

# HSBC Index Tracker Investment Funds

Prospectus

15 July 2016

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# Introduction

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This document is important. If you are in any doubt as to the meaning of any information in this Prospectus you should consult your financial adviser.

HSBC Global Asset Management (UK) Limited, the Authorised Corporate Director ("the ACD") of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts, does not contain any untrue or misleading statement and does not omit anything likely to affect the import of such information or any matters required by the Collective Investment Schemes Sourcebook Instrument 2004 to be included in it. The ACD accepts responsibility accordingly.

This is the Prospectus of HSBC Index Tracker Investment Funds ("the Company") valid as at 15 July 2016. This Prospectus has been prepared by the ACD in accordance with the Collective Investment Schemes Sourcebook Instrument 2004.

The Company is incorporated in England and Wales as an investment company with variable capital under registered number 1C75. The Shareholders are not liable for the debts of the Company.

Copies of this Prospectus have been sent to the Financial Conduct Authority and State Street Trustees Limited, the Depositary.

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

The distribution of this document and the offering or sale of Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the ACD that would permit an offer of Shares or possession or distribution of this document in any jurisdiction where action for that purpose is required, other than in the United Kingdom. This document does not constitute an offer of or an invitation to purchase or subscribe for any Shares by anyone in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or invitation. Persons into whose possession this document comes are required by the Company and the ACD to inform themselves about and to observe any such restrictions. This document may be translated into languages other than English. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail.

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

The provisions of the Company's Instrument of Incorporation are binding on each of its Shareholders (who are taken to have notice of them).

This document has been approved for the purpose of the Financial Services and Markets Act 2000 by the ACD.

Shares in the Company are not listed on any stock exchange.

This Prospectus uses information that the ACD has made available to Shareholders and is based on UK law and practice at the date hereof. The Company cannot be bound by an out of date Prospectus when it has issued a new Prospectus and investors should check with the ACD that this is the most recently published Prospectus.

# Definitions

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**“Accumulation Shares”** means Shares in issue in respect of which income (if any) is not paid out but is instead accumulated in the price of the Share

**“ACD”** means HSBC Global Asset Management (UK) Limited, the Authorised Corporate Director of the Company

**“Act”** is the Financial Services and Markets Act 2000 as amended, replaced or re-enacted from time to time

**“Administrator”** means Northern Trust Global Services Limited, which is appointed by the ACD to administer the Funds on its behalf

**“Approved Counterparty”** has the meaning set out in the FCA Rules

**“Approved Security”** as defined in Appendix 3

**“associate”** has the meaning set out in the FCA Rules and includes a member of the HSBC Group

**“Business Day”** means any day that the London Stock Exchange (or its successor organisation) is open for business (except for, unless the ACD otherwise decides, the last business day before Christmas Day); and other days at the ACD’s discretion

**“Canadian Resident”** means:

1. An individual, if
  - (a) the individual’s primary principal residence is located in Canada; or
  - (b) the individual is physically located in Canada at the time of the offer, sale or other relevant activity.
2. A corporation, if
  - (a) the corporation’s head office or principal office is located in Canada; or
  - (b) securities of the corporation that entitle the holder to elect a majority of the directors are held by Canadian Resident individuals (as described above) or by legal persons resident or otherwise located in Canada; or
  - (c) the individuals that make investment decisions or provide instructions on behalf of the corporation are Canadian Resident individuals (as described above).
3. A trust, if
  - (a) the principal office of the trust (if any) is located in Canada; or
  - (b) the trustee, or in the case of multiple trustees, the majority of trustees, are Canadian Resident individuals (as described above) or are legal persons resident or otherwise located in Canada; or
  - (c) the individuals that make investment decisions or provide instructions on behalf of the trust are Canadian Resident individuals (as described above).
4. A partnership, if
  - (a) the partnership’s head office or principal office (if any) is located in Canada; or
  - (b) the holders of the majority of the interests of or in the partnership are held by Canadian Residents (as described above); or
  - (c) the general partner (if any) is a Canadian Resident (as described above); or
  - (d) the individuals that make investment decisions or provide instructions on behalf of the partnership are Canadian Resident individuals (as described above).

**“Class” or “Classes”** means a particular class or classes of Share related to a single Fund

**“client money”** means money that we hold on behalf of investors in a bank account that is separate from our own money

**“Company”** means HSBC Index Tracker Investment Funds

**“conversion”** means the exchange of Shares of one Class for Shares of another Class of the same Fund

**“Dealing Day”** means Monday to Friday (except for, unless the ACD otherwise decides, the last Business Day before Christmas Day, a bank holiday in England and Wales or any other day on which the London Stock Exchange or its successor organisation is closed); and other days at the ACD’s discretion

**“Depository”** means State Street Trustees Limited, the depository of the Company

**“Eligible Derivatives Markets”** means derivative markets which the ACD, after consultation with and notification to the Depository, has decided are appropriate for the purpose of investment of or dealing in the scheme property in accordance with the FCA Rules

**“Eligible Institution”** means one of certain institutions being a BCD credit institution authorised by its Home State regulator or an ISD investment firm authorised by its Home State Regulator as defined in the glossary to the FCA Handbook

**“EPM”** means efficient portfolio management as defined in the FCA Rules

**“FCA”** means the Financial Conduct Authority or its successor organisation

**“FCA Rules”** means the handbook of rules issued by the FCA as amended or re-enacted from time to time

**“Fund”** or **“Funds”** means a sub-fund of the Company (being part of the scheme property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to such sub-fund

**“Group 1 Shares”** are Shares held at the start of a distribution period and which continue to be held throughout the distribution period

**“Group 2 Shares”** are Shares that have been purchased during a distribution period

**“Haircut”** means the additional percentage of an asset that is held as collateral to protect the lending parties if the market value of the collateral falls

**“HSBC Group”** means HSBC Holdings plc and its subsidiaries as defined in Section 1159 of the Companies Act 2006

**“Income Shares”** means Shares in issue in respect of which income (if any) is paid out to Shareholders

**“Index Tracker”** means a Fund which tracks the capital performance of a stock market index either using a full replication technique or a sampling optimisation technique

**“Instrument of Incorporation”** means the instrument of incorporation of the Company, as amended from time to time, prepared and registered by the Company in accordance with the OEIC Regulations and FCA Rules

**“larger denomination Shares”** means any Share other than a smaller denomination Share

**“Member State”** means a member state of the European Community and any other state which is within the European Economic Area

**“Net Asset Value”** or **“NAV”** means the value of the scheme property of the Company (or of any Fund as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Company’s Instrument of Incorporation

**“OEIC Regulations”** means the Open-Ended Investment Companies Regulations 2001 (as amended or re-enacted from time to time)

**“scheme property”** means the property of the Company required under the OEIC Regulations to be given for safe-keeping to the Depository

**“Share”** or **“Shares”** means a share or shares in the Company (including larger denomination Shares and smaller denomination Shares)

**“Shareholder”** means a holder of Shares in the Company

**“smaller denomination Shares”** means one hundredth of a larger denomination Share (designed to deal with fractional entitlements to Shares)

**“SRRI”** means the Synthetic Risk and Reward Indicator as defined in the Risk section of this document

**“switching”** means the exchange of Shares of one Fund for Shares of another Fund (whether of the same or a different Class)

**“tracking error”** means the volatility of the difference between the return of the Fund and the return of the index or indices it tracks

**“UCITS”** means an Undertaking for Collective Investment in Transferable Securities within the meaning of Article 1(2) of Council Directive 85/611/EEC of 20 December 1985, as amended from time to time

**“UCITS Directive”** means the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS)

**“UK Valuations Committee”** means the HSBC UK Valuations Committee which has ultimate oversight responsibilities for the exceptions to pricing policies, which includes approving the methodologies for the valuation of illiquid securities. It is functionally independent of the ACD

**“US”** means the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction

**“US Law”** means the laws of the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction. US Law shall additionally include all applicable rules and regulations, as supplemented and amended from time to time, as promulgated by any US regulatory authority, including, but not limited to, the Securities and Exchange Commission and the Commodity Futures Trading Commission

**“US Person”** means the following:

1. An individual who is a resident of the US under any US Law.
2. A corporation, partnership, limited liability company, collective investment vehicle, investment company, pooled account, or other business, investment, or legal entity:
  - a. created or organized under US Law;
  - b. created (regardless of domicile of formation or organization) principally for passive investment (e.g. an investment company, fund or similar entity excluding employee benefit or pension plans):
    - i. and owned directly or indirectly by one or more US Persons who hold, directly or indirectly, in aggregate a 10% or greater beneficial interest, provided that any such US Person is not defined as a Qualified Eligible Person under CFTC Regulation 4.7(a);
    - ii. where a US Person is the general partner, managing member, managing director or other position with authority to direct the entity's activities;
    - iii. where the entity was formed by or for a US Person principally for the purpose of investing in securities not registered with the SEC unless such entity is comprised of Accredited Investors, as defined in Regulation D, 17 CFR 230.501(a), and no such Accredited Investors are individuals or natural persons; or
    - iv. where more than 50% of its voting ownership interests or non-voting ownership interests are directly or indirectly owned by US Persons;
  - c. that is an agency or branch of a non-US entity located in the US; or
  - d. that has its principal place of business in the US.
3. A trust:
  - a. created or organized under US Law; or
  - b. where, regardless of domicile of formation or organization:

- i. any settlor, founder, trustee, or other person responsible in whole or in part for investment decisions for the trust is a US Person;
  - ii. the administration of the trust or its formation documents are subject to the supervision of one or more US courts; or
  - iii. the income of which is subject to US income tax regardless of source.
- 4. An estate of a deceased person:
  - a. who was a resident of the US at the time of death or the income of which is subject to US income tax regardless of source; or
  - b. where, regardless of the deceased person's residence while alive, an executor or administrator having sole or shared investment discretion is a US Person or the estate is governed by US Law.
- 5. An employee benefit or pension plan that is:
  - a. established and administered in accordance with US Law; or
  - b. established for employees of a legal entity that is a US Person or has its principal place of business in the US.
- 6. A discretionary or non-discretionary or similar account (including a joint account) where:
  - a. one or more beneficial owners is a US Person or held for the benefit of one or more US Persons; or
  - b. the discretionary or similar account is held by a dealer or fiduciary organized in the US.

The Company may, from time to time, waive or modify the above restrictions.

Words and phrases used in this document that are defined in the FCA Rules (but not here) shall bear the same meaning as in the FCA Rules unless the context shall otherwise require.

# Company Details

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HSBC Index Tracker Investment Funds is authorised by the FCA with effect from 4 August 2000.

## Head Office

78 St James's Street, London SW1A 1EJ.

This is the address in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on the Company

## Base Currency

The base currency of the Company and each of the Funds is Pounds Sterling of the United Kingdom

## Share Capital

Maximum: £100,000,000,000

Minimum: £100

Shares in the Company and Funds have no par value. The share capital of the Company will at all times equal the total sum of the Net Asset Values of each of the Funds.



# Directory

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**The Company and Head Office:**

**HSBC Index Tracker Investment Funds**  
78 St James's Street, London  
SW1A 1EJ

**Authorised Corporate Director:**

**HSBC Global Asset Management (UK) Limited**  
78 St James's Street, London  
SW1A 1EJ

**Registrar:**

**HSBC Global Asset Management (UK) Limited**  
(Delegated to Northern Trust Global Services Limited)  
50 Bank Street, Canary Wharf, London, E14 5NT

**Administrator:**

**HSBC Global Asset Management (UK) Limited**  
(Delegated to Northern Trust Global Services Limited)  
PO Box 3733, Royal Wootton Bassett, Swindon SN4 4BG

**Depository:**

**State Street Trustees Limited**  
525 Ferry Road, Edinburgh, EH5 2AW

**Auditors:**

**KPMG LLP**  
15 Canada Square, London E14 5GL

# The Constitution of the Funds

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## Umbrella Company

The Company is authorised and the ACD is authorised and regulated by the FCA. The Company is structured as an “umbrella” company, in that the Company proposes to issue Shares linked to different Funds which have been established. The Company is a UCITS scheme.

Each Fund is invested as if it belongs to the “UCITS scheme” category specified in the FCA Rules. For investment purposes the assets of each Fund will be treated as separate and will be invested in accordance with the investment objective and investment policy of that Fund. The Funds set out below are those that are currently available.

| Current Funds  |
|--|
| American Index Fund<br>European Index Fund<br>FTSE All-Share Index Fund<br>FTSE All-World Index Fund<br>FTSE 100 Index Fund<br>FTSE 250 Index Fund<br>Index-Linked Gilt Index Fund<br>Japan Index Fund<br>Pacific Index Fund<br>UK Gilt Index Fund |

Details of the individual investment objectives, investment policies, SRRI and Share Classes offered for each of the Funds, along with details of the replication strategy and indices they each invest into, can be found in Appendix 1.

The ACD has adopted, as its core principle in its business practice, the guidelines published by the FCA in regard to treating customers fairly, for the benefit of both Shareholders and the Company.

Details of the constituents that make up the relevant indices, factsheets and other index information can be found on our website: <http://www.assetmanagement.hsbc.com/uk>. You will need to sign in as an ‘Individual investor’ and accept the terms. Choose Funds in Focus and then ‘HSBC Index Tracking Funds’. You will find the links on this page to take you to the relevant index provider sites.

The historic performance of the Funds for the last 5 years (where available) can be found in Appendix 2.

## Additional Funds and Classes of Share

Further Funds and new Classes of Share may be added in the future by the ACD from time to time with the approval of the FCA. On the introduction of any new Fund or Class of Share a revised Prospectus will be prepared.

For all Funds, the ACD reserves the right to invest or remove seed money at its discretion when it considers it appropriate to do so. Typically, seed money is invested when a new Fund and/or Share Class is launched and removed when the ACD considers the Fund and/or Share Class to be viable.

## Allocation of Assets and Liabilities

Each Fund has a portfolio of assets to which that Fund’s assets and liabilities are attributable. So far as the Shareholders are concerned each Fund is treated as a separate entity.

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

While this principle of segregation of assets and liabilities between the Funds is established in English law under the OEIC Regulations, this is not the case across all jurisdictions. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known whether foreign courts will recognise and give full effect to this segregation.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company in respect of or attributable to that Fund as they occur.

Within the Funds, charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any expenses specific to a Class will be allocated to that Class and otherwise shall be allocated between Classes by the ACD in a manner which is considered fair to Shareholders. With the exception of the audit fee, which is allocated according to the complexity of the audit in respect of the relevant Fund, and the FCA authorisation fee, which is allocated equally between each Fund so authorised and then apportioned equally between all Classes of the relevant Fund, such fees will normally be allocated to all Classes in proportion to the respective Net Asset Value of the relevant Classes.

Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may also be allocated by the ACD in a manner which is considered fair to the Shareholders. They will normally be allocated to all Funds in proportion to the respective Net Asset Value of the relevant Funds.

# Share Classes

The Company may issue several Classes of Share in respect of each Fund being Retail Income, Retail Accumulation, Income C, Accumulation C, Institutional A Income, Institutional A Accumulation, Income S, Accumulation S, Institutional Income, Institutional Accumulation, Income Z and Accumulation Z.

The Classes currently in issue are Retail Income, Retail Accumulation, Income C, Accumulation C, Institutional A Income, Institutional A Accumulation, Income S, Accumulation S, Institutional Income and Institutional Accumulation.

These Classes are distinguished on one or more of the following criteria: accumulation or distribution of income, minimum subscription, minimum holding, annual management charge and distribution channel. All Funds are marketable to all investors subject to the Share Dealing Restrictions on page 15.

The Classes available for each Fund are subject to the eligibility criteria detailed below. For all Classes the ACD has discretion to apply lower minima than those stated. For details of charges specific to each Share Class, please refer to the Fees and Expenses section on page 39.

## Share Classes Currently Offered in the Funds:

| Share Class                  | Funds in which Share Class is offered:   |   |
|------------------------------|--|---|
| Retail Income                | American Index Fund<br>European Index Fund<br>FTSE All-Share Index Fund<br>FTSE 100 Index Fund                                       | FTSE 250 Index Fund<br>Japan Index Fund<br>Pacific Index Fund<br>UK Gilt Index Fund                 |
| Retail Accumulation          | American Index Fund<br>European Index Fund<br>FTSE All-Share Index Fund<br>FTSE 100 Index Fund                                       | FTSE 250 Index Fund<br>Japan Index Fund<br>Pacific Index Fund<br>UK Gilt Index Fund                 |
| Income C                     | All Funds  |   |
| Accumulation C               | All Funds  |   |
| Institutional A Income       | American Index Fund<br>FTSE All-Share Index Fund   |   |
| Institutional A Accumulation | American Index Fund<br>European Index Fund   | FTSE All-Share Index Fund<br>Japan Index Fund   |
| Income S                     | FTSE 250 Index Fund  |   |
| Accumulation S               | FTSE 250 Index Fund  |   |
| Institutional Income         | American Index Fund<br>European Index Fund<br>FTSE All-Share Index Fund<br>FTSE All-World Index Fund<br>Index-Linked Gilt Index Fund | Japan Index Fund<br>Pacific Index Fund<br>UK Gilt Index Fund  |
| Institutional Accumulation   | American Index Fund<br>European Index Fund<br>FTSE 100 Index Fund<br>FTSE All-Share Index Fund                                       | FTSE All-World Index Fund<br>Index-Linked Gilt Index Fund<br>Japan Index Fund<br>Pacific Index Fund |

## Hong Kong Investors

- Investments into the FTSE 100 Index Fund, American Index Fund, European Index Fund, Japan Index Fund and Pacific Index Fund can only be accepted from HSBC or Hang Seng branded feeder funds, unit trusts or mutual funds or from a client or custodian of HSBC Global Asset Management (Hong Kong) Limited and/or HSBC Global Asset Management Holdings (Bahamas) Limited acting in their capacity as discretionary investment manager of their clients.

- Investments into the FTSE 250 Index Fund, the FTSE All-Share Index Fund, FTSE All-World Index Fund, Index-Linked Gilt Index Fund and the UK Gilt Index Fund are not permitted by investors in Hong Kong.

All Funds are marketable to all investors, subject to the eligibility criteria detailed below, except as detailed above for investors in Hong Kong.

### Subscription criteria

**Retail Income and Retail Accumulation Share Classes:** These Classes are net income and net accumulation Classes and each has a minimum initial subscription of £1,000, with a minimum additional subscription of £500 and the minimum redemption of £100.

**NOTE:** The Retail Income Share Class for the American Index Fund, European Index Fund, Japan Index Fund and Pacific Index Fund, is only open for investment in a Taxed Plan or Individual Savings Account (ISA) through an HSBC Taxed Plan/ISA Account Manager or otherwise at the discretion of the ACD.

**Income C and Accumulation C Share Classes:** These Classes are net income and net accumulation Classes. The minimum initial subscription is £1,000,000. The minimum additional subscription is £1,000.

**Institutional A Income and Institutional A Accumulation Share Classes:** These Classes are net income and net accumulation Classes. The minimum initial subscription is £1,000,000. The minimum additional subscription is £1,000.

**Income S and Accumulation S Share Classes:** These Classes are net income and net accumulation Classes. The minimum initial subscription is £10,000,000. The minimum additional subscription is £1,000,000. Each Class is only available at the discretion of the ACD to investors that meet the minimum investment criteria.

**Institutional Income and Institutional Accumulation Share Classes:** These Classes are net income and net accumulation Classes. The minimum initial subscription is £10,000,000. The minimum additional subscription is £1,000,000. Each Class is only available to HSBC Group Companies or otherwise at the discretion of the ACD.

**Income Z and Accumulation Z Share Classes:** These Classes are net income and net accumulation Classes. The minimum initial subscription is £10,000,000. The minimum additional subscription is £1,000,000. Each Class is only available to HSBC Group Companies or otherwise at the discretion of the ACD.

### Holding criteria

The minimum holding for all Classes is the same as the minimum initial subscription.

### Additional Classes

Further Classes may be established from time to time by the ACD with the approval of the FCA. On the introduction of any new Class, a revised Prospectus will be prepared.

### Exceptions to Subscription Criteria

#### Exceptions

The ACD may, at its absolute discretion, allow investment into a class of Share where the investor does not meet the minimum subscription criteria as set out above. Such exceptions may be permitted for any share class for HSBC Group companies, institutional or retail investors.

#### Discounts

In certain circumstances the ACD may, at its absolute discretion, agree to a rebate of a proportion of its annual management charge.

#### Regular Savers

The ACD operates a regular savings plan for Shareholders in the Retail Accumulation Share Class, who bought through an adviser, subject normally to a minimum monthly subscription of £50 in any one Fund and a minimum additional subscription of £10 per month.

The minimum holding for a regular saver if contributions are to cease is £1,000.

### Conversions

Shareholders are entitled (subject to certain restrictions) to convert all or part of their Shares in a Class for Shares of another Class within the same Fund. Details of this conversion facility and the restrictions are set out on page 19.

### Switching

Shareholders are entitled (subject to certain restrictions) to switch all or part of their Shares in a Fund for Shares in another Fund (whether of the same or a different Class). Details of this switching facility and the restrictions are set out on page 20.

### Income and Accumulation Shares

Holders of Retail Income, Income C, Institutional A Income, Income S, Institutional Income and Income Z Shares will receive distributions of income. Holders of Retail Accumulation, Accumulation C, Institutional A Accumulation, Accumulation S, Institutional Accumulation and Accumulation Z Shares do not receive payments of income as these are Accumulation Shares and any income arising in respect of an Accumulation Share is automatically accumulated and reflected in the price of each Accumulation Share.

Shareholders' liability to tax is explained in more detail in the Section "Taxation" on page 46.

Tax vouchers or certificates of deduction of income tax for both Income and Accumulation Shares will be issued in respect of distributions made or accumulated and tax accounted for.

Each allocation of income made in respect of any Fund at a time when more than one Class is in issue in respect of that Fund will be done by reference to the relevant Shareholder's proportionate interests in the scheme property of the Fund in question. Shareholders must have their distribution of income paid direct to their bank or building society current account.

Where both Income and Accumulation Shares are in existence in relation to a Fund, the relevant Shareholder's proportionate interest in the scheme property of the Fund represented by each Accumulation Share increases as income, if any, is accumulated. In these circumstances, the income of the Fund is allocated between Income Shares and Accumulation Shares according to the relevant Shareholder's proportionate interests in the scheme property of the Fund represented by the Accumulation Shares and Income Shares in existence at the end of the relevant accounting period.

### Governing Law

An investment in Shares is governed by English law

# Dealing in Shares

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The ACD's Share dealing lines are open from 9.00 am until 5.00 pm on each Dealing Day.

## Pricing

The Company deals on the basis of "single pricing". This means both the issue and the redemption price of a Share at a particular valuation point will be the same.

The price of a Share in the Company is calculated by reference to the Net Asset Value ("NAV") of the Fund to which it relates. The Class NAV is derived from the Fund NAV proportionate to the value of the assets attributable to each Class. The price of a Share is calculated by dividing the Class NAV by the number of Shares of that Class in issue. In addition the ACD may make an initial charge on Shares purchased (such charge is currently 0%). The ACD also reserves the right to make a redemption charge on Shares sold (although no such redemption charge is currently intended). If the ACD decides to increase the initial charge or introduce a redemption charge in the future it will only do so after giving an appropriate period of notice to Shareholders (see "Fees and Expenses" section on page 41).

For both purchases and sales, a dilution adjustment may be made to the price of a Share (see section titled "Dilution" on page 42).

For all Funds the Company deals on a forward pricing basis only (and not on the basis of published prices). A forward price is the price calculated at the next valuation point (currently 12 noon on each Dealing Day) after the deal instruction is received.

As indicated in the Valuation section on page 24, in determining the Net Asset Value of a Fund an estimated amount is deducted for anticipated tax liabilities at that point in time including (but not limited to) income tax where applicable in respect of income received by a Fund during an accounting period. The price that Shareholders receive when they buy, sell, switch or convert Shares therefore reflects any income received during the accounting period and accounted for by the Fund net of any income tax and other liabilities. Prospective investors should consider whether this method of valuation meets with their investment needs.

The prices of Shares will be published on the ACD's website; [www.assetmanagement.hsbc.com](http://www.assetmanagement.hsbc.com), or you can call the Fund Servicing Centre on 0800 358 3011 (international +44 (0)800 358 3011). Lines are open 9.00 am to 5.00 pm Monday to Friday (excluding public holidays). To help the ACD and the Administrator continually improve their services and in the interests of security, they may monitor and/or record your communications with them.

