



ST. JAMES'S PLACE UNIT TRUSTS

NURS PROSPECTUS

(SCHEME PARTICULARS)

Prepared in accordance with the Collective Investment Schemes Sourcebook

26 February 2024

SCHEMES MANAGED BY

ST. JAMES'S PLACE UNIT TRUST GROUP LIMITED

PROSPECTUS

PREPARED IN ACCORDANCE WITH THE FCA'S
COLLECTIVE INVESTMENT SCHEME SOURCEBOOK

IN RELATION TO

NON-UCITS RETAIL SCHEMES

ST. JAMES'S PLACE GLOBAL GROWTH UNIT TRUST
ST. JAMES'S PLACE GLOBAL ABSOLUTE RETURN UNIT TRUST

The information contained in this Prospectus was current at the date shown below. Any person relying on this information should check with St. James's Place Unit Trust Group Limited that this document is the most current version and that no revisions have been made nor corrections published to the information contained in this Prospectus since the date shown.

This document is important and you should read all the information contained in it carefully. If you are in any doubt as to the meaning of any information contained in the document, you should consult either your St. James's Place Partner or call the Client Helpline number.

Copies of this document, which constitutes the Prospectus relating to the above unit trusts, have been sent to the Financial Conduct Authority and to the Trustee in accordance with the Collective Investment Scheme Sourcebook.

This Prospectus is dated and valid as at **26 February 2024**.

DIRECTORY

Manager

St. James's Place Unit Trust Group Limited
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Gloucestershire
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Administration Centre

SS&C Financial Services Europe Limited
PO Box 9034
Chelmsford
CM99 2XA

Trustee

NatWest Trustee and Depositary Services Limited
House A, Floor 0
Gogarburn
175 Glasgow Road
Edinburgh
EH12 1HQ

Custodian

State Street Bank and Trust Company
20 Churchill Place
Canary Wharf
London
E14 5HJ

Solicitors

Burges Salmon LLP
One Glass Wharf
Bristol
BS2 0ZX

Auditors

Pricewaterhouse Coopers LLP
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Registrar

SS&C Financial Services Europe Limited
SS&C House
St. Nicholas Lane
Basildon
Essex
SS15 5FS

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DEFINITIONS

"Act"	the Financial Services and Markets Act 2000 as amended, replaced, extended or re-enacted from time to time;
"Business Day"	Monday to Friday excluding UK public and bank holidays or any day on which the London Stock Exchange is not open for the normal full duration of its trading hours;
"Cancellation Rules"	the rules contained in the FCA's Handbook of Rules and Guidance (as amended from time to time) relating to the right, where applicable, to cancel a purchase of Units in a Scheme;
"Custodian"	State Street Bank and Trust Company;
"Depositary Agreement"	the agreement entered into between the Manager and the Trustee in respect of the provision of trustee and depositary services for the funds managed by the Manager and dated 30 November 2018;
"EEA UCITS Scheme"	a collective investment scheme established in accordance with the UCITS Directive in an EEA State;
"EU"	the European Union established by the Treaty on European Union signed at Maastricht on 07 February 1992 (as amended);
"EUWA"	the European Union (Withdrawal) Act 2018;
"FATCA"	the provisions, enacted in the US, commonly known as the Foreign Account Tax Compliance Act enacted on 18 March 2010 (as amended, consolidated or supplemented from time to time) including any regulations issued pursuant to it;
"FCA"	Financial Conduct Authority of 12 Endeavour Square, London E20 1JN and any successor entity;
"FCA Handbook"	the FCA's Handbook of Rules and Guidance (as amended from time to time);
"ISA"	Individual Savings Account;
"Manager"	St. James's Place Unit Trust Group Limited;
"Non-UCITS Retail Scheme"	means a fund authorised by the FCA which may be marketed to the general public in the UK but which do not comply with all the conditions necessary to be a UCITS Scheme;
"Registrar"	SS&C Financial Services Europe Limited;
"Regulations" or "COLL"	the rules and directions contained in the Collective Investment Scheme Sourcebook as amended, replaced, extended or re-enacted from time to time;

"Schemes"	the unit trusts managed by the Manager as listed in Appendix 1 and "Scheme" means any one of the Schemes;
"SFT Regulations or SFTR"	the UK version of Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012, which is part of UK law by virtue of EUWA;
"Specified US Person"	a Unitholder who falls within the definition of a "Specified US Person" for the purposes of FATCA;
"St. James's Place Partners"	Appointed Representatives of the St. James's Place Group who advise, inter alia, in relation to St. James's Place investment products;
"Trust Deeds"	the respective Trust Deeds constituting the Schemes as respectively amended by any supplemental deeds and "Trust Deed" shall mean any of the Trust Deeds;
"Trustee"	NatWest Trustee and Depositary Services Limited;
"UCITS"	a UCITS Scheme or an EEA UCITS Scheme;
"UCITS Directive"	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (as amended from time to time);
"UCITS Scheme"	a UK UCITS;
"UK UCITS"	a fund authorised by the FCA with the sole object of collective investment of capital raised from the public in transferable securities or other specified liquid financial assets, operating on the principle of risk-spreading, with units which can be repurchased or redeemed on request, either directly or indirectly, out of the assets of the fund;
"Unit"	an income or an accumulation unit in a Scheme as set out in Appendix 1 and "Units" shall be construed accordingly;
"Unitholder"	a holder of Units.

1 CONSTITUTION OF THE SCHEMES

Each Scheme is a unit trust authorised by the FCA under Section 243 of the Act. Details relating to the constitution of each Scheme are contained in Appendix 1. Each Scheme is a Non-UCITS Retail Scheme. Unitholders are not liable for the debts of the Schemes.

The Schemes are governed by the Regulations, each Scheme's Trust Deed and this Prospectus.

Investment in Units in the Schemes is subject to the governing Laws of England and Wales.

The base currency of each Scheme is UK pounds sterling.

2 THE MANAGER

The Manager of the Schemes is St. James's Place Unit Trust Group Limited, a company with limited liability incorporated in England and Wales on 10 February 1969 under number 947644 whose registered and head office is at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP. Unit trust administration is carried out on behalf of the Manager by SS&C Financial Services Europe Limited at SS&C House, Saint Nicholas Lane, Basildon, Essex, SS15 5FS. The Manager is a member of the St. James's Place plc group of companies whose ultimate holding company is St. James's Place plc, a company incorporated in England and Wales (the "Group"). The issued share capital of the Manager is £2,000,000, which is fully paid up.

The Manager is authorised and regulated by the FCA.

The Manager seeks to ensure the fair and equitable treatment of Unitholders by complying with the Regulations, each Scheme's Trust deed and this Prospectus. The Manager employs a variety of management information to monitor both its own and its delegates' activities, as set out in Sections 4, 6 and 7 below, to ensure that the Schemes perform in accordance with expectations and that Unitholders receive service and information of an acceptable standard.

The Manager is required to cover the professional liability risks of loss or damage caused by a relevant person through the negligent performance of activities in respect of the Schemes. The Manager meets this requirement by the holding at all times of additional capital reserves at least equal to 0.01% of the value of the Schemes.

The Manager is also the authorised fund manager of the authorised unit trusts listed in Appendix 5.

The directors of the Manager are at present:

Mr. T. C. Beal	Director and Chief Executive of St. James's Place Unit Trust Group Limited
Mr. C. G. Gentle	Director of St. James's Place Unit Trust Group Limited and Chief Financial Officer of St. James's Place plc.
Ms. E. K. Griffin	Non-Executive Director of St. James's Place Unit Trust Group Limited
Mrs. D. Hyams	Non-Executive Director of St. James's Place Unit Trust Group Limited

Ms. S. A. Nicoll OBE

Chair and Non – Executive Director of St. James’s Place Unit Trust Group Limited

Ms. E. K. Griffin is a Non-Executive Director and Chair of the Investment Committee of Industrial Alliance Financial Group and Non-Executive Director of Claridge Inc, both external Canadian financial services firms. She is also a Non-Executive Director of Solotech Inc, a non-financial services firm.

None of the other directors listed above have any significant business interests, other than with companies within the Group.

3 THE TRUSTEE

The Trustee

NatWest Trustee and Depositary Services Limited is the Trustee of the Schemes.

The Trustee is incorporated in England as a private limited company. The ultimate holding company of the Trustee is NatWest Group plc, which is incorporated in Scotland. The principal business activity of the Trustee is provision of trustee and depositary services.

The registered office of the Trustee is 250 Bishopsgate, London EC2M 4AA, and the principal place of business is House A, Floor 0, Gogarburn, 175 Glasgow Road, Edinburgh EH12 1HQ.

Duties of the Trustee

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

Conflicts of Interest

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

It is possible that the Trustee and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Schemes and/or other funds managed by the Manager or other funds for which the Trustee acts as the depositary, trustee or custodian. The Trustee will, however, have regard in such event to its obligations under the Depositary Agreement and the FCA Handbook and, in particular, will use reasonable endeavours to ensure that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of Unitholders collectively so far as practicable, having regard to its obligations to other clients.

Nevertheless, as the Trustee operates independently from the Unitholders, the Manager and its associated suppliers and the Custodian, the Trustee does not anticipate any conflicts of interest with any of the aforementioned parties.

Delegation of Safekeeping Functions

The Trustee is permitted to delegate (and authorise its delegate to sub-delegate) the safekeeping of scheme property.

The Trustee has delegated safekeeping of the scheme property to the Custodian. In turn, the Custodian has delegated the custody of assets in certain markets in which the Schemes may invest to various sub-delegates ("**sub-custodians**").

Terms of Appointment

The Trustee was appointed as the trustee of the Schemes by virtue of the Trust Deeds and is authorised by the FCA to act as depositary of an authorised unit trust.

The Trustee was appointed as depositary under the Depositary Agreement dated 30 November 2018 between the Manager and the Trustee. Under the Depositary Agreement, the Trustee is free to render similar services to others and the Trustee and the Manager are subject to a duty not to disclose confidential information.

The powers, duties, rights and obligations of the Trustee and the Manager under the Depositary Agreement shall, to the extent of any conflict, be overridden by the FCA Handbook.

Under the Depositary Agreement the Trustee will be liable for any loss of financial instruments held in custody or for any liabilities incurred as a result of the Trustee's negligent or intentional failure to fulfil its obligations.

However, the Depositary Agreement excludes the Trustee from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations.

It also provides that the Trustee will be entitled to an indemnity from the scheme property for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.

The Depositary Agreement may be terminated on 6 months' notice by the Manager or the Trustee or earlier on certain breaches or the insolvency of a party. However, termination of the Depositary Agreement will not take effect, nor may the Trustee retire voluntarily, until the appointment of a new depositary.

Details of the fees payable to the Trustee are given in section 14 "***Charges and Expenses***".

4 THE REGISTRAR

The Registrar of the Schemes is SS&C Financial Services Europe Limited, which maintains the register of Unitholders (the "**Register**"). The Register may be inspected at SS&C House, St. Nicholas Lane, Basildon Essex SS15 5FS, on any Business Day between 9.30 a.m. and 5.00 p.m. Unitholders (and their representatives) are also entitled to contact the Registrar at the address above to request a copy of their entry on the Register, free of charge.

5 THE AUDITOR

The Auditor of the Schemes is PricewaterhouseCoopers LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX.

6 THE INVESTMENT ADVISERS

St. James's Place Global Growth Unit Trust

The investment advisers to the Scheme are:

(1) Sands Capital Management, LLC ("**Sands**"), which is authorised and regulated by the U.S Securities and Exchange Commission. Sands has its registered office at 1000 Wilson Blvd, Suite 3000, Arlington VA 22209, U.S.A.

(2) EdgePoint Investment Group Inc ("**EdgePoint**") which is authorised and regulated by the Ontario Securities Commission. EdgePoint has its registered office at 150 Bloor Street West, Suite 500, Toronto, Ontario M5S 2X9, Canada.

(3) Artisan Partners Limited Partnership ("**Artisan**") which is authorised and regulated by the US Securities and Exchange Commission. Artisan has its registered office at 875 East Wisconsin Avenue, Suite 800, Milwaukee, Wisconsin, 53202, U.S.A.

(4) Axiom Investors LLC ("**Axiom**"), which is authorised and regulated by the US Securities and Exchange Commission. Axiom has its registered office at 33 Benedict Place, Greenwich, CT 06830.

(5) WCM Investment Management, LLC ("**WCM**"), which is authorised and regulated by the US Securities and Exchange Commission. WCM has its registered office at 281 Brooks St, Laguna Beach, CA 92651, U.S.A.

The investment advisers have been appointed to act as discretionary investment advisers to the Scheme under separate agreements between the Manager and each investment adviser. The investment advisers' principal activity is the provision of investment management services.

Where an investment adviser invests all or part of its allocation of the portfolio in an underlying collective investment scheme from which it directly receives an Investment Adviser Fee, no investment adviser fee will be paid by the Scheme in respect of the value of that holding. The investment advisers are not entitled to any commission in respect of any deal on behalf of the Scheme.

Each of Sands, EdgePoint, Artisan, Axiom, and WCM will exercise their responsibilities over a segmented portfolio of the property of the Scheme. Subscriptions to the Scheme will be allocated to the segmented portfolios at the discretion of the Manager; all withdrawals and switches out from the Scheme will be taken from the segmented portfolios at the discretion of the Manager. The Manager reserves the right at any time to re-allocate a proportion of the value of any segmented portfolio.

The agreements may be terminated by 3 months' notice by EdgePoint, by 6 months' notice by Sands, Artisan, Axiom and WCM, or with immediate effect by the Manager. The Manager may terminate the agreements with immediate effect in the interests of Unitholders.

St. James's Place Global Absolute Return Unit Trust

The investment advisers to the above Scheme are:

(1) Payden & Rygel ("P&R") which is authorised to provide investment advisory services by virtue of its registration with the U.S. Securities and Exchange Commission. P&R has its registered office and head office is at 333 South Grand Avenue, Suite 3200, Los Angeles, California, U.S.A. 90071;

(2) Fulcrum Asset Management LLP ("**Fulcrum**") which is authorised and regulated in the United Kingdom by the FCA. Fulcrum has its registered office and head office at Marble Arch House, 66 Seymour Street, London W1H 5BT;

(3) Amundi (UK) Limited ("**Amundi**") which is authorised and regulated in the United Kingdom by the FCA. Amundi has its registered and head office at 77 Coleman Street, London EC2R 5BJ;

(4) Wellington Management International Limited ("**Wellington**") which is authorised and regulated in the United Kingdom by the FCA. Wellington has its registered office and head office at Cardinal Place, 80 Victoria Street, London, SW1E 5JL;

(5) State Street Global Advisors ("**SSGA**") which is authorised and regulated in the United Kingdom by the FCA. State Street has its registered office and head office at 20 Churchill Place, London E14 5HJ; and

(6) BlackRock Investment Management (UK) Limited ("**BlackRock**") which is authorised and regulated in the United Kingdom by the FCA. BlackRock has its registered office and head office at 12 Throgmorton Avenue, London EC2N 2DL.

P&R, Fulcrum, Amundi, Wellington, SSGA and BlackRock have been appointed to act as discretionary investment advisers to the Scheme under agreements between the Manager and each of the investment advisers. The agreements (as applicable) may be terminated by; 3 months' notice by BlackRock; and 6 months' notice by P&R, Fulcrum, Amundi, Wellington and SSGA. All the agreements may be terminated with immediate effect on written notice by the Manager and may be terminated by either party in certain situations. The Manager may terminate each agreement with immediate effect in the interests of Unitholders.

The Manager has given P&R, Fulcrum, Amundi, Wellington, SSGA and BlackRock complete discretion in the investment of the Property of the Scheme in accordance with the Regulations, the Trust Deed and this Prospectus and subject to the limitations imposed therein.

P&R, Fulcrum, Amundi, Wellington, SSGA and BlackRock will each exercise their responsibilities over a segmented portfolio of the property of the Scheme. Subscriptions to the Scheme will be allocated to the segmented portfolios at the discretion of the Manager. All withdrawals and switches out from the Scheme will be taken from the segmented portfolios at the discretion of the Manager. The Manager reserves the right at any time to re-allocate a proportion of the value of any segmented portfolio.

