermediaries including but not limited to the Distributor, sub-distributors, intermediaries and introducing agents who refer prospective investors out of the initial charge and the Investment Advisory Fee and/or (ii) waive the initial charge for certain prospective investors based on factors deemed appropriate by the Investment Adviser including, but not limited to, the amount of the proposed investment by a prospective investor.

In addition, the Investment Adviser may enter into agreements with placement agents in relation to the distribution of the Shares of each Fund.

Switching Charges

The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds or Share classes which will be disclosed in the relevant Supplement. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by Shareholders or their authorised agents to treat as a separate redemption and subscription.

Administration, Custody and Registrar Charges

The Administrator

The Administrator is entitled to receive out of the assets of the Company an annual fee, accrued daily, and payable monthly in arrears, on the combined Net Asset Value of the Funds. The administration fee will be on a sliding scale, based on the Net Asset Value of the Funds. If the Net Asset Value of the Fund is US\$250million, the fee will be 0.165%. A reduced charge will apply to assets in excess of US\$250million on a sliding scale basis.

The Administrator's fee is subject to a monthly minimum in respect of each Fund of US\$1,500 for the first six months, US\$2,250 for the next six months and US\$4,000 thereafter. Fees are exclusive of VAT, if any.

The fees in respect of each Fund shall be calculated in the Base Currency of the Fund.

The Administrator shall also be entitled to be repaid out of the assets of the Company all its reasonable out-of-pocket expenses incurred on behalf of the Company.

The Custodian

The Custodian shall be entitled to receive out of the assets of the Company an annual fee, accrued daily and payable monthly in arrears, of 0.02% per cent. per annum of the Net Asset Value of each Fund subject to a monthly minimum fee of US\$1,000 per Fund. Fees are exclusive of VAT, if any.

The fees in respect of each Fund shall be calculated in the Base Currency of the Fund but shall be payable in Sterling at the exchange rate agreed between the Custodian and the Company on the date of payment.

The Custodian shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses incurred on behalf of the Company.

The Sub-Custodian

The fees of Morgan Stanley & Co. International plc, payable under the Sub-Custody Agreement and the Services Agreement will be paid out of the assets of each Fund and will be at normal commercial rates.

Bridge Consulting

Bridge Consulting will receive an annual fee €27,500 payable out of the assets of the Company.

Directors' Remuneration

The Company shall pay to the Directors such annual remuneration for acting as Directors of the Company as the Directors may from time to time agree, provided however that the annual remuneration of each Director shall not exceed €25,000 plus expenses. Such fees shall be paid quarterly in arrears and shall be apportioned equally among the Funds. No other remuneration will be payable by the Company to the Directors except for out-of-pocket expenses reasonably incurred by them.

General Expenses

In addition, each Fund will pay the costs and expenses incurred in its operation, including, without limitation, taxes, duties, expenses for legal, auditing, consulting, printing and other professional services, promotional expenses, translation costs, registration fees, to include all fees in connection with obtaining advance treaty clearances from tax authorities in any jurisdiction for a Fund and other expenses due to supervisory authorities in various jurisdictions, insurance, interest, brokerage costs and all professional fees and expenses incurred in connection therewith and the cost of the

publication of the Net Asset Value and Net Asset Value per Share of each Fund. Each Fund will also pay the issue costs, charges and expenses (including the fees of the legal advisers), in relation to the preparation of the Prospectus, relevant Supplement and all other documents and matters relating to or concerning the issue and any other fees, charges and expenses on the creation and issue of Shares. In the event that such a listing is sought, a Fund will pay the cost of obtaining and maintaining a listing of its Shares on any stock exchange.

The preliminary expenses incurred in the formation of the Company and the cost of qualifying the Company for sale of its Shares in various jurisdictions, of all documents relating to the Company, marketing costs and the fees of all professionals relating to it, will be borne by the Company, and are estimated to amount to €200,000. The preliminary expenses will be amortised over the first five financial years of the Company's operations (the "amortisation period") and charged to each Fund, within such amortisation period on such terms and in such manner as may be agreed between the Company and the Investment Adviser. As at 31 December 2010, the amount of unamortised preliminary expenses was €47,984. The costs of launching each Fund of the Company or new share class thereof will be charged to the respective Fund details of which are contained in the Supplement for the relevant Fund.

SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING

Subscriptions

Initial Offer of Shares

Shares of each Fund may be purchased on the Initial Issue Date at the termination of the Initial Offer Period, in respect of the Shares of the relevant Fund. The Initial Offer Period, in respect of Shares of each Fund and the subscription price for Shares is set out in the Supplement for the relevant Fund.

Further Subscriptions of Shares

Following the Initial Offer Period in respect of Shares of a Fund class, application may be made to purchase Shares of the Fund class on each subscription Dealing Day at subscription prices calculated with reference to the Net Asset Value per Share of the relevant class calculated as at the Valuation Point for that subscription Dealing Day. The subscription price per Share of the relevant Fund is calculated in accordance with the procedures referred to under "CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS" below.

The Directors may limit or close subscriptions for Shares of a Fund class at their discretion.

Details of the subscription Dealing Days and Valuation Points in respect of Shares of each Fund and any limitations on subscriptions are set out in the Supplement for each Fund.

Minimum Investments

The minimum initial subscription for Shares and the minimum additional subscription for Shares of each Fund is set out in the Supplement for each Fund. The Directors may at their discretion specify different minimum subscription amounts for Shares of each Fund and in respect of different classes of Shares of a Fund.

These minimums may be lowered, increased or waived at the discretion of the Directors either generally or in specific cases.

Application Procedure

Applications for Shares of each Fund should be made by signed original written application using the Application Form available from the Administrator. Applicants should subscribe for Shares of the relevant Fund in accordance with the instructions contained in the Application Form. Application Forms, duly completed, should be sent to the Company care of the Administrator in accordance with the instructions contained in the Application Form.

The Company is under no obligation to consider the allotment and issue of Shares of a Fund class to an applicant in respect of its Initial Offer Period unless and until it has received a completed Application Form and value in cleared funds by the date and time specified in the Supplement for the relevant Fund.

Thereafter, in respect of subsequent subscriptions, applications must be received (by letter or by facsimile) by the deadline outlined in the relevant Supplement on the relevant subscription Dealing Day. Any application received after that time will be dealt with on the next succeeding subscription Dealing Day.

The Directors reserve the right to reject any application in whole or in part, in which event the application monies or any balance thereof will be returned to the applicant without interest at its own risk within a reasonable period following the expiry of the relevant Initial Offer Period or subscription Dealing Day. Notification of the allotment and issue of Shares will be sent as soon as is possible after the expiry of the Initial Offer Period in respect of the initial offering and following the relevant subscription Dealing Day for subsequent issues.

Shares of each Fund class will be issued in registered form. Fractions of not less than one-

thousandth of a Share may be used. Application moneys representing smaller fractions of a Share will not be returned to the applicant but will be retained as part of the relevant Fund's assets. Contract notes will normally be issued within 48 hours of dealing. Ownership will be evidenced by entry in the Company's register of Shareholders.

Anti-Money Laundering Procedures

Measures aimed at the prevention of money laundering will, subject as set out below, require an applicant for Shares to verify its identity and/or the source of funds to the Administrator. Depending on the circumstances of each application, the Administrator may accept as partial or complete verification of identity or of the source of funds evidence that the application is made either through a regulated financial intermediary or by a regulated financial institution, provided that in each case such intermediary/institution is domiciled in a country which has been prescribed by the Irish Minister for Justice as having anti-money laundering regulations in place equivalent to those in force in Ireland. As of the date of this prospectus the following countries have been prescribed for these purposes: the member states of the European Union, Argentina, Australia, Brazil, Canada, Japan, Mexico, New Zealand, Norway, the Channel Islands, the Isle of Man, Iceland, Liechtenstein, Russia, Singapore, South Africa, Switzerland, Turkey, Hong Kong and the United States.

By way of example an individual will be required to produce a copy of a passport or identification card duly certified by a public authority such as a notary public, the police or the ambassador in his country of residence, together with two items of evidence of his address such as a utility bill or bank statement (but not a mobile telephone bill). In the case of corporate applicants this may require production of a certified copy of the Certificate of Incorporation (and any change of name) and of the Memorandum and Articles of Association (or equivalent), and of the names and residential and business addresses of all directors and beneficial owners.

The details given above are by way of example only and, regardless of the material produced by an applicant or its representatives, the Administrator will request such additional information and documentation as it, in its absolute discretion, considers is necessary to fully verify the identity or source of funds of an applicant and to establish the circumstances of the application. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator may refuse to accept the application and the subscription monies relating thereto, in which case the subscription monies may be returned without interest to the account from which the monies were originally debited, subject to any advice or request from the relevant authorities that the subscription monies should be retained pending any further directions from them or the Administrator may refuse to withhold payment of a redemption request until full information has been provided, in each case without any liability whatsoever on the part of the Company, the Administrator or any service provider to the Company.

Each applicant for Shares acknowledges that the Administrator shall be held harmless against any loss arising as a result of a failure to process its application for Shares if such information and documentation as has been requested by the Administrator has not been provided by the applicant.

Each applicant for Shares will be required to make such representations as may be required by the Directors in connection with anti-money laundering programmes, including, without limitation, representations that such applicant is not a prohibited country, territory, individual or entity listed on the United States Department of Treasury's Office of Foreign Assets Control ("OFAC") website and that it is not directly or indirectly affiliated with any country, territory, individual or entity named on an OFAC list or prohibited by any OFAC sanctions programmes. Each applicant will also be required to represent that subscription monies are not directly or indirectly derived from activities that may contravene United States federal or state, or international, laws and regulations, including anti-money laundering laws and regulations.

Eligible Investors

Each prospective investor is required to certify that the Shares of the relevant Fund are not being acquired directly or indirectly for the account or benefit of a "Restricted Person" and such applicants will not sell or offer to transfer or sell Shares of the relevant Fund to a Restricted Person unless the Company gives its prior approval. "Restricted Person" as used in this Prospectus currently means any

(i) US Person (as defined under “GENERAL INFORMATION” below) and (ii) any person whose holding of Shares might result in legal, pecuniary, tax, regulatory or material administrative disadvantage to the Company or Fund or their respective Shareholders.

The Company reserves the right to accept applications for Shares of each Fund from certain qualified investors in the United States or a limited number of US investors if the Company receives evidence satisfactory to it that the sale of Shares of the relevant class to such an investor is exempt from registration under the securities laws of the United States, that such sale will not require the Company to register under the Investment Company Act of 1940, as amended, and, in all events, that there will be no adverse tax or other consequences to the Company or its Shareholders, in the judgement of the Directors, as a result of such sale. If and when permitted, US Persons subscribing on this basis should receive a supplemental disclosure document and will be required to complete a set of additional subscription documents.

Payment of Subscription Price

In cases where subscription moneys have not been received with the application for Shares, settlement is due immediately. If payment in full is not received by the Company within three (3) Business Days of the relevant subscription Dealing Day, the application may be refused and the allotment or transfer of Shares cancelled (at the expense of a defaulting investor or his agent), or, alternatively, the Company may treat the application as an application for such number of Shares as may be purchased or subscribed with such payment received. It is the responsibility of the investor or his agent to ensure that Application Forms are correctly completed and moneys submitted in accordance with the terms of the Prospectus. Applications not in accordance with the terms of the Prospectus may be rejected without notice.

Payment is normally due in the currency of denomination of the Shares of the relevant Fund subscribed. The Company may accept payment in other currencies (following consultation with the Administrator), but payments will be converted into the relevant currency of denomination at rates available to the Company through its bankers and only the proceeds of such conversion applied towards the subscription moneys.

The Company has standing arrangements in place for subscription moneys to be paid in the following manner:

- (a) by telegraphic transfer as specified in the Application Form available from the Administrator;
- (b) by cheque (crossed “A/C Payee Only Not Negotiable”) payable to “Liontrust Umbrella Fund plc Re [name of relevant Fund]”. Investors should note that subscription monies paid by cheque or bank draft will not be invested pending clearance of the cheque or bank draft and receipt of value in cleared funds.

Payments by TT should quote the applicant’s name, bank, bank account number, Fund name and Contract Note number (if one has already been issued). Any charges incurred in making the TT will be payable by the applicant.

In Specie Subscriptions

The Directors may at their discretion accept securities falling within the objectives and policies of the relevant Fund in payment in part or in whole of the subscription price of Shares of a particular Fund. Such securities shall be vested in the Custodian and valued in accordance with the procedures for calculating the Net Asset Value of the relevant Fund set out under “CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS - Calculation of Net Asset Value” below. All taxes, duties, custody, brokerage or other charges or expenses incurred in connection with the transfer of the securities to the Company will be for the account of the subscriber.

Redemptions

Redemption of Shares

Shares of each Fund may be redeemed on each redemption Dealing Day at redemption prices calculated with reference to the Net Asset Value per Share of the relevant Fund calculated as at the Valuation Point in respect of that redemption Dealing Day. The redemption price per Share of the relevant Fund is calculated in accordance with the procedures referred to under "CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS" below.

Since the redemption price of Shares of each Fund is tied to the Net Asset Value of the underlying assets of a Fund attributable to the Shares of the relevant class, it should be noted that the price at which an investor might redeem his Shares may be more or less than the price at which he subscribed for them depending on whether the value of the underlying net assets of each Fund attributable to the Shares of the relevant class has appreciated or depreciated between the date of subscription and the date of redemption and subject also to dividends declared and paid on the Shares.

Minimum Redemptions and Holdings

The minimum redemption amount and the minimum residual holding of Shares of each Fund is set out in the Supplement for each Fund. The Directors may at their discretion specify different minimum redemption amounts and holdings for Shares of each Fund and in respect of different classes of Share of a Fund.

These minimums may be lowered, increased or waived at the discretion of the Directors either generally or in specific cases.

Partial redemptions of Shares of a particular Fund may be effected. The Company will have the right compulsorily to redeem any Shareholding where the Net Asset Value of that holding is less than the minimum residual holding of Shares of that Fund or class.

Redemption Procedure

To redeem all or part of his holding in Shares of a relevant Fund a Shareholder should complete a signed original redemption request form available from the Administrator and send the same to the Company care of the Administrator in accordance with the instructions contained in the redemption request form. To be effective, requests for redemption of Shares of each Fund class must be received by the Dealing Deadline on the relevant redemption Dealing Day. Any requests for redemptions received after that time will be dealt with on the next succeeding redemption Dealing Day provided that, at the Directors' sole discretion, requests for redemption received after that time may be accepted for the relevant redemption Dealing Day.

Unless the number of Shares of the relevant Fund or class to be redeemed is specified in a redemption request, it will be taken as applying to all the Shares of the relevant Fund or class held by the Shareholder. Requests for redemption once made may not be withdrawn.

Redemption requests may be made by facsimile or other written request. Where a facsimile request is received, a provisional redemption will be made but the proceeds of redemption will not be released until duly signed instructions have been received. No interest is payable in respect of such moneys. No redemption payment will be made from a Shareholders account until the original Application Form and all documentation requested by the Company has been received.

Deferral of Redemption Requests

If the number of Shares of a Fund falling to be redeemed on any redemption Dealing Day is equal to one-tenth or more of the total number of Shares in issue or deemed to be in issue of that Fund on such redemption Dealing Day, then the Directors may in their absolute discretion refuse to redeem any Shares in excess of one-tenth of the total number of such Shares in that Fund. If they so refuse, the requests for redemption on such redemption Dealing Day shall be reduced rateably and the

Shares to which each request relates which are not redeemed by reason of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent redemption Dealing Day until all the Shares to which the original request related have been redeemed. Requests for redemption which have been carried forward from an earlier redemption Dealing Day shall (subject always to the foregoing limits) be complied with in priority to later requests.

Payment of Redemption Proceeds

Payment of the redemption proceeds will be made in the currency of denomination of the Shares redeemed by TT sent to the Shareholder (at his or her own risk). Payment will normally be made within five (5) Business Days after the relevant Dealing Deadline (but in any event no later than ten (10) Business Days from the relevant Dealing Deadline) provided that the Administrator has received all of the requisite documentation by the Company, including any documentation requested by the Administrator for the purposes of verification of identity or source of funds as part of the Company's anti-money laundering procedures. Arrangements can be made for the redemption proceeds to be paid in currencies other than the currency of denomination of the Shares redeemed. In such circumstances the cost of currency conversion and other administration expenses will be charged to the Shareholder. Redemption payments will be subject to the charges specified in the redemption form available from the Administrator. Such charges will normally be payable by the Shareholder, although the Directors have the discretion to determine that these charges should be borne by the relevant Fund. Amendments to an investors' details and payment instructions will only be effected on receipt of original documentation. Redemption orders will be processed on faxed instructions only where payment is to the account of record.

In Specie Redemptions

If the number of Shares of a Fund falling to be redeemed on any redemption Dealing Day is equal to 5% or more of the total number of Shares in issue in any Fund, the Directors may in their absolute discretion elect to satisfy the redemption in whole or in part by way of the transfer in specie of assets of the Company attributable to the relevant Fund. The assets selected to satisfy such in-specie redemptions shall be approved by the Custodian. The costs of such transfer shall be borne by the relevant Shareholder which may elect instead for the sale of the assets proposed to be transferred and the receipt of the net proceeds of sale in relation thereto.

Compulsory Redemption

At any time, the Company may by giving not less than two (2) and not more than twelve (12) weeks' notice (expiring on a redemption Dealing Day) to all Shareholders of the Company or a Fund or of a class of a Fund, redeem at the ruling redemption price on such redemption Dealing Day, all (but not some) of the Shares not previously repurchased.

The Directors may, in their absolute discretion, effect the compulsory redemption of all (but not some) of the Shares registered in the name of a Shareholder at the ruling redemption price per Share of the relevant Fund if, in the opinion of the Directors, Shares are (i) held or being acquired directly or indirectly for the account of a "Restricted Person" (as referred to under "Subscriptions: *Eligible Investors*") or (2) the subscription for or holding of Shares by such holder might result in legal, pecuniary, tax, regulatory or material administrative disadvantages to the Company or the Fund or their respective Shareholders.

Dealing Days and Valuation Points

Dealing Days will, together with related Valuation Points, be specified for Shares of each Fund. The Directors have the discretion under the Articles to declare other and/or additional days and/or times to be Dealing Days and Valuation Points in respect of Shares of each Fund provided that there will be at least one Dealing Day per fortnight and all Shareholders will be notified in advance of any change in the Dealing Days. In such event details will be included in the relevant Supplement. The subscription and redemption Dealing Days and Valuation Points currently in force in respect of Shares of each Fund are set out in the Supplement to this document for each Fund.

Switching

Subject to the minimum subscription, minimum holding and minimum transaction requirements of the relevant Fund or class thereof, Shareholders are entitled to switch some or all of their investment in Shares of one Fund or Class into Shares of another Fund or class in accordance with the formula and procedures specified below. Switches by Restricted Persons, however, are subject to the approval of the Directors or their agents.

The number of Shares of the new Fund or class to be issued will be calculated in accordance with the following formula:-

$$\frac{S = (R \times RP \times ER)}{SP}$$

where

S is the number of Shares of the new Fund or class to be issued;

R is the number of Shares in the original Fund or class to be converted;

RP is the Redemption price per Share of the original Fund or class calculated as at the relevant Valuation Point following receipt of the switching request;

ER is the currency conversion factor (if any) determined by the Directors on the relevant Dealing Day as representing the effective rate of exchange applicable to the transfer of assets between relevant Funds or classes after adjusting such rate as may be necessary to reflect the effective costs of making such re-investment;

SP is the subscription price per Share of the new Fund or class calculated as at the next Valuation Point of the new Fund or class following receipt of the conversion request.