## Share Dealing Restrictions

The Administrator may refuse or delay your application for the purchase of Shares or your instruction for the sale of Shares. In these circumstances the Administrator will use reasonable endeavours to contact you personally unless it is not permitted to do so. In particular, applications to purchase Shares may be refused if the ACD or the Administrator:

- (a) reasonably believes that you are not eligible to hold Shares under the terms of the relevant Fund prospectus; or
- (b) reasonably considers that by accepting your instruction it may break a law, regulation, code, court order or other duty; or
- (c) becomes aware or has reason to believe you are resident in or otherwise connected to a country into which the ACD is not permitted to distribute or offer the Shares; or
- (d) if, subsequent to a Shareholder's investment in the Company, the Shareholder becomes a US Person, such Shareholder
  - (i) will be restricted from making any additional investments in the Company and
  - (ii) as soon as practicable have its Shares compulsorily redeemed by the Company (subject to the requirements of applicable law).

The ACD may, from time to time, waive or modify the above restrictions.

In addition, the ACD or the Administrator also have the right to refuse to sell Shares to a prospective investor if:

- (a) there are reasonable grounds relating to the circumstances of the applicant; or
- (b) the number or value of the Shares applied for is less than the minimum for that Class.

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

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

Such market timing activities are disruptive to Fund management, may lead to additional dealing charges which cause losses/dilution to a Fund and may be detrimental to performance and to the interests of long-term Shareholders.

In the event of any of the above occurrences, the Administrator will return any money sent, or the balance of such monies, at the risk of the applicant.

In accordance with the requirements arising under FATCA (more detail can be found in the Taxation Section on page 46), an application from a non-personal investor to purchase Shares will require such documentation as the ACD may require to establish the investor's status under FATCA and payment for the investment amount must accompany the application.

When payment is received it will be held in accordance with the FCA Rules and Shares will be purchased to avoid unnecessary delay in making the investment and comply with the requirements of timely execution. However, the Shares will not be registered in the applicant's name until the W Form (or such other form that the ACD may require) has been validated. Following validation, the Shares will be registered in the name of the applicant.

If the W Form (or such other form that the ACD may require) cannot be validated, the Administrator will contact the applicant requesting further information and/or a replacement form. Once this has been received and validated the Shares will be registered in the applicant's name.

If a new W Form (or such other form that the ACD may require) is not received by the date advised, or the application is withdrawn after the Shares have been purchased, the Shares will be sold and the money will be returned to the applicant, at the risk of the applicant. In these circumstances, the applicant may receive less than the original investment amount as a result of market movement.

Shares of the Company may not be offered or sold to any US Person.

The Shares described in this prospectus may only be distributed in Canada through HSBC Global Asset Management (Canada) Limited, and this prospectus may not be used to solicit, and will not constitute a solicitation of, an offer to buy Shares in Canada unless such solicitation is made by HSBC Global Asset Management (Canada) Limited. A distribution or solicitation may be deemed to occur in Canada where a distribution or solicitation is made to a Canadian Resident at the applicable time.

Investment into the Shares for the purpose of creating a structured product replicating the performance of the Fund(s) is only permitted after entering into an agreement to this effect with the ACD. In the absence of such an agreement, the ACD can refuse or repurchase an investment into the Shares if this is related to a structured product and deemed by the ACD to potentially conflict with the interest of other Shareholders.

### Buying Shares

Investors, including regular savers, wishing to buy Shares must initially provide a completed application form/registration document and appropriate anti-money laundering documentation to the Administrator. Subsequently, applications to buy Shares can be made by telephoning the Administrator's Fund Servicing Centre on 0800 358 3011. Requests to subsequently alter regular savings amounts must be notified to the Administrator in writing.

Application forms are available from the ACD by writing to the Administrator or telephoning the Administrator's Fund Servicing Centre on 0800 358 3011 or by visiting the website



www.assetmanagement.hsbc.com and clicking on the site map. The ACD may introduce other methods by which Shares can be purchased in the future.

Any subscription monies remaining after a whole number of Shares has been issued will not be returned to the applicant. Instead, smaller denomination Shares will be issued in such circumstances. A smaller denomination Share is equivalent to one hundredth of a larger denomination Share.

The register and all documentation sent to Shareholders will show the number of larger denomination Shares and smaller denomination Shares of the same Class.

If a Shareholder has title to more than 100 smaller denomination Shares of any one Class then sufficient smaller denomination Shares will be consolidated to one larger denomination Share, so that the Shareholder has title to less than 100 smaller denomination Shares.

The Administrator may at any time, for the purposes of effecting a transaction in Shares with a Shareholder, substitute that Shareholder's entitlement to one or more larger denomination Shares into an entitlement to smaller denomination Shares of the same Class, in a ratio of one larger denomination Share to 100 smaller denomination Shares.

Applications to buy Shares will not be acknowledged. However, a contract note will be issued by the end of the Business Day following the later of the day of receipt by the Administrator of the application for the purchase of Shares or the day of the valuation point by reference to which the purchase price is determined. Where appropriate, applicants will be informed of their right to cancel. The contract note will give details of the Shares purchased and the price used.

If a cleared payment is not received by the time and date specified in the contract note the instruction to buy Shares may be cancelled and in such circumstances no Shares will be issued to the applicant.

The applicant or their financial intermediary will be liable for the cost of the cancellation. Furthermore, failure to make payment by the date specified may result in the Company or the ACD bringing an action against the defaulting applicant or their intermediary, or deducting any costs or losses incurred by the Company or the ACD against any existing holdings of the applicant.

Certificates will not be issued in respect of Shares.

Ownership of Shares will be evidenced by an entry on the Company's Register of Shareholders (the "Register"). The Registrar may delay updating the Register to reflect the ownership of Shares until such time as it has received a cleared payment in respect of the Shares. Once a cleared payment has been received, if any Shareholder requires evidence of title to Shares then upon such proof of identity as it shall reasonably require the Registrar will provide the Shareholder with a certified copy of the relevant entry in the Register.

Shareholders will be able to monitor their holdings by a statement showing transactions in Shares and current holdings which will be sent out to all Shareholders (or in the case of joint holdings, the first named) twice a year by the ACD. The Register is prima facie evidence of entitlement to Shares. Shareholders must notify the ACD of any change of address. Individual statements of Shareholder's (or in the case of joint holdings, the first named) Shares will also be issued at any time on request by the registered holder. The right is reserved to make a charge for duplicate copies of statements.

### Selling Shares

Sole Shareholders wishing to sell Shares should telephone the Administrator's Fund Servicing Centre on 0800 358 3011 or write to the Administrator. In the case of joint Shareholders wishing to sell Shares the Administrator will need to receive written instructions signed by all registered Shareholders. The ACD may introduce other methods for selling Shares in the future. The ACD does not currently accept electronic instructions for the sale of Shares.

Instructions to sell are irrevocable.

Shareholders are entitled on any Dealing Day to request that the Company redeem their Shares in accordance with the procedures set out below.

A contract note giving details of the number and prices of Shares sold will be sent to the selling Shareholder (the primary holder in the case of joint holders). If written instructions are required this will be accompanied

by a form of renunciation for completion and execution by the Shareholder (or in the case of joint holders, by all the joint holders). This will be sent no later than the end of the Business Day following the later of:

- (a) the day of the request to sell Shares; or
- (b) the day of the valuation point by reference to which the redemption price is determined.

For all Funds (with the exception of the Index-Linked Gilt Index Fund and the UK Gilt Index Fund) redemption monies will be paid within three Business Days of the later of:

- (a) the receipt by the Administrator of the telephone request to sell, or where written instructions are required, the form of renunciation (or other sufficient written instructions) duly signed by all the relevant Shareholders and completed as to the appropriate number of Shares, together with any other appropriate evidence of title; and
- (b) the valuation point following receipt by the Administrator of the request to sell.

In the case of the Index-Linked Gilt Index Fund and the UK Gilt Index Fund, redemption monies will be paid on the next Business Day following the later of (a) and (b) above.

Where the Administrator is unable to pay money out to you, for example the proceeds from the sale of Shares for which supporting documentation is needed, the money may, subject to the FCA Rules, be held by the ACD as client money in a client bank account with HSBC Bank plc and/or other financial institutions. No interest will be paid to you in respect of any client money held in the client money bank account.

While the ACD does not accept liability for acts, omissions and defaults of authorised financial institutions that hold client money on its behalf, in the event of insolvency you may be an eligible claimant under the Financial Services Compensation Scheme and be entitled as an individual to claim up to £75,000 in respect of the total cash you hold directly and indirectly hold with the failed financial institution.

Where amounts of client money are held that are deemed to be de minimus amounts as set out in the FCA Rules, the ACD may. After a period of six years has elapsed, following the date of the last movement on the relevant account, pay away such amounts to charity provided it has made at least one attempt to contact the rightful beneficial owner(s) as set out in the FCA Rules, being the registered Shareholder, and the Shareholder has not responded to the communication within 28 days of the communication being issued. The ACD does not require the consent of Shareholders to do this.

After a period of six years has elapsed (following the date of the last movement on the relevant account as set out in the FCA Rules) any unclaimed client monies which remain in the ACD's client money account which do not meet the FCA's defined de minimus criteria, may be paid away to a registered charity of the ACD's choice. Before doing so the ACD must ensure that it has taken all reasonable steps in accordance with the FCA Rules, to ensure payment of the client monies to their rightful beneficial owner(s),

In all circumstances monies paid to a charity would no longer be treated as client money. The making of a payment of unclaimed client money to a charity would not prevent a Shareholder from making a future claim to the ACD for repayment of such client monies upon production to the ACD of satisfactory evidence of their entitlement to those monies.

### Treatment of Client Money when Buying or Selling Shares

With the exception of monthly direct debits made by regular savers, when the Administrator receives money following an application to buy Shares, or when it receives the proceeds from the Fund when Shares are sold, the Client Money Rules allow the ACD a period of one Business Day before it must treat that money as Client Money. This is called the Delivery versus Payment ("DvP") exemption and it is an exception to the general requirement that money held for investors must always be held in a Client Money bank account. When the ACD uses the DvP exemption at certain periods of time money that you pay to it when you buy Shares, or money that the ACD is due to pay you when you sell Shares is held in the ACD's own bank account. During this time it does not receive the same level of protection as it would receive if it was held in a Client Money bank account. Any monthly direct debit payments made by regular savers will be held as Client Money from the date of collection until the settlement date for the relevant Fund. Any cheque payments made by the ACD to you will be issued from a Client Money Account.

Any Client Money will be held in a Client Money bank account at a UK bank and /or other financial institutions. No interest is paid in respect of any monies held in the Client Money bank account. In the event

that HSBC Global Asset Management (UK) Limited, HSBC Bank plc (or a third party bank with which your money is deposited) were to fail, the FCA's Client Money distribution rules contained in the FCA rules apply to your Client Money. The purpose of the Client Money distribution rules is to protect your interests with the aim of making the timely return of your money following any such failure.

### Minimum Redemption

Shareholders may sell part of their holding but the Administrator reserves the right to refuse a redemption request if the value of the Shares of any Fund to be redeemed in the Retail Classes is less than £100 or where the remaining holding in a Class would fall below the stated minimum for that Class if it were effected. In this circumstance the ACD may require redemption of the entire holding.

### Share Conversion

Subject to the qualifications and restrictions shown below, a Shareholder may request to convert all or some of his Shares of one Class ("the Original Shares") for the appropriate number of Shares of another Class in the same Fund ("New Shares"). The ACD may not impose restrictions as to the Classes of New Shares unless there are reasonable grounds relating to the circumstances of the Shareholder or the terms of the issue of the Class concerned for refusing to issue Shares of a particular Class to him. In no circumstances will a Shareholder who exchanges Shares of one Class for Shares of another Class in the same Fund be given a right by law to withdraw from or cancel the transaction.

The number of New Shares issued is determined by the following formula:

$$N = \frac{O \times (CP \times ER)}{SP}$$

Where N is the number of New Shares, O is the number of Original Shares to be converted, CP is the price at which one Original Share can be redeemed, ER is 1 (for the same currency Shares or an appropriate exchange rate where the currency of the Shares involved are different) and SP is the price of a New Share (in the cases of CP and SP at the applicable valuation point). Each number referred to in the definition of N or O shall be expressed to the second decimal place and rounded thereto in the case of N, so that the numbers before the decimal point represent the number of larger denomination Shares and the numbers after the decimal point when multiplied by 100 represents the number of smaller denomination Shares.

If the conversion would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class concerned, the ACD may (at its discretion) convert the whole of the applicant's holding of Original Shares to New Shares or refuse to effect any conversion of the Original Shares.

The New Shares will retain the same Group 1 Shares and Group 2 Shares split (where applicable) as that held with the Original Shares until the next distribution date. Equalisation will be applied to Group 2 Shares.

A Shareholder wishing to convert Shares should send written instructions to the Administrator. Any instructions to the Administrator must be signed by all registered Shareholders. Where instructions to convert are received and the New Shares are Income Shares, the ACD may require written bank account details in order to pay income distributions. The ACD may however, delay or reject an application for a conversion of Shares if, in its opinion, to undertake such a transaction within the Fund would be detrimental to the other Shareholders.

Notification must be received by the Administrator before the valuation point on a Dealing Day in the Fund concerned, to be dealt with at the price at the valuation point on that Dealing Day or at such other valuation point as the ACD at the request of the Shareholder giving the relevant exchange notice may determine. A conversion request received after a valuation point will be held over until the next Dealing Day. If a conversion instruction relates to Original Shares for which a cleared payment has not been received the Administrator may delay converting the Shares until any outstanding payment is received and cleared.

Conversions will be effected by the Administrator recording the change of Share Class on the Register at the date of conversion.

Conversion instructions, once given, are irrevocable. A conversion is not treated as a redemption of Shares and will, therefore, not be deemed a disposal for the purposes of Capital Gains Tax.

The ACD does not propose to charge a fee for conversions.

### Switching

Subject to the qualifications below, a Shareholder may at any time switch all or some of his Shares of one Fund ("the Original Shares") for the appropriate number of Shares of another Fund ("New Shares") (whether of the same or a different Class). In no circumstances will a Shareholder who exchanges Shares in one Fund for Shares in another Fund be given a right by law to withdraw from or cancel the transaction. The number of New Shares issued is determined by the following formula:

$$N = \frac{O \times (CP \times ER)}{SP}$$

Where N is the number of New Shares to be issued, O is the number of Original Shares to be exchanged, CP is the price at which one Original Share can be redeemed, ER is 1 (for the same currency Shares or an appropriate exchange rate where the currency of the Shares involved are different) and SP is the price at which a New Share can be purchased (in the cases of CP and SP at the applicable valuation point). Each number referred to in the definition of N or O shall be expressed to the second decimal place and rounded down thereto in the case of N, so that the numbers before the decimal point represent the number of larger denomination Shares and the numbers after the decimal point when multiplied by 100 represents the number of smaller denomination Shares.

Where it is desired to switch Shares between Classes issued in respect of different Funds, the ACD may not impose restrictions as to the Classes of New Shares unless there are reasonable grounds relating to the circumstances of the Shareholder or the terms of the issue of the Class concerned for refusing to issue or sell Shares of a particular Class to him.

If the switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class concerned, the ACD may (at its discretion) switch the whole of the applicant's holding of Original Shares to New Shares or refuse to effect any switch of the Original Shares. No switch will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended.

The general provisions on procedures relating to redemption will apply equally to a switch. Shareholders wishing to switch Shares held in their sole name should send written instructions to the Administrator or may telephone the Administrator's Fund Servicing Centre on 0800 358 3011. However in the case of joint Shareholders the switch cannot be carried out until the Administrator has received written instructions signed by all registered Shareholders.

Where instructions to switch are received over the telephone and the New Shares are Income Shares the ACD may request written bank account details in order to pay income distributions.

Notification must be received by the Administrator before the valuation point on a Dealing Day in the Fund or Funds concerned to be dealt with at the prices at those valuation points on that Dealing Day, or at such other valuation point as the ACD at the request of the Shareholder giving the relevant exchange notice may determine. A switching request received after a valuation point will be held over until the next Dealing Day.

If a Shareholder switches Original Shares in one Fund for New Shares in another Fund the ACD may impose a switching fee and in certain circumstances make a dilution adjustment to the price of a Share. Details of these charges are described on page 39 in the Section titled 'Fees and Expenses'.

The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching fee together with any other fees, charges or levies in respect of the issue or sale of the New Shares or repurchase or cancellation of the Original Shares as may be permitted pursuant to the FCA Rules.

Switching instructions, once given, are irrevocable.

It should be noted that a switch of Original Shares in one Fund for New Shares in any other Fund is treated as a redemption and will, for persons subject to United Kingdom taxation, be a disposal for the purposes of Capital Gains Tax.

## Dealing Charges

The charges applicable to all dealings in Shares are set out in the Fees and Expenses section on page 39.

## Compulsory Transfer and Redemption

Shares in the Company may not be acquired or held by any person in circumstances (relevant circumstances):

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

In this connection, the ACD may (amongst other things) reject any subscription, sale, transfer or switching of Shares.

If it comes to the notice of the ACD that any Shares (affected Shares) have been acquired or are being held directly or beneficially in any of these relevant circumstances or by virtue of which the Shareholder in question is not qualified to hold such Shares or if it reasonably believes this to be the case, the ACD may give notice (an action notice) to the holder of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them or may give a request in writing for the redemption or cancellation of such Shares in accordance with the FCA Rules. If any person upon whom such a notice is served does not within thirty days after the date of such notice transfer his affected Shares to a person qualified to own them or establish to the satisfaction of the ACD (whose judgement shall be final and binding) that he and any person on whose behalf he holds the affected Shares are qualified and entitled to own them, he may be deemed upon the expiration of the thirty day period to have given a request in writing for the redemption or cancellation of all the affected Shares pursuant to the FCA Rules.

A person who becomes aware that he has acquired or holds affected Shares in any of these relevant circumstances, or by virtue of which he is not qualified to hold such affected Shares, shall forthwith, unless he has already received an action notice, either transfer all his affected Shares to a person qualified to own them or give a request in writing for the redemption of all his affected Shares pursuant to the FCA Rules.

## In Specie Redemptions

If a Shareholder requests the redemption or cancellation of Shares representing more than 5% (or such smaller percentage as the ACD may decide) of the Fund's Net Asset Value the ACD may arrange that in place of payment of the price of the Shares in cash, the Company cancels the Shares and transfers scheme property or, if required by the Shareholder, the net proceeds of sale of relevant scheme property, to the Shareholder.

Before the proceeds of the cancellation of Shares become payable, the ACD must give written notice to the Shareholder that the scheme property or the proceeds of the sale of scheme property will be transferred to that Shareholder.

The scheme property to be transferred will be selected by the ACD in consultation with the Depositary with a view to achieving no more advantage or disadvantage to the Shareholder requesting cancellation or redemption than to the continuing Shareholders of the Fund concerned.

The scheme property to be transferred or the proceeds of sale of the relevant scheme property shall be subject to the retention by the Company of scheme property or cash equivalent in value to any redemption charge under the FCA Rules and any duty or tax, or amounts owing by the Shareholder to the Company to be paid in relation to the redemption of Shares.

## In Specie Applications

In exceptional circumstances the ACD may at its discretion and by special arrangement, agree to arrange for the Company to issue Shares in exchange for assets other than money, provided the Depositary has taken



reasonable care to ensure that the acquisition of those assets in exchange for the Shares is not likely to result in any material prejudice to the interests of Shareholders of the Fund concerned.

The ACD will ensure that the beneficial interest in the assets is transferred to the Company with effect from the issue of the Shares.

The ACD will not issue Shares in any Fund in exchange for assets, the holding of which would be inconsistent with the investment objective of that Fund.

## General

To satisfy a request for the issue, redemption or exchange of Shares, the ACD will normally sell Shares to or re-purchase Shares from Shareholders to meet such requests. The ACD is entitled to hold Shares for its own account and to satisfy requests for sales from its own holding. In some circumstances and in accordance with the FCA Rules, the Company will issue or cancel Shares to meet such requests. The FCA Rules require the ACD to procure the issue or cancellation by the Company where necessary to meet any obligation to sell or redeem Shares. The ACD is under no obligation to account to the Company or to Shareholders for any profit it makes on the issue, reissue or cancellation of Shares and will not do so.

The amount to be charged by or paid to the ACD for the sale of a Share by the ACD will not be more than the price of a Share notified to the Depositary at the relevant valuation point plus any initial charge and/or dilution adjustment to the issue price of a Share which may apply.

The amount to be paid by the ACD for the redemption of a Share will not be less than the price of a Share notified to the Depositary at the relevant valuation point minus any redemption charge and/or dilution adjustment to the redemption price of a Share which may apply.

Each of the Funds is designed and managed to support longer-term investment and active trading is discouraged. Short-term or excessive trading into and out of a Fund may harm performance by disrupting portfolio management strategies and by increasing expenses. The ACD may at its discretion refuse to accept applications for, or conversion or switching of, Shares, especially where transactions are deemed disruptive, particularly from possible market timers or investors who, in its opinion, have a pattern of short-term or excessive trading or whose trading has been or may be disruptive to the Fund(s). For these purposes, the ACD may consider an investor's trading history in the Fund(s) or other HSBC funds and accounts under common ownership or control.

## Money Laundering

Under current UK money laundering legislation, persons conducting investment business are responsible for compliance with money laundering regulations. So as to ensure compliance, appropriate identification enquiries may be made in certain circumstances whether in respect of the sale, purchase or transfer of Shares or distribution of income. Until satisfactory proof of identity and address is provided, the Administrator reserves the right, in the case of a purchase or transfer of Shares, to refuse to carry out the transaction requested and in the case of a sale of Shares, to hold the proceeds in a client money account until such time as the appropriate information is received. In the case of a sale of Shares, where appropriate proof of identity and verification of address is not received from you, the ACD also reserves the right to cancel the deal and, in such cases, the ACD may refuse to accept any further instruction to sell your Shares until such time as full identity and verification of address is received.

## Suspension of Dealings in the Company

The ACD may (with the prior agreement of the Depositary and will if the Depositary so requires) temporarily suspend the issue, cancellation, sale, redemption, conversion and switching of any Class of Shares in any of the Funds where, due to exceptional circumstances, it is in the interests of all the Shareholders in the Fund. Such suspension shall be allowed to continue for as long as it is justified having regard to the interests of Shareholders.

Shareholders will be notified of any suspension as soon as reasonably practicable after suspension commences, including details of the exceptional circumstances which have led to the suspension, in a clear, fair and not misleading way and giving Shareholders details of how to find further information about the suspensions. Where such suspension takes place, the ACD will publish details on its website or other general means, sufficient details to keep Shareholders appropriately informed about the suspension, including, if known, its possible duration.

During the suspension none of the obligations in Section 6.2 (Dealing) of the FCA Rules will apply but the ACD will comply with as much of Section 6.3 (Valuation and Pricing) of the FCA Rules during the period of suspension as is practicable in light of the suspension.

Suspension will cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased but the ACD and the Depositary will formally review the suspension at least every 28 days and will inform the FCA of the review and any change to the information given to Shareholders.

During the period of suspension the ACD may, at its discretion, agree to issue, redeem, convert or switch Shares at prices calculated by reference to the first valuation point after resumption of dealing.

# Valuation

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**The price of a Share in the Company is calculated by reference to the Net Asset Value of the Fund to which it relates. The Net Asset Value per Share of a Fund is currently calculated as at 12 noon on each Dealing Day.**

The ACD may at any time carry out an additional valuation if it is considered desirable to do so.