P&R, Fulcrum, Amundi, Wellington, SSGA and BlackRock are not entitled to any commission in respect of any deal on behalf of the Scheme. P&R, Fulcrum, Amundi, Wellington, SSGA and BlackRock are remunerated from the scheme property of the Scheme on the basis set out in section 14 and Appendix 1 of this Prospectus.

Amundi may delegate the exercise of any of its powers or discretions or the performance of any of its obligations to Amundi SGR Spa Italy and Amundi Intermédiation.

Wellington may delegate the exercise of any of its powers or discretions or the performance of any of its obligations to Wellington Management Company LLP.

SSGA may delegate the exercise of any of its powers or discretions or the performance of any of its obligations to State Street Global Advisors Europe Limited.

BlackRock may delegate the exercise of any of its powers or discretions or the performance of any of its obligations to BlackRock Financial Management, Inc.

7 PRICING AND ACCOUNTING

Pricing and accounting aspects of administration for all Schemes are outsourced to State Street Bank and Trust Company, Quartermile 3, 10 Nightingale Way, Edinburgh EH3 9EG.

8 INVESTMENT LIMITS APPLICABLE TO THE SCHEMES

Appendix 2 sets out a summary of the investment and borrowing powers in relation to each of the Non-UCITS Retail Schemes.

The Schemes may invest in derivative instruments and forward transactions for efficient portfolio management purposes, including hedging. The St. James's Place Global Absolute Return Unit Trust may invest in derivatives for investment purposes, it is not intended that the Scheme's investment in derivatives will alter its risk profile.

9 THE PROFILE OF THE TYPICAL INVESTOR

The range of St. James's Place Schemes are all designed to be marketable to retail investors, primarily as a result of advice given by St. James's Place Partners. The choice of specific Scheme(s) should be determined by the attitude to risk, the wish for income and/or growth, and the intended length of time for investment. In addition, the Schemes are also open to investment from institutional investors which will typically be pension funds.

10 ELIGIBILITY FOR INCLUSION IN AN ISA

All of the St. James's Place Unit Trusts detailed in this Prospectus will be invested with the intention that they will be eligible for inclusion in a Stocks and Shares ISA.

11 INTERNATIONAL REPORTING OBLIGATIONS

Foreign Account Tax Compliance Act

US tax legislation, the Foreign Account Tax Compliance Act – "**FATCA**", can affect financial institutions such as the Schemes. As a result of UK tax legislation implementing FATCA, the Schemes (or the Manager or Trustee on their behalf) may need to disclose the name, address, taxpayer identification number and investment information relating to certain U.S. investors who fall within the definition of Specified US Person in FATCA (or who own, directly or indirectly, an interest in certain entities which are Unitholders), as well as certain other information relating to such interest to HM Revenue & Customs, who will in turn exchange this information with the Internal Revenue Service in the United States of America.

The extent to which the Schemes are able to report to HM Revenue & Customs will depend on each affected Unitholder in a Scheme, providing the Scheme with any information, that the Manager or Trustee determines is necessary to satisfy such obligations. By signing the application form to subscribe for Units in the Schemes, each affected Unitholder is agreeing to the disclosure as outlined in the paragraph above and to provide such information upon request from the Manager, Trustee or their delegates. Unitholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their interest in the Schemes.

Common Reporting Standard

UK tax legislation (International Tax Compliance Regulations Act 2015 implementing the Common Reporting Standard ("**CRS**") and other agreements for the automatic exchange of information between tax authorities) can affect financial institutions such as the Schemes. As a result, the Schemes (or the Manager or Trustee on their behalf) may need to disclose the name, address, taxpayer identification number and investment information relating to certain investors (including in relation to persons who fall within the definition of Controlling Persons that own, directly or indirectly, an interest in certain entities which are Unitholders), as well as certain other information relating to such interest to HM Revenue & Customs, who will in turn exchange this information with the other participating countries.

The extent to which the Schemes are able to report to HM Revenue & Customs will depend on each affected Unitholder in a Scheme, providing the Scheme with any information, that the Manager or Trustee determines is necessary to satisfy such obligations. By signing the application form to subscribe for Units in the Schemes, each affected Unitholder is agreeing to the disclosure as outlined in the paragraph above and to provide such information upon request from the Manager, Trustee or their delegates. Unitholders are encouraged to consult with their own tax advisors regarding the possible implications of CRS and similar rules for the automatic exchange of information on their interest in the Schemes.

12 CHARACTERISTICS OF UNITS IN THE SCHEMES

The Schemes issue Class H accumulation Units, Class L income and accumulation Units, Class M income and accumulation Units and Class Z accumulation Units. Of these, Class H Units will only be available to clients in Asia who invest directly into the Scheme, Class M Units will only be available to clients of St. James's Place Investment Administration Limited and to the Group, and Class Z Units will only be available to the Group.

The Units currently available in respect of each Scheme are set out in Appendix I.

Capital sum applications may be made for income Units and accumulation Units in each of the Schemes as applicable. Regular contribution applications may only be made for accumulation Units in each of the Schemes.

Subject to any relevant eligibility restrictions Unitholders may at any time by notice in writing to the Manager elect to convert the whole or part of their holdings of Units without charge into Units of the other type. The extent to which Unitholders may switch between Units of different Schemes of the Manager and/or convert Unit classes, is explained further in section 15 "***Issue and Repurchase of Units***" below.

Income Units each represent one undivided share in the property of a Scheme and entitle the Unitholder to a distribution of income, being that portion of the income of that Scheme for the previous accounting period which is attributable to such units and which will be made on or before the distribution dates for that Scheme.

If a Unitholder has invested in accumulation Units, the share of the Scheme's income attributable to such units will be retained by the Scheme and the value of that income will be reflected in the price of the relevant accumulation Unit. The share in the income and capital of the Scheme of each Unitholder is pro-rata to the number of undivided shares in that Scheme's property represented by that Unitholder's Units. Each undivided Unit ranks *pari passu* with the other undivided Units in the Scheme. The nature of the right represented by Units in a Scheme is a beneficial interest under a trust.

The price of Units is denominated in pounds sterling but to the extent that the property of a Scheme can be denominated in other currencies, Unitholders should be aware that currency movements can have an unfavourable effect as well as a favourable effect on the value of that Scheme.

Certificates will not be issued in respect of Units purchased.

The Register is conclusive evidence of the title to Units, except in the case of any default in payment, or transfer to a Scheme of cash, or other property due.

The Registrar will accept up to four named joint holders on the Scheme register.

In the case of the death of a joint holder of Units, the holding will be registered in the name(s) of the surviving holder(s) upon receipt of the death certificate.

Distribution payments will always be sent to the first named holder shown on the register.

Investors should note that the Manager is permitted to close the Schemes to new investment in accordance with the Regulations. However, before such arrangements are put into effect the Manager will notify the Unitholders of the relevant Scheme(s) in the appropriate manner in accordance with the Regulations.

13 VALUATION OF PROPERTY

Valuations of the property of each Scheme will be carried out in accordance with the Regulations and the terms of the relevant Trust Deed. The property of each Scheme is valued at noon every Business Day. The Manager may value a Scheme more frequently if it is thought desirable to do so in accordance with the Regulations.

The Schemes operate dual pricing which means that units in each Scheme has a buying (offer) and selling (bid) price with the difference between these prices known as the 'spread'.

Each valuation will be in two parts; one on a creation basis to determine the price at which new Units may be created and one on a cancellation basis to determine the price at which Units may be cancelled. Securities traded on the Stock Exchange Electronic Trading Service are valued at the best bid and offer prices displayed at noon.

For the purpose of calculating the limits on a Scheme's investment powers, the property of the Scheme will, broadly, be valued on a cancellation basis. For the purpose of calculating the Manager's charge, the value of the Scheme's property is determined by striking an arithmetic average of the cancellation basis of the valuation and the creation basis of the valuation at the relevant valuation point.

Details of how the value of the property of the Schemes is determined in relation to each purpose for which such property must be valued is set out in Appendix 4 to this Prospectus.

14 CHARGES AND EXPENSES

Preliminary Charge

The Manager is permitted by the Trust Deeds to include in the issue price of Units a preliminary charge, also known as an initial charge, calculated as a percentage of the creation price of such Units excluding the amount of such charge, out of which payments may be made to St James's Place Wealth Management Plc. The Manager's current preliminary charges are set out in Appendix 1.

Annual Management Charge

The Manager is also entitled under each Trust Deed to make an annual management charge payable from the property of the Schemes. The Manager's current annual management charge applicable to each Scheme is set out in Appendix 1.

The management charge is calculated by reference to the value of the property of each Scheme midway between the creation and the cancellation basis valuations as at noon on each Business Day. The charge is provided for on a daily basis and paid monthly in arrears out of the property of the Scheme.

The Manager may increase the preliminary and annual management charge after giving 60 days' prior written notice to Unitholders and amending this Prospectus accordingly. The Manager may waive or discount charges at its discretion.

Redemption Charge

The Manager is entitled under the Trust Deeds to make a charge on the redemption of Units in the Schemes, but does not impose such a charge at present. If the Manager decides to introduce a redemption charge in respect of Units of the Schemes, it is required to give Unitholders in the relevant Scheme at least 60 days' prior written notice and to revise the Prospectus as required by the Regulations. If introduced, a redemption charge would not apply to Units issued before the date of introduction of such charge.

Investment adviser's fee

As set out in section 6, the fees of the investment advisers appointed to each Scheme are deducted directly from the scheme property of the relevant Scheme. The current investment adviser fee rate applicable to each Scheme is set out in Appendix 1. The investment adviser fee is calculated by reference to the value of the property of the Scheme midway between the creation and cancellation basis valuations as at the first valuation point at the beginning of each month. The charge is provided for on a daily basis and paid in arrears on the last Business Day of each month out of the property of the Scheme.

Other costs and expenses chargeable to the Schemes

The Trustee is entitled under each Trust Deed to charge foreign currency dealing and other charges (including transaction charges) in relation to insurance, acquisition, or realisation of investments of each Scheme, the collection of any loan, or borrowing transaction by each Scheme. These fees, which are payable out of the Scheme's property, have been agreed as a maximum of £100.00 for overseas settlement fees, dependent on the country and a maximum of £10.00 for UK settlement fees.

Money transfers are chargeable at a maximum rate of £50.00 per transfer. All fees accrue from when the relevant transaction is effected and are paid at times agreed with the Manager.

The following expenses are also payable out of the property of each Scheme:

- (a) the cost of dealing in the property of the Scheme;
- (b) interest on borrowings permitted under the Scheme and charges incurred in connection with those borrowings;
- (c) taxation and duties payable in respect of the property of the Scheme, the Trust Deed or the issue or surrender of Units;
- (d) any costs incurred in modifying the Trust Deed, including costs incurred in respect of meetings of Unitholders convened for purposes which include the purpose of modifying the Trust Deed, where the modification is:
 - (i) necessary to implement any change in the law (including changes in the Regulations or other regulations made under Section 247 of the Act); or
 - (ii) necessary as a direct consequence of any change in the law (including changes in the Regulations or other regulations made under Section 247 of the Act); or
 - (iii) expedient having regard to any change in the law made by or under any fiscal enactment and which the Manager and the Trustee agree is in the interest of Unitholders; or
 - (iv) to remove from the Trust Deed obsolete provisions;
- (e) any costs incurred in respect of meetings of Unitholders convened on a requisition by Unitholders not including the Manager or its associates;
- (f) the expenses of the Trustee in convening a meeting of Unitholders convened by the Trustee alone;
- (g) any expenses or disbursements of the Trustee which are of descriptions authorised by the Trust Deed to be paid out of the property of the Scheme;
- (h) the cost of any notary fees;
- (i) certain liabilities on unitisation, amalgamation or reconstruction arising after transfer of property to the Scheme in consideration for the issue of Units as more fully detailed in the Regulations;

- (j) the proceeds of the cancellation of Units; and
- (k) other payments authorised by or otherwise due by virtue of the Regulations.

In each case the amount payable by the Scheme will be equal to the cost incurred or liability to the relevant third party.

Costs relating to Efficient Portfolio Management

Certain direct and indirect operational costs and/or fees may arise from time to time as a result of efficient portfolio management techniques being used for the benefit of the Schemes. These costs and/or fees are regarded as transactions costs and, therefore, would fall within the costs mentioned in paragraph (a) above.

Costs and expenses met by the Manager

The following expenses are currently met by the Manager out of its annual management charge, instead of being charged directly to the Schemes:

- i. the Trustee's annual charge, calculated in the same way as the investment adviser's fee. The rate of that fee is to be agreed with the Manager from time to time subject to compliance with the Regulations. The current charge is at a rate of 0.0075% (plus VAT) on the first £250 million of the value of the property of the scheme, 0.0050% on the next £250 million of the value of the property of the scheme, 0.0020% on the next £150 million of the value of the property of the scheme and at a rate of 0.0015% (plus VAT) of the value of the property of the scheme thereafter.
- ii. the Trustee's expenses properly incurred in performing duties imposed upon (or exercising powers conferred upon) it by the Regulations. These duties include: custody of assets (including holding and bank charges); collection of income, capital, deposits and tax claims; preparation of its annual report; supervision of certain activities of the Manager; checking and submission of tax returns; creation and cancellation of Units; income allocation to Unitholders, together with supply of distribution statements and tax certificates; and other duties required by the Regulations.
- iii. the audit fees and any expenses of the auditor;
- iv. the costs and expenses incurred in relation to arranging for the maintenance of the register of Unitholders and, at such time as the Registrar may decide to introduce them, plan sub-registers in the case of the St. James's Place Global Absolute Return Unit Trust;
- v. accounting costs, including by way of clarification, the costs of preparing the accounts;
- vi. costs incurred as a result of pricing the Units of the Schemes;
- vii. tax compliance costs;
- viii. costs incurred in relation to the establishment of custody accounts; and
- ix. the fees of the FCA under Schedule 1, Part III of the Act.

The Manager may, in the future, deduct these costs and expenses directly out of the property of each Scheme after giving 60 days' prior written notice to Unitholders and amending the Prospectus accordingly.

15 ISSUE AND REPURCHASE OF UNITS

The Manager deals as principal in Units and will issue Units at a price which may not exceed the total of the creation price and the preliminary charge, and will repurchase Units at a price which may not be less than the cancellation price. As set out in Section 20, the Manager separately identifies any profits it makes as dealing as principal between 'risk free' and 'at risk' and does not retain any risk free profits arising.

In order for a transaction to constitute a large deal for the purposes of the Regulations, the total consideration payable under the deal must be not less than £15,000. In the case of a large deal, the Manager has the discretion to issue or redeem the relevant Units at prices greater or lesser (respectively) than the usual prices fixed by the Manager for deals on that day but still within the pricing parameters set out in the first paragraph of this section.

The Trustee will be notified after a valuation has been completed of the creation and cancellation price and of the valuation point of the basis on which buying and selling prices will be calculated. These are the prices which the Manager has to pay the Trustee for the creation of Units or which the Manager will receive from the Trustee upon the cancellation of Units. The Manager deals as principal in Units and accordingly the buying and selling prices that it publishes in the daily press are the prices that are relevant to Unitholders or potential Unitholders.

These prices must not be greater than the applicable creation price plus the preliminary charge on that day, nor less than the cancellation price, as noted in the preceding paragraph. It is anticipated that the difference between the buying and selling prices of both income and accumulation Units will normally be in the region of 5.0 per cent of the buying price.

Publication of Prices

The most recent issue and redemption prices for Class L Units and Class M Units are published daily on the Manager's website: www.sjp.co.uk. Prices for all Unit classes are available from the Administration Centre (Telephone: 0800 027 1031).

The cancellation price of Units of each type last notified to the Trustee is available on request from the Manager at PO Box 9034, Chelmsford, CM99 2XA (Telephone: 0800 0271031).

Issue and Redemption of Units

The Manager will be available to receive requests at its Administration Centre for the purchase and redemption of Units from 9am to 5pm, Monday to Friday, excluding public holidays. Units may be bought or redeemed by application in writing to the Manager at PO Box 9034, Chelmsford, CM99 2XA. The Manager will deal at a forward price, that is the price for each type of Unit calculated at the valuation point immediately following the receipt of valid instructions and, in the case of purchases of Units from the Manager, payment at the Administration Centre. Applicants must specify whether income or accumulation Units are to be bought or sold.

