

**This document comprises a prospectus relating to Henderson European Focus Trust plc (the “Company”) prepared in accordance with the prospectus rules and listing rules of the UK Listing Authority made under section 73A of the Financial Services and Markets Act 2000. This document has been approved by the Financial Conduct Authority in accordance with Rule 3.2 of the Prospectus Rules. This document will be made available to the public in accordance with the Prospectus Rules by being made available at [www.henderson-european-focus.com](http://www.henderson-european-focus.com).**

The Directors of the Company, whose names appear on page 19 of this document, and the Company each accept responsibility for the information contained in this document. The Directors and the Company, having taken all reasonable care to ensure that such is the case, believe that the information contained in this document is, to the best of the knowledge of the Directors and the Company, in accordance with the facts and does not omit anything likely to affect the import of such information.

Applications will be made to the UK Listing Authority for the New Shares to be admitted to the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the London Stock Exchange’s Main Market for listed securities. It is expected that such admissions will become effective, and dealings in the New Shares will commence, during the period from 23 September 2015 to 22 September 2016.

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## **HENDERSON EUROPEAN FOCUS TRUST PLC**

*(a company incorporated in England and Wales with registered no. 00427958,  
and registered as an investment company under section 833 of the Companies Act 2006)*

### **Issue of up to 9,925,380 New Shares in aggregate**

*Investment Manager*

**Henderson Investment Funds Limited**

*Sponsor and Solicitor*

**Dickson Minto W.S.**

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Dickson Minto W.S., which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is the sponsor and solicitor to the Company. Dickson Minto W.S. is not acting for any other person in connection with the Issues. Apart from the responsibilities and liabilities, if any, which may be imposed on Dickson Minto W.S. by FSMA or the regulatory regime established thereunder, Dickson Minto W.S. will not be responsible to anyone other than the Company for providing the protections afforded to clients of Dickson Minto W.S. and is not advising any other person in relation to any transaction contemplated in or by this document.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Prospectus and the offering of New Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this document comes are required to inform themselves about and to observe such restrictions. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia or Japan. Accordingly, the New Shares may not (unless an exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia or Japan. The Company will not be registered under the United States Investment Company Act of 1940 (as amended) and investors will not be entitled to the benefits of such Act.

**If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company. Potential investors should also consider the risk factors relating to the Company set out on pages 11 to 14 of this document.**

**22 September 2015**

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## SUMMARY

Summaries are made up of disclosure requirements known as 'Elements'. These Elements are numbered in Sections A-E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted into the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

### Section A – Introduction and warnings

A.1	<p><b>Warning</b></p> <p>This summary should be read as an introduction to this document.</p> <p>Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the EEA States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	<p><b>Financial Intermediaries</b></p> <p>Not applicable. No consent has been given by the Company or any person responsible for drawing up the Prospectus to the use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries.</p>

### Section B – Issuer

B.1	<p><b>Legal and commercial name</b></p> <p>Henderson European Focus Trust plc.</p>
B.2	<p><b>Domicile and legal form</b></p> <p>The Company was incorporated and registered in England and Wales on 20 January 1947 under the Companies Act 1929 as a public company limited by shares with registered number 00427958 and is a closed-ended investment company.</p>
B.5	<p><b>Group description</b></p> <p>Not applicable.</p>

B.6	<p><b>Major shareholders</b></p> <p>As at 31 August 2015 the Company was aware of the following notifiable interests in the issued share capital of the Company:</p> <table border="1" data-bbox="288 291 1402 649"> <thead> <tr> <th><i>Registered shareholder</i></th> <th><i>No. of Shares</i></th> <th><i>% as at 31 August 2015</i></th> </tr> </thead> <tbody> <tr> <td>Investec Wealth Management</td> <td>2,082,804</td> <td>10.49</td> </tr> <tr> <td>HSOL</td> <td>1,289,384</td> <td>6.50</td> </tr> <tr> <td>Hargreaves Landsdown</td> <td>1,263,174</td> <td>6.36</td> </tr> <tr> <td>Charles Stanley</td> <td>910,504</td> <td>4.59</td> </tr> <tr> <td>Rathbones</td> <td>907,589</td> <td>4.57</td> </tr> <tr> <td>Brewin Dolphin</td> <td>871,511</td> <td>4.39</td> </tr> <tr> <td>Alliance Trust Savings</td> <td>731,063</td> <td>3.68</td> </tr> <tr> <td>Smith &amp; Williamson</td> <td>718,671</td> <td>3.42</td> </tr> <tr> <td>F&amp;C Asset Management</td> <td>673,329</td> <td>3.39</td> </tr> </tbody> </table> <p>The Directors are not aware of any person or persons who, following the Issues, will or could, directly or indirectly, jointly or severally, exercise control over the Company. There are no different voting rights for any Shareholder.</p>	<i>Registered shareholder</i>	<i>No. of Shares</i>	<i>% as at 31 August 2015</i>	Investec Wealth Management	2,082,804	10.49	HSOL	1,289,384	6.50	Hargreaves Landsdown	1,263,174	6.36	Charles Stanley	910,504	4.59	Rathbones	907,589	4.57	Brewin Dolphin	871,511	4.39	Alliance Trust Savings	731,063	3.68	Smith & Williamson	718,671	3.42	F&C Asset Management	673,329	3.39																																									
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B.7	<p><b>Key financial information</b></p> <p>The information in this paragraph has been extracted directly from the audited, annual financial reports and accounts and the unaudited half yearly reports and accounts of the Company. Selected historical financial information relating to the Company which summarises the financial condition of the Company for the three years ended 30 September 2012, 30 September 2013 and 30 September 2014 (audited) and for the six months ending 31 March 2014 and 31 March 2015 (unaudited) is set out in the following table:</p> <table border="1" data-bbox="288 1030 1402 1668"> <thead> <tr> <th rowspan="2"></th> <th colspan="3"><i>Statutory Accounts (audited) for year ended</i></th> <th colspan="2"><i>Half Yearly Reports (unaudited) for six months ended</i></th> </tr> <tr> <th><i>30 September 2012</i></th> <th><i>30 September 2013</i></th> <th><i>30 September 2014</i></th> <th><i>31 March 2014</i></th> <th><i>31 March 2015</i></th> </tr> </thead> <tbody> <tr> <td colspan="6"><b>Net asset value</b></td> </tr> <tr> <td>Net assets (£'000)</td> <td>115,431</td> <td>145,762</td> <td>170,988</td> <td>171,412</td> <td>198,688</td> </tr> <tr> <td>Net asset value per Ordinary Share (p)</td> <td>682.22</td> <td>861.48</td> <td>956.66</td> <td>979.78</td> <td>1070.32</td> </tr> <tr> <td>Share price (p)</td> <td>591.75</td> <td>831.50</td> <td>962.00</td> <td>961.00</td> <td>1105.00</td> </tr> <tr> <td colspan="6"><b>Return for the period</b></td> </tr> <tr> <td>Total gross revenue and capital gains (£'000)</td> <td>23,423</td> <td>36,375</td> <td>24,928</td> <td>26,484</td> <td>26,250</td> </tr> <tr> <td>Return per Ordinary Share (p)</td> <td>115.67</td> <td>198.27</td> <td>120.52</td> <td>140.68</td> <td>131.48</td> </tr> <tr> <td colspan="6"><b>NAV and share price total returns</b></td> </tr> <tr> <td>Net asset value total return</td> <td>21.3%</td> <td>29.7%</td> <td>14.5%</td> <td>16.5%</td> <td>14.0%</td> </tr> <tr> <td>Share price total return</td> <td>24.2%</td> <td>44.8%</td> <td>19.3%</td> <td>18.4%</td> <td>16.9%</td> </tr> </tbody> </table> <p>There has been no significant change in the Company's financial condition or the operating results of the Company during or subsequent to the period covered by the historical financial information set out above.</p>		<i>Statutory Accounts (audited) for year ended</i>			<i>Half Yearly Reports (unaudited) for six months ended</i>		<i>30 September 2012</i>	<i>30 September 2013</i>	<i>30 September 2014</i>	<i>31 March 2014</i>	<i>31 March 2015</i>	<b>Net asset value</b>						Net assets (£'000)	115,431	145,762	170,988	171,412	198,688	Net asset value per Ordinary Share (p)	682.22	861.48	956.66	979.78	1070.32	Share price (p)	591.75	831.50	962.00	961.00	1105.00	<b>Return for the period</b>						Total gross revenue and capital gains (£'000)	23,423	36,375	24,928	26,484	26,250	Return per Ordinary Share (p)	115.67	198.27	120.52	140.68	131.48	<b>NAV and share price total returns</b>						Net asset value total return	21.3%	29.7%	14.5%	16.5%	14.0%	Share price total return	24.2%	44.8%	19.3%	18.4%	16.9%
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B.8	<p><b>Key pro forma financial information</b></p> <p>Not applicable. No pro forma financial information is included in this document.</p>																																																																							
B.9	<p><b>Profit forecast</b></p> <p>Not applicable. No profit forecasts or estimates are made in this document.</p>																																																																							

B.10	<p><b>Description of the nature of any qualifications in the audit report on the historical financial information</b></p> <p>Not applicable. The audit reports on the historical financial information contained within the document are not qualified.</p>
B.11	<p><b>Insufficient working capital</b></p> <p>Not applicable. The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements (that is, for at least the next twelve months from the date of this document).</p>
B.34	<p><b>Investment policy</b></p> <p>The Company's investment objective is to maximise total return from a focused portfolio of listed Continental European stocks.</p> <p>The portfolio is unconstrained by benchmark and contains between 50 to 60 holdings at any one time. While awareness of benchmark constituents and sector weightings inform portfolio construction, actual weightings of stocks held in the Company's portfolio are based upon the Investment Manager's view of their total return prospects rather than their weighting in the benchmark, therefore the stock weighting in the portfolio can be materially higher or lower than the benchmark weighting. The aim is to seek out inflection points at both stock and sector level where growth can be purchased at a reasonable price. Less emphasis is given to geographical diversification. The portfolio is not constructed with a yield target. Derivative instruments (such as futures and options) may be used for investment purposes for up to 10 per cent. of net assets. The portfolio has a bias to larger capitalised companies but may be invested in the equity of mid and smaller capitalised companies. The exposure to smaller capitalised stocks is normally limited to 10 per cent. of NAV. Smaller capitalised companies are considered to be those with a market capitalisation of less than €1 billion at the time of investment.</p> <p>The Company is invested in a diversified portfolio of investments containing between 50 to 60 stocks, with a maximum single stock weighting of 10 per cent. of NAV of the portfolio at the time of investment. Stocks weighted at 5 per cent. of the portfolio or more are not expected to exceed 40 per cent. of NAV in aggregate and the typical minimum stock weight is 1 per cent. of NAV at the time of investment.</p> <p>The Company has the power to borrow and does so on a tactical basis when the Investment Manager is confident that market conditions and opportunities exist to enhance investment returns by using gearing. The Investment Manager has discretion to borrow within limits set by the Board from time to time but gearing will not exceed 20 per cent. of net assets at the time the borrowing is assumed.</p>
B.35	<p><b>Borrowing limits</b></p> <p>Borrowing is limited to a maximum of 20 per cent. of net assets at the time the borrowing is assumed (both financial gearing and synthetic gearing combined).</p>
B.36	<p><b>Regulatory status</b></p> <p>The Company is not regulated or authorised by the FCA but is subject to the Listing Rules, the Disclosure and Transparency Rules and the Prospectus Rules as applicable to closed-ended investment companies. It is also an EU alternative investment fund for the purposes of the AIFMD.</p>
B.37	<p><b>Typical investor</b></p> <p>The Directors believe that typical investors in the Company are expected to be institutional investors, private client fund managers and clients of private client brokers who are seeking to maximise total returns by investing in Continental Europe but who are prepared to tolerate a degree of risk or potential for loss investing in Continental Europe.</p>

B.38	<p><b><i>Investment of 20% or more in single underlying asset or investment company.</i></b></p> <p>Not applicable. The Company has not invested more than 10 per cent. of total assets in a single issue or issuer.</p>
B.39	<p><b><i>Investment of 40% or more in single underlying asset or investment company.</i></b></p> <p>Not applicable. The Company has not invested more than 10 per cent. of total assets in a single issue or issuer.</p>
B.40	<p><b><i>Applicant's service providers</i></b></p> <p><i>Investment management and secretarial arrangements</i></p> <p>The Investment Manager has been appointed as the alternative investment fund manager of the Company and investment manager with responsibility for the day-to-day management of the Company's assets, subject to the overall supervision of the Directors, and to provide certain administrative and secretarial services to the Company. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Directors and in accordance with the investment policy referred to in the Management Agreement and this Prospectus. The Investment Manager delegates certain portfolio management services to Henderson Global Investors Limited.</p> <p>The Investment Manager is entitled to a base management fee payable quarterly in arrears calculated at the rate of 0.65 per cent. per annum of the Company's net assets.</p> <p>The Investment Manager is also entitled to a performance fee, calculated at the end of the Company's financial year, if the Company's NAV percentage increase over the year is greater than the percentage increase in the benchmark index (the FTSE World Europe ex UK Index in Sterling terms on a total return basis), plus a hurdle of 1 per cent. In such an event the Investment Manager is entitled to 15 per cent. of the NAV outperformance of the benchmark index above the hurdle (excluding the effect of share buybacks, allotments or sales from treasury), subject to the maximum amount payable in any one year in respect of the base management fee and the performance fee being 1.3 per cent. of the Company's net assets at the year end. Underperformance is carried forward and must be made up before any further performance fee can be paid. Any excess performance is carried forward and can be set against underperformance but not used to earn or enhance a performance fee payment.</p> <p><i>Administrator and secretary</i></p> <p>Henderson Secretarial Services Limited has been appointed as the administrator and secretary of the Company and provides administrative and company secretarial services to the Company. The Administrator's fees are payable out of the investment management fees.</p> <p><i>Depositary arrangements</i></p> <p>HSBC Bank plc has been appointed as the Depositary of the Company's assets as required by the AIFM Directive. Subject to the FCA Rules and AIFM Directive, the Depositary performs an oversight function and is entrusted with the safekeeping of the assets of the Company and monitoring its cash flows. The Depositary receives fees for the provision of such services at such rates as may be agreed from time to time (plus applicable VAT).</p>
B.41	<p><b><i>Regulatory status of the Investment Manager and Depositary</i></b></p> <p>The Investment Manager is authorised and regulated by the FCA. The Depositary is authorised and regulated by the FCA.</p>
B.42	<p><b><i>Calculation of Net Asset Value</i></b></p> <p>The Net Asset Value of a Share is calculated by the Investment Manager in accordance with the Company's accounting policies and is published daily through a Regulatory Information Service. All of the Company's investments are valued at fair value.</p>

B.43	<p><b>Cross liability</b></p> <p>Not applicable. The Company is not an umbrella collective investment undertaking and as such there is no cross liability between classes or investment in another collective investment undertaking.</p>
B.44	<p><b>No financial statements have been made up</b></p> <p>Not applicable. The Company has commenced operations and historical financial information is included within the document.</p>
B.45	<p><b>Portfolio</b></p> <p>As at 17 September 2015 (the latest practicable date prior to the publication of this document), the Company's portfolio comprised 100 per cent. of listed equities. It held 58 investments with an aggregate unaudited value, calculated in accordance with the Company's accounting policies, of approximately £216.5 million.</p>
B.46	<p><b>Net Asset Value</b></p> <p>The unaudited NAV per Share as at 17 September 2015 (being the last practicable date prior to publication of this document) was 1,002.64 pence.</p>

### Section C – Securities

C.1	<p><b>Type and class of securities</b></p> <p>The Company has one class of share in issue. The Company will issue a maximum of 9,925,380 New Shares. The ISIN number for the New Shares is GB0005268858. The SEDOL number for the New Shares is 0526885.</p>
C.2	<p><b>Currency</b></p> <p>The Company will issue New Shares denominated in Sterling.</p>
C.3	<p><b>Number of securities in issue</b></p> <p>The Ordinary Shares have a nominal value of 50p each. As at the date of this document, the Company has 19,850,761 Shares in issue all of which are fully paid. As at the date of this document the Company holds 140,730 Shares in treasury.</p>
C.4	<p><b>Description of the rights attaching to the securities</b></p> <p>The New Shares will rank equally with the existing Shares.</p> <p><i>Voting Rights</i></p> <p>Shareholders shall have the right to receive notice of, to attend and to vote at all general meetings of the Company. Save as otherwise provided in the Articles, on a show of hands each holder of shares present in person or by proxy or by corporate representative and entitled to vote shall have one vote and upon a poll each such holder who is present in person or by proxy and entitled to vote shall have one vote in respect of every share held by him.</p> <p>No member shall be entitled unless the Directors otherwise determine to vote at any general meeting or separate class meeting if any call or other sum presently payable by him in respect of shares remains unpaid.</p> <p>A Shareholder shall not, if the Directors so determine, be entitled in respect of any share held by him to attend or vote (either personally or by representative or by proxy) at any general meeting or separate class meeting of the Company or to exercise any other right conferred by membership in relation to any such meeting and may suffer any rights to a dividend to be suspended for a period of up to one year if he or any other person appearing to be interested in such shares has failed to comply with a notice requiring the disclosure of Shareholders' interests and given under the Articles within 14 days, in a case where the shares in question represent at least 0.25 per cent. of their class.</p>