The number of Shares will be calculated to four decimal places. Fractional Shares shall not carry any voting rights.

The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds or Share classes. In such event, details will be incorporated in the relevant Supplement. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by shareholders or their authorised agents to treat as a separate redemption and subscription.

Switching procedure

Shareholders may apply in writing to switch Shares of one Fund or class to Shares of another Fund or class using a switching form which is available from the Administrator. Applicants should apply to switch Shares of the relevant Fund or class in accordance with the instructions outlined in the switching form. Switching forms, duly completed, should be sent to the Company care of the Administrator in accordance with the instructions contained in the switching form.

Application may be made to switch Shares of one Fund or class to Shares of another Fund or class on each subscription Dealing Day at subscription prices calculated with reference to the Net Asset Value per Share of the relevant class calculated as at the Valuation Point for that subscription Dealing Day. The subscription price per Share of the relevant class is calculated in accordance with the procedures referred to under "CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS" below.

The Directors may limit or close subscriptions for Shares of a Fund or class at their discretion. Applications may only be made to switch to Shares of a class that is available for subscription.

Details of the subscription Dealing Days and Valuation Points in respect of Shares of each Fund and

any limitations on subscriptions are set out in the Supplement for each Fund.

Transfer of Shares

Shares may be transferred by instrument in writing. The instrument of transfer must be accompanied by a certificate from the transferee that it is not, nor is it acquiring such Shares on behalf of or for the benefit of, a Restricted Person. In the case of the death of one of joint Shareholders, the survivor or survivors will be the only person or persons recognised by the Company as having any title to or interest in the Shares registered in the names of such joint Shareholders.

ALLOCATION OF ASSETS AND LIABILITIES

The assets and liabilities of the Company shall be allocated to each Fund in the following manner:

- (a) for each Fund, the Company shall keep separate books and records in which all transactions relating to the relevant Fund shall be recorded and, in particular, the proceeds from the issue of Shares of each Fund shall be applied in the books of the Company relating to that Fund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions below;
- (b) any asset derived from another asset of a Fund shall be applied in the books and records of the relevant Fund as the asset from which it was derived and on each valuation of an asset, the increase or diminution in value thereof shall be applied to the relevant Fund;
- (c) where the Company incurs a liability which relates to any asset of a particular Fund or to any action taken in connection with an asset attributable to a particular Fund, such liability shall be allocated to the relevant Fund;
- (d) in the case where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, the Directors shall have the discretion to determine the basis upon which such asset or liability shall be allocated between the Funds and the Directors shall have power at any time and from time to time to vary such basis;

provided that all liabilities, shall (in the event of a winding up of the Company or a repurchase of all of the Shares of the Fund), unless otherwise agreed upon with the creditors, be binding only on the relevant Fund to which they are attributable.

CALCULATION OF NET ASSET VALUE AND SUBSCRIPTION AND REDEMPTION PROCEEDS

Calculation of Net Asset Value

The Articles provide for the Directors to calculate the Net Asset Value of each Fund and the Net Asset Value per Share of each Fund as at the Valuation Point in respect of each Dealing Day. The Directors have delegated the calculation of the Net Asset Value of each Fund and the Net Asset Value per Share of each Fund to the Administrator.

The Administrator will calculate the Net Asset Value of a Fund and the Net Asset Value per Share of each Fund as at the Valuation Point in respect of each Dealing Day. The Net Asset Value of a Fund is calculated by deducting the Fund's liabilities from the value of the Fund's assets as at the relevant Valuation Point. The Net Asset Value per Share of each Fund class is calculated as at the relevant Valuation Point by dividing the Net Asset Value of the Fund by the number of Shares in that Fund in issue and rounding the result to two decimal places.

The method of calculating the value of the assets of each Fund is as follows:-

- (a) assets listed and regularly traded on a Recognised Exchange and for which market quotations are readily available or traded on over-the-counter markets shall be valued at their last available traded price on the principal exchange or the market for such investment as at the relevant Valuation Point (or, if no last traded price is available, at mid market prices) provided that the value of any investment listed on a Recognised Exchange but acquired or traded at a premium or at a discount outside or off the relevant stock exchange or on an over-the-counter market may be valued taking into account the level of premium or discount as at the date of valuation of the investment.

The Directors, in consultation with the Investment Adviser, may adjust or may instruct the Administrator to adjust the value of any such assets if, in relation to currency, marketability and such other considerations as they deem relevant, they consider that such adjustment is required to reflect the fair value thereof.

If for specific assets the latest available prices do not in the opinion of the Directors, in consultation with the Investment Adviser, reflect their fair value, the value shall be calculated with care and in good faith by the Directors or their delegate, approved for such purpose by the Custodian, in consultation with the Investment Adviser with a view to establishing the probable realisation value for such assets as at the relevant Valuation Point;

- (b) if the assets are listed on several Recognised Exchanges, the last available traded price or, if not applicable, mid market price, on the Recognised Exchange which, in the opinion of the Directors, in consultation with the Investment Adviser, constitutes the main market for such assets, will be used. The Directors, in consultation with the Investment Adviser, may as an alternative use the lowest market dealing offer or bid price on the relevant market or exchange. It is the Directors' current intention only to exercise this discretion to preserve the value of the holdings of existing or continuing Shareholders in the event of significant or recurring net subscriptions or redemptions or other market factors affecting the Fund concerned.
- (c) in all cases other than (a) and (b) above the competent person responsible for valuing the assets, which for the Company is the Directors or their delegate (being competent persons and approved for the purpose by the Custodian), in consultation with the Investment Adviser, acting in good faith and in accordance with the procedures described below, shall be approved for that purpose by the Custodian;
- (d) in the event that any of the assets as at the relevant Valuation Point are not listed or dealt on any Recognised Exchange, such assets shall be valued by the Directors or their delegate (being competent people) with care and in good faith and in consultation with the Investment Adviser at the probable realisation value. Such probable realisation value may be determined by using a bid quotation from a broker. Alternatively, the Directors, in consultation with the

Investment Adviser may use such probable realisation value as the Investment Adviser or other competent professional appointed by the Directors for such purposes, may recommend provided that the value is approved by the Custodian. Due to the nature of such unquoted assets and the difficulty in obtaining a valuation from other sources, such competent professional may be related to the Investment Adviser;

- (e) cash and other liquid assets will be valued at their face value with interest accrued, where applicable, as at the relevant Valuation Point;
- (f) units or shares in collective investment schemes (other than those valued pursuant to paragraph (a) or (b) above) will be valued at the latest available net asset value of the relevant collective investment scheme;
- (g) any value expressed otherwise than in the Base Currency of the relevant Fund (whether of an investment or cash) and any borrowing in a currency other than the Base Currency of the relevant Fund will be converted at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances;
- (h) derivative instruments dealt in on a market will be valued at the settlement price for such instruments on such market. Where no such settlement price is available, the value of such investments shall be the probable realisation value as determined with care and in good faith by the Directors or such competent person who has been approved for the purpose by the Custodian. Derivative contracts which are not traded on a regulated market will be valued daily, either (i) on the basis of a quotation provided by the relevant counterparty and such valuation shall be approved or verified at least weekly by a party who is approved for the purposes by the Custodian and who is independent of the counterparty; or (ii) by using an alternative valuation provided by a competent person appointed by the Directors (including the Investment Adviser) approved for the purpose by the Custodian. Where an alternative valuation is used, the Company will follow best practice and adhere to the principles on valuation of OTC investments established by bodies such as IOSCO and AIMA. The valuation obtained by the competent person will be reconciled with the quotation obtained from the relevant counterparty on a monthly basis and where significant differences arise, these must be promptly investigated and reconciled. Notwithstanding the above, forward foreign exchange contracts and interest rate swap contracts may be valued by reference to freely available market quotations.
- (i) In the case of a Fund which is a money market fund the Directors may value any security which (i) has a maturity at issuance of up to and including 397 days; or (ii) has a residual maturity of up to and including 397 days; (iii) undergoes regular yield adjustments in line with money market conditions at least every 397 days; and/or (iv) the risk profile, including credit and interest rate risks corresponds to that of financial instruments which have a maturity of up to and including 397 days or are subject to a yield adjustment at least every 397 days and which in the case of (iii) and (iv) also meet with the final maturity requirements of the relevant rating agency, using the amortised cost method of valuation whereby the security is valued at its acquisition cost, adjusted for amortisation of premium or accretion of discount on the securities. The Directors or their delegates shall review or cause a review to be carried out weekly of discrepancies between the market value and the amortised value of the money market instruments and such review will be carried out in accordance with the guidelines of the Central Bank.
- (j) the Directors may use the amortised cost method of valuation to value securities with a residual maturity not exceeding three months and with no specific sensitivity to market parameters include credit risk.
- (k) In the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out in paragraph (a) to (j) above, or if such valuation is not representative of an asset's fair market value, the Directors (or their delegate) is entitled to use other generally recognised valuation methods in order to reach a proper valuation of that specific asset, provided that any alternative method of valuation is approved by the Custodian.

In calculating the Net Asset Value of a Fund, appropriate provisions will be made to account for the charges and fees charged to the Fund as well as accrued income on the Fund's investments.

In calculating the Net Asset Value of a Fund or the Company, neither the Directors nor the Administrator shall be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the subscription or redemption prices resulting from any inaccuracy in the information provided by any pricing service. Similarly, where the Administrator is directed by the Directors or the Investment Adviser with the approval of the Directors to use particular pricing services, brokers, market makers or other intermediaries, the Administrator shall not be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the subscription or redemption prices resulting from any inaccuracy in the information provided by such pricing services, brokers, market makers or other intermediaries not appointed or selected by the Administrator. The Administrator shall use reasonable endeavours to verify any pricing information supplied by the Investment Adviser, or any connected person thereof (including a connected person which is a broker, market maker or other intermediary). However, the Company acknowledges that in certain circumstances it may not be possible or practicable for the Administrator to verify such information and, in such circumstances, the Administrator shall not be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the subscription or redemption prices resulting from any inaccuracy in the information provided by any such person.

Calculation of Net Asset Value per Share

The Net Asset Value per Share of each Fund on each applicable Dealing Day is determined by dividing the Net Asset Value of the assets of the Fund attributable to the Shares of the relevant Fund class on that day by the number of Shares of the relevant Fund in issue on the relevant Dealing Day.

Where more than one class of Shares is in issue in respect of a Fund, the Net Asset Value of the relevant Fund calculated as provided under "Calculation of Net Asset Value" above, shall be allocated between each class in accordance with the respective values in the Base Currency of the Fund represented by subscriptions and redemptions of Shares of each class of the Fund received or made from time to time. Where different entitlements, costs or liabilities apply in respect of different classes, these are excluded from the initial calculation of the Net Asset Value of the Fund and applied separately to the Net Asset Value allocated to the relevant class. The portion of the Net Asset Value of each Fund attributable to each class shall then be converted into the relevant currency of denomination of the class at prevailing exchange rates available to the Administrator and shall be divided by the number of Shares of the relevant class in issue on the relevant Dealing Day in order to calculate the Net Asset Value per Share of the relevant class.

Publication of Net Asset Value per Share

The most up-to-date Net Asset Value per Share of each Fund is published daily following calculation on the following internet website: www.liontrust.co.uk and shall be kept up to date and may also be published in the Financial Times. In addition, the most up-to-date Net Asset Value per Share of each Fund may be obtained from the Administrator during normal business hours and may also be published in such other newspaper or journal as the Directors in their sole discretion may determine and notify to Shareholders.

Calculation of Subscription and Redemption Proceeds

Subscription Prices

The subscription price at which Shares of each class of a Fund may be subscribed is the Net Asset Value per Share of the relevant Fund class calculated as at the Valuation Point for the relevant Dealing Day plus any initial charge payable to the Investment Adviser (see "CHARGES AND EXPENSES - Initial Redemption and Switching Charges: *Initial Charge*" above).

Redemption prices

The price at which Shares of each class of a Fund may be redeemed on a Dealing Day is the Net Asset Value per Share of the relevant Fund class calculated as at the Valuation Point in respect of the relevant Dealing Day less any redemption charge (see “CHARGES AND EXPENSES - Initial, Redemption and Switching Charges: *Redemption Charges*” above).

Anti-Dilution Levy/Duties and Charges

The Company reserves the right to impose “an anti-dilution levy” representing a provision for market spreads (the difference between the prices at which assets are valued and/or bought or sold), duties and charges and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of a Fund, in the event of receipt for processing of subscription or redemption requests in either case, in excess of 5% or more of the Net Asset Value of a Fund on any one Dealing Day or in excess of 5% in aggregate over more than five consecutive Dealing Days. Any such provision will be added to the price at which Shares will be issued in the case of net subscription requests and deducted from the price at which Shares will be redeemed in the case of net redemption requests including the price of Shares issued or redeemed as a result of requests for conversion. Any such sum will be paid into the account of the relevant Fund.

Suspension of Subscriptions, Redemptions and Switching

The Directors may at any time and from time to time temporarily suspend the calculation of the Net Asset Value of a particular Fund and/or the issue, redemption and switching of Shares of each class of a Fund in any of the following instances:-

- (a) during any period (other than ordinary holiday or customary weekend closings) when any market or Recognised Exchange is closed and which is the main market or exchange for a significant part of the investments attributable to the relevant Fund, or in which trading thereon is restricted or suspended;
- (b) during any period when disposal of investments which constitute a substantial portion of the assets attributable to the Fund is not practically feasible; or it is not possible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or it is not practically feasible for the Administrator fairly to determine the value of any investments attributable to the relevant Fund;
- (c) during any breakdown in the means of communication normally employed in determining the price of any of the investments attributable to the relevant Fund or of current prices on any market or Recognised Exchange;
- (d) when for any reason the prices of any investments attributable to the relevant Fund cannot be reasonably, promptly or accurately ascertained;
- (e) during any period when remittance of monies which will or may be involved in the realisation of or in the payment for any of the investments attributable to the relevant Fund cannot, in the opinion of the Directors, be carried out at normal rates of exchange; or
- (f) following notice to Shareholders of a general meeting at which a resolution to terminate the Company has been proposed.

Notice of any such suspension and notice of the termination of any such suspension shall be given immediately to the Central Bank and the Irish Stock Exchange (where relevant) and shall be notified to Shareholders of the relevant Fund if in the opinion of the Directors it is likely to exceed fourteen (14) days and will be notified to applicants for Shares of the relevant Fund or to Shareholders requesting the repurchase of Shares of the relevant Fund at the time of application or filing of the written request for such repurchase. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

No Shares of a Fund may be issued (other than those which have already been allotted) nor may Shares of a Fund be redeemed during a period of suspension. In the event of suspension, a Shareholder of the relevant Fund may withdraw his redemption request provided that such withdrawal is actually received before the termination of the period of suspension. Where the request is not so withdrawn, the day with reference to which the redemption of the Shares of the relevant Fund will be effected will (if later than the day in which the redemption would otherwise have been effected if there had been no suspension) be the applicable redemption Dealing Day next following the end of the suspension.

Tax Liability of the Company

The attention of investors is drawn to the section of the Prospectus headed Irish Taxation and in particular the taxation liability arising on the occurrence of certain events such as the encashment, redemption or transfer of Shares by or payment of dividends to Shareholders who are Irish Resident or Ordinarily Resident in Ireland.

Furthermore, if the Company becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company shall be entitled to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption charges to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company indemnified against any loss arising to the Company by reason of the Company becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

MEETINGS AND REPORTS TO SHAREHOLDERS

All general meetings of the Company shall be held in Ireland. In each year, the Company shall hold a general meeting as its annual general meeting. 21 days' notice (excluding the day of posting and the day of the meeting) shall be given in respect of each general meeting of the Company. The notice shall specify the venue and time of the meeting and business to be transacted at the meeting. A proxy may attend on behalf of any Shareholder.

Each Shareholder shall have one vote in relation to any matter relating to the Company which is submitted to Shareholders for a vote by show of hands. Each Share gives the holder one vote in relation to any matter relating to the Company which is submitted to Shareholders for a vote by poll. All Shares have equal voting rights. Every holder of a Management Share who is/are present in person or by proxy shall have one vote per Management Share.

The accounting date of the Company is the 31st of December in each year. The half yearly accounting date shall be the 30th of June in each year.

The Company's annual report incorporating audited financial statements will be published within four months after the end of the annual accounting period and at least three weeks before the Annual General Meeting of Shareholders. For the purpose of the compilation of the semi-annual and annual report and accounts, the reporting currency of each Fund shall be its Base Currency.

The Company will publish a semi-annual unaudited financial report made up to the 30th of June in each year, containing a list of the Fund's holdings and their market values, within two months of the date to which it is made up.

All correspondence to Shareholders will be sent at their own risk. The annual and semi-annual reports will be sent to Shareholders, the Irish Stock Exchange (where relevant) and the Central Bank within four months and two months respectively of the end of the period to which they relate. The most recent audited annual and unaudited semi-annual reports will be sent to any Shareholder upon request.

TERMINATION OF FUND

In addition to the circumstances set out under "SUBSCRIPTION REDEMPTIONS AND SWITCHING - Redemptions: *Compulsory Redemption*" above, the Company may, upon no less than two nor more than twelve weeks' notice to all Shareholders, redeem on a Business Day at the Net Asset Value per Share all (but not some) of the Shares in issue in respect of the Company or any Fund or any class on such date in the following instances:-

- if the Company is no longer an authorised UCITS; or
- if any law is passed which renders it illegal, or in the reasonable opinion of the Directors it is impracticable or inadvisable, to continue the Company or any Fund; or
- if within a period of 90 days from the date on which the Custodian notifies the Company of its desire to retire in accordance with the terms of the Custodian Agreement, or from the date on which the appointment of the Custodian is terminated by the Company in accordance with the terms of the Custodian Agreement, or from the date on which the Custodian ceases to be approved by the Central Bank, no new Custodian shall have been appointed.

COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS

General

The statements on taxation below are intended to be a general summary of certain Irish and United Kingdom tax consequences that may result to the Company and Shareholders. The information given is not exhaustive and does not constitute legal or tax advice. The statements relate to Shareholders holding shares as an investment (as opposed to an acquisition by a dealer) and are based on the law and practice in force in the relevant jurisdiction at the date of this document. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in the Company is made will endure indefinitely.

Prospective Shareholders should familiarise themselves with and, where appropriate, take advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription for, and the holding and realisation of, Shares in the places of their citizenship, residence and domicile. The tax consequences for each Shareholder of acquiring, holding, redeeming or disposing of Shares will depend upon the relevant laws of any jurisdiction to which the Shareholder is subject. Investors and prospective investors should seek their own professional advice as to this, as well as to any relevant exchange control or other laws and regulations.

Dividends, interest and capital gains (if any) which the Company or any Fund receives with respect to their investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company the Net Asset Value will not be restated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

IRISH TAXATION

The Company

The Company will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Company is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Company will be conducted in such a manner as to ensure that it is Irish resident for tax purposes.

The Directors have been advised that the Company qualifies as an investment undertaking as defined in Section 739B of the Taxes Act. Under current Irish law and practice, the Company is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a “chargeable event” in the Company. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation, transfer or deemed disposal (a deemed disposal will occur at the expiration of a Relevant Period) of Shares. No tax will arise on the Company in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of a Relevant Declaration there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland. A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arms length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a recognised clearing system as designated by order of the Irish Revenue Commissioners;
- A transfer by a Shareholder of the entitlement to a Share where the transfer is between spouses and former spouses, subject to certain conditions; or

- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax at the standard rate of income tax (currently 20%). However, the Company can make a declaration to the payer that it is a collective investment undertaking beneficially entitled to the dividends which will entitle the Company to receive such dividends without deduction of Irish dividend withholding tax.