Valid instructions for investment in Units comprise a completed application form and payment in the form of a current dated cheque, made payable to SJPUTG Ltd. Arrangements may be made with the Manager for payment by telegraphic transfer and Unit allocation will take place at the next valuation point following identification by the Manager of receipt of funds.

Valid instructions for the redemption of Units must be signed by the Unitholder and, in the case of joint accounts by all of the holders, and can be given by letter or completion of our standard Encashment Form, which will be issued with contract notes or on request. The Manager will settle re-purchases by BACS or by the issue of a cheque for the proceeds within three Business Days following receipt of a valid written instruction.

It should be noted that the redemption of Units will be regarded as a realisation for the purposes of capital gains taxation.

Telephone instructions are also accepted at the Administration Centre on 0800 0271031, with the Manager dealing at the price calculated at the valuation point following the time of receipt of instructions. In the case of telephone purchases of Units from the Manager, settlement must be received within three Business Days from the deal date, otherwise the Manager reserves the right to cancel the deal at the price calculated at the valuation point following the time of receipt of funds. In the case of telephone redemptions, the proceeds will not become payable until receipt at the Administration Centre of written instructions.

Unitholders may not effect transfer of title to units or redemptions of units on the authority of an electronic communication, with the exception that switches between Schemes may be effected by email by St. James's Place Partners on behalf of their clients.

Purchases of Units are not certificated.

Instructions given to the Manager for the purchase and redemption of Units are irrevocable. This will not affect Unitholders' rights under the Cancellation Rules, where applicable.

Written applications for Units together with cheques that are handed or sent to St. James's Place Partners will be forwarded to the Manager's local offices and on to the Administration Centre in accordance with the rules governing the handling of client money and will be banked at the Administration Centre. The Manager does not pay interest in respect of delays in transmitting or processing client cheques.

Minimum Investment

The minimum initial investment in income Units and accumulation Units is subject to the Manager's discretion and for Class L, Class M and Class H Units respectively is currently generally applied at £1,500 and the value of any subsequent purchases must be at least £1,000. Part of a holding may be sold, provided that the remaining holding has a value of at least £500 or subject to the Manager's discretion.

The minimum initial investment in Class Z institutional accumulation Units is subject to the Manager's discretion and is currently generally applied at £10,000,000 and the value of any subsequent purchases in respect of the Scheme must be at least £10,000. Part of a holding may be sold, provided that the remaining holding has a value of at least £1,000,000 or subject to the Manager's discretion.

The Manager reserves the right to sell the relevant Units and send the proceeds to the investor if the minimum balance is not maintained including Units purchased with tax credits received after the closure of an account.

Direct Debits for Historic Regular Savings Plans

Direct debits, which are returned by banks unpaid for reason "Refer to Drawer", are not represented, and Units are not allocated to the account in respect of that month. The direct debit will be submitted in the next two following months. If, after three consecutive months, the payment request has been returned each time for the same reason, the Manager will suspend the direct debit authority and no further payments will be requested. At each stage, the Manager will advise the client of the action taken. If the payment request was returned marked "Mandate Cancelled", the Manager will seek no further payments.

Whilst no further payments are sought under direct debit mandates once cancellation has been notified directly to the Manager, there may be collection requests which have already been dispatched to the bank. Provided the instruction to cancel is received before the due date, the amount collected will be returned in full.

Switching

Unitholders may switch between the Schemes, or to other Unit Trusts within the Manager's range as set out in Appendix 5, by selling Units in one Scheme and reinvesting the proceeds in Units in another Scheme at any time. The Manager currently discounts the quoted offer price of the Units being purchased by up to 5%, based on the initial charge previously paid or waived in respect of the Units being sold.

All such discounts remain entirely at the Manager's discretion and should be confirmed with the Manager before instructions to switch Units are given.

In no circumstances will a Unitholder who exchanges Units in a Scheme for Units in another Scheme be given a right by law to withdraw from or cancel the transaction.

It should be noted that an exchange of Units in a Scheme for Units in any other Scheme is treated as a redemption and sale and will, for persons subject to UK taxation, be regarded as a realisation for the purposes of capital gains taxation.

Unitholders are permitted to convert accumulation Units to income Units (subject to these being offered by the receiving scheme) and vice versa. Such conversions are not regarded as redemptions and sales for taxation purposes (if certain conditions are met).

Information Unitholders will receive

With the exception of purchases made under a regular savings plan, the Manager will send out a contract note on the Business Day following a transaction. Unitholders who make purchases under a regular savings plan, will instead receive transaction statements twice-yearly, produced as at 30 June and 31 December each year.

All Unitholders will receive an annual valuation statement, produced as at 31 December each year.

In Specie Redemption

Special rules apply under the Regulations to a request for repurchase of Units representing not less than 5 per cent. of the total value of the property of a Scheme. These permit the Manager to serve a notice on the Unitholder not later than the close of business on the second Business Day following the day on which the request is received, requiring the Unitholder to accept a transfer of property of that Scheme instead of the repurchase price of the Unitholder's Units.

If this is done, the Unitholder may elect instead to receive the net proceeds of the sale by the Manager of that property by serving such notice on the Manager within four Business Days of receipt of the Manager's notice. The above rules will not have effect to enable Units to be repurchased at a time when repurchase is suspended.

Suspension of Dealings

The Manager may, with the prior agreement of the Trustee, and must if the Trustee so requires, temporarily suspend the issue, cancellation, sale, repurchase and exchange of Units ("**dealing**") in a Scheme where, due to exceptional circumstances, it is in the interests of Unitholders in the relevant Scheme.

Units will not be issued during a period of suspension. Suspension of dealing must cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased. The Manager and the Trustee shall review the suspension at least every 28 days and shall inform the FCA of the results of the review, and in any event shall only allow the suspension to continue for as long as it is justified having regard to the interests of Unitholders. In accordance with the applicable rules in COLL, the Manager will notify Unitholders of the suspension as soon as practicable after suspension commences, and will keep Unitholders appropriately informed about the suspension including, if known, its likely duration.

During any period of suspension, the Manager may agree to issue and repurchase Units at a price calculated by reference to the first valuation point after resumption of issue and repurchase. The Manager will inform the FCA of the suspension and subsequently of the proposed resumption. On a resumption of dealings following suspension it is anticipated that Unit pricing and dealing will take place at the days and times stated in this Prospectus.

Liquidity Risk Management

Liquidity risk refers to the risk of the Manager being unable to sell Scheme property in sufficient time to generate the cash required to match Unitholder redemptions. To mitigate that risk, the Manager undertakes monthly monitoring of the liquidity profile of the investments held by each Scheme to ensure that liquidity profile remains appropriate given the investment policy of each Scheme and the realistic redemption activity of Unitholders.

For equities, the Manager considers the percentage of a Scheme that could be traded, over a period of time, based on average daily trading volumes in those equities, the average spread of the securities held within the Scheme and the percentage exposure that a Scheme has to the securities that it invests into. For bonds, more subjective measures are considered such as the opinion of the investment adviser to the Scheme.

Stress testing of liquidity is undertaken against various market scenarios, both historic and theoretical, considering both the current Scheme size and potential future in- and out-flows.

In the event that the Manager puts in place any new arrangements for managing the liquidity of the Scheme, or any assets become subject to special arrangements arising from their illiquid nature, these changes will be disclosed in the Scheme's annual report (refer to Section 16 below).

The Manager's right to reject or delay deals

In accordance with the applicable Regulations and the Trust Deed, the Manager is entitled to delay and/or reject any application for a sale of units in circumstances where it has reasonable grounds to do so, for example, if the Manager has reasonable grounds to believe that the processing of such application may result in a breach of any law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory.

In such circumstances, the Manager will not be liable to the applicant(s) or to any third party for any losses, costs, claims or expenses they may suffer or incur as a result of such a delay or refusal to act.

In the event that the Manager delays and/or rejects any application for a sale of units, the Manager may hold the monies received from the applicant(s) for such period of time as is reasonably necessary for it to confirm whether or not it is able to act in accordance with their instructions. If the Manager subsequently decides to reject an application, the monies received plus any interest earned may be sent by cheque to the applicant's last known address or by bank transfer to the account from which the monies were received.

If the Manager decides it is able to process an application, it will calculate any interest due between the date it received the application and the date on which it decides to proceed. Depending on the type of investment concerned and the extent of the delay, the Manager may increase the number of units allocated by the value of the interest earned, or may remit that value by cheque.

Mandatory Redemption

If the Manager reasonably believes that any Units are owned directly or beneficially in circumstances which:

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

it may give notice to the holder of such Units requiring the Unitholder to transfer them to a person who is qualified or entitled to own them, or to request the redemption of the Units by the Scheme. If the Unitholder does not either transfer the Units to a qualified person or establish to the Manager's satisfaction that he or she and any person on whose behalf he or she holds the Units are qualified and entitled to hold and own them, he or she will be deemed on the expiry of a 30 day period to have requested their redemption.

16 ACCOUNTING PERIODS AND ALLOCATION OF INCOME

Each Scheme's financial year end is at 12 noon on the accounting reference date in each year. The half yearly accounts will be made up to 12 noon on the last day of the interim accounting period for each Scheme in each year. The annual income allocation date and record date for each Scheme is set out in Appendix 1.

The most recent annual and half-yearly reports and accounts are available for viewing on www.sjp.co.uk under "**Fund Prices / Unit Trust group funds**", or free of charge in paper form on request to the Manager.

Unitholders who opt to have their distributions paid via BACS will receive a single tax certificate, covering all income distributions made within a tax year, once a year at the end of May. Unitholders who receive distributions via cheque, will receive a tax voucher with each distribution payment.

Report and accounts

Reports will be made available to those Unitholders who request a copy within four months after the end of each Scheme's annual accounting period and two months after the end of each interim accounting period respectively. The specific dates on which the reports will be made available are set out in relation to each Scheme in Appendix 1.

Income equalisation

The Schemes are permitted to operate income equalisation in accordance with the Regulations and the terms of each relevant Trust Deed. An allocation of income (whether annual or interim) to be made in respect of each Unit created or issued or sold during the accounting period in respect of which that income allocation is made may include a capital sum ("**income equalisation**") representing a best estimate of the amount of income included in the creation price or in the cancellation price by reference to which the issue or selling price of that Unit was determined.

The amount of income equalisation may be the actual amount of income in question or it may be an amount arrived at by taking the aggregate of the Manager's best estimate of the amounts of income included in the creation price (or in the creation price by which the issue price or selling price of that Unit was determined) in respect of Units of the type in question issued or re-issued by the Manager in the relevant grouping period and dividing that aggregate by the number of those Units and applying the resultant average to each of the Units in question.

The Trust Deeds for the Schemes permit grouping for equalisation. Each distribution period constitutes a grouping period for the purpose of the Regulations. Income earned by the Schemes since the end of the last accounting period is included in the price paid to acquire Units in the following distribution period. Therefore, part of the first distribution will be the "**income**" bought with capital when the Units were acquired. An equalisation payment represents the average amount of income included in the price paid for Units and is therefore recognised for both income tax and capital gains tax purposes as a refund of capital rather than income.

The equalisation payment is included in the first distribution paid to a Unitholder. The actual amount of the distribution is the same for an existing Unitholder and an incoming Unitholder. The equalisation payment is not subject to tax and should be deducted from the cost of acquiring Units for the purposes of calculating the purchase cost for the capital gains tax calculation.

For holders of accumulation Units, equalisation is re-invested along with the element of taxed income.

Unclaimed income distributions shall after six years from the date of payment be transferred to the capital of the relevant Scheme and the relevant Unitholder (or the relevant Unitholder's successor in title) will cease to be entitled to it.

Effective yield

Income from debt securities is accounted for and distributed on the effective yield basis. Unlike the coupon basis, when calculating income attributable to a period, effective yield takes account of all expected cash flows from a bond over its lifetime. This calculation includes any differences which exist between the purchase cost and the final redemption amount.

17 UNITHOLDER MEETINGS

A meeting of Unitholders duly convened and held in accordance with the Regulations shall be competent and by extraordinary resolution may approve any modification, alteration or addition to the provisions of either the Trust Deed or this prospectus which, the Manager and the Trustee have agreed to be a fundamental change in accordance with the Regulations. This would include, without limitation, any proposal for a Scheme of Arrangement (as defined in COLL) and certain changes to the Scheme's investment objective and/or investment policy.

At a meeting of Unitholders the quorum for the transaction of business is two Unitholders present in person or by proxy. On a show of hands every Unitholder who (being an individual) is present in person or (being a corporation) is represented by its authorised representative shall have one vote.

On a poll the voting rights attaching to each Unit are such proportion of the voting rights attached to all of the Units of that class in issue that the price of the Unit bears to the aggregate price or prices of all Units of that class in issue. Persons entitled to more than one vote need not use all their votes or cast all the votes they use in the same way. On a poll, votes may be given either personally or by proxy.

A corporation being a Unitholder may authorise such a person as it thinks fit to act as its representative at any meeting of Unitholders, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Unitholder.

In the case of joint Unitholders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Unitholders. For this purpose seniority shall be determined by the order in which the names stand in the Register.

The Manager and its associates may hold Units in any of the Schemes. They are entitled to receive notice of and attend any meeting, but the Manager is not entitled to vote or to be counted in the quorum and its Units are not regarded as being in issue in relation to such meetings but these limitations do not apply if the Manager holds Units on behalf of or jointly with a person who, if himself the registered Unitholder, would be entitled to vote, and from whom the Manager has received voting instructions. The Manager's associates may be counted in the quorum and may vote in respect of Units held in the same circumstances in which the Manager may vote.

The record date for a meeting is the date seven days before notice is sent or delivered (whichever is earlier) and **"Unitholders"** for the purposes of quorum and voting means the persons entered on the Register at that date, but persons known not to be Unitholders at any relevant date are excluded. An instrument of proxy may be in the usual common form or in any other form which the Trustee shall approve.

If the Trustee is of the opinion that any extraordinary resolution to be proposed is one in relation to which there is or might be a conflict of interests between the holders of accumulation Units and the holders of income Units such resolution shall be deemed to have been duly passed only if in lieu of being passed at a single meeting of all the Unitholders, it shall be duly passed at separate meetings of the holders of accumulation Units and income Units respectively.

Changes not requiring a unitholder meeting

Any modification, alteration or addition to the provisions of either the Trust Deed or this prospectus which the Manager and the Trustee have agreed to be a significant, but not fundamental, change in accordance with the Regulations will be notified to Unitholders in writing no less than 60 days prior to the effective date of the change.

Notifiable changes which the Manager and the Trustee have agreed to be neither fundamental nor significant will be disclosed to Unitholders in a manner and timescale deemed appropriate by the Manager in respect of the specific nature of the change.

18 WINDING UP

A Scheme may be wound up upon the occurrence of any of the events relevant to the Scheme set out in the Regulations which include, without limitation:

- (a) the order declaring the Scheme to be an authorised unit trust scheme being revoked;
- (b) the passing of an extraordinary resolution winding up the Scheme (provided the FCA's prior consent to the resolution has been obtained by the Manager or Trustee);
- (c) in response to a request to the FCA by the Manager or the Trustee for the revocation of the authorisation order, the FCA has agreed, inter alia, that, on the conclusion of the winding up of the Scheme, the FCA will agree to that request; and
- (d) pursuant to a scheme of arrangement which is to result in the Scheme being left with no property.