	<p><i>Dividend rights</i></p> <p>The Company may by ordinary resolution declare dividends but no dividend shall exceed the amount recommended by the Directors. Subject to the Act and any priority, preference or special rights, all dividends shall be declared and paid according to the amounts paid up on the shares and shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid.</p> <p><i>Return of capital</i></p> <p>On a winding up, the surplus assets remaining after payment of all creditors, including the repayment of bank borrowings, shall be divided amongst Shareholders <i>pro rata</i>, according to the rights attached to the shares.</p>
C.5	<p><b>Restrictions on the free transferability of the securities</b></p> <p>Under the Articles, the Directors have the power to require the transfer of Shares in certain circumstances. Such power may be exercised, <i>inter alia</i>, to prevent the Company from being in violation of, or required to register under, the United States Investment Company Act of 1940, as amended.</p>
C.6	<p><b>Admission</b></p> <p>Applications will be made to the UK Listing Authority for the New Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the Main Market. It is expected that such admissions may become effective, and that dealings in the New Shares will commence, under this document during the period from 23 September 2015 to 22 September 2016.</p>
C.7	<p><b>Dividend policy</b></p> <p>The Company follows a progressive dividend policy and aims to continue to do so. The interim dividend is paid in June and a final dividend is paid in February each year.</p> <p>There are no assurances that any dividends will be paid.</p>

#### Section D – Risks

D.2	<p><b>Key information on the key risks specific to the issuer or its industry</b></p> <ul style="list-style-type: none"> <li>• The value of an investment in the Company, and the income derived from it, may go down as well as up and may not always reflect the Net Asset Value per Share.</li> <li>• The past performance of the Company, and of investments managed by the Investment Manager, are not necessarily indicative of future performance. The departure of key skilled professionals from the Investment Manager could have a material adverse effect on the Company's business, financial condition and results of operations.</li> <li>• The Company has been approved as an investment trust under section 1158 of the Tax Act and conducts its business so as to continue to satisfy the conditions for approval. Such approval exempts the Company from United Kingdom taxation on its capital gains. Breach of the tests that a company must meet to obtain approval as an investment trust company could lead to the Company being subject to tax on capital gains and, as a result, could materially adversely effect the Company's results and performance.</li> <li>• Investors in the Company have an underlying exposure to foreign currencies. The Company invests in securities which are not quoted in Sterling. The Company will therefore have exposure to foreign exchange rate risk as a result of changes, both favourable and unfavourable, in exchange rates between those currencies and Sterling. The Company's net asset value is reported in Sterling and distributions of</li> </ul>
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	<p>available income is made in Sterling. Both the net asset value and dividends will be affected by changes in the value of underlying currencies relative to Sterling.</p> <ul style="list-style-type: none"> <li>• Changes in economic conditions (including, in particular, interest rates, foreign exchange rates and rates of inflation), industry conditions, competition, political and diplomatic events, tax, environmental and other laws and other factors can substantially and either adversely or favourably affect the value of the securities in which the Company invests and, therefore, the Company's performance and prospects.</li> <li>• A default by a member of the Eurozone on its government debt may have a material adverse effect on the value of the Euro and in the economies of its member states. The economies and political structure of European states, including the UK, may be affected by financial, political and economic developments within the Eurozone. The UK Government has promised a referendum on whether or not the UK should stay in or leave the European Union prior to the end of 2017 and the recent third bailout deal for Greece was widely criticised with the argument that Greece should leave the Eurozone still in contemplation. There is therefore no guarantee that the Euro will continue to exist as a currency in its current form. As the Company primarily invests in Continental European companies should any of the foregoing events materialise they and/or the subsequent measures that may be taken by state and supranational governmental organisations to attempt to address any such development or event may have an adverse impact on the Company's earnings and financial position and, as a result, its ability to pay dividends or meet its investment objective.</li> <li>• Although a significant majority of the Company's portfolio is typically invested in large-cap Continental European stocks, the Company also invests in mid and smaller capitalised companies. These mid and smaller capitalised companies do not necessarily have the financial strength, diversity and resources of large-cap companies, and, as a result, they may find it more difficult to operate in periods of economic slowdown, recession or turmoil. In addition, the mid and smaller capitalisation of such companies could make the market in their shares less liquid and, as a consequence, the Company may be unable to liquidate all or a portion of its positions in such securities. In addition the market prices tend to be more volatile and the Company may not be able to realise what it perceives to be their fair value in the event of a sale.</li> </ul>
D.3	<p><b><i>Key information on the key risks specific to the securities</i></b></p> <ul style="list-style-type: none"> <li>• The market value of, and the income derived from, the Ordinary Shares can fluctuate and, notwithstanding the Company's discount and premium control policy, may not always reflect the net asset value per Share.</li> <li>• The Ordinary Shares may trade at a discount to NAV per Share and shareholders may be unable to realise their investments through the secondary market at NAV per Share.</li> <li>• Although the New Shares will be listed on the Official List and admitted to trading on the London Stock Exchange, there may not be a liquid market in the New Shares and Shareholders may have difficulty selling them.</li> <li>• The Company will pay dividends on the Ordinary Shares only to the extent that it has profits (including available reserves) available for that purpose. The amounts of dividends payable by the Company may fluctuate and the level of available revenue reserves per Share will be diluted by the issue of any New Shares.</li> </ul>

### Section E – Offer

E.1	<p><b><i>Net proceeds and costs of the Issues</i></b></p> <p>The aggregate costs of and incidental to the publication of this document, which have been or will be borne by the Company, are approximately £109,500.</p>
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	<p>Assuming that the Issues are fully subscribed and 9,925,380 New Shares are issued, by way of a single Issue, at a price of 1,014.67 pence per Share, being a 1.2 per cent. premium to the Net Asset Value per Share at the latest practicable date prior to the publication of this document, the gross proceeds of the Issues would be approximately £100.7 million. The fixed costs of the Issues would be £109,500 and listing fees of approximately £74,500 would be payable. Accordingly, the net proceeds of the Issues would be approximately £100.5 million which would be available to the invested in accordance with the Company's investment policy.</p>
E.2 A	<p><b><i>Reasons for the offer and use of proceeds</i></b></p> <p>Not applicable. No offer is being made. The Issues have been proposed in principle by the Directors to allow the Company to issue New Shares to satisfy demand from investors at times when the Shares are trading at a premium to the NAV per Share. Accordingly, the issue of New Shares pursuant to the Issues will not result in a dilution of the NAV per Share so calculated. The Directors intend to apply the net proceeds of any Issues in accordance with the Company's investment policy.</p>
E.3	<p><b><i>Terms and conditions of the offer.</i></b></p> <p>Not applicable. No offer is being made. The Company will issue a maximum of 9,925,380 New Shares under the Issues. Each Issue will be conditional upon admission of the New Shares to the Official List and to trading on the Main Market.</p>
E.4	<p><b><i>Material interests</i></b></p> <p>Not applicable. No interest is material to the Issues.</p>
E.5	<p><b><i>Name of person selling securities</i></b></p> <p>Not applicable. No person or entity is offering to sell the security as part of the Issues.</p>
E.6	<p><b><i>Dilution</i></b></p> <p>Not applicable. No offer is being made.</p>
E.7	<p><b><i>Expenses charged to the investor</i></b></p> <p>No commissions, fees or expenses are to be charged to the investors by the Company.</p> <p>Assuming that all of the New Shares are issued pursuant to the Issues, the aggregate costs of the Issues (on the assumption they are carried out by way of a single Issue) are expected to amount to approximately £184,000. These costs and expenses will be deducted from the gross proceeds of the Issues and will therefore be indirectly charged to investors.</p>

## RISK FACTORS

The risk factors referred to below are the risks which are considered by the Company and the Directors to be material as at the date of this document but are not the only risks relating to the Company or the Shares. Additional risks and uncertainties relating to the Company or the Shares that are not currently known to the Company or the Directors or that the Directors or the Company do not currently consider to be material may also have a material adverse effect on the Company. Potential investors should review this Prospectus carefully and in its entirety and consult with their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before acquiring any Shares.

Prospective investors should note that the risks relating to the Company, its industry and the Shares summarised in the section of this document headed "Summary" are the risks that the Company believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of the document headed "Summary" but also, among other things, the risks and uncertainties described below.

Potential investors should carefully consider the following material risk factors in relation to the Company and the Shares.

### **Risks relating to the Ordinary Shares**

#### *Risks relating to the market value of the Ordinary Shares*

An investment in the Company is suitable only for investors who are capable of evaluating the risks and merits of such investment, who understand the potential risk of capital loss for whom an investment in the Ordinary Shares constitutes part of a diversified investment portfolio, who fully understand and are willing to assume the risks involved in investing in the Company and who have sufficient resources to bear any loss (which may be equal to the whole amount invested) which might result from such investment.

The value of the Shares can go down as well as up. The market price and the realisable value of the Shares, as well as being affected by their underlying Net Asset Value, will be affected by prevailing interest rates, supply and demand for such shares, market conditions and general investor sentiment. As such, the market value and the realisable value of the Shares will fluctuate and may vary considerably from their Net Asset Value.

The published market price of the Shares will be, typically, their middle market price. Due to the potential difference between the middle market price of such shares and the price at which they can be sold there is no guarantee that the realisable value of the Shares will be the same as the published market price.

The price of an Ordinary Share may also be affected by speculation in the press or investment community regarding the business or investments of the Company or factors or events (including interest rates) that may directly or indirectly affect their respective investments.

In the event of a winding-up of the Company the Shares will rank behind any creditors of the Company and, therefore, any positive return for Shareholders will depend on the Company's assets being sufficient to meet the prior entitlements of any creditors.

#### *Risks relating to the trading price of the Ordinary Shares*

The Ordinary Shares may trade at a discount to Net Asset Value and Shareholders may be unable to realise their investments through the secondary market at Net Asset Value. The Ordinary Shares may trade at a discount to NAV for a variety of reasons, including market conditions or due to changing investor perceptions about the Company's investment strategy and stock selection skills of the Investment Manager. While the Board may seek to mitigate any discount to NAV through discount management mechanisms, there can be no guarantee that they will do so or that such mechanisms will be successful and the Board accepts no responsibility for any failure of any such strategy to effect a reduction in any discount.

#### *Risks relating to the liquidity of the Ordinary Shares*

The Company does not have a fixed winding up date and therefore, unless Shareholders vote to wind up the Company, Shareholders will only be able to realise their investment through the market. Although the Ordinary Shares will be listed on the Official List and traded on the Main Market, it is possible that there may not be a liquid market in the Ordinary Shares and Shareholders may have difficulty in selling them. Accordingly Shareholders may be unable to realise their Ordinary Shares at the quoted market price (or at the prevailing Net Asset Value per Ordinary Share), or at all.

#### *Risks relating to dividends*

The Company will pay dividends on the Ordinary Shares only to the extent that it has profits (including available reserves) available for that purpose, which will largely depend on the amount of income which the Company receives on its investments and the timing of such receipt. The amount of dividends payable by the Company may fluctuate. Although the Company currently has a sizeable revenue reserve, the level of available revenue reserve per Share will be diluted by the issue of any New Shares.

Any change in the tax or accounting treatment of dividends or other investment income received by the Company (including as a result of exchange controls or withholding taxes imposed by jurisdictions in which the Company invests) may reduce the level of dividends received by Shareholders.

#### **Risks relating to the Company**

There can be no guarantee that the investment objectives of the Company will be met. If the objectives are not met Shareholders may not receive an attractive level of income or any income or capital growth in the underlying value of their Ordinary Shares.

#### *Risks relating to gearing*

The use of borrowings should enhance the total return on the Shares where the return on the Company's underlying assets is rising and exceeds the cost of borrowing. It will, however, have the opposite effect where the underlying return is less than the cost of borrowing, thus reducing the total return on the Shares. The use of borrowings by the Company may increase the volatility of the returns to Shareholders and the Net Asset Value per Share. This risk of volatility could be increased given the Company has exposure to foreign exchange rate risks as its assets are denominated in currencies other than Sterling and no hedging of this exposure is currently undertaken.

#### *Risks relating to the reliance on key individuals*

The success of the Company in the pursuit of its investment objective is significantly dependent upon the expertise of the Investment Manager and the individual fund managers and their ability to attract and retain suitable staff. There can be no guarantee that the individual fund managers will remain with the Investment Manager. The departure of an individual fund manager from the Investment Manager may have a materially adverse effect on the performance of the Company.

The past performance of the Company and of other portfolios managed by the Investment Manager is not, and should not be relied upon as, a guide to the future performance of the Company.

The annual performance fee payable to the Investment Manager may result in substantially higher payments to the Investment Manager than alternative arrangements in other types of investment vehicles. The existence of the performance fee may create an incentive for the Investment Manager to make riskier or more speculative investments than it would otherwise make in the absence of such fee.

#### *Risks relating to taxation and accounting*

Any change in the Company's tax status or in taxation legislation in the United Kingdom or any other tax jurisdiction relevant to the Company could adversely affect the value of the investments held by the Company or affect the Company's ability to achieve its investment objective or alter the post-tax returns to Shareholders. Any such change could have a material adverse effect on the net amount of any dividends payable to Shareholders.

The Company has been approved as an investment trust under section 1158 of the Tax Act and conducts its business so as to continue to satisfy the conditions for approval. Such approval exempts the Company from United Kingdom taxation on its capital gains. Breach of the tests that a company

must meet to obtain approval as an investment trust company could lead to the Company being subject to tax on capital gains and, as a result, could materially adversely affect the Company's results and performance.

The summaries in this document concerning the taxation of investors in Shares are based on current tax law and practice which is subject to change, possibly with retrospective effect. The taxation of an investment in the Company will depend on the individual circumstances of the investor, and prospective investors who are in any doubt should consult their tax advisers before making an investment in the Company. Any changes to foreign tax treaties may affect returns from investments in foreign countries.

Any change in accounting standards may also adversely affect the value of the Company's assets in its books of account, restrict the ability of the Company to pay dividends and/or increase the Company's ongoing charge which could have a material adverse effect on the financial position of the Company and its ability to pay dividends.

#### *Risks relating to the laws and regulations which may affect the Company*

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect the Company's business, investments and performance. The Company is subject to laws and regulations enacted by national and local government. In addition, the Company is required to comply with certain regulatory requirements which are applicable to closed-ended investment companies (including continuing obligations) whose shares are listed on the premium segment of the Official List of the FCA. Any change in the laws and regulations affecting the Company, the Investment Manager or the Company's investments may have an adverse effect on the ability of the Company to carry on its business and pursue its investment policy.

#### *Risks relating to the implementation of the Solvency II Directive*

On 5 May 2009, the European Council approved a new insurance directive, Directive 2009/138/EC, which seeks to revise the regulation and authorisation of insurance and reinsurance companies (the "**Solvency II Directive**"). The Solvency II Directive will set out new EU-wide requirements on capital adequacy and risk management for insurance and reinsurance companies. Although the regulations implementing the Solvency II Directive have not yet been published, there can be no assurance that such regulations, and therefore the legislation implementing the Solvency II Directive in individual states, will not restrict the ability of insurance and reinsurance companies in the EU to invest in investment companies such as the Company. To the extent that, as a result of the implementation of the Solvency II Directive, such companies are prevented from acquiring the Ordinary Shares and/or are required to dispose of any Ordinary Shares held, this could have an adverse effect on the trading price and/or liquidity of the Ordinary Shares.

### **Risks relating to the Company's investments**

#### *Risks relating to foreign exchange rates*

Investors in the Company have an underlying exposure to foreign currencies given a significant majority of the Company's assets and liabilities are denominated in currencies other than Sterling. The Company will therefore have exposure to foreign exchange rate risk as a result of changes, both favourable and unfavourable, in exchange rates between those currencies and Sterling. No hedging of the exposure is currently undertaken. The Company's net asset value is reported in Sterling and distributions of available income are made in Sterling. Both the net asset value and the dividends will be affected by changes in the value of underlying currencies relative to Sterling.

#### *Risks relating to market and economic conditions*

The performance of the Company's investments depends to a great extent on correct assessments of the future course of market price movements by the Investment Manager. There can be no assurance that the Investment Manager will be able to accurately predict these price movements. The European capital markets have in recent years been characterised by great volatility and unpredictability.

Changes in economic conditions (including, in particular, interest rates, foreign exchange rates and rates of inflation), industry conditions, competition, political and diplomatic events, tax, environmental and other laws and other factors can substantially and either adversely or favourably affect the value of the securities in which the Company invests and, therefore, the Company's performance and prospects.

Recent international economic recessions, downturns and uncertainty, including China's recent slowdown, have caused international financial markets to experience extreme volatility and instability. Despite actions of government authorities, these events have contributed to worsening economic conditions, including unemployment, inflation, volatile currency exchange rates, low business and consumer confidence, sovereign credit downgrades and political uncertainty. This has resulted in lack of liquidity in the equity capital markets and the current continuing stock market uncertainty is likely to pose a threat to global economic growth which could have a material adverse effect on the Company's investments and, as a result, its performance and prospects.

The Company's investments are subject to normal market fluctuations and the risks inherent in the purchase, holding or selling of securities, and there can be no assurance that no depreciation in the value of those investments will occur. There can be no guarantee that any realisation of an investment will be on a basis which necessarily reflects the Company's valuation of that investment for the purposes of calculating the Net Asset Value per Share.

Continued volatility in the current credit markets and significant increases in defaults may have a material adverse effect on the Company's investments and, therefore, its performance and prospects.

#### *Risks relating to the economies of Eurozone member states*

A default by a member of the Eurozone on its government debt may have a material adverse effect on the value of the Euro and in the economies of its member states. The economies and political structure of European states, including the UK, may be affected by financial, political and economic developments within the Eurozone. The UK Government has promised a referendum on whether or not the UK should stay in or leave the European Union prior to the end of 2017 and the recent third bailout deal for Greece was widely criticised with the argument that Greece should leave the Eurozone still in contemplation. There is therefore no guarantee that the Euro will continue to exist as a currency in its current form. As the Company primarily invests in Continental European companies should any of the foregoing events materialise they and/or the subsequent measures that may be taken by state and supranational governmental organisations to attempt to address any such development or event may have an adverse impact on the Company's earnings and financial position and, as a result, its ability to pay dividends or meet its investment objective.