## Calculation of the Net Asset Value

The value of the scheme property of a Fund is the value of its assets less the value of its liabilities determined in accordance with the following provisions:

1. All the scheme property (including receivables) of the Company (or the Fund) is to be included, subject to the following provisions.
2. Property which is not cash (or other assets dealt with in 3 below) or a contingent liability transaction shall be valued as set out below and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
  - (a) units or shares in a collective investment scheme:
    - (i) if a single price for buying and selling units or shares is quoted, at that price; or
    - (ii) if separate buying and selling prices are quoted, the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
    - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, or if the most recent price available does not reflect the ACD's best estimate of the value of the units or shares, at the value which in the opinion of the ACD is fair and reasonable;
  - (b) any other transferable security:
    - (i) if a single price for buying and selling the security is quoted, at that price; or
    - (ii) if separate buying and selling prices are quoted, the average of the two prices; or
    - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, or if the most recent price available does not reflect the ACD's best estimate of the value of the security, at a value which in the opinion of the ACD is fair and reasonable;
  - (c) property other than that described in (a) and (b) above:
    - (i) at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price (where available); or
    - (ii) where a mid-market price is not available, through the UK Valuations Committee which has ultimate oversight responsibilities in relation to exceptions to pricing policies, which include approving the methodologies for the valuation of illiquid securities
3. Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
4. Property which is a contingent liability transaction shall be treated as follows:
  - (a) if a written option (and the premium for writing the option has become part of the scheme property), deduct the amount of the net valuation of premium receivable. If the property is an off-exchange derivative it shall be included in a valuation using a method agreed between the ACD and the Depositary;
  - (b) if an off-exchange future, it shall be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary;



- (c) if any other form of contingent liability transaction, include at the net value of margin on closing out (whether as a positive or negative value). If the property is an off-exchange derivative it shall be included at a valuation using a method agreed between the ACD and the Depositary.
5. In determining the value of the scheme property, all instructions given to issue or cancel Shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
  6. Subject to paragraphs 7 and 8 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.
  7. Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 6.
  8. All agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property.
  9. Deduct an estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty and stamp duty reserve tax.
  10. Deduct an estimated amount for any liabilities payable out of the scheme property and any tax thereon treating periodic items as accruing from day to day.
  11. Deduct the principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings.
  12. Add an estimated amount for accrued claims for tax of whatever nature which may be recoverable.
  13. Add any other credits or amounts due to be paid into the scheme property.
  14. Add a sum representing any interest or any income accrued due or deemed to have been accrued but not received.
  15. Currencies or values in currencies other than the base currency or (as the case may be) the designated currency of a Fund shall be converted at the relevant valuation point at an exchange rate that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.
  16. Where stocklending is undertaken, income received from stocklending transactions will be accrued and received into the income account of the relevant Fund and reflected in that Fund's NAV. Allocation of income in respect of stocklending transactions is set out in Appendix 3, Part E.

# Income Equalisation

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The price of a Share is based on the value of the proportionate interest of that Class in the relevant Fund including its proportionate interest in the income of the Fund since the preceding distribution or, in the case of Accumulation Shares, deemed distribution. In the case of the first distribution received, a part of the amount, namely the equalisation payment, is treated by HM Revenue & Customs as a return of the price paid by the Shareholder for his Shares and is not taxable as income in the hand of the Shareholder. However, this amount must be deducted from the cost of the Share in computing any capital gains.

In the case of Accumulation Shares, no equalisation payment is made and so no adjustment need be made to the cost of the Shares for the purposes of Capital Gains Tax.

**Equalisation does not apply to Group 1 Shares, which are Shares already held at the beginning of the distribution period. It applies only to Group 2 Shares, which are Shares purchased during the relevant distribution period.**

# Risks

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**The following are important warnings and potential investors should consider the following risk factors before investing in the Company.**

**The risk categories that specifically apply to each Fund of the Company are shown in Appendix 1.**

## General

There are inherent risks in investing in securities markets. Security prices are subject to market fluctuations and can move irrationally and be unpredictably affected by many and various factors including political and economic events and market rumours.

There can be no assurance that any appreciation in the value of investments will occur. The value of investments and the income derived from them may go down as well as up and investors may receive back less than the original amount invested.

There is no guarantee that the investment objectives of any Fund will be achieved.

It is important to note that past performance cannot be regarded as an indication of future performance. Please remember that inflation will reduce what you can buy in the future with your investment.

The ACD will monitor the management of the Funds to ensure the risks published remain relevant and that any change to the risk exposure is communicated to the Shareholders.

## New Funds

There is a risk that if any new Fund(s) launched do not receive the level of investment we expect, the proportion of charges and expenses may be higher and the value of investment consequently reduced.

## Cancellation

If you make an investment we will give you 30 days in which to exercise your cancellation rights. If you cancel your investment within the cancellation period, you will receive a refund of your initial charge (if applicable) but you may get back less than the amount you originally invested if the market has fallen in that time.

## Efficient Portfolio Management (EPM) and Counterparty Risk

The Funds will be subject to the risk of the inability of any counterparty to perform its contractual obligations either by failing to pay or failing to deliver securities. If a counterparty defaults, the relevant Fund may suffer losses as a result.

The Funds may use EPM, however there is no guarantee that the use of EPM will result in a positive effect for any Fund and its investors and may result in losses.

Where a Fund enters into stocklending transactions, there is no counterparty risk as the Fund is indemnified. Any government securities are guaranteed by the government, or a government department or agency of the country concerned.

There is no guarantee that any Fund will achieve the objective for which it entered into a transaction in relation to EPM. Stocklending transactions may, in the event of a default by the counterparty, result in the securities lent being recovered late or only in part. Where stocks are lent, collateral is received in return and will be held by the Depositary.

## Leverage Risk

Leveraging may occur as a result of transactions carried out for the purposes of EPM and borrowing.

The use of derivatives instruments can involve risks different from, and in certain cases greater than, the risks associated with more traditional assets. The value of derivative contracts is dependent upon the

performance of underlying assets. A small movement in the value of the underlying assets can cause a large movement in the exposure and value of derivatives. Leverage risk can occur due to investment leverage (gearing) resulting from using derivatives for investment purposes, where the gross market risk of the Fund is greater than the value of its net assets. When this happens the value of the Fund can go up or down by more than expected relative to the performance of the markets and/or assets the Fund is invested in. There is also leverage risk associated with using instruments that contain derivatives, although where these derivative instruments are used for efficient portfolio management purposes, the total market risk should not be greater than the NAV. Thus typically the value of the Fund should not go up nor down more than expected had these derivative instruments not been used. Unlike exchange traded derivatives, over-the-counter derivatives have credit and legal risk associated with the counterparty or the institution that facilitates the trade.

Furthermore, where the Fund undertakes borrowing the Fund will incur interest charges on the amount borrowed and in circumstances where the amount borrowed is in a different currency to the base currency of the Fund, the Fund will be exposed to an additional currency risk. In addition, if the borrowing is used to purchase assets for the Fund or to retain assets in the Fund following redemptions from Shareholders, the Fund will be exposed to an additional market risk on the borrowed amount. Each Fund is limited to borrowing not more than 10% of its net asset value on any Business Day and such borrowing shall be on a temporary basis only and shall not exceed a period of three months.

### Collateral Risk

Collateral received, other than cash, will be highly liquid and traded on a regulated market or a multilateral trading facility with transparent pricing, will be of a high quality and valued on at least a daily basis. Assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.

When accepting collateral, such collateral will be sufficiently diversified in terms of country, markets and issuers and preference will be given to high-quality governmental bonds denominated in the currency of the relevant Fund. The collateral received by the Fund must equal or exceed, in value, an amount allowing the net exposure to counterparty risk to remain below the limit of 10% of the Fund's NAV and it will be valued on at least a daily basis. The collateral must be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty. Where there is a title transfer, the collateral received should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision and which is unrelated to the provider of the collateral. The collateral must be held at the credit risk of the counterparty and must be immediately available to the relevant Fund without recourse to the counterparty in the event of a default by that entity.

Collateral may be in the form of cash or non-cash.

Non-cash collateral cannot be sold or pledged, will be marked to market daily, will be issued by an entity independent of the counterparty and will be diversified such that no more than 20% of the collateral may be represented by the securities of any one issuer. The credit quality of the non-cash collateral will be consistent with the investment objectives and policies of the relevant Fund.

Collateral held in cash may not be held on deposit with the counterparty or any of its affiliates or associated companies.

Cash collateral may only be:

- placed on deposit with entities prescribed in Article 50(f) of the UCITS Directive;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

The counterparty will forfeit its collateral if it defaults on the transaction. However, if the collateral is in the form of securities, there is a risk that when those securities are sold they will realise insufficient cash to settle

the counterparty's debt to the Fund or to purchase replacements for the securities that were lent to the counterparty. This may result in losses for investors.

### Currency Exchange Rates

Investments for some Funds will be made in assets denominated in currencies other than the base currency and exchange rate movements may affect the value of an investment favourably or unfavourably, separately from gains or losses otherwise made by such investments.

### Geographical Concentration

Where a Fund invests predominantly in one geographical area, any decline in the economy of this area may affect the prices and value of the shares or units held by that Fund.

### Investing in Europe

Where a Fund invests in a European country which has the Euro as its local currency, there is a risk that that country could cease using the Euro in the event that there is a collapse of the European monetary union, in which case such countries may revert back to their former (or another) currency. This could lead to additional performance, legal and operational risks to the Fund and may ultimately negatively impact the value of the Fund. The performance and value of the Fund may potentially be adversely affected by any or all of the above factors, or there may be unintended consequences in addition to the above arising from the potential European crisis that adversely affect the performance and value of the Fund.

### Index Tracking

The investment of each of the Funds may be concentrated in one or two securities, in the event that the relevant index is so concentrated.

The capital performance of the index will be tracked using either a full replication technique or a sampling-optimisation (partial replication) technique.

Where a Fund fully replicates an index, there is a risk that transaction costs and different time zones mean that we are not able to exactly match the return on the index. There is also a risk that we cannot trade in sufficiently small lots to match perfectly the index weights.

Where a Fund partially replicates an index there is the risk that the stocks selected will not accurately replicate the performance of the index. This can be mitigated by minimising factor risks, such as sector allocation, allocation to small caps or duration.

Whether the Fund fully or partially replicates an index there is a risk that when a dilution adjustment is made, the volatility of the NAV quoted will exceed that of the index, as the Fund swings from bid to offer.

If the price in a Fund needs to be swung, then the tracking error (the movement away from the index being tracked) will be affected.

There is no guarantee that the investment objective of any Fund will be achieved. In particular, no financial instrument enables the returns of any index to be reproduced exactly. Changes in the investments of any Fund and rebalancing of the relevant index may give rise to various transaction costs. (including in relation to the settlement of foreign currency transactions), operating expenses, custody costs, taxes, corporate actions, cash flows into and out of a Fund from dividend/reinvestments or inefficiencies which may adversely impact a Fund's tracking of the performance of an index. Furthermore, the total return on investment in the Shares of a Fund will be reduced by certain costs and expenses which are not taken into account in the calculation of the applicable index. Moreover, in the event of the temporary suspension or interruption of trading in the Investments comprising the index, or of market disruptions, rebalancing a Fund's investment portfolio may not be possible and may result in deviations from the returns of the index.

Where it is not possible under the FCA Rules to invest in a stock such that the amount held is consistent with that stock's weighting within the index, then additional exposure to the stock will be sought by investing in transferable securities (which may or may not be constituents of the index) which themselves aim to closely replicate the performance of the stock or which it is expected will perform in a similar way to that stock, subject to any restrictions that may be provided by the FCA Rules. There is a risk that the stocks selected will not accurately replicate the capital performance of the index.

## Synthetic Risk and Reward Indicator (SRRI)

The SRRI rating is based on price volatility over the last five years and is an indicator of absolute risk. An SRRI is scored on a scale of 1 to 7. A Fund that scores an SRRI at the lower end of the scale would typically mean lower risk and lower returns, whereas a Fund that scores an SRRI at the higher end of the scale would typically mean a higher risk and higher returns. Historical data may not be a reliable indication for the future.

The rating is not guaranteed to remain unchanged and should the situation arise where the SRRI score would change through the investment manager deciding to make direct or indirect investment in other funds and markets, prior to making any change, the ACD and Depositary shall determine whether the change would be 'fundamental' or 'significant', as defined in the FCA Rules. A significant change will require the ACD to contact the Shareholders on the Register a minimum of 60 days prior to making the change, whereas a fundamental change will require the prior approval of Shareholders at a General Meeting.

Where this occurs through circumstances outside of the investment manager or the ACD's control, for example through movement in market volatility, the ACD will notify you of the change in the Company's Report and Accounts.

## Effect of Initial Charge

Where the ACD's initial charge (if any) is added to the cost of the investment at the outset, an investor who redeems his Shares in the short term may not (even in the absence of a fall in the value of the relevant investments) realise the original amount invested. Shares should, therefore, be viewed as a medium to long term investment.

## Suspension of Dealings

In certain circumstances the right to redeem Shares may be suspended (see "Suspension of Dealings in the Company" on page 22).

## Liabilities

The assets of a Fund belong exclusively to that Fund and cannot be used to discharge the liabilities of any other Fund. Consequently, the liability incurred on behalf of a Fund will be discharged solely out of the assets of that Fund. The only exception to this is where a liability arises which is not attributable to any specific Fund, in which case the ACD will allocate such liabilities, expenses, costs and charges between the Funds in a manner which would be fair to the Shareholders of the Company. The ACD would normally expect any such re-allocation to be effected on a pro rata basis having regard to the Net Asset Value of the relevant Funds.

Shareholders are not, however, liable for the debts of the Company. A Shareholder is not therefore liable to make any further payment to the Company after he has paid the purchase price of the Shares.

## Emerging Markets

Where Funds invest in some overseas markets these investments may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities.

Investment in emerging markets may involve a higher risk than those inherent in established markets.

Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of a prudent investor's portfolio.

Companies in emerging markets may not be subject:

- (a) to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;
- (b) to the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

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

Restrictions on foreign investment in emerging markets may preclude investment in certain securities by certain Funds and, as a result, limit investment opportunities for the Funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets.

The reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments.

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

### Fixed Income Securities

Issuers of fixed income securities, such as bonds and gilts, may fail to meet their regular interest and/or capital repayment obligations. All fixed income securities therefore have potential for default and higher yielding securities are more likely to default.

In addition, as interest rates rise fixed income securities will fall in value. The value of fixed income securities is inversely proportional to interest rate movements.

### Error in Calculation of Relevant Index

For each of the Funds, the underlying asset allocation is determined based upon the composition of the relevant index. The relevant index is rebalanced at regular intervals as set out for each Fund in Appendix 1.

Since the assets of the Fund are determined with regard to the relevant index composition, there is a risk that in the event of a miscalculation in the value of the relevant index by the index provider the Fund could hold assets which do not reflect the true 'theoretic' index composition at any given time.

The index provider is under no obligation to notify the ACD if it becomes aware of a miscalculation in the value of the relevant index and the index provider may not carry out a corrective calculation when such an error is identified. For funds that aim to match the return of the index by holding the physical assets this could result in an increased tracking error in the Fund compared to the relevant index. The investment manager has controls in place to identify, at an early stage, any potential error in the relevant index and may adjust the Fund composition accordingly when it becomes aware of any such error. The investment manager may also notify the index provider to ask for correction of the index miscalculation.

# Management and Administration

## Authorised Corporate Director

The Authorised Corporate Director of the Company is HSBC Global Asset Management (UK) Limited. The ACD is a private company limited by shares and incorporated in England and Wales on 31 May 1985 under the Companies Act 1985.

The registered office of the ACD is 8 Canada Square, London E14 5HQ. Its principal place of business is 78 St James's Street, London SW1A 1EJ.

The ACD has an issued share capital of £35,620,750 which is fully paid.

The ACD is responsible for managing and administering the Company's affairs in compliance with all applicable law, regulation and rules, including the FCA Rules.

The ACD may provide investment services to other funds and clients and to companies in which the Company may invest, and also acts as the manager of certain authorised unit trusts and authorised corporate director of certain open-ended investment companies as set out in Appendix 5.

The ACD shall provide its services to the Company under the terms of an agreement dated 28 November 2007 ("the ACD Agreement") amended to enable the Company to become a protected cell company on 21 November 2013. This agreement may be terminated upon 12 months' written notice by the Company; although in certain circumstances the agreement may be terminated forthwith by notice in writing by the ACD to the Company. Termination of the ACD's appointment cannot take effect until the FCA has approved the change of authorised corporate director.

The ACD shall be entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily incurred in settling or realising any outstanding obligations. There is no compensation for loss of office provided for in the ACD Agreement. The agreement provides indemnities to the ACD other than where there has been negligence, fraud, default, breach of duty or breach of trust in the performance of its duties and obligations.

The ACD is authorised and regulated by the FCA and is treated as having a permission pursuant to Part IV of the Act. The address of the FCA is: 25 The North Colonnade, Canary Wharf, London E14 5HS.

The names of the directors of the ACD and any significant activities of each director not connected with the business of the ACD are as follows:

| Name                   | Significant Activities not connected to the ACD  |
|------------------------|--|
| C. Allegra Berman      | Also Trustee of the National Portrait Gallery and Chair of its Investment Committee. Also Trustee of the Magdalen College Development Trust  |
| Christopher S Cheetham | Also Director of HSBC Global Asset Management Limited, HSBC Global Asset Management (France) and Mineworkers Pension Scheme Limited  |
| Andrew S Clark         | None currently   |
| Anthony C Corfield     | Also Director of HSBC Investment Funds (Luxembourg) SA and HSBC Global Asset Management (Taiwan) Limited   |
| Joanna M Munro         | Also Director of the Investment Association, HSBC Global Asset Management Limited, HSBC Amanah Funds, HSBC Global Investment Funds, HSBC International Select Fund and HSBC Portfolios |
| Edmund R Stokes        | Also Chairman of HSBC Investment Funds (Luxembourg) SA   |

## The Depositary

State Street Trustees Limited is the depositary of the Company. It is a private limited company incorporated in England and Wales on 24 October 1994. The registered office of the Depositary is 20 Churchill Place, London, E14 5HJ and its head office (and the address which should be used for correspondence) is 525



Ferry Road, Edinburgh EH5 2AW. The Depositary's principal business activity is acting as trustee and depositary of collective investment schemes.

### Duties and functions of the Depositary

The Depositary is responsible for the safekeeping of all the scheme property of the Company and has a duty to take reasonable care to ensure that the Company is managed in accordance with its Instrument of Incorporation and FCA Rules. In carrying out its duties the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of Shareholders.

In addition to its safekeeping role, the Depositary carries out a number of additional duties and functions, including:

- ensuring that dealing in Shares is conducted in accordance with the FCA Rules, the Instrument and the Prospectus;
- ensuring that Shares are valued in accordance with the FCA Rules, the valuation rules and procedures set out in the Instrument and the Prospectus;
- carrying out the instructions of the ACD unless these conflict with applicable law, the Instrument or the Prospectus;
- ensuring that for transactions in scheme property of a Fund, any consideration is provided to the Fund within the usual time limits applicable to the relevant market;
- ensuring that income of a Fund is applied in accordance with the FCA Rules, the Instrument and the Prospectus;
- ensuring each Fund is managed in accordance with its investment objective and policy and the applicable investment restrictions and borrowing limits;
- monitoring the cash flows of each Fund.

### Delegation

Subject to the FCA Rules, the Depositary may delegate (and authorise its delegates to sub-delegate) performance of some or all of its safe-keeping obligations to eligible custodians provided that (i) the services are not delegated with the intention of avoiding the applicable regulatory requirements (ii) there is an objective reason justifying the delegation (iii) due, skill, care and diligence is exercised in the selection and appointment of any third party to whom it delegates safe-keeping services, and it continues to exercise all due skill, care and diligence in the periodic review and ongoing monitoring of any delegate and of the arrangements of that delegate in respect of the matters delegated to it. The Depositary's responsibility for the performance of tasks delegated, and its liability for default in performance, is not affected by any delegation.

The Depositary has delegated safekeeping functions to HSBC Bank plc, HSBC Securities Services as global custodian. HSBC Bank plc has further delegated safe-keeping tasks to its sub-custodians. Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Appendix 5 to the Prospectus.

### Depositary Agreement

The Depositary provides its services under an agreement dated 18 March 2016 between the Company and the Depositary ("the Depositary Agreement").

The Depositary is entitled to receive remuneration out of the property of the Funds for its services as set out under 'Depositary's Remuneration and Expenses' on page 43 of this Prospectus. The Depositary is under no obligation to account to the ACD, the Company or the Shareholders for any profits or benefits it makes or receives that are made or derived from or in connection with the dealings in Shares of the Company, any transaction in scheme property or the supply of services to the Company.

The Depositary Agreement may be terminated on three months written notice by either party, or sooner in the event of a material breach of the Depositary Agreement. The Depositary may not retire voluntarily or otherwise be replaced except upon the appointment of a new depositary.

The Depositary is indemnified under the Depositary Agreement to the extent that it is properly performing its obligations and furthermore, the Depositary is exempt from liability in certain circumstances to the extent permitted by the Act, the OEIC Regulations and the FCA Rules.

If there is a loss of a financial instruments held in custody, the Depositary is obliged to return financial instruments of identical type or the corresponding amount to the relevant Fund without undue delay. However, the Depositary will not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Aside from a loss of financial instruments in custody, the Depositary will be liable for all other losses suffered by the Fund as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations or its material breach of the Depositary Agreement.

The Shareholders may invoke the liability of the Depositary (to the extent arising under regulation 15C or 15D of the Undertakings for Collective Investment in Transferable Securities Regulations 2011 (as amended)) directly or indirectly through the Company or through the ACD on behalf of the Company provided that this does not lead to a duplication of redress or to the unequal treatment of the Shareholders.

### Conflicts of Interest

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Such conflicts of interest may arise where the Depositary or its affiliates engage in activities under the depositary agreement or under separate contractual or other arrangements. Arrangements which may give rise to conflicts of interest include:

- (i) providing nominee, administration, registrar and transfer agency, research, agent securities lending, investment management, financial advice and/or other advisory services to the Company or a Fund;
- (ii) engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the Company or a Fund either as principal and in the interests of itself, or as an agent for other clients.

In connection with the above activities the Depositary and/or its affiliates:

- (i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to, the Fund or its Shareholders the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- (ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments either as principal acting in its own interests, or as an agent acting in the interests of its affiliates or for its other clients;
- (iii) may trade in the same or opposite direction to the transactions undertaken on behalf of the Fund or ACD, even where such trading is based upon information that is not available to the Fund or the ACD;
- (iv) may provide the same or similar services to other clients including competitors of the Fund;
- (v) may be granted creditors' rights by the Fund which it may exercise.

The Fund or the ACD on behalf of the Fund may use an affiliate of the Depositary to execute foreign exchange, spot or swap transactions for the account of the Fund. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Fund. The affiliate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Fund or its Shareholders. The affiliate shall enter into such transactions on the terms and conditions agreed with the Fund or the ACD on behalf of the Fund.

Where cash belonging to the Fund is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

The ACD may also be a client or counterparty of the Depositary or its affiliates.

Up-to-date information on the Depositary, its duties, any conflicts that may arise, the safe-keeping functions delegated by the depositary, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation will be made available to Shareholders on request.

## The Auditor

KPMG LLP is the auditor for the Company. It is a private company incorporated in England and Wales under the Companies Act 1985 on 2 October 1995 and is a member of KPMG International.

The registered office of the Auditor is 8 Salisbury Square, London EC4Y 3BB and its head office (and the address which should be used for correspondence) is 15 Canada Square, London E14 5GL.

The auditor is responsible for auditing the Financial Statements of the Company for April and October each year, which comprise the Statements of Total Return, the Statements of Change in Net Assets Attributable to Shareholders, the Balance Sheets together with the Related Notes and the Distribution Tables. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The auditor's reports are made solely to the Company's Shareholders, as a body, in accordance with FCA Rules, issued by the FCA under the OEIC Regulations. The auditor undertakes this work so that they might state to the Company's Shareholders those matters that they are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, the auditors will not accept or assume responsibility to anyone other than the Company and the Company's Shareholders as a body for their audit work, for their reports, or for the opinions they have formed.

The auditor's fee is taken out of the property of the Funds, as set out in Fees and Expenses section on page 39 of this prospectus.

## The Legal Adviser

The Company appoints legal advisers from time to time to advise on legal matters. No independent legal advisers have been retained to represent Shareholders of the Company.

## Investment Management

The ACD acts as the discretionary investment manager of the Funds with full power to manage each of the Funds within the investment objective and any restrictions set out in the Instrument of Incorporation and Prospectus.

Such discretionary powers include the aggregation of the transactions with those of other clients; written consent of the Depositary is required before bona-fide orders of each Fund are matched with other clients.

From time to time the ACD may receive investment advice from an associate of the ACD, which it may or may not choose to act upon in its capacity as discretionary investment manager of the Funds.

If the ACD wishes to change the investment objective and/or policy of any Fund, Shareholders will be given due notice of such proposal prior to its implementation in accordance with the FCA Rules. Prior to making any change, the ACD and Depositary shall determine whether the change shall be 'fundamental' or 'significant', as defined in the FCA Rules. A significant change will require the ACD to contact the Shareholders on the Register a minimum of 60 days prior to making the change, whereas a fundamental change will require the prior approval of Shareholders at a General Meeting.

