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LIONTRUST UMBRELLA FUND plc

(an open-ended umbrella investment company with variable capital and segregated liability between its sub-funds 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. 5

for

LIONTRUST EUROPEAN ABSOLUTE ALPHA FUND

This Supplement contains specific information in relation to the Liontrust European Absolute Alpha Fund (the "Fund"), the fifth 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.

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 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.

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 31 January 2012

BASE CURRENCY OF FUND

The Base Currency of the Fund is Euros.

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	-	Swiss Franc

RISK PROFILE OF A TYPICAL INVESTOR

The Fund is suitable for investors seeking long term capital appreciation and low to medium volatility, however given the Fund's use of derivatives, high risk in the management of their assets.

INVESTMENT OBJECTIVE AND POLICY

The investment objective of the Fund is to achieve a positive absolute return for investors through a portfolio of investments primarily in equities and equity related derivatives such as fully funded and collateralised total return swaps on European companies. It is intended that due to the broadly market neutral long-short approach with limits on net/gross and beta exposures a positive absolute return is capable of being generated under all market conditions. The Fund will not be benchmarked against any European equity index.

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

Although the Fund may invest in all economic sectors in all parts of the world, it is intended that it will currently invest primarily in equities and equity related derivatives (including derivatives as described below) in companies incorporated in any European Economic Area ("EEA") Member State, together with Switzerland, which are listed on a recognised stock exchange of an EEA Member State or Switzerland. The Fund will not be restricted in choice of investment by either size or sector. The Fund may also invest in debt securities including government and corporate bonds, money market instruments, warrants, cash and near cash and deposits.

Any investment in bonds will be in corporate and government fixed or floating rate instruments which may be rated or unrated (up to 15% of the net assets of the Fund may be invested in below investment grade and/or unrated bonds). The purpose of any investments in debt securities is for liquidity and cash management purposes. The Fund may pledge its investments in debt securities as collateral for the total return swaps. In addition the Fund may seek to achieve its investment policy by investment in or with reference to exchange traded funds (which are classified as collective investment schemes or, in the case of certain Non-UCITS funds, as transferable securities) and open-ended collective investment schemes to gain exposure to equities and through the use of derivatives as described further below in accordance with the requirements of the Central Bank. No more than 10% of the net assets of the Fund will be invested in aggregate in other collective investment schemes.

Use of Derivatives and Risk Management

The Fund is permitted to use derivatives for the purposes of efficient portfolio management and for investment purposes. The Investment Adviser will take long and short positions through the use of derivatives to gain exposure to equities and equity-related securities (such as rights and warrants, convertible bonds and partly paid 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 equity index based derivatives and a substantial portion of the Fund's assets may be invested in cash and near cash assets such as short term government debt. The Fund may use derivative instruments including contracts for difference, swaps, forwards, options and equity index swaps, which may be used for efficient portfolio management, hedging or for investment purposes. The underlying exposure to the derivatives will be to equities, equity indices, collective open-ended investment schemes (for collateral management/liquidity purposes), Money Market Instruments, fixed income instruments and foreign exchange rates and European currencies (including but not limited to Sterling, Swiss Franc, Norwegian Kroner or Swedish Krona), as appropriate.

Although the base currency of the Fund is Euros, the Investment Adviser anticipates holding securities denominated in EAA Member States currencies other than Euros and reserves the right to enter into foreign exchange and/or derivative 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 European Countries.

The Fund may utilise forwards, futures, options and swaps to hedge against currency fluctuations at a Class or a Fund level, but there can be no assurance that such hedging transactions will be undertaken and, if undertaken, will be effective or beneficial.

Any financial instruments used to implement hedging of any 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(es). 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 leveraged as a result of the use of such hedging instruments.

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.

The Fund may utilise permitted derivatives and forward transactions for investment or efficient portfolio management purposes which may increase the risk profile of the Fund. Due to the broadly market neutral long-short approach with limits on net ($\pm 20\%$ of NAV) and beta (± 0.2) exposures the Fund will have a low to medium volatility.

The Investment Adviser operates a risk management process enabling it to accurately monitor, measure and manage as frequently as appropriate the risk of the Fund's positions and their contribution to the overall risk profile of the Fund. The Investment Adviser will notify the Central Bank and obtain clearance of the risk management process.