#### *Risks relating to the supply of information used to calculate the Company's Net Asset Value*

In calculating the Company's daily unaudited Net Asset Value, the Investment Manager, acting on behalf of the Company, may rely on estimates of the values of companies or their securities in which the Company invests. Such estimates may be unaudited or may be subject to little verification or other due diligence and may not comply with UK Generally Accepted Accounting Practice, International Financial Reporting Standards or other valuation principles.

#### *Risks relating to the investment in mid and smaller capitalised companies*

Although a significant majority of the Company's portfolio is typically invested in large-cap Continental European stocks, the Company also invests in mid and smaller capitalised companies. These mid and smaller capitalised companies do not necessarily have the financial strength, diversity and resources of large-cap companies and, as a result, they may find it more difficult to operate in periods of economic slowdown, recession or turmoil. In addition, the mid and smaller capitalisation of such companies could make the market in their shares less liquid and, as a consequence, the Company may be unable to liquidate all or a portion of its positions in such securities. In addition the market prices tend to be more volatile and the Company may not be able to realise what it perceives to be their fair value in the event of a sale.

#### *Risks relating to a focused portfolio*

The Company has a focused investment portfolio typically containing between 50 to 60 holdings at any one time. This more concentrated approach to stock selection could mean that volatility in performance and the returns to Shareholders may be accentuated.

## **IMPORTANT INFORMATION**

### **General**

This document should be read in its entirety. New investors should rely only on the information contained in this document. No person has been authorised to give any information or make any representations other than as contained in this Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Investment Manager or any of their respective affiliates, officers, directors, employees or agents. Without prejudice to the Company's obligations under the Prospectus Rules, the Listing Rules and the Disclosure and Transparency Rules neither the delivery of this Prospectus nor any subscription made under this document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document nor that the information contained herein is correct as at any time subsequent to its date.

Shareholders must not treat the contents of the document or any subsequent communications from the Company, or the Investment Manager or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

Apart from the liabilities and responsibilities (if any) which may be imposed on Dickson Minto W.S. by FSMA or the regulatory regime established thereunder, Dickson Minto W.S. makes no representations, express or implied, or accepts any responsibility whatsoever for the contents of this document nor for any other statement made or purported to be made by it or on its behalf in connection with the Company, the New Shares or the Issues. Dickson Minto W.S. accordingly disclaims all and any liability (save for any statutory liability) whether arising in tort or contract or otherwise which it might otherwise have in respect of this document or any such statement.

All Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of the Articles of the Company.

If you are in doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant, legal or professional adviser or other financial adviser.

### **Regulatory information**

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, New Shares in any jurisdiction in which such offer or solicitation is unlawful. The issue or circulation of this Prospectus may be prohibited in some countries.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or an invitation to subscribe for any Shares by any person: (i) in any jurisdiction in which such offer or invitation is not authorised; or (ii) in any jurisdiction in which the person making such offer or invitation is not qualified to do so; or (iii) to any person to whom it is unlawful to make such an offer or invitation. In particular, this Prospectus may not be distributed in or into the United States or to or for the account of any US Person (as defined in the United States Securities Act of 1933 (as amended)). The Company has not been and will not be registered under the Investment Company Act of 1940 (as amended), and investors will not be entitled to the benefits of the Investment Company Act of 1940 (as amended). In addition, the Shares have not been and will not be registered under the Securities Act of 1933, or with any securities regulatory authority of any State or other jurisdiction of the United States. Accordingly, the Shares may not be offered, sold, pledged or otherwise transferred or delivered, directly or indirectly, in or into the United States, or to or for the benefit of any US Person, except in transactions that are exempt from registration under the Securities Act of 1933 and under circumstances which will not require the Company to register under the Investment Company Act of 1940 (as amended). There will be no public offer of the Shares in the United States.

### **Investment considerations**

The contents of this document are not to be construed as advice relating to legal, financial, taxation, accounting, regulatory or investment decisions or any other matter. Prospective investors must inform themselves as to: (i) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of Shares; (ii) any foreign exchange restrictions applicable to the purchase, holding,

transfer or other disposal of Shares which they might encounter; and (iii) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of Shares.

Prospective investors must rely on their own representatives, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment therein.

It should be remembered that the price of a Share, and the income from such Shares (if any), can go down as well as up. An investment in Shares is suitable only for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses which may arise therefrom (which may be equal to the whole amount invested). Such an investment should be seen as long term in nature and complementary to existing investments in a range of other financial assets.

Any investment objectives of the Company are targets only and should not be treated as assurance or guarantees of performance.

### **Forward looking statements**

To the extent that this document includes “forward looking statements” concerning the Company, those statements are based on the current expectations of the Board and are naturally subject to uncertainty and changes in circumstances. Forward looking statements include, without limitation, statements typically containing words such as “intends”, “expects”, “anticipates”, “targets”, “estimates” and words of similar import.

By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Given these risks and uncertainties, potential investors should not place undue reliance on forward looking statements as a prediction of actual results.

Nothing in the preceding two paragraphs seeks to limit or qualify, in any way, the working capital statement in paragraph 7 of Part 4 of this document.

The Company does not undertake any obligation to update publicly or revise forward looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.

Information in this document will be updated as required by the Prospectus Rules, Listing Rules and Disclosure and Transparency Rules, as appropriate.

## Documents incorporated by reference

The published annual report and accounts of the Company for each of the three financial years up to 30 September 2014 and the half yearly reports and accounts for the periods ending 31 March 2014 and 31 March 2015 on the pages specified in the table below are incorporated by reference into this document. The non-incorporated parts of these annual reports and accounts of the Company are either not relevant to investors or covered elsewhere in this document.

<i>Nature of information</i>	<i>Statutory Accounts (audited) for year ended</i>			<i>Half Yearly Reports (unaudited) for six months ended</i>	
	<i>30 September 2012 Page No.</i>	<i>30 September 2013 Page No.</i>	<i>30 September 2014 Page No.</i>	<i>31 March 2014 Page No.</i>	<i>31 March 2014 Page No.</i>
Performance Highlights	1	2	2-3	2	2
Chairman's Statement	3-4	4-5	5-6	3	3
Fund Managers' Report	6-7	6-8	8-9	5	5
Investment Portfolio	8	9	10	6	6
Independent Auditor's Report	45	46-47	30-31	—	—
Income Statement	25	27	32	8	8
Reconciliation of Movements in Shareholders' Funds	26	28	33	9	9
Balance Sheet	27	29	34	10	10
Cash Flow Statement	28	30	35	11	11
Notes to the Financial Statements	29-44	31-45	36-48	12-14	12-14

The documents incorporated by reference, which include the annual report prepared for the purposes of the AIFMD, can be obtained from the Company's website, [www.henderson-europe-focus.com](http://www.henderson-europe-focus.com), and as set out in paragraph 13 of Part 6 of this document.

## EXPECTED TIMETABLE

	<i>Date</i>
Admission and dealings in New Shares expected to commence at the earliest <sup>(ii)</sup>	12 October 2015 <sup>(iii)</sup> to 22 September 2016
Publication of Issue Price in respect of each Issue	As soon as practicable following each Issue
Crediting of CREST accounts in respect of New Shares	8.00 a.m. on each day New Shares are issued
Share certificates in respect of New Shares despatched (if applicable)	Approximately one week following the issue of any New Shares

**Notes:**

- (i) *In this document, where the context requires, references to 17 September 2015 should be treated as being references to the latest practicable date prior to the publication of this document.*
- (ii) *New Shares will be issued pursuant to the Issues only at such times (if any) as the Directors believe it is advantageous to the Company's Shareholders to do so. New Shares may be issued pursuant to the Issues, under this document and subject to Shareholder approval, only during the period commencing from 8.00 a.m. on 23 September 2015 and ending at 5.00 p.m. on 22 September 2016.*
- (iii) *The Company has convened the General Meeting for 11 a.m. on 9 October 2015 at which Shareholder authority is being sought to allow the Directors to allot Shares in the Company representing up to 30 per cent. of the Company's issued share capital, and to disapply the pre-emption rights in respect of those shares.*

## DIRECTORS, INVESTMENT MANAGER AND OTHER ADVISERS

<b>Directors</b>	Rodney Dennis ( <i>Chairman</i> ) Alexander Comba ( <i>Audit Committee Chairman</i> ) Alain Dromer Michael Firth  all non-executive and of 201 Bishopsgate London EC2M 3AE
<b>AIFM and Investment Manager</b>	Henderson Investment Funds Limited 201 Bishopsgate London EC2M 3AE
<b>Administrator and Company Secretary</b>	Henderson Secretarial Services Limited 201 Bishopsgate London EC2M 3AE
<b>Sponsor and UK Legal Adviser</b>	Dickson Minto W.S. Broadgate Tower 20 Primrose Street London EC2A 2EW
<b>Broker</b>	Winterflood Investment Trusts The Atrium Building Cannon Bridge 25 Dowgate Hill London EC2R 2GA
<b>Auditors</b>	Ernst & Young LLP 1 More London Place London SE1 2AF
<b>Registrar</b>	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA
<b>Depositary, Custodian and Principal Banker</b>	HSBC Bank plc 8 Canada Square London E14 5HQ

## DEFINITIONS

In this document, the words and expressions listed below have the meanings set out opposite them and the singular shall be taken to include the plural (except where the context otherwise requires):

<b>Act</b>	the Companies Act 2006 (as amended)
<b>Acts</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 insofar as they apply to the Company
<b>Administrator</b>	Henderson Secretarial Services Limited
<b>Admission</b>	in respect of New Shares, the admission of such New Shares to the Official List and to trading on the Main Market
<b>AIC</b>	the Association of Investment Companies
<b>AIC Code</b>	the AIC's Code of Corporate Governance
<b>AIFM or Investment Manager</b>	Henderson Investment Funds Limited
<b>AIFM Directive or AIFMD</b>	Directive 2011/61/EU of the European Parliament and of the Council
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company held on Friday 30 January 2015 at 2.30 p.m. at 201 Bishopsgate, London EC2M 3AE
<b>Articles</b>	the articles of association of the Company, as amended from time to time
<b>Calculation Time</b>	in respect of each Issue, the time of the conclusion of the agreement to effect such Issue
<b>COB Rules</b>	the FCA Business Standards Conduct of Business Rules applicable to firms with investment business customers
<b>Company</b>	Henderson European Focus Trust plc, a company incorporated in England and Wales with registered number 00427958
<b>Continental Europe</b>	every country in mainland Europe except the UK, the Channel Islands, Iceland and the Isle of Man
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Regulations as amended
<b>Custodian</b>	HSBC Bank plc
<b>Depository</b>	HSBC Bank plc
<b>Depository Agreement</b>	the depository agreement which became effective on 22 July 2014 between the Company and the Depository further details of which are set out in paragraph 6.2 of Part 6 of this document
<b>Directors or Board</b>	the directors of the Company
<b>Disclosure and Transparency Rules</b>	the disclosure and transparency rules made by the FCA under Part VI of FSMA, as amended from time to time

<b>Documentation Costs</b>	the aggregate costs of and incidental to the publication of this document, which have been or will be borne by the Company
<b>EEA</b>	the European Economic Area
<b>EEA States</b>	the member states of the EEA
<b>EU</b>	the European Union
<b>Facility Agreement</b>	the uncommitted multicurrency overdraft facility agreement dated 24 March 2011, amended and restated on 18 July 2014 and as amended on 18 September 2015 between the Company and the Custodian, further details of which are set out in paragraph 6.4 of Part 6 of this document.
<b>FCA</b>	the Financial Conduct Authority
<b>FCA Rules</b>	the FCA handbook of rules and guidance (including the glossary thereto) for the time being in force (and any successor rules and guidance of the FCA for the time being in force)
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended)
<b>Gartmore Group</b>	Gartmore Group Limited and its subsidiary undertakings
<b>General Meeting</b>	the general meeting of the Company to be held at 11 a.m. on 9 October 2015 at 201 Bishopsgate, London EC2M 3AE
<b>Henderson Group</b>	the holding company of the investment management group Henderson Global Investors
<b>ISA</b>	an individual savings account for the purposes of section 694 of the Income Tax (Trading and Other Income) Act 2005
<b>Issue</b>	an issue of New Shares at the Issue Price for such issue, as described in this document
<b>Issue Price</b>	the price at which New Shares are to be issued under any Issue, which will be determined as explained in Part 3 of this document
<b>Listing Rules</b>	the listing rules made by the FCA under Part VI of FSMA, as amended from time to time
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Main Market</b>	the London Stock Exchange's main market for listed securities being a regulated market for the purposes of Directive 2004\39\EC
<b>Management Agreement</b>	the investment management agreement which became effective on 22 July 2014 (as amended on 9 December 2014) between the Company and the Investment Manager, further details of which are set out in paragraph 6.1 of Part 6 of this document
<b>Net Asset Value or NAV</b>	the value of the Company's assets, less any liabilities (including any costs or borrowings)

<b>Net Asset Value per Share or NAV per Share</b>	the prevailing net asset value per Share as the context may require from time to time, calculated in accordance with the Company's normal accounting policies
<b>New Shares</b>	the new Shares to be issued pursuant to the Issues
<b>Ordinary Shares or Shares</b>	the ordinary shares of 50p each in the capital of the Company
<b>Official List</b>	the official list of the UK Listing Authority
<b>Prospectus</b>	this document
<b>Prospectus Directive</b>	Directive 2003/71/EC (and the amendments thereto, including Directive 200/73/EU)
<b>Prospectus Rules</b>	the prospectus rules made by the FCA under Part VI of FSMA, as amended from time to time
<b>Registrar</b>	Equiniti Limited
<b>Registrar Agreement</b>	the registrar agreement dated 23 November and 4 December 2012 between the Company and the Registrar, further details of which are set out in paragraph 6.3 of Part 6 of this document
<b>Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>Regulatory Information Service</b>	a regulatory information service that is on the list of regulatory information services maintained by the FCA
<b>Shareholder(s)</b>	holder(s) of Shares
<b>SIPP</b>	a self-invested pension plan
<b>SSAS</b>	a self-administered pension plan
<b>Sterling</b>	the lawful currency of the United Kingdom
<b>Takeover Code</b>	the City Code on Takeovers and Mergers
<b>Takeovers Directive</b>	the European Directive on Takeover Bids (2004/25/EC)
<b>Tax Act</b>	the Corporation Tax Act 2010
<b>TCGA</b>	the Taxation of Chargeable Gains Act 1992
<b>UK Code</b>	the UK Corporate Governance Code issued by the Financial Reporting Council
<b>UK Listing Authority or UKLA</b>	the FCA, acting in its capacity as the competent authority for the purposes of Part VI of FSMA

## PART 1

### THE COMPANY

#### Introduction

Henderson European Focus Trust plc is a closed-ended investment company which was formed in 1947 and whose assets are managed by Henderson Investment Funds Limited. The Company seeks to maximise total return by investing in a focused portfolio of Continental European stocks. The Company has one class of ordinary shares in issue which is listed on the premium segment of the Official List and traded on the Main Market.

#### Background to the Issues

In recent months, due to market demand, the Company has issued 1,787,342 new Shares (representing approximately 10 per cent. of the issued Share capital as at 30 January 2015) on a non pre-emptive basis for cash and has, as a result, fully utilised all of its existing authority, granted to it by Shareholders at the Annual General Meeting, to issue Shares on a non pre-emptive basis. The Board believes that in addition to satisfying the continuing demand for the Company's Shares, the Company's continuing ability to issue Shares at a premium to the Net Asset Value increases liquidity, spreads the fixed costs of the Company over a larger asset base and reduces volatility by preventing the build-up of excessive demand for Shares.

The Prospectus Rules provide that where a company wishes to apply for the admission to trading on a regulated market of shares representing, over a period of twelve months, 10 per cent. or more of that company's shares which are already admitted to trading on that regulated market (excluding shares admitted pursuant to an exemption under the Prospectus Rules), then the company concerned is required to issue a prospectus. In view of the level of expected demand for the Company's Shares, the publication of this document is necessary in order to allow the Company to continue its current approach of issuing Shares at a premium to the relevant NAV per Share where demand exceeds supply.

It is currently intended that the New Shares to be admitted pursuant to this Prospectus will be issued only: (i) at a premium to the relevant NAV per Share; (ii) to meet demand from investors; and (iii) when the Directors believe that it is in the best interests of the Company to do so. The Directors do not currently intend to actively market the New Shares pursuant to the Issues.

This document is in relation to the admission of up to 9,925,380 New Shares. This represents approximately 50 per cent. of the Company's total issued share capital. Given the Company has used up its existing Shareholder authorities to issue Shares, for cash, on a non-pre-emptive basis, the Issues are subject to Shareholder approval. The Company has convened the General Meeting in order to seek shareholder approval to issue up to 5,955,228 New Shares (representing 30 per cent. of the issued share capital as at 17 September 2015) on a non pre-emptive basis, pursuant to the Issues. It is also currently intended that the Directors will seek renewal of the Company's annual authority to allot Shares in addition to any remaining authority granted at the General Meeting, for cash, on a non pre-emptive basis in respect of up to 10 per cent. of the Company's issued share capital at the Company's next annual general meeting which is expected to be held in January 2016.

Although this document is in relation to Issues which may occur from time to time in the period from the date of this document to 22 September 2016, the Company will continue to manage the discount or premium at which the Shares trade following the expiry of this period and will seek to issue further prospectuses as and when required under the Prospectus Rules. Further details of the Issues are set out in Part 3 of this document.