The procedure for winding up a Scheme is as follows:

- (a) upon the effective date of any approved Scheme of Arrangement pursuant to the Regulations the Trustee will wind up the Scheme in accordance with the approved scheme of arrangement;
- (b) in any other case, the Trustee will as soon as practicable after the Scheme falls to be wound up, realise the property of the Scheme and, after paying out of it all liabilities properly so payable and retaining provision for the costs of the winding-up distribute the proceeds to the holders and the Manager (upon production by them of evidence as to their entitlement) proportionately to their respective interests in the Scheme;
- (c) any unclaimed net proceeds or other cash held by the Trustee after the expiry of twelve months from the date on which the same became payable will be paid by the Trustee into court subject to the Trustee having a right to receive out of it any expenses incurred by him in making and relating to that payment into court;

- (d) where the Trustee and one or more unitholders agree, the Trustee does not have to realise the property of the Scheme proportionate to the entitlement of that or those unitholders. Instead, the Trustee may distribute that part in the form of property. Before distributing that property, the Trustee will make such adjustments or retain such provision as appears to the Trustee to be appropriate ensuring that, a proportionate share of the liabilities and costs is borne by that or those holders;
- (e) when the winding up is complete, the Trustee shall notify the FCA in writing. At the same time the Manager of Trustee shall request that the FCA revokes the order of authorisation under section 256 of the Financial Services and Markets Act 2000 (as appropriate).

19 TAXATION

The following summary is based on current UK law and HM Revenue & Customs published practice. It is intended to offer some guidance on certain aspects of UK taxation in relation to the Scheme and to persons holding Units as an investment who are resident (and in the case of individuals, domiciled) for tax purposes solely in the UK and who are absolute beneficial owners of such Units. It should not be regarded as definitive or exhaustive and does not constitute legal or tax advice. It is not a guarantee to any investor of the tax results of investing in the Scheme.

This summary does not take into account investors' individual circumstances, does not address the taxation consequences for investors who may be subject to taxation or exchange control in a jurisdiction other than the UK and does not apply to certain categories of investors (such as dealers in securities or individuals who have been temporarily non-resident) to whom special rules may apply. Levels and bases of, and reliefs from, taxation are subject to change.

Prospective investors who are in any doubt as to the taxation implications of making an investment in the Scheme (including as regards the acquisition, holding or disposal of any Units), or who may be subject to taxation or exchange control provisions in any jurisdiction other than the UK should consult their own professional advisers immediately.

THE SCHEMES

The Schemes are generally exempt from UK corporation tax on gains arising on the disposal of investments. However, gains arising from the disposal of interests in non-reporting offshore funds and gains arising from trading transactions may, in certain cases, be charged to tax as income.

The Schemes are liable to corporation tax at the basic rate of income tax (currently 20 per cent.) on taxable income after relief for allowable expenses. The Schemes are not generally subject to UK tax on dividends or other distributions from UK or non-UK resident companies. Special rules apply to distributions received from collective investment schemes.

Insofar as the Schemes invest in foreign investments they may, in addition, be subject to tax in overseas jurisdictions at varying rates.

The Schemes may be liable to pay stamp duty or stamp duty reserve tax ("SDRT") in relation to the acquisition of their investments. Similar taxes may be incurred in other jurisdictions as applicable.

UNITHOLDERS

Taxation of distributions

Dividend distributions received by Unitholders may be subject to tax on income as follows. For the purposes of UK taxation on income, accumulation of income will be treated as a distribution.

For UK resident individuals, no income tax is payable in respect of dividend income received from all sources in the tax year to the extent it falls within the annual dividend allowance (although such income will still count towards the basic, higher and additional rate thresholds). For dividends received above the dividend allowance in a tax year, the dividend income would be taxable at 8.75%, 33.75% and 39.35% for basic rate, higher rate and additional rate taxpayers respectively. The annual dividend allowance is £1,000 in the 2023/2024 tax year.

UK resident investors who hold their Units in an individual savings account (ISA) are exempt from tax on dividend distributions paid or accumulated on those Units.

Unitholders within the charge to corporation tax will receive their distributions or accumulations as franked investment income to the extent that the gross income from which the distribution is made is itself franked investment income. Franked investment income is generally not chargeable to corporation tax. Any unfranked income is treated as if it were an annual payment from which income tax at the basic rate (currently 20%) is deemed to have been deducted. This is subject to corporation tax (but with credit for the income tax deemed deducted).

Income Equalisation

Since the Scheme operates equalisation, the first income allocation made after the acquisition of Units may include an amount of equalisation corresponding to the income included in the price at which the Units were acquired. This is treated as a capital repayment for UK tax purposes rather than a receipt of income. It should be deducted from the cost of the Units in computing any capital gain realised on the subsequent disposal of the Units.

Taxation of Gains

Unitholders may be liable to capital gains tax or corporation tax on chargeable gains arising from the sale or other disposal including redemption of Units (subject to any available exemptions or reliefs). An exchange ("**switching**") between classes of Units in the same Scheme is not usually treated as a disposal provided certain requirements are met and no other consideration is given. An exchange of Units in a Scheme for units in another Scheme or in another unit trust will, however, generally be treated as a disposal and acquisition for these purposes.

For accumulation Units, income accumulated during the period of investment can generally be added to the cost of those accumulation Units in computing the amount of any gain.

Individuals have an annual exemption, £6,000 in tax year 2023/2024, such that capital gains tax is chargeable only on net gains arising from all sources during the tax year in excess of this figure. Capital gains tax for individuals is generally charged at rates of 10% and 20%, dependent on an individual's total amount of taxable income and gains within a tax year.

UK resident investors who hold their Units in an individual savings account (ISA) are exempt from tax on gains arising on the sale or other disposal including redemption of the units.

Companies (and other persons chargeable to corporation tax) pay corporation tax at a rate of 25%.

Withholding Tax

No deductions by way of withholding tax are expected to be made from distributions of income to Unitholders or from payments made to Unitholders on the redemption of units.

SDRT

No SDRT charge will be levied on the surrender of Units in the Scheme, except in the case of an in-specie redemption which is not settled pro-rata to the assets held by the Scheme. In that event, the redeeming Unitholder will be liable to SDRT at the rate of 0.5% of the value of the Units surrendered.

In the event of a change to the UK law on SDRT, the Manager reserves the right to make a charge in respect of any SDRT to the Unitholders or to the Scheme. A notification to Unitholders will be made in the event of such a change.

INFORMATION REPORTING

Certain information about Unitholders may be required to be reported to HM Revenue & Customs and may be transferred to the government of another territory in accordance with a relevant agreement. In order to comply with such laws and regulations, Unitholders may be required to certify relevant information to the Trustee and/or Manager, including as regards their status and the jurisdiction in which they are resident for tax purposes. See further information at section 11 above.

20 DEALINGS BY THE MANAGER, THE TRUSTEE AND THE INVESTMENT ADVISERS

The Regulations contain provisions on conflicts of interest governing any transaction concerning a Scheme which is carried out by or with any **"affected person"**, an expression which covers the Manager, an associate of the Manager, the Trustee, an associate of the Trustee, any investment adviser and any associate of any investment adviser.

These provisions, among other things, enable an affected person to sell or deal in the sale of property to the Trustee for the account of a Scheme; vest property in the Trustee against the issue of Units in a Scheme; purchase property from the Trustee acting for the account of a Scheme; or provide services for a Scheme. Any such transactions with or for a Scheme are subject to best execution on exchange, or independent valuation, or arm's length requirements as set out in the Regulations.

Any services provided for a Scheme must comply with arm's length transaction requirements. An affected person carrying out such transactions or providing such services is not liable to account to the Trustee, the Manager, any other affected person, or to the Unitholders or any of them for any benefits or profits thereby made or derived.

The Manager operates a **"box"** of Units and acts as principal in the issuing and redeeming of units in the box. This allows the Manager to quote a smaller spread to other Unitholders than if it acted only as an agent for the Scheme on the issue and redemption of units.

As a principal, the Manager may make a profit on issuing new Units or on the re-issue or cancellation of Units bought back.

The Manager separately identifies any profits it makes between 'risk free' and 'at risk'. Risk free profits may arise when the Manager is able to match the Unit sales and redemptions of incoming and outgoing Unitholders. The risk-free profit being made on the difference between the dealing prices (excluding any initial charge due to the Manager) for those matched transactions for each class of Unit within a Scheme. For each Scheme, the Manager calculates the daily risk free profit arising from transactions in each class of Units of that Scheme, but can reduce that profit to the extent that it suffered dealing losses on any other Unit classes within the Scheme at the same valuation point. No accrual is made within the Scheme for the value of the risk free profit unless it is considered to be sufficiently material to the Scheme that its inclusion will foreseeably alter the dealing prices. The Manager makes a monthly payment into the capital property of the Scheme in respect of the total risk free profit arising in the prior calendar month, at the same time as it receives its Annual Management Charge payment per Section 14.

The Manager may commit its own capital to hold Units in its own name to facilitate its dealing as principal and is under no obligation to account to the Trustee or the Unitholders for any such 'at risk' profits made when it issues or redeems units at one valuation point then sells or cancels them at a later valuation point.

The Manager requires the investment advisers for each Scheme to act in the best interests of the Scheme when executing decisions to deal on its behalf in the context of the management of the Scheme's property. Investment advisers are expected to take all reasonable steps to obtain the best possible result for the Schemes on a consistent basis, taking into account price, costs, speed, likelihood of execution and settlement, size and nature of the orders or any other consideration relevant to the execution of the orders.

To that end, the investment advisers are required to establish, maintain and annually review order execution policies. Details of the order execution policies are available to Unitholders on request to the Manager.

21 MONEY LAUNDERING PREVENTION

The Manager and the Trustee are subject to the United Kingdom's anti-money laundering regulations and are therefore required to maintain procedures to combat money laundering. In order to implement these procedures, in certain circumstances, Unitholders will be asked to provide proof of identity when buying or selling Units.

In the latter case, the Manager cannot pay the proceeds until satisfactory evidence has been provided. In the case of third party requests to purchase units, proof of identity of all parties to the transaction will be required. The Manager cannot make redemption proceeds payable to a person other than the first named holder.

22 ADDITIONAL INFORMATION

Persons not resident in the United Kingdom who are interested in purchasing Units should inform themselves as to:

- (a) the legal requirements within their own countries for subscription of Units;
- (b) any foreign exchange restrictions; and

- (c) the income, estate and other tax consequences of becoming a Unitholder.

It is the responsibility of any person not resident in the United Kingdom making an application for Units to satisfy himself as to full observance of the laws of the relevant territory, including obtaining any governmental or other consents which may be required or observing any formality which needs to be observed in such territory.

Telephone calls to the Manager at its Administration Centre may be recorded for your protection.

The following documents may be inspected free of charge during business hours on every Business Day at the offices of the Manager at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP:

- (a) the most recent reports of the Schemes (including the relevant accounts);
- (b) the latest version of the Prospectus and the Key Investor Information Document (KIID);
- (d) the Trust Deeds (and any supplemental deeds).

All notices or documents required to be served on Unitholders shall be served by post to the address of such Unitholder as evidenced on the Register.

This Prospectus describes the constitution and operation of the Schemes at the date of this Prospectus. In the event of any materially significant change in the matters stated herein or any materially significant new matter arising which ought to be stated herein this Prospectus will be revised. Investors should check with the Manager that this is the latest version and that there have been no revisions or updates.

23 RISK FACTORS

Investors are reminded that all investment carries risk and investors should therefore take into account the relevant risk factors which are set out in Appendix 3.

24 INVESTORS' RIGHTS

Absent a direct contractual relationship between a unitholder and a service provider to the Scheme, unitholders generally have no direct rights against the relevant service provider and there are only limited circumstances in which a unitholder may potentially bring a claim against the relevant service provider. Instead, the proper plaintiff in an action against the relevant service provider would generally be the Scheme itself.

25 COMPLAINTS

For further information, or if you wish to complain about any aspect of the service you have received, please contact Client Liaison at the Manager's head office. If a complaint cannot be resolved satisfactorily with the Manager it may be referred to the Financial Ombudsman Service, Exchange Tower, London E14 9SR, telephone 0800 023 4567. More details about the Financial Ombudsman Service are available from the Manager.

26 FINANCIAL SERVICES COMPENSATION SCHEME

The Financial Services Compensation Scheme Limited has been established under the rules of the FCA as a "rescue fund" for certain clients of firms authorised and regulated by the FCA which have gone out of business. The Manager will supply you with further details of the scheme on written request to its operating address. Alternatively, you can visit the scheme's website at www.fscs.org.uk or by writing to the Financial Services Compensation Scheme, PO Box 300, Mitcheldean, GL17 1DY.

27 GOVERNING LAW

The Scheme, the Trust Deed, this Prospectus and any matters arising out of or in connection with a unitholder's investment in the Scheme and the establishment, management and administration of the Scheme shall be governed by and construed in accordance with the laws of England and Wales. The rights of the unitholders and the construction and effect of the provisions of the Trust Deed and this Prospectus shall be subject to the exclusive jurisdiction of the courts of England and Wales.

Potential investors should note that there are a number of legal instruments providing for the recognition and enforcement of foreign judgments in England and Wales. Depending on the nature and jurisdiction of the original judgment, the Civil Jurisdiction and Judgments Act 1982 as amended by the Civil Jurisdiction and Judgments (Amendment) Regulations 2014, the Administration of Justice Act 1920 and the Foreign Judgments (Reciprocal Enforcement) Act 1933 may apply. There are no legal instruments providing for the recognition and enforcement of judgments obtained in jurisdictions outside those covered by the instruments above, although such judgments might be enforceable at common law.

Appendix I

The Schemes

The following are the specific details relating to the constitution, authorisation and relevant investment and borrowing powers in relation to each of the Schemes:

ST. JAMES'S PLACE GLOBAL GROWTH UNIT TRUST

DATE OF ESTABLISHMENT OF SCHEME: 06 November 2017

DATE OF AUTHORISATION ORDER: 13 October 2017

FCA PRODUCT REFERENCE NUMBER: 786788

INVESTMENT OBJECTIVES AND POLICY:

The investment objective of the Scheme is to achieve capital growth over a term of five years or more.

The Scheme will aim to achieve this objective by investing a minimum of 80% in global equities (which may include equities in emerging markets) and may also be invested in cash and near cash.

The Scheme is also permitted to invest in other asset classes including units and/or shares in collective investment schemes, money market instruments, and deposits.

The Scheme aims to purchase companies expected to grow in excess of their industry or the market.

The Scheme is permitted to make limited use derivatives and forward transactions for the purposes of efficient portfolio management and currency hedging.

INVESTMENT ADVISERS:

1. Sands Capital Management, LLC
2. EdgePoint Investment Group Inc
3. Artisan Partners Limited Partnership
4. Axiom Investors LLC
5. WCM Investment Management, LLC

ELIGIBLE MARKETS

The Scheme may invest or deal through all securities markets which are established in the United Kingdom (including the London International Financial Futures Exchange) or a member State of the European Economic Area on which transferable securities admitted to official listing are dealt in or traded; together with the derivatives markets named below. The member States of the European Economic Area are currently as follows: Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France (including Marché à Terme International de France (MATIF), the French Futures Market), Germany (including Deutsche Terminbörse (DTB), the German Futures Exchange), Greece, Hungary, Iceland, Ireland, Italy (including Societa Interbancaria per L'Automazione, the Italian Futures Market), Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain and Sweden.

The Scheme may also invest or deal through the named securities and derivatives markets of the following countries:

AUSTRALIA: any member of the Australian Securities Exchange Limited	MEXICO: Bolsa Mexicana de Valores
BRAZIL: Bolsa de valores du Rio de Janeiro, Bolsa de Mercadorias & Futuros BOVESPA	MOROCCO*: Bourse de Casablanca
CANADA: Any stock exchange prescribed for the purposes of the Canadian Income Tax Act, including the Toronto Stock Exchange, the Montreal Exchange and the TSX Venture Exchange	NEW ZEALAND*: NZX Limited, New Zealand Futures and Options Exchange
CHILE: Santiago Stock Exchange	PHILIPPINES: The Philippine Stock Exchange Inc
CHINA: Shanghai & Shenzhen Stock Exchanges	QATAR: Qatar Exchange
COLOMBIA*: Bolsa De Valores De Colombia	SINGAPORE: Singapore Exchange Limited
EGYPT*: Egyptian Stock Exchange	SOUTH AFRICA: Johannesburg Stock Exchange
HONG KONG: Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange	SOUTH KOREA: Korea Exchange
INDIA: National Stock Exchange of India, Bombay Stock Exchange Limited	SWITZERLAND: Eurex Zurich AG, Six Swiss Exchange
INDONESIA: Indonesia Stock Exchange	TAIWAN: The Taiwan Stock Exchange and the Taipei Exchange
ISRAEL: Tel Aviv Stock Exchange	THAILAND: The Stock Exchange of Thailand
JAPAN: Tokyo, Nagoya and Fukuoka Stock Exchanges, Osaka Securities Exchange, Sapporo Securities Exchange, Tokyo Financial Exchange	TURKEY: Istanbul Stock Exchange

MALAYSIA: Bursa Malaysia

UNITED ARAB EMIRATES: Abu Dhabi Securities Exchange, Nasdaq Dubai

PERU*: Bolsa de Valores de Lima

USA: NASDAQ and any exchange registered with the Securities and Exchange Commission as a national stock exchange, Chicago Board of Trade, Chicago Mercantile Exchange, New York Mercantile Exchange, Intercontinental Exchange.