Stamp Duty

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of securities, property or other types of assets, Irish stamp duty may arise on the transfer of such assets.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B (1) of the Taxes Act) which is registered in Ireland.

Shareholders Tax

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing System will not give rise to a chargeable event in the Company (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing System, apply in the case of chargeable events arising on a deemed disposal, therefore, as previously advised, Shareholders should seek their own tax advice in this regard). Thus the Company will not have to deduct any Irish taxes on such payments regardless of whether they are held by Shareholders who are Irish Residents or Ordinarily Resident in Ireland, or whether a non-resident Shareholder has made a Relevant Declaration. However, Shareholders who are Irish Resident or Ordinarily Resident in Ireland or who are not Irish Resident or Ordinarily Resident in Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on a distribution or encashment, redemption or transfer of their Shares.

To the extent any Shares are not held in a Recognised Clearing System at the time of a chargeable event (and subject to the point made in the previous paragraph in relation to a chargeable event arising on a deemed disposal), the following tax consequences will typically arise on a chargeable event.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder if (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration and (c) the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of a Relevant Declaration tax will arise on the happening of a chargeable event in the Company regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither

Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and who have made Relevant Declarations in respect of which the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company on the basis that no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation provides for a refund of tax only to companies within the charge to Irish corporation tax, to certain incapacitated persons and in certain other limited circumstances.

Shareholders who are Irish Residents or Ordinarily Resident in Ireland

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 25% will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 28% will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

The Finance Act 2006 introduced rules (which were subsequently amended by the Finance Act 2008) in relation to an automatic exit tax for Shareholders who are Irish Resident or Ordinarily Resident in Ireland in respect of Shares held by them in the Company at the ending of a Relevant Period. Such Shareholders (both companies and individuals) will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of that Relevant Period and will be charged to tax at the rate of 28% on any deemed gain (calculated without the benefit of indexation relief) accruing to them based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating if any further tax arises on a subsequent chargeable event (other than chargeable events arising from the ending of a subsequent Relevant Period or where payments are made annually or at more frequent intervals), the preceding deemed disposal is initially ignored and the appropriate tax calculated as normal. Upon calculation of this tax, credit is immediately given against this tax for any tax paid as a result of the preceding deemed disposal. Where the tax arising on the subsequent chargeable event is greater than that which arose on the preceding deemed disposal, the Company will have to deduct the difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed "*15% threshold*" below).

10% Threshold

The Company will not have to deduct tax ("exit tax") in respect of this deemed disposal where the value of the chargeable units (i.e. those Shares held by Shareholders to whom the declaration procedures do not apply) in the Company (or in the sub-fund within an umbrella scheme) is less than 10% of the value of the total Shares in the Company (or in the sub-fund) and the Company has made an election to report certain details in respect of each affected Shareholder to Revenue (the "Affected Unit Holder") in each year that the de minimus limit applies. In such a situation the obligation to account for the tax on any gain arising on a deemed disposal will be the responsibility of the Shareholder on a self assessment basis ("self-assessors") as opposed to the Company or Sub-Fund

(or their service providers). The Company is deemed to have made the election to report once it has advised the Affected Unit Holders in writing that it will make the required report.

15 % Threshold

As previously stated where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal (e.g. due to a subsequent loss on an actual disposal), the Company will refund the Shareholder the excess. Where however immediately before the subsequent chargeable event, the value of chargeable units in the Company (or in the sub-fund within an umbrella scheme) does not exceed 15% of the value of the total Shares, the Company (or sub-fund) may elect to have any excess tax arising repaid directly by Revenue to the Shareholder. The Company is deemed to have made this election once it notifies the Shareholder in writing that any repayment due will be made directly by Revenue on receipt of a claim by the Shareholder.

Other

To avoid multiple deemed disposal events for multiple units an irrevocable election under Section 739D(5B) can be made by the Company to value the units held at the 30th June or 31st December of each year prior to the deemed disposal occurring. While the legislation is ambiguous, it is generally understood that the intention is to permit a fund to group shares in six month batches and thereby make it easier to calculate the exit tax by avoiding having to carry out valuations at various dates during the year resulting in a large administrative burden.

The Irish Revenue Commissioners recently provided updated investment undertaking guidance notes which deal with the practical aspects of how the above calculations/objectives will be accomplished.

Shareholders (depending on their own personal tax position) who are Irish Resident or Ordinarily Resident in Ireland may still be required to pay tax or further tax on a distribution or gain arising on an encashment, redemption, cancellation, transfer or deemed disposal of their Shares. Alternatively they may be entitled to a refund of all or part of any tax deducted by the Company on a chargeable event.

Personal Portfolio Investment Undertaking ("PPIU")

The Finance Act 2007 introduced new provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. The new provisions introduce the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking. Depending on an individual's circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection. Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual that gave rise to the chargeable event and occurs on or after 20th February 2007, will be taxed at the standard rate plus 28 per cent (currently 48%). Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking.

Capital Acquisitions Tax

The disposal of Shares may be subject to Irish gift or inheritance tax (Capital Acquisitions Tax). However, provided that the Company falls within the definition of investment undertaking (within the meaning of Section 739B of the Taxes Act), the disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland; (b) at the date of the disposition, either the Shareholder disposing ("disposing") of the Shares is neither domiciled nor Ordinarily Resident in Ireland or the disposition is not subject to Irish law; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

With regard to Irish tax residency for Capital Acquisitions Tax purposes, special rules apply for non-Irish domiciled persons. A non-Irish domiciled donee or disponent will not be deemed to be resident or ordinarily resident in Ireland at the relevant date unless:

- (i) that person has been resident in Ireland for the 5 consecutive years of assessment immediately preceding the year of assessment in which that date falls; and
- (ii) that person is either resident or ordinarily resident in Ireland on that date.

UNITED KINGDOM TAXATION

The Company

The Directors intend that the Company should be managed and conducted so that it does not become resident in the United Kingdom for United Kingdom taxation purposes. Accordingly, and provided that the Company does not carry on a trade in the United Kingdom through a permanent establishment situated therein for corporation taxation purposes or through a branch or agency situated in the United Kingdom within the charge to income tax, the Company will not be subject to United Kingdom corporation tax or income tax on income and capital gains arising to it, save as noted below in relation to possible withholding tax on certain United Kingdom source income. The Directors and the Investment Adviser each intend that the respective affairs of the Company and the Investment Adviser are conducted so that no such permanent establishment, branch or agency will arise insofar as this is within their respective control, but it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment, branch or agency coming into being will at all times be satisfied.

Interest and other income received by the Company which has a United Kingdom source may be subject to withholding taxes in the United Kingdom.

Shareholders

The tax treatment of Shareholders holding Reporting Shares differs in various respects from those holding Accumulating Shares and the tax treatment of each is set out separately below. Potential investors are referred to the individual Fund Supplements for an explanation of the classes of Shares which will be treated as Reporting Shares for United Kingdom tax purposes.

Shareholders owning Reporting Shares

Subject to their personal circumstances, individual Shareholders resident in the United Kingdom for taxation purposes will be liable to United Kingdom income tax on dividends paid or other distributions of income made by the Company whether or not such distributions are reinvested in the Company. A dividend tax credit of 1/9th of the gross dividend is currently available to certain individual investors on dividends received from certain non-United Kingdom resident companies. Subject to any exclusions and anti-avoidance rules, the legislation provides that individual investors in an offshore fund, such as the Company, may be entitled to the tax credit. However, as a result of anti-avoidance rules such credit will not be available to individual investors in certain offshore corporate funds where the market value of the fund's investments in debt instruments, securities and certain other offshore corporate funds which invest in similar assets exceeds 60 per cent. of the market value of all of the assets of the fund at any relevant time. Investors in these funds will be treated as receiving an interest payment which will not carry the tax credit.

As discussed below, the Directors intend to elect for reporting fund status for each class of Reporting Shares. If this is done, Shareholders who remain as Shareholders at the end of the relevant accounting period will be liable to income tax not only on dividends paid or share income distributions made but also on the excess of their share of reported income over each distribution.

Where income equalisation is operated a United Kingdom resident investor will not be liable to tax on income on the first dividend paid after subscription of the Reporting Shares to the extent of any equalisation amount (which represents income accrued and reflected in the subscription price at the time of subscription). On a subsequent redemption the amount which represents income which has accrued on the Reporting Shares since the payment of the last dividend will be subject to tax as income. The balance of the proceeds will be taxed as a capital gain in the normal way unless the Shareholder is dealing in the Reporting Shares or the Reporting Share class in question is not certified as a distributing fund or reporting fund in respect of one or more account periods concurrent with the Shareholder's period of ownership of the Reporting Shares (as to which see below).

U.K. legislation provides for a wide exemption from United Kingdom corporation tax on dividends and other income distributions received by companies within the charge to United Kingdom corporation tax (including distributions received from non-United Kingdom companies) subject to certain exclusions and specific anti-avoidance rules.

Except in the case of a company owning directly or indirectly not less than 10 per cent. of the voting share capital of the Company, no credit will be available against a Shareholder's United Kingdom tax liability in respect of income distributions of the Company for any taxes suffered or paid by the Company on its own income.

Each of the Reporting Share classes will be deemed to constitute an "offshore fund" for the purposes of the UK offshore fund rules. Under this legislation, any gain arising on the sale, disposal or redemption of shares in an offshore fund held by persons who are resident or ordinarily resident in the United Kingdom for tax purposes will be taxed at the time of such sale, disposal or redemption as income and not as a capital gain. This does not apply, however, where a fund is certified by HM Revenue & Customs as a "reporting fund" throughout the period during which the shares have been held (or a "distributing fund" for accounting periods commencing on or before 1 January 2009). It is intended that the Company will conduct its affairs so as to enable each of the Reporting Share classes to be certified as a "reporting fund" throughout its life and application for such certification will be made to HM Revenue & Customs although such certification cannot be guaranteed..

Provided the Reporting Share class in question obtains such relevant reporting fund certification, Shareholders who are resident or ordinarily resident in the United Kingdom for tax purposes (other than persons who are dealing in the Reporting Shares who are subject to different rules) may be liable to capital gains tax (or corporation tax on capital gains) in respect of any gain realised on disposal or redemption of the relevant Reporting Shares. The computation of any gain will take into account any accumulated undistributed income (broadly, the aggregate of the amount on which the taxpayer has previously been taxed as reported (but not distributed) income). Any such gain may however be reduced by any general or specific United Kingdom capital gains tax exemption or allowance available to a Shareholder and may result in certain investors incurring a proportionately lower United Kingdom tax charge.

Shareholders resident or ordinarily resident in the United Kingdom that subsequent to subscription wish to switch from Reporting Shares to Shares of another class (whether Reporting or Accumulating) should note that such switching may give rise to a disposal triggering a potential liability to capital gains tax or corporation tax on capital gains depending upon the value of the shareholding on switching. A switching between different currency classes which are otherwise identical is less likely to give rise to a disposal for these purposes.

Chapter 6 of Part 3 of the Offshore Funds (Tax) Regulations 2009 ("the Regulations") provides certainty that specified transactions carried out by a UCITS fund, such as the Company, will not be treated as trading transactions for reporting funds that meet a genuine diversity of ownership condition and profits arising from such transactions will not form part of the fund's reportable income.

As noted above the Directors intend to elect for reporting fund status for the Reporting Shares of the Fund for all accounting periods beginning on or after 1 December 2009. The Directors confirm that these classes are primarily intended for and marketed to the category of United Kingdom institutional investors although subscriptions may also be accepted from all other classes of investor save for Restricted Persons. For the purposes of the Regulations, the Directors undertake that the Reporting Shares will be widely available and will be marketed and made available sufficiently widely to reach the intended categories of investors and in a manner appropriate to attract those kinds of investors.

Shareholders should note that to the extent that actual dividends are not declared in relation to all the income of the Reporting Shares and/or income equalisation is not applied for a period, reportable income under the reporting fund rules will be attributable only to those Shareholders who remain as Shareholders at the end of the relevant accounting period.

Chapter 3 of Part 6 of the Corporation Tax Act 2009 ("CTA 2009") provides that, if at any time in an accounting period a corporate investor within the charge to United Kingdom corporation tax holds an interest in an offshore fund within the meaning of the relevant provisions, and there is a time in that period when that fund fails to satisfy the "non-qualifying investment test", the interest held by such corporate investor will be treated for the accounting period as if it were rights under a creditor relationship for the purposes of the rules relating to the taxation of most corporate debt contained in CTA 2009 (the "Corporate Debt Regime"). The Reporting Shares will (as explained above) constitute interests in an offshore fund. In circumstances where the test is not so satisfied (for example where

the Company invests in debt instruments, securities or cash and the market value of such investments exceeds 60 per cent. of the market value of all its investments) the Reporting Shares will be treated for corporation tax purposes as within the Corporate Debt Regime. As a consequence where the test is not met all returns on the Reporting Shares in respect of each corporate investor's accounting period during which the test is not met (including gains, profits and deficits and exchange gains and losses) will be taxed or relieved as an income receipt or expense on a fair value accounting basis. Accordingly, a corporate Shareholder may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of Reporting Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of Reporting Shares). The provisions relating to holdings in controlled foreign companies (outlined below) would not then apply to such Shareholders.

In most cases, due to the intended distribution of income and reporting policy in respect of the Reporting Share classes, it is not anticipated that individuals ordinarily resident in the United Kingdom will be affected by the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007 which might otherwise render such persons liable to taxation in respect of undistributed income and profits of the Company. More specifically this legislation will not apply if such individuals can satisfy HM Revenue & Customs that either:-

- (i) it would not be reasonable to draw the conclusion from all the circumstances of the case, that the purpose of avoiding liability to taxation was the purpose, or one of the purposes, for which the relevant transactions or any of them were effected; or
- (ii) all the relevant transactions are genuine commercial transactions and it would not be reasonable to draw the conclusion, from all the circumstances of the case, that any one or more of the transactions was more than incidentally designed for the purpose of avoiding liability to taxation.

Chapter IV of Part XVII of the Income and Corporation Taxes Act 1988 subjects United Kingdom resident companies to tax on the profits of companies not so resident in which they have an interest. The provisions affect United Kingdom resident companies which, hold alone or together with certain other associated persons, a right to at least 25 per cent. of the profits of a non-resident company which is controlled by persons who are resident in the United Kingdom and is subject to a lower level of taxation in its territory of residence. United Kingdom resident companies holding a right to 25 per cent. or more of the profits of the Company (directly or indirectly) should take their own specific professional taxation advice.

The attention of persons resident or ordinarily resident in the United Kingdom for taxation purposes is drawn to the provisions of Section 13 of the Taxation of Chargeable Gains Act 1992 ("Section 13"). Section 13 applies to a "participator" for United Kingdom taxation purposes (which term includes a Shareholder) if at any time when a gain accrues to the Company which constitutes a chargeable gain for those purposes, at the same time, the Company is itself controlled by a sufficiently small number of persons so as to render the Company a body corporate that would, were it to have been resident in the United Kingdom for taxation purposes, be a "close" company for those purposes. The provisions of Section 13 could, if applied, result in any such person who is a "participator" in the Company being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any chargeable gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds that on a just and reasonable basis to that person's proportionate interest in the Company as a "participator". No liability under Section 13 could be incurred by such a person however, where such proportion does not exceed one-tenth of the gain. In the case of United Kingdom resident or ordinarily resident individuals domiciled outside the United Kingdom, Section 13 applies only to gains relating to United Kingdom situate assets of the Company, or gains relating to non-United Kingdom situate assets if such gains are remitted to the United Kingdom.

Shareholders owning Accumulating Shares

It is current policy of the Directors that no dividends will be paid to Shareholders owing Accumulating Shares. However, in the event that dividends are paid and subject to their personal circumstances, individual Shareholders resident in the United Kingdom for taxation purposes will be liable to United Kingdom income tax on dividends paid or other distributions of income made by the Company whether or not such distributions are reinvested in the Company. A dividend tax credit of 1/9th of the gross dividend is currently available to certain individual investors on dividends received from certain non-United Kingdom resident companies. Subject to any exclusions and anti-avoidance rules, the legislation provides that individual investors in an offshore fund, such as the Company, may be entitled to the tax credit. However, as a result of anti-avoidance rules such credit will not be available to individual investors in certain offshore corporate funds where the market value of the fund's investments in debt instruments, securities and certain other offshore corporate funds which invest in similar assets exceeds 60 per cent. of the market value of all of the assets of the fund at any relevant time. Investors in these funds will be treated as receiving an interest payment which will not carry the tax credit.

U.K. legislation provides for a wide exemption from United Kingdom corporation tax on dividends and other income distributions received by companies within the charge to United Kingdom corporation tax (including distributions received from non-United Kingdom companies) subject to certain exclusions and specific anti-avoidance rules.

Except in the case of a company owning directly or indirectly not less than 10 per cent. of the voting share capital of the Company, no credit will be available against a Shareholder's United Kingdom tax liability in respect of income distributions of the Company for any taxes suffered or paid by the Company on its own income.

Each of the Accumulating Share classes will be deemed to constitute an "offshore fund" for the purposes of the UK offshore fund rules. Under this legislation, any gain arising on the sale, disposal or redemption of shares in an offshore fund held by persons who are resident or ordinarily resident in the United Kingdom for tax purposes will be taxed at the time of such sale, disposal or redemption as income and not as a capital gain. This does not apply, however, where a fund is certified by HM Revenue & Customs as a "reporting fund" throughout the period during which the shares have been held (or a "distributing fund" for accounting periods commencing on or before 1 January 2009). However it is intended that none of the Accumulating Share classes will seek to be certified as a "reporting fund" and accordingly Shareholders who are resident or ordinarily resident in the United Kingdom for tax purposes may be liable to United Kingdom income taxation in respect of any gain realised on disposal or redemption of the relevant Accumulating Shares. Any such gain may thus remain taxable notwithstanding any general or specific United Kingdom capital gains tax exemption or allowance available to a Shareholder and this may result in certain investors incurring a proportionately greater United Kingdom taxation charge.

Shareholders resident or ordinarily resident in the United Kingdom that subsequent to subscription wish to switch from Accumulating Shares into Shares of another class should note that such a switching may give rise to a disposal triggering a potential liability to income tax or corporation tax on income depending upon the value of the shareholding on switching. A switching between different currency classes which are otherwise identical is less likely to give rise to a disposal for these purposes.

Chapter 3 of Part 6 of the Corporation Tax Act 2009 ("CTA 2009") provides that, if at any time in an accounting period a corporate investor within the charge to United Kingdom corporation tax holds an interest in an offshore fund within the meaning of the relevant provisions, and there is a time in that period when that fund fails to satisfy the "non-qualifying investment test", the material interest held by such corporate investor will be treated for the accounting period as if it were rights under a creditor relationship for the purposes of the rules relating to the taxation of most corporate debt contained in CTA 2009 (the "Corporate Debt Regime"). The Accumulating Shares will (as explained above) constitute interests in an offshore fund. In circumstances where the test is not so satisfied (for example where the Company invests in debt instruments, securities or cash and the market value of such investments exceeds 60 per cent. of the market value of all its investments) the Accumulating Shares will be treated for corporation tax purposes as within the Corporate Debt Regime. As a

consequence where the test is not met all returns on the Accumulating Shares in respect of each corporate investor's accounting period during which the test is not met (including gains, profits and deficits and exchange gains and losses) will be taxed or relieved as an income receipt or expense on a fair value accounting basis. Accordingly, a corporate Shareholder may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of Accumulating Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of Accumulating Shares). The provisions relating to non-distributing and non-reporting funds would not then apply to such corporate shareholders and the effect of the provisions relating to holdings in controlled foreign companies (outlined below) would be substantially mitigated.