## Investment performance

The Company's total return performance in terms of Share price and Net Asset Value to 31 August 2015 against the benchmark index was as follows:

	6 months	12 months	3 years	5 years
Share price (%) <sup>(1)</sup>	1.2	15.5	99.6	127.1
NAV (%) <sup>(2)</sup>	-2.0	7.5	62.3	96.5
Benchmark (%) <sup>(3)</sup>	-4.4	1.3	41.4	48.2

(1) Share price total return

(2) Net asset value total return (including dividends reinvested)

(3) FTSE World Europe ex UK in Sterling terms on a total return basis

(4) Data sourced from Morningstar Funddata and Datastream

Information about the past and the further performance of the Company and the Shares can be obtained from the Company's website, [www.hendersononeuropeanfocus.com](http://www.hendersononeuropeanfocus.com). Neither the Company's website nor the content of any website accessible from hyperlinks on that website (or any other website) is (or is deemed to be) incorporated into, or forms (or is deemed to form), part of this Prospectus.

## Investment objective and policy

### Investment objective

The Company's investment objective is to seek to maximise total return from a focused portfolio of listed Continental European stocks.

### Investment policy

The portfolio is unconstrained by benchmark and is expected to contain between 50 to 60 holdings at any one time. While awareness of benchmark constituents and sector weightings inform portfolio construction, actual weightings of stocks held in the Company's portfolio are based upon the Investment Manager's view of their total return prospects rather than their weighting in the benchmark, therefore the stock weighting in the portfolio can be materially higher or lower than the benchmark weighting. The aim is to seek out inflection points at both stock and sector level where growth can be purchased at a reasonable price. Less emphasis is given to geographical diversification. The portfolio is not constructed with any yield target. Derivative instruments (such as futures and options) may be used for investment purposes for up to 10 per cent. of net assets. The portfolio has a bias to larger capitalised companies but the Company may be invested in the equity of mid and smaller capitalised companies. The exposure to smaller capitalised stocks is normally limited to 10 per cent. of NAV. Smaller capitalised companies are considered to be those with a market capitalisation of less than €1 billion at the time of investment.

The Company is invested in a diversified portfolio of investments containing between 50 to 60 stocks, with a maximum single stock weighting of 10 per cent. of NAV of the portfolio at the time of investment. Stocks weighted at 5 per cent. of the portfolio or more are not expected to exceed 40 per cent. of NAV in aggregate and the typical minimum stock weight is one per cent. of NAV at the time of investment.

The Company has the power to borrow and does so on a tactical basis when the Investment Manager is confident that market conditions and opportunities exist to enhance investment returns by using gearing. The Investment Manager has discretion to borrow within limits set by the Board from time to time but gearing will not exceed 20 per cent. of net assets at the time the borrowing is assumed.

Any material change in the Company's investment policy will require the approval of Shareholders at a general meeting.

### Investment strategy

Although the Company maintains awareness of its benchmark, the FTSE World Europe ex UK Index in Sterling terms, on a total return basis, and its composition at all times as a mechanism to measure the risk it takes it is not a driver of portfolio composition.

Investment risk is controlled through keen attention to valuation and portfolio risk is controlled through diversification at the stock and sector level.

The Company's investment strategy is characterised by the identification of sector themes using macroeconomic research to understand and identify market and industry dynamics, combined with a bottom-up fundamental analysis of companies and meetings with management. The investment process involves a rigorous fundamental analysis and screening of companies to identify attractive investments within sectors.

The types of stocks that are selected for the portfolio are typically large-cap Continental European stocks which the Investment Manager believes to be mispriced by the market and these types of stock make up a significant majority of the portfolio. The Investment Manager also includes in the portfolio mid-cap stocks with the aim of enhancing its performance. Mid-cap companies are considered to be those with a market capitalisation in the range of €1 billion to €5 billion. The Company also has the ability to invest up to 10 per cent. of its net assets in smaller capitalised companies.

The Company does not normally use derivatives and although it has the ability to use them for investment purposes, in practice it will only use them for efficient portfolio management. Although hedging of currency is permitted, hedging is seldom utilised.

### **Investment outlook**

The markets reacted positively at the start of the year to the European Central Bank's commitment to address the threat of deflation with its quantitative easing programme. Lower oil prices have also acted as an economic stimulus for investment. However, China's slowdown poses challenges to global growth and has caused the recent spikes in market volatility.

The Board believes that Continental European equities continue to be in a late stage bull market. The continuing outperformance by, and premium paid for, perceived "quality" or "growth" stocks is concerning since it points to a lack of economic growth globally. This challenges those who attempt to maintain some form of valuation discipline. Currently, higher quality, steady earnings growers offer little in the way of value.

Nevertheless the Company's focus on blending attractively valued sector themes with stock specifics remains at the very heart of the portfolio strategy and the Board is confident that the Company is well placed to make continued progress on behalf of Shareholders.

### **Dividend policy**

The Company follows a progressive dividend policy and aims to continue to do so. The interim dividend is paid in June and a final dividend is paid in February of each year. The Company has increased its dividend annually over the past five years. There are however, no assurances that any dividend will be paid.

The New Shares will rank *pari passu* in all respects with the existing Shares, including as to dividends.

For further information on the tax treatment of an investment in the Company, please refer to Part 5 of this document.

### **Borrowings and gearing**

The Company borrows on a tactical basis when the Investment Manager is confident that market conditions and opportunities exist to enhance investment returns by using gearing. The Company's investment policy provides that gearing is limited to a maximum of 20 per cent. of net assets at the time the borrowing is assumed.

The Company currently has an uncommitted secured multi currency overdraft facility of up to an aggregate amount equal to the lesser of: (i) £46.8 million; or (ii) 25 per cent. of the market value in GBP of the assets held in custody with the Custodian. Interest is charged at the Custodian's fluctuating base rate plus a margin of 1.25 per cent. per annum. Under the Facility Agreement £40 million was drawn on 17 September 2015 (being the last practicable date prior to publication of this document) and the Company's gearing ratio was 8.8 per cent. Further details of the Facility Agreement are set out in paragraph 6.4 of Part 6 of this document. The facility does not have a fixed term and borrowings are repayable on demand.

## **Discount management**

The Directors have the authority to buy back up to 14.99 per cent. of the Shares in issue as at 30 January 2015, being the date of the AGM, and will consider seeking renewal of this authority in respect of the enlarged share capital from Shareholders annually and at other times should this prove necessary. Since the Annual General Meeting, the Company has not bought back any Shares. However, it currently holds 140,730 Shares in treasury. It is the Company's current policy that any Shares bought back will initially be held in treasury although they may subsequently be cancelled and any Shares sold out of treasury will only be issued at a premium to net asset value. Any buy-back of Shares is made subject to the Act and within guidelines established from time to time by the Directors. The making and timing of any buy-backs is at the discretion of the Directors.

The Board aims to minimise the discount at which the Shares trade relative to the Net Asset Value per Share, as well as to reduce volatility and increase liquidity in the Shares. In seeking to achieve this, the Board believes it should maintain flexibility and therefore does not operate a fixed discount management policy. The Board has a pragmatic approach to share buy-backs and keeps its policy under review, monitoring liquidity in the Company's shares and the level of discount in comparison to its peers as well as the longer term trends for discounts in the sector.

## **Capital structure**

### *Share capital*

The Company's share capital comprises ordinary shares only, all of which are listed on the premium segment of the Official List and admitted to trading on the Main Market. Shareholders are therefore entitled to such dividends as are declared by the Company and are entitled, on a return of capital on a winding up or otherwise, to all surplus assets of the Company which remain after satisfying any liabilities.

### *Voting rights*

Shareholders shall have the right to receive notice of, to attend and to vote at all general meetings of the Company. Save as otherwise provided in the Articles, on a show of hands each holder of shares present in person or by proxy or by corporate representative and entitled to vote shall have one vote and upon a poll each such holder who is present in person or by proxy and entitled to vote shall have one vote in respect of every share held by him.

No member shall be entitled unless the Directors otherwise determine to vote at any general meeting or separate class meeting if any call or other sum presently payable by him in respect of shares remains unpaid.

A Shareholder shall not, if the Directors so determine, be entitled in respect of any share held by him to attend or vote (either personally or by representative or by proxy) at any general meeting or separate class meeting of the Company or to exercise any other right conferred by membership in relation to any such meeting and may suffer any rights to a dividend to be suspended for a period of up to one year if he or any other person appearing to be interested in such shares has failed to comply with a notice requiring the disclosure of Shareholders' interests and given under the Articles within 14 days, in a case where the shares in question represent at least 0.25 per cent. of their class.

### *Dividend rights*

The Company may by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the Directors. Subject to the Act and any priority, preference or special rights, all dividends shall be declared and paid according to the amounts paid up on the shares and shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid.

*Return of capital*

As the Company is a long term investment vehicle it does not have a fixed life and the Articles do not provide for a scheduled winding up date. On a winding up, the surplus assets remaining after payment of all creditors, including the repayment of bank borrowings, shall be divided amongst Shareholders *pro rata*, according to the rights attached to the shares.

Further details of the rights attaching to the Shares are set out in Part 6 of this document.

## PART 2

### DIRECTORS, INVESTMENT MANAGER AND ADMINISTRATION OF THE COMPANY

#### Directors

The Board comprises four Directors, each of whom is non-executive and independent of the Investment Manager. Although the management of the Company has been delegated to the Investment Manager, the Directors retain overall responsibility for the determination of the Company's investment policy and the overall supervision of the Company.

The Directors of the Company are as follows:

**Rodney Dennis** (Chairman): Rodney joined the Board in 2003 and was appointed Chairman in 2006. Rodney runs an investment and pensions consulting business. He was formerly deputy chief executive of the Prince's Trust, prior to which he held a number of senior positions at Prudential Portfolio Managers Limited. Rodney is also Chairman of the Management Engagement Committee.

**Alexander Comba**: Alexander joined the Board in 2003 and is chairman of the Audit Committee. He is also the Company's Senior Independent Director. He is a chartered accountant and was group finance director of Vinci plc, one of the UK's largest construction groups, until his retirement in 2014.

**Alain Dromer**: Alain was appointed in 2014 and is an experienced financial services director. He was previously CEO of Aviva Investors; Global Head of Group Investment Business of HSBC Investments; Head of Asset Management at CCF Credit Commercial de France and Head of Capital Markets at La Compagnie Financiere Edmond de Rothschild Banque. Prior to that he held various roles in the government of France and French Treasury (including Section Head, World Monetary Affairs & IMF and Deputy Head of Office of Financial Markets). He is an independent non-executive director of Santander UK plc and Majid Al Futtaim Trust LLC and an independent member of the board of certain Moody's subsidiaries in Europe, including Moody's Investors Service Limited.

**Michael Firth**: Michael was appointed in 2006. He was previously a non-executive director of Network Rail Limited, Communis plc, Somerfield plc and First Technology PLC having previously been head of corporate banking at HSBC Bank plc.

#### The Investment Manager

The Investment Manager, which is authorised and regulated by the FCA, is a company within the Henderson Group, a global investment management business that provides a wide range of investment products and services to institutions and individuals in the UK, Europe, North America and the Asia and Pacific region. As at 31 March 2015, the Henderson Group had £89.4 billion of assets under management and 922 employees worldwide.

The Company's portfolio is managed by John Bennett, supported by assistant manager Asim Rahman and the wider European team.

**John Bennett** (Director of European Equities: Henderson) John has a 28-year track record of managing European equities. He joined the Henderson Group as a Director of European Equities in April 2011 as part of the Henderson Group's acquisition of the Gartmore Group. John manages a number of Continental and Pan European funds as well as European long/short funds. He received the Fund Manager of the Year 2014 award from Finanzen-Verlag. John joined the Gartmore Group in 2010 from GAM where he spent 17 years as a fund manager. During this time he managed their flagship European long only and European long/short hedge fund which was launched in June 1998. Prior to GAM, John was a fund manager at Ivory and Sime and has been a Member of the Chartered Institute of Bankers in Scotland since 1987. In addition to the Company, John is responsible for a number of other pooled funds and segregated mandates. The pooled funds include the AlphaGen Capella and Best Ideas Funds; the Horizon Pan European Alpha Fund; the Gartmore Continental Europe and Pan European funds; the following Henderson OEICs: European Absolute Return, European Focus Fund and European Selected Opportunities.

### **Investment management arrangements**

The Directors have overall responsibility for the Company's activities and are responsible for the determination of the Company's investment policy. Under the terms of the Management Agreement, the Investment Manager has been appointed as the Company's AIFM and investment manager with responsibility for the day-to-day management of the Company's assets, subject to the overall supervision of the Directors, and to provide certain administrative and secretarial services to the Company. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Directors and in accordance with the investment policy referred to in the Management Agreement and this Prospectus. The Investment Manager delegates certain portfolio management services to Henderson Global Investors Limited.

Under the Management Agreement, the Company pays to the Investment Manager both a base management fee and, if certain conditions are met, a performance fee. The Investment Manager is entitled to a base management fee payable quarterly in arrears calculated at the rate of 0.65 per cent. per annum of the Company's net assets.

The Investment Manager is also entitled to a performance fee, calculated at the end of the Company's financial year, if the Company's NAV percentage increase over the year is greater than the percentage increase in the benchmark index (the FTSE World Europe ex UK Index in Sterling terms on a total return basis), plus a hurdle of 1 per cent. In such an event the Investment Manager is entitled to 15 per cent. of the NAV outperformance of the benchmark index above the hurdle (excluding the effect of share buybacks, allotments or sales from treasury), subject to the maximum amount payable in any one year in respect of the base management fee and the performance fee being 1.3 per cent. of the Company's net assets at the year end. Underperformance is carried forward and must be made up before any further performance fee can be paid. Any excess performance is carried forward and can be set against underperformance but not used to earn or enhance a performance fee payment.

The Management Agreement may be terminated by either the Company or the Investment Manager on not less than six months' written notice.

Further details of the Management Agreement are set out in paragraph 6.1 of Part 6 of this document.

### **Depositary arrangements**

HSBC Bank plc has been appointed as the Depositary of the assets of the Company. Subject to the FCA Rules and AIFM Directive, the Depositary performs an oversight function and is entrusted with the safekeeping of the assets of the Company and monitoring its cash flows. The Depositary is strictly liable for the loss of any investments or other assets in its custody.

Further details of the Depositary Agreement are set out in paragraph 6.2 of Part 6 of this document.

### **Administrator and secretary**

The Company has appointed Henderson Secretarial Services Limited as its administrator to provide it with administrative services, including the provision of company secretarial and accounting services. The Administrator's fees are payable out of the investment management fees.

### **Registrar**

The Company utilises the services of Equiniti Limited as registrar in relation to the transfer and settlement of the Shares held in certificated and uncertificated form. The Registrar maintains the Company's register of members and ensures that it is available for inspection in accordance with the Act.

Further details of the Registrar Agreement are set out in paragraph 6.3 of Part 6 of this document.

### **Annual fees and expenses**

The Company incurs ongoing and annual fees and expenses, including, *inter alia*, the base management fee and, subject to performance conditions, the performance fee under the Management Agreement, audit fees, Directors' fees, the Depositary's fees, regulatory fees, Directors' insurance premiums, marketing fees and printing costs. The total expenses for the year ended 30 September 2014 were approximately £2.88 million.

## **Corporate governance**

The Board meets at least five times a year to direct and supervise the Company's affairs with additional Board or committee meetings arranged when required. This includes reviewing the investment strategy, risk profile and performance of the Company and the performance of the Company's service providers, including monitoring the manner in which the responsibilities of those service providers are fulfilled. The Directors recognise the importance of the UK Code and the AIC Code (which establishes a framework of best practice specifically for boards of investment companies) and take measures considered appropriate for an investment company to ensure proper corporate governance and to enable the Company to comply with the recommendations of the UK Code and the AIC Code, except as disclosed below from time to time.

Except as disclosed below, the Company currently complies with the UK Code and the AIC Code. For the purposes of assessing compliance with the UK Code, the Board considers that all of the Directors are independent of the Investment Manager and are free from any business or other relationship that could materially interfere with the exercise of their independent judgement.

In accordance with the UK Code, the Board has established an audit committee and a management engagement committee in each case with formally delegated duties and responsibilities within written terms of reference.

The audit committee is chaired by Alexander Comba and each of the other Directors are members. Members of the committee have no links with the Company's external auditors and are independent of the Investment Manager. The audit committee meets twice a year and meets the external auditors at least once a year.

The audit committee assists the Board in applying financial reporting and internal control principles and is responsible for overseeing the Company's relationship with the external auditors, including making recommendations to the Board on the appointment of the external auditors and their remuneration. The committee considers the nature, scope and results of the auditors' work and reviews, and develops and implements policy on the supply of any non-audit services that are to be provided by the external auditors. It receives and reviews reports from the Investment Manager and the Company's external auditors relating to the Company's annual and half yearly report and accounts although the ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board. The committee focuses particularly on compliance with legal requirements, accounting standards and the Listing Rules and ensures that an effective system of internal financial and non-financial controls and risk management, including the effectiveness of the Company's risk map, is maintained. The audit committee, relying on meetings with and reports from the Investment Manager, also reviews the quality and effectiveness of the accounting records and management information maintained on behalf of the Company. The audit committee also considers the appropriate level of dividend to be paid by the Company, the performance fee calculation, the Company's anti-bribery policy and the whistle blowing policy that the Investment Manager has put in place for its staff to raise concerns about possible improprieties, including in relation to the Company, in confidence.

The management engagement committee is chaired by Rodney Dennis and each of the other Directors are members. The management engagement committee is responsible for reviewing the management contract on a regular basis, ensuring that the terms are fair and reasonable and that its continuance, given the Company's performance over both short and longer terms, is in the best interests of the Company and its Shareholders and also for reviewing the performance and cost effectiveness of the Company's other service providers.