For changes not deemed by the ACD or Depositary to be 'fundamental' or 'significant' the Shareholders will be notified of the changes either by a direct mailing or in the important notes section of the Company Report & Accounts, at the ACDs discretion.

## Order Execution Policy

To view our Order Execution Policy, please go to [www.assetmanagement.hsbc.com/uk](http://www.assetmanagement.hsbc.com/uk), and choose "Investors" / "Advisers" then "Investor Support" / "Adviser Support" and then "Corporate Governance".

The ACD may appoint managers to manage part or parts of the Fund.

## Administrator and Registrar

The Company has appointed the ACD to provide administration services and to act as registrar. The ACD has delegated these functions to Northern Trust Global Services Limited. The ACD will have supervision and oversight of Northern Trust Global Services for these functions.

## Register of Shareholders

The register of Shareholders is maintained at 50 Bank Street, Canary Wharf, London, E14 5NT and may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

## Other delegated functions

The ACD has delegated the valuation of the Funds to HSBC Securities Services.

## HSBC Group Conflicts of Interest Procedure

The HSBC Group ("HSBC") is a worldwide financial organisation, offering a wide range of services to clients. As such, it, or a company with whom it has an association, may from time to time have interests which conflict with its clients' interests or with the duties that it owes to its clients. These include conflicts arising between the interests of HSBC, its associates and employees on the one hand and the interests of its clients on the other and also conflicts between clients themselves (including the Company and its Funds). Such conflicts may result in a restriction in trading certain securities due to relationships in other parts of HSBC or due to sensitive information to which the ACD becomes party.

HSBC has established procedures which are designed to identify and manage such conflicts. These include organisational and administrative arrangements to safeguard the interests of clients. A key element of this policy is that persons engaged in different business activities involving a conflict of interest must carry on those activities independently of one another.

Where necessary, HSBC maintains arrangements which restrict the flow of information to certain employees in order to protect its clients' interests and to prevent improper access to client information.

HSBC may also deal as Principal for its own investment account and may be matching transactions with another client. Procedures are in place in order to protect the client's interest in this instance.

In some cases, HSBC's procedures and controls may not be sufficient to ensure that a potential conflict of interest does not damage a client's interests. In these circumstances, HSBC may consider it appropriate to disclose the potential conflict to the client and obtain the client's formal consent to proceed. However, HSBC may decline to act in any circumstance where there is residual risk of damage to the interests of any client.

In managing conflicts, account is taken of the potential for the ACD or other companies within HSBC to be in a position where

- HSBC benefits financially, at the expense of the Funds or the Company
- HSBC has an interest in the outcome of a service, activity or transaction (provided to the Funds or the Company or another client) which is distinct from the Funds or the Company's interest in that outcome
- HSBC has an incentive to favour the interests of another client over the interests of the Funds or the Company
- HSBC carries on the same activities for the Funds or the Company and for another client
- HSBC receives (from a person other than the Funds or the Company) an inducement in relation to management activities provided to the Funds or the Company, other than the standard commission or fee for that service.

In particular, the ACD and other companies within HSBC may, from time to time, act as investment manager or adviser to other funds or sub-funds; the interests of these funds may not always be aligned with those of the Funds or the Company. It is therefore possible that the ACD may in the course of its business have

potential conflicts of interest with the Company or a particular Fund. The ACD will, however, have regard in such event to its obligations and fiduciary responsibilities under the ACD Agreement and, in particular, to its obligation to act at all times in the best interests of the Company or the Fund and its investors, so far as is practicable having regard to its obligations to other clients. The ACD will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Fund than if the potential conflict had not existed.

You may have further questions which relate to the underlying procedures within HSBC. In such cases you should contact HSBC and your query will be directed accordingly.

### The ACD's Conflicts of Interest Policy

In addition to HSBC Group's procedures the ACD has its own Conflicts of Interest Committee that is ultimately responsible for its Conflicts of Interest Policy.

The scope and nature of HSBC Group's services may mean that, on occasion the ACD is restricted from trading certain securities which can be due to relationships in other parts of the HSBC Group, or sensitive information to which we become party. The restrictions on our ability to act, or refrain to act, as a result of such information may have an adverse effect on your portfolio, but is ultimately designed to manage the conflict presented by HSBC Group activity and our regulatory obligations.

The ACD is the discretionary fund manager for a range of collective investment schemes. The majority of such funds are registered under the Undertakings for Collective Investment in Transferable Securities ("UCITS") Directive; such funds are known as 'UCITS funds'. The Funds registered in the UK that are non UCITS retail schemes ('NURS funds') and these are required to adhere to the Alternative Investment Fund Managers Directive. The Funds in this Prospectus are all UCITS Funds.

The ACD makes no distinction between the two fund types in terms of how a Fund is treated with respect to conflicts. Accordingly, it has a conflict management process that applies equally to all funds under its management.

In the course of business the ACD has identified that conflicts may exist between the following parties:

- (a) **the ACD and the Fund managed by the ACD or the Shareholders in that Fund**– for example where the ACD's interests compete with the interests of the Fund or its Shareholders;
- (b) **the Fund or the Shareholders in that Fund and another fund or the shareholders in that fund**– for example where there is potential for one fund to be favoured over another (either in its investment decisions or the terms of its transactions) to the detriment of one shareholder over another;
- (c) **the Fund or the Shareholders in that Fund and another client of the ACD**– for example where there is a potential conflict between Shareholders in an Fund and other clients of ACD;
- (d) **the Fund or the Shareholders in that Fund and another UCITS managed by the ACD or the shareholders in that UCITS**– for example where there is potential for one UCITS fund to be favoured over another UCITS fund or a Non-UCITS fund (either in its investment decisions or the terms of its transactions) to the detriment of one shareholder over another;
- (e) **two clients of the ACD** – for example where the interests of one ACD client compete with the interest of another ACD client;

The ACD's Conflicts of Interest Committee is ultimately responsible for the Conflicts of Interest Policy. The Committee meets quarterly and is responsible for updating the Policy, in addition to managing conflicts presented within the business.

The ACD has established procedures which are designed to identify and manage conflicts. These include organisational and administrative arrangements to safeguard the interests of its clients. A key element of this policy is that persons engaged in different business activities involving a conflict of interest must carry on those activities independently of one another.

In some cases, these procedures and controls may not be sufficient to ensure that a potential conflict of interest does not damage a client's interests. In these circumstances, the ACD may consider it appropriate to disclose the potential conflict to the client and obtain the client's formal consent to proceed. However, the ACD may decline to act in any circumstance where there is residual risk of damage to the interests of any client.

The ACD maintains a record of the circumstances in which a conflict of interest entailing material risk of damage to clients may arise (or has arisen) as a result of the activities carried out by the HSBC Group. A register of the circumstances which cannot be managed using the ACD's existing policies and procedures is maintained. This identifies any specific cases where an exceptional conflict of interest has arisen or, in the case of an ongoing service or activity, may arise and records those instances where the ACD has made a relevant disclosure to the client.

### Bank Holding Company Act

HSBC Holdings plc is the parent company of a number of associates involved in the management, investment management and distribution of the Funds.

HSBC Holdings plc is regulated by the Federal Reserve in the United States as a Financial Holding Company ("FHC") under the Bank Holding Company Act (and its associated rules and regulations) (the "BHCA"). As an FHC, the activities of HSBC Holdings plc and its affiliates are subject to certain restrictions imposed by the BHCA.

Although HSBC Holdings plc does not own a majority of the Shares of the Company, its relationship with the Company through the ACD means HSBC Holdings plc may be deemed to "control" the Company within the meaning of the BHCA.

Investors should note that the operations of the Company, including its investments and transactions, may be restricted in order to comply with the BHCA. For example to comply with the BHCA a Fund may be:

- (i) restricted in its ability to make certain investments;
- (ii) restricted in the size of certain investments;
- (iii) subject to a maximum holding period on some or all of its investments; and/or
- (iv) required to liquidate certain investments.

In addition, transactions made between the Company, the ACD, the investment manager, HSBC Holdings plc and their affiliates may be restricted.

Any such actions will be executed in compliance with applicable law and in a manner consistent with the best interests of the Shareholders of each Fund. Investors should also refer to the "Conflicts of Interest" section above.

There can be no assurance that the bank regulatory requirements applicable to HSBC Holdings plc and/or the Company, will not change, or that any such change will not have a material adverse effect on the investments and/or investment performance of the Funds. Subject to applicable law, HSBC Holdings plc and the ACD may in the future, undertake such actions as they deem reasonably necessary (consistent with ensuring any actions remain in the best interests of the Shareholders of the Funds) in order to reduce or eliminate the impact or applicability of any bank regulatory restrictions on the Company and the Funds.

# Fees and Expenses

## Initial Charge

The ACD is permitted to make an initial charge, upon a sale of Shares. However, currently the ACD is not applying an initial charge to its Funds.

## Remuneration of ACD

The ACD is entitled under its agreement with the Company to take an annual fee out of each Fund, which is a percentage per annum of the Net Asset Value of the Fund (plus VAT, if any), calculated on a mid-market basis, in payment for carrying out its duties and responsibilities known as the Annual Management Charge (the "AMC"). The AMCs, shown in the table below, accrue daily and are payable monthly in arrears.

The ACD shall also be entitled to receive an annual fee, calculated as a percentage per annum of the Net Asset Value (plus VAT, if any) of the Fund and payable out of the scheme property, in return for providing registration services. The registration fee accrues daily and is payable monthly in arrears.

The Ongoing Charges Figure (OCF) shown in the table below is based on actual expenses for the relevant accounting period. It covers all aspects of operating the Fund during the year, including fees paid for investment management, administration and the independent oversight functions. Where the Fund invests in other funds, the figure includes the impact of the charges made in those other funds. The OCF does not include payments Shareholders may make to a financial adviser or any other firm through which they invest; Shareholders will pay for these services directly.

The OCF is calculated and reported bi-annually in May and November and is accurate as of the date of publication.

## Table of Charges

The current AMCs, registration fee and the OCFs for Share Classes offered in the Funds are:

### Retail Income Share Class

| Fund                      | AMC   | Registration Fee | OCF<br>(Estimated) |
|---------------------------|-------|------------------|--------------------|
| American Index Fund       | 0.14% | 0.00%            | 0.18%*             |
| European Index Fund       | 0.13% | 0.00%            | 0.20%*             |
| FTSE All-Share Index Fund | 0.14% | 0.00%            | 0.17%*             |
| FTSE 100 Index Fund       | 0.25% | 0.00%            | 0.28%*             |
| FTSE 250 Index Fund       | 0.25% | 0.00%            | 0.28%*             |
| Japan Index Fund          | 0.25% | 0.00%            | 0.31%*             |
| Pacific Index Fund        | 0.25% | 0.00%            | 0.36%*             |
| UK Gilt Index Fund        | 0.25% | 0.00%            | 0.30%*             |

### Retail Accumulation Share Class

| Fund                      | AMC   | Registration Fee | OCF<br>(Estimated) |
|---------------------------|-------|------------------|--------------------|
| American Index Fund       | 0.14% | 0.00%            | 0.18%*             |
| European Index Fund       | 0.13% | 0.00%            | 0.20%*             |
| FTSE All-Share Index Fund | 0.14% | 0.00%            | 0.17%*             |
| FTSE 100 Index Fund       | 0.25% | 0.00%            | 0.28%*             |
| FTSE 250 Index Fund       | 0.25% | 0.00%            | 0.28%*             |

|                    |       |       |        |
|--------------------|-------|-------|--------|
| Japan Index Fund   | 0.25% | 0.00% | 0.31%* |
| Pacific Index Fund | 0.25% | 0.00% | 0.36%* |
| UK Gilt Index Fund | 0.25% | 0.00% | 0.30%* |

#### *Income C Share Class*

| <b>Fund</b>                  | <b>AMC</b> | <b>Registration Fee</b> | <b>OCF<br/>(Estimated)</b> |
|------------------------------|------------|-------------------------|----------------------------|
| American Index Fund          | 0.04%      | 0.00%                   | 0.08%*                     |
| European Index Fund          | 0.03%      | 0.00%                   | 0.10%*                     |
| FTSE All-Share Index Fund    | 0.04%      | 0.00%                   | 0.07%*                     |
| FTSE All-World Index Fund    | 0.10%      | 0.05%                   | 0.20%*                     |
| FTSE 100 Index Fund          | 0.10%      | 0.05%                   | 0.18%*                     |
| FTSE 250 Index Fund          | 0.10%      | 0.05%                   | 0.18%*                     |
| Index-Linked Gilt Index Fund | 0.12%      | 0.00%                   | 0.17%**                    |
| Japan Index Fund             | 0.10%      | 0.05%                   | 0.21%*                     |
| Pacific Index Fund           | 0.10%      | 0.05%                   | 0.25%*                     |
| UK Gilt Index Fund           | 0.10%      | 0.05%                   | 0.20%*                     |

#### *Accumulation C Share Class*

| <b>Fund</b>                  | <b>AMC</b> | <b>Registration Fee</b> | <b>OCF<br/>(Estimated)</b> |
|------------------------------|------------|-------------------------|----------------------------|
| American Index Fund          | 0.04%      | 0.00%                   | 0.08%*                     |
| European Index Fund          | 0.03%      | 0.00%                   | 0.10%*                     |
| FTSE All-Share Index Fund    | 0.04%      | 0.00%                   | 0.07%*                     |
| FTSE All-World Index Fund    | 0.10%      | 0.05%                   | 0.20%*                     |
| FTSE 100 Index Fund          | 0.10%      | 0.05%                   | 0.18%*                     |
| FTSE 250 Index Fund          | 0.10%      | 0.05%                   | 0.18%*                     |
| Index-Linked Gilt Index Fund | 0.12%      | 0.00%                   | 0.17%**                    |
| Japan Index Fund             | 0.10%      | 0.05%                   | 0.21%*                     |
| Pacific Index Fund           | 0.10%      | 0.05%                   | 0.25%*                     |
| UK Gilt Index Fund           | 0.10%      | 0.05%                   | 0.20%*                     |

#### *Institutional A Income Share Class*

| <b>Fund</b>               | <b>AMC</b> | <b>Registration Fee</b> | <b>OCF<br/>(Estimated)</b> |
|---------------------------|------------|-------------------------|----------------------------|
| American Index Fund       | 0.14%      | 0.00%                   | 0.18%*                     |
| FTSE All-Share Index Fund | 0.14%      | 0.00%                   | 0.17%*                     |

#### *Institutional A Accumulation Share Class*

| <b>Fund</b>               | <b>AMC</b> | <b>Registration Fee</b> | <b>OCF<br/>(Estimated)</b> |
|---------------------------|------------|-------------------------|----------------------------|
| American Index Fund       | 0.14%      | 0.00%                   | 0.18%*                     |
| European Index Fund       | 0.13%      | 0.00%                   | 0.20%*                     |
| FTSE All-Share Index Fund | 0.14%      | 0.00%                   | 0.17%*                     |



|                  |       |       |        |
|------------------|-------|-------|--------|
| Japan Index Fund | 0.25% | 0.00% | 0.30%* |
|------------------|-------|-------|--------|

*Income S Share Class*

| Fund                | AMC   | Registration Fee | OCF (Estimated) |
|---------------------|-------|------------------|-----------------|
| FTSE 250 Index Fund | 0.05% | 0.00%            | 0.08%*          |

*Accumulation S Share Class*

| Fund                | AMC   | Registration Fee | OCF (Estimated) |
|---------------------|-------|------------------|-----------------|
| FTSE 250 Index Fund | 0.05% | 0.00%            | 0.08%*          |

*Institutional Accumulation Share Class*

| Fund                         | AMC   | Registration Fee | OCF (Estimated) |
|------------------------------|-------|------------------|-----------------|
| American Index Fund          | 0.00% | 0.00%            | 0.03%*          |
| European Index Fund          | 0.00% | 0.00%            | 0.07%*          |
| FTSE All-Share Index Fund    | 0.00% | 0.00%            | 0.03%*          |
| FTSE All-World Index Fund    | 0.00% | 0.00%            | 0.05%*          |
| FTSE 100 Index Fund          | 0.00% | 0.00%            | 0.03%*          |
| Index-Linked Gilt Index Fund | 0.00% | 0.00%            | 0.05%**         |
| Japan Index Fund             | 0.00% | 0.00%            | 0.06%*          |
| Pacific Index Fund           | 0.00% | 0.00%            | 0.09%*          |

*Institutional Income Share Class*

| Fund                         | AMC   | Registration Fee | OCF (Estimated) |
|------------------------------|-------|------------------|-----------------|
| American Index Fund          | 0.00% | 0.00%            | 0.03%*          |
| European Index Fund          | 0.00% | 0.00%            | 0.07%*          |
| FTSE All-Share Index Fund    | 0.00% | 0.00%            | 0.03%*          |
| FTSE All-World Index Fund    | 0.00% | 0.00%            | 0.04%*          |
| Index-Linked Gilt Index Fund | 0.00% | 0.00%            | 0.05%**         |
| Japan Index Fund             | 0.00% | 0.00%            | 0.06%*          |
| Pacific Index Fund           | 0.00% | 0.00%            | 0.09%*          |
| UK Gilt Index Fund           | 0.00% | 0.00%            | 0.04%*          |

\*The OCFs are estimated as they include index provider license fees paid by the Funds from 14 December 2015.

\*\*The OCFs are estimated as this Fund was launched on 15 July 2016.

If the expenses of a Class in any period exceed its attributable income, the ACD may take that excess from the capital property attributable to that Class. This may have the effect of limiting capital growth or eroding capital if there is insufficient growth.

The initial charge, AMC, registration fee and other expenses payable to the ACD and its associates may only be increased in accordance with the FCA Rules, which require a minimum of 60 days' advanced notice and only after the ACD has made available the Prospectus showing the new rate of charge and the date of its commencement.

## Administration Charges

### Switching Fee

If a Shareholder switches Shares in one Fund for Shares in another Fund (whether of the same or a different Class) the ACD may impose a switching fee. This will not exceed an amount equal to the then prevailing initial charge for the Fund or Class into which the Shares are being switched. The switch may incur a dilution adjustment on one or both parts of the switch transaction. Dilution adjustment is explained further below.

## Other Charges and Expenses

### Redemption Charge

No charge will currently be made on a cancellation or redemption of Shares, apart from a dilution adjustment to the price of a Share (as explained below) or a charge sufficient to cover the ACD's potential liability to stamp duty or stamp duty reserve tax (if applicable). Should a redemption charge be introduced in the future such a charge would only apply to Shares issued after the introduction of such a charge. In such circumstances the ACD may only introduce a redemption charge in accordance with the FCA Rules after it has made available a revised Prospectus to reflect the introduction of the charge and the date of its commencement. There are currently no plans to introduce such a charge.

### Dilution

The basis of valuation of the Company's investments for the purpose of calculating the issue and redemption price of Shares, as stipulated in the FCA Rules and the Instrument of Incorporation, is summarised on page 24.

When the Company buys or sells a Fund's investments it will usually incur a cost in the form of dealing charges and any spread between the buying and selling prices of the investment. This cost will not be reflected in the sale or purchase price paid by the Shareholder. In some circumstances (for example, large deals) this may have an adverse effect on the interests of Shareholders in the Fund. This effect is referred to as "Dilution". So as to prevent this, the ACD has the power to make a "dilution adjustment" to the price of a Share on the purchase and/or sale of Shares.

### Dilution Adjustment

A dilution adjustment may be made if on any Dealing Day the aggregate transactions in Shares of all Classes in a Fund result in a net increase or decrease of Shares which exceed the threshold as set out below, for that Fund, (relating to the cost of market dealing for that Fund).

Estimated dilution adjustment thresholds and dilution adjustment rates

| <b>Fund</b>                  | <b>Threshold<br/>%</b> | <b>Estimate Dilution Adjustment rates<br/>%</b> |
|------------------------------|------------------------|---|
| American Index Fund          | 0.50                   | 0.09  |
| European Index Fund          | 0.50                   | 0.11 - 0.16                                     |
| FTSE All-Share Index Fund    | 0.50                   | 0.11 - 0.54                                     |
| FTSE All-World Index Fund    | 0.50                   | 0.15 - 0.16                                     |
| FTSE 100 Index Fund          | 0.50                   | 0.08 - 0.55                                     |
| FTSE 250 Index Fund          | 0.50                   | 0.16 - 0.61                                     |
| Index-Linked Gilt Index Fund | 0.50                   | 0.05  |
| Japan Index Fund             | 0.50                   | 0.17  |
| Pacific Index Fund           | 0.50                   | 0.37 - 0.46                                     |
| UK Gilt Index Fund           | 0.50                   | 0.05  |

In all cases where such threshold is exceeded the Share price of the relevant Fund may be adjusted by an amount which shall reflect both the estimated fiscal charges and dealing costs that may be incurred by the Fund and the estimated bid/offer spread of the assets into which the Fund invests. The calculated dilution adjustment amount will be an addition when the net movement results in an increase of all Shares of the Fund and a deduction when it results in a decrease. As certain stock markets and jurisdictions may have

different charging structures on the buy and sell sides, the resulting adjustment may be different for net inflows and for net outflows.

Furthermore, the ACD shall have discretion to apply a dilution adjustment in any other case where it considers that the imposition of a dilution adjustment shall be in the interest of Shareholders.

As dilution adjustment is directly related to the inflows and outflows of monies from a Fund, it is not possible to predict accurately whether dilution adjustment will occur at a future point in time. However, the ACD expects to make a dilution adjustment on all occasions when the threshold is exceeded.

### ACD Expenses

The ACD is entitled to all reasonable, properly incurred expenses in the performance of its duties. Where a Fund of the Company enters into stocklending transactions, the ACD will receive no income from this activity.

### Depositary's Remuneration and Expenses

The Depositary is entitled to receive out of the property of the Fund, by way of remuneration, a periodic charge, which will accrue daily and will be paid monthly in arrears. The rate of the Depositary's periodic charge in respect of each Fund will be such rate or rates as agreed from time to time between the Company and the Depositary.

The rate of periodic charge for each Fund is currently 0.01% per annum of the Net Asset Value of the Fund, on the first £200,000,000. After the first £200,000,000 the charge is 0.007% per annum.

The charge will be calculated, pro-rata each month, based on the value of the assets held on the last Business Day monthly. Value Added Tax on the amount of the periodic charge will be paid out of each Fund in addition.

The Depositary Agreement between the Company and the Depositary provides that in addition to a periodic charge the Depositary may also be paid by way of remuneration custody fees where it acts as custodian and other transaction and bank charges. At present the Depositary does not itself act as custodian.

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

- (a) the charges and expenses payable to HSBC Bank plc, HSBC Securities Services ("HSBC Bank plc") to whom the Depositary has delegated the function of custody of the scheme property, such charges being the subject of agreement between the Depositary, the Company and HSBC Bank plc (subject to the FCA Rules) from time to time. The remuneration for acting as custodian is calculated at such rates and/or amounts as the ACD, the Depositary and the Custodian may from time to time agree.

In addition the custodian makes a transaction charge determined by the territory, or country in which the transaction is effected.

The cost of custody generally depends upon the market value of the stock involved and currently in respect of each Fund ranges from 0.005% per annum and 0.45% per annum of such market value. The current range of transaction charges is between £15 and £100 per transaction.

- (b) all charges imposed by, and any expenses of, any agents appointed by the Depositary to assist in the discharge of its duties;
- (c) all charges and expenses incurred in connection with collection and distribution of income;
- (d) all charges and expenses incurred in relation to the preparation of the Depositary's annual report to Shareholders;
- (e) all charges and expenses incurred in relation to stocklending or other transactions; and
- (f) fees and expenses payable to any professional adviser advising or assisting the Depositary.

### Auditor's Fee

The Auditor performs an annual audit of the Company, for which it is entitled to receive a payment out of the property of the Funds. The Auditor's fee is inclusive of VAT and for each Fund is determined in relation to

the complexity of auditing such Fund. The fee will be accrued on a daily basis in the relevant Fund's NAV and will be paid out of the Fund annually.

The ACD will carry out an annual fee review to satisfy itself that the fee is reasonable for the tasks performed.

#### Legal Adviser's Fee

The Company may use legal advisers from time to time, whose fees are paid out of the property of the Funds. The legal adviser's fee is inclusive of VAT and is agreed by the ACD prior to work being undertaken. The legal adviser performs many duties during the course of their advice and is only engaged by the ACD where necessary.