The attention of individuals ordinarily resident in the United Kingdom is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007 under which income accruing to the Company may be attributed to such a shareholder and may render them liable to taxation in respect of undistributed income and profits of the Company. This legislation will, however, not apply if such individuals can satisfy HM Revenue & Customs that either:-

- (i) it would not be reasonable to draw the conclusion from all the circumstances of the case, that the purpose of avoiding liability to taxation was the purpose, or one of the purposes, for which the relevant transactions or any of them were effected; or
- (ii) all the relevant transactions are genuine commercial transactions and it would not be reasonable to draw the conclusion, from all the circumstances of the case, that any one or more of the transactions was more than incidentally designed for the purpose of avoiding liability to taxation.

Chapter IV of Part XVII of the Income and Corporation Taxes Act 1988 subjects United Kingdom resident companies to tax on the profits of companies not so resident in which they have an interest. The provisions affect United Kingdom resident companies which, hold alone or together with certain other associated persons, a right to at least 25 per cent. of the profits of a non-resident company which is controlled by persons who are resident in the United Kingdom and is subject to a lower level of taxation in its territory of residence. United Kingdom resident companies holding a right to 25 per cent. or more of the profits of the Company (directly or indirectly) should take their own specific professional taxation advice. The legislation is not directed towards the taxation of capital gains.

The attention of persons resident or ordinarily resident in the United Kingdom for taxation purposes is drawn to the provisions of Section 13 of the Taxation of Chargeable Gains Act 1992 ("Section 13"). Section 13 applies to a "participator" for United Kingdom taxation purposes (which term includes a Shareholder) if at any time when a gain accrues to the Company which constitutes a chargeable gain for those purposes, at the same time, the Company is itself controlled by a sufficiently small number of persons so as to render the Company a body corporate that would, were it to have been resident in the United Kingdom for taxation purposes, be a "close" company for those purposes. The provisions of Section 13 could, if applied, result in any such person who is a "participator" in the Company being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any chargeable gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds that on a just and reasonable basis to that person's proportionate interest in the Company as a "participator". No liability under Section 13 could be incurred by such a person however, where such proportion does not exceed one-tenth of the gain. In the case of United Kingdom resident or ordinarily resident individuals domiciled outside the United Kingdom, Section 13 applies only to gains relating to United Kingdom situate assets of the Company, or gains relating to non-United Kingdom situate assets if such gains are remitted to the United Kingdom.

European Savings Directive

Dividends and other distributions made by the Company, together with payment of the proceeds of sale and/or redemption of Shares in the Company, may in future (depending on the investment portfolio of the Company and the location of the paying agent – the definition of a paying agent for the purposes of the Savings Directive is not necessarily the same person who may legally be regarded as the paying agent) be subject to the exchange of information regime or withholding tax imposed by EU

Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If a payment is made to a Shareholder who is an individual resident in a Member State of the European Union (or a "residual entity" established in a Member State) by a paying agent resident in another Member State (or in certain circumstances the same Member State of the Shareholder) then the Directive may apply. The Directive applies to payments of "interest" made on or after 1 July 2005. Applicants for Shares in the Company are requested to provide certain information as required under the Directive. It should be noted that the imposition of exchange of information and/or withholding tax on payments made to certain individuals and residual entities resident in an EU Member State also applies to those resident or located in any of the following countries; Anguilla, Aruba, British Virgin Islands, Cayman Island, Guernsey, Isle of Man, Jersey, Montserrat, Netherlands Antilles and Turks and Caicos Islands.

Finally, the following countries, Andorra, Liechtenstein, Monaco, San Marino and Switzerland, will not be participating in automatic exchange of information. To the extent that they will exchange information it will be on a request basis only. Their participation is confined to imposing a withholding tax.

Shareholders should note that the European Commission has proposed an extension of the scope of the Directive to include all investment funds or schemes, whether or not they are constituted as UCITS, and certain other changes. Draft amendments have not been published and whilst the consultation process continues it remains uncertain if, or when, any changes will be implemented.

GENERAL INFORMATION

Incorporation and Share Capital

The Company was incorporated under the laws of Ireland on 20 June 2008, as an umbrella type open-ended investment company with variable capital and segregated liability between its funds and with registered number 459084.

The authorised share capital of the Company is 300,000 redeemable Management Shares of no par value and 500,000,000,000 Shares of no par value. Management Shares do not entitle the holders to any dividend and on a winding-up entitle the holder to receive the amount paid up thereon but not otherwise to participate in the assets of the Company.

Memorandum and Articles of Association

Clause 3 of the Memorandum of Association of the Company provides that the Company's sole object is the collective investment in either or both transferable securities and other liquid financial assets referred to in Regulation 45 of the UCITS Regulations of capital raised from the public and the Company operates on the principle of risk spreading. The Company may take any measures and carry out any operations which it may deem useful to the accomplishment and development of its purpose to the full extent permitted by the UCITS Regulations and the Central Bank's Notices.

The following section is a summary of the principal provisions of the Articles of Association of the Company. Defined terms in this section bear the same meanings as defined in the Company's Articles.

(i) *Variation of Class Rights*

The rights attached to any class may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of the class. The provisions of the Articles relating to general meetings shall apply to every such separate general meeting except that the necessary quorum at any such meeting shall be two persons holding or representing by proxy at least one-third of the issued Shares of the class in question or, at an adjourned meeting, one person holding Shares of the class in question or his proxy. Any holding of Shares of the class in question present in person or by proxy may demand a poll.

(ii) *Voting rights*

On a show of hands every Shareholder who is present in person or by proxy shall have one vote and every management shareholder present in person or by proxy shall have one vote in respect of all Management Shares. On a poll, every Shareholder present in person or by proxy shall be entitled to one vote in respect of each Share held by him and every management shareholder present in person or by proxy shall be entitled to one vote in respect of all Management Shares held by him. Fractional Shares shall not carry any voting rights.

(iii) *Change in Share Capital*

The Company may from time to time by ordinary resolution increase its capital by such amount as the resolution shall prescribe.

The Company may, by ordinary resolution, alter its authorised capital by consolidating and dividing its share capital into shares of larger amount than its existing shares, by sub-dividing its shares into shares of smaller amount than that fixed by the Memorandum of Association of the Company, or by cancelling any shares which, at the date of the ordinary resolution, in that behalf have not been taken, or agreed to be taken, by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

The Company may by special resolution from time to time reduce its share capital.

(iv) *Directors' Interests*

A Director or intending Director may enter into any contract with the Company and such contract or arrangement shall not be liable to be avoided and the Director concerned shall not be liable to account to the Company for any profit realised by any such contract or arrangement by reason of his holding of that office or the fiduciary relationship so established and may hold any other office or place of profit with the Company in conjunction with the office of Director on such terms as to tenure of office and otherwise as the Directors may determine.

A Director shall not vote or be counted in the quorum present on any resolution in respect of his appointment (or the arrangement of the terms of appointment) to hold any office or place of profit with the Company or in respect of any contract or arrangement in which is materially interested. The prohibition does not apply (in the absence of some other material interest than is indicated below), *inter alia*, to:

- (a) the giving of any security or indemnity to him in respect of money lent or obligation incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) any contract or arrangement by a Director to guarantee or underwrite shares or debentures of the Company;
- (c) any proposals concerning any other company in which he is directly or indirectly interested and whether as an officer, shareholder, creditor or otherwise.

The Company may by ordinary resolution suspend or relax the provisions described above to any extent or ratify any transaction not duly authorised by reason of a contravention thereof.

(v) *Borrowing Powers*

The Directors may exercise all powers of the Company to borrow money, to mortgage or charge its undertaking, property, or any part thereof and to issue bonds, notes, debentures, debenture stock and other securities whether outright or as a security for any debts.

(vi) *Retirement of Directors*

There is no provision for the retirement of Directors on their attaining a certain age.

(vii) *Transfer of Shares*

The Directors may at their absolute discretion in the circumstances outlined in "SUBSCRIPTION REDEMPTIONS AND SWITCHING - Transfer of Shares" above refuse to register a transfer of Shares unless all applicable taxes and/or stamp duties have been paid in respect of the instrument of transfer and the instrument of transfer is deposited at the office or other such place as the Directors may reasonably require and such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and such relevant information as the Directors may reasonably require from the transferee.

(viii) *Unclaimed Dividend*

Any dividend unclaimed after a period of 6 years from the date of declaration of such dividend shall be forfeited and shall revert to the relevant Fund.

(ix) *Winding Up*

If the Directors decide that it is in the best interests of Shareholders to wind up the Company, the secretary shall forthwith at the Directors' request, convene an extraordinary general

meeting of the Company to consider a proposal to appoint a liquidator to wind up the Company. The liquidator, on appointment, will firstly apply the assets of the Company in satisfaction of creditors' claims as he deems appropriate. The assets of the Company will then be distributed amongst the Shareholders. The assets available for distribution amongst the Shareholders shall be applied as follows:

- (i) firstly those assets attributable to a particular class of Shares shall be paid to the holders of Shares in that class;
- (ii) secondly, any balance then remaining and not attributable to any class of Share shall be apportioned between the classes of Shares pro-rata to the Net Asset Value of each class of Share immediately prior to any distribution to Shareholders and the amounts so apportioned shall be paid to Shareholders pro-rata to the number of Shares in that class held by them; and
- (iii) thirdly in the payment to holders of Management Shares of sums up to the nominal amount paid thereon. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to any of the other assets of the Company.

The rights attached to the Shares may, whether or not the Company or any Fund is being wound up, be varied with the consent in writing of holders of three-quarters of the issued Shares of the Company or of the relevant Fund or, with the sanction of a resolution passed at a separate general meeting of the holders of the Shares of the Company or of the relevant Fund, by a majority of three-quarters of the votes cast at such meeting.

The rights attaching to Shares of each class shall not be deemed to be varied by any of the following:-

- (i) the creation, allotment or issue of any further Shares of each class ranking *pari passu* with Shares already in issue;
- (ii) by the liquidation of the Company or of any Fund and distribution of its assets to its members in accordance with their rights or the vesting of assets in trustees for its members in specie.

Material Contracts

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

1. *Investment Advisory Agreement*

- (a) The Investment Advisory Agreement between the Company and Investment Adviser, the Investment Adviser has agreed to act as investment adviser for each of the Company's Funds
- (b) Details of the fees payable to the Investment Adviser are set out in "CHARGES AND EXPENSES - Investment Advisory Charges" above.
- (d) The Investment Advisory Agreement may be terminated by either party on not less than six months' notice in writing after the first anniversary of the effective date of the Investment Advisory Agreement. The Investment Advisory Agreement may be terminated by either party at any time in certain other circumstances.
- (c) The Investment Adviser and its officers, personnel and members are indemnified from and against all costs, charges, liabilities and expenses incurred pursuant to or in connection with the Investment Advisory Agreement or directly or indirectly from any act or omission in the course of or in connection with the services provided by the Investment Adviser or from any breach of the Investment Advisory Agreement by the

Company provided that such cost, charge, liability or expense is not due to the fraud, wilful default or negligence of the Investment Adviser.

2. *Distribution Agreement*

- (a) The Distribution Agreement between the Company, the Investment Adviser and the Distributor, the Company has delegated the distribution and marketing activities functions of the Shares of the Company to the Distributor. The Distributor has also agreed to act as non-exclusive distribution and marketing agent of the Shares of the Company's Funds
- (b) Under the terms of the Distribution Agreement the Distributor acts as facilities agent in the UK for the Company and maintains the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook published by the FSA as part of the FSA's Handbook of Rules and Guidance governing recognised schemes, in the United Kingdom.
- (c) The fees of the Distributor will be paid out of the Investment Adviser's own fees.
- (d) The Distribution Agreement may be terminated by either party on not less than six months' notice in writing after the first anniversary of the effective date of the Distribution Agreement. The Distribution Agreement may be terminated by either party at any time in certain other circumstances.
- (e) The Distributor and its officers, personnel and members are indemnified from and against all costs, charges, liabilities and expenses incurred pursuant to or in connection with the Distribution Agreement or directly or indirectly from any act or omission in the course of or in connection with the services provided by the Distributor or from any breach of the Distribution Agreement by the Distributor provided that such cost, charge, liability or expense is not due to the fraud, wilful default or negligence of the Distributor.

3. *Custodian Agreement*

- (a) The Custodian Agreement between the Company and the Custodian, the Custodian has agreed to act as Custodian of the Company's monies and assets. The Custodian is entitled to appoint sub-custodians for the safe custody of the Company's assets.
- (b) Details of the fees payable to the Custodian are set out under "CHARGES AND EXPENSES - Administration, Custody and Registrar Charges: *Custodian*" above.
- (c) The Custodian Agreement may be terminated by either party on not less than 90 days' written notice to the other or earlier in certain circumstances specified in the Agreement. The Custodian may not retire from its appointment unless and until a new Custodian has been appointed with the approval of the Central Bank. In the event notice of termination is given and no succeeding Custodian is appointed by the Company prior to the expiry of the notice, the Custodian is entitled to apply to the Central Bank for the revocation of the Company's authorisation and, at its discretion, to apply in the High Court for an order to wind up the Company, or to convene, in accordance with the Company's Articles, an extraordinary general meeting of Shareholders to consider a resolution to wind-up the Company.
- (d) The Custodian is entitled to be indemnified against all actions, proceedings, claims, costs, demands and expenses which may be brought against, suffered or incurred by the Custodian by reason of its performance of its duties under the Custodian Agreement otherwise than as a result of its unjustifiable failure to perform its obligations or its improper performance of them.

4. Administration Agreement

- (a) The Administration Agreement between the Company and the Administrator, the Administrator will act as Administrator, Secretary and Registrar to the Company.
- (b) Details of the fees payable to the Administrator are set out under “CHARGES AND EXPENSES - Administration, Custody and Registrar Charges: *Administrator*” above.
- (c) The Administration Agreement may be terminated by either party on not less than 90 days’ notice, or earlier in certain circumstances specified in the Agreement.
- (d) The Administrator is indemnified and held harmless against actions, proceedings, claims, costs, demands and expenses which may be brought against, suffered or incurred by the Administrator by reason of its performance of its obligations and duties under the terms of this Agreement otherwise than as a result of its fraud, wilful default or negligence.

Definition of “US Person”

“US Person”

A “US Person” for purposes of this Prospectus is a person who is in either of the following two categories: (a) a person included in the definition of “U.S. person” under Rule 902 of Regulation S under the 1933 Act or (b) a person excluded from the definition of a “Non-United States person” as used in Commodity Futures Trading Commission (“CFTC”) Rule 4.7. For the avoidance of doubt, a person is excluded from this definition of US Person only if he or it does not satisfy any of the definitions of “U.S. person” in Rule 902 and qualifies as a “Non-United States person” under CFTC Rule 4.7.

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

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

Notwithstanding the preceding paragraph, “U.S. person” under Rule 902 does not include: (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States; (ii) any estate of which any professional fiduciary acting as

executor or administrator is a U.S. person, if (A) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate, and (B) the estate is governed by non-United States law; (iii) any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person; (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (v) any agency or branch of a U.S. person located outside the United States if (A) the agency or branch operates for valid business reasons, and (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (vi) certain international organisations as specified in Rule 902(k)(2)(vi) of Regulation S under the 1933 Act.

CFTC Rule 4.7 currently provides in relevant part that the following persons are considered “Non-United States persons”:

- (a) a natural person who is not a resident of the United States;
- (b) a partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;
- (c) an estate or trust, the income of which is not subject to United States income tax regardless of source;
- (d) an entity organised principally for passive investment such as a pool, investment company or other similar entity, provided, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons (as defined in CFTC Rule 4.7(a)(2) or (3)) represent in the aggregate less than ten per cent. of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC’s regulations by virtue of its participants being Non-United States persons; or
- (e) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

Litigation and Arbitration

The Company is not engaged in any legal or arbitration proceedings and no legal or arbitration proceedings are known to the Directors to be pending or threatened by or against the Company.

Miscellaneous

- (i) There are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.
- (ii) Save as described in this Prospectus, no Director is interested in any contract or arrangement subsisting at the date hereof which is unusual in its nature and conditions or significant in relation to the business of the Company. Edward Catton is Head of Risk and member of the Investment Adviser, Jonathan Quigley is a senior executive and director of the Administrator and David Hammond is a director and shareholder of Bridge Consulting Limited which provides governance services to the Company. Consequently, each of these Directors may have conflicts of interest and each of these Director will ensure that any such conflicts are restored fairly.
- (iii) At the date of this document, none of the Directors or members of their families had any interests in shares in the Funds.

Neither the Directors nor their spouses nor their infant children nor any connected person have any other interest in the share capital of the Company or any options in respect of such capital. Any Director shareholdings will be declared in the annual accounts of the Company.

- (iv) No share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option.
- (v) Save as disclosed in this Prospectus and under "GENERAL INFORMATION - Incorporation and Share Capital", no share or loan capital of the Company has been issued and no such share or loan capital is proposed to be issued.
- (vi) Save as disclosed in this Prospectus, no commission, discounts, brokerage or other special terms have been granted by the Company in relation to Shares issued or to be issued by the Company, on any issue or sale of Shares. The Investment Adviser may, out of its own funds or out of the initial or management charges, pay commissions on applications received through brokers and other professional agents or grant discounts.
- (vii) The Company does not have, nor has it had since its incorporation, any employees. The Company does not have a place of business in the United Kingdom.
- (viii) A United Kingdom investor who enters into an investment agreement to acquire Shares in a Fund in response to this Prospectus will not have the right to cancel the agreement under any cancellation rules made by the Financial Services Authority in the United Kingdom. The agreement will be binding upon acceptance of the application by the Fund.
- (ix) Most, if not all, of the protections provided by the United Kingdom regulatory structure will not apply. The rights of Shareholders in the Fund may not be protected by the investors' compensation scheme established in the United Kingdom.
- (x) Any investor wishing to make a complaint regarding any aspect of the Company or its operation may do so directly to the Company.

Documents Available for Inspection

Copies of the following documents, which are available for information only and do not form part of this document, may be inspected at the registered office of the Company in Ireland during normal business hours on any Business Day:-

- (a) The Memorandum and Articles of Association of the Company (copies may be obtained free of charge from the Administrator).
- (b) The Act and the UCITS Regulations.
- (c) The material contracts detailed above.
- (d) The latest annual and half yearly reports of the Company (copies of which may be obtained from either the Investment Adviser or the Distributor or the Administrator free of charge).

Copies of the Prospectus and Simplified Prospectus may also be obtained by Shareholders from the Administrator, Distributor or the Investment Adviser.

APPENDIX 1 - RECOGNISED EXCHANGES

The following is a list of regulated stock exchanges and markets in which the assets of each Fund may be invested from time to time and is set out in accordance with the Central Bank's requirements. **With the exception of permitted investments in unlisted securities and open-ended collective investment schemes investment is restricted to these stock exchanges and markets.** The Central Bank does not issue a list of approved stock exchanges or markets.