The identity of each of the Chairmen of the committees referred to above is reviewed on an annual basis. The membership of these committees and their terms of reference is kept under review. The performance of the Chairman is assessed by the other Directors.

The Company also has put in place procedures to comply with the internal control aspects of the UK Code. Alexander Comba is the senior independent director.

The Company is a member of the AIC and provides monthly information for publication by the AIC.

## **Shareholder information and accounting policies**

The Company's annual report and accounts are prepared, in Sterling, up to 30 September each year and are typically sent to Shareholders early in December. The Company's annual report and accounts are prepared in accordance with the United Kingdom Generally Accepted Accounting Practice and with the Statement of Recommended Practice for investment trusts and venture capital trusts issued by the AIC. It is intended that the Company will continue to adopt these accounting practices for its annual report and accounts for the period ending 30 September 2015. However, next year the Company will adopt FRS 102 in respect of its annual report and accounts for the period ending 30 September 2016. Shareholders also receive an unaudited half yearly report covering the six months to 31 March each year, which is normally published in May. Other information in relation to the Company's financial position, portfolio composition and performance is available on its website at [www.hendersonseuropeanfocus.com](http://www.hendersonseuropeanfocus.com).

The Net Asset Value of a Share is calculated by the Investment Manager in accordance with the Company's accounting policies and is published daily through a Regulatory Information Service. All of the Company's investments are valued at fair value.

The calculation of the Net Asset Value per Share will be suspended only in circumstances where the underlying data necessary to value the investments of the Company cannot readily or without undue expenditure be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

## **Conflicts of interest**

The Investment Manager and its affiliates serve as the investment manager to other clients in addition to the Company. As a result, the Investment Manager (and its affiliates) may have conflicts of interest in allocating investments among the Company and their other clients and in effecting transactions between the Company and other clients, including ones in which the Investment Manager (and its affiliates) may have a greater financial interest. Where appropriate, the Investment Manager and its affiliates may give advice or take action with respect to such other clients that differs from the advice given with respect to the Company.

The Investment Manager and its affiliates may be involved in other financial, investment or professional activities which may on occasion give rise to conflicts of interest with the Company. In particular, they may provide investment management, investment advice or other services in relation to a number of funds which may have similar investment policies to that of the Company or funds in which the Company invests.

The Investment Manager has regard to its obligations under the Management Agreement or otherwise to act in the best interests of the Company, so far as is practicable having regard to its obligations to other clients, when potential conflicts of interest arise. In the event of a conflict of interest arising, the Investment Manager ensures that it is resolved fairly and in accordance with the COB Rules. The COB Rules require the Investment Manager to ensure fair treatment of all its clients. The COB Rules also require that when an investment is made it should be allocated fairly amongst all of its clients for whom the investment is appropriate. In particular, the Investment Manager uses its reasonable efforts to ensure that the Company has the opportunity to participate in potential investments identified by the Investment Manager which fall within the Company's investment objective and policy, on the best terms reasonably obtainable at the relevant time with the aim of ensuring that the principle of best execution is attained in accordance with the COB Rules.

## PART 3

### DETAILS OF THE ISSUES

#### The Issues

New Shares will be issued pursuant to the Issues only for the purpose of controlling the premium at which the Company trades and to take the opportunity to increase the size of the Company in a manner which enhances the relevant NAV per Share for Shareholders.

It is currently intended that the New Shares to be admitted pursuant to the Prospectus will be issued only: (i) at a premium to the NAV per Share; (ii) to meet demand from investors; and (iii) when the Directors believe that it is in the best interests of the Company to do so. The Directors do not currently intend to actively market the New Shares pursuant to the Issues. New Shares may be issued pursuant to the Issues under this document only during the period commencing from 8.00 a.m. on 23 September 2015 and ending at 5.00 p.m. on 22 September 2016 subject to Shareholder approval being granted at the General Meeting as explained in more detail below. However, the Company will continue its aim of monitoring and controlling the discount or premium at which the Shares trade following the expiry of this period and may seek to issue further prospectuses as and when required under the Prospectus Rules.

The Company will issue a maximum of 9,925,380 New Shares, in aggregate, under the Issues. Each Issue will be conditional upon admission of the relevant New Shares to the Official List and to trading on the Main Market becoming effective and on Shareholder approval being granted at the General Meeting and, if required, at the Company's next annual general meeting in January 2016 in relation to the authority of the Company to issue New Shares on a non pre-emptive basis. None of the Issues will be underwritten.

The Issues have been proposed in principle by the Directors to allow the Company to issue New Shares to satisfy demand from investors at times when Shares are trading at a premium to the relevant NAV per Share. Accordingly, the issue of New Shares pursuant to the Issues disregarding the aggregate costs of and incidental to the publication of this document (the "**Documentation Costs**") will not result in a dilution of the NAV per Share. In the event that the maximum number of New Shares are issued under the Issues, the existing Shares as at 17 September 2015 would represent approximately 66 per cent. of the enlarged issued Share capital. The Directors intend to apply the net proceeds of any Issues in accordance with the Company's investment policy.

The New Shares will rank *pari passu* in all respects with the existing issued Shares.

The Directors believe that the profile of a typical investor in the Company is an institutional investor, private client fund managers and clients of private brokers who are seeking to maximise total returns by investing in Continental Europe but who are prepared to tolerate a degree of risk or potential for loss investing in Continental Europe.

#### Issue Price

The Issue Price of each Issue, which will be determined by the Board at the time of such Issue, will be calculated by applying a premium to the NAV per Share (whether published or unpublished), in order to, *inter alia*, take into account the costs of the Issue per each New Share, as at the relevant Calculation Time (rounded up to the nearest tenth of one pound). Disregarding the Documentation Costs, no Issue is therefore expected to be dilutive to the NAV per Share after taking into account the other costs of such Issue. The relevant NAV per Share will be calculated in accordance with the Company's normal accounting policies. The Issue Price of each Issue will be announced through a Regulatory Information Service as soon as practicable following each Issue.

#### Listing and dealing

Issues will be made only in the circumstances described in the paragraph headed "*The Issues*" above. Where Issues are effected, it is expected that New Shares will be admitted to the Official List and to trading on the Main Market not later than the third business day following the Board's resolution to allot those New Shares. No dealings will commence before the relevant date of Admission.

New Shares issued pursuant to the Issues will be issued in registered form and may be held either in certificated form or settled through CREST. It is expected that definitive certificates in respect of New Shares will, where requested, be despatched by post in the week following the issue of the relevant New Shares. Temporary documents of title will not be issued. Pending despatch of such certificates, transfers will be certified against the register. Definitive certificates for such New Shares are expected to be despatched in the week following completion of the relevant Issue. Dealings in New Shares are expected to commence at any time from 12 October 2015 subject to Shareholder approval being granted at the General Meeting. The Issues cannot be revoked after dealings in the relevant New Shares have commenced.

The ISIN number for the New Shares is GB0005268858 and the SEDOL number for the New Shares is 0526885.

### **Costs of the Issues**

Assuming that the Issues are fully subscribed and 9,925,380 New Shares are issued, by way of a single Issue, at a price of 1,014.67 pence per Share, being a 1.2 per cent. premium to the Net Asset Value per Share at the latest practicable date prior to the publication of this document, the gross proceeds of the Issues would be approximately £100.7 million. The fixed costs of the Issues would be £109,500 and listing fees of approximately £74,500 would be payable. Accordingly, the net proceeds of the Issues would be approximately £100.5 million which would be available to be invested in accordance with the Company's investment policy.

For the avoidance of doubt, the costs of the Issues also include, in addition to the above and without limitation, the stamp duty on the investment of the net proceeds.

## PART 4

### FINANCIAL INFORMATION (INCLUDING PORTFOLIO INFORMATION)

#### 1. Introduction

Information from the statutory accounts of the Company (prepared in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practices) for the three financial years ended 30 September 2012, 30 September 2013 and 30 September 2014, in respect of which the Company's previous auditors, Grant Thornton UK LLP of 30 Finsbury Square, London EC2P 2YU, in relation to the financial years ending 30 September 2012 and 30 September 2013 and the Company's current auditors, Ernst & Young LLP of 1 More London Place, London SE1 2AF, in relation to the financial year ending 30 September 2014 made an unqualified report under the Act is incorporated by reference and provided below. Copies of the statutory accounts of the Company for the three financial years ended 30 September 2012, 30 September 2013 and 30 September 2014, together with a copy of the Company's unaudited half yearly reports and accounts for the six months ended 31 March 2014 and 31 March 2015 are incorporated into this document by reference and are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of the Company for one year from the date of this document.

#### 2. Historical Financial Information

Historical financial information relating to the Company on the matters referred to below is included in the published annual report and audited accounts of the Company for the three financial years ended 30 September 2012, 30 September 2013 and 30 September 2014 and in the unaudited half yearly reports and accounts of the Company for the six months ended 31 March 2014 and 31 March 2015 as set out in the table below and is expressly incorporated by reference into this document. The non-incorporated parts of these annual reports and accounts of the Company are either not relevant to investors or covered elsewhere in this document.

<i>Nature of information</i>	<i>Statutory Accounts (audited) for year ended</i>			<i>Half Yearly Reports (unaudited) for six months ended</i>	
	<i>30 September 2012 Page No.</i>	<i>30 September 2013 Page No.</i>	<i>30 September 2014 Page No.</i>	<i>31 March 2014 Page No.</i>	<i>31 March 2015 Page No.</i>
Performance Highlights	1	2	2-3	2	2
Chairman's Statement	3-4	4-5	5-6	3	3
Fund Managers' Report	6-7	6-8	8-9	5	5
Investment Portfolio	8	9	10	6	6
Independent Auditor's Report	45	46-47	30-31	—	—
Income Statement	25	27	32	8	8
Reconciliation of Movements in Shareholders' funds	26	28	33	9	9
Balance Sheet	27	29	34	10	10
Cash Flow Statement	28	30	35	11	11
Notes to the Financial Statements	29-44	31-45	36-48	12-14	12-14

### 3. Selected financial information

The information in this paragraph 3 is information regarding the Company which has been prepared by the Company and has been extracted directly from the historical financial information referred to in paragraph 2 of this Part 4. Selected historical financial information relating to the Company which summarises the financial condition of the Company for the three years ended 30 September 2012, 30 September 2013 and 30 September 2014 and for the six months ended 31 March 2014 and 31 March 2015 is set out in the following table:

	<i>Statutory Accounts (audited) for year ended</i>			<i>Half Yearly Reports (unaudited) for six months ended</i>	
	<i>30 September 2012</i>	<i>30 September 2013</i>	<i>30 September 2014</i>	<i>31 March 2014</i>	<i>31 March 2015</i>
<b>Net asset value</b>					
Net assets (£'000)	115,431	145,762	170,988	171,412	198,688
Net asset value per Ordinary Share (p)	682.22	861.48	956.66	979.78	1070.32
Share price (p)	591.75	831.50	962.00	961.00	1105.00
<b>Return for the period</b>					
Total gross revenue and capital gains (£'000)	23,423	36,375	24,928	26,484	26,250
Return per Ordinary Share (p)	115.67	198.27	120.52	140.68	131.48
<b>NAV and share price total returns</b>					
Net asset value total return	21.3%	29.7%	14.5%	16.5%	14.0%
Share price total return	24.2%	44.8%	19.3%	18.4%	16.9%

### 4. Operating and financial review

A description of changes in the performance of the Company, both capital and revenue, and changes to the Company's portfolio of investments is set out in the sections headed "Chairman's Statement", "Fund Managers' Report" or "Managers' Report", and "Investment Portfolio" or "Summary of Portfolio" in the published statutory accounts and half yearly accounts of the Company as follows:

<i>Nature of information</i>	<i>Statutory Accounts (audited) for year ended</i>			<i>Half Yearly Reports (unaudited) for six months ended</i>	
	<i>30 September 2012 Page No.</i>	<i>30 September 2013 Page No.</i>	<i>30 September 2014 Page No.</i>	<i>31 March 2014 Page No.</i>	<i>31 March 2015 Page No.</i>
Chairman's Statement	3-4	4-5	5-6	3	3
Fund Manager's Report	6-7	6-8	8-9	5	5
Investment Portfolio/Summary of Portfolio	8	9	10	6	6

### 5. Significant change

Since 31 March 2015 (being the end of the last financial period of the Company for which financial information has been published), there has been no significant change in the financial or trading position of the Company.

## 6. Capitalisation and indebtedness

The following table sets out the capitalisation and indebtedness of the Company (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) as at 31 March 2015 (the last date in respect of which financial information on the Company has been published) and as at 17 September 2015:

	31 March 2015 £'000	17 September 2015 £'000
<b>Total current debt</b>		
– Guaranteed	—	—
– Secured	35,030	40,197
– Unguaranteed/unsecured	—	—
<b>Total Non-current debt</b>		
– Guaranteed	—	—
– Secured	—	—
– Unguaranteed/unsecured	—	—
<b>Shareholders' equity</b>		
– Share capital	9,352	9,996
– Legal reserves (excl. revenue reserves)	180,385	178,184
– Other reserves	8,951	10,853
<b>Total equity</b>	<u>198,688</u>	<u>199,033</u>

The information in the table above is unaudited financial information on the Company as at 17 September 2015.

The following table shows the Company's net indebtedness at 17 September 2015 (unaudited):

	£'000
A. Cash	19,399
B. Cash equivalent	—
C. Trading securities	—
<b>D. Liquidity (A+B+C)</b>	<u>19,399</u>
<b>E. Current financial receivable</b>	<u>444</u>
F. Current bank debt	(40,197)
G. Current portion of non-current debt	—
H. Trading securities receivable	6,315
I. Trading securities payable	(1,303)
<b>J. Other current financial debt</b>	<u>(2,173)</u>
<b>K. Current financial debt (F+G+H+I+J)</b>	<u>(37,358)</u>
<b>L. Net current financial indebtedness (D+E+K)</b>	<u>(17,515)</u>
M. Non-current bank loans	—
N. Debenture issued	—
O. Non-current loans	—
<b>P. Non-current financial indebtedness (M+N+O)</b>	<u>—</u>
<b>Q. Net financial indebtedness (L+P)</b>	<u>(17,515)</u>

The Group had no indirect or contingent indebtedness as at 17 September 2015 (being the latest practicable date prior to the publication of this document).

## 7. Working capital

The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements (that is, for at least the next twelve months from the date of this document).

## 8. Net asset value

As at 17 September 2015 the unaudited Net Asset Value per Share was 1,002.64 pence.

## 9. Analysis of investment portfolio

As at 17 September 2015, being the latest practicable date prior to publication of this document, the Company's portfolio is comprised 100 per cent. of listed equities.

The following tables show the distribution of the portfolio by sector, geographical weighting and currency as at close of business on 17 September 2015:

	<i>Valuation (£)</i>	<i>% of Total Assets</i>
<i>By Sector</i>		
Healthcare	54,134,831	25.0
Financials	47,755,487	22.1
Industrials	29,831,221	13.8
Consumer Goods	27,429,258	12.6
Basic Materials	22,951,389	10.6
Consumer Services	15,495,315	7.2
Telecommunications	14,128,980	6.5
Utilities	2,457,302	1.1
Technology	2,363,318	1.1
Total	<u>216,547,101</u>	<u>100.0</u>
<i>By Geographical Weighting</i>		
Switzerland	45,053,271	20.8
Germany	34,829,133	16.1
Sweden	27,722,327	12.8
France	18,682,242	8.6
Belgium	16,803,218	7.8
Denmark	14,231,656	6.6
Netherlands	14,156,076	6.5
Italy	12,775,378	5.9
Norway	10,975,177	5.1
Ireland	7,812,512	3.6
Finland	4,234,757	2.0
Spain	4,155,085	1.9
Portugal	3,266,228	1.5
United Kingdom	1,850,041	0.8
Total	<u>216,547,101</u>	<u>100.0</u>
<i>By currency</i>		
Euros	116,714,629	53.9
Swiss Franc	45,053,271	20.8
Swedish Krona	27,722,327	12.8
Danish Kroner	14,231,656	6.6
Norwegian Kroner	10,975,177	5.1
Sterling	1,850,041	0.8
Total	<u>216,547,101</u>	<u>100.0</u>

The Company's portfolio currently comprises of 58 investments. The aggregate unaudited value, calculated in accordance with the Company's accounting policies, of the portfolio was £216,547,101 as at 17 September 2015 (being the latest practicable date prior to the publication of this document).

The Company's 18 largest holdings, representing approximately 54 per cent. of the Company's portfolio as at close of business on 17 February 2015 (the latest practicable date prior to the publication of this document) were as follows:

<i>Company</i>	<i>Country</i>	<i>Value</i> £	<i>Total</i> <i>Market</i> <i>Value</i> %	<i>Total</i> <i>Market</i> <i>Value</i> <i>Cumulative</i> %
Novartis	Switzerland	15,679,345	7.24	7.24
Roche	Switzerland	12,469,791	5.76	13.00
Nestle	Switzerland	8,208,914	3.79	16.79
Bayer	Germany	8,006,121	3.70	20.49
Autoliv	Sweden	7,367,800	3.40	23.89
Novo-Nordisk	Denmark	7,258,462	3.35	27.24
Astrazeneca	Sweden	6,219,187	2.87	30.11
Veidekke	Norway	6,094,161	2.82	32.93
Fresenius	Germany	6,079,632	2.81	35.74
Henkel	Germany	5,769,030	2.66	38.40
Tessenderlo Chemie	Belgium	4,973,700	2.30	40.70
UBS	Switzerland	4,723,742	2.18	42.88
Nordea	Sweden	4,543,513	2.10	44.98
Warehousing & Distribution De Pauw	Belgium	4,427,599	2.04	47.02
ING	Netherlands	4,061,224	1.88	48.90
Relx	Netherlands	4,020,440	1.86	50.76
Sanofi	France	3,985,197	1.84	52.60
Ahold (Kon)	Netherlands	3,909,091	1.81	54.41

The information in this paragraph 9 is unaudited information on the Company, which has been extracted from internal management accounts and records held by the Company and has not been reported on by an accountant.