Market risk is calculated using the "Value-at-Risk approach", which is considered to be an advanced risk measurement methodology. The "Value at Risk (VaR) approach" is an estimate of the maximum potential loss due to market risk rather than leverage. The VaR approach estimates the maximum potential loss at a given confidence level, or probability, over a specific time period under normal market conditions. The Fund will use the Absolute VaR approach, the VaR calculation will be carried out in accordance with the following parameters:

- i. one-tailed confidence interval of 99 %;
- ii. holding period equivalent to 1 month (20 business days);
- iii. effective observation period (history) of risk factors of at least 1 year (250 business days) unless a shorter observation period is justified by a significant increase in price volatility (for instance extreme market conditions);
- iv. quarterly data set updates, or more frequent when market prices are subject to material changes;
- v. at least daily calculation.

Below are details of an estimate of the expected leverage of the Fund, under normal market conditions, calculated for this purpose as the sum of all notional derivative positions including currency hedging positions. Also shown is the expected leverage level if the netting and hedging provisions under the commitment approach were availed of:

Liontrust European Absolute Alpha Fund	Sum of notional derivatives	Commitment Approach
Expected leverage under normal market conditions	250% of the NAV of the Fund	180% of the NAV of the Fund
Maximum leverage levels	350% of the NAV of the Fund	250% of the NAV of the Fund

Shareholders should be aware that there is a possibility of higher leverage levels than those under normal market conditions, and in this regard, the maximum leverage levels for the fund is also shown.

Investment Strategy

A summary of the Investment Adviser's stock selection process and investment strategy is set out below.

The Investment Adviser believes that an investment process must take advantage of recurring behaviour in investment markets to be consistently successful. The approach developed by the Investment Adviser is designed to exploit the inaccuracy of profit forecasting made by company managers. Company managers make common mistakes in forecasting profit returns from investments. These errors create our investment opportunities since errors in company profit forecasts are magnified in stock markets as investors adopt unreliable company forecasts to value future profits.

Investment Philosophy and Process

The Investment process focuses on the investment decisions made by company managers to achieve their profit forecasts. Companies willing to spend large sums relative to their size are frequently too optimistic about their forecasts. When they are proved wrong, the misguided investment often causes profits to collapse. Companies that reduce their spending to meet their forecasts for growth often produce better than expected profits and returns on capital. At the extremes of these forecasting biases, the following apparent contradictions can catch a lot of investors by surprise – more investment doesn't lead to more profit, and less investment can lead to greater profit. The change in valuation after such a 'surprise' is often dramatic and very rewarding if you can spot it before it occurs.

The aim of the investment process is to buy companies with strong cash flows that deploy cash prudently and which we consider to be relatively cheap. The Investment Adviser uses published report and accounts to find companies generating lots of cash and investing prudently. The Fund invests in these businesses because in the experience of the Investment Adviser strong company cash flows after investment spending provides a valuable margin of safety that is often undervalued and underappreciated by investors, most of whom tend to be more focused on forecasting future profits.

The process can best be described as focused on the forensic analysis of cash flows as presented by companies in their annual report and accounts. With such a large universe it is necessary to find a way to highlight companies that are more likely than not to have the required characteristics.

To achieve this, two cash flow measures are used: cash flow relative to capital and cash flow relative to market capitalization.

Cash flow relative to capital

Companies with strong returns on this measure are defined as 'good cash' companies. 'Good cash' companies spend cautiously on operating assets and book profits prudently. They generate high returns on any cash invested and do not need to back their forecasts with substantial investments – their financial risk is low.

Cash flow relative to market capitalization

The second ratio ranks companies according to how investors value a company's cash flow. Companies that score well on this measure are priced cheaply because investors have low expectations for profits growth. High relative cash flows on this measure suggest that company managers have set cautious forecasts that can be realistically beaten.

The two cash flow measures are combined to generate a list of companies with the best combination of the cash flow measures. Combining the cash flow ratios generates a list of stocks cheaper than the market (as measured by cash flow yield) with cash returns on capital which are better than the market. Stocks in the top 20% ranked by these measures often combine a realistic assessment of the risk in forecasting with a prudent approach to spending shareholders' cash. They make cautious profit forecasts that can be realistically beaten, and generate significantly more cash than they need to sustain their planned growth.

Once a list of companies is produced, the Investment Adviser spends considerable time sifting through the list by scrutinising the companies' annual report and accounts. The Investment Adviser wants to understand each business the Fund invests in. A detailed knowledge of accounting is often required to identify the sort of companies looked for, to make sure that the cash flow data is indicative of the type of forecast errors the Investment Adviser wants to exploit.

The Investment Adviser does not speak to brokers or read their research and doesn't meet company managers. They find it more profitable to assess the outlook for corporate profitability from the hidden clues already given in company financial statements.

The Investment Adviser engages in all aspects of the analysis of the output of the screen and discuss and agree the merits of each stock before an investment is made.