- (i) without restriction in any stock exchange which is:
- located in any Member State of the European Union; or
 - located in a Member State of the European Economic Area (EEA) (Norway, Iceland and Liechtenstein)
 - located in any of the following countries:-
 - Australia
 - Canada
 - Japan
 - New Zealand
 - Hong Kong
 - Switzerland
 - United States of America
- (ii) without restriction in any of the following:-
- | | |
|-----------------------------|-------------------------------------|
| Argentina | Bolsa de Comercio de Buenos Aires |
| Argentina | Bolsa de Comercio de Cordoba |
| Argentina | Mercado Abierto Electronico S.A. |
| Bahrain | Bahrain Stock Exchange |
| Bangladesh | Dhaka Stock Exchange |
| Botswana | Botswana Stock Exchange |
| Brazil | Bolsa de Valores do Rio de Janeiro |
| Brazil | Bolsa de Valores de Sao Paulo |
| Bulgaria | First Bulgarian Stock Exchange |
| Chile | Bolsa de Comercio de Santiago |
| Chile | Bolsa Electronica de Chile |
| China, Peoples' Republic of | Shanghai Securities Exchange |
| China, Peoples' Republic of | Shenzhen Stock Exchange |
| Colombia | Bolsa de Valores de Colombia |
| Croatia | Zagreb Stock Exchange |
| Egypt | Cairo and Alexandria Stock Exchange |
| Ghana | Ghana Stock Exchange |
| India | Bangalore Stock Exchange |
| India | Calcutta Stock Exchange |
| India | Delhi Stock Exchange |
| India | The Stock Exchange, Mumbai |
| India | National Stock Exchange of India |
| Indonesia | Jakarta Stock Exchange |
| Israel | Tel-Aviv Stock Exchange |
| Jordan | Amman Stock Exchange |
| Kazakhstan (Rep. Of) | Kazakhstan Stock Exchange |
| Kenya | Nairobi Stock Exchange |
| Korea | Korea Stock Exchange |
| Korea | KOSDAQ |
| Lebanon | Bourse de Beyrouth |
| Malaysia | Bursa Malaysia |
| Mauritius | Stock Exchange of Mauritius |
| Mexico | Bolsa Mexicana de Valores |

Morocco	Societe de la Bourse des Valeurs de Casablanca
Namibia	Namibian Stock Exchange
Nigeria	Nigerian Stock Exchange
Oman	Oman Stock Exchange
Pakistan	Islamabad Stock Exchange
Pakistan	Karachi Stock Exchange
Pakistan	Lahore Stock Exchange
Palestine	Palestine Stock Exchange
Peru	Bolsa de Valores de Lima
Philippines	Philippine Stock Exchange
Qatar	Qatar Stock Exchange
Romania	Bucharest Stock Exchange
Russian Federation	Moscow Stock Exchange
Russian Federation	MICEX
Russian Federation	RTS1
Russian Federation	RTS2
Saudi Arabia	Saudi Stock Exchange
Serbia	Belgrade Stock Exchange
Singapore	Singapore Exchange
South Africa	JSE Securities Exchange
Sri Lanka	Colombo Stock Exchange
Taiwan (Republic of China)	Taiwan Stock Exchange Corporation
Taiwan (Republic of China)	Gre Tai Securities Market
Thailand	Stock Exchange of Thailand
Trinidad & Tobago	Trinidad & Tobago Stock Exchange
Tunisia	Bourse des Valeurs Mobilières de Tunis
Turkey	Istanbul Stock Exchange
Ukraine	Ukrainian Stock Exchange
United Arab Emirates	Abu Dhabi Stock Exchange
United Arab Emirates	Dubai International Financial Exchange
Uruguay	Bolsa de Valores de Montevideo
Venezuela	Venezuela Electronic Stock Exchange
Venezuela	Caracas Stock Exchange
Venezuela	Maracaibo Stock Exchange
Vietnam	Ho Chi Minh City Securities Trading Centre
Zambia	Lusaka Stock Exchange
Zimbabwe	Zimbabwe Stock Exchange

(iii) without restriction in any of the following:

the market organised by the International Securities Market Association;

the market conducted by the “listed money market institutions”, as described in the Bank of England publication “The Regulation of the Wholesale Cash and OTC Derivatives Markets in Sterling, Foreign Exchange and Bullion” dated April, 1988 (as amended from time to time);

AIM - the Alternative Investment Market in the United Kingdom, regulated and operated by the London Stock Exchange;

the French Markets for Titres de Créances Négociables (the Over-the-Counter markets in negotiable debt instruments);

the Over-the-Counter market in the United States of America regulated by the National Association of Securities Dealers Inc.;

NASDAQ in the United States of America;

the Over-the-Counter market in Japan regulated by the Securities Dealers Association of

Japan;

the market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York; and

the over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.

- (iv) In addition to those markets listed above on which financial derivative instruments are traded, the following regulated derivatives markets:

All derivatives exchanges on which permitted financial derivative instruments may be listed or traded:

- in a Member State;
- in a Member State in the European Economic Area (the European Union, Norway, Iceland and Liechtenstein);

in Asia, on the

- Bursa Malaysia Derivatives Board
- Hong Kong Exchanges & Clearing;
- Jakarta Futures Exchange;
- Korea Futures Exchange;
- Korea Stock Exchange;
- Kuala Lumpur Options and Financial Futures Exchange;
- National Stock Exchange of India;
- Osaka Mercantile Exchange;
- Osaka Securities Exchange;
- Shanghai Futures Exchange (SHFE);
- Singapore Commodity Exchange;
- Singapore Exchange;
- Stock Exchange of Thailand;
- Taiwan Futures Exchange;
- Taiwan Stock Exchange;
- The Stock Exchange, Mumbai;
- Tokyo International Financial Futures Exchange;
- Tokyo Stock Exchange;

in Australia, on the

- Australian Stock Exchange;
- Sydney Futures Exchange;

in Brazil on the Bolsa de Mercadorias & Futuros (BM&F);

in Israel on the Tel-Aviv Stock Exchange;

in Mexico on the Mexican Derivatives Exchange (MEXDER)

in South Africa on the South African Futures Exchange (Safex);

in Switzerland on Eurex (Zurich)

in the United States of America, on the

- American Stock Exchange;
- Chicago Board of Trade;
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;

- Eurex US;
- International Securities Exchange;
- New York Futures Exchange;
- New York Board of Trade;
- New York Mercantile Exchange;
- Pacific Stock Exchange;
- Philadelphia Stock Exchange;

in Canada on the

- Bourse de Montreal;
- Winnipeg Commodity Exchange (WCE).

- (v) for the purposes only of determining the value of the assets of a Fund, the term “Recognised Exchange” shall be deemed to include, in relation to any futures or options contract, any organised exchange or market on which such futures or options contract is regularly traded.

If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser duly authorised in this regard. Shares are available for subscription on the basis of the information contained in this Supplement and the Prospectus and the documents referred to therein.

LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella investment company with variable capital incorporated with a limited liability under the laws of Ireland, registered number 459084 authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

SUPPLEMENT NO.1

for

LIONTRUST PAN EUROPEAN FUND

This Supplement contains specific information in relation to the Liontrust Pan European Fund the (“Fund”), the first Fund of Liontrust Umbrella Fund plc (the “Company”). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 6 October 2011 and in particular the information contained therein relating to:-

- the Company, its Funds and Shares;
- charges and expenses (including those for investment, administration and custody);
- subscription, redemption and switching of Shares; and
- Taxation, conflicts of interest and risk factors.

Distribution of this Supplement is only authorised if accompanied by the Prospectus of the Company. In addition, distribution of this Supplement and the Prospectus is not authorised in any jurisdiction unless accompanied by the most recent annual and/or, if more recent, semi-annual report of the Company.

Due to the higher than average degree of risk because of its ability to invest in financial derivative instruments for investment purposes which may increase the volatility of the Fund, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Dated 6 October 2011

BASE CURRENCY OF THE FUND

The Base Currency of the Fund is the Euro.

SHARES AVAILABLE FOR SUBSCRIPTION

Shares of the Fund of the Company are currently available for subscription in the following denominations:-

<i>Shares</i>		<i>Currency of Share Denomination</i>
Class A	-	Euro
Class B	-	US Dollar
Class C	-	Sterling

INVESTMENT OBJECTIVE AND POLICY

The Investment Objective of the Fund is to achieve long term capital appreciation and to outperform the net income included variant of the Morgan Stanley Capital International Pan-Euro Index (the "Index"), details of which are set out below.

There can be no guarantee that the Fund will achieve its investment objective.

The Fund will seek to achieve its investment objective by investing in a focused portfolio of quoted equity investments and derivatives of companies incorporated in any pan european country (including the UK, Switzerland, EEA, Eastern Europe and Russia) or in companies which have a significant proportion of their assets or interests in Europe. Investment will not be constrained to a specific industry or country specific focus. Although the Fund will be predominantly invested in European equity securities, it may also invest in listed equities traded on other Recognised Exchanges listed in this Prospectus. A maximum of 10% of the net assets of the Fund may be invested in equities listed or traded on Russian exchanges (i.e. MICEX and RTS). The Investment Adviser will seek to actively manage downside risk through the use of short positions via equity derivatives and index options and futures and from time to time, cash or near cash assets may be held.

The Index is a recognised benchmark of European stock markets. It is a free float-adjusted market capitalisation index calculated in Euro. The MSCI Pan-Euro Index is a subset of the broader MSCI Europe Index, the leading European benchmark used by institutional investors and the net income included variant of the Index is the Index with income reinvested. The MSCI Pan-Euro Index is designed to track the MSCI Europe Index closely and was created to serve as the basis for derivative contracts, exchange traded funds and other index based investment products. The MSCI Pan-Euro Index has a base date of the 31st of December, 1998 and comprises large and liquid securities with the goal of capturing 90 per cent of the capitalisation of the MSCI Europe Index.

Although the focus of the Fund's investment is in equities, it may also be invested in equity-related securities including, without limitation, in preferred stocks, convertibles or bonds. Investment in bonds will be in corporate, government, fixed or floating rate bonds which may be rated or unrated (up to 10% in unrated bonds). In addition the Fund may seek to achieve its investment policy by investment in or with reference to exchange traded funds and other funds in order to gain exposure to equities and through the use of derivatives and other instruments in accordance with the requirements of the Central Bank. Derivative instruments which may be used by the Fund are described in detail in the Prospectus under the heading "THE COMPANY - Derivative Instruments and Techniques." The Fund may use derivatives for efficient portfolio management, hedging or for investment/speculative purposes.

With the exception of permitted investments in unlisted securities or in units of open ended collective investment schemes, investment by the Fund is restricted to the Recognised Exchanges listed from time to time under "RECOGNISED EXCHANGES" in the Prospectus.

The Fund may also invest in other Funds of the Company provided that such other Funds do not themselves hold Shares in Funds of the Company. The Investment Adviser may not charge an annual investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other Funds of the Company. The Investment Adviser has also voluntarily agreed to waive any investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other collective investment schemes managed by the same management company or by an associated or related company.

It is the policy of the Directors that the Fund will be predominantly fully invested although the Investment Adviser is permitted the flexibility to increase the percentage of the portfolio of the Fund held in cash and/or money market investments for ancillary liquid asset purposes and non-government and government debt securities ("liquid assets") where this is considered to be in the best interests of Shareholders of the Fund - for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

Potential investors in the Fund are also referred to the general policies applicable to each Fund of the Company which appear under "THE COMPANY - Investment Objectives and Policies" in the Prospectus.

INVESTMENT AND BORROWING POWERS AND RESTRICTIONS

The investment and borrowing powers and restrictions to which the Fund is subject are described under "THE COMPANY - Investment Powers and Restrictions" and the following sections on Restrictions on Borrowing, Lending and Dealing, Financial Derivative Instruments and Techniques for Efficient Portfolio Management, Changes to Investment and Borrowing Restrictions and Non-Member State Companies in the Prospectus. However, while the Company is generally authorised to invest in other open-ended collective investment schemes, as described in the section of the Prospectus referred to above, the Fund itself will not invest more than 10% of its Net Asset Value in such schemes.

The use of financial derivative instruments and of repurchase and stock lending agreements is permitted for the Fund subject to the conditions and limits set out under "THE COMPANY - Investment Objectives and Policies", in the Prospectus. These conditions include, for example, a requirement to ensure that any short positions are covered by holding the underlying security or an equivalent amount of cash, and the position exposure to underlying assets of derivative instruments (other than index based derivatives) (whether used for hedging and/or for investment purposes), when combined with positions resulting from direct investments, will not exceed the investment limits to which the Company is subject. Although the use of derivatives (whether for hedging and/or for investment purposes) may give rise to an additional leveraged exposure, the global exposure of the Fund to derivatives will not exceed 100% of its Net Asset Value.

The Base Currency of account of the Fund is Euro. The net asset value per Share will be calculated in the currency of the relevant Share Class.

Although the Base Currency of the Fund is Euro, the Investment Adviser anticipates holding securities denominated in currencies other than Euros and reserves the right to enter into foreign exchange and/or derivative or other transactions selectively with the aim of enhancing, hedging or maintaining the value of the Fund in absolute terms.

The Fund may utilise derivatives such as forwards, futures, options and other derivatives to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be undertaken and, if undertaken, will be effective or beneficial.

INVESTMENT ADVISORY FEES

The Investment Adviser is entitled to receive a monthly Investment Advisory Fee in respect of the Shares of the Fund calculated as set out under "CHARGES AND EXPENSES - Investment Advisory Charges" in the Prospectus.

The specified annual Investment Advisory Fee percentage in respect of the Fund attributable to each

Class is 1.75 per annum.

Performance Fee:

In addition, the Investment Adviser is entitled to receive in respect of the Shares of each currency class of the Fund a performance related investment management fee (the "Performance Fee") payable quarterly in arrears in respect of each Performance Period if certain performance objectives are achieved in respect of such Shares. The Performance Periods of the Fund comprise successive quarterly periods ending on the last Business Day in each calendar quarter. The First Performance Period of the Euro Shares (A class), the US Dollar Shares (B class) and the Sterling Shares (C class) commences on the first Dealing Day of such Shares (and the Initial Offer Price will be the starting price of such calculations) and ends on the last Business Day of the calendar quarter in which such Dealing Day occurred. The last Performance Period of each Share class of the Fund will end on the earlier of the date of termination of the Investment Advisory and Marketing Agreement and the date of termination of the Fund.

For each currency class of Shares, a Performance Fee will be payable in respect of a Performance Period if the Performance per Share of such currency class of the Fund exceeds the Index Performance for such currency class, such outperformance, expressed as a percentage, being the Percentage Outperformance per Share of such currency class.

The Performance Fee payable in respect of each Share of a currency class is an amount equivalent to the relevant Net Asset Value per Share of the currency class on the last Business Day of the relevant Performance Period multiplied by the Percentage Outperformance per Share of the relevant currency class multiplied by 20 per cent. The total Performance Fee payable in respect of each Performance Period will be an amount in Euro (or such other currency or currencies as the Investment Adviser may agree) equal to the sum of:-

- (a) the Performance Fee per Euro Share as calculated above multiplied by the weighted average number of Euro Shares in issue during the relevant Performance Period; and
- (b) the Performance Fee per US Dollar Share as calculated above multiplied by the weighted average number of US Dollar Shares in issue during the relevant Performance Period; and
- (c) the Performance Fee per Sterling Share as calculated above multiplied by the weighted average number of Sterling Shares in issue during the relevant Performance Period; and

"The Performance per Share" of a currency class in respect of a Performance Period is the difference, expressed as a percentage, between the Net Asset Value per Share of such currency class on the last Business Day of the preceding Performance Period, which reflects the charging of a Performance Fee, if any, in respect of such preceding period, and the Net Asset Value per Share of such currency class on the last Business Day of the relevant Performance Period calculated in the currency in which such currency class of Share is denominated.

"Index Performance" in respect of a Performance Period is, for each currency class, the difference between the level of the Morgan Stanley Capital International Pan-Euro Index ("the Index") on the last Business Day of the preceding Performance Period and on the last Business Day of the relevant Performance Period, in each case rebased to reflect movements between the value of the US Dollar against the currency of the relevant class, where applicable, and expressed as a percentage.

If the Performance per Share of a currency class for a Performance Period is less than Index Performance for such currency class for the relevant Performance Period, such underperformance, expressed as a percentage, will be carried forward. No Performance Fee will be payable with respect to a currency class in any Performance Period unless Performance per Share of such currency class measured against Index Performance for such currency class has recovered any accumulated percentage underperformance for previous periods. In the Performance Period in which any accumulated percentage underperformance is recovered, only that part of the Percentage Outperformance for such period as exceeds the accumulated percentage underperformance carried forward for such currency class ("Net Percentage Outperformance") is taken into account for the purposes of calculating the Performance Fee payable for this period.

In any such Performance Period, the Performance Fee payable in respect of each Share of the relevant currency class is an amount equivalent to the Net Asset Value per Share of such currency class on the last Business Day of the relevant Performance Period multiplied by Net Percentage Outperformance for such currency class multiplied by 20 per cent. The total Performance Fee with respect to such currency class payable in respect of each Performance Period will be an amount equal to the Performance Fee per Share of such currency class as calculated above multiplied by the weighted average number of Shares of such currency class in issue during the relevant Performance Period.

The Net Asset Value per Share of a currency class on the last day of a Performance Period taken into account in calculating the Performance Fee payable for the period is calculated without making a deduction on account of Performance Fees for such currency class accrued in the relevant Performance Period and after adding back any net income distributed to Shareholders in respect of the period.

A Performance Fee will only be payable in respect of a Share of a currency class with regard to a Performance Period to the extent that the Net Asset Value per Share of each currency class for the Fund on the last Business Day of the relevant Performance Period, after taking account of the Performance Fee payable in respect of such Performance Period, is higher than:-

- (i) in respect of the first Performance Period in which a Performance Fee is payable €10.00 per Share with respect to Euro Shares, US\$10.00 per Share with respect to US Dollar Shares, and £10.00 with respect to Sterling Shares and
- (ii) in respect of subsequent Performance Periods, the highest Net Asset Value per Euro Share (with respect to Euro Shares), the highest Net Asset Value per US Dollar Share (with respect to US Dollar Shares and the highest Net Asset Value per Sterling Share (with respect to Sterling Shares), in each case on the last Business Day of the preceding Performance Period in respect of which a Performance Fee has been paid and which reflects the payment of a Performance Fee in respect of that period.

If in paying a Performance Fee the Net Asset Value per Share, after taking into account the Performance Fee due brings the Net Asset Value per Share below either (i) or (ii) above, the Investment Adviser is entitled to receive a payment of a Performance Fee that will bring the Net Asset Value per Share to the higher of either (i) or (ii) above.

To the extent that no Performance Fee is payable to the Investment Adviser in respect of any Percentage Outperformance in a Performance Period, such unremunerated Percentage Outperformance will be carried forward and recouped only when the Net Asset Value per Share of the relevant class is at its highest including prior periods of outperformance.

The Performance Fee will accrue and be taken into account in the calculation of the Net Asset Value per Share of each currency class on each Dealing Day. In the event that the Fund suffers a redemption of Shares on a Dealing Day within a Performance Period, the Investment Adviser shall be entitled to receive the Performance Fee per Share accrued in respect of such redemption. Any such entitlement to Performance Fees in respect of redemptions of Shares will not be repayable although such entitlement will be taken into account in calculating the Performance Fee entitlement, if any, in respect of the Performance Period as a whole.

The Custodian shall verify the calculation of the Performance Fee.

The Investment Advisory Fee and the Performance Fee are exclusive of value added tax (if any).

Performance Fees are payable on realised and unrealised capital gains taking into account realised and unrealised losses. Consequently, Performance Fees may be paid on unrealised gains which may subsequently never be realised.

OTHER CHARGES AND EXPENSES

Details of other charges and expenses relating to Fund and the Company appear under “CHARGES AND EXPENSES” in the Prospectus.

SUBSCRIPTION FOR SHARES

Subscription Dealing Days and Valuation Points

Shares of the Fund are available for purchase on each subscription Dealing Day. The Dealing Days for the Fund shall be each Business Day. The subscription price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) plus any initial charge payable to the Investment Adviser.