*The equity markets of Colombia, Egypt, Morocco, New Zealand, and Peru do not meet the Manager's minimum liquidity requirements. The investment advisers have undertaken that they must satisfy the Manager that they have reviewed the individual liquidity of the stocks in these markets before they purchase and are satisfied that they meet minimum liquidity requirements.

THE SCHEME'S PERFORMANCE:

The Scheme was launched in November 2017 and its performance for complete calendar years since its launch is shown below, based on accumulation Units (bid to bid)*.

	2018	2019	2020	2021	2022	2023
Class H	-0.5%	22.6%	16.2%	14.5%	-21.1%	17.2%
Class L	-0.1%	23.2%	16.7%	15.0%	-20.7%	17.7%
Class M**	N/A	N/A	N/A	N/A	-20.3%	18.3%
Class Z	0.9%	24.3%	18.0%	26.1%	-19.7%	19.3%

*A fundamental change was made to the investment policy of the Scheme on 25 July 2022.

** Class M accumulation Units and Class M income Units and became available in the Scheme from 12 March 2021.

Due to the nature of the assets held in the Scheme, the Manager suggests reviewing the performance over a minimum 5-year period to reflect the fact that it is intended to be a medium to long term investment.

In the assessment of performance, it is important to understand how the Scheme's return has been achieved, the level of risk taken, or avoided, and the outcomes of the decisions taken by the Investment Advisers. The "Investment Adviser's Comments" section in the half-yearly and annual reports may provide helpful material to support this assessment.

Unitholders can also refer to the MSCI AC World Index as context in assessing the performance of the Scheme, because it provides an indication of the markets in which the Scheme invests.

PAST PERFORMANCE IS NOT A GUIDE TO THE FUTURE, AND THE PRICE OF UNITS AND INCOME FROM THEM MAY GO DOWN AS WELL AS UP.

Current preliminary charge:	Class H accumulation Units	5%
	Class L accumulation Units; Class L income Units	5%
	Class M accumulation Units; Class M income Units	5%
	Class Z accumulation Units	0%
Current annual management charge:	Class H accumulation Units	1.83%
	Class L accumulation Units; Class L income Units	1.33%
	Class M accumulation Units; Class M income Units	0.83%
	Class Z accumulation Units	0.06%
Current investment adviser fee*:	Class H accumulation Units	0.50%
	Class L accumulation Units; Class L income Units	0.50%
	Class M accumulation Units; Class M income Units	0.50%
	Class Z accumulation Units	0.50%

**Investment Adviser Fees may vary dependent on the value of the segmented portfolio allocated to the individual Investment Advisers, but will not exceed 0.50% in aggregate.*

Annual accounting reference	31 January
Interim accounting dates	31 July
Distributions	30 April (annual)
Date of publication of long Reports & Accounts	31 May - Annual 30 September - Interim

	Maximum Leverage Limit*
Commitment Method	N/A as outlined above
Gross Method	N/A as outlined above

* Leverage means any method by which exposure of the Scheme is increased whether through borrowing of cash or transferable securities or leverage embedded in derivative positions or any other means. The Manager will not employ Leverage in respect of its management of the Scheme.”

ST. JAMES'S PLACE GLOBAL ABSOLUTE RETURN UNIT TRUST

DATE OF ESTABLISHMENT OF SCHEME: 02 January 2007

DATE OF AUTHORISATION ORDER: 02 January 2007

FCA PRODUCT REFERENCE NUMBER: 460326

INVESTMENT OBJECTIVES AND POLICY:

The investment objective of the Scheme is to achieve an average annualised gross return (i.e. before permitted fees and charges) of 2.75% above cash* across all market conditions over a five year period. There is no guarantee that a positive return will be achieved over this, or any, time period and therefore capital is at risk.

*For these purposes cash will be taken to mean the ICE BofA Sterling 3-Month Government Bill Index.

The Scheme will achieve this objective by investing in a wide range of global asset classes, both indirectly and also directly. Generally the Scheme will invest indirectly via derivatives and units and/or shares in other collective investment schemes (including unregulated schemes, such as hedge funds). The Scheme will predominantly invest in and/or seek exposure to a mix of asset classes which will have significant exposure to global equities, global fixed interest and index linked securities, and also to immovable property, currencies and commodities (including gold). The Scheme will not invest directly in either immovable property or commodities.

The Scheme may also invest in other types of transferable securities, asset-backed securities, collateralised loan obligations, money market instruments, deposits, cash and near cash, and may enter into repurchase agreements.

The Scheme is permitted to invest in derivatives for investment purposes and efficient portfolio management.

The Scheme has multiple investment managers which undertake different but complementary investment strategies for achieving the Scheme's objective within the parameters of this policy. Whilst the investment strategies will differ, the Scheme will make significant use of derivatives and to invest in the above asset classes in order to restrict the Scheme's exposure to broader market risk experienced by long-only equity and fixed income investments.

INVESTMENT ADVISERS:

1. Payden & Rygel
2. Fulcrum Asset Management LLP
3. State Street Global Advisors Limited
4. Wellington Management International Limited
5. Amundi (UK) Limited
6. BlackRock Investment Management (UK) Limited

ELIGIBLE MARKETS:

The Scheme may invest or deal through all securities markets which are established in the United Kingdom (including the London International Financial Futures Exchange and AIM) or a member State of the European Economic Area on which transferable securities admitted to official listing are dealt in or traded; together with the derivatives markets named below. The member States of the European Economic Area are currently as follows: Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France (including Marché à Terme International de France (MATIF), the French Futures Market), Germany (including Eurex Deutschland), Greece, Hungary, Iceland, Ireland, Italy (including Societa Interbancaria per L'Automazione, the Italian Futures Market), Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain (including MEFF Exchange), Sweden.

The Scheme may also invest or deal through the named securities and derivatives markets of the following countries:

AUSTRALIA: any member of the Australian Securities Exchange Limited	MOROCCO*: Bourse de Casablanca
BRAZIL: Bolsa de valores du Rio de Janeiro, Bolsa de Mercadorias & Futuros BOVESPA	NEW ZEALAND*: NZX Limited, New Zealand Futures and Options Exchange
CANADA: Any stock exchange prescribed for the purposes of the Canadian Income Tax Act, including the Toronto Stock Exchange, the Montreal Exchange and the TSX Venture Exchange	PERU*: Bolsa de Valores de Lima
CHILE: Santiago Stock Exchange	PHILIPPINES: The Philippine Stock Exchange Inc
CHINA: Shanghai & Shenzhen Stock Exchanges	SINGAPORE: Singapore Exchange Limited
COLOMBIA*: Bolsa De Valores De Colombia	SOUTH AFRICA: Johannesburg Stock Exchange (including South Africa Alternative Exchange)
EGYPT*: Egyptian Stock Exchange	SOUTH KOREA: Korea Exchange
HONG KONG: Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange	SWITZERLAND: Six Swiss Exchange, Eurex Zurich AG
INDIA: National Stock Exchange of India, Bombay Stock Exchange Limited	TAIWAN: The Taiwan Stock Exchange and the Taipei Exchange
INDONESIA: Indonesia Stock Exchange	THAILAND: The Stock Exchange of Thailand
ISRAEL: Tel Aviv Stock Exchange	TURKEY: Istanbul Stock Exchange

JAPAN: Tokyo, Nagoya and Fukuoka Stock Exchanges, Osaka Exchange, Sapporo Securities Exchange, Tokyo Financial Exchange	UNITED ARAB EMIRATES: Abu Dhabi Securities Exchange, Dubai Financial Market, NASDAQ Dubai
MALAYSIA: Bursa Malaysia	URUGUAY: Bolsa de Valores de Montevideo
MEXICO: Bolsa Mexicana de Valores	USA: NASDAQ and any exchange registered with the Securities and Exchange Commission as a national stock exchange, Chicago Board of Trade, Chicago Mercantile Exchange, New York Mercantile Exchange, Intercontinental Exchange
	VIETNAM : Hanoi Stock Exchange and Ho Chi Minh Stock Exchange

*The equity markets of Colombia, Egypt, Morocco, New Zealand and Peru do not meet the Manager's minimum liquidity requirements. The investment adviser has undertaken that they must satisfy the Manager that they have reviewed the individual liquidity of the stocks in these markets before they purchase and are satisfied that they meet minimum liquidity requirements.

THE SCHEME'S PERFORMANCE:

The Scheme was launched in March 2007 and its performance for the last ten complete calendar years is shown below, based on accumulation Units (bid to bid), along with the performance of the ICE BofA Sterling 3-Month Government Bill Index (the Target Index).

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Class H*	N/A	N/A	N/A	6.2%	-5.8%	4.8%	-2.3%	1.5%	-5.3%	0.5%
Class L	4.5%	-1.5%	2.3%	6.8%	-5.5%	5.4%	-1.9%	2.1%	-5.1%	1.0%
Class M**	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	-4.6%	1.3%
Target Index	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4.7%

Please note that with effect from 22 January 2022 the Scheme's investment policy was amended by the passing of a resolution of unitholders at an extraordinary general meeting. The past performance information shown above for periods prior to this date therefore reflects the performance of the Scheme prior to the change of investment policy. The ICE BofA Sterling 3-Month Government Bill Index was introduced as part of the revised objective and therefore the performance of that Index is shown for periods after the change.

*Class H accumulation Units became available from 01 December 2016.

** Class M accumulation Units and Class M income Units and became available in the Scheme from 12 March 2021.

Due to the nature of the assets held in the Scheme, the Manager suggests reviewing the performance over a minimum 5-year period to reflect the fact that it is intended to be a medium to long term investment.

In the assessment of performance, it is important to understand how the Scheme's return has been achieved, the level of risk taken, or avoided, and the outcomes of the decisions taken by the Investment Advisers. The "Investment Adviser's Comments" section in the half-yearly and annual reports may provide helpful material to support this assessment.

The Scheme has a target of achieving an average annualised gross return (i.e. before permitted fees and charges) of 2.75% above cash across all market conditions over a five year period. The ICE BofA Sterling 3-Month Government Bill Index has been chosen as a benchmark of the Scheme for the purposes of illustrating what cash should be taken to mean. The Scheme's target return has been chosen by the Manager on the basis of the underlying investment strategies and what, in combination, it considers would represent good performance for the Scheme in that context.

PAST PERFORMANCE IS NOT A GUIDE TO THE FUTURE, AND THE PRICE OF UNITS AND INCOME FROM THEM MAY GO DOWN AS WELL AS UP.

Current annual management charge:	Class H accumulation Units	1.83%
	Class L accumulation Units; Class L income Units	1.33%
	Class M accumulation Units; Class M income Units	0.83%
Current investment adviser's fee:	Class H accumulation Units	Up to 0.50%*
	Class L accumulation Units; Class L income Units	Up to 0.50%*
	Class M accumulation Units; Class M income Units	Up to 0.50%*
Current preliminary charge:	Class H accumulation Units	5%
	Class L accumulation Units; Class L income Units	5%
	Class M accumulation Units; Class M income Units	5%
*Investment adviser fees may vary dependent on the value of the segmented portfolio allocated to the individual investment advisers, but will not exceed 0.50% in aggregate.		

Annual accounting reference	31 March
Interim accounting dates	30 September
Distributions	31 May
Date of publication of Reports & Accounts	31 July - Annual 30 November - Interim

	Maximum Leverage Limit
Commitment Method	15/1
Gross Method	25/1

Appendix 2

Investment and Borrowing Powers of the St. James's Place Global Absolute Return Unit Trust and the St. James's Place Global Growth Unit Trust (being Non-UCITS Retail Schemes)

The Manager may exercise, in respect of the St. James's Place Global Growth Unit Trust and the St. James's Place Global Absolute Return Unit Trust the full authority and powers permitted by the Regulations applicable to Non-UCITS Retail Schemes. However, this is subject to the applicable investment limits and restrictions set out in the Regulations, the Trust Deed, this Prospectus and the Schemes' investment objective and policy.

Save for any investment purchased or transaction entered into in accordance with the provisions under the heading "**Derivatives**" below, the property of the Schemes may not include any investment to which a liability (whether actual or contingent) is attached unless the maximum amount of such liability is ascertained at the time when such investment is acquired for the account of the Schemes.

Transferable Securities

The Schemes may invest up to 100% in transferable securities (as defined by the Regulations) which are either admitted to or dealt in on an eligible market (as set out in Appendix 1 in respect of each Scheme) or which will be within one year of issue.

A transferable security held by the Schemes must also fulfil the following criteria (as fully defined in the Regulations):

1. The potential for loss is limited to the amount paid for it.
2. It is sufficiently liquid not to compromise the ability of the authorised fund manager to redeem Scheme units.
3. A reliable valuation is available for it.
4. Appropriate information is available for it.
5. It is negotiable.
6. Its risks are adequately captured by the risk management process of the authorised fund manager.

Not more than 20% in value of the property of the Schemes may consist of transferable securities which are not approved securities (aggregated with the value of the scheme property which can be invested in unregulated collective investment schemes as set out in COLL 5.6.2G(2)(b)) or money-market instruments which are liquid and have a value which can be determined accurately at any time.

Not more than 10% in value of the property of the Schemes may consist of transferable securities or money market instruments issued by any single body (however, this rule does not apply in respect of government and public securities or covered bonds).

Closed end funds constituting transferable securities

A unit in a closed end fund shall be taken to be a transferable security for the purposes of investment by a Scheme provided it fulfils the criteria for transferable securities set out above, and either:

- where the closed end fund is constituted as an investment company or a unit trust:
 - it is subject to corporate governance mechanisms applied to companies; and
 - where another person carries out asset management activity on its behalf, that person is subject to national regulation for the purpose of investor protection; or
- where the closed end fund is constituted under the law of contract:
 - it is subject to corporate governance mechanisms equivalent to those applied to companies; and
 - it is managed by a person who is subject to national regulation for the purpose of investor protection.

Transferable securities linked to other assets

A Scheme may invest in any other investment which shall be taken to be a transferable security provided the investment fulfils the criteria for transferable securities set out in COLL, and is backed by or linked to the performance of other assets, which may differ from those in which a UCITS Scheme can invest.

Where such investments contain an embedded derivative component, the COLL rules applicable to investment in derivatives and forwards (summarised below) will apply.

Cash and Near Cash

- (a) In accordance with the Regulations, up to 100% of the scheme property attributable to the Scheme may consist of cash or near cash (exceptionally, only when justifiable by economic circumstances) to enable the pursuit of the Schemes' investment objective;
- (b) the redemption of units; or
- (c) the efficient management of the Schemes in accordance with its objectives or
- (d) any other purposes which may reasonably be regarded as ancillary to the objectives of the Schemes.

Cash which forms part of the property of the Schemes may be placed in any current or deposit account with the Trustee, the Manager or any investment adviser or any associate of any of them provided it is an eligible institution or approved bank and the arrangements are at least as favourable to the Schemes as would be the case for any comparable arrangement affected on normal commercial terms negotiated at arm's length between two independent parties.

Government and Public Securities

The Manager has consulted with the Trustee and agreed that it is appropriate that more than 35% of the Scheme property of the St. James's Place Global Absolute Return Unit Trust may consist of government and public securities issued or guaranteed by any of the following:

- (a) the governments of the OECD member countries, being currently the governments of: Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Republic of South Korea, Luxembourg, Mexico, Netherlands New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United, Kingdom and the United States, (provided the relevant issues are investment grade); and
- (b) the United Kingdom government or governments of the member states of the European Union, being currently: Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain and Sweden; and
- (c) the government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), the Inter American Development Bank, and the Government National Mortgage Association (Ginnie Mae).