## PART 5

### TAXATION

The information contained in this document relating to taxation is a summary of the taxation matters which the Directors consider should be brought to the attention of prospective investors. The following statements are intended as a general guide only and do not constitute legal or tax advice to any Shareholder or prospective Shareholder or investor. They are based upon the law and practice currently in force, and relate only to the position of Shareholders who are beneficial owners of their Shares. They may not relate to certain categories of Shareholders, such as dealers in securities. Prospective investors should consult their own professional advisers on the potential tax consequences of acquiring, holding or selling Shares in the Company.

#### A. UK taxation

The following comments set out advice received by the Company and are intended only as a general guide to the position under current UK tax law and what is understood to be the current practice of HM Revenue & Customs. It may not apply to certain classes of investors, such as dealers in securities, persons who acquire (or are deemed to acquire) their securities by reason of an office or employment, insurance companies and collective investment schemes. Any person who is in doubt as to his tax position is strongly recommended to consult his own professional tax adviser. These comments only apply to UK resident and, if individuals, domiciled shareholders who beneficially hold their shares as an investment (unless expressly stated otherwise).

##### *Taxation of the Company*

It is the intention of the Directors to continue to conduct the affairs of the Company so as to satisfy the conditions for approval as an investment trust under section 1158 of the Tax Act. The Company has been approved as an investment trust pursuant to the Investment Trust (Approved Company) (Tax) Regulations 2011, which came into force on 1 January 2012 and have applied to the Company from its accounting period beginning 1 January 2012. The Company will therefore continue to have investment trust status in each accounting period going forward, other than to the extent that the Company commits a serious breach of one of the conditions for qualification as an investment trust and will be exempt from UK taxation on its capital gains. In order to maintain its investment trust status for an accounting period, the Company must not, *inter alia*, be a close company at any time in that accounting period. The Directors do not anticipate that the Company will be a close company.

The Company will, however, be liable to UK corporation tax on its income profits in the normal way, with dividend income generally being exempt from UK corporation tax. Income arising from overseas investments may be subject to foreign withholding taxes at varying rates, but double taxation relief may be available on overseas income other than dividend income.

##### *Taxation of Shareholders*

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

Shareholders resident in the UK for taxation purposes may, depending upon their personal circumstances, be liable to UK capital gains tax or, in the case of corporations, UK corporation tax on chargeable gains arising from the sale or other disposal (which includes disposal upon a winding up) of their Shares for the purposes of the TCGA ("**Capital Gains Tax**"). On such a disposal by an individual Shareholder who is resident in the UK for taxation purposes, a rate of Capital Gains Tax of 28 per cent. for individuals who pay income tax at the higher or additional rates of tax; otherwise a tax rate of 18 per cent. applies. An individual may be able to claim certain reliefs (including the annual exemption in respect of the first £11,100 of capital gains received in the financial year 2015/16). Shareholders which are corporations resident in the UK will benefit from an indexation allowance which, in general terms, increases the Capital Gains Tax base cost of an asset in accordance with changes in the Retail Prices Index. Indexation allowance may not create or increase an allowable loss.

Shareholders who are not resident in the UK for taxation purposes will not normally be liable to Capital Gains Tax arising from the sale or other disposal of their Shares unless (in the case of a corporate shareholder) those Shares are held through a UK branch or agency, although they may be subject to foreign taxation depending upon their personal circumstances.

#### *Taxation of dividends*

Under current legislation, no withholding tax will be deducted from any dividends paid by the Company.

Until 5 April 2016, individuals resident in the UK for taxation purposes are generally liable to UK income tax on the aggregate amount of a dividend and a tax credit equal to one-ninth of the dividend. For example, on a dividend of £90, the tax credit would be £10, and an individual would be liable to UK income tax on £100. No further UK income tax is payable in respect of the dividend by UK resident individuals who are not liable to UK income tax at the higher rate or the additional rate. UK resident individuals who are subject to tax at the higher rate, but not the additional rate, have to pay further tax on a dividend to the extent that tax at the rate applicable to dividends for such individuals (currently 32.5 per cent.) on the aggregate of the dividend and tax credit exceeds the tax credit. For example, on a dividend of £90 such a taxpayer would have to pay additional tax of £22.50. For this purpose, dividends are treated as the top slice of an individual's income.

Similarly until 5 April 2016 UK resident individuals who are subject to UK income tax at the additional tax rate are liable to UK income tax on dividends at the applicable rate (currently 37.5 per cent. for 2015/16) on the difference between the dividend received (including the accompanying tax credit) and the tax credit. For example, on a dividend of £90 such a taxpayer would have to pay UK income tax of £27.50. For this purpose, dividends are treated as the top slice of an individual's income.

No repayment of the tax credit in respect of dividends can be claimed.

From 6 April 2016, the notional 10% dividend tax credit will be abolished. A £5,000 (fiscal year 2016/17) annual tax free dividend allowance will be introduced. Dividends received in excess of this threshold will be taxed, for the fiscal year 2016/17, at 7.5% (basic rate), 32.5% (higher rate) and 38.1% (additional rate). The taxation of dividends received by pensions and ISAs will be unaffected.

In general, UK resident corporate Shareholders (other than dealers and certain insurance companies) are not liable to UK corporation tax or UK income tax in respect of dividends, except in certain circumstances.

Non-UK resident Shareholders may be subject to tax on dividend income under any law to which they are subject outside the UK.

#### *Stamp duty and stamp duty reserve tax*

An agreement to transfer Shares through CREST will normally be subject to stamp duty reserve tax at the rate of 0.5 per cent. or, if the transferee is a person to whom the depositary receipt or clearance service charge to stamp duty reserve tax may apply, at the rate of 1.5 per cent. of the value of the consideration paid. If an instrument of transfer of the Shares is subsequently executed (if the Shares are not transferred through CREST), it will generally be subject to stamp duty at the rate of 0.5 per cent. or, if the transferor is a person to whom the depositary receipt or clearance service charge to stamp duty may apply, at the rate of 1.5 per cent. of the value of the consideration paid, in either case rounded up to the nearest multiple of £5. When such an instrument of transfer is duly stamped and stamp duty is paid within specified time limits, the stamp duty reserve tax charge will be cancelled and any stamp duty reserve tax already paid will be refunded.

When Shares are transferred in CREST, there will be no stamp duty reserve tax on the transfer (unless made for a consideration, in which case stamp duty reserve tax will be payable at the rate of 0.5 per cent. of the actual consideration paid).

Liability to pay stamp duty or stamp duty reserve tax is normally that of the transferee or purchaser.

#### *ISAs*

New Shares will qualify for the purposes of an ISA, provided that they are acquired by an ISA manager in the market. Shares subscribed for directly pursuant to an Issue will not qualify for an ISA. Direct transfers to an ISA will render such shares ineligible for ISAs.

With effect from 1 July 2014 the new ISA (“**NISA**”) regime commenced in the UK which, amongst other things, removed the concept of stocks and shares and cash components of an ISA. For the 2015/16 tax year NISAs will have a subscription limit of £15,240, all of which can be invested in stocks and shares.

#### *SIPPs and SSASs*

Ordinary Shares will be permitted investments for SIPPs and SSASs.

#### ***Non resident Shareholders***

The tax treatment of non-UK resident individuals and non-UK resident companies not trading in the UK through a permanent establishment may differ from that described in the preceding paragraphs. In particular, non-UK resident individuals and non-UK resident companies will not be generally subject to tax in the UK in respect of any dividends paid by the Company or on any gain accruing to them as a result of a disposal of the Shares.

However, where non-UK resident individuals carry on a trade (or a profession or vocation) in the UK through a branch or agency or, in the case of a body corporate, a trade through a permanent establishment and a gain accrues to them as a result of any disposal, that gain may, depending on the circumstances and nature of the holding in the Shares by the branch, agency or permanent establishment, as the case may be, be chargeable to UK tax.

Prospective purchasers of Ordinary Shares who are citizens of, or domiciled or resident in (or otherwise subject to the tax or other laws of), a jurisdiction outside the UK should consult their own professional advisers with respect to the potential tax, exchange control and other consequences to them of acquiring, holding and disposing of Ordinary Shares under the laws of their country of citizenship, domicile or residence.

## PART 6

### GENERAL INFORMATION

#### 1. Incorporation and general

- 1.1 The Company was incorporated and registered in England and Wales on 20 January 1947 and is a public company limited by shares. The Company is a closed-ended investment company under section 833 of the Act with registered number 00427958. Shares in the Company were first admitted to listing on 8 December 1971. The Company operates under the Act (and the regulations from time to time made thereunder). Its registered office and principal place of business is 201 Bishopsgate, London EC2M 3AE (telephone number: 0207 818 1818). Save for its compliance with the Acts, the Listing Rules, the Disclosure and Transparency Rules, the Prospectus Rules and the UK Code, the Company is not a regulated entity.
- 1.2 The Investment Manager is a private limited company and was incorporated in England and Wales under the Companies Act 1985 with registered number 02678531 on 17 January 1992. The Investment Manager operates under the Act. Its registered office is 201 Bishopsgate, London EC2M 3AE (telephone number: 0207 818 1818). The Investment Manager is authorised and regulated by the FCA. The Investment Manager has an authorised, issued and fully paid up share capital of £1,000,000 divided into 1,000,000 shares of £1.00 each and is wholly owned by Henderson Group plc, incorporated and registered in Jersey with registered number 101484. The Investment Manager delegates certain portfolio management services to Henderson Global Investors Limited. Henderson Global Investors Limited is a private limited company and was incorporated in England and Wales with the registered number 00906355 on 17 May 1967. Its registered office is 201 Bishopsgate, London EC2M 3AE (telephone number: 0207 818 1818) and it has an authorised, issued and fully paid up share capital of £2,600,000 divided into 2,600,000 shares of £1.00 each and is wholly owned by Henderson Group plc.
- 1.3 The Depositary is a public company limited by shares and was incorporated and registered in England and Wales under Companies Acts 1862 to 1879 on 1 July 1880 with registered number 00014259. Its registered office is 8 Canada Square, London E14 5HQ (telephone number: 020 7991 2652). It is authorised and regulated by the FCA.
- 1.4 The Administrator is a private limited company and was incorporated and registered in England and Wales under Companies Acts 1948 to 1976 on 8 January 1980 with registered number 01471624. Its registered office is 201 Bishopsgate, London EC2M 3AE (telephone number: 0207 818 1818).
- 1.5 The Registrar is a private limited company and was incorporated and registered in England and Wales under the Act on 25 April 2007 with registered number 06226088. Its registered office is at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (telephone number: 0871 384 2630).

#### 2. Share capital

- 2.1 The issued share capital of the Company (all of which will be fully paid-up) as at the date of this document and immediately following Admission (assuming the maximum number of New Shares are issued) will be as follows:

	<i>No. of Ordinary Shares</i>
<b>As at the date of this document</b>	
Ordinary shares of 50p each	19,850,761
<b>Immediately following Admission of all of the New Shares</b>	
Ordinary shares of 50p each	29,776,141

As at the date of this document, 140,730 Shares were held in treasury.

2.2 Save as otherwise disclosed in paragraph 2.3 of this Part 6:

- (i) there has been no change in the amount of the issued share or loan capital of the Company since 1 October 2011 (being the first date in the period covered by the historical information on the Company incorporated by reference in Part 4 of this document);
- (ii) no discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries in the three years preceding the date of this document; and
- (iii) no share or loan capital of the Company is under option or is agreed, conditionally or unconditionally, to be put under option.

2.3 The following changes have occurred in the share capital of the Company between 1 April 2012 and 31 March 2015;

- (i) on 3 April 2012, the Company cancelled 500,000 Ordinary Shares previously held in treasury;
- (ii) on 3 August 2012, the Company repurchased 21,466 Ordinary Shares;
- (iii) on 27 January 2014, the Company sold 50,000 Ordinary Shares from treasury;
- (iv) on 29 January 2014, the Company sold 525,000 Ordinary Shares from treasury;
- (v) on 9 April 2014, the Company sold 55,000 Ordinary Shares from treasury;
- (vi) on 10 April 2014, the Company sold 20,000 Ordinary Shares from treasury;
- (vii) on 14 May 2014, the Company sold 53,500 Ordinary Shares from treasury;
- (viii) on 19 May 2014, the Company sold 25,000 Ordinary Shares from treasury;
- (ix) on 21 May 2014, the Company sold 20,000 Ordinary Shares from treasury;
- (x) on 4 June 2014, the Company sold 85,000 Ordinary Shares from treasury;
- (xi) on 9 June 2014, the Company sold 20,000 Ordinary Shares from treasury;
- (xii) on 10 July 2014, the Company sold 100,000 Ordinary Shares from treasury;
- (xiii) on 17 December 2014, the Company sold 50,000 Ordinary Shares from treasury;
- (xiv) on 18 December 2014, the Company sold 25,000 Ordinary Shares from treasury;
- (xv) on 7 January 2015, the Company sold 30,000 Ordinary Shares from treasury;
- (xvi) on 21 January 2015, the Company sold 20,000 Ordinary Shares from treasury;
- (xvii) on 22 January 2015, the Company sold 20,000 Ordinary Shares from treasury;
- (xviii) on 23 January 2015, the Company sold 20,000 Ordinary Shares from treasury;
- (xix) on 26 January 2015, the Company sold 10,000 Ordinary Shares from treasury;
- (xx) on 29 January 2015, the Company sold 15,000 Ordinary Shares from treasury;
- (xxi) on 6 February 2015, the Company issued 15,000 new Ordinary Shares;
- (xxii) on 11 February 2015, the Company issued 15,000 new Ordinary Shares;
- (xxiii) on 13 February 2015, the Company issued 25,000 new Ordinary Shares;
- (xxiv) on 16 February 2015, the Company issued 10,000 new Ordinary Shares;
- (xxv) on 24 February 2015, the Company issued 10,000 new Ordinary Shares;

- (xxvi) on 25 February 2015, the Company issued 15,000 new Ordinary Shares;
- (xxvii) on 2 March 2015, the Company issued 60,000 new Ordinary Shares;
- (xxviii) on 6 March 2015, the Company issued 35,000 new Ordinary Shares;
- (xxix) on 11 March 2015, the Company issued 40,000 new Ordinary Shares;
- (xxx) on 12 March 2015, the Company issued 50,000 new Ordinary Shares;
- (xxxi) on 17 March 2015, the Company issued 65,000 new Ordinary Shares;
- (xxxii) on 18 March 2015, the Company issued 35,000 new Ordinary Shares;
- (xxxiii) on 20 March 2015, the Company issued 40,000 new Ordinary Shares;
- (xxxiv) on 24 March 2015, the Company issued 15,000 new Ordinary Shares;
- (xxxv) on 25 March 2015, the Company issued 20,000 new Ordinary Shares;
- (xxxvi) on 27 March 2015, the Company issued 25,000 new Ordinary Shares;
- (xxxvii) on 30 March 2015, the Company issued 25,000 new Ordinary Shares.

Other than pursuant to the Issues, there is no present intention to issue any of the authorised but unissued share capital of the Company.

- 2.4 As at 17 September 2015, the Company had in issue 19,850,761 Shares and, as at 31 March 2015, the Company had in issue 18,563,419 Shares (excluding treasury). Since 31 March 2015 and up to 17 September 2015, being the latest practicable date prior to the publication of this document, the Company has issued a further 1,287,342 Shares.
- 2.5 At the AGM of the Company held on 30 January 2015, the Directors were authorised to dis-apply pre-emption rights and issue equity securities up to a maximum amount of 10 per cent. of the total number of shares in issue at the date of the AGM provided that such disapplication shall expire (unless and except to the extent previously revoked, varied or renewed by the Company in general meeting by special resolution) at the earlier conclusion of the annual general meeting to be held in 2016 or 15 months from the date of the AGM, and that the power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be issued after such expiry and the Directors of the Company may issue equity securities in pursuance of any such offer or agreement as if such expiry has not occurred.
- 2.6 At the AGM held on 30 January 2015 the Company was granted authority by its Shareholders to buy back up to 14.99 per cent. of the Shares in issue as at 30 January 2015. The Company has not purchased any Shares pursuant to this authority. The Company will seek to refresh this authority at its next annual general meeting which is expected to be held in January 2016.
- 2.7 At the General Meeting of the Company, Shareholders will be asked to pass resolutions which will provide the Directors with the authority to allot shares in the Company up to a maximum nominal amount of £2,977,614 and to waive the statutory pre-emption rights in relation to such allotments of Shares. Therefore, if these authorities are granted at the General Meeting, the Directors will have the authority to issue up to 5,955,228 million New Shares, in aggregate, on a non pre-emptive basis for cash.
- 2.8 The disapplication of statutory pre-emption rights in the terms provided under the special resolution noted at paragraph 2.7 above gives the Company the flexibility to resell Shares for cash without first being required to offer such Shares to existing Shareholders in proportion to their existing holdings.
- 2.9 Issues will be made only in the circumstances described in this document. Where Issues are made, it is expected that the New Shares will be issued pursuant to resolutions of the Board conditional upon admission of those Shares to the Official List and to trading on the Main Market. All of the Shares are (or, in the case of any New Shares which are issued, will be) admitted to trading on the Main Market.