The Valuation Point in respect of each subscription Dealing Day is currently 12.00 midnight in Dublin following the Dealing Deadline (as defined below) on the relevant Dealing Day. The last traded price in each relevant market will be used.

Minimum Investment Levels for Subscriptions

Application Forms, duly completed, must be received no later than 1.00 p.m. (Dublin time) on the relevant Dealing Day (the “Dealing Deadline”) or such other day and/or time as the Directors shall from time to time determine generally or in respect of specific applications provided that Application Forms received after a Valuation Point will be processed on the following Dealing Day. Settlement should be made in accordance with the Prospectus and the instructions in the Application Form.

The minimum initial and additional investment in Shares of the Fund (net of initial charges) is as follows:-

<i>Class of Shares</i>	<i>Minimum Investments</i>	
	<i>Initial</i>	<i>Additional</i>
Class A	€35,000	€5,000
Class B	US\$35,000	US\$5,000
Class C	£25,000	£5,000

Subscription Charges

An initial charge of up to 5 per cent. of the Net Asset Value per Share is payable in respect of subscriptions for Shares of the Fund.

The initial charge may be waived in whole or in part by the Investment Adviser. The Investment Adviser may, in its sole discretion, (i) pay commission to financial intermediaries including but not limited to the Distributor, sub-distributors, intermediaries and introducing agents who refer prospective investors out of the initial charge and the Investment Advisory Fee and/or (ii) waive the initial charge for certain prospective investors based on factors deemed appropriate by the Investment Adviser including, but not limited to, the amount of the proposed investment by a prospective investor.

REDEMPTION OF SHARES

Redemption Dealing Days and Valuation Points

Shares of each class of the Fund may be redeemed on each redemption Dealing Day. The redemption price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to

under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) less any redemption charge. A redemption Dealing Day in respect of each class of Shares of the Fund is every Business Day.

The Valuation Point in respect of each Dealing Day is currently 12.00 midnight (Dublin time on the relevant Dealing Day) on the redemption Dealing Day.

Redemption forms, duly completed must be received no later than 1.00 p.m. (Dublin time) on the relevant redemption Dealing Day or such other day and/or time as the Directors shall from time to time determine generally or in respect of specific applications provided that redemption forms received following a Valuation Point will be processed on the next Dealing Day. Settlement of the redemption proceeds will be made in accordance with the procedures set out under “SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING - Redemptions” in the Prospectus.

Minimum Redemptions and Holdings

The minimum redemption amount and minimum residual holding for Shares of the Liontrust Europe Fund (net of redemption charges) is as follows:-

Share Class	Minimum Redemptions and Holdings	
	<i>Redemption Amount</i>	<i>Residual Holding</i>
Class A	€5,000	€35,000
Class B	US\$5,000	US\$35,000
Class C	£5,000	£25,000

SWITCHING

Shares of the Fund may be switched into Shares of other Funds in the Company on each Dealing Day on which Shares of both classes are available for subscription. The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds. Details of any such switching fees will be disclosed in the relevant Supplements of the Funds concerned. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by Shareholders or their authorised agents to treat as a separate redemption and subscription.

SHARE PRICES

The most up-to-date Net Asset Value per Share of the Fund (Sterling, Euro and US Dollar denominated) is published following calculation on the following internet website: www.liontrust.co.uk and shall be kept up to date and may also be published in the Financial Times. In addition, the most up-to-date Net Asset Value per Share of the Fund may be obtained from the Administrator during normal business hours.

DIVIDEND AND REINVESTMENT POLICY

Investors are referred to “DIVIDEND AND REINVESTMENT POLICY” in the Prospectus for further details on the dividend and reinvestment policy of the Fund.

Classes A, B and C are Reporting Classes.

COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS

The attention of prospective investors is drawn to “COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS” in the Prospectus.

RISK FACTORS

Potential investors should note that the investments of the Fund are subject to market fluctuations and other risks inherent in investing in securities in European markets and there can be no assurance that any appreciation in value will occur. Changes in exchange rates between currencies may also cause the value of the investments to diminish or increase. An investor who realises Shares of the Fund after a short period may, in addition, not realise the amount originally invested in view of any initial charge made on the issue of Shares of the Fund.

The difference at any one time between the Net Asset Value of shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term.

The value of investments and the income from them, and therefore the value of, and income from, the Shares of the Fund can go down as well as up and an investor may not get back the amount he invests.

Prospective investors should in addition take into account the Risk Factors referred to under "RISK FACTORS" in the Prospectus when considering whether to invest in Shares of the Fund.

If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser duly authorised in this regard. Shares are available for subscription on the basis of the information contained in this Supplement and the Prospectus and the documents referred to therein.

LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella investment company with variable capital incorporated with a limited liability under the laws of Ireland, registered number 459084 authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

SUPPLEMENT NO.2

for

LIONTRUST ASIA FUND

This Supplement contains specific information in relation to the Liontrust Asia Fund (the “Fund”), the second Fund of Liontrust Umbrella Fund plc (the “Company”). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 6 October 2011 and in particular the information contained therein relating to:-

- the Company, its Funds and Shares;
- charges and expenses (including those for investment, administration and custody);
- subscription, redemption and switching of Shares;
- Taxation, conflicts of interest and risk factors.

Distribution of this Supplement is only authorised if accompanied by the Prospectus of the Company. In addition, distribution of this Supplement and the Prospectus is not authorised in any jurisdiction unless accompanied by the most recent annual and/or, if more recent, semi-annual report of the Company.

Due to the higher than average degree of risk because of its ability to invest in financial derivative instruments for investment purposes which may increase the volatility of the Fund, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Dated 6 October 2011

BASE CURRENCY OF FUND

The Base Currency of the Liontrust Asia Fund is US Dollars.

SHARES AVAILABLE FOR SUBSCRIPTION

Shares of the Liontrust Asia Fund of the Company are currently available for subscription in the following denominations:-

<i>Shares</i>		<i>Currency of Share Denomination</i>
Class A	-	Euro
Class B	-	US Dollar
Class C	-	Sterling

INVESTMENT OBJECTIVE AND POLICY

The Investment Objective of the Fund is to achieve long term capital appreciation through investment in Asian markets.

There can be no guarantee that the Fund will achieve its investment objective.

The Fund will seek to achieve its investment objective by investing in equities and equity-related securities (described below) including derivatives, of companies listed in Asia, excluding Japan, with the potential to invest in the Middle East and Australasia. Investment will not be constrained to a specific industry or country focus.

The Investment Adviser may also make investments in securities (which may include non-Asian securities) listed or traded in other countries and regions on Recognised Exchanges worldwide if it considers that this constitutes the best opportunity to access the benefits of investment themes that are consistent with investment in the focus markets. The Fund will actively manage downside risk through the use of short positions via equity derivatives and index options and futures and from time to time, cash and near cash assets may be held.

The Fund also seeks to outperform the net income included variant of the MSCI All Country Asia ex-Japan Index (the "Index"). The Index is a free-float adjusted market capitalisation weighted index that is designed to measure the equity market performance of Asian markets, excluding Japan. The Index currently consists of the following 11 developed and emerging markets countries: China, Hong Kong, India, Indonesia, Korea, Malaysia, Pakistan, Philippines, Singapore, Taiwan and Thailand.

Although the focus of the Fund's investment is in equities, it may also invest in equity-related securities including, without limitation, in preferred stocks, convertibles or bonds. Investment in bonds will be in corporate and government fixed or floating rate instruments which may be rated or unrated (up to 10% in unrated bonds). In addition the Fund may seek to achieve its investment policy by investment in or with reference to exchange traded funds and other funds to gain exposure to equities and through the use of derivatives and other instruments in accordance with the requirements of the Central Bank. Derivative instruments which may be used by the Fund are described in detail in the Prospectus under the heading "THE COMPANY - Derivative Instruments and Techniques." The Fund may use derivatives for efficient portfolio management, hedging or for investment/speculative purposes.

With the exception of permitted investments in unlisted securities or in units of open ended collective investment schemes, investment by the Fund is restricted to the Recognised Exchanges listed from time to time under "RECOGNISED EXCHANGES" in the Prospectus.

The Fund may also invest in other Funds of the Company provided that such other Fund do not themselves hold Shares in Funds of the Company. The Investment Adviser may not charge an annual investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other Funds of the Company. The Investment Adviser has also voluntarily agreed to waive any investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other collective investment schemes managed by the same management company or by an associated or related company.

It is the policy of the Directors that the Fund will be predominantly fully invested although the Investment Adviser is permitted the flexibility to increase the percentage of the portfolio of the Fund held in cash and/or money market investments for ancillary liquid asset purposes and non-government and government debt securities ("liquid assets") where this is considered to be in the best interests of Shareholders of the Fund - for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

Potential investors in the Fund are also referred to the general policies applicable to each Fund of the Company which appear under "THE COMPANY - Investment Objectives and Policies" in the Prospectus.

INVESTMENT AND BORROWING POWERS AND RESTRICTIONS

The investment and borrowing powers and restrictions to which the Liontrust Asia Fund is subject are described under "THE COMPANY - Investment Powers and Restrictions" and the following sections on Restrictions on Borrowing, Lending and Dealing, Financial Derivative Instruments and Techniques for Efficient Portfolio Management, Changes to Investment and Borrowing Restrictions and Non-Member State Companies in the Prospectus. However, while the Company is generally authorised to invest in other open-ended collective investment schemes, as described in the section of the Prospectus referred to above, the Fund itself will not invest more than 10% of its Net Asset Value in such schemes.

The use of financial derivative instruments and of repurchase and stock lending agreements is permitted for the Fund subject to the conditions and limits set out under "THE COMPANY - Investment Objectives and Policies", in the Prospectus. These conditions include, for example, a requirement to ensure that any short positions are covered by holding the underlying security or an equivalent amount of cash, and the position exposure to underlying assets of derivative instruments (other than index based derivatives) (whether for hedging or for investment purposes), when combined with positions resulting from direct investments, will not exceed the investment limits to which the Company is subject. Although the use of derivatives (whether for hedging or for investment purposes) may give rise to an additional leveraged exposure, the global exposure of the Fund to derivatives will not exceed 100% of its Net Asset Value.

The Base Currency of account of the Fund is US Dollar. The net asset value per Share will be calculated in the currency of the relevant Share Class.

Although the base currency of the Fund is US Dollars, the Investment Adviser anticipates holding securities denominated in currencies other than US Dollars and reserves the right to enter into foreign exchange and/or derivative or other transactions selectively with the aim of enhancing, hedging or maintaining the value of the Fund in absolute terms.

The Fund may utilise derivatives such as forwards, futures, options and other derivatives to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be undertaken and, if undertaken, will be effective or beneficial.

INVESTMENT ADVISORY FEES

The Investment Adviser is entitled to receive a monthly Investment Advisory Fee in respect of the Shares of the Fund calculated as set out under "CHARGES AND EXPENSES - Investment Advisory Charges" in the Prospectus.

The specified annual Investment Advisory Fee percentage in respect of the Fund attributable to each

Class is 1.75% per annum.

Performance Fee:

In addition, the Investment Adviser is entitled to receive in respect of the Shares of each currency class of the Fund a performance related investment management fee (the "Performance Fee") payable quarterly in arrears in respect of each Performance Period if certain performance objectives are achieved in respect of such Shares. The Performance Periods of the Fund comprise successive quarterly periods ending on the last Business Day in each calendar quarter. The First Performance Period of the Euro Shares (A class), the US Dollar Shares (B class) and the Sterling Shares (C class) commences on the first Dealing Day of such Shares (and the Initial Offer Price will be the starting price for the calculation) and ends on the last Business Day of the calendar quarter in which such Dealing Day occurred. The last Performance Period of each Share class of the Fund will end on the earlier of the date of termination of the Investment Advisory and Marketing Agreement and the date of termination of the Fund.

For each currency class of Shares, a Performance Fee will be payable in respect of a Performance Period if the Performance per Share of such currency class of the Fund exceeds the Index Performance for such currency class, such Outperformance, expressed as a percentage, being the Percentage Outperformance per Share of such currency class.

The Performance Fee payable in respect of each Share of a currency class is an amount equivalent to the relevant Net Asset Value per Share of the currency class on the last Business Day of the relevant Performance Period multiplied by the Percentage Outperformance per Share of the relevant currency class multiplied by 20 per cent. The total Performance Fee payable in respect of each Performance Period will be an amount in US Dollars (or such other currency or currencies as the Investment Adviser may agree) equal to the sum of:-

- (a) the Performance Fee per Euro Share as calculated above multiplied by the weighted average number of Euro Shares in issue during the relevant Performance Period; and
- (b) the Performance Fee per US Dollar Share as calculated above multiplied by the weighted average number of US Dollar Shares in issue during the relevant Performance Period; and
- (c) the Performance Fee per Sterling Share as calculated above multiplied by the weighted average number of Sterling Shares in issue during the relevant Performance Period.

"The Performance per Share" of a currency class in respect of a Performance Period is the difference, expressed as a percentage, between the Net Asset Value per Share of such currency class on the last Business Day of the preceding Performance Period, which reflects the charging of a Performance Fee, if any, in respect of such preceding period, and the Net Asset Value per Share of such currency class on the last Business Day of the relevant Performance Period calculated in the currency in which such currency class of Share is denominated.

"Index Performance" in respect of a Performance Period is, for each currency class, the difference between the level of the Morgan Stanley Capital International All Country Asia ex Japan Index ("the Index") on the last Business Day of the preceding Performance Period and on the last Business Day of the relevant Performance Period, in each case rebased to reflect movements between the value of the US Dollar against the currency of the relevant class, where applicable, and expressed as a percentage.

If the Performance per Share of a currency class for a Performance Period is less than Index Performance for such currency class for the relevant Performance Period, such underperformance, expressed as a percentage, will be carried forward. No Performance Fee will be payable with respect to a currency class in any Performance Period unless Performance per Share of such currency class measured against Index Performance for such currency class has recovered any accumulated percentage underperformance for previous periods. In the Performance Period in which any accumulated percentage underperformance is recovered, only that part of the Percentage Outperformance for such period as exceeds the accumulated percentage underperformance carried

forward for such currency class (“Net Percentage Outperformance”) is taken into account for the purposes of calculating the Performance Fee payable for this period.

In any such Performance Period, the Performance Fee payable in respect of each Share of the relevant currency class is an amount equivalent to the Net Asset Value per Share of such currency class on the last Business Day of the relevant Performance Period multiplied by Net Percentage Outperformance for such currency class multiplied by 20 per cent. The total Performance Fee with respect to such currency class payable in respect of each Performance Period will be an amount equal to the Performance Fee per Share of such currency class as calculated above multiplied by the weighted average number of Shares of such currency class in issue during the relevant Performance Period.

The Net Asset Value per Share of a currency class on the last day of a Performance Period taken into account in calculating the Performance Fee payable for the period is calculated without making a deduction on account of Performance Fees for such currency class accrued in the relevant Performance Period and after adding back any net income distributed to Shareholders in respect of the period.

A Performance Fee will only be payable in respect of a Share of a currency class with regard to a Performance Period to the extent that the Net Asset Value per Share of each currency class for the Fund on the last Business Day of the relevant Performance Period, after taking account of the Performance Fee payable in respect of such Performance Period, is higher than:-

- (i) in respect of the first Performance Period in which a Performance Fee is payable €10.00 per Share with respect to Euro Shares, US\$10.00 per Share with respect to US Dollar Shares and £10.00 with respect to Sterling Shares; and
- (ii) in respect of subsequent Performance Periods, the highest Net Asset Value per Euro Share (with respect to Euro Shares), the highest Net Asset Value per US Dollar Share (with respect to US Dollar Shares) and the highest Net Asset Value per Sterling Share (with respect to Sterling Shares), in each case on the last Business Day of the preceding Performance Period in respect of which a Performance Fee has been paid and which reflects the payment of a Performance Fee in respect of that period.

If in paying a Performance Fee the Net Asset Value per Share, after taking into account the Performance Fee due brings the Net Asset Value per Share below either (i) or (ii) above, the Investment Adviser is entitled to receive a payment of a Performance Fee that will bring the Net Asset Value per Share to the higher of either (i) or (ii) above.

To the extent that no Performance Fee is payable to the Investment Adviser in respect of any Percentage Outperformance in a Performance Period, such unremunerated Percentage Outperformance will be carried forward and recouped only when the Net Asset Value per Share of the relevant class is at its highest including prior periods of outperformance.

The Performance Fee will accrue and be taken into account in the calculation of the Net Asset Value per Share of each currency class on each Dealing Day. In the event that the Fund suffers a redemption of Shares on a Dealing Day within a Performance Period, the Investment Adviser shall be entitled to receive the Performance Fee per Share accrued in respect of such redemption. Any such entitlement to Performance Fees in respect of redemptions of Shares will not be repayable although such entitlement will be taken into account in calculating the Performance Fee entitlement, if any, in respect of the Performance Period as a whole.

The Custodian shall verify the calculation of the Performance Fee.

The Investment Advisory Fee and the Performance Fee are exclusive of value added tax (if any).

Performance Fees are payable on realised and unrealised capital gains taking into account realised and unrealised losses. Consequently, Performance Fees may be paid on unrealised gains which may subsequently never be realised.

OTHER CHARGES AND EXPENSES

Details of other charges and expenses relating to Fund and the Company appear under “CHARGES AND EXPENSES” in the Prospectus.

SUBSCRIPTION FOR SHARES

Subscription Dealing Days and Valuation Points

Shares of the Fund are available for purchase on each subscription Dealing Day. The Dealing Days for the Fund shall be each Business Day. The subscription price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) plus any initial charge payable to the Investment Adviser.

The Valuation Point in respect of each subscription Dealing Day is currently 12.00 noon in Dublin on the subscription Dealing Day.

Minimum Investment Levels for Subscriptions

Application Forms, duly completed, must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the Dealing Day (the “Dealing Deadline”) or such other day and/or time as the Directors shall from time to time determine generally or in respect of specific applications provided that Application Forms received after a Valuation Point will be processed on the following Dealing Day. Settlement should be made in accordance with the Prospectus and the instructions in the Application Form.

The minimum initial and additional investment in Shares of the Fund (net of initial charges) is as follows:-

<i>Share Class</i>	<i>Minimum Investments</i>	
	<i>Initial</i>	<i>Additional</i>
Class A	€35,000	€5,000
Class B	US\$35,000	US\$5,000
Class C	£25,000	£5,000

Subscription Charges

An initial charge of up to 5 per cent. of the Net Asset Value per Share is payable in respect of subscriptions for Shares of the Fund.

The initial charge may be waived in whole or in part by the Investment Adviser. The Investment Adviser may, in its sole discretion, (i) pay commission to financial intermediaries including but not limited to the Distributor, sub-distributors, intermediaries and introducing agents who refer prospective investors out of the initial charge and the Investment Advisory Fee and/or (ii) waive the initial charge for certain prospective investors based on factors deemed appropriate by the Investment Adviser including, but not limited to, the amount of the proposed investment by a prospective investor.

REDEMPTION OF SHARES

Redemption Dealing Days and Valuation Points

Shares of the Fund class may be redeemed on each redemption Dealing Day. The redemption price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Value Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net

Asset Value and Subscription and Redemption Proceeds” in the Prospectus) less any redemption charge. The redemption Dealing Days in respect of each class of Shares of the Fund is each Business Day.

The Valuation Point in respect of each Dealing Day is currently 12.00 noon in Dublin on the redemption Dealing Day.