#### Administrator's Fee

This will be paid by the ACD out of the fees payable to the ACD and not out of the scheme property of the Company.

#### Index Licence Fees

The sub-funds require a licence agreement in order to use FTSE and S&P trade marks. These licence agreements enable FTSE and S&P to receive an annual fee. This fee will be calculated as a percentage per annum of the Net Asset Value (plus VAT, if any) of each Fund and payable out of the scheme property of the relevant Fund. An accrual will be made each day for the cost of the licence based on the Fund's Net Asset Value and these fees will be deducted annually.

#### Duplicate Statement Fee

Individual statements of Shareholders' (or in the case of joint holdings, the first named) Shares will also be issued at any time on request by the registered holder(s). The right is reserved to make a charge for duplicate copies of statements. Such charge will not exceed our then prevailing costs for producing and posting such document.

#### Payments out of the Scheme Property of the Company

So far as the FCA Rules allow, the Company or Fund as the case may be is responsible for all its other expenses including the following:

- (a) the fees and expenses payable to the ACD (which will include the fees of the ACD (including fees and expenses in respect of establishing and maintaining the register of Shareholders and related functions) and any third party appointed to carry out administration) or any other director;
- (b) the fees and expenses payable to the Depositary;
- (c) expenses incurred in distributing income to Shareholders;
- (d) fees in respect of the publication and circulation of details of the Net Asset Value;
- (e) the fees and expenses of the auditors, tax, legal and other professional advisers of the Company;
- (f) the costs of convening and holding Shareholder meetings (including meetings of Shareholders in any particular Fund or any particular Class within a Fund);
- (g) the costs of printing and distributing reports, accounts and Prospectuses (excluding the Key Investor Information Documents), publishing prices, any costs incurred as a result of periodic updates of any Prospectus, any costs incurred in amending the Instrument of Incorporation and any other administrative expenses;
- (h) taxation and duties payable by the Company;
- (i) interest on any charges incurred on borrowings;
- (j) any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any functionary of the Company;
- (k) fees of the FCA under Schedule I Part 111(17) of the Act and the corresponding periodic fees of any regulatory authority in any country or territory outside the United Kingdom in which Shares are or may be marketed;

- (l) fees of any paying agent or other third party the appointment of which is required to facilitate the marketing of Shares outside the United Kingdom;
- (m) safe custody charges;
- (n) expenses incurred in acquiring and disposing of investments and the costs of registering investments;
- (o) royalty fees, licence or other fees levied by owners, calculation agents or other entities in the calculation or provision of indices or similar;
- (p) certain liabilities on amalgamation or reconstruction arising after transfer of property to the Company in consideration for the issue of Shares in accordance with the FCA Rules;
- (q) directors' remuneration in the event that the Company has directors in addition to the ACD;
- (r) the fees and expenses incurred in establishing any new Class and/or Funds;
- (s) any value added or similar tax payable on these fees, charges or expenses.

It is not currently proposed to seek a listing for the Shares on any stock exchange, but if a listing is sought in the future the fees connected with the listing (including those of professional advisors) will be payable by the Company. Expenses are allocated between capital and income in accordance with the FCA Rules.

#### Allocation of Fees and Expenses between Funds

All the above fees, duties and charges (other than those borne by the ACD) will be charged to the Fund in respect of which they were incurred but where an expense is not considered to be attributable to any one Fund, the expenses will be allocated by the ACD in a manner which is fair to Shareholders. They will normally be allocated to all Funds pro rata to the Net Asset Value of the relevant Funds.

Expenses specific to a Class will be allocated to that Class. They will otherwise be allocated in the manner described on page 44 of this Prospectus.

Any expenses for any Class or Fund in excess of the income properly attributable to such Class or Fund shall be deemed to be capital in nature and may be taken from the capital property attributable to that Class or Fund.

The Annual Management Charge will be attributed to the Class of Shares in respect of which it is imposed.

# Taxation

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## General

The information given in this section is based on current UK legislation and HM Revenue & Customs (“HMRC”) practice in force at the time of printing and does not constitute legal or tax advice and applies only to UK Shareholders holding Shares as investments (and not to dealers in securities). Prospective Shareholders should consult their own professional advisers as to the implications of subscribing for, purchasing, holding, converting, switching or disposing of Shares under the laws of the jurisdiction in which they may be subject to tax.

## The Company

Each of the Funds comprised in the Company is liable to corporation tax at a rate equivalent to the basic rate of income tax, currently 20%. Each of the Funds is treated as an open-ended investment company, such that the capital gains or losses realised by the Company are exempt from tax subject to the comments in the following paragraphs.

Dividends received by the Funds are generally exempt from corporation tax. Income other than dividends received by the Funds is liable to corporation tax after deducting allowable expenses of management. Where taxable overseas income is received by a Fund after deduction of foreign tax, it may be possible for the Fund to offset such tax against corporation tax liabilities on that income by way of double tax relief.

Where a Fund holds an investment in any other onshore or offshore fund that during the Fund’s accounting period is broadly greater than 60% invested, directly or indirectly (through similar funds or derivatives) in cash, bonds or derivatives linked to similar assets, any amounts accounted for as income will be taxable income of the Fund for the period concerned. In addition, any dividends paid by such funds will be taxed as interest income for the period concerned. Also where a Fund holds an interest in a collective investment scheme constituted outside of the United Kingdom (“an offshore fund”) which has not been certified by HM Revenue & Customs as a “reporting” offshore fund for the entire time that the Fund held it, the Fund will be liable to tax on the gain realised on disposal as income rather than an exempt capital gain.

It is the intention of the Company to remain in the position where no more than 50% of the assets of any Fund by value are invested in offshore funds that are non-reporting funds for UK tax purposes.

## Taxation of Shareholders

A Shareholder should consider his or her liability to taxation both in relation to income and any capital gains relating to his or her Shares. The general position in relation to different types of Shareholder is considered below, although the position of Shareholders who hold their Shares as part of a trade is not considered. The discussion below considers the position of Shareholders who have beneficial ownership of the Shares concerned. The position for trustees, nominees and other fiscal agents is not discussed.

Generally, a Shareholder may receive two types of income in respect of his Shares. Gilt or bond funds (broadly those with over 60% invested for the whole of the accounting period in bonds, cash or derivatives linked to similar assets and UK funds which qualify) usually make “Interest Distributions” to Shareholders. Most other types of Funds make “Dividend Distributions” to Shareholders. Details of the types and frequencies of distribution for each of the Funds can be found in the General Information section.

A distribution statement, in respect of the first distribution for Shares which were issued in the same accounting period as that distribution, will indicate that an amount of the distribution represents income equalisation. This amount is not taxable as income, as under current HM Revenue & Customs practice it is treated as a return of capital, but must be deducted from the acquisition cost of Income Shares for the purposes of calculating any capital gains/loss on disposal of those Shares. In the case of Accumulation Shares, no adjustment needs to be made to the cost of the Shares for the purposes of determining any capital gain or loss on eventual disposal of the Shares.

## UK Resident Individual Shareholders

### *Interest Distributions*

Interest Distributions are generally paid after the deduction of tax at the basic rate. Non taxpayers are entitled to reclaim the income tax deducted. Other taxpayers will be subject to income tax at the lower or

higher rates on the gross amount of Interest Distributions. Credit will be allowed for the income tax deducted at source. Accordingly basic rate taxpayers will have no further tax to pay. Higher rate taxpayers and additional rate taxpayers will pay further tax in relation to Interest Distributions received by them.

A personal savings allowance applies for up to £1,000 and for higher rate taxpayers the allowance is lower at £500. Additional rate taxpayers will not have a personal savings allowance.

#### *Dividend Distributions*

A dividend allowance applies for UK resident individual Shareholders which charges the first £5,000 of dividends received in the tax year at 0%. A UK resident individual Shareholder will have to pay income tax at the applicable basic, higher or additional rate (depending on the Shareholder's individual tax position) on dividend income in excess of the £5,000 allowance. Note that dividend income within the £5,000 allowance will still count towards basic, higher and additional rate bands and may therefore affect the rate of income tax that a Shareholder pays on dividends they receive in excess of the £5,000 allowance.

Where a UK resident individual Shareholder holds Shares in an ISA the Shareholder will be exempt from income tax on Dividend Distributions paid in respect of such Shares

#### *Capital Gains Tax*

Shareholders disposing of Shares in the Funds may be liable to capital gains tax on the gain realised from that disposal if their capital gains from all sources in the tax year exceeds the annual exempt amount and any available relief for losses. Capital gains tax is charged at the capital gains tax rate applicable for the tax year in which the gains are realised.

An exchange of Shares between different Funds is regarded as a disposal for capital gains tax purposes.

Where Shares are converted between Classes of the same Fund, a capital gain will not arise until the time of disposal of the New Shares.

A UK resident individual Shareholder holding Shares in an ISA will be exempt from capital gains tax on the disposal of such Shares.

#### *Accumulation/Reinvestment Option*

Where a distribution is accumulated or reinvested, the distribution is treated as if it was actually received by the Shareholder on the distribution date and income tax is payable on such distributions, as above. Where a distribution is reinvested the Shareholder will acquire further Shares which have an acquisition cost equal to the value of the net distribution. Where income is accumulated in relation to Accumulation Shares the amount of notional distribution (excluding equalisation) increases the allowable expenditure on the Shares for the purposes of capital gains tax.

### **UK Resident Corporate Shareholders**

#### *Interest Distributions*

Shareholders subject to UK corporation tax should receive their Interest Distributions gross (that is without suffering any deduction of tax at source), although where a distribution is accumulated, this will be on a net basis. Such Shareholders will be subject to corporation tax on the gross amount of the distribution or accumulation. The ACD may require such Shareholders to produce evidence that they are companies in order to allow them to receive those distributions as gross payments. The Funds may pay Interest Distributions gross to a Shareholder that the Funds reasonably believe to be a charity, a pension fund or an ISA manager.

#### *Dividend Distributions*

Where a corporate Shareholder receives a Dividend Distribution from a Fund, such a Shareholder should apportion the amount of the distribution (by way of a formula) between that part representing the Fund's income subject to corporation tax and that part representing the Fund's other income. Only that part which represents the income subject to corporation tax in the Fund will be liable to corporation tax (in the hands of the corporate Shareholder) and will be treated as an annual payment received after deduction of income tax at the basic rate. That deemed income tax will be available to offset against the corporation tax liability of the Shareholder or may be repaid subject to certain restrictions.

#### *Capital Gains Tax*

Corporate Shareholders within the charge to corporation tax will be liable to corporation tax subject to indexation allowance, on any gain arising on the disposal or deemed disposal of holdings in the Funds,



except where such Funds are gilt or bond funds. If UK corporate Shareholders hold Shares in gilt or bond funds (broadly those Funds that are over 60% invested directly or indirectly (through similar funds or derivatives) in cash, bonds or derivatives linked to similar assets) the Shareholders must treat the shareholdings as if they are a loan relationship for corporation tax purposes. Profits and losses must be brought into account annually on a "mark to market" basis. The result is that corporate Shareholders in such Funds will have the capital growth on their holdings charged to corporation tax on an annual basis. Life insurance companies holding Shares in a Fund may in certain circumstances be treated as realising an annual deemed disposal. Any deemed gain or loss is spread forward over seven years.

An exchange of Shares between different Funds is regarded as a disposal for capital gains tax purposes.

Where Shares are converted between Classes of the same Fund, a capital gain will not arise until the time of disposal of the New Shares.

### Non UK Resident Shareholders

Non UK resident Shareholders receiving distributions subject to deduction of tax or interest distributions subject to the deduction of income tax may be entitled to a payment of the income tax subject to the provisions of a relevant double tax treaty with the United Kingdom.

A non UK resident corporate Shareholder may be able to receive Interest Distributions without deduction of tax where they are the beneficial owner of the Shares and income concerned.

A non UK resident individual Shareholder with Shares in Funds investing in gilts or bonds and who makes a valid declaration that he is not resident in the UK is entitled to receive the gross amount of an Interest Distribution (that is without deduction of tax).

### Foreign Account Tax Compliance Act (FATCA)

Sections 1471 through 1474 of the US Internal Revenue Code ("FATCA") have been introduced by the US government. Under FATCA we are required to collect and report certain information on accounts held by specific US Persons, as defined on page 6 of this Prospectus. We may also be required to report certain information on Shareholders who do not provide us with the required documentation.

FATCA imposes a 30% withholding tax on certain payments to a foreign financial institution ("FFI") if that FFI is not compliant with FATCA. The Company is a FFI and thus, subject to FATCA.

This withholding tax applies to payments to the Company that constitute interest, dividends and other types of income from US sources (such as dividends paid by a US corporation) and beginning on 1 January 2017, this withholding tax is extended to the proceeds received from the sale or disposition of assets that give rise to US source dividend or interest payments.

The UK has entered into an Intergovernmental Agreement ("IGA") with the US to facilitate FATCA compliance and reporting of the required information to HMRC. Such information will be onward reported by HMRC to the US Internal Revenue Service. The Company intends to comply with the terms of the IGA and relevant UK implementing Legislation. Therefore the Company expects to be treated as a compliant financial institution and does not expect any FATCA withholding to apply on payments made to it.

If a Shareholder fails to provide the Company, its agents or authorised representatives with any correct, complete and accurate information to enable the Company to comply with the UK IGA, this may result in the compulsory redemption of Shares (for more details please refer to the "Compulsory Transfer and Redemption" section on page 21). Furthermore the Company may at its discretion take appropriate action without the consent of Shareholders to provide for any measures that the Company deems appropriate or necessary to comply with the UK IGA.

Shareholders in the Company should consult their own tax advisors regarding FATCA with respect to their own particular circumstances. In particular, Shareholders who hold their Shares through intermediaries should check the intermediaries' intention to comply with FATCA.

### The Common Reporting Standard (CRS)

The CRS is similar to FATCA and is the standard developed by the OECD that requires financial institutions to collect and report similar information about an account holder's tax residency outside of the US. Within



the EU the CRS has been enacted through a new Directive on Administrative Co-operation (“the DAC2”) to ensure that EU law is fully aligned with the CRS. The DAC2 was brought into force as EU law as of 9 December 2014.

Under the CRS and DAC2, the tax residency of a Shareholder will need to be determined. In order to do so, a Shareholder may be asked to complete the appropriate self-certification form and return it to the ACD. Completing this form will ensure that accurate and up to date information about the tax residency of a Shareholder is being held.

The CRS does not impose a withholding tax obligation.

The CRS supersedes the Regulations to enact the Agreements made between the UK and the Governments of the Isle of Man, Jersey, Guernsey and Gibraltar.

Shareholders in the Company should consult their own tax advisers regarding the application of information exchange between governments to their particular circumstances. More information on the CRS can be found at [www.crs.hsbc.com](http://www.crs.hsbc.com).

The OECD has developed the rules to be used by all governments participating in the CRS and these can be found on the OECD’s Automatic Exchange of Information (AEOI) website [www.oecd.org/tax/automatic-exchange/](http://www.oecd.org/tax/automatic-exchange/).

### EU Savings Directive

With the introduction of DAC2, the EU Savings Directive 2003/48/EC (“EUSD”) was repealed on the 10 November 2015 by Directive 2015/2060/EU and brought into force on 8 December 2015. The repeal applies to all EU Member States from 1 January 2016 with the exception of Austria, where the repealing Directive will be effective from 1 January 2017.

### Individual Savings Accounts (ISAs)

The Shares are qualifying investments for inclusion in an ISA.

### Disclaimer

The above statements are based on the ACD’s understanding of current UK law and HM Revenue & Customs practice at the time of printing which may be subject to retrospective change. The future basis and rates of taxation may change without warning.

Although the ACD has endeavoured to provide accurate information on tax law and practice in the forgoing text, it cannot guarantee that such information is a correct interpretation of the legislation concerned. Shareholders are recommended to consult their professional advisers if they are in any doubt as to their individual tax position.

# Instrument of Incorporation

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The Instrument of Incorporation of the Company (which is available for inspection at the ACD's offices) contains provisions to the following effect:

## Object

The object of the Company is to invest the scheme property in transferable securities with the aim of spreading investment risk and giving its Shareholders the benefit of the results of the management of that property.

## Shares and Share Classes

- (a) The Company may from time to time issue Shares of different Classes in respect of a Fund and the directors may by resolution from time to time create additional Classes in respect of a Fund (whether or not falling within one of the Classes in existence on incorporation).
- (b) The directors may by a resolution from time to time create additional Funds with such investment objectives and such restrictions as to investment or otherwise and denominated in such currencies, as the directors shall from time to time determine.

## Transfer of Shares

- (a) All transfers of registered Shares must be effected by transfer in writing in any usual or common form or in any other form as may be approved by the directors. Any signature on an instrument of transfer may be affixed manually or electronically and be an actual signature or a facsimile signature or any form of signature or personal identification approved by the directors. The directors shall not be bound to enquire as to the genuineness of any signature.
- (b) No instrument of transfer may be given in respect of more than one Class.
- (c) In the case of a transfer to joint holders, the number of joint holders to whom a Share is to be transferred may not exceed four.
- (d) Unless the ACD in its discretion decides otherwise, no transfer may result in either the transferor or the transferee holding fewer Shares of the Class concerned or Shares having a lesser aggregate value than any number or value as is stated in the Prospectus as the minimum which may be held.

## Income

The income available for distribution or accumulation in relation to a Fund is determined in accordance with the FCA Rules. In essence it comprises all sums deemed by the Company, after consultation with the auditor, to be in the nature of income received or receivable for the account of the Company and attributable to the Fund in respect of the accounting period concerned, after deducting charges and expenses paid or payable out of such income and after making such adjustments as the ACD considers appropriate, after consulting the auditors in accordance with the FCA Rules, in relation to taxation and other matters.

Income relating to a Fund is allocated among Classes of Shares in that Fund as it accrues or is received in accordance with the respective proportionate interest in the property of the Fund represented by the Shares in issue at the valuation point in question.

The following provisions shall apply to Shares in issue in respect of the Funds:

- (a) An allocation of income (whether annual, interim or otherwise) to be made in respect of each Share to which this provision applies issued by the Company or sold by the ACD during the accounting period in respect of which that income allocation is made shall be of the same amount as the allocation to be made in respect of the other Shares of the same Class in issue in respect of the same Fund but shall include a capital sum ("income equalisation") representing the ACD's best estimate of the amount of income included in the price of that Share.
- (b) The amount of income equalisation in respect of any Share shall be either:
  - (i) The actual amount of income included in the issue price of that Share; or

- (ii) an amount arrived at by taking the aggregate of the amounts of income included in the price in respect of Shares of that Class issued or sold in the annual or interim accounting period in question and dividing that aggregate amount by the number of such Shares and applying the resultant average to each of the Shares in question.

Each allocation of income made in respect of any Fund at a time when more than one Class of Shares is in issue in respect of that Fund shall be made by reference to the Shareholders' proportionate interests in the scheme property of the Fund in question.

The proportionate interest of each Class in the assets and income of the Fund shall be calculated as follows:

- (a) A notional account will be maintained for each Class. Each account will be referred to as a "Proportion Account". The word "proportion" in the following paragraphs means the proportion which the balance on a Proportion Account at the relevant time directly relates to the balance on all the Proportion Accounts of a Fund at that time.
- (b) There will be credited to a Proportion Account:
  - (i) the subscription money (excluding any initial charges or dilution adjustment to the price of a Share) for the issue of Shares of the relevant Class;
  - (ii) that Class' proportion of the amount by which the Net Asset Value of the Fund exceeds the total subscription money for all Shares in the Fund;
  - (iii) that Class' proportion of the Fund's income received and receivable; and
  - (iv) any notional tax benefit as referred to in (d) below.
- (c) There will be debited to a Proportion Account:
  - (i) the redemption payment for the cancellation of Shares of the relevant Class;
  - (ii) that Class' proportion of the amount by which the Net Asset Value of the Fund falls short of the total subscription money for all Shares in the Fund;
  - (iii) all distributions of income (including income equalisation) made to Shareholders of that Class;
  - (iv) all costs, charges and expenses incurred solely in respect of that Class;
  - (v) that Class' share of the costs, charges and expenses incurred in respect of that Class and one or more other Classes in the Fund, but not in respect of the Fund as a whole;
  - (vi) that Class' proportion of the costs, charges and expenses incurred in respect of or attributable to the Fund as a whole; and
  - (vii) any notional tax liability as referred to in (d) below.
- (d) Any tax liability in respect of the Fund and any tax benefit received or receivable in respect of the Fund will be allocated between Classes in order to achieve, so far as possible, the same result as would have been achieved if each Class of Shares were itself a Fund so as not materially to prejudice any Class of Shares. The allocation will be carried out by the ACD after consultation with the auditors.
- (e) Where a Class of Shares is denominated in a currency which is not the base currency, the balance on the Proportion Account shall be converted into the base currency in order to ascertain the proportions of all Classes. Conversions between currencies shall be at a rate of exchange decided by the ACD as being a rate that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.
- (f) The Proportion Accounts are notional accounts maintained for the purpose of calculating proportionate interests. They do not represent debts from the Company to Shareholders or the other way round.

Each credit and debit to a Proportion Account shall be allocated to that account on the basis of that Class' proportion immediately before the allocation. All such adjustments shall be made as are necessary to ensure that on no occasion on which the proportions are ascertained is any amount counted more than once.

The proportionate interest of a Class in the assets and income of a Fund is its "proportion".

When Shares are issued thereafter, each such Share shall represent the same proportionate interest in the property of the relevant Fund as each other Share of the same category and Class then in issue in respect of that Fund.

The Company may adopt a method of calculating the amount of income to be allocated between the Shares in issue in respect of any Fund which is different to the method set out above if the ACD is satisfied that such method is fair to Shareholders and that it is reasonable to adopt such method in the given circumstances.

If a distribution of income remains unclaimed for three consecutive distributions then the ACD may convert the holding to Accumulation Shares, and will purchase additional Shares with the unclaimed income.

Subject to the preceding paragraph, any distribution remaining unclaimed after a period of six years shall become part of the capital property of the relevant Fund.

### Number of Directors

Unless otherwise determined by an extraordinary resolution of Shareholders the Company shall only have one director.

### Removal of ACD

The Company may by ordinary resolution remove the ACD before the expiration of its period of office, notwithstanding anything in the Instrument of Incorporation or in any agreement between the Company and the ACD, but the removal will not take effect until the FCA have approved it and a new authorised corporate director approved by the FCA has been appointed.

### Proceedings at General Meetings

The Instrument of Incorporation contains provisions relating to general meetings and the proceedings at such meetings. Such provisions shall also apply to Class meetings and Fund meetings in the same way as they apply to general meetings.

### Instrument of Incorporation

- (a) The Instrument of Incorporation may be amended by resolution of the ACD to the extent permitted by the FCA Rules.
- (b) In the event of any conflict arising between any provision of the Instrument of Incorporation and either the OEIC Regulations or the FCA Rules, the FCA Rules will prevail.

### Indemnity

The Instrument of Incorporation contains provisions indemnifying every director, other officer, auditor and Depositary against liability (amongst other things) in defending any proceedings for negligence, default, breach of duty or breach of trust in which judgement is given in their favour.

# Meetings and Voting Rights

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## Annual General Meeting

The Company will not hold an annual general meeting. Copies of the contracts of service between the Company and its directors, including the ACD, will be provided to a Shareholder on request.

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

## Notice and Quorum

Shareholders will receive at least 14 days' written notice of a Shareholders' meeting. No business may be transacted at a general meeting unless a quorum is present. The quorum for a meeting is two Shareholders present in person or by proxy. If a quorum is not present within fifteen minutes after the time fixed for the start of the meeting, the meeting will stand adjourned.

If at an adjourned meeting a quorum is not present within fifteen minutes after the time fixed for the start of the meeting, one person entitled to be counted in a quorum shall constitute the quorum and if there is no such person the meeting is dissolved.

Notices of meetings and adjourned meetings will be sent to Shareholders at their registered addresses.

## Voting Rights

Generally, Shareholders are entitled to receive notice of a meeting and to vote at a meeting if they were holders of Shares in the Company on the date seven days before the notice is deemed served. This will not, however, include those who are known to the ACD not to be holders at the date of the meeting.

At a meeting of Shareholders, on a show of hands every Shareholder who (being an individual) is present in person or (being a corporation) is present by its properly authorised representative is entitled to one vote.

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

An instrument appointing a proxy shall be in writing in any usual or common form, or any other form approved by the ACD. The person appointed to act as a proxy need not be a Shareholder.