- 2.10 The New Shares are in registered form and, subject to the provisions of the Regulations, the Directors may permit the holding of shares of any class in uncertificated form and title to such shares may be transferred by means of a relevant system. Where New Shares are held in certificated form, share certificates will be sent to the registered members by second class post. Where New Shares are held in CREST, the relevant CREST stock account of the registered members will be credited.

### **3. Articles of Association**

The Shares have attached thereto the respective rights and privileges and are subject to the respective limitations and restrictions set out in this paragraph 3. The objects of the Company are unrestricted. The Articles contain provisions, *inter alia*, to the following effect:

#### **3.1 Voting rights**

- 3.1.1 Shareholders shall have the right to receive notice of, to attend and to vote at all general meetings of the Company. Save as otherwise provided in the Articles, on a show of hands each holder of shares present in person or by proxy or by corporate representative and entitled to vote shall have one vote and upon a poll each such holder who is present in person or by proxy and entitled to vote shall have one vote in respect of every share held by him.
- 3.1.2 No member shall be entitled unless the Directors otherwise determine to vote at any general meeting or separate class meeting if any call or other sum presently payable by him in respect of shares remains unpaid.
- 3.1.3 A Shareholder shall not, if the Directors so determine, be entitled in respect of any share held by him to attend or vote (either personally or by representative or by proxy) at any general meeting or separate class meeting of the Company or to exercise any other right conferred by membership in relation to any such meeting and may suffer any rights to a dividend to be suspended for a period of up to one year if he or any other person appearing to be interested in such shares has failed to comply with a notice requiring the disclosure of Shareholders' interests and given under the Articles within 14 days, in a case where the shares in question represent at least 0.25 per cent. of their class.

#### **3.2 Variation of Class Rights**

All or any of the rights attached to any of the shares issued may from time to time be varied with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate class meeting of the holders of those shares. All the provisions of the Articles in relation to general meetings would apply to this separate general meeting, except that: (i) the quorum shall be a person or persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class; (ii) every holder of shares of the class shall be entitled on a poll to vote for every share of the class held by him; (iii) any holder of shares of the class present in person or by proxy may demand a poll; and (iv) at any adjourned meeting on holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum.

#### **3.3 Alteration of share capital**

The Company may from time to time by ordinary resolution:

- 3.3.1.1 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; and
- 3.3.1.2 sub-divide its shares or any of them into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage or be subject to any restriction as compared with the others.

- 3.3.2 Any share may be issued which is or is to be liable to be redeemed at the option of the Company or the holder, and the Board may determine the terms, conditions and manner of redemption of any such share.
- 3.3.3 In the event that rights and restrictions attaching to shares are determined by the Directors pursuant to paragraph 3.3.2 above, those rights and restrictions shall apply, in particular in place of any rights or restrictions which would otherwise apply by virtue of the Act in the absence of any provisions in the Articles, as if those rights and restrictions were set out in the Articles.

#### 3.4 *Transfer of Shares*

- 3.4.1 Subject to paragraph 3.4.2 below, the instrument of transfer of a certificated share shall be signed by or on behalf of the transferor (and, in the case of a share which is not fully paid, by or on behalf of the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. All transfers of certificated shares shall be effected by an instrument in writing in any usual or common form or any other form which the Directors may approve. The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share which is not fully paid (whether certificated or uncertificated) provided that where such shares are admitted to the Official List such discretion may not be exercised in a way which the FCA or the London Stock Exchange regards as preventing dealings in the shares of the relevant class or classes from taking place on an open and proper basis. The Directors may likewise refuse to register any transfer of a share (whether certificated or uncertificated) in favour of more than four persons jointly. In relation to certificated shares, the Directors may decline to recognise any instrument of transfer unless it is left at the registered office of the Company or such other place as the Directors may determine, accompanied by the relevant certificate and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do) and unless the instrument is in respect of only one class of share. The registration of transfers may be suspended by the Directors for any period (not exceeding 30 days in any year) except that, in respect of uncertificated shares, the consent of the operator of the relevant system for those shares will first be required.
- 3.4.2 Notwithstanding any other provision of the Articles to the contrary, unless otherwise determined by the Directors, any shares in the Company may be held in uncertificated form and title to shares may be transferred by means of a relevant system (in each case as defined in the Regulations) such as CREST.
- 3.4.3 The Directors may refuse to register a transfer of a share in uncertificated form to a person who is to hold it thereafter in certificated form in any case where the Company is entitled to reuse (or is excepted from the requirement) under the Regulations to register the transfer.

#### 3.5 *Capitalisation of reserves*

The Company may, upon recommendation by the Board, at any time pass an ordinary resolution to:

- 3.5.1 capitalise all or any part of the amount for the time being standing to the credit of any reserve or fund whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the members or any class of members who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed or credited as fully paid among such members, or partly in one way and partly in the other, and the Directors shall give effect to such resolution provided that for these

purposes a capital redemption reserve may be applied only in the paying up of unissued shares to be allotted to such members credited as fully paid; and

- 3.5.2 authorise any person to enter into an agreement with the Company on behalf of the persons entitled to participate in the distribution providing for the allotment to them respectively of any shares, debentures or other obligations of the Company to which they are entitled on the capitalisation and the agreement shall be binding on those persons.

### 3.6 *General Meetings*

- 3.6.1 The Board shall convene and the Company shall hold an annual general meeting each calendar year in accordance with the Act. The Board will decide when and where the meeting is to be held. The notice calling the meeting must say that the meeting is the annual general meeting. The Board can call a general meeting at any time.
- 3.6.2 Any general meeting shall be called by giving not less than 14 days' notice. A notice calling an annual general meeting shall specify the meeting as such and a notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such.
- 3.6.3 The accidental omission to give notice of a meeting, or to issue an invitation to appoint a proxy with a notice where required by the Articles, to any person entitled to receive notice, or the non-receipt of notice of a meeting or of an invitation to appoint a proxy by any such person, shall not invalidate the proceedings at that meeting.
- 3.6.4 All Shareholders present in person, by duly appointed corporate representative or their duly appointed proxy or proxies shall be entitled to attend all general meetings of the Company. The Directors or the chairman of the meeting or any person authorised by the Directors may direct that Shareholders, proxies or corporate representatives wishing to attend any general meeting or anyone else permitted by the chairman of the meeting to attend should submit to such searches or other security arrangements or restrictions (including, without limitation, restrictions on items of personal property which may be taken into the meeting) as the Directors or the chairman of the meeting or such person authorised by the Directors shall consider appropriate in the circumstances. Such persons shall be entitled in their absolute discretion to refuse entry to, or to eject from, such general meeting any such person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.
- 3.6.5 The meeting may be adjourned if a quorum is not present within half an hour after the meeting was scheduled to take place. The chairman of the meeting, where a quorum is present, may also adjourn the meeting with or without consent if he believes that the location; time; or the behaviour of those present is in appropriate.

### 3.7 *Directors*

- 3.7.1 Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall be not less than two and shall not be more than eight. A Director shall not be required to hold any shares in the capital of the Company. A Director who is not a member shall nevertheless be entitled to receive notice of and attend and speak at all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company.
- 3.7.2 No Director shall be disqualified by his office from entering into any contract, arrangement, transaction or proposal with the Company either with regard to his tenure of any other office or place of profit or acting in a professional capacity for the Company or as a seller, buyer or otherwise. Subject to the provisions of the Act and save as therein provided, no such contract, arrangement, transaction or proposal entered into by or on behalf of the Company in which any Director or person connected with him is in any way interested, whether directly or indirectly, shall be liable to be avoided, nor shall any Director who enters into any such contract, arrangement, transaction or proposal or who is so interested be liable to account to the Company for any profit or

other benefit realised by any such contract, arrangement, transaction or proposal by reason of such Director holding that office or of the fiduciary relationship thereby established but such Director shall declare the nature of his interest in accordance with the Act.

- 3.7.3 Subject to the provisions of the Articles, a Director shall not vote at a meeting of the Directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company), unless his interest only arises in connection with:
- (i) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
  - (ii) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - (iii) any contract, arrangement, transaction or other proposal concerning any other body corporate in which he, or any other person connected with him, is interested, directly or indirectly and whether as an officer or shareholder or otherwise, provided that he or any person connected with him do not hold an interest in 1 per cent. or more of any class of the equity share capital of such body corporate or of the voting rights available to members of the relevant body corporate;
  - (iv) any contract, arrangement, transaction or other proposal for the benefit of employees of the Company which does not accord him any privilege or benefit not generally accorded to the employees to whom the scheme relates;
  - (v) any proposal concerning any insurance which the Company is to purchase and/or maintain for the benefit of Directors or for the benefit of persons who include Directors; and
  - (vi) the provision of funds to any Director or the doing of anything to enable a Director to avoid incurring expenditure (in each case as permitted by the Act).
- 3.7.4 If any question shall arise at any meeting as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting (or if the Director concerned is the chairman, to the other Directors at the meeting), and his ruling in relation to any Director other than himself (or, as the case may be, the ruling of the majority of the other Directors in relation to the chairman) shall be final and conclusive.
- 3.7.5 Each of the Directors shall be paid a fee at such rate as may from time to time be determined by the Directors, provided that the aggregate of all fees so paid to Directors (excluding amounts payable under any other provision of the Articles) shall not exceed £150,000 per annum or such higher amount as may from time to time be decided by ordinary resolution of the Company. Each Director may be paid his reasonable travelling, hotel and other expenses incurred in attending and returning from meetings of the Directors or any committee of the Directors or of the Company or of the holders of any class of shares or debentures of the Company or otherwise in connection with the business of the Company. The Articles do not permit a Director to vote on, or be counted in the quorum in relation to, any resolution of the Board concerning his own appointment.
- 3.7.6 Each Director shall have the power at any time to appoint as an alternate Director either (i) another Director or (ii) any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. The Company may by special resolution remove a director before the expiration of his period of office.

- 3.7.7 Each Director shall retire from office at the third annual general meeting after the annual general meeting at which he or she was last elected. A retiring Director shall be eligible for re-election.
- 3.7.8 The Directors may exercise all the powers of the Company to give or award pensions, annuities, gratuities or other retirement, superannuation, death or disability allowances or benefits to, *inter alia*, any Directors, ex directors, employees or ex employees of the Company or of any subsidiary undertaking or parent undertaking of the Company or to the wives, widows, children, other relations and dependants of any such person and may establish, maintain, support, subscribe to and contribute to all kinds of schemes, trusts and funds for the benefit of any such persons.
- 3.8 *Borrowing powers*
- The Directors may, save as the Articles otherwise provide, exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital (present and future), or any part thereof and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. The Directors shall restrict the borrowings of the Company so as to secure that the aggregate principal amount from time to time outstanding on all borrowings shall not at any time without the previous sanction of an ordinary resolution of the Company exceed an amount equal to the adjusted capital and reserves.
- 3.9 *Disclosure of interests in Shares*
- 3.9.1 The Directors may serve notice on any member or on any person appearing to the Directors to be interested in any shares requiring that person to disclose to the Company the identity of any person (other than the member) who has an interest in the shares held by the member and the nature of such interest. Any such notice shall require any information in response to such notice to be given within 14 days.
- 3.9.2 If any person is in default in supplying to the Company the information required by the Company within the prescribed period set out in paragraph 3.9.1 above, the Directors in their discretion may, subject to the Act, by notice to the relevant member, suspend voting and/or dividend rights for a period of up to one year. Any dividends declared and paid in such period on the relevant shares will be retained by the Company (without interest), until the default is rectified.
- 3.10 *Dividends and Distributions on Liquidation to Shareholders*
- 3.10.1 The Company may by ordinary resolution declare dividends but no dividend shall exceed the amount recommended by the Directors. Subject to the Act and any priority, preference or special rights, all dividends shall be declared and paid according to the amounts paid up on the shares and shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid.
- 3.10.2 Subject to the provisions of the Act, the Directors may pay such interim dividends as they think fit and may pay the fixed dividends payable on any shares of the Company quarterly or otherwise on fixed dates.
- 3.10.3 The Directors may, with the sanction of an ordinary resolution of the Company in general meeting, offer the holders of shares the right to elect to receive new shares credited as fully paid instead of cash in respect of the whole or part of any dividend, or interests in any other body corporate or other specific assets.
- 3.10.4 Any dividend unclaimed for a period of six years after it became due for payment shall be forfeited and shall revert to the Company.
- 3.10.5 If the Directors act in good faith, they shall not be liable to holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.
- 3.10.6 The Board may deduct from dividends the amounts due on shares.

### 3.11 *Redemption*

3.11.1 Any share may be issued which is or is to be liable to be redeemed at the option of the Company or the holder, and the Board may determine the terms, conditions and manner of redemption of any such share.

3.11.2 In the event that rights and restrictions attaching to shares are determined by the Directors pursuant to paragraph 3.11.1 above, those rights and restrictions shall apply, in particular in place of any rights or restrictions which would otherwise apply by virtue of the Act in the absence of any provisions in the Articles, as if those rights and restrictions were set out in the Articles.

### 3.12 *Winding Up*

The Company may be voluntarily wound up at any time by special resolution. On a winding up, the surplus assets remaining after payment of all creditors, including the repayment of bank borrowings, shall be divided amongst Shareholders *pro rata*, according to the rights attached to the shares.

### 3.13 *Untraceable Shareholders*

The Company may sell any shares in the Company on behalf of the holder of, or a person entitled by transmission to, the shares by instructing a member of the London Stock Exchange to sell them at best if:

- (i) the shares have been in issue throughout the qualifying period and at least three cash dividends have become payable during the qualifying period;
- (ii) no cash dividend payable of the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to, the shares at any time during the relevant period;
- (iii) so far as any Director of the Company at the end of the relevant period is then aware, the Company has not at any time during the relevant period received any communication from the holder of, or person entitled by transmission to, the shares; and
- (iv) the Company has caused two advertisements to be published, one in a daily newspaper with national circulation and the other in a newspaper circulating in the area of the address of the holder of, or person entitled by transmission to, the shares shown in the register, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or the last of the two advertisements to be published if they are published on different dates.

## **4. Directors and their interests**

4.1 The aggregate remuneration that was paid and the benefits in kind that were granted to the Directors by the Company in respect of the last accounting period ended 30 September 2014 was £106,333. The total salary and fees granted to the Directors will not be varied as a consequence of the Issues. Each Director is also entitled to reimbursement of their reasonable expenses. There are no commission or profit sharing arrangements between the Company and the Directors. Similarly, none of the Directors is entitled to pension, retirement or similar benefits.

4.2 No Director has a service contract with the Company, nor are any such contracts proposed. The Directors were appointed as non-executive directors on the basis of standard terms and conditions of appointment which state that their appointment and any subsequent termination or retirement shall be subject to one month's written notice from either party and otherwise to the Articles. The Directors' appointments can be terminated in accordance with the Articles and without compensation. There is no notice period specified in the Articles for the removal of Directors. The standard terms and conditions of appointment and the Articles together provide that the office of Director (including the appointment of the Chairman) shall be terminated by, among other things: (a) written resignation; (b) a majority decision of the Board at its discretion

upon one month's written notice; and (c) by a special resolution of the Company. Each Director is entitled to an annual fee at a rate determined from time to time by the remuneration committee of the Board. The annual fees paid to the Directors since 1 October 2011 have been: Rodney Dennis (Chairman) £30,000, Alexander Comba (Audit Committee Chairman) £24,000, and each of Alain Dromer and Michael Firth £21,000.

- 4.3 No Director has or has had any direct or indirect interest in any transaction which is or was unusual in its nature or conditions or which is or was significant to the business of the Company and which was effected by the Company since its date of incorporation.
- 4.4 No loan or guarantee has been granted or provided by the Company for the benefit of any Director.
- 4.5 The Company maintains directors' and officers' liability insurance on behalf of the Directors at the expense of the Company.
- 4.6 The Company has entered into deeds of indemnity in favour of each of the Directors to the extent permitted by law.
- 4.7 The interests of the Directors in the share capital of the Company at the date of this document, all of which are beneficial, are set out below beside their names below:

<i>Director</i>	<i>Ordinary shares of 50p each</i>
Rodney Dennis	7,515
Alexander Comba	5,000
Alain Dromer	2,200
Michael Firth	2,500

- 4.8 Details of those companies (other than the Company and subsidiaries of the companies disclosed below) and partnerships of which the Directors have been a member of the administrative, management or supervisory body or a partner at any time during the five years immediately preceding the date of this document are as follows:

- (i) Rodney Dennis
- Current Directorships*  
None
- Previous Directorships*  
CCLA Investment Management Limited  
Century Life Assurance Company Limited  
DSG Pension Trustees Limited  
National Australia Bank Pension Trustee (UK) Limited
- (ii) Alexander Comba
- Current Directorships*  
Briggs Amasco Limited  
Capper Engineering Services Limited (proposal to strike off)  
Vinci Pensions Limited  
Norwest Holst Civil Engineering Limited  
Norwest Computer Services Limited  
Norwest Holst Group Administration Limited
- Previous Directorships*  
Vinci plc
- (iii) Alain Dromer
- Current Directorships*  
Moody's Investors Service EMEA Limited  
Moody's Investors Service Limited  
Santander UK Group Holdings plc  
Santander UK plc
- Previous Directorships*  
Ad Rem Capital H Limited  
Aviva plc  
The Investment Management Association  
The Association of British Insurance

(iv)	Michael Firth	Current Directorships None <i>Previous Directorships</i> Communis plc Network Rail Infrastructure Limited Network Rail Limited
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4.9 Save as disclosed above for the subsidiaries of companies listed above, none of the Directors has in the five years preceding the date of this document been a director, or a member of the administrative, management or supervisory body, of any company or a partner in any partnership

4.10 Further details of each Director's relevant experience can be found in Part 2 of this document.

4.11 As at the date of this document, other than as set out below in paragraph 4.12, none of the Directors:

- (i) has any convictions in relation to fraudulent offences for at least the previous five years;
- (ii) has been, in at least the previous five years, the subject of any bankruptcies, receiverships or liquidations when acting in the capacity of a member of the administrative, management or supervisory body of the companies and/or in the capacity of a partner of the partnerships referred to in paragraph 4.8 above save as disclosed in paragraph 4.12 of this Part 6; or
- (iii) has been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

4.12 Alexander Comba was a director of the following companies, all of which were placed into members' voluntary liquidation within the past five years:

- (i) Centaur Construction Company Limited;
- (ii) Crispin & Borst Developments Limited;
- (iii) Ecos Environmental Limited;
- (iv) Holst Facilities Management Limited;
- (v) Kitson's Insulation Contractors Limited;
- (vi) Norwest Holst Engineering Limited;
- (vii) Norwest Holst International Limited;
- (viii) Norwest Holst Nominees Limited;
- (ix) Pension Infrastructure Investors Limited;
- (x) Roberts & Sloss Limited; and
- (xi) SMD (Astral House) Limited.