Redemption forms, duly completed must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the relevant redemption Dealing Day or such other day and/or time as the Directors shall from time to time determine generally or in respect of specific applications provided that redemption forms received following a Valuation Point will be processed on the next Dealing Day. Settlement of the redemption proceeds will be made in accordance with the procedures set out under “SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING - Redemptions” in the Prospectus.

Minimum Redemptions and Holdings

The minimum redemption amount and minimum residual holding for Shares of the Fund (net of redemption charges) is as follows:-

Share Class	Minimum Redemptions and Holdings	
	<i>Redemption Amount</i>	<i>Residual Holding</i>
Class A	€5,000	€35,000
Class B	US\$5,000	US\$35,000
Class C	£5,000	£25,000

SWITCHING

Shares of the Fund may be switched into Shares of other Funds in the Company on each Dealing Day on which Shares of both classes are available for subscription. The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds. Details of any such switching fees will be disclosed in the relevant Supplements of the Funds concerned. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by Shareholders or their authorised agents to treat as a separate redemption and subscription.

SHARE PRICES

The most up-to-date Net Asset Value per Share of the Fund (Sterling, Euro and US Dollar denominated) is published following calculation on the following internet website: www.liontrust.co.uk. In addition, the most up-to-date Net Asset Value per Share of the Fund (Sterling and Euro denominated) may be obtained from the Administrator during normal business hours and may also be published in the Financial Times or journal as the Directors in their sole discretion may determine.

DIVIDEND AND REINVESTMENT POLICY

Investors are referred to “DIVIDENDS AND REINVESTMENT POLICY” in the Prospectus for further details on the dividend and reinvestment policy of the Fund.

Classes A, B and C are Reporting Classes.

COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS

The attention of prospective investors is drawn to “COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS” in the Prospectus.

RISK FACTORS

Potential investors should note that the investments of the Fund are subject to market fluctuations and other risks inherent in investing in securities in Asia Pacific and Middle Eastern markets and there can be no assurance that any appreciation in value will occur. Changes in exchange rates between currencies may also cause the value of the investments to diminish or increase. An investor who realises Shares of the Fund after a short period may, in addition, not realise the amount originally invested in view of any initial charge made on the issue of Shares of the Fund.

The difference at any one time between the Net Asset Value of shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term.

Prospective investors should in addition take into account the Risk Factors referred to under “RISK FACTORS” in the Prospectus when considering whether to invest in Shares of the Fund.

The value of investments and the income from them, and therefore the value of, and income from, the Shares of the Fund can go down as well as up and an investor may not get back the amount he invests.

If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser duly authorised in this regard. Shares are available for subscription on the basis of the information contained in this Supplement and the Prospectus and the documents referred to therein.

LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella investment company with variable capital incorporated with a limited liability under the laws of Ireland, registered number 459084 authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

SUPPLEMENT NO.3

for

LIONTRUST EMERGING MARKETS ABSOLUTE RETURN FUND

This Supplement contains specific information in relation to the Liontrust Emerging Markets Absolute Return Fund (the "Fund"), the third Fund of Liontrust Umbrella Fund plc (the "Company"). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 6 October 2011 and in particular the information contained therein relating to:-

- the Company, its Funds and Shares;
- charges and expenses (including those for investment, administration and custody);
- subscription, redemption and switching of Shares; and
- Taxation, conflicts of interest and risk factors.

Distribution of this Supplement is only authorised if accompanied by the Prospectus of the Company. In addition, distribution of this Supplement and the Prospectus is not authorised in any jurisdiction unless accompanied by the most recent annual and/or, if more recent, semi-annual report of the Company.

Due to the higher than average degree of risk because of its emerging markets focus and its ability to invest in financial derivative instruments for investment purposes which may increase the volatility of the Fund, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investment in the Fund is not in the nature of a deposit in a bank account, is subject to the risk that the principal invested in the Sub-Fund is capable of fluctuation and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account.

Dated 6 October 2011

BASE CURRENCY OF FUND

The Base Currency of the Fund is US Dollars.

SHARES AVAILABLE FOR SUBSCRIPTION

Shares of the Fund are currently available for subscription in the following denominations:-

<i>Shares</i>		<i>Currency of Share Denomination</i>
Class A	-	Euro
Class B	-	US Dollar
Class C	-	Sterling
Class D	-	Norwegian Krone
Class E	-	Swedish Krona

INVESTMENT OBJECTIVE AND POLICY

The Investment Objective of the Fund is to achieve capital appreciation through investment in Emerging Markets as defined below. The Fund will seek to maintain investors' capital by managing the level of exposure to the asset class as a whole and by actively managing downside risk (i.e. the risk of a decline in the value of the Fund's investments). Historically, Emerging Market equities have been a highly volatile and cyclical asset class. By participating in the continued convergence of Emerging Markets towards the developed world, while seeking to maintain investors' capital during periods of capital markets stress and periodic crises, the Fund aims to provide significant capital appreciation over time.

There can be no guarantee that the Fund will achieve its investment objective.

The Fund will seek to achieve its investment objective by investing in equities and equity-related securities (described below) including derivatives, of companies listed in Emerging Markets, including (but not limited to) Asia, Latin America, Central Europe, Russia, the Middle East, Turkey and Africa. Investment will not be constrained to a specific industry or country focus. Up to 10% of the net assets in the Fund may be invested in equities listed or traded on Russian exchanges (i.e. MICEX and RTS).

The Investment Adviser may also make investments in securities listed or traded in other countries and regions outside Emerging Markets on Recognised Exchanges worldwide. In addition, investments may be made in equity securities of companies which have a significant proportion of their economic interest or activity in Emerging Markets and which are listed or traded on Recognised Exchanges outside Emerging Markets. The Fund will actively manage downside risk through the use of short positions via equity derivatives and index options and futures and from time to time, a substantial portion of the Fund's assets may be invested in cash and near cash assets. Derivative instruments which the Fund may use include contracts for difference, swaps, futures, forwards and options, which may be used for efficient portfolio management, hedging or for investment/speculative purposes. The underlying exposure to the derivatives will be to equities, collective investment schemes, Money Market Instruments and foreign exchange rates and currencies, as appropriate. A description of these instruments and the commercial purpose for which they may be used are set out in the Prospectus under the heading "Investment Objectives" - "Further Detail on the use of Financial Derivative Instruments". The use of derivatives may increase volatility, although the intention is that volatility should not be markedly different from the Sub-Fund directly holding the underlying investments. The Fund may be leveraged through the use of derivatives provided that the leverage of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value.

The Fund seeks to provide investors with absolute returns, meaning that it is not managed relative to an index.

Although the focus of the Fund's investment is in equities, it may also invest in securities with an Emerging Market focus including, without limitation, in preferred stocks, convertibles or bonds. Investment in bonds will be in corporate and government fixed or floating rate instruments which may be rated or unrated (up to 10% in unrated bonds). In addition the Fund may seek to achieve its investment policy by investment in or with reference to exchange traded funds and other funds to gain exposure to equities and through the use of derivatives as described above in accordance with the requirements of the Central Bank.

With the exception of permitted investments in unlisted securities or in units of open ended collective investment schemes, investment by the Fund is restricted to the Recognised Exchanges listed from time to time under "RECOGNISED EXCHANGES" in the Prospectus.

The Fund may also invest in other Funds of the Company provided that such other Funds do not themselves hold Shares in Funds of the Company. The Investment Adviser may not charge an annual investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other Funds within the Company. The Investment Adviser has also voluntarily agreed to waive any investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other collective investment schemes managed by the same management company or by an associated or related company.

It is the policy of the Directors that the Fund will be predominantly fully invested although the Investment Adviser is permitted the flexibility to increase the percentage of the portfolio of the Fund held in cash and/or Money Market Instruments for ancillary liquid asset purposes and non-government and government debt securities ("liquid assets") up to 100% of Net Asset Value if appropriate, where this is considered to be in the best interests of Shareholders of the Fund - for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

Potential investors in the Fund are also referred to the general policies applicable to each Fund of the Company which appear under "THE COMPANY - Investment Objectives and Policies" in the Prospectus.

Investment Strategy

The Investment Adviser will use proprietary company models to forecast earnings and project valuation ratios for companies within the Emerging Markets universe. Earnings forecasts and projections will be updated regularly through meetings with company management teams, information from brokers, changes in commodity prices, currencies and other macro economic variables. The Investment Adviser will use a number of models to compare valuations of companies across countries and sectors to identify opportunities where mispricing exists. Depending on the opportunity identified, a long or short equity position, corporate debt position, or other position in a company's capital structure may be initiated.

Concurrently, the Investment Adviser will track and monitor developments in country macroeconomic variables, country and political risks and potential changes to legal or property rights. This macroeconomic framework will provide a very important input to the investment process, since country-level risk is a very important factor in Emerging Markets investment.

Finally, the Investment Adviser will monitor global liquidity and risk aversion. Since Emerging Markets are a volatile and cyclical asset, the Investment Adviser believes that the timing of overall asset allocation to cash, equities or other assets within the Fund will be a key determinant of the Fund's performance.

INVESTMENT AND BORROWING POWERS AND RESTRICTIONS

The investment and borrowing powers and restrictions to which the Fund is subject are described under "THE COMPANY - Investment Powers and Restrictions" and the following sections on Restrictions on Borrowing, Lending and Dealing, Financial Derivative Instruments and Techniques for

Efficient Portfolio Management, Changes to Investment and Borrowing Restrictions and Non-Member State Companies in the Prospectus. However, while the Company is generally authorised to invest in other open-ended collective investment schemes (including without limitation, exchange traded funds), as described in the section of the Prospectus referred to above, the Fund itself will not invest more than 10% of its Net Asset Value in such schemes.

The use of financial derivative instruments is permitted for the Fund subject to the conditions and limits set out under “THE COMPANY - Investment Powers and Restrictions, Restrictions on Borrowing, Lending and Dealing and Financial Derivative Instruments and Techniques for Efficient Portfolio Management”, in the Prospectus. These conditions include, for example, a requirement to ensure that any short positions are covered by holding the underlying security or an equivalent amount of cash, and the position exposure to underlying assets of derivative instruments (other than index based derivatives) (whether for hedging and/or for investment purposes), when combined with positions resulting from direct investments, will not exceed the investment limits to which the Company is subject. Although the use of derivatives (whether for hedging or for investment purposes) may give rise to an additional leveraged exposure, the global exposure of the Fund to derivatives will not exceed 100% of its Net Asset Value

The Base Currency of account of the Fund is US Dollars. The net asset value per Share will be calculated in the currency of the relevant Share Class.

Although the base currency of the Fund is US Dollars, the Investment Adviser anticipates holding securities denominated in currencies other than US Dollars and reserves the right to enter into foreign exchange and/or derivative or other transactions selectively with the aim of enhancing, hedging or maintaining the value of the Fund in absolute terms. The Investment Adviser may also from time to time take positions in currencies other than the Base Currency in anticipation of or as a substitute for direct investments in Emerging Markets. In addition, the Share Classes will be hedged with the intention to hedge against the Base Currency (where relevant) and to provide returns in the currency of the relevant returns in the currency of the relevant class. The Company may do so by entering into foreign exchange contracts and other derivatives.

Any financial instruments used to implement such strategies with respect to the hedged Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The hedged Classes will not be leveraged as a result of engaging in such transactions.

The Fund may utilise derivatives such as forwards, futures, options and other derivatives to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be undertaken and, if undertaken, will be effective or beneficial.

INVESTMENT ADVISORY FEES

The Investment Adviser is entitled to receive a monthly Investment Advisory Fee in respect of the Shares of the Fund calculated as set out under “CHARGES AND EXPENSES - Investment Advisory Charges” in the Prospectus.

The specified annual Investment Advisory Fee percentage in respect of the Fund is 1.75 per annum of the Net Asset Value of the Fund attributable to each Class.

Performance Fee:

The Investment Adviser will be entitled to receive a Performance Fee from the Fund in respect of the Shares. The performance periods of the Fund comprise successive quarterly periods ending on the last Business Day in each calendar quarter (the “Performance Period”). The first Performance Period of each Share class of the Fund will commence on the first Dealing Day and will end on the last Business Day of the calendar quarter in which such Dealing Day occurs other than in respect of the first Performance Period which commenced on 1 February 2010. The last Performance Period of

each Share class of the Fund will end on the earlier of the date of termination of the Investment Advisory and Marketing Agreement and the date of termination of that class of Shares.

The Performance Fee will be calculated in respect of each quarter, by reference to the Threshold Net Asset Value per Share of the Shares and the Net Asset Value per Share of the Shares as at the last Valuation Point in that Performance Period. The Performance Fee is deemed to accrue on a daily basis as at each Valuation Point. For the purposes of the first calculation of the fee, the starting point for the value per share is the Initial Offer Price.

The Performance Fee in respect of the Shares in any Performance Period will be equal to 20 percent of the appreciation in the Net Asset Value per Share of the Shares (before deduction for any accrued Performance Fees) during that Performance Period above the Threshold Net Asset Value per Share (which includes a Hurdle Rate, each as defined below) in respect of that Performance Period.

Threshold Net Asset Value per Share

The "Threshold Net Asset Value per Share" in respect of each Performance Period will be the Base Net Asset Value per Share multiplied by the Hurdle Rate. The "Base Net Asset Value per Share" will be the higher of the Net Asset Value per Share at the time of issue of that Share and the Net Asset Value per Share at the end of the last Performance Period when a Performance Fee was payable. The Performance Fee in respect of each Performance Period will be calculated by reference to the Net Asset Value per Share before deduction of any accrued Performance Fee.

Hurdle Rate

For each Performance Period, the "Hurdle Rate" in respect of a Share will be 100 per cent plus 1 per cent per quarter (as adjusted for periods more or less than a quarter) for each period of 3 months since the later of the issue of the relevant Share or the end of the last Performance Period when a Performance Fee was payable in respect of it (if any). In respect of a Share issued or redeemed during the relevant Performance Period but after the first Dealing Day, the Hurdle Rate will be pro rated.

Equalisation

The Subscription Price at which Shares will be issued on any Dealing Day (other than the first Dealing Day in any Performance Period) will be the Net Asset Value per Share before the accrual for any Performance Fee. The difference between the Subscription Price of a Share and the Net Asset Value per Share after the accrual for any Performance Fee is referred to as an "Equalisation Credit". An adjustment will be made at the end of each Performance Period or when redeemed to compensate for the difference between the amount of the Performance Fee accrued in respect of a Share at the time of subscription and the Performance Fee payable in respect of that Share at the end of the Performance Period. This adjustment is described in further detail below.

Adjustments

If the Performance Fee per Share at the end of a Performance Period calculated at investor level is less than the Performance Fee per Share calculated at Fund level for any one investor shareholding, the difference will be applied to subscribe for additional Shares to be issued to that Shareholder.

If the Performance Fee per Share calculated at the end of a Performance Period calculated at investor level is greater than the Performance Fee per Share calculated at Fund level for any one investor shareholding, such number of Shares held by the holder of that Share as have an aggregate Net Asset Value equal to the difference will be redeemed and an amount equal to the aggregate Net Asset Value of the Shares so redeemed will be paid to the Investment Manager as a Performance Fee (a "Performance Fee Redemption").

The Performance Fee will normally be payable to the Investment Adviser in arrears within 14 calendar days of the date on which the Net Asset Value relating to the Valuation Day as at the end of each Performance Period is finalised. However, in the case of those Shares redeemed during a Performance Period, the accrued Performance Fee will be calculated as though the relevant

Redemption Day was the end that Performance Period and the accrued Performance Fee will be payable within 14 calendar days from the date on which the Net Asset Value relating to the Valuation Day, being the same day as the Redemption Day, is finalised.

For the purposes of the first calculation of the Performance Fee, the starting point for the value per Shares was the Net Asset Value on 1 February 2010.

If the Investment Advisory and Marketing Agreement is terminated during a Performance Period, the Performance Fee in respect of the then current Performance Period will be calculated and paid as though the date of termination were the end of the relevant Performance Period.

The Custodian shall verify the calculation and payment of the Performance Fee.

The Investment Advisory Fee and the Performance Fee are exclusive of value added tax (if any).

Performance Fees are payable on realised and unrealised capital gains taking into account realised and unrealised losses. Consequently, Performance Fees may be paid on unrealised gains which may subsequently never be realised.

The fees and expenses relating to the establishment of the Fund are estimated not to exceed €30,000. Such fees and expenses will be amortised over the first five accounting periods of the Fund or such other period as the Directors may determine.

OTHER CHARGES AND EXPENSES

Details of other charges and expenses relating to Fund and the Company appear under “CHARGES AND EXPENSES” in the Prospectus.

SUBSCRIPTION FOR SHARES

Subscription Dealing Days and Valuation Points

Shares of the Fund are available for purchase on each subscription Dealing Day. The Dealing Days for the Fund shall be each Business Day. The subscription price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) plus any initial charge payable to the Investment Adviser.

The Valuation Point in respect of each subscription Dealing Day is currently 3.30p.m. in Dublin on the subscription Dealing Day.

Minimum Investment Levels for Subscriptions

Application Forms, duly completed, must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the relevant Dealing Day (the “Dealing Deadline”) or such other day and/or time as the Directors shall from time to time determine generally and as notified in advance to Shareholders or in respect of specific applications provided that Application Forms received after a Valuation Point will be processed on the following Dealing Day. Settlement should be made in accordance with the Prospectus and the instructions in the Application Form.

The minimum initial and additional investment in Shares of the Fund (net of initial charges) is as follows:-

<i>Class of Shares</i>	<i>Minimum Investments</i>	
	<i>Initial</i>	<i>Additional</i>
Class A	€35,000	€5,000

Class B	US\$35,000	US\$5,000
Class C	£25,000	£5,000
Class D	NOK200,000	NOK30,000
Class E	SEK250,000	SEK35,000

Subscription Charges

An initial charge of up to 5 per cent. of the Net Asset Value per Share is payable in respect of subscriptions for Shares of the Fund.

The initial charge may be waived in whole or in part by the Investment Adviser. The Investment Adviser may, in its sole discretion, (i) pay commission to financial intermediaries including but not limited to the Distributor, sub-distributors, intermediaries and introducing agents who refer prospective investors out of the initial charge and the Investment Advisory Fee and/or (ii) waive the initial charge for certain prospective investors based on factors deemed appropriate by the Investment Adviser including, but not limited to, the amount of the proposed investment by a prospective investor.

REDEMPTION OF SHARES

Redemption Dealing Days and Valuation Points

Shares of the Fund class may be redeemed on each Dealing Day. The redemption price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under "Calculation of Net Asset Value and Subscription and Redemption Proceeds" in the Prospectus) less any redemption charge.

A redemption Dealing Day in respect of each class of Shares of the Fund is each Business Day.

The Valuation Point in respect of each Dealing Day is currently 3.30p.m. in Dublin on the redemption Dealing Day.

Redemption forms, duly completed must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the relevant redemption Dealing Day or such other day and/or time as the Directors shall from time to time determine generally and as notified in advance to Shareholders or in respect of specific applications provided that redemption forms received following a Valuation Point will be processed on the next Dealing Day. Settlement of the redemption proceeds will be made in accordance with the procedures set out under "SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING - Redemptions" in the Prospectus.

Minimum Redemptions and Holdings

The minimum redemption amount and minimum residual holding for Shares of the Fund (net of redemption charges) is as follows:-

<i>Class of Share</i>	<i>Minimum Redemptions and Holdings</i>	
	<i>Redemption Amount</i>	<i>Residual Holding</i>
Class A	€5,000	€35,000
Class B	US\$5,000	US\$35,000
Class C	£5,000	£25,000
Class D	NOK30,000	NOK200,000
Class E	SEK35,000	SEK35,000

SWITCHING

Shares of the Fund may be switched into Shares of other Funds in the Company on each Dealing Day on which Shares of both classes are available for subscription. The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds. Details of any such switching fees will be disclosed in the relevant Supplements of the Funds concerned. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by Shareholders or their authorised agents to treat as a separate redemption and subscription.