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

The ACD is entitled to attend any meeting but, except in relation to third party Shares, may not vote or be counted in the quorum for a meeting and any Shares it holds are treated as not being in issue for the purposes of the meeting. An associate (as defined in the FCA Rules) of the ACD is entitled to attend any meeting of the Company and may be counted in the quorum, but may not vote except in relation to "third party Shares". For these purposes third party Shares are any Shares which the ACD or associate holds on behalf of or jointly with a person who, if the registered Shareholder would be entitled to vote and from whom the ACD or associate has received voting instructions.

## Powers of a Shareholders' Meeting

The Instrument of Incorporation and the FCA Rules empower Shareholders in general meeting to approve various matters including:

- (a) removal of the ACD;
- (b) changes to some of the matters contained in the Instrument of Incorporation and this Prospectus; and
- (c) a Scheme of Arrangement.

In accordance with the FCA Rules, other provisions may be changed by the ACD without the approval of Shareholders in general meeting.

For certain other matters the FCA Rules or the Instrument of Incorporation require an extraordinary resolution (which needs 75% of the votes cast at the meeting to be in favour if the resolution is to be passed).

### Class and Fund Meetings

The above provisions, unless the context otherwise requires, apply to Class meetings and meetings of Funds as they apply to general meetings of Shareholders but by reference to Shares of the Class or Fund concerned and the Shareholders and prices of such Shares.

### Variation of Class Rights

The rights attached to a Class or Fund may only be varied with the sanction of a resolution passed at a meeting of Shareholders of that Class or Fund by a 75% majority of those votes validly cast for and against such resolution.

### Proceedings at General Meetings

Prior to each general meeting, a director other than the ACD or an associate of the ACD shall nominate a chairman or, if no such nomination is made, the Depositary shall nominate an individual to act as chairman. If the representative is not present within fifteen minutes after the time fixed for the start of the meeting or is not willing or able to act, the Shareholders present shall choose one of their number to be chairman of the meeting.

The chairman of any quorate meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or for an indefinite period) and from place to place. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

A resolution put to the vote of a general meeting or Class meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) the chairman of the meeting;
- (b) not less than two Shareholders; or
- (c) the Depositary.

Unless a poll is required, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book or other record of proceedings, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such a manner (including the use of ballot papers or electronic or computer voting systems) as the chairman may direct.

The chairman of a general meeting may take any action he considers appropriate for, for example, the safety of people attending a general meeting, the proper and orderly conduct of the general meeting or in order to reflect the wishes of the majority.

### Corporations Acting by Representatives

Any corporation which is a Shareholder of the Company may by resolution of the directors or other governing body of such corporation and in respect of any Share or Shares in the Company of which it is the holder authorise such individual as it thinks fit to act as its representative at any general meeting of the Shareholders or of any Class meeting or Fund meeting. The individual so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise in respect of such Share or Shares if it were an individual Shareholder of the Company and such corporation shall be deemed to be present in person at any such meeting if an individual so authorised is so present.

# Winding up of the Company and Winding up or Termination of Funds

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The Company may be wound up under the FCA Rules or as an unregistered company under Part V of the Insolvency Act 1986. A Fund may be terminated under the FCA Rules or wound up as an unregistered company under Part V of the Insolvency Act 1986 (as amended).

Winding up or termination under the FCA Rules may be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following a full enquiry into the affairs of the Company or the Fund) either that the Company or the Fund will be able to meet its liabilities (including contingent and prospective) within 12 months of the date of the statement or that the Company or the Fund will be unable to do so. The Company or the Fund may not be wound up or terminated under the FCA Rules if there is a vacancy in the position of authorised corporate director at the relevant time.

Subject to the above, the Company may be wound up or a Fund wound up or terminated under the FCA Rules:

- (a) if an extraordinary resolution to that effect is passed by Shareholders; or
- (b) if the share capital of the Company is below its prescribed minimum or (in relation to any Fund) the Net Asset Value of the Fund is less than £1 million, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund; or
- (c) if the FCA agrees to a request by the ACD for the revocation of the authorisation order in respect of the Company or the relevant Fund.

Following the occurrence of any of the above:

- (a) The provisions in Sections 5 (Investment and Borrowing Powers), 6.2 (Dealing) and 6.3 (Valuation and Pricing) of the FCA Rules will cease to apply to the Company or to the Shares and scheme property in the case of a Fund;
- (b) The Company will cease to issue and cancel Shares in the Company or the particular Fund;
- (c) The ACD will cease to sell or redeem Shares or arrange for the Company to issue or cancel them for the Company or the particular Fund;
- (d) No transfer of a Share will be registered and no other change to the Register will be made without the sanction of the ACD;
- (e) Where the Company is being wound up, the Company will cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- (f) The corporate status and powers of the Company and, subject to the provisions of (a) and (e) above, the powers of the ACD will remain until the Company is dissolved; and
- (g) As soon as practicable after winding up or termination has commenced the ACD must, if it has not previously notified Shareholders of the proposal to wind up the Company or to wind up or terminate the Fund, give written notice of the commencement of the winding up or termination to the Shareholders.

Winding up a Company or winding up or terminating a Fund under the FCA Rules is carried out by the ACD. The ACD will, as soon as practicable after the Company or the Fund falls to be wound up or terminated, realise the assets and meet the liabilities of the Company or the Fund and, after paying or making adequate provision for the cost of winding up or termination and for all liabilities properly payable, may arrange for the Depositary to make one or more interim distributions to Shareholders proportionately to their rights to participate in the scheme property of the Company or the Fund.

When the ACD has caused all of the scheme property to be realised and all of the liabilities of the Company or the particular Fund known to the ACD to be realised, the ACD will arrange for the Depositary to make a final distribution to Shareholders on or prior to the date on which the final account is sent to Shareholders of any balance remaining (net of a provision for any future expenses of the Company or the Fund) in proportion to their holdings in the Company or the particular Fund.

The winding up of the Company or the winding up or termination of the Fund is subject to the terms of any 'Scheme of Arrangement' sanctioned by an extraordinary resolution passed on or before the commencement of the winding up or termination.

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

As soon as reasonably practicable after the completion of the winding up of the Company or the winding up or termination of any particular Fund, the Depositary shall notify the FCA that the winding up or termination has been completed.

Following the completion of a winding up of the Company or a winding up or termination of a Fund, the ACD must prepare a final account showing how the winding up or termination was conducted and how the scheme property was distributed. The Company's auditors will make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. Within four months of the date of completion of the winding up of the Company or the winding up or termination of the Fund, this final account and the auditors' report must be sent to the FCA and to each Shareholder (or in the case of joint holders the first named).

As the Company is an umbrella company, any liabilities attributable or allocated to a particular Fund under the FCA Rules will be met out of the scheme property attributable or allocated to that particular Fund.

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



# General Information

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## Accounting Periods

The annual accounting period of the Company ends each year on 15 May (the accounting reference date) and the interim accounting period ends each year on 15 November.

## Annual Reports and Distributions

Annual long and short reports (each a 'Report') of the Company will be published within four months of the end of each annual accounting period. Half-yearly long and short Reports will be published within two months of the end of each interim accounting period. The ACD has determined that annual short Reports will be sent to Shareholders of the Company when they are published.

Long reports containing the full financial statements are available on request from the ACD.

Distributions will be made within two months of the annual accounting period and where applicable, within two months of the interim accounting period.

The frequency of income distribution and dates for each Fund are shown below. It is the ACD's policy to distribute all available income received into the Fund on the relevant distribution dates.

| Fund                         | Income Frequency | Distribution Dates           | Distribution Type |
|------------------------------|------------------|------------------------------|-------------------|
| American Index Fund          | Annual           | 15/07                        | Dividend          |
| European Index Fund          | Annual           | 15/07                        | Dividend          |
| FTSE All-Share Index Fund    | Half-yearly      | 15/01, 15/07                 | Dividend          |
| FTSE All-World Index Fund    | Annual           | 15/07                        | Dividend          |
| FTSE 100 Index Fund          | Half-yearly      | 15/01, 15/07                 | Dividend          |
| FTSE 250 Index Fund          | Annual           | 15/07                        | Dividend          |
| Index-Linked Gilt Index Fund | Quarterly        | 15/01, 15/04*, 15/07, 15/10* | Interest          |
| Japan Index Fund             | Annual           | 15/07                        | Dividend          |
| Pacific Index Fund           | Annual           | 15/07                        | Dividend          |
| UK Gilt Index Fund           | Quarterly        | 15/01, 15/04*, 15/07, 15/10* | Interest          |

\* Distributions made at these dates are not accompanied by a Report.

## Half yearly statements

Half yearly statements will be sent to Shareholders as at 30 April and 31 October each year. These statements will include details of Shares held in Funds of the Company as well as shares held in other OEICs managed by the ACD.

## Documents of the Company

The following documents may be inspected free of charge between 9.00am and 5.00pm on every Business Day at the ACD's office:

- (a) the most recent annual and half-yearly long and short reports of the Company;
- (b) the Instrument of Incorporation (and any amending Instrument of Incorporation); and
- (c) the ACD Agreement.

Shareholders and potential shareholders may obtain copies of these documents from the ACD, HSBC Global Asset Management (UK) Limited, 78 St James's Street, London SW1A 1EJ. The ACD reserves the right to make a charge at its discretion for copies of the documents listed at (b) and (c) above.

### Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and the ACD:

- (a) The ACD Agreement between the Company and the ACD;
- (b) The Depositary Agreement between the Company and the Depositary.

Details of the above contracts are given in the earlier Section "Management and Administration" on page 32.

### Exemption from liability to account for profits

The Company, ACD, Depositary, Custodian, Registrar and Administrator are not liable to account to each other or to Shareholders for any profits or benefits made or received that are made or received from or in connection with:

- (a) dealings in the Shares;
- (b) any transaction in the scheme property; or
- (c) the supply of services to the Fund/Company.

### Professional Indemnity

The ACD has professional indemnity insurance and maintains an amount of its own funds in order to protect Shareholders where there is professional negligence and to satisfy the requirements laid down in the FCA rules.

### Remuneration Policy

The ACD has established a remuneration policy for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the risk profiles of the ACD, the Company or the Funds. The remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profiles of the Company and the Funds or the Instrument. The ACD's remuneration policy is intended to be consistent with the obligation of the ACD to act in the best interest of the Company and the Funds.

The up-to-date remuneration policy of the ACD, including, but not limited to, a description of how remuneration and benefits are determined and the governance arrangements for determining remuneration and benefits is available at <http://www.global.assetmanagement.hsbc.com/about-us/governance-structure>. A paper copy is available from the ACD free of charge upon request.

### Property

There is no intention for the Company to have an interest in any immovable property.

### Transactions with connected persons

As regards transactions with connected persons ("**connected person**" being as defined in the Code on Unit Trusts and Mutual Funds issued by the Securities and Futures Commission in Hong Kong):

- (a) although all property of the Company (other than tangible moveable property) of the Company is in practice placed with the Depositary, which has in turn appointed the Custodian to hold all of such property, money forming part of the property of the Company may be placed on deposit with the Depositary, the Custodian, the ACD, any appointed investment adviser or any connected person of any such person if such person holding such deposit is an institution licensed to accept deposits and

pays interest on such deposit at no lower rate than is, in accordance with normal banking practice, the commercial rate for deposits of the size of the deposit in question negotiated at arm's length;

- (b) money can be borrowed by the Company from the Depositary, the Custodian, the ACD, any appointed investment adviser or any connected person of any such person if (1) such person lending such money is a bank and (2) that bank charges interest on such loan at no higher rate, and any fee for arranging or terminating such loan is of no greater amount, than is, in accordance with normal banking practice, the commercial rate for a loan of the size and nature of the loan in question negotiated at arm's length;
- (c) any transaction between the Company and, acting as principal, the ACD, any appointed investment adviser, any director of the Company or any connected person of any such person may be entered into only with the prior written consent of the Depositary or the Custodian;
- (d) every transaction carried out by or on behalf of the Company must be at arm's length and executed on the best available terms; and
- (e) the total value of all investment transactions carried out in any one financial year of the Company by the Company with connected persons of the ACD, any appointed investment adviser or any director of the Company shall not exceed 50% of the value of all investment transactions carried out by the Company in that year.

### Stewardship

The ACD's policy on exercising any voting rights on the underlying assets of the Fund(s) is available on [www.assetmanagement.hsbc.com/uk/individuals](http://www.assetmanagement.hsbc.com/uk/individuals), together with information about how the ACD has voted on any previous voting events.

### Complaints

Complaints may be referred to the Compliance Officer of the ACD at Upper Ground Floor, 78 St James's Street, London SW1A 1EJ. If the complaint has not been resolved to the satisfaction of the complainant within two months, the Compliance Officer of the ACD must report to the FCA.

A complainant also has the right to address a complaint directly to the Financial Ombudsman Service whose address is Exchange Tower, Harbour Exchange Square, London E14 9SR. Telephone free from a landline on 0800 023 4 567; from a mobile on 0300 123 9 123 (charges are same rate as 01 and 02 numbers on mobile tariffs) and overseas +44 20 7964 0500. Email: [complaint.info@financialombudsman.org.uk](mailto:complaint.info@financialombudsman.org.uk). Further details may be obtained from the Compliance Officer at the above address.

### Further Information

References to time in this Prospectus are to London time unless otherwise stated.

# Appendix 1

## Investment Objectives, Investment Policies and Share Classes

|  |  |  |
|--|--|--|
| <b>Fund Name</b>   | <b>American Index Fund**</b>   |  |
| <b>Investment Objective</b>                                  | To provide long term capital growth by matching the return of the S&P's 500 index.   |  |
| <b>Investment Policy</b>                                     | <p>To invest in companies that make up the S&amp;P's 500 index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p>  |  |
| <b>Investment Horizon</b>                                    | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.   |  |
| <b>SRRI†</b>   | 5  |  |
| <b>Share Classes Currently Available</b>                     | Retail Income <sup>(1)</sup><br>Retail Accumulation<br>Institutional Accumulation<br>Institutional Income  | Institutional A Income<br>Institutional A Accumulation<br>Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>                         | <p>The current strategy is to use full replication by holding all the constituents of the index and equitising accrued dividends and managing flows through equity index futures.</p> <p>Please see Appendix 2 below for information in relation to anticipated tracking error.</p>  |  |
| <b>About the index</b>                                       | <p>The S&amp;P® is widely regarded as the best single-gauge of Large Cap US equities. There is over USD5.14 trillion benchmarked to the index, with index assets comprising approximately USD1.6 trillion of this total. The index includes 500 leading companies and captures approximately 80% coverage of available market capitalisation.</p> <p>The index rebalances quarterly on the third Friday of September, December, March and June.</p> <p>For further information about the index please visit the index provider's website at <a href="http://eu.spindices.com">eu.spindices.com</a></p> |  |
| <b>Risk Categories (refer to Section "Risks" on page 27)</b> | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul>  |  |

|                             |  |                      |
|-----------------------------|--|----------------------|
| <b>Fund Name</b>            | <b>European Index Fund*</b>  |                      |
| <b>Investment Objective</b> | To provide long term capital growth by matching the return of the FTSE Developed Europe excluding UK index.  |                      |
| <b>Investment Policy</b>    | <p>To invest in companies that make up the FTSE Developed Europe excluding UK index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p> |                      |
| <b>Investment Horizon</b>   | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.   |                      |
| <b>SRRI†</b>                | 6  |                      |
| <b>Share</b>                | Retail Income <sup>(1)</sup>   | Institutional Income |

|  |  |                            |
|--|--|----------------------------|
| <b>Classes Currently Available</b>                           | Retail Accumulation<br>Institutional Accumulation<br>Institutional A Accumulation  | Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>                         | <p>The current strategy aims for the Fund to hold 100% of the index constituents. The Fund equitises accrued dividends through equity index futures. Equity index futures and exchange traded funds can also be held to manage daily flows.</p> <p>Please see Appendix 2 below for information in relation to anticipated tracking error.</p>  |                            |
| <b>About the index</b>                                       | <p>The FTSE Developed Europe excluding UK index is part of a range of indices designed to help European investors benchmark their international investments. The index comprises Large and Mid Cap stocks providing coverage of the Developed markets in Europe excluding the UK. The index is derived from the FTSE Global Equity index Series (GEIS), which covers around 98% of the world's investable market capitalisation.</p> <p>The index rebalances quarterly on the third Friday of September, December, March and June.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p> |                            |
| <b>Risk Categories (refer to Section "Risks" on page 27)</b> | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Investing in Europe</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul>   |                            |

|  |   |  |
|--|---|--|
| <b>Fund Name</b>                         | <b>FTSE All-Share Index Fund*</b>   |  |
| <b>Investment Objective</b>              | To provide long term capital growth by matching the return of the FTSE All-Share index.   |  |
| <b>Investment Policy</b>                 | <p>To invest in companies that make up the FTSE All-Share index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p>  |  |
| <b>Investment Horizon</b>                | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.  |  |
| <b>SRRI†</b>                             | 5   |  |
| <b>Share Classes Currently Available</b> | Retail Income<br>Retail Accumulation<br>Institutional Income<br>Institutional Accumulation  | Institutional A Income<br>Institutional A Accumulation<br>Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>     | <p>The current strategy is to use full replication of the FTSE 350 ex Investment Trusts index and stratified sampling of the remaining constituents of the FTSE All Share index. The Fund equitises accrued dividends and manages flows through equity index futures and exchange traded funds.</p> <p>Please see Appendix 2 below for information in relation to anticipated tracking error.</p>   |  |
| <b>About the index</b>                   | <p>The FTSE All-Share index represents the performance of all eligible companies listed on the London Stock Exchange's (LSE) main market, which pass screening for size and liquidity. The index captures 98% of the UK's market capitalisation.</p> <p>The FTSE All-Share index is considered to be the best performance measure of the London equity market, with the vast majority of the UK-focused money invested in funds which track it. The index is suitable as the basis for investment products, such as funds and exchange-traded funds. FTSE All-Share index constituents are traded on the LSE's SETS and SETSmm trading systems.</p> <p>The index rebalances quarterly on the third Friday of September, December, March and June.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p> |  |
| <b>Risk</b>                              | - General   |  |

|  |  |
|--|--|
| <b>Categories</b><br>(refer to Section "Risks" on page 27) | <ul style="list-style-type: none"> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul> |
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|   |  |                            |
|---|--|----------------------------|
| <b>Fund Name</b>  | <b>FTSE All-World Index Fund*</b>  |                            |
| <b>Investment Objective</b>                                     | To provide long term capital growth by matching the return of the FTSE All-World Index.  |                            |
| <b>Investment Policy</b>  | <p>To invest in companies that make up the FTSE All-World Index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p>   |                            |
| <b>Investment Horizon</b>                                       | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.   |                            |
| <b>SRRI†</b>  | 5  |                            |
| <b>Share Classes Currently Available</b>                        | Institutional Income<br>Institutional Accumulation   | Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>                            | The current strategy aims for the Fund to use an optimised replication strategy, investing in a representative sample of the constituents of the FTSE All-World Index. This is to avoid excessive costs within the Fund and to manage constituents with poor liquidity. The Fund equitises accrued dividends through equity index futures and manages daily flows through exchange traded funds (ETFs) holdings. Please see Appendix 2 below for information in relation to anticipated tracking error.  |                            |
| <b>About the index</b>  | <p>The FTSE All-World Index is a market-capitalisation weighted index representing the performance of the large and mid cap stocks from the FTSE Global Equity Index Series and covers 90-95% of the investable market capitalisation.</p> <p>The FTSE All-World Index covers developed and emerging markets and is suitable as the basis for investment products, such as funds, derivatives and exchange-traded funds.</p> <p>The FTSE All-World Index is reviewed semi-annually in March and September with index updates in June and December.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p> |                            |
| <b>Risk Categories</b><br>(refer to Section "Risks" on page 27) | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Emerging Markets</li> <li>- Error in Calculation of Relevant Index</li> </ul>  |                            |

|                             |   |  |
|-----------------------------|---|--|
| <b>Fund Name</b>            | <b>FTSE 100 Index Fund*</b>   |  |
| <b>Investment Objective</b> | To provide long term capital growth by matching the return of the FTSE 100 index.   |  |
| <b>Investment Policy</b>    | <p>To invest in companies that make up the FTSE 100 index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so.</p> |  |

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|--|---|----------------------------|
|  | The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.  |                            |
| <b>Investment Horizon</b>                                    | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.  |                            |
| <b>SRRI†</b>   | 5   |                            |
| <b>Share Classes Currently Available</b>                     | Retail Income<br>Retail Accumulation<br>Institutional Accumulation  | Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>                         | The current strategy is to use full replication by holding all the constituents of the index and equitising accrued dividends and managing daily flows through equity index futures.<br>Please see Appendix 2 below for information in relation to anticipated tracking error.  |                            |
| <b>About the index</b>                                       | The FTSE100 is a market-capitalisation weighted index of UK-listed blue chip companies. The index is part of the FTSE UK Series and is designed to measure the performance of the 100 largest companies traded on the London Stock Exchange that pass screening for size and liquidity. FTSE 100 constituents are all traded on the London Stock Exchange's SETS trading system.<br><br>The index rebalances quarterly on the third Friday of September, December, March and June.<br><br>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a> . |                            |
| <b>Risk Categories (refer to Section "Risks" on page 27)</b> | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul>   |                            |

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|--|---|----------------------------|
| <b>Fund Name</b>                         | <b>FTSE 250 Index Fund*</b>   |                            |
| <b>Investment Objective</b>              | To provide long term capital growth by matching the return of the FTSE 250 index.   |                            |
| <b>Investment Policy</b>                 | <p>To invest in companies that make up the FTSE 250 index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so.</p> <p>The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p> |                            |
| <b>Investment Horizon</b>                | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.  |                            |
| <b>SRRI†</b>                             | 5   |                            |
| <b>Share Classes Currently Available</b> | Retail Income<br>Retail Accumulation<br>Income S<br>Accumulation S  | Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>     | The current strategy is to use near full replication by holding all of the constituents of the index except the three non-sterling denominated investment trusts (replaced by additional shares in the sterling units) and equitising accrued dividends through equity index futures. Exchange traded funds are held to manage daily flows.<br>Please see Appendix 2 below for information in relation to anticipated tracking error.   |                            |
| <b>About the index</b>                   | The FTSE 250 index represents Mid Cap stocks traded on the London Stock Exchange (LSE), which pass screening for size and liquidity. FTSE 250 index constituents are traded on the LSE' SETS and  |                            |



|   |   |
|---|---|
|   | <p>SETSm trading systems.</p> <p>The index rebalances quarterly on the third Friday of September, December, March and June.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p>   |
| <b>Risk Categories</b><br>(refer to Section "Risks" on page 27) | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul> |