4.13 There are no potential conflicts of interest between any duties of the Directors to the Company and their private interests and/or other duties. There are no arrangements or undertakings with any major Shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or a member of any committee of the Board. All of the Directors are independent of the Investment Manager and any other company in the same group of companies as the Investment Manager.

## 5. Substantial Share Interests

- 5.1 Save as set out below, as at 31 August 2015 (being the latest practicable date prior to the publication of this document), in so far as is known to the Company, no person is, directly or indirectly interested in three per cent. or more of the Company's capital:

<i>Registered shareholder</i>	<i>No. of Shares</i>	<i>% as at 31 August 2015</i>
Investec Wealth Management	2,082,804	10.49
HSOL	1,289,384	6.50
Hargreaves Landsdown	1,263,174	6.36
Charles Stanley	910,504	4.59
Rathbones	907,589	4.57
Brewin Dolphin	871,511	4.39
Alliance Trust Savings	731,063	3.68
Smith & Williamson	718,671	3.42
F&C Asset Management	673,329	3.39

- 5.2 There are no different voting rights for any Shareholder, save those which derive from the Articles.
- 5.3 The Company is not aware of any person who directly or indirectly, jointly or severally, exercises or, immediately following the Issues, could exercise control over the Company.

## 6. Material contracts

The following are all of the material contracts, other than contracts entered into in the ordinary course of business, that have been entered into by the Company within two years preceding the date of the publication of this document and any other contract, not being a contract entered into in the ordinary course of business, that have been entered into by the Company which contain any provisions under which the Company has any obligation or entitlement which is material to the Company as at the date of this document.

### 6.1 *Management Agreement*

The Management Agreement became effective on 22 July 2014 (as amended on 9 December 2014) between the Company and the Investment Manager whereby the Investment Manager is appointed to act as AIFM and investment manager of the Company, to manage the investments of the Company in accordance with the investment policy and to implement the borrowing policy from time to time approved by the Directors, as well as to provide company secretarial and administration services to the Company. Under the terms of the Management Agreement, subject to the overall supervision of the Directors, the Investment Manager has complete discretion to buy, sell, retain, exchange or otherwise deal in investments for the account of the Company.

As at the date of this document, the Investment Manager is entitled to a base management fee, calculated monthly and payable quarterly in arrears, at an annual rate of 0.65 per cent. per annum of the Company's net assets.

The Investment Manager is also entitled to a performance fee, calculated at the end of the Company's financial year, if the Company's NAV percentage increase over the year is greater than the percentage increase in the benchmark index (the FTSE World Europe ex UK Index in Sterling terms on a total return basis), plus a hurdle of 1 per cent. In such an event the Investment Manager is entitled to 15 per cent. of the NAV outperformance of the benchmark index above the hurdle (excluding the effect of share buybacks, allotments or sales from treasury), subject to the maximum amount payable in any one year in respect of the base management fee and the performance fee being 1.3 per cent. of the Company's net assets at the year end. Underperformance is carried forward and must be made up before any further performance fee can be paid. Any excess performance is carried forward and can be set against underperformance but not used to earn or enhance a performance fee payment.

The performance fee accrues daily, and is calculated by the Investment Manager at the end of the Company's financial year, and, while the Management Agreement is still in force, becomes

payable 28 days after the approval by the Directors of the Company's annual report and accounts. The Investment Manager is also entitled to reimbursement of reasonable expenses incurred by it in connection with its duties.

The Investment Manager may delegate the exercise of any or all of its powers under the Management Agreement to Henderson Global Investors Limited, and may, with the Board's consent, delegate the provision of investment management and other services to a third party but will remain liable for the acts of any such third party and will be responsible for their remuneration. The Management Agreement contains provisions under which the Company exempts the Investment Manager from all liabilities and indemnifies the Investment Manager against all liabilities suffered by the Investment Manager in carrying out its duties except where due to the negligence, wilful default, dishonesty or fraud of the Investment Manager and permits the Investment Manager and its associates to deal with parties other than the Company.

The Management Agreement is terminable by the Company giving the Investment Manager not less than six months' written notice. Termination shall be without prejudice to the completion of any transactions already initiated and shall be without any penalty or other additional payment save that the Company shall be obliged to pay the accrued contractual fees and charges due to the Investment Manager and any reasonable expenses of the Investment Manager in terminating the agreement.

The warranties and indemnities given by the Company pursuant to the terms of the Management Agreement are usual for an agreement of this nature.

As required by the Management Agreement, the Investment Manager maintains a professional indemnity insurance policy. The policy provides cover against claims up to £50 million arising from professional negligence.

## 6.2 *Depositary Agreement*

The Depositary Agreement which became effective on 22 July 2014 between the Company and the Depositary pursuant to which the Company appoints the Depositary to act as custodian of the Company's investments, cash and other assets and to accept responsibility for the safekeeping of the assets of the Company which are delivered to and accepted by the Depositary or any of its delegates. The Depositary Agreement may be terminated by either the Company or the Depositary giving to the other not less than six months written notice, provided that the Depositary Agreement will not terminate until a replacement depositary is appointed, or earlier in the event of breach.

The Depositary is entitled to receive a fee comprising an annual fixed depositary fee of £20,000 plus 0.75 basis points on the value of the Company's assets, without limit on fund size. Further custody charges are payable which are variable depending on the jurisdiction. The Depositary is authorised to deduct its fees, costs, charges, expenses, disbursements and any other amounts due under the Depositary Agreement by direct debit without notice. Upon termination the Depositary will be entitled to receive all fees and other monies accrued to the date of termination but is not entitled to compensation in respect of such termination.

Under the Depositary Agreement the Company has agreed to indemnify the Depositary (for itself and as trustee for each of its branches and subsidiaries and for the directors, officers and employees of the Depositary and each of its branches and subsidiaries) and any of its delegates from and against any and all losses of any kind or nature arising directly or indirectly out of the performance of the services under the Depositary Agreement other than losses which result from the negligence, wilful default or fraud of the Depositary or any of its branches or subsidiaries or of any sub-custodian.

## 6.3 *Registrar Agreement*

The Registrar Agreement dated 23 November and 4 December 2012 is between the Company and the Registrar pursuant to which the Company appoints the Registrar as registrar and the Registrar agrees to provide the Company with registrar services. The Registrar is entitled to receive a fixed annual fee of £33,000. Under the Registrar Agreement, the Company has agreed to indemnify the Registrar from and against all loss whatsoever or howsoever arising, suffered or

incurred directly or indirectly by the Registrar as a result of, or in connection with the performance by the Registrar of its obligations under the Registrar Agreement. Either party may terminate the Registrar Agreement by giving written notice to the other party if the other party is in persistent or in material breach of any term of the Registrar Agreement or experiences an insolvency event or ceases to have the appropriate authorisation to conduct its business.

#### 6.4 *Overdraft Facility Agreement*

The uncommitted multi-currency overdraft Facility Agreement is between the Company and the Custodian originally dated 24 March 2011, as amended and restated on 18 July 2014 and as amended on 18 September 2015. Pursuant to the Facility Agreement the Custodian makes available to the Company a multi-currency overdraft facility in an aggregate amount equal to the lesser of: (i) £46.8 million; and (ii) 25 per cent. of the market value in GBP of the assets held in custody by the Custodian pursuant to the Depositary Agreement from time to time as determined by the Custodian. Under the Facility Agreement the Company pays the Custodian an arrangement fee of £20,000 per annum. Interest is charged monthly in arrears on the amount of the facility outstanding at the Custodian's fluctuating base rate plus a margin of 1.25 per cent. per annum. The facility is secured over (i) all debt owed by the Custodian to the Company represented by the credit balances from time to time on the cash accounts held in the name of the Company with the Custodian; and (ii) the Company's beneficial interest in all securities held (whether by clearance system or otherwise) by, to the order, for the account or under the control or direction of, the Custodian pursuant to the Depositary Agreement.

### 7. **Related party transactions**

Save as described below, the Company has not entered into any related party transaction (as defined in the standards adopted according to the Regulation (EC) No 1606/2002) at the time during the three financial periods ended 30 September 2012, 30 September 2013 and 30 September 2014 in respect of which the Company has published statutory accounts, the two six month periods to 31 March 2013 and 31 March 2014 in respect of which the Company has published an interim report, or during the period from 1 October 2014 to 17 September 2015 (being the latest practicable date prior to publication of this document) with the exception of:

- (i) the Management Agreement (described in paragraph 6.1 of this Part 6); and
- (ii) the deeds of indemnity entered into by the Company with the Directors (described in paragraph 4.6 of this Part 6).

### 8. **General**

- 8.1 There are no governmental, legal or arbitration proceedings (including, in so far as the Company is aware, any governmental, legal or arbitration proceedings which are pending or threatened) which may have, or have had in the previous 12 months, a significant effect on the Company or the Company's financial position or profitability.
- 8.2 The Company does not have any employees nor does it own any premises.
- 8.3 Dickson Minto W.S. has given and not withdrawn its written consent to the issue of this document with inclusion therein of its name in the form and context in which they are included.
- 8.4 The Investment Manager is or may be a promoter of the Company. No amount or benefit has been paid, or given, to the promoter or any of its subsidiaries since the incorporation of the Company and none is intended to be paid, or given. The Investment Manager is considered to be a founder of the Company.
- 8.5 Certain information in this document has been sourced from third parties. Such information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 8.6 As at 17 September 2015 (being the latest practicable date prior to the date of this document), there have been no public takeover bids by third parties in respect of the Company's share capital since incorporation. As a company incorporated in England and Wales with shares admitted to

trading on the London Stock Exchange, the Company will be subject to the provisions of the Takeover Code.

## **9. Investment restrictions**

In addition to those restrictions set out in Part 1 of this document and in accordance with the requirements of the Listing Rules, the Company complies with the investment restrictions set out below and will continue to do so for as long as they remain requirements of the UK Listing Authority:

- as required under Listing Rule 15.4.2, the Company will at all times invest and manage its assets in a way which is consistent with its objective of spreading investment risk and in accordance with its published investment policy as set out on in Part 1 of this document;
- in accordance with Listing Rule 15.2.3A, the Company (and its subsidiary undertaking) will not conduct any trading activity which is significant in the context of its group as a whole, but this rule does not prevent any businesses which may form part of the Company's investment portfolio from conducting trading activities themselves; and
- in addition, in order to comply with Listing Rule 15.2.5, the Company will not invest more than 10 per cent., in aggregate, of the value of its total assets (calculated at the time of any relevant investment) in other closed-ended investment funds admitted to the Official List (save to the extent that those closed-ended investment funds have stated investment policies to invest no more than 15 per cent. of their gross assets in such other closed-ended investment funds).

In the event of any material breach of the Company's investment policy or the investment restrictions applicable to the Company, Shareholders will be informed of the actions to be taken by the Company and/or the Investment Manager (at the time of such breach) through an announcement via a Regulatory Information Service.

## **10. Mandatory bids, squeeze-out and sell-out rules**

### **10.1 *Mandatory bids***

The Takeover Code is issued and administered by the Panel on Takeovers and Mergers. The Panel has been designated as the supervisory authority to carry out certain regulatory functions in relation to takeovers pursuant to the Takeovers Directive. Following the implementation of the Takeovers Directive, the rules set out in the Takeover Code which are derived from the Takeovers Directive now have a statutory basis.

The Takeover Code applies to all takeover and merger transactions, however effected, where the offeree company has its registered office in the UK, the Isle of Man or the Channel Islands if the company has its securities admitted to trading on a regulated market in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man. The Takeover Code therefore applies to the Company. Under Rule 9 of the Takeover Code, where (a) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carries 30 per cent. or more of the voting rights of a company subject to the Takeover Code, or (b) any person who, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. but not more than 50 per cent. of the voting rights of such a company, if such person, or any person acting in concert with him acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Panel, he, and any person acting in concert with him, must make a general offer in cash to the other shareholders to acquire the balance of the shares not held by him and his concert party.

An offer under Rule 9 of the Takeover Code must be in cash and at the highest price paid within the preceding 12 months for any shares in the company by the person required to make the offer or any person acting in concert with him.

## 10.2 *Squeeze-out rules*

Under the Act, if a person who has made a general offer to acquire shares in the Company (the “**Offeror**”) were to acquire, or contract to acquire, 90 per cent. of the shares which are the subject of such offer within four months of making its offer, the Offeror could then compulsorily acquire the remaining 10 per cent. The Offeror would do so by sending a notice to outstanding shareholders telling them that the Offeror will compulsorily acquire their shares and then, six weeks later, executing a transfer of the outstanding shares in the Offeror’s favour and paying the consideration to the Company, which would hold the consideration on trust for outstanding shareholders. The consideration offered to those shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the general offer.

## 10.3 *Sell-out rules*

10.3.1 The Act gives minority shareholders a right to be bought out in certain circumstances by a person who has made a general offer as described in paragraph 10.1 of this Part 6. If, at any time before the end of the period within which the general offer can be accepted, the Offeror holds or has agreed to acquire not less than 90 per cent. of the shares in the Company, any holder of the shares to which the general offer relates who has not accepted the general offer can, by a written communication to the Offeror, require it to acquire that holder’s shares.

10.3.2 The Offeror is required to give each shareholder notice of his right to be bought out within one month of that right arising. The Offeror may impose a time limit on the rights of minority shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a shareholder exercises his rights, the Offeror is entitled and bound to acquire those

## 11. **Disclosure requirements and notification of interest in shares**

11.1 Under Chapter 5 of the Disclosure and Transparency Rules, subject to certain limited exceptions, a person must notify the Company (and, at the same time, the FCA) of the percentage of voting rights he holds (within two trading days) if he acquires or disposes of shares in the Company to which voting rights are attached and if, as a result of the acquisition or disposal, the percentage of voting rights which he holds as a shareholder (or, in certain cases, which he holds indirectly) or through his direct or indirect holdings of certain types of financial instruments (or a combination of such holdings):

- (i) reaches, exceeds or falls below five per cent. of each one per cent. threshold thereafter; or
- (ii) reaches, exceeds or falls below an applicable threshold in paragraph 11.1(i) of this Part 6 as a result of events changing the breakdown of voting rights and on the basis of the total voting rights notified to the market by the Company.

11.2 The FCA may take enforcement action against a person holding voting rights who has not complied with Chapter 5 of the Disclosure and Transparency Rules.

11.3 A notification must be made using the prescribed form TR1 available from the FCA’s website at <http://www.fca.gov.uk>. Under the Disclosure and Transparency Rules, the Company must announce the notification to the public as soon as possible and in any event by not later than the end of the trading day following receipt of a notification in relation to voting rights.

## 12. **Restrictions on transfer**

### 12.1 *General*

The distribution of this document and offer of Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions, including those in paragraph 12.2 of this Part 6. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdiction.

## 12.2 *European Economic Area*

12.2.1 In relation to each of the EEA States (other than the UK) which has implemented the Prospectus Directive (each, a “**relevant member state**”), with effect from and including the date on which the Prospectus Directive was implemented in that relevant member state (the “**relevant implementation date**”) no Shares have been offered or will be offered pursuant to an offer to the public in that relevant member state, except that with effect from and including the relevant implementation date, offers of Shares may be made to the public in that relevant member state at any time:

- (i) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (ii) to any legal entity which has two or more of (a) an average of at least 250 employees during the last financial year; (b) a total balance sheet of more than €43 million; and (c) an annual net turnover of more than €50 million as shown in its annual or consolidated accounts; or
- (iii) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive,

provided that no such offer of Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or any measure implementing the Prospectus Directive in a relevant member state.

12.2.2 For the purpose of the expression an “offer of any Shares to the public” in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the issue of any Shares, so as to enable a potential investor to decide to purchase or subscribe for the Shares, as the same may be varied in that relevant member state by any measure implementing the Prospectus Directive in that relevant member state.

## 13. **Documents available for inspection**

13.1 Copies of the following documents are available for inspection, and copies of them may be obtained, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, 201 Bishopsgate, London EC2M 3AE and at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW until 22 September 2016:

- (i) the articles of association of the Company;
- (ii) the annual reports and accounts of the Company for the three financial years up to and including 30 September 2014 as well as the half yearly reports and accounts for the period to 31 March 2014 and 31 March 2015;
- (iii) the consent letter referred to in paragraph 8.3 above; and
- (iv) this document.

13.2 The register of members of the Company is kept, and may be inspected, at the offices of Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

## 14. **Availability of Prospectus**

This Prospectus is available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and, until 22 September 2016, copies are available for collection, free of charge, from the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW and from the registered office of the Company, 201 Bishopsgate, London EC2M 3AE.

**22 September 2015**