SHARE PRICES

The most up-to-date Net Asset Value per Share of the Fund (Euro, US\$, Sterling, NOK and SEK denominated) is published following calculation on the following internet website: www.liontrust.co.uk. In addition, the most up-to-date Net Asset Value per Share of the Fund (in each currency) may be obtained from the Administrator during normal business hours and may also be published in such newspaper or journal as the Directors in their sole discretion may determine.

DIVIDEND AND REINVESTMENT POLICY

Investors are referred to “DIVIDEND AND REINVESTMENT POLICY” in the Prospectus for further details on the dividend and reinvestment policy of the Fund.

Classes A, B, C and D are Reporting Classes and Class E is an Accumulating Class.

COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS

The attention of prospective investors is drawn to “COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS” in the Prospectus.

RISK FACTORS

The difference at any one time between the Net Asset Value of shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term.

Prospective investors should in addition take into account the Risk Factors referred to under “RISK FACTORS” in the Prospectus when considering whether to invest in Shares of the Fund.

If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser duly authorised in this regard. Shares are available for subscription on the basis of the information contained in this Supplement and the Prospectus and the documents referred to therein.

LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella investment company with variable capital incorporated with a limited liability under the laws of Ireland, registered number 459084 authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

SUPPLEMENT NO.4

for

LIONTRUST ASIA ABSOLUTE RETURN FUND

This Supplement contains specific information in relation to the Liontrust Asia Absolute Return Fund (the “Fund”), the fourth Fund of Liontrust Umbrella Fund plc (the “Company”). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 6 October 2011 and in particular the information contained therein relating to:-

- the Company, its Funds and Shares;
- charges and expenses (including those for investment, administration and custody);
- subscription, redemption and switching of Shares; and
- Taxation, conflicts of interest and risk factors.

Distribution of this Supplement is only authorised if accompanied by the Prospectus of the Company. In addition, distribution of this Supplement and the Prospectus is not authorised in any jurisdiction unless accompanied by the most recent annual and/or, if more recent, semi-annual report of the Company.

Due to the higher than average degree of risk because of its ability to invest in financial derivative instruments for investment purposes and its investment in emerging markets which may increase the volatility of the Fund, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investment in the Fund is not in the nature of a deposit in a bank account, is subject to the risk that the principal invested in the Sub-Fund is capable of fluctuation and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account.

Dated 6 October 2011

BASE CURRENCY OF FUND

The Base Currency of the Fund is US Dollars.

SHARES AVAILABLE FOR SUBSCRIPTION

Shares of the Fund are currently available for subscription in the following denominations:-

<i>Shares</i>		<i>Currency of Share Denomination</i>
Class A	-	Euro
Class B	-	US Dollar
Class C	-	Sterling

INVESTMENT OBJECTIVE AND POLICY

The Investment Objective of the Fund is to seek to deliver absolute returns by investing in Asian equity and equity-related securities and derivatives. Derivatives will be used to gain exposure to equities and equity related securities and to seek both to protect and to enhance the absolute returns achieved.

There can be no guarantee that the Fund will achieve its investment objective.

The Fund will seek to achieve its investment objective by investing in equities and equity-related securities (including without limitation preferred stocks, convertibles and bonds as described below) both directly, and through the use of derivatives, of companies listed in Asia, excluding Japan with the potential to invest in the Middle East and Australasia. Investment will not be constrained to a specific industry or country focus and investment may be made in emerging market economies. The Investment Adviser may also make investments in securities listed or traded in other countries and regions outside Asia, Australasia and the Middle East on Recognised Exchanges worldwide for example, in equity securities of companies which have a significant proportion of their economic interest or activity in Asia or to reflect investment themes which are generated in these countries.

The Investment Adviser will take short positions through the use of derivatives to gain exposure to equities and equity-related securities and to seek both to protect and to enhance the absolute returns achieved. The Fund may actively manage downside risk through the use of short positions via equity derivatives and index based derivatives and from time to time, a substantial portion of the Fund's assets may be invested in cash and near cash assets. Derivative instruments which the Fund may use include contracts for difference, swaps, futures, forwards and options, which may be used for efficient portfolio management, hedging or for investment/speculative purposes. The underlying exposure to the derivatives will be to equities, collective investment schemes, Money Market Instruments, debt securities and foreign exchange rates and currencies, as appropriate and the underlying instruments will also be based in the countries referred to above. A description of these instruments and the commercial purpose for which they may be used are set out in the Prospectus under the heading "Investment Objectives" - "Further Detail on the use of Financial Derivative Instruments". The Fund may be leveraged through the use of derivatives provided that the leverage of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value and the total exposure of the Fund, i.e. the Net Asset Value plus the global exposure through the use of derivatives shall not be greater than 200% of Net Asset Value. The volatility of the Fund may be higher than cash investments.

The Fund seeks to provide investors with absolute returns, regardless of the direction of the stock markets and the Fund will not be managed relative to an index.

Although the focus of the Fund's investment is in equities, it may also invest in other securities including, without limitation, in preferred stocks, convertibles, bonds other collective investment

schemes, cash deposits, money market instruments and government and non-government debt securities. Investment in bonds will be in corporate and government fixed or floating rate instruments which may be rated or unrated. In addition the Fund may seek to achieve its investment policy by investment in exchange traded funds and other funds in accordance with the requirements of the Central Bank in order to gain exposure to equities as well as through the use of derivatives as described above.

With the exception of permitted investments in unlisted securities or in units of open ended collective investment schemes, investment by the Fund is restricted to the Recognised Exchanges listed from time to time under "RECOGNISED EXCHANGES" in the Prospectus.

The Fund may also invest in other Funds of the Company provided that such other Funds do not themselves hold Shares in Funds of the Company. The Investment Adviser may not charge an annual investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other Funds within the Company. The Investment Adviser has also voluntarily agreed to waive any investment management fee or performance fee in respect of that proportion of the assets of the Fund which are invested in other collective investment schemes managed by the same management company or by an associated or related company.

The Investment Adviser is permitted the flexibility to increase the percentage of the portfolio of the Fund held in cash and/or Money Market Instruments for ancillary liquid asset purposes and non-government and government debt securities (which may be rated or unrated) up to 100% of Net Asset Value if appropriate, where this is considered to be in the best interests of Shareholders of the Fund - for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

Potential investors in the Fund are also referred to the general policies applicable to each Fund of the Company which appear under "THE COMPANY - Investment Objectives and Policies" in the Prospectus.

INVESTMENT AND BORROWING POWERS AND RESTRICTIONS

The investment and borrowing powers and restrictions to which the Fund is subject are described under "THE COMPANY - Investment Powers and Restrictions" and the following sections on Restrictions on Borrowing, Lending and Dealing, Financial Derivative Instruments and Techniques for Efficient Portfolio Management, Changes to Investment and Borrowing Restrictions and Non-Member State Companies in the Prospectus. However, while the Company is generally authorised to invest in other open-ended collective investment schemes (including without limitation, exchange traded funds), as described in the section of the Prospectus referred to above, the Fund itself will not invest more than 10% of its Net Asset Value in such schemes.

The use of financial derivative instruments is permitted for the Fund subject to the conditions and limits set out under "THE COMPANY - Investment Powers and Restrictions, Restrictions on Borrowing, Lending and Dealing and Financial Derivative Instruments and Techniques for Efficient Portfolio Management", in the Prospectus. These conditions include, for example, a requirement to ensure that any short positions are covered by holding the underlying security or an equivalent amount of cash, and the position exposure to underlying assets of derivative instruments (whether for hedging and/or for investment purposes), when combined with positions resulting from direct investments, will not exceed the investment limits to which the Company is subject. Although the use of derivatives (whether for hedging or for investment purposes) may give rise to an additional leveraged exposure, the Fund will not be leveraged in excess of 100% of its Net Asset Value and the total exposure of the Fund, i.e. its Net Asset Value plus the global exposure through the use of derivatives shall not be greater than 200% of Net Asset Value.

The Base Currency of account of the Fund is US Dollars. The net asset value per Share will be calculated in the currency of the relevant Share Class.

Although the base currency of the Fund is US Dollars, the Fund will hold securities denominated in currencies other than US Dollars and the Investment Adviser may enter into foreign exchange and/or derivative or other transactions with the aim of enhancing, hedging or maintaining the value of the

Fund in absolute terms. The Investment Adviser may also from time to time take positions in currencies other than the Base Currency in anticipation of, or as a substitute for direct investments in Asian securities. In addition, the Share Classes will be hedged with the intention to hedge against the Base Currency (where relevant) and to provide returns in the currency of the relevant returns in the currency of the relevant class. The Company may do so by entering into foreign exchange contracts and other derivatives.

Any financial instruments used to implement hedging of the hedged Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund and the Class will not be leverage as a result of the use of such hedging instruments.

The Fund may utilise derivatives such as forwards, futures, options and other derivatives to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be undertaken and, if undertaken, will be effective or beneficial.

INVESTMENT ADVISORY FEES

The Investment Adviser is entitled to receive a monthly Investment Advisory Fee in respect of the Shares of the Fund calculated as set out under “CHARGES AND EXPENSES - Investment Advisory Charges” in the Prospectus.

The specified annual Investment Advisory Fee percentage in respect of the Fund is 1.75 per annum of the Net Asset Value of the Fund attributable to each Class.

Performance Fee:

The Investment Adviser will be entitled to receive a Performance Fee from the Fund in respect of the Shares. The performance periods of the Fund comprise successive quarterly periods ending on the last Business Day in each calendar quarter (the “Performance Period”). The first Performance Period of each Share class of the Fund will commence on the first Dealing Day and will end on the last Business Day of the calendar quarter in which such Dealing Day occurs. The last Performance Period of each Share class of the Fund will end on the earlier of the date of termination of the Investment Advisory and Marketing Agreement and the date of termination of that class of Shares.

The Performance Fee will be calculated in respect of each quarter, by reference to the Threshold Net Asset Value per Share of the Shares and the Net Asset Value per Share of the Shares as at the last Valuation Point in that Performance Period. The Performance Fee is deemed to accrue on a daily basis as at each Valuation Point. For the purposes of the first calculation of the fee, the starting point for the value per share is the Initial Offer Price.

The Performance Fee in respect of the Shares in any Performance Period will be equal to 20 percent of the appreciation in the Net Asset Value per Share of the Shares (before deduction for any accrued Performance Fees) during that Performance Period above the Threshold Net Asset Value per Share (which includes a Hurdle Rate, each as defined below) in respect of that Performance Period.

Threshold Net Asset Value per Share

The “Threshold Net Asset Value per Share” in respect of each Performance Period will be the Base Net Asset Value per Share multiplied by the Hurdle Rate. The “Base Net Asset Value per Share” will be the higher of the Net Asset Value per Share at the time of issue of that Share and the Net Asset Value per Share at the end of the last Performance Period when a Performance Fee was payable. The Performance Fee in respect of each Performance Period will be calculated by reference to the Net Asset Value per Share before deduction of any accrued Performance Fee.

Hurdle Rate

For each Performance Period, the “Hurdle Rate” in respect of a Share will be 100 per cent plus 1 per cent per quarter (as adjusted for periods more or less than a quarter) for each period of 3 months

since the later of the issue of the relevant Share or the end of the last Performance Period when a Performance Fee was payable in respect of it (if any). In respect of a Share issued or redeemed during the relevant Performance Period but after the first Dealing Day, the Hurdle Rate will be pro rated.

Equalisation

The Subscription Price at which Shares will be issued on any Dealing Day (other than the first Dealing Day in any Performance Period) will be the Net Asset Value per Share before the accrual for any Performance Fee. The difference between the Subscription Price of a Share and the Net Asset Value per Share after the accrual for any Performance Fee is referred to as an "Equalisation Credit". An adjustment will be made at the end of each Performance Period or when redeemed to compensate for the difference between the amount of the Performance Fee accrued in respect of a Share at the time of subscription and the Performance Fee payable in respect of that Share at the end of the Performance Period. This adjustment is described in further detail below.

Adjustments

If the Performance Fee per Share at the end of a Performance Period calculated at investor level is less than the Performance Fee per Share calculated at Fund level for any one investor shareholding, the difference will be applied to subscribe for additional Shares to be issued to that Shareholder.

If the Performance Fee per Share calculated at the end of a Performance Period calculated at investor level is greater than the Performance Fee per Share calculated at Fund level for any one investor shareholding, such number of Shares held by the holder of that Share as have an aggregate Net Asset Value equal to the difference will be redeemed and an amount equal to the aggregate Net Asset Value of the Shares so redeemed will be paid to the Investment Manager as a Performance Fee (a "Performance Fee Redemption").

The Performance Fee will normally be payable to the Investment Adviser in arrears within 14 calendar days of the date on which the Net Asset Value relating to the Valuation Day as at the end of each Performance Period is finalised. However, in the case of those Shares redeemed during a Performance Period, the accrued Performance Fee will be calculated as though the relevant Redemption Day was the end that Performance Period and the accrued Performance Fee will be payable within 14 calendar days from the date on which the Net Asset Value relating to the Valuation Day, being the same day as the Redemption Day, is finalised.

If the Investment Advisory and Marketing Agreement is terminated during a Performance Period, the Performance Fee in respect of the then current Performance Period will be calculated and paid as though the date of termination were the end of the relevant Performance Period.

The Custodian shall verify the calculation and payment of the Performance Fee.

The Investment Advisory Fee and the Performance Fee are exclusive of value added tax (if any).

Performance Fees are payable on realised and unrealised capital gains taking into account realised and unrealised losses. Consequently, Performance Fees may be paid on unrealised gains which may subsequently never be realised.

The fees and expenses relating to the establishment of the Fund are estimated not to exceed €40,000. Such fees and expenses will be amortised over the first five accounting periods of the Fund or such other period as the Directors may determine.

OTHER CHARGES AND EXPENSES

Details of other charges and expenses relating to Fund and the Company appear under "CHARGES AND EXPENSES" in the Prospectus.

SUBSCRIPTION FOR SHARES

Subscription Dealing Days and Valuation Points

Shares of the Fund are available for purchase on each subscription Dealing Day. The Dealing Days for the Fund shall be each Business Day. The subscription price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) plus any initial charge payable to the Investment Adviser.

The Valuation Point in respect of each subscription Dealing Day is currently 12.00 noon in Dublin on the subscription Dealing Day.

Minimum Investment Levels for Subscriptions

Application Forms, duly completed, must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the relevant Dealing Day (the “Dealing Deadline”) or such other day and/or time as the Directors shall from time to time determine generally and as notified in advance to Shareholders or in respect of specific applications provided that Application Forms received after a Valuation Point will be processed on the following Dealing Day. Settlement should be made in accordance with the Prospectus and the instructions in the Application Form.

The minimum initial and additional investment in Shares of the Fund (net of initial charges) is as follows:-

<i>Class of Shares</i>	<i>Minimum Investments</i>	
	<i>Initial</i>	<i>Additional</i>
Class A	€35,000	€5,000
Class B	US\$35,000	US\$5,000
Class C	£25,000	£5,000

Subscription Charges

An initial charge of up to 5 per cent. of the Net Asset Value per Share is payable in respect of subscriptions for Shares of the Fund.

The initial charge may be waived in whole or in part by the Investment Adviser. The Investment Adviser may, in its sole discretion, (i) pay commission to financial intermediaries including but not limited to the Distributor, sub-distributors, intermediaries and introducing agents who refer prospective investors out of the initial charge and the Investment Advisory Fee and/or (ii) waive the initial charge for certain prospective investors based on factors deemed appropriate by the Investment Adviser including, but not limited to, the amount of the proposed investment by a prospective investor.

REDEMPTION OF SHARES

Redemption Dealing Days and Valuation Points

Shares of the Fund class may be redeemed on each Dealing Day. The redemption price per Share of the Fund is the Net Asset Value per Share of the Fund (calculated as at the Valuation Point for the relevant Dealing Day in accordance with the procedures referred to under “Calculation of Net Asset Value and Subscription and Redemption Proceeds” in the Prospectus) less any redemption charge.

A redemption Dealing Day in respect of each class of Shares of the Fund is each Business Day.

The Valuation Point in respect of each Dealing Day is currently 12.00 noon in Dublin on the

redemption Dealing Day.

Redemption forms, duly completed must be received no later than 1.00p.m. (Dublin time) on the Business Day prior to the relevant redemption Dealing Day or such other day and/or time as the Directors shall from time to time determine generally and as notified in advance to Shareholders or in respect of specific applications provided that redemption forms received following a Valuation Point will be processed on the next Dealing Day. Settlement of the redemption proceeds will be made in accordance with the procedures set out under "SUBSCRIPTIONS, REDEMPTIONS AND SWITCHING - Redemptions" in the Prospectus.

Minimum Redemptions and Holdings

The minimum redemption amount and minimum residual holding for Shares of the Fund (net of redemption charges) is as follows:-

Class of Share	Minimum Redemptions and Holdings	
	<i>Redemption Amount</i>	<i>Residual Holding</i>
Class A	€5,000	€35,000
Class B	US\$5,000	US\$35,000
Class C	£5,000	£25,000

SWITCHING

Shares of the Fund may be switched into Shares of other Funds in the Company on each Dealing Day on which Shares of both classes are available for subscription. The Company does not currently propose to charge a switching fee although it reserves the right to levy such a charge generally or in respect of specific Funds. Details of any such switching fees will be disclosed in the relevant Supplements of the Funds concerned. An initial charge may however be made as described above in relation to a transaction which the Company is instructed by Shareholders or their authorised agents to treat as a separate redemption and subscription.

SHARE PRICES

The most up-to-date Net Asset Value per Share of the Fund (Euro, US\$ and Sterling denominated) is published following calculation on the following internet website: www.liontrust.co.uk. In addition, the most up-to-date Net Asset Value per Share of the Fund (in each currency) may be obtained from the Administrator during normal business hours and may also be published in such newspaper or journal as the Directors in their sole discretion may determine.

DIVIDEND AND REINVESTMENT POLICY

Investors are referred to "DIVIDEND AND REINVESTMENT POLICY" in the Prospectus for further details on the dividend and reinvestment policy of the Fund.

Classes A, B and C are Reporting Classes.

COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS

The attention of prospective investors is drawn to "COMPANY AND SHAREHOLDER TAXATION CONSIDERATIONS" in the Prospectus.

REPORTING FUNDS: TRANSACTIONS NOT TREATED AS TRADING

Chapter 6 of Part 3 of the Offshore Funds (Tax) Regulations 2009 ("the Regulations") provides certainty that specified transactions carried out by a UCITS fund, such as the Company, will not be

treated as trading transactions for reporting funds that meet a genuine diversity of ownership condition.

The Directors intend to elect for reporting fund status for the Class C Shares of the Fund. The Directors confirm that this class is primarily intended for and marketed to the category of United Kingdom institutional investors although subscriptions may also be accepted from all other classes of investor save for Restricted Persons. For the purposes of the Regulations, the Directors undertake that interests in the Fund will be widely available and will be marketed and made available sufficiently widely to reach the intended categories of investors and in a manner appropriate to attract those kinds of investors.

RISK FACTORS

The difference at any one time between the Net Asset Value of shares for the purposes of purchases and redemptions means that investment in the Fund should be viewed as medium to long term.

Prospective investors should in addition take into account the Risk Factors referred to under “RISK FACTORS” in the Prospectus when considering whether to invest in Shares of the Fund.