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|--|--|
| <b>Fund Name</b>                         | <b>Index-Linked Gilt Index Fund*</b>   |
| <b>Investment Objective</b>              | To match the return of the FTSE Actuaries UK Index-Linked Gilts All Stocks Index.  |
| <b>Investment Policy</b>                 | <p>To invest in all or most of the index-linked gilts issued by the Government of the United Kingdom that make up the FTSE Actuaries UK Index-Linked Gilts All Stocks Index.</p> <p>The fund may also invest in other gilts issued by the Government of the United Kingdom that are not part of the FTSE Actuaries UK Index-Linked Gilts All Stocks Index.</p> <p>The fund may invest in financial derivative instruments for cash flow management with a level of risk that is consistent with the overall risk profile of the fund. The fund does not intend to use financial derivative instruments extensively.</p> <p>The fund may hold cash and collective investment schemes, including collective investment schemes managed or operated by the ACD or an associate of the ACD, to manage day-to-day cash flow requirements.</p>   |
| <b>Investment Horizon</b>                | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a medium to long term investment which means that you should usually plan to keep it for a period of 5 years.  |
| <b>SRRI†</b>                             | 4  |
| <b>Share Classes Currently Available</b> | <div style="display: flex; justify-content: space-between;"> <span>Institutional Accumulation</span> <span>Income C</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Institutional Income</span> <span>Accumulation C</span> </div>  |
| <b>How the Fund tracks the index</b>     | <p>The strategy will use a replication approach to track the FTSE Actuaries UK Index-Linked Gilts All Stocks Index. This means that the fund will seek to invest in all of the index-linked gilts that make up the index and in the same or very similar proportions in which they are included in the index.</p> <p>From time to time, the fund's investment composition may differ from the index due to flows into the fund and/or asset availability. In these circumstances, the fund may also invest in UK Gilts that are not index-linked. At all times the fund will seek to achieve returns that are similar to the index.</p> <p>The fund may use derivatives, typically exchange traded futures, with the aim of generating returns that are consistent with the index in respect of cash flowing into the fund.</p> <p>Please see Appendix 2 below for information in relation to anticipated tracking error.</p>  |
| <b>About the index</b>                   | <p>The FTSE Actuaries UK Gilts indices are among the industry's most widely-used performance benchmarks for the UK Government bond market. They are sanctioned by the UK Actuaries and used for benchmarking pension benefits and obligations and mutual funds. Over £50 billion in fixed income assets are benchmarked to the FTSE Actuaries UK Gilts Index Series. FTSE provides index series for conventional Gilts and index-linked Gilts and summary tables are published daily in the Financial Times.</p> <p>The FTSE Actuaries UK Index-Linked Gilts All Stocks Index comprises index-linked gilts with all outstanding terms. Index-linked gilts differ from conventional gilts in that both the semi-annual coupon payments and the principal payment are adjusted in line with movements in the General Index of Retail Prices in the United Kingdom. The index is one of 10 sub-indices within the index-linked gilts series.</p> <p>The index does not have a regular rebalance schedule. New index-linked gilts that are issued fully paid by auction or issued by syndicated offering are added to the index at close of business on the day they are issued. Maturing index-linked gilts are removed from the index at the date of redemption. The end</p> |



|   |   |
|---|---|
|   | <p>of month constituent weights will be published by FTSE one month in arrears.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p>   |
| <b>Risk Categories</b><br>(refer to Section "Risks" on page 27) | <ul style="list-style-type: none"> <li>- General</li> <li>- New Funds</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Fixed Income Securities</li> <li>- Error in Calculation of Relevant Index</li> </ul> |

|   |  |  |
|---|--|--|
| <b>Fund Name</b>  | <b>Japan Index Fund*</b>   |  |
| <b>Investment Objective</b>                                     | To provide long term capital growth by matching the return of the FTSE Japan index.  |  |
| <b>Investment Policy</b>  | <p>To invest in companies that make up the FTSE Japan index.</p> <p>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.</p>   |  |
| <b>Investment Horizon</b>                                       | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.   |  |
| <b>SRRI†</b>  | 6  |  |
| <b>Share Classes Currently Available</b>                        | Retail Income <sup>(1)</sup><br>Retail Accumulation<br>Institutional Accumulation<br>Institutional Income  | Institutional A Accumulation<br>Income C<br>Accumulation C |
| <b>How the Fund tracks the index</b>                            | <p>The current strategy is to use full replication by holding all of the constituents of the index. The Fund equitises accrued dividends through equity index futures. Daily flows are also managed through holdings in equity index futures and exchange traded funds.</p> <p>Please see Appendix 2 below for information in relation to anticipated tracking error.</p>  |  |
| <b>About the index</b>  | <p>The FTSE Japan index is comprised of Large and Mid Cap Japanese companies that are constituents of the FTSE All-World index. FTSE Kaigai index (FTSE Developed ex Japan index) consists of Large and Mid Cap companies from the Developed markets of the FTSE All-World index excluding Japan. The FTSE All-World index in turn represents the Large and Mid Cap companies within the FTSE Global Equity index Series (GEIS).</p> <p>The index rebalances quarterly on the third Friday of September, December, March and June.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p> |  |
| <b>Risk Categories</b><br>(refer to Section "Risks" on page 27) | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul>  |  |

|                   |   |
|-------------------|---|
| <b>Fund Name</b>  | <b>Pacific Index Fund*</b>  |
| <b>Investment</b> | To provide long term capital growth by matching the return of the FTSE World Asia Pacific excluding |

|  |  |
|--|--|
| <b>Objective</b>   | Japan index.   |
| <b>Investment Policy</b>                                     | To invest in companies that make up the FTSE World Asia Pacific excluding Japan index.<br><br>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying in the index in circumstances where the ACD determines that this is expedient for reasons of poor liquidity or excessive cost to the fund.   |
| <b>Investment Horizon</b>                                    | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a long term investment which means that you should usually plan to keep it for a period of at least 5 years.   |
| <b>SRRI†</b>   | 6  |
| <b>Share Classes Currently Available</b>                     | Retail Income <sup>(1)</sup><br>Retail Accumulation<br>Institutional Income<br><br>Institutional Accumulation<br>Income C<br>Accumulation C  |
| <b>How the Fund tracks the index</b>                         | The current strategy is to use full replication by holding all of the constituents of the index. The Fund equitises accrued dividends through equity index futures and manages daily flows through equity index futures and exchange traded funds holdings.<br><br>Please see Appendix 2 below for information in relation to anticipated tracking error.  |
| <b>About the index</b>                                       | The FTSE World Asia Pacific ex Japan index is one of a range of indices designed to help investors to benchmark their Asia Pacific investments. The index comprises Large and Mid Cap stocks providing coverage of the Developed and Advanced Emerging Markets in Asia Pacific excluding Japan. The index is derived from the FTSE Global Equity index Series (GEIS), which covers 98% of the world's investable market capitalisation.<br><br>The index rebalances quarterly on the third Friday of September, December, March and June.<br><br>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a> . |
| <b>Risk Categories (refer to Section "Risks" on page 27)</b> | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Error in Calculation of Relevant Index</li> </ul>  |

|  |  |
|--|--|
| <b>Fund Name</b>                         | <b>UK Gilt Index Fund*</b>   |
| <b>Investment Objective</b>              | To provide income from an underlying portfolio of gilts that matches the return of the FTSE Actuaries UK Conventional Gilts All Stocks index before tax and charges are deducted.  |
| <b>Investment Policy</b>                 | To invest in gilts that make up the FTSE Actuaries UK Conventional Gilts All Stocks index.<br><br>The ACD reserves the right to exercise the full powers of the fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so. The scheme property may also not consist of the exact composition and weighting of the underlying stocks in the index. |
| <b>Investment Horizon</b>                | Your investment is not guaranteed. The value of your investment, and any income from it, may fall as well as rise, and you may not get back the amount you invested. You should view this investment as a medium to long term investment which means that you should usually plan to keep it for a period of 5 years.  |
| <b>SRRI†</b>                             | 4  |
| <b>Share Classes Currently Available</b> | Retail Income<br>Retail Accumulation<br>Institutional Income<br><br>Income C<br>Accumulation C   |
| <b>How the Fund tracks the index</b>     | The current strategy aims to hold the gilts that make up the chosen benchmark, in approximately the same weights, with the exception of the War Loan 3.5% which is not sufficiently liquid.<br><br>Please see Appendix 2 below for information in relation to anticipated tracking error.  |

|  |  |
|--|--|
| <b>About the index</b>   | <p>The FTSE Actuaries UK Gilts indices are among the industry's most widely-used performance benchmarks for the UK Government bond market. They are sanctioned by the UK Actuaries and used for benchmarking pension benefits and obligations and mutual funds. Over £50 billion in fixed income assets are benchmarked to the FTSE Actuaries UK Gilts Index Series. FTSE provides index series for conventional gilts and index-linked gilts and summary tables are published daily in the Financial Times.</p> <p>The FTSE Actuaries UK Conventional Gilts All Stocks Index comprises gilts with all outstanding terms. The index is one of 13 sub-indices within the conventional gilts series.</p> <p>The index does not have a regular rebalance schedule. The end of month constituent weights will be published by FTSE one month in arrears.</p> <p>For further information about the index please visit the index provider's website at <a href="http://www.ftserussell.com">www.ftserussell.com</a>.</p> |
| <b>Risk Categories</b><br><b>(refer to Section "Risks" on page 27)</b> | <ul style="list-style-type: none"> <li>- General</li> <li>- Cancellation</li> <li>- Efficient Portfolio Management (EPM) and Counterparty Risk</li> <li>- Leverage Risk</li> <li>- Collateral Risk</li> <li>- Currency Exchange Rates</li> <li>- Index Tracking</li> <li>- Synthetic Risk and Reward Indicator (SRRI)</li> <li>- Suspension of Dealings</li> <li>- Liabilities</li> <li>- Fixed Income Securities</li> <li>- Error in Calculation of Relevant Index</li> </ul>   |

## Notes

\* The European Index Fund/FTSE All-Share Index Fund/FTSE All-World Index Fund /FTSE 100 Index Fund/FTSE 250 Index Fund/Index-Linked Gilt Index Fund/Japan Index Fund /Pacific Index Fund and the UK Gilt Index Fund are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc ("the Exchange") or by the Financial Times Limited ("FT") (together the "Licensor Parties") and none of the Licensor Parties make any warranty or representation whatsoever, expressly or implied, either as to the results to be obtained from the FTSE Actuaries UK Conventional Gilts All Stocks Index/FTSE Actuaries UK Index-Linked Gilts All Stocks Index/FTSE Developed Europe excluding UK Index/FTSE 100 Index /FTSE 250 Index/ FTSE All-Share Index/ FTSE All-World Index/ FTSE Japan Index/FTSE World Asia Pacific excluding Japan Index (the Indices) and/or the figures at which the said Indices stand at any particular time on any particular day or otherwise. The Indices are compiled and calculated by FTSE. None of the Licensor Parties shall be liable (whether in negligence or otherwise) to any person for any error in the Indices and none of the Licensor Parties shall be under an obligation to advise any person of any error therein. "FTSE®" is a trademark of the Exchange and the FT and is used by FTSE under licence. All-Share® is a trade mark of FTSE.

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- † The SRRI of the above Funds may change as a result of changes to the Fund's investment objective, investment policy or its investment strategy. Prior to making any change to the investment objective or investment policy the ACD and Depositary shall determine whether the change is 'fundamental' or 'significant', as defined in the FCA Rules. In the event of a change to the investment objective or the investment policy the ACD is required to give Shareholders due notice of such proposal prior to its implementation in accordance with the FCA Rules. A change that is to be treated as a significant change will require the ACD to contact the Shareholders on the Register a minimum of 60 days prior to making the change, whereas a fundamental change will require the prior approval of Shareholders at a General Meeting.

The ACD is not, however, required to give prior notice to Shareholders of any change to the investment strategy of a Fund, which it may implement from time to time as market conditions change, provided that any such change is, and remains, consistent with the investment objective and the investment policy of the Fund. In the event that the ACD does not provide prior notification to Shareholders, it will inform shareholders of any such change in the half yearly report and accounts.

Where the SRRI of the Fund changes as a result of activity outside of the investment manager or ACD's control, for example through movement in market volatility, this will have some effect on the SRRI of a Fund. In this circumstance the ACD will notify the Shareholders of such change in the Company's Report and Accounts.

- (1) The Retail Income Share Class for these Funds is only open for investment in an Individual Savings Account (ISA) through an HSBC ISA Account Manager or otherwise at the discretion of the ACD.

# Appendix 2

## Historical Fund Performance

These figures refer to the past. Past performance is not a reliable indicator of future returns.

| Fund                            | 1 Jul 2015 –<br>30 Jun 2016<br>% growth | 1 Jul 2014 –<br>30 Jun 2015<br>% growth | 1 Jul 2013 –<br>30 Jun 2014<br>% growth | 1 Jul 2012 –<br>30 Jun 2013<br>% growth | 1 Jul 2011 –<br>30 Jun 2012<br>% growth |
|---------------------------------|---|---|---|---|---|
| American Index Fund             | 18.87                                   | 15.51                                   | 10.46                                   | 24.65                                   | 7.87                                    |
| European Index Fund *           | 3.01                                    | 2.54                                    | 16.53                                   | 30.47                                   | -20.71                                  |
| FTSE All-Share Index Fund       | 1.39                                    | 3.40                                    | 12.69                                   | 18.49                                   | -2.34                                   |
| FTSE All-World Index Fund**     | 11.19                                   | n/a                                     | n/a                                     | n/a                                     | n/a                                     |
| FTSE 100 Index Fund             | 0.48                                    | 1.18                                    | 11.78                                   | 16.38                                   | -1.62                                   |
| FTSE 250 Index Fund             | -6.44                                   | 14.17                                   | 16.88                                   | 29.83                                   | -5.68                                   |
| Index-Linked Gilt Index Fund*** | n/a                                     | n/a                                     | n/a                                     | n/a                                     | n/a                                     |
| Japan Index Fund                | 5.96                                    | 18.34                                   | -1.47                                   | 24.36                                   | -4.74                                   |
| Pacific Index Fund              | 8.99                                    | 0.55                                    | 5.10                                    | 13.19                                   | -9.73                                   |
| UK Gilt Index Fund              | 12.52                                   | 8.45                                    | 1.90                                    | -1.85                                   | 15.28                                   |

The table shows Fund performance for complete 12 month periods for the last 5 years ending on 30 June 2016. More recent performance information may be available in the Fund Factsheets issued by the ACD.

\* Effective from 1 March 2013, the European Index Fund is benchmarked against the FTSE Developed Europe excluding UK index. Before 1 March 2013, the Fund was benchmarked against the FTSE World Europe excluding UK index. Performance data shown in the table is based upon historic performance of the European Index Fund and therefore is based on the performance of the Fund whilst it was benchmarked to the FTSE World Europe excluding UK index until 1 March 2013.

\*\* There is only one complete year historic performance for the FTSE All-World Index Fund as this fund was only launched on 25 July 2014.

\*\*\* No performance information is available for this Fund as it launched on 15 July 2016.

This information has been taken from Morningstar, an independent data source. The historical Fund performance shown is based on single priced Retail Income Shares (with the exception of the FTSE All-World Index Fund), allowing for net income reinvested, excluding any initial charge. The historical Fund performance shown for the FTSE All-World Index Fund is based on single priced Accumulation C Shares. More recent performance information may be available by contacting us.

## Anticipated Tracking Errors

These figures are anticipated tracking errors between the Funds and the indices they track. Historic tracking error information is published in the Annual Report and Accounts.

| Fund                       | Index                             | Anticipated tracking errors<br>as at June 2015 (unless<br>otherwise stated) |
|----------------------------|-----------------------------------|---|
| American Index Fund        | S&P 500                           | 0.20%   |
| European Index Fund        | FTSE Developed Europe ex UK index | 0.20%   |
| FTSE All-Share Index Fund  | FTSE All-Share index              | 0.20%   |
| FTSE All-World Index Fund* | FTSE All-World index              | 0.40%   |

|                              |   |         |
|------------------------------|---|---------|
| FTSE 100 Index Fund          | FTSE 100 index  | 0.20%   |
| FTSE 250 Index Fund          | FTSE 250 index  | 0.20%   |
| Index-Linked Gilt Index Fund | FTSE Actuaries UK Index-Linked Gilts All Stocks Index | 0.60%** |
| Japan Index Fund             | FTSE Japan index                                      | 0.20%   |
| Pacific Index Fund           | FTSE World Asia Pacific ex Japan index                | 0.40%   |
| UK Gilt Index Fund           | FTSE British Government All Stocks Total Return index | 0.60%   |

\* Due to the time difference and complexity of the underlying benchmark the anticipated tracking error rate is higher than would be expected on a simpler and local index.

The difference in timing between the Fund Valuation (12 noon UK time) and the index calculation (close of business for that index) can have a large influence on the tracking error.

\*\* As at launch of Fund, 15 July 2016.

# Appendix 3

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## Investment Powers and Restrictions

### Part A

#### Investment Powers

The range of investments that may generally be held within the individual Fund of the Company is set out below. The Company may exercise restricted powers in respect of each Fund under Section 5 of the FCA Rules for an ICVC belonging to the UCITS scheme type.

The property of each Fund will be invested with the aim of providing a prudent spread of risk and achieving the investment objective and policy of that Fund but subject to the limits set out in the FCA Rules.

Generally each Fund will invest in approved securities. An approved security is a transferable security:

- (a) admitted to or dealt in on an eligible market which is a regulated market; or
- (b) dealt in on a market in a state of the European Economic Area ('EEA') which is regulated, operates regularly and is open to the public; or
- (c) admitted to or dealt in on any market which the ACD, after consultation with and notification to the Depositary, decides is appropriate.

An eligible securities market is:

- (a) a securities market established in a member state of the European Community or in any other state within the EEA on which transferable securities admitted to the official listing in that country are dealt or traded; and
- (b) the securities markets listed in Appendix 4.

New eligible securities markets may be added to the existing list in accordance with the FCA Rules.

The investment policy of a Fund may mean that, at times, it is not appropriate to be fully invested but to hold cash or 'near cash'. This will only be the case where the ACD reasonably regards it as necessary to enable Shares to be redeemed or for the efficient management of the Fund in accordance with its investment objectives or for other purposes which may reasonably be regarded as ancillary to the investment objectives of the Fund.

#### Investment Restrictions

The following restrictions apply:

1. The scheme property of a Fund must, except where otherwise provided in Section 5 of the FCA Rules consist solely of any or all of:-
  - (i) transferable securities
  - (ii) units or shares in collective investment schemes; and
  - (iii) derivatives and forward transactions
2. Transferable securities held within a Fund must:-
  - (a) be admitted to or dealt in on an eligible market which is a regulated market; or
  - (b) be dealt in on an eligible market being a market in an EEA State which is regulated, operates regularly and is open to the public; or
  - (c) be admitted to or dealt in on an eligible market which the ACD, after consultation with and notification to the Depositary decides that market is appropriate for investment of, or dealing in, the scheme property provided that:-
    - (i) the market is included in a list in the prospectus; and

- (ii) the Depositary has taken reasonable care to determine that adequate custody arrangements can be provided for the investment dealt in on that market and all reasonable steps have been taken by the ACD in deciding whether that market is eligible.
- (d) be recently issued transferable securities provided that:-
  - (i) the terms of issue include an undertaking that application will be made to be admitted to an eligible market; and
  - (ii) such admission is secured within a year of issue.

However, not more than 10% in value of the scheme property may consist of transferable securities not referred to above.

3. Each Fund may invest up to 5% of the scheme property in units or shares of other collective investment schemes including those managed or operated by the ACD or an associate of the ACD provided the second scheme:-
  - (i) satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or
  - (ii) is a recognised scheme under Section 270 of the Act; or
  - (iii) is a non-UCITS retail scheme which meets the requirements of article 19(1)(e) of the UCITS Directive; or
  - (iv) is authorised in another EEA member state provided the requirements of article 19(1)(e) of the UCITS Directive are met; or
  - (v) authorised by the competent authority of an Organisation for Economic Co-operation and Development ('OECD') member country (other than another EEA state) which has:-
    - (i) signed the International Organization of Securities Commissions Multilateral Memorandum of Understanding; and
    - (ii) approved the scheme's management company, rules and depositary/custody arrangements.

(provided the requirements of article 19(1)(e) of the UCITS Directive are met).

Such schemes must have terms which prohibit investment of more than 10% of the scheme property into other collective investment schemes. Investment can only be made in another collective investment scheme managed by the ACD or an associate provided that the FCA Rules relating to investment in other group schemes is/are complied with.

4. Except in respect of the Funds noted in Part B below, up to 35% of the value of the property of a Fund may be invested in government and public securities issued or guaranteed by any one body, in which case there is no limit on the amount which may be invested in such securities or in any one issue.
5. More than 35% of the value of the property of a Fund can be invested in government and public securities issued or guaranteed by any one body provided that:
  - (a) the ACD has, before any such investment is made, consulted with the Depositary and as a result considers that the issue of such securities is one which is appropriate in accordance with the investment objectives of the Fund;
  - (b) no more than 30% of the value of the property of that Fund consists of such securities of any one issue;
  - (c) the scheme property of that Fund includes such securities issued or guaranteed by that or another issuer of at least six different issues; and
  - (d) certain details have been disclosed in the Instrument of Incorporation and this Prospectus.
6. The Funds to which 5 above applies and the names of the states, local authorities and public international bodies issuing government and public securities in which each such Fund may invest over 35% of its assets (if any) are noted in Part B below.
7. Up to 5% of the value of the property of the Fund can be invested in warrants.



8. Where the investment policy of a Fund is to replicate the composition of a relevant index, the Fund may invest up to 20% of the value of the property of the Fund in shares and debentures which are issued by the same body. In some exceptional market conditions, including but not limited to circumstances in regulated markets where certain transferable securities or money market instruments are highly dominant or a merger between two large companies that are components of an index, the Fund may invest up to 35% in one single constituent of the relevant index. A relevant index must be a representative benchmark for the market and the index must be published in an appropriate manner. This applies to the American Index Fund, European Index Fund, FTSE 100 Index Fund, FTSE 250 Index Fund, FTSE All-Share Index Fund, FTSE All-World Index Fund, Index-Linked Gilt Index Fund, Japan Index Fund, Pacific Index Fund and the UK Gilt Index Fund.

9. Not more than 5% of the value of the property of the Fund may consist of transferable securities issued by any single body, but this limit may be increased to 10% of such value, provided that the total value of all those investments exceeding the 5% limit does not exceed 40% of the value of the property of the Fund.

However, in applying this limit certificates representing certain securities are treated as the equivalent to the underlying security however, covered bonds\* need not be taken into account for the purposes of applying the limit of 40%.

10. The limit of 5% in 9 above is raised to 25% of the value of the property of the Fund in respect of covered bonds, provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% of the value of the property of a Fund.

**\* Currently no Fund of the Company may invest in covered bonds as at the date of this Prospectus.**

11. Transferable securities on which any sum is unpaid may be held only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the relevant Fund at the time when the payment is required without contravening the rules in Section 5 of the FCA Rules.

12. In applying the limit in 9, and subject to 10, not more than 20% of the value of the property of a Fund is to consist of transferable securities (including covered bonds) issued by a single body. Furthermore, notwithstanding 15 below and subject to 5 and 6 above, in applying this 20% limit, with respect to a single body, government and public securities issued by that body shall be taken into account.

13. Not more than 20% in value of the property of a Fund is to consist of transferable securities issued by the same group.

14. The limits in 9 - 13 do not apply to government and public securities.

15. In applying the limits in 9 - 13 companies included in the same group for the purposes of consolidated accounts as defined in accordance with the Seventh Council Directive 83/349/EEC of 13 June 1983 based on Article 54(3)(g) of the Treaty on consolidated accounts or, in the same group in accordance with international accounting standards, are regarded as a single body.

16. Except in the case of the American Index Fund, European Index Fund, FTSE All-Share Index Fund, FTSE All-World Index Fund, FTSE 100 Index Fund, FTSE 250 Index Fund, Index-Linked Gilt Index Fund, Japan Index Fund, Pacific Index Fund and UK Gilt Index Fund, a Fund may invest in or dispose of Shares in another Fund provided that the second Fund does not hold Shares in any other Fund of the Company. Where investment is made in another Fund or another collective investment scheme managed or operated by the ACD or an associate of the ACD, such investment can only be made provided that the FCA Rules relating to investment in other group schemes are complied with.

17. Where it is not possible under the FCA Rules to invest in a stock such that the amount held is consistent with that stock's weighting within the Index, then additional exposure to the stock will be sought by investing in transferable securities (which may or may not be constituents of the Index) which themselves aim to closely replicate the performance of the stock or which it is expected will perform in a similar way to that stock, subject to any restrictions that may be provided by the FCA

Rules. There is a risk that the stocks selected will not accurately replicate the capital performance of the Index.

### Concentration

There are some limits which apply to the Company as a whole. The Company may not hold more than:

- (a) transferable securities (other than debt securities) which do not carry a right to vote on any matter at a general meeting of the body corporate that issued them and which represent more than 10% of those securities issued by that body corporate; or
- (b) more than 10% of the debt securities issued by any single body; or
- (c) more than 10% of the units or shares in a collective investment scheme

but need not comply with those limits in b) and c) above if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

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

What would otherwise be a breach of any of the above limits will not be treated as such where it arises from the exercise of a right attributable to an investment acquired by a Fund in certain circumstances. In that event, and in the event of any breach of any of the above investment limits which was beyond the control of the ACD and the Depositary, the ACD must restore compliance with the relevant investment limits as soon as is reasonably practicable having regard to the interests of Shareholders in the relevant Fund and, in any event, within a period of six months (or in the case of a derivatives or a forward transaction within 5 Business Days unless such period can be extended pursuant to the FCA Rules) after the date of discovery of the relevant circumstance.