If more than 35% in value of the Scheme property of the St. James's Place Global Absolute Return Unit Trust is invested in government and public securities issued by any one issuer in (a), (b) or (c) above, no more than 30% of the property of the Scheme may consist of such securities of any one issue and the property must include at least six different issues whether of that issuer or another issuer.

The St. James's Place Global Absolute Return Unit Trust may also invest in a transferable security or money market instrument that is issued or guaranteed by any of the following which is not listed in (a), (b) or (c) above: the United Kingdom or an EEA State, a local authority of the United Kingdom or an EEA State, a non-EEA State or a public international body to which the United Kingdom or one or more EEA States belong. No more than 35% in the value of the scheme property attributable to the Scheme may be invested in such securities issued by any one body. There is no limit on the amount which may be invested in such securities or in any one issue.

The St. James's Place Global Growth Unit Trust may invest in a transferable security or money market instrument that is issued or guaranteed by the United Kingdom or an EEA State, a local authority of the United Kingdom or an EEA State, a non-EEA State or a public international body to which the United Kingdom or one or more EEA States belong. No more than 35% in the value of the scheme property attributable to the Scheme may be invested in such securities issued by any one body. There is no limit on the amount which may be invested in such securities or in any one issue.

Covered bonds

Up to 25% of the scheme property attributable to the Scheme may consist of covered bonds issued by any single body, provided that where the Scheme invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the scheme property.

Approved Money Market Instruments

Up to 100% of the scheme property attributable to the Scheme may consist of money market instruments which are normally dealt in on an eligible money market, are liquid and whose value can be accurately determined at any time, being an 'approved money market instrument' in accordance with the Regulations.

The Scheme may invest in an approved money market instrument if it is:

- (a) issued or guaranteed by a central, regional or local authority or central bank of the United Kingdom or an EEA state or if the EEA State is a federal state, one of the members making up the federation, the Bank of England, the European Central Bank, the European Union or the European Investment Bank, a non-EEA state or, in the case of a federal state, by one of the members making up the federation, or by a public international body to which the United Kingdom or one or more EEA states belongs; or
- (b) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by EU law or an establishment which is subject to and complies with prudential rules governed by the FCA to be at least as stringent as those laid down by UK or EU law; or
- (c) issued by a body, any securities of which are dealt in on an eligible market.

Money market instruments with regulated issuer

In addition to instruments admitted to or dealt in on an eligible market, the Scheme may invest in an approved money market instrument provided it fulfils the requirements in the Regulations governing regulated issuers of money market instruments such that the issue or the issuer is regulated for the purpose of protecting investors and savings and the instrument is issued or guaranteed, in accordance with the Regulations.

The Scheme may also with the express consent of the FCA invest in an approved money market instrument provided:

- (a) the issue or issuer is itself regulated for the purpose of protecting investors and savings in accordance with the Regulations;
- (b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements of the Regulations;

and

- (c) the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with the requirements of the Companies Act 2006 applicable to public companies limited by shares or by guarantee, or private companies limited by shares or by guarantee, or, for companies incorporated in the EEA, Directive 2013/034/EU, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles (as defined in COLL) which benefit from a banking liquidity line (as defined in COLL).

Collective Investment Schemes

Up to 15% of the scheme property of the St. James's Place Global Absolute Return Unit Trust may consist of units or shares in collective investment schemes.

Up to 10% of the scheme property of the St. James's Place Global Growth Unit Trust may consist of units or shares in collective investment schemes.

The Schemes must not invest in units or shares of a collective investment scheme (the "**second scheme**") unless the second scheme falls within one of the following categories:

- (a) a UCITS;
- (b) a scheme which is a recognised scheme;
- (c) a scheme which is authorised as a non-UCITS retail scheme;
- (d) a scheme which is constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a non-UCITS retail scheme; or
- (e) any other scheme which does not fall within any of the above categories and in respect of which no more than 20% in value of the property of the scheme (including any transferable securities which are not approved securities) is invested.

The second scheme must also operate on the principle of a prudent spread of risk, it should be prohibited from having more than 15% in value of the property of that scheme consisting of units in collective investment schemes.

Additionally, the participants in the second scheme must be entitled to have their units redeemed in accordance with the scheme at a price which relates to the net value of the property to which the units relate and which are determined in accordance with the scheme.

The Schemes may invest in shares or units of collective investment schemes which are managed or operated by (or, in the case of companies incorporated under the OEIC Regulations, have as their authorised corporate director) the Manager or an associate of the Manager. However, if the Schemes invests in units in another collective investment scheme managed or operated by the Manager or by an associate of the Manager, the Manager must pay into the property of the Schemes before the close of the business on the fourth business day after the agreement to invest or dispose of units:

- (a) on investment – if the Manager pays more for the units issued to it than the then prevailing creation price, the full amount of the difference or, if this is not known, the maximum permitted amount of any charge which may be made by the issuer on the issue of the units; and
- (b) on a disposal – any amount charged by the issuer on the redemption of such units.

If a substantial proportion of the Schemes' assets are invested in other collective investment schemes, the maximum level of management fee that may be charged to the Schemes will be 6%.

Gold

It is not intended that the St. James's Place Global Absolute Return Unit Trust or the St. James's Place Global Growth Unit Trust will invest directly in gold, but the Schemes may have indirect exposure through investment in collective investment schemes, exchange traded commodities and/or exchange traded funds, which do themselves invest in gold.

In the case of the St. James's Place Global Absolute Return Unit Trust the Scheme may obtain indirect exposure to commodities (including gold) via investment in derivatives.

Immovable Property

It is not intended that the St. James's Place Global Absolute Return Unit Trust or the St. James's Place Global Unit Trust will invest directly in immovable property or tangible movable property, however the Schemes may have indirect exposure through investment in collective investment schemes and property investment companies which invest in immovable property.

Derivatives

Efficient Portfolio Management

The property of a Scheme may consist of derivatives or it may enter into forward transactions for the purposes of efficient portfolio management, including hedging, as permitted for Non-UCITS Retail Schemes in accordance with the Regulations as set out below. It is not anticipated that the use of derivatives by the Schemes will significantly alter the Schemes' risk profiles.

Efficient portfolio management enables the Schemes to invest in derivatives and forward transactions (including futures and options) in accordance with COLL using techniques which relate to transferable securities and approved money market instruments and which fulfil the following criteria:

- the transactions must be economically appropriate in that they are realised in a cost-effective way;
- the exposure on the transaction must be fully covered; and
- the transaction must be entered into for either of the following specific aims:
 - (i) the reduction of risk;
 - (ii) the reduction of costs; or

- (iii) the generation of additional capital or income for a Scheme with a risk level which is consistent with the risk profile of the relevant Scheme and the risk diversification rules laid down in COLL.

A transaction which is regarded as speculative will not be permitted. A list of the current eligible derivatives markets for the Schemes are set out in Appendix 1. Further derivatives markets may be added to the list following consultation with the Trustee in accordance with COLL.

A derivatives or forward transaction which would or could lead to delivery of property to the Trustee may be entered into only if such property can be held by the Schemes and the Manager has taken reasonable care to determine that delivery of the property pursuant to the transaction will not lead to a breach of the relevant provisions in COLL.

Where a transaction is entered into for hedging purposes and relates to the actual or potential acquisition of transferable securities, the Manager must intend that the Schemes should invest in such transferable securities within a reasonable time and the Manager must ensure that, unless the position has itself been closed out, that intention is realised within such time.

St. James's Place Global Absolute Return Unit Trust - Derivatives

The St. James's Place Global Absolute Return Unit Trust may also enter into derivatives and forward transactions for investment purposes. It is not anticipated that the use of derivatives in this way by the Scheme will affect the risk profile.

A transaction in derivatives or a forward transaction must not be effected for the Scheme unless the transaction is of a kind specified below and the transaction is covered.

Derivatives transactions must either be in an approved derivative (being a derivative which is dealt in on an eligible derivatives market as set out in Appendix 1), or an over the counter (OTC) derivative with an approved counterparty, on approved terms, which is capable of reliable valuation and subject to verifiable valuation, as set out below under "OTC Derivatives". A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank or a person whose permission (as published in the FCA register), or whose home state authorisation permits it to enter into such transactions as principle of exchange. A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market.

Where a Scheme invests in derivatives, the exposure to the underlying assets must not exceed the general limits on spread as set out in the paragraph headed "***Spread – General***" below, except for index-based derivatives where the following rules apply.

Where a Scheme invests in an index-based derivative, provided the relevant index falls within COLL, the underlying constituents of the index do not have to be taken into account for the purposes of monitoring the spread requirements. The relaxation is subject to the Manager continuing to ensure that the property provides a prudent spread of risk.

Where a transferable security or money market instrument embeds a derivative, this must be taken into account for the purposes of complying with this section.

A transaction in a derivative must not cause a Scheme to diverge from its investment objectives as stated in the Trust Deed and most recently published version of the Prospectus.

The underlying assets of a transaction in a derivative may only consist of any one or more of the following:

- transferable securities;
- money market instruments;
- deposits;
- derivatives;
- collective investment schemes;
- immovable property;
- gold;
- financial indices which satisfy the criteria set out in the Regulations;
- interest rates;
- foreign exchange rates; and
- currencies.

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes or derivatives.

Any forward transaction must be made with an eligible institution or an approved bank in accordance with COLL.

A derivative or forward transaction which will or could lead to the delivery of property for the account of a Scheme may be entered into only if:

- that property can be held for the account of the Scheme; and
- the Manager having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of COLL.

Requirement to cover sales

No agreement by or on behalf of a Scheme to dispose of property or rights may be made unless the obligation to make the disposal and any other similar obligation could immediately be honoured by the Scheme by delivery of property or the assignment of rights, and the property and rights above are owned by the Scheme at the time of the agreement. This requirement does not apply to a deposit.

A sale is not to be considered uncovered if:

- (a) the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or

(b) the Manager or the Trustee has the right to settle the derivative in cash, and cover exists within the scheme property which falls within one of the following asset classes:

- (1) cash;
- (2) liquid debt instruments (e.g. government bonds of first rating) with appropriate safeguards in place (in particular, haircuts); or
- (3) other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments, subject to the appropriate safeguards (e.g. haircuts where relevant).

Over-the-counter ("OTC") transactions in derivatives

Any transaction in an OTC derivative must be:

- (a) with an approved counterparty. A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank, or a person whose permission (as published in the FCA register), or whose home state authorisation, permits it to enter into such transactions as principal off-exchange.
- (b) on approved terms. The terms of a transaction in derivatives are approved only if the Manager:
 - (i) carries out at least daily a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty; and
 - (ii) can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value.
- (c) capable of reliable valuation. A transaction in derivatives is capable of reliable valuation only if the Manager having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:
 - (i) on the basis of an up-to-date market value which the Manager and the Trustee have agreed is reliable; or
 - (ii) if the value referred to in (i) is not available, on the basis of a pricing model which the Manager and the Trustee have agreed uses an adequate recognised methodology; and
- (d) subject to verifiable valuation. A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:
 - (i) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the Manager is able to check it; or

- (ii) a department within the Manager which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

For the purposes of paragraph (b) above, "**fair value**" is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The Trustee must take reasonable care to ensure that the fund manager has systems and controls that are adequate to ensure compliance with paragraphs (a) to (d) above.

The exposure to any one counterparty in an OTC derivative transaction must not exceed 10% in value of the Scheme. The exposure may be reduced to the extent that collateral is held in respect of it if the collateral is

- marked to market on a daily basis and exceeds the value of the amount of risk;
- exposed only to negligible risks (e.g. government bonds of first credit rating or cash) and is liquid;
- held by a third party custodian not related to the provider or is legally secured from the consequences of a failure of a related party; and
- be fully enforceable by the Scheme at any time.

OTC derivative positions with the same counterparty can be netted provided that the netting procedures comply with the conditions set out in Section 7 (Contractual netting (Contracts for novation and other netting agreements)) of the UK CRR (Capital resources requirement); and are based on legally binding agreements.

All derivatives transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house is backed by an appropriate performance guarantee; and it is characterised by daily mark-to-market valuation of the derivative positions and an at least daily margining.

Cover for transaction in derivatives and forward transactions

The global exposure relating to derivatives held by a Scheme may not exceed the net value of the scheme property in accordance with COLL.

Risk Management

The Manager and investment advisers use a risk management process which enables it to monitor and measure on a daily basis the risk of the Schemes' derivatives and forwards position and their impact on the overall risk profile of the Schemes. This process has been notified to the FCA in accordance with COLL. The Manager does not anticipate the intended use of derivatives and forwards transactions as set out above to have any detrimental effect on the overall risk profile of the Schemes.

Information on the current risk profile of Schemes, the risk management process used by the Manager and any leverage employed will be disclosed in the Schemes' annual reports (refer to Section 16).

Significant Influence

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

Collateral – criteria

Collateral obtained in respect of OTC derivative transactions and efficient portfolio management techniques complies with the following criteria:

- Liquidity: collateral (other than cash) must be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation.
- Valuation: collateral must be capable of being valued on a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.
- Issuer credit quality: collateral must be of high quality.
- Correlation: collateral must be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
- Diversification: collateral must be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is that collateral received from a single counterparty must be limited to a maximum exposure of 20% of the Scheme's net asset value to any one issuer. Where a Scheme receives collateral from more than one counterparty, the 20% limit also applies to all collateral received in aggregate by that Scheme.
- Risk management: risks linked to the management of collateral must be able to be identified, managed and mitigated by the Manager's risk management process.
- Custody: where there is title transfer, collateral must be held by the Trustee; for other types of collateral arrangement collateral can be held by a third party custodian which is subject to prudential supervision and is unrelated to the provider of the collateral.
- Immediately available: collateral must be capable of being fully enforced at any time without reference to or approval from the counterparty;
- Non cash collateral: collateral received will not be sold, re-invested or pledged.
- Cash collateral: collateral received will only be;
 - Placed on deposit with an approved bank as defined in the Regulations.
 - Invested in high-quality government bonds.
 - Used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Scheme is able to recall at any time the full amount of cash on accrued basis.
 - Invested in short-term money market funds as defined in the Regulations.

Haircut policy

The Manager has implemented a haircut policy in respect of each class of assets received as collateral. A haircut is a discount applied to the value of a collateral asset to account for the fact that its valuation, or liquidity profile, may deteriorate over time. The haircut policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed. Subject to the framework agreements in place with the relevant counterparty, which may or may not include minimum transfer amounts, it is the intention of the Manager that any collateral received shall have a value, adjusted in light of the haircut policy, which equals or exceeds the relevant counterparty exposure where appropriate.

Securities Financing Transactions

For the St. James's Place Global Absolute Return Unit Trust the Manager is subject to the provisions of the Securities Financing Transactions Regulation (the "**SFTR**"). The SFTR sets out certain disclosure requirements regarding the use of securities financing transactions ("**SFTs**") and total return swaps ("**TRS**"), as set out below. SFTs and TRSs are a form of OTC derivative, as described above.

The Scheme may use SFTs, which are defined in the SFTR as a repurchase or reverse-repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction or a margin lending transaction for efficient portfolio management purposes. They may also use TRS. The limitations on the use of SFTs and TRS are explained in this Appendix.

The Scheme's use of SFTs and TRS is consistent with their investment objectives and policies, and accordingly SFTs and TRS may be used to reduce risk, reduce cost and/or generate additional capital or income with a risk level that is consistent with that of the Schemes and the risk diversification rules laid down in the COLL Sourcebook.

Subject to the limitations referred to above, any assets of the Scheme may be subject to SFTs and / or TRS. Up to 100% of the Scheme's assets may be the subject of STF(s) and / or TRS. In practice though, it is expected that the percentage of Scheme asset that are subject to such arrangements will up to 45% for the Scheme.

SFTs and TRS will only be entered into with "**approved counterparties**" as defined in the FCA Handbook. Other than this restriction, there are no pre-specified restrictions on the legal status, country of origin or minimum credit rating of any counterparty in such transactions.