Summary

The best way to exploit these investment opportunities is to focus on company cash flow. Cash flows reveal valuable information about the scale of a company's investment decisions.

Strong company cash flows (after investment spending) are a good indicator of strong growth in future reported profits. Conversely, weak cash flows often predict a collapse in reported profits. The Fund buys companies generating strong cash flows and sells those with weak cash flows.

Focusing on the cash flows of companies enables the Investment Adviser to identify companies that can surprise investors with their profits, without falling into the trap of trying to forecast to achieve this aim.

The Investment Adviser creates a list of companies with strong cash flows which the Investment Adviser believes are likely to beat investors' low profit expectations. The Investment Adviser then use its own judgement to select the best investments for portfolios.

Implementation of the Investment Process and Portfolio Construction

The investment process is a stock-picking approach; the portfolio created for the Fund (the "Portfolio") will have a limited number of long and short positions with individual weights within the Portfolio. The Investment Adviser has developed some general rules of portfolio construction to ensure a consistent application of the process for clients.

These rules are:

1. The Portfolio will only enter into new long positions in companies from the top quintile (best 20%) of the process;
2. The Portfolio will only enter into new short positions in companies from the bottom quintile of the process;
3. Portfolio turnover will be kept as low as possible; and

4. The Portfolio is reviewed every quarter reflecting new fundamental information as it is reported.

The Portfolio will be broadly market neutral using a balanced long-short approach. The Investment Adviser, using appropriate risk models, will set limits on, and monitor; the expected volatility, the beta and both the gross and net market exposure of the Portfolio as a whole.

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 and Changes to Investment and Borrowing Restrictions in the Prospectus.

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 1.5 per annum of the Net Asset Value of the Fund attributable to each class.

Performance Fee:

In addition the Investment Adviser is entitled to receive a performance fee out of the assets attributable to each class of Shares in the Fund (the “Performance Fee”). The Performance Fee will accrue on each Valuation Point and the accrual will be reflected in the Net Asset Value per Share of each Class. The Performance Fee is payable on the last Dealing Day in each Performance Period, or if the relevant class is terminated before the end of a Performance Period, the Dealing Day on which the final redemption of Shares takes place (each a Payment Date).

The performance periods of the Fund comprise successive quarterly periods ending on the last Business Day in each calendar quarter (the “Performance Period”).

The Performance Fee shall be equal in aggregate to 20% of the amount by which the Net Asset Value of each Class exceeds the Adjusted Prior Net Asset Value of the relevant Class as at the Payment Date, plus any Performance Fee accrued in relation to the Class in respect of redemptions during the Performance Period.

The Adjusted Prior Net Asset Value of a Fund class is the Net Asset Value of the class as at the beginning of the Performance Period increased or decreased on each Dealing Day by the value of any net subscriptions or redemptions dealt on the previous Dealing Day. For the first Performance Period in which Shares in the Fund class are first issued, the Initial Offer Price is taken as the starting point for the calculation of the Performance Fee.

For the purposes of the Performance Fee calculation, the Net Asset Value shall be calculated before the deduction of any accrual for Performance Fee for that Performance Period, other than Performance Fee accrued in relation to the class in respect of redemptions during the Performance Period but not yet paid.

If the performance per Share of the Fund class in respect of a Performance Period is less than zero, such underperformance, will be carried forward. No Performance Fee will be payable with respect to a Fund class in any Performance Period unless such class has recovered any accumulated underperformance for previous Performance Periods.

If the Investment Advisory 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

Initial Offer Period

The Initial Offer Period for each Class of Shares will be from 9 a.m. on 15 February 2012 until 5 p.m. on 15 February 2012 during which Shares will be offered at the Initial Offer Price of €10, US\$10, £10 or CHF10.

The Initial Offer Price is exclusive of an initial charge of up to 5 per cent of the Initial Offer Price.

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 midnight in Dublin on the subscription Dealing Day.

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 “Subscription 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 the Subscription Dealing Deadline will be processed on the next Business 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:-

Class of Shares

Minimum Investments

	<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	CHF40,000	CHF5,000

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).

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 midnight in Dublin 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 ("Redemption 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 redemption forms received after the Redemption Dealing Deadline will be processed on the next Business 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	CHF5,000	CHF40,000

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 and redemption. 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.

Switching forms, duly completed must be received no later than 1.00 p.m. (Dublin time) on the relevant redemption and subscription Dealing Day ("Switching 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 switch forms received after the Switching Dealing Deadline will be processed on the next Business Day.

SHARE PRICES

The most up-to-date Net Asset Value per Share of the Fund (Euro, US\$, Sterling and Swiss Franc 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.

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.