### Part B

As well as the restrictions outlined in Part A, the following Funds are subject to additional restrictions:-

#### Index-Linked Gilt Index Fund

- (a) The investments of the Fund will be limited to investments on which any income is taxable as a non-trade loan relationship credit only, and which are neither chargeable to ad valorem stamp duty on transfer nor are chargeable securities as defined for Stamp Duty Reserve Tax.
- (b) More than 35% in value of the Fund may be invested in government and public securities issued by or on behalf of the Government of the United Kingdom provided that if more than 35% of the value of the Fund is so invested, the securities of at least six different issues shall be held and no holding of a single issue shall represent more than 30% in value of the Fund. The Fund currently invests more than 35% of its total value in UK Government securities.

#### Pacific Index Fund

More than 35% in value of the Fund may be invested in government and public securities which are issued by or on behalf of or, in the case of issuers set out in (i) - (ii) below, guaranteed by:

- (i) The Government of the United Kingdom, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal, Spain and Sweden; or
- (ii) The Government of any of the countries listed below:
  - (a) Australia
  - (b) Canada
  - (c) Japan
  - (d) New Zealand
  - (e) Switzerland

(f) United States of America

Provided that if more than 35% in value of the Fund is so invested, the securities of at least six different issues shall be held and no holding of a single issue shall represent more than 30% of the value of the Fund.

UK Gilt Index Fund

- (a) The investments of the Fund will be limited to investments on which any income is taxable as a non-trade loan relationship credit only, and which are neither chargeable to ad valorem stamp duty on transfer nor are chargeable securities as defined for Stamp Duty Reserve Tax.
- (b) More than 35% in value of the Fund may be invested in government and public securities issued by or on behalf of the Government of the United Kingdom provided that if more than 35% of the value of the Fund is so invested, the securities of at least six different issues shall be held and no holding of a single issue shall represent more than 30% in value of the Fund. The Fund currently invests more than 35% of its total value in UK Government securities.

## Part C

### Efficient Portfolio Management (EPM)

#### Use of derivatives for the efficient portfolio management of the Funds

Each of the Funds may use financial derivative instruments for the purposes of EPM including hedging.

For the purposes of financial derivative instruments, hedging refers to:

- hedging the portfolio from foreign exchange risks; and
- hedging portfolios against falls in asset prices.

For the purposes of financial derivative instruments, EPM refers to techniques and instruments which relate to transferable securities and which fulfil the following criteria:

- (a) they are economically appropriate in that they are realised in a cost effective way;
- (b) they are entered into for one or more of the following specific aims:
  - (i) reduction of risk;
  - (ii) reduction of cost;
  - (iii) generation of additional capital or income, with a level of risk that is consistent with the risk profile of the Fund.

Permitted transactions for those purposes (excluding stocklending transactions) are forward currency transactions with Approved Counterparties and transactions in:

- (a) approved derivatives (that is options, futures or contracts for differences which are dealt in or traded on an eligible derivatives market);
- (b) off-exchange derivatives (that is futures, options or contract for differences resembling options with a counterparty falling within certain specified categories and meeting certain other criteria); or
- (c) synthetic futures (that is derivatives transactions in the nature of composite derivatives created out of two options bought and written on the same eligible derivatives market and having certain characteristics in common).

The initial eligible derivatives markets for each Fund are listed in Appendix 5 and a new eligible derivatives market may be added in accordance with the FCA Rules.

A derivatives or forward transaction which would or could lead to the delivery of property to the Depositary or to the Company may be entered into only if such property can be held by the Company and the ACD has taken reasonable care to determine that delivery of the property pursuant to the transaction will not lead to a breach of the FCA Rules.

There is no limit on the amount of the scheme property of any Fund which may be used for transactions for the purposes of EPM.

The global exposure of each Fund relating to derivative instruments may not exceed the assets of the relevant Fund.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions.

The use of these EPM instruments/techniques does not change the objective of the Funds or add substantial risks in comparison to the original risk policy of the Fund.

## Part D

### Leverage

Leverage may occur as a result of transactions carried out for the purposes of EPM. Leverage will also occur where money is borrowed on behalf of the Funds as set out below under the heading of 'Borrowing Powers'. The only types and sources of leverage permitted are derivatives and bank borrowings.

At all times when the Fund is leveraged a leverage calculation will be performed daily. The calculation will make an allowance for any borrowings as well as net short positions in either currency forward contracts or futures positions that arise in the context of EPM carried out for the Fund. All underlying instrument asset classes are grouped together and valued in the base currency of the Fund. The total value for all equity and equity futures positions, bond and bond futures positions must not exceed 100% of the net assets of each Fund. All relevant limits are calculated on the basis of the position valuation provided by the Administrator and the notional value of the derivatives. This includes a check that all derivative positions are appropriately margined and that the total derivatives exposure does not exceed base currency values of the net assets held.

The total amount of any leverage employed by each Fund in an accounting period will be published in the Report and Accounts.

## Part E

### Stocklending and underwriting

The Company has ceased undertaking any stocklending transactions in respect of the Funds however, it may recommence its stocklending programme at any time subject to this prospectus being updated accordingly.

Where stocklending is carried out, the Company, or the Depositary at the request of the Company, may enter into stocklending transactions in respect of a Fund for the generation of additional income for the Fund with an acceptable degree of risk. Stocklending transactions are transactions where the Company or the Depositary delivers securities which are the subject of the transaction in return for which it is agreed that securities of the same kind and amount be redelivered to the Company or the Depositary at a later date. The Company or the Depositary at the time of the delivery receives collateral to cover against the risk of the future redelivery not being completed.

The ACD will not charge for stocklending and will receive no income for stocklending transactions. However, the Custodian (HSBC Bank plc) is entitled to retain a percentage of gross revenue in respect of its fees for the provision of its lending services as detailed below:

Applicable Fees when Borrower is not HSBC Bank plc:

80% retained by the Fund; 20% retained by the Custodian.

Applicable Fees when HSBC Bank plc is Borrower:

90% retained by the Fund; 10% retained by the Custodian.

There is no limit on the value of the property of a Fund which may be the subject of stocklending transactions. Any such transaction must comply with the requirements of the Taxation of Chargeable Gains Act 1992 and the FCA Rules as amended or replaced from time to time.

The Funds may enter into agreements and understandings with regard to the underwriting and sub-underwriting of securities or the acceptance of placing commitments subject to the provisions set out in the FCA Rules.

### Borrowing Powers

The Company may borrow money from an Eligible Institution or an approved bank for the use of any Fund on terms that the borrowing is to be repayable out of the Fund property. The ACD must ensure that any such borrowings comply with the FCA Rules.

The ACD must ensure that borrowing is of a temporary nature and it must not exceed a period of three months without the prior consent of the Depositary. The Depositary's consent may only be given on conditions which appear appropriate to the Depositary to ensure that the borrowing remains on a temporary basis. The ACD must ensure that borrowing does not exceed 10% of the value of the property of the Fund on any one Business Day.

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

## Supplementary Information

The ACD must, upon the request of a holder in a UCITS scheme, provide information supplementary to the Prospectus relating to:

- (a) the quantitative limits applying in the risk management of that scheme;
- (b) the methods used in relation to (a); and
- (c) any recent development of the risk and yields of the main categories of investment.

## Cover for transactions in derivatives and forward transactions

The maximum exposure (in terms of principal or notional principal created by the transaction to which the scheme is or may be committed by another person) created by each transaction must be covered globally which means that there must be adequate cover from within the scheme property available to meet the Fund's total exposure taking into account the value of the underlying assets, any reasonably foreseeable market movement, counterparty risk and the time available to liquidate any positions. Cash not yet received into the scheme property but due to be received within one month is available for cover as is scheme property which is subject to stocklending transaction where the ACD has taken reasonable care to determine that such property is obtainable in time to meet the obligation for which cover is required.

## Cover and Borrowing

Cash obtained from borrowing, and borrowing which the ACD reasonably regards as an Eligible Institution or an approved bank to be committed to provide, is not available for cover except where the Company borrows an amount of currency from an Eligible Institution or an approved bank and keeps an amount in another currency, at least equal to the borrowing, on deposit with the lender (or his agent or nominee) in which case chapter 5.3 of the FCA Rules applies as if the borrowed currency, and not the deposited currency, were part of the scheme property.

The ACD must as frequently as is necessary, recalculate the amount of cover required in respect of derivatives and forward positions already in existence and derivative and rights under forward transactions may be retained in the scheme property provided they remain covered globally.

# Appendix 4

## Eligible Securities Markets and Eligible Derivatives Markets

| Fund  | American Index Fund | European Index Fund | FTSE All-Share Index Fund | FTSE All-World Index Fund | FTSE 100 Index Fund | FTSE 250 Index Fund | Index-Linked Gilt Index Fund | Japan Index Fund | Pacific Index Fund | UK Gilt Index Fund |
|---|---------------------|---------------------|---------------------------|---------------------------|---------------------|---------------------|------------------------------|------------------|--------------------|--------------------|
| <b>Eligible securities market</b>                   |                     |                     |                           |                           |                     |                     |                              |                  |                    |                    |
| Vienna Stock Exchange (Weiner Borse AG)             |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Australian Stock Exchange                           |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Euronext Brussels                                   |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| New Zealand Exchange Limited (NZX)                  |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| NASDAQ OMX Nordic (Copenhagen)                      |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| NASDAQ OMX Nordic (Helsinki)                        |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| NYSE Euronext                                       |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Deutsche Borse                                      |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Athens Stock Exchange                               |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Euronext Amsterdam                                  |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Borsa Italiana S.p.A                                |                     | ✓                   |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Stock Exchange of Hong Kong                         |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Irish Stock Exchange (ISE)                          |                     | ✓                   | ✓                         | ✓                         |                     | ✓                   |                              |                  | ✓                  |                    |
| Tokyo Stock Exchange (TSE)                          |                     |                     |                           | ✓                         |                     |                     |                              | ✓                | ✓                  |                    |
| Korea Exchange (KRX)                                |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Luxembourg Stock Exchange                           |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Indonesia Stock Exchange                            |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Oslo Stock Exchange (Oslo Bors)                     |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Euronext Lisbon                                     |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Singapore Exchange                                  |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Bolsas y Mercados Espanoles (BME Spanish Exchanges) |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| NASDAQ OMX Nordix (Stockholm)                       |                     | ✓                   | ✓                         | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| SIX Swiss Exchange                                  |                     | ✓                   |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Stock Exchange of Thailand (SET)                    |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| London Stock Exchange (LSE)                         |                     | ✓                   | ✓                         | ✓                         | ✓                   | ✓                   | ✓                            |                  | ✓                  | ✓                  |
| New York Stock Exchange (NYSE)                      | ✓                   |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| NASDAQ Stock Market                                 | ✓                   |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Osaka Securities Exchange                           |                     |                     |                           | ✓                         |                     |                     |                              | ✓                | ✓                  |                    |
| Indonesian Stock Exchange                           |                     |                     |                           |                           |                     |                     |                              |                  | ✓                  |                    |
| Philippine Stock Exchange                           |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Taiwan Stock Exchange                               |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Channel Islands Stock Exchange                      |                     |                     |                           | ✓                         |                     | ✓                   |                              |                  |                    |                    |

Fund

|  | American Index Fund | European Index Fund | FTSE All-Share Index Fund | FTSE All-World Index Fund | FTSE 100 Index Fund | FTSE 250 Index Fund | Index-Linked Gilt Index Fund | Japan Index Fund | Pacific Index Fund | UK Gilt Index Fund |
|--|---------------------|---------------------|---------------------------|---------------------------|---------------------|---------------------|------------------------------|------------------|--------------------|--------------------|
| Eligible securities market                           |                     |                     |                           |                           |                     |                     |                              |                  |                    |                    |
| Bursa Malaysia Securities Berhad                     |                     |                     |                           | ✓                         |                     |                     |                              |                  | ✓                  |                    |
| Bolsa de Valores, Mercadorias & Futuros de São Paulo |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Toronto Stock Exchange                               |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Santiago Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Shanghai Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Shenzhen Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Bolsa de Valores de Colombia (BVC)                   |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Prague Stock Exchange                                |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Egyptian Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Euronext Paris                                       |                     | ✓                   |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Budapest Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Bombay Stock Exchange                                |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| National Stock Exchange of India                     |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Tel Aviv Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Mexico Stock Exchange                                |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Casablanca Stock Exchange                            |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Karachi Stock Exchange                               |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Lima Stock Exchange                                  |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Warsaw Stock Exchange                                |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Moscow Exchange                                      |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Johannesburg Stock Exchange                          |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Istanbul Stock Exchange                              |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |
| Abu Dhabi Stock Exchange                             |                     |                     |                           | ✓                         |                     |                     |                              |                  |                    |                    |



## Name of eligible derivatives markets

In respect of all Funds except the FTSE All-World Index Fund and the Pacific Index Fund:

NYSE Amex Equities  
Sydney Futures Exchange  
Mexican Derivatives Exchange (MexDer)  
Chicago Board Options Exchange (CBOE)  
Chicago Board of Trade (CBOT)  
Chicago Mercantile Exchange  
NASDAQ OMX Nordic (Copenhagen)  
Euronext Amsterdam  
Finnish Options Exchange  
Hong Kong Futures Exchange  
International Capital Market Association  
Kansas City Board of Trade  
ICE Futures Europe  
Euronext Paris (Formerly Marche a Terme des International de France (MATIF) and MONEP)  
Mercado Espanol de Futuros Financieros (MEFF)  
Midwest Stock Exchange  
Borsa Italiana S.p.A  
Montreal Exchange  
ICE Futures US  
New York Mercantile Exchange  
New York Stock Exchange  
New Zealand Futures and Options Exchange  
EDX London  
NASDAQ OMX Nordic (Stockholm)  
Osaka Securities Exchange (OSE)  
NYSE Arca  
NASDAQ OMX Futures Exchange  
NASDAQ OMX PHLX  
Singapore Exchange  
South African Futures Exchange (SAFEX)  
EUREX Zurich  
NASDAQ  
Tokyo Stock Exchange  
Montreal Exchange  
Canadian Venture Exchange

In respect of the FTSE All-World Index Fund:

NYSE Amex Equities  
Sydney Futures Exchange  
Mexican Derivatives Exchange (MexDer)  
Chicago Board Options Exchange (CBOE)  
Chicago Board of Trade (CBOT)  
Chicago Mercantile Exchange  
NASDAQ OMX Nordic (Copenhagen)  
Euronext Amsterdam  
Finnish Options Exchange  
Hong Kong Futures Exchange  
International Capital Market Association  
Kansas City Board of Trade  
ICE Futures Europe  
Euronext Paris (Formerly Marche a Terme des International de France (MATIF) and MONEP)  
Mercado Espanol de Futuros Financieros (MEFF)  
Midwest Stock Exchange  
Borsa Italiana S.p.A  
Montreal Exchange  
ICE Futures US  
New York Mercantile Exchange  
New York Stock Exchange  
New Zealand Futures and Options Exchange  
EDX London  
NASDAQ OMX Nordic (Stockholm)  
Osaka Securities Exchange (OSE)  
NYSE Arca  
NASDAQ OMX Futures Exchange  
NASDAQ OMX PHLX  
Singapore Exchange  
South African Futures Exchange (SAFEX)  
EUREX Zurich  
NASDAQ  
Tokyo Stock Exchange  
Canadian Venture Exchange  
GreTai Securities Market NASDAQ  
Bursa Malaysia Derivatives Berhad  
Korea Exchange (KRX)  
ICE Futures US

**In respect of the Pacific Index Fund:**

NYSE Amex Securities  
Chicago Board Options Exchange  
(CBOE)  
Chicago Board of Trade (CBOT)  
Chicago Mercantile Exchange  
NASDAQ OMX Nordic (Copenhagen)  
Singapore Exchange  
Euronext Amsterdam  
Finnish Options Exchange  
Kansas City Board of Trade  
ICE Futures Europe  
Euronext Paris (Formerly Marche a  
Terme des International de France  
(MATIF) and (MONEP))  
Mercado Espanol de Futuros  
Financieros (MEFF)  
Midwest Stock Exchange  
Borsa Italiana S.p.A  
ICE Futures US  
New York Mercantile Exchange  
New York Stock Exchange  
EDX London  
NASDAQ OMX Nordic (Stockholm)  
NASDAQ OMX Futures Exchange  
NASDAQ OMX PHLX  
EUREX Zurich  
GreTai Securities Market NASDAQ  
Bursa Malaysia Derivatives Berhad  
Sydney Futures Exchange  
Hong Kong Futures Exchange  
Korea Exchange (KRX)

# Appendix 5

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to HSBC Bank plc with registered office at 8 Canada Square, London E14 5HQ, as its global sub-custodian.

HSBC Bank plc as global sub-custodian has appointed local sub-custodians as listed below, as at the date of this prospectus. This list is current as at the date of this Prospectus, more up-to-date information (if any) is available from the ACD on request.

| <b>MARKET</b>   | <b>SUB-CUSTODIAN</b>                                |
|---|---|
| ARGENTINA   | HSBC ARGENTINA SA                                   |
| AUSTRALIA   | HSBC BANK AUSTRALIA LIMITED                         |
| AUSTRIA   | UNICREDIT BANK AUSTRIA AG                           |
| BAHRAIN   | HSBC BANK MIDDLE EAST LIMITED, BAHRAIN BRANCH       |
| BANGLADESH  | THE HONGKONG & SHANGHAI BANKING CORPORATION         |
| BELGIUM (LOCAL CUSTODY)   | BNP PARIBAS SECURITIES SERVICES                     |
| BERMUDA   | HSBC BANK BERMUDA LIMITED                           |
| BOSNIA & HERZEGOVINA  | UNICREDIT BANK D.D                                  |
| BOTSWANA  | STANDARD CHARTERED BANK BOTSWANA LIMITED            |
| BRAZIL  | HSBC CORRETORA DE TITULOS E VALORES MOBILIARIOS SA  |
| BULGARIA  | UNICREDIT BANK BULGARIA                             |
| CANADA  | ROYAL BANK OF CANADA                                |
| CHILE   | BANCO SANTANDER CHILE                               |
| CHINA (SHANGHAI)  | HSBC BANK (CHINA) COMPANY LIMITED                   |
| CHINA (SHENZHEN)  | HSBC BANK (CHINA) COMPANY LIMITED                   |
| COLOMBIA  | CORPBANCA INVESTMENT TRUST COLOMBIA SA              |
| CROATIA   | PRIVENDA BANKA ZAGREB                               |
| CYPRUS  | HSBC BANK PLC                                       |
| CZECH REPUBLIC<br>CLIENT AND PROPRIETARY ASSETS ARE<br>SEGREGATED | UNICREDIT BANK CZECH REPUBLIC, AND SLOVAKIA A.S     |
| DENMARK   | SKANDINAVISKA ENSKILDA BANKEN                       |
| EGYPT   | HSBC BANK EGYPT SAE                                 |
| ESTONIA   | AS SEB PANK   |
| FINLAND   | SKANDINAVISKA ENSKILDA BANKEN                       |
| FRANCE  | CAECIS BANK   |
| GERMANY   | HSBC TRINKAUS & BURKHARDT                           |
| GHANA   | STANDARD CHARTERED BANK GHANA LIMITED               |
| GREECE  | HSBC BANK PLC                                       |
| HONG KONG – SPECIAL ADMINISTRATIVE<br>REGION                      | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED |
| HUNGARY   | UNICREDIT BANK HUNGARY ZRT                          |
| INDIA   | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED |
| INDONESIA   | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED |
| IRELAND<br>PLEASE REFER TO 'UNITED KINGDOM AND<br>IRELAND'        |   |
| ISRAEL  | BANK LEUMI LE-ISRAEL BM                             |
| ITALY   | BNP PARIBAS SECURITIES SERVICES, MILAN BRANCH       |
| JAPAN   | THE HONGKONG & SHANGHAI BANKING                     |

|                          |  |
|--------------------------|--|
|                          | CORPORATION LIMITED  |
| JORDAN                   | BANK OF JORDAN   |
| KAZAKHSTAN               | CJSC CITIBANK KAZAKHSTAN                                   |
| KENYA                    | STANDARD CHARTERED BANK KENYA                              |
| KUWAIT                   | HSBC BANK MIDDLE EAST LIMITED, KUWAIT BRANCH               |
| LATVIA                   | AS SEB BANKA   |
| LEBANON                  | HSBC BANK MIDDLE EAST LIMITED                              |
| LITHUANIA                | AB SEB BANKAS  |
| MALAWI                   | STANDARD CHARTERED BANK (MAURITIUS) LIMITED                |
| MALAYSIA                 | HSBC BANK MALAYSIA BERHAD                                  |
| MAURITIUS                | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED        |
| MEXICO                   | HSBC MEXICO, SA  |
| MOROCCO                  | CITIBANK MOROCCO   |
| NAMIBIA                  | STANDARD BANK NAMIBIA LIMITED                              |
| NETHERLANDS              | BNP PARIBAS SECURITIES SERVICES                            |
| NEW ZEALAND              | THE HONGKONG SHANGHAI BANKING CORPORATION LIMITED          |
| NIGERIA                  | STANDARD BANK GROUP LIMITED                                |
| NORWAY                   | SKANDINAVISKA ENSKILDA BANKEN                              |
| OMAN                     | HSBC BANK OMAN S.A.O.G                                     |
| PAKISTAN                 | CITIBANK NA  |
| PALESTINE                | HSBC MIDDLE EAST LIMITED                                   |
| PERU                     | CITIBANK DEL PERU  |
| PHILIPPINES              | THE HONGKONG SHANGHAI BANKING CORPORATION LIMITED          |
| POLAND                   | BANK POLSKA KASA OPIEKA SA                                 |
| PORTUGAL                 | BNP PARIBAS SECURITIES SERVICES                            |
| QATAR                    | HSBC BANK MIDDLE EAST LIMITED, QATAR BRANCH                |
| ROMANIA                  | CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH                 |
| RUSSIA                   | JOINT STOCK COMPANY COMMERCIAL BANK CITIBANK (AO CITIBANK) |
| SAUDI ARABIA             | HSBC SAUDI ARABIA LIMITED                                  |
| SERBIA                   | UNICREDIT BANK SERBIA JSC                                  |
| SINGAPORE                | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED        |
| SLOVAK REPUBLIC          | CESKOSLOVENSKA OBCHODNA BANKA A.S                          |
| SLOVENIA                 | UNICREDIT BANKA SLOVENIJA DD                               |
| SOUTH AFRICA             | STANDARD BANK OF SOUTH AFRICA LTD                          |
| SOUTH KOREA              | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED        |
| SPAIN                    | BNP PARIBAS SECURITIES SERVICES                            |
| SRI LANKA                | THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED      |
| SWEDEN                   | SKANDINAVISKA ENSKILDA BANKEN                              |
| SWITZERLAND              | CREDIT SUISSE  |
| TAIWAN                   | HSBC (TAIWAN) LIMITED                                      |
| TANZANIA                 | STANDARD CHARTERED BANK (MAURITIUS) LTD                    |
| THAILAND                 | THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED        |
| TUNISIA                  | BANQUE INTERNATIONALE ARABE DE TUNISIE                     |
| TURKEY                   | HSBC BANK AS   |
| UGANDA                   | STANDARD CHARTERED BANK UGANDA LIMITED                     |
| UAE                      | HSBC BANK MIDDLE EAST LIMITED                              |
| UNITED KINGDOM & IRELAND | HSBC BANK PLC  |

|                          |   |
|--------------------------|---|
| UNITED STATES OF AMERICA | BROWN BROTHERS HARRIMAN & CO              |
| VIETNAM                  | HSBC (VIETNAM) LTD                        |
| ZAMBIA                   | STANDARD CHARTERED BANK ZAMBIA<br>LIMITED |
| ZIMBABWE                 | STANDARD BANK OF SOUTH AFRICA LIMITED     |

# Appendix 6

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HSBC Global Asset Management (UK) Limited acts as the manager for the following authorised Collective Investment Schemes:

## Authorised Unit Trusts

HSBC FSAVC Unit Trust\*  
HSBC Personal Pension Unit Trust\*

\* These Unit Trusts are currently being wound up and are no longer available for investment.

## Open-Ended Investment Companies

HSBC Specialist Investment Funds  
HSBC Investment Funds  
HSBC Investment Funds of Funds\*  
HSBC Private Investment Funds  
HSBC MERIT Investment Funds  
HSBC OpenFunds

\* All the sub-funds of this open-ended investment company are being wound up and are no longer available for investment.

## Other Collective Investment Schemes

HSBC Global Asset Management (UK) Limited also acts as the Manager for the following unauthorised Collective Investment Schemes:

HSBC Common Fund for Growth  
HSBC Common Fund for Income