The types of acceptable collateral, as well as the diversification requirements, are explained above under the sub-heading "**Collateral**". Any collateral obtained by the Schemes pursuant to an SFT or TRS will be valued in accordance with the Manager's valuation and haircut policy detailed above. Such haircut policy allows for the fact that the valuation of the collateral or liquidity profile may deteriorate over time.

The section of this Prospectus entitled "**Risk Factors**" provides a description of the risks associated with the use of derivatives, securities lending, repurchase and reverse repurchase agreements, and other investment techniques which are likely to fall within the definition of SFT or apply equally to TRS.

The assets of the Schemes that are subject to SFTs and TRS, and any collateral received, are held by the Trustee.

The reuse of collateral is limited by the COLL Sourcebook to certain asset classes. Such reuse should not result in a change to the Schemes' investment objectives nor increase substantially the Schemes' risk profiles. The relevant diversification requirements are set out above under the sub-heading "*Collateral*".

All of the revenues arising from SFTs and TRS, net of direct and indirect operational costs, will be retained by the Schemes.

The Manager will disclose in the Schemes' annual reports certain information regarding its use of SFTs and TRS.

Deposits

The property of the Schemes may consist of deposits (as defined in COLL) but only if it:

- is with an approved bank;
- is repayable on demand or has the right to be withdrawn; and
- matures in no more than 12 months.

Spread - General

In applying any of the restrictions referred to above:

- (a) not more than 20% in value of the Schemes property may consist of deposits with any single body;
- (b) not more than 10% in value of the Schemes property is to consist of transferable securities or money market instruments issued by any single body (subject to COLL 5.6.23R 'Schemes replicating an index');
- (c) the exposure to any one counterparty in an over the counter derivative transaction must not exceed 10% in value of the Schemes property.

The Schemes may not invest in warrants or nil and partly paid securities unless the investment complies with the conditions in COLL.

Borrowing

Subject to COLL (as it relates to Non-UCITS Retail Schemes), the Schemes may borrow money on terms that such borrowings are to be repaid out of the scheme property of the Schemes. The Manager does not anticipate significant use of this borrowing power. Such borrowing may only be made from an eligible institution or approved bank (as defined in COLL). The borrowing of the Schemes must not, on any business day, exceed 10% of the value of the property of the Schemes. No period of borrowing may exceed 90 days without the prior consent of the Trustee (which may give such consent only on conditions as appear to the Trustee appropriate to ensure that the borrowing does not cease to be on a temporary basis).

As well as applying to borrowing in a conventional manner, the 10% limit applies to any other arrangement designed to achieve a temporary injection of money into the property of the Scheme in the expectation that such will be repaid. For example, by way of a combination of derivatives which produces an effect similar to borrowing.

The above provisions on borrowing do not apply to **"back to back"** borrowing for hedging purposes, being an arrangement under which an amount of currency is borrowed from an eligible institution and an amount in another currency at least equal to the amount of currency borrowed is kept on deposit with the lender (or its agent or nominee).

Borrowings may be made from the Trustee, the Manager or the investment adviser or any associate of any of them provided that such lender is an eligible institution or approved bank and the arrangements are at least as favourable to the Schemes as would be those of any comparable arrangements effected on normal commercial terms negotiated at arm's length between two independent parties.

Stock lending

The Schemes or the Trustee may enter into a repo contract, or a stock lending arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 but only if:

- (a) all the terms of the agreement under which securities are to be reacquired by the Trustee for the account of the Scheme are in a form which is acceptable to the Trustee and are in accordance with good market practice;
- (b) the counterparty is an authorised person or a person authorised by a home state regulator or otherwise permitted under COLL; and
- (c) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above and is acceptable to the Trustee and must be adequate and sufficiently immediate as set out in COLL. These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

Appendix 3

Risk Factors

GENERAL RISK FACTORS:

The following risk factors apply to all Schemes:

- The value of your investment will depend on the performance of the Scheme and will vary from day to day.
- Past performance is not a guide to future performance. The price of Units and the income you get from them can go down as well as up and as a result you may not get back the amount you invested. This can be as a result of market movements and also variations in exchange rates between currencies. Unit trusts should generally be regarded as long-term investments.
- There is no guarantee that the Scheme's objectives will be achieved.
- If you exercise cancellation rights (if applicable), you may not get back the full amount you invested if the unit price falls before the contract is cancelled.
- If you invest in a unit trust which holds overseas investments, you should note that exchange rate fluctuations can affect both income and capital values.
- The levels of income generated by the Schemes are not guaranteed. Where income earned by any unit trust is insufficient to cover charges and expenses, the balance will be charged to capital, which will to that extent constrain capital growth.
- In certain circumstances, for the purposes of hedging in order to reduce or eliminate risk arising from fluctuations in interest or exchange rates and in the price of investments, the Manager may enter into certain derivatives transactions, including, without limitation, forwards transactions, futures and options. By holding these types of investments there is a risk of capital depreciation in relation to certain assets of the Schemes. There is also the potential for capital appreciation of such assets.
- Unit trusts that invest in unquoted stocks, smaller stock markets or derivatives, will potentially carry a greater risk than those which invest only in securities quoted on the larger, more established stock markets.
- In particular, such an investment will often be less liquid than those of a larger nature bringing with it potential difficulties in acquiring, valuing and disposal. Proper information for determining the value, or the risks to which they are exposed, may also not be readily available.
- The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances.

- Where a Scheme invests in smaller companies it will invest in stocks which may be less liquid than the securities of larger companies, as a result of inadequate trading volume or restrictions on trading. Such investments may possess greater potential for capital appreciation, but also involve risks, such as limited product lines, markets and financial or managerial resources and trading in such securities may be subject to more abrupt price movements than trading in the securities of larger companies.
- Although none of the Schemes currently specialise in investing in technology stocks, the potential volatility of such securities may increase the risk to the value of these investments in which above average price movements can be expected. Technology and technology-related industries may also be subject to greater government regulation than many other industries. Accordingly, changes in government policies and the need for regulatory approvals may have a materially adverse effect on these industries. Additionally, these companies may be subject to risks of developing technologies, competitive pressures and the risk of obsolescence caused by other scientific advances. Many companies in the technology sector are smaller companies and are therefore also subject to the risks attendant on investing in such companies set out above.
- Some of the Schemes may invest in Exchange Traded Funds. Exchange Traded Funds represent a basket of securities that are traded on an exchange and may not necessarily trade at the net asset value of their underlying holdings. As a result, they may trade at a price that is above or below the value of the underlying portfolio. Exchange Traded Funds may not be backed by underlying physical positions and may be subject to counterparty risk.
- Where a Scheme invests in other regulated collective investment schemes, such Schemes will bear, along with the other investors, their portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which a Scheme bears directly with its own operations.
- Inflation will, over time, reduce the value of your investments in real terms which will reduce the buying power of the money you have saved and your investments.
- As part of efficient portfolio management techniques used by the investment advisers, the Schemes may undertake transactions which have the effect of creating economic leverage. These transactions may include the use of derivatives which may incur a cost and may introduce additional risks such as counterparty and collateral risk. The use of leverage may also increase the risk of the Schemes. When calculating economic leverage, the Manager considers the market exposure that the holding would achieve rather than the market value of that instrument. The Manager monitors the leverage employed by the Schemes as part of its risk management process and sets limits where appropriate. The Schemes may not borrow in order to create leverage.

FURTHER RISK FACTORS APPLICABLE TO SPECIFIC SCHEMES:

Specific risks to the St. James's Place Global Absolute Return Unit Trust

Derivative Risk:

- Derivatives and forward transactions may be used by the St. James's Place Global Absolute Return Unit Trust for investment purposes and for the purpose of efficient portfolio management (including hedging). This may mean that the net asset value of the Scheme could be subject to volatility from time to time however, it is the Manager's intention that the Scheme, owing to the portfolio composition or the portfolio management techniques used, will not have volatility over and above the general market volatility of the relevant markets or their underlying investments and therefore it is not anticipated that the use of derivative techniques will alter or change the risk profile of the Scheme.

- Long and Short positions

The Scheme will hold both long and short synthetic positions in order to seek to take advantage of both rising and falling market values. 'Long' positions mean that the value of the assets held is expected to rise in value. A 'short' sale involves the sale of a security that the Scheme does not own in the expectation of purchasing the same security at a later date at a lower price. The Scheme will not take direct short positions in equities, but will employ certain derivative techniques. By employing synthetic shorting techniques the Scheme will establish both long and short investments. Consequently, as well as holding assets that may fall or rise with market values, it will also hold positions that will rise in value as the market falls and fall in value as the market rises.

- Leverage

In addition to any leverage incurred as part of efficient portfolio management techniques, as set out above, the St. James's Place Global Absolute Return Unit Trust may use leverage with the aim of increasing investment returns through increasing exposure to individual securities or markets. As a result profits and losses incurred by the Scheme may be greater than those of a scheme that does not use leverage.

Market leverage obtained through derivatives is expressed through the Scheme's gross market exposure to the underlying reference assets of the derivatives contracts and may vary over time. The Scheme's overall risk exposure will remain within the limits imposed by COLL, as further described in Appendix 2.

- Contracts for Difference ("CFD")

A CFD is an derivative contract between the investor (i.e. the Scheme) and a counterparty (usually a broker or an investment bank) which relates to a share of a company which gives the investor an exposure to the change in the price of the specific share over the life of the contract depending on whether a party to the CFD believes the price of the share will rise or fall by a certain date. The investor will not own the shares and typically will not have any voting rights in respect of the shares. One of the benefits is that the Scheme is exposed to the performance of the share at a fraction of the cost of acquiring the shares directly. However, unlike shares, the Scheme is potentially liable for more than the amount it initially paid to enter into the contract, depending on the performance of the underlying share.

The use of derivatives, such as CFDs, may expose the Scheme to a higher degree of risk. For example the amount of initial margin is generally small relative to the size of the contract so that exposure to investments is leveraged so that they are greater than the total net asset value of the Scheme. A relatively small market movement may have a potentially larger impact on derivatives than on standard bonds or equities and leveraged positions can therefore increase the Scheme's volatility.

- Over the Counter Derivatives ("OTC Derivatives")

Where the Scheme invests in OTC Derivatives, which are derivative contracts which are negotiated between two parties and are therefore largely bespoke agreements, some of the protections available to participants of exchange-traded derivatives which are entered into through a regulated derivative exchange, (such as the performance guarantee of exchange clearing houses) may not be available.

If a counterparty to an OTC Derivative is unable to meet its obligations under the derivative the Scheme is likely to suffer a loss which may impact on the value of the Scheme. While it is not possible to eliminate this risk, the Scheme will only enter into OTC Derivative transactions with approved counterparties which meet specific credit requirements, and may reduce the exposure incurred in connection with such transactions through the use of collateral. The assets a counterparty provides as collateral must meet certain requirements as set out in Appendix 2.

If the issuer of a bond held as collateral defaults the value of the collateral may fall and the Scheme may not be fully collateralised between the time of default and the next collateral valuation.

Whereas exchange-traded derivatives are governed by standard documentation the terms of OTC Derivatives are subject to the terms agreed between the Scheme and the relevant counterparty. Whilst this allows for greater flexibility there is also the risk that the parties may disagree as to the terms of the OTC Derivatives which may result in disputes between the parties.

Transactions in OTC Derivatives may involve greater risk than entering into exchange-traded derivatives because there is no exchange market on which to close out an open position. Additionally OTC Derivatives are negotiated on an individual basis and this may result in an OTC Derivative being less liquid than exchange-traded derivatives.

It may be difficult to assess the value of a position arising from an OTC Derivative transaction, and consequently it may be difficult to establish what is a fair price as the price will be decided between the parties to the transaction. However the Manager and Trustee are subject to the requirements in COLL (set out in Appendix 2) governing reliable and verifiable valuation of OTC Derivatives.

- Options and Futures Contracts

The Scheme may from time to time use both exchange-traded and over the counter futures and options as part of its investment policy or for hedging purposes. Transactions in securities options, futures contracts and options on futures contracts involve a variety of risks, including the inability to close out a position because of the lack of a liquid market and, in the case of futures transactions, lack of correlation between price movements in the hedging vehicle and the portfolio assets being hedged. Options and futures transactions can be highly volatile and could result in reduction of the Scheme's total return, and the Scheme's attempt to use such instruments for hedging purposes may not be successful due to an imperfect correlation between these instruments and the investments or market sectors being hedged.

- Interest Rate Swaps

The use of swaps, caps, floors and collars is a highly specialised activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Investment Advisor's view of market values, interest rates and other applicable factors is incorrect, the Scheme may not perform as expected which could result in a capital loss.

- Credit Default Swaps

The Scheme may take long and short positions in credit default swaps. A credit default swap is a type of derivative which allows one party to transfer credit risk to one or more other parties. The buyer pays a periodic fee to the protection seller in return for protection against the occurrence of a number of events. Credit default swaps carry specific risks including, but not limited to, high levels of leverage, the possibility that premiums are paid for credit default swaps which expire worthless and wide bid/offer spreads. In addition, there can be no assurance that the counterparty to a credit default swap will be able to fulfil its obligations.

- Risk Management

In order to monitor and manage the risk profile of the Scheme the Manager will employ a risk-management process which enables it to monitor and measure at any time the risk of the derivative positions and their contribution to the overall risk profile of the Scheme. The Manager applies a Value at Risk (VaR) approach to calculate the Scheme's global exposure and to ensure it complies with the investment restrictions set out in Appendix 2.

Alternative Asset Classes:

- The St. James's Place Global Absolute Return Unit Trust will have exposure to alternative asset classes (such as hedge funds, property or commodities) where there is a risk that the price at which an asset is valued may not be realisable in the event of sale. This could be due to a mis-estimation of the asset's value, due to a lack of liquidity in the relevant market or where the underlying scheme in which the Scheme is invested is suspended. As a result, at times, the Manager may have to delay acting on instructions to sell investments, and the proceeds on redemption may be materially less than the value implied by the Scheme's price.

Asset Backed Securities (ABS):

- The St. James's Place Global Absolute Return Unit Trust may have exposure to ABS. ABS are subject to interest rate risk and, to a lesser degree, prepayment risk because the underlying loans may often be prepaid at any time. ABS are subject to additional risks in that, unlike mortgage-backed securities, ABS generally do not have the benefit of a security interest in the related collateral. The risk of investing in ABS is ultimately dependent upon payment of the underlying debt by the debtor.

Each type of ABS also entails unique risks depending on the type of assets involved and the legal structure used. For example, credit card receivables are generally unsecured.

ABS typically experience credit risk. For example, there is an increasing supply of subordinated securities rated lower than AA (down to B or first loss) by Standard & Pools and senior securities that may be rated lower than AAA. Investments in subordinated ABS involve greater credit risk of default than the more senior class(es) of the issue or series. There is also the possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities because of the inability to perfect a security interest in such collateral.

Collateralised Loan Obligations (CLOs):

- The St. James's Place Global Absolute Return Unit Trust may have exposure to CLOs. A CLO is a securitized interest in a pool of collateral comprising of various loans which are issued to investors in multiple tranches. Tranches are categorised according to their degree of perceived credit risk. Investors bear the credit risk of the collateral. If there are defaults or the collateral otherwise underperforms, scheduled payments to senior tranches take preferences of those of subordinate tranches and therefore investments in subordinated CLOs involve greater credit risk of default than the more senior tranches.

The value of CLOs can be affected by a number of factors, including: (i) changes in the market's perception of the pool of underlying assets backing the security, (ii) economic and political factors such as interest rates and levels of unemployment and taxation which can have an impact on the arrears, and losses incurred with respect to the pool of assets backing the security, (iii) changes in the market's perception of the adequacy of credit support built into the security's structure to protect against losses caused by arrears, (iv) changes in the perceived creditworthiness of the originator of the security or any other third parties to the transaction, and (v) the speed at which loans within the pool are repaid by the underlying borrowers (whether voluntary or due to arrears).

The investment characteristics of CLOs differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, very often monthly or quarterly, and that principal may be prepaid at any time because the underlying loans may often be prepaid at any time.

Unregulated Collective Investment Schemes:

- The St. James's Place Global Absolute Return Unit Trust may invest, in total no more than 15% of its property, in unregulated collective investment schemes which are generally considered to be a higher risk than investment in regulated schemes. An unregulated collective investment scheme is unlikely to be subject to regulations which govern how they are managed. For example, they can utilise higher risk investment techniques, they may borrow to invest, they can suspend calculation of net asset value preventing redemption or otherwise limit redemption, they may not adhere to internationally recognised accounting standards and functions such as pricing and custody may not be subject to any rules. Unregulated collective investment schemes may be valued less frequently than the investing Scheme(s). As a result, there is a risk that any market movements will not be reflected in the daily price of the Scheme(s) and that investors may miss out on unrealised profits from underlying investments.

Emerging Markets

- The St. James's Place Global Absolute Return Unit Trust may invest in securities in emerging markets and may therefore be exposed to risks associated with failed or delayed trading and settlement of market transactions and with the registration and custody of securities. Investments in emerging markets securities may involve a higher than average risk. Companies investing in emerging markets may not be subject to:
 - accounting, auditing and financial reporting standards, and practices in disclosure requirements comparable to those applicable to companies in major markets;
 - the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets. Accordingly, certain emerging markets may not afford the same level of investor protection as would apply in more developed jurisdictions;

Additionally, the lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time it may be more difficult to purchase or sell holdings of securities than it would in a more developed market.

Counterparty Risk:

- Where the Scheme's investments are not dealt on a stock exchange or a regulated market there is a risk additional to the general risk of insolvency that the counterparty of the trade may default or not completely fulfil its obligations. In particular this applies to transactions involving derivatives.

Risks Associated with Repurchase or Reverse Repurchase Transactions:

- The principal risk when engaging in repurchase or reverse repurchase transactions is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations to return securities or cash to the Scheme as required by the terms of the transaction. Counterparty risk is mitigated by the transfer or pledge of collateral in favour of the Scheme. However, repurchase or reverse repurchase transactions may not be fully collateralised. Fees and returns due to the Investee Scheme under repurchase or reverse repurchase transactions may not be collateralised. In addition, the value of collateral may decline in between collateral rebalancing dates or may be incorrectly determined or monitored. In such a case, if a counterparty defaults, the Scheme may need to sell non-cash collateral received at prevailing market prices, thereby resulting in a loss to the Investee Scheme.

The Scheme may also incur a loss in reinvesting cash collateral received. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to be returned by the Scheme to the counterparty as required by the terms of the transaction. The Scheme would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Scheme.

Foreign Currency Exposure

The costs of buying and selling foreign securities, including tax, brokerage and custody costs, may be higher than those involving domestic transactions. The values of foreign investments may be affected by changes in currency rates or exchange control regulations. If the local currency gains strength against the domestic currency, the value of the foreign security increases in domestic currency terms. Conversely, if the local currency weakens against the domestic currency, the value of the foreign security declines in domestic security terms.

Liquidity Risk:

- There is a risk that the market in which the Scheme's securities are held will be, at times, relatively illiquid. In such a market the Scheme may experience adverse price movements upon liquidation of its investments and settlement of transactions may be subject to delay or administrative uncertainties.

Bond Risk

- **Credit risk**
The Scheme may invest in corporate bonds and debt securities issued by companies which, compared to bonds issued or guaranteed by governments, are generally exposed to greater risk of default in the repayment of the capital or interest due to the Scheme. The credit risk of a bond refers to the probability and probable loss upon a credit event (i.e. the obligor defaults on scheduled payments or files for bankruptcy, or the bond is restructured), or a credit quality change is issued by a rating agency including Fitch, Moody's, or Standard & Poors.
- **Interest Rate Risk**
Interest rate risk refers to the risk of the market value of a bond changing in value due to changes in the structure or level of interest rates or credit spreads or risk premiums.

- **Yield and Market Risk**
Investments in fixed income securities entail certain risks including adverse income fluctuation associated with general economic conditions affecting the fixed income securities market, as well as adverse interest rate changes and volatility of yields. When interest rates decline, the market value of a Scheme's fixed income securities can be expected to rise. Conversely, when interest rates rise, the market value of a Scheme's fixed income securities can be expected to decline.

- **High-Yield Bond Risk**
The Scheme may invest in high-yield bonds. These are generally considered to be bonds with a rating lower than BBB- by Standard & Poors or equivalent from another ratings agency. These bonds have a higher risk of default or other adverse credit events, but typically pay higher yields than better quality bonds in order to make them attractive to investors. High yield bonds have an increased risk of capital erosion due to a higher probability of default by the bond issuer.

Specific risks to the St. James's Place Global Growth Unit Trust

Foreign Currency Exposure

- The costs of buying and selling foreign securities, including tax, brokerage and custody costs, may be higher than those involving domestic transactions. The values of foreign investments may be affected by changes in currency rates or exchange control regulations. If the local currency gains strength against the domestic currency, the value of the foreign security increases in domestic currency terms. Conversely, if the local currency weakens against the domestic currency, the value of the foreign security declines in domestic security terms.

Emerging Markets

- The St. James's Place Global Growth Unit Trust may invest in securities in emerging markets and may therefore be exposed to risks associated with failed or delayed trading and settlement of market transactions and with the registration and custody of securities. Investments in emerging markets securities may involve a higher than average risk. Companies investing in emerging markets may not be subject to:
 - accounting, auditing and financial reporting standards, and practices in disclosure requirements comparable to those applicable to companies in major markets;
 - the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets. Accordingly, certain emerging markets may not afford the same level of investor protection as would apply in more developed jurisdictions;

Additionally, the lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time it may be more difficult to purchase or sell holdings of securities than it would in a more developed market.

Appendix 4

Valuation of the Property of the Schemes

The property of the Schemes is valued on the following basis and is in two parts (the issue basis and the cancellation basis):

- 1 All valuations are made in the base currency and are based on the most recent prices that can be reasonably obtained after the valuation point with a view to giving an accurate valuation at that point. Where a recent price is not available, or the most recent price is deemed by the Manager to no longer be a fair reflection of the value of the property, a fair value will be ascribed by the Manager per the Fair Value Pricing guidance in COLL.
- 2 To convert to the Schemes' base currency the value of the Schemes' property which would otherwise be valued in another currency the Manager must either:
 - (a) select a rate of exchange which represents the average of the highest and lowest rates quoted at the relevant time for conversion of that currency into base currency on the market on which the Manager would normally deal if it wished to make such a conversion, or
 - (b) invite the Trustee to agree that it is in the interests of the Unitholders to select a different rate, and, if the Trustee so agrees, use that other rate.
- 3 All scheme property as at the valuation point is included in the valuation, subject to any adjustments.
- 4 If the Trustee has been instructed to issue or cancel units it will be assumed (unless the contrary is shown) that:
 - (a) it has been done so;
 - (b) it has paid or been paid for them; and
 - (c) all consequential action required has been taken.
- 5 If the Trustee has issued or cancelled units but consequential action at 4(c) above is outstanding, assume that it has been taken.
- 6 Any agreement for the unconditional sale or purchase of property will be treated as having been completed and all necessary consequential actions having been taken. This is to include any agreement the existence of which is, or could reasonably be expected to be, known to the person valuing the property, assuming that all other persons in the Manager's employment take all reasonable steps to inform it immediately of the making of any agreement. However, this does not include any future or contract for differences which is not yet due to be performed or any unexpired option which has been written or purchased for the Scheme and has not yet been exercised.

- 7 An estimated amount will be deducted for anticipated tax liabilities on the following:
- (a) unrealised capital gains where the liabilities have accrued and are payable out of the scheme property of the Scheme;
 - (b) realised capital gains in respect of previously completed and current accounting periods;
 - (c) income where the liabilities have accrued;
- including SDRT and any other fiscal charge not set out here.
- 8 The following will also be deducted:
- (a) an estimated amount for any liabilities payable out of the property attributable to the Scheme and any tax on it (treating any periodic items as accruing from day to day);
 - (b) the principal amount of any outstanding borrowings whenever payable;
 - (c) any accrued but unpaid interest on borrowings;
 - (d) the value of any option written (if the premium for writing the option has become part of the scheme property of the Schemes); and
 - (e) in the case of a margined contract, any amount reasonably anticipated to be paid by way of variation margin (the difference in price between the last settlement price, whether or not variation margin was then payable, and the price of the contract at the valuation point).
- 9 An estimated amount will be added for accrued claims for repayment of taxation levied:
- (a) on capital (including capital gains); or
 - (b) on income.
- 10 The following will be added:
- (a) any other credit due to be paid into the scheme property;
 - (b) in the case of a margined contract, any amount reasonably anticipated to be received by way of variation margin (that is the difference in price between the last settlement price, whether or not variation margin was then receivable, and the price of the contract at the valuation point);
 - (c) any SDRT provision anticipated to be received.

Issue Basis

The valuation of the property of the Schemes for that part of the valuation which is on an issue basis is as follows:

Property	To be valued at
(a) Cash	Nominal value
(b) Amounts held in current and deposit accounts	Nominal value
(c) Property which is not within (a), (b) or (d):	
(i) If units in an authorised unit trust which is dual priced	Except where Note 1 applies, the most recent maximum sale price less any expected discount (plus dealing costs) [Note 2].
(ii) If units or shares in either an investment company with variable capital or authorised unit trust which is single priced	The most recent price (plus dealing costs) [Notes 2 and 3]
(iii) If any other investment	Best available market dealing offer price on the most appropriate market in a standard size (plus dealing costs) [Note 2]
(iv) If other property, or no price exists under (i), (ii) or (iii)	Manager's reasonable estimate of a buyer's price (plus dealing costs) [Notes 2 and 4]
(d) Property which is a derivative under the terms of which there may be a liability to make, for the account of the Schemes, further payments (other than charges and whether or not secured by margin) when the transaction in the derivative falls to be completed or upon its closing out.	
(i) If a written option under para 8d above	To be deducted at a net valuation of premium [Notes 5 and 8]
(ii) If an off-exchange future	Net value on closing out [Notes 6 and 8]
(iii) If any other such property	Net value of margin of closing out (whether as a positive or negative figure) [Notes 7 and 8]

Notes

1. The issue price is taken, instead of the maximum sale price if the manager of the authorised unit trust whose scheme property is being valued is also the Manager, or an associate of the Manager, of the authorised unit trust whose units form part of that property.
2. **"Dealing costs"** means any fiscal charges, commission or other charges payable in the event of the authorised unit trust carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the authorised unit trust are the least that could reasonably be expected to be paid in order to carry out the transaction. On the issue basis, dealing costs exclude any preliminary charge on sale of units in an authorised unit trust.
3. Dealing costs under Note 2. Include any dilution levy or SDRT provision which would be added in the event of a purchase by the Scheme of the units in question but, if the manager of the authorised unit trust being valued, or an associate of the manager is also the manager of the authorised unit trust or the ACD of the ICVC whose units are held by the Schemes, must not include the preliminary charge which would be payable in the event of a purchase by the Scheme of those units.
4. The buyer's price is the consideration which would be paid by a buyer for an immediate transfer or assignment (or, in Scotland, assignation) to him at arm's length.
5. Estimate the premium on writing an option of the same series on the best terms then available on the most appropriate market on which such options are traded; but deduct dealing costs.
6. Estimate the amount of margin (whether receivable or payable by the authorised unit trust on closing out the contract). Deduct minimum dealing costs in the case of profit and add them in the case of loss.
7. Estimate the amount of margin (whether receivable or payable by the Schemes on closing out the contract) on the best terms then available on the most appropriate market on which such contracts are traded. If that amount is receivable deduct minimum dealing costs. If however, that amount is payable then add minimum dealing costs to the margin and the value is that figure as a negative sum.
8. If the property is an over-the counter transaction in derivatives, use the relevant valuation referred to in the Regulations.

Cancellation Basis

The valuation of the property for that part of the valuation which is on a cancellation basis is as follows:

Property	To be valued at
(a) Cash	Nominal value
(b) Amounts held in current and deposit accounts	Nominal value
(c) Property which is not within (a), (b) or (d):	
(i) If units in an authorised unit trust which is dual priced	Except where Note 1 applies, the most recent minimum redemption price (less dealing costs) [Note 2].
(ii) If units or shares in either an investment company with variable capital or authorised unit trust which is single priced	The most recent price (less dealing costs) [Notes 2 and 3]
(iii) If any other investment	Best available market dealing bid price on the most appropriate market in a standard size (less dealing costs) [Note 2]
(iv) If other property, or no price exists under (i), (ii) or (iii)	Manager's reasonable estimate of a seller's price (less dealing costs) [Notes 2 and 4]
(d) Property of the type described in 8d	
(i) If a written option under para Issue Basis (d) above	To be deducted at a net valuation of premium [Notes 5 and 8]
(ii) If an off-exchange future	Net value on closing out [Note 8]
(iii) If any other such property	Net value of margin on closing out (whether as a positive or negative figure) [Notes 6 and 8]

Notes

1. The cancellation price is taken, instead of the minimum redemption price if the property, if sold in one transaction, would amount to a large deal.
2. For "**dealing costs**" see Note 2 for the valuation on the issue basis. Dealing costs include any charge payable on redemption of units in an authorised unit trust (taking account of any expected discount), except where the manager of the Schemes is also the manager or the associate of the manager of the authorised unit trust whose units form part of that property.
3. Dealing costs under Note 2. Include any dilution levy or SDRT provision which would be deducted in the event of a sale by the Schemes of the units in question and, except when the manager of the Schemes, or an associate of the manager is also the manager of the authorised unit trust or the ACD of the ICVC whose units are held by the Schemes, must not include any charge payable on the redemption of those units (taking account of any expected discount).
4. The seller's price is the consideration which would be received by a seller for an immediate transfer or assignment (or, in Scotland, assignation) from him at arm's length, less dealing costs.
5. Estimate the premium on writing an option of the same series on the best terms then available on the most appropriate market on which such options are traded; and add dealing costs.
6. For off-exchange futures, see note 6 in the issue basis valuation provisions (above).
7. For net value of margin see note 7 in the issue basis valuation provisions (above).
8. For over-the counter transactions in derivatives see note 8 in the issue basis valuation provisions (above).

Appendix 5

The Manager acts as the authorised fund manager of the following authorised unit trusts:

St. James's Place Adventurous Growth Unit Trust
St. James's Place Adventurous International Growth Unit Trust
St. James's Place Asia Pacific Unit Trust
St. James's Place Balanced Growth Unit Trust
St. James's Place Balanced International Growth Unit Trust
St. James's Place Balanced Managed Unit Trust
St. James's Place Balance InRetirement Unit Trust
St. James's Place Conservative Growth Unit Trust
St. James's Place Conservative International Growth Unit Trust
St. James's Place Continental European Unit Trust
St. James's Place Corporate Bond Unit Trust
St. James's Place Diversified Assets (FAIF) Unit Trust
St. James's Place Diversified Bond Unit Trust
St. James's Place Emerging Markets Equity Unit Trust
St. James's Place Global Unit Trust
St. James's Place Global Emerging Markets Unit Trust
St. James's Place Global Equity Unit Trust
St. James's Place Global Government Bond Unit Trust
St. James's Place Global Government Inflation Linked Bond Unit Trust
St. James's Place Global High Yield Bond Unit Trust
St. James's Place Global Quality Unit Trust
St. James's Place Global Smaller Companies Unit Trust
St. James's Place Global Value Unit Trust
St. James's Place Greater European Progressive Unit Trust
St. James's Place Growth InRetirement Unit Trust
St. James's Place International Equity Unit Trust
St. James's Place Investment Grade Corporate Bond Unit Trust
St. James's Place Japan Unit Trust
St. James's Place Managed Growth Unit Trust
St. James's Place Money Market Unit Trust
St. James's Place North American Unit Trust
St. James's Place Polaris 1 Unit Trust
St. James's Place Polaris 2 Unit Trust

St. James's Place Polaris 3 Unit Trust
St. James's Place Polaris 4 Unit Trust
St. James's Place Property Unit Trust
St. James's Place Prudence InRetirement Unit Trust
St. James's Place Strategic Income Unit Trust
St. James's Place Strategic Managed Unit Trust
St. James's Place Sustainable & Responsible Equity Unit Trust
St. James's Place UK Equity Income Unit Trust
St. James's Place UK Unit Trust
St. James's Place Worldwide Income Unit Trust