



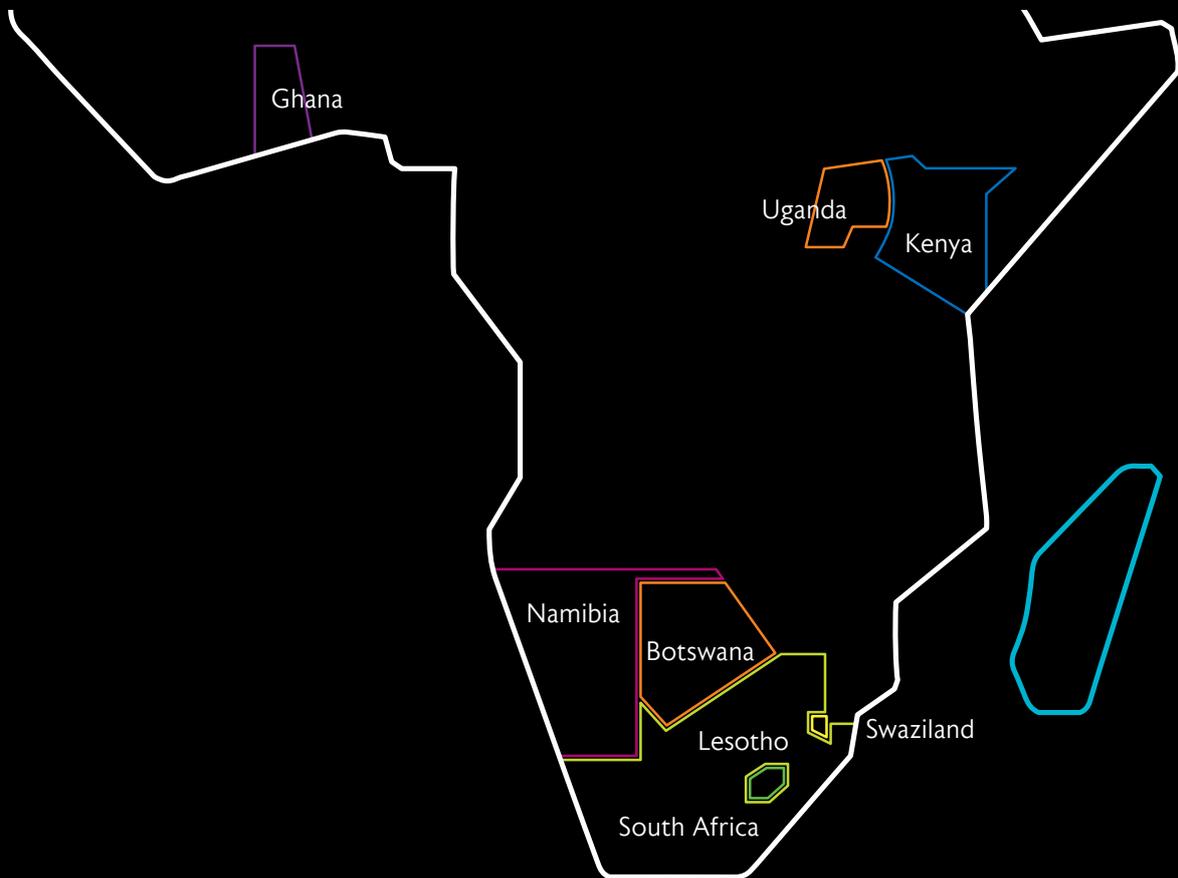
**STANLIB Funds Limited Prospectus**  
July 2015

**STANLIB**

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

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# Our presence across the African continent



# Regulatory details

**STANLIB Funds Limited (the “Company”) is an open-ended investment company incorporated in Jersey, Channel Islands, with limited liability on 18 March 1996 having the registered number 64639. This Prospectus is prepared for the purpose of the marketing and sale of participating redeemable preference shares (“Shares” or “Participating Shares”) in the Company. The Company comprises a number of sub-funds details of which are on page 4 of this Prospectus.**

The Company has been granted a certificate pursuant to the Collective Investment Funds (Jersey) Law 1988 (as amended) (the “CIF Law”) by the Jersey Financial Services Commission (the “Commission”) and is subject to the Codes of Practice for Certified Funds issued by the Commission. Each of STANLIB Fund Managers Jersey Limited (the “Manager”) and Capita Trust Company (Jersey) Limited (the “Custodian”) are licensed to carry on fund services business pursuant to the Financial Services (Jersey) Law 1998 (as amended) (the “FS Law”). The Commission is protected under the CIF Law and the FS Law against liabilities arising from the discharge of its functions under such laws.

This Prospectus is prepared, and a copy of it has been sent to the Commission, in accordance with the Collective Investment Funds (Certified Funds - Prospectuses) (Jersey) Order 2012 as amended.

The Commission does not take any responsibility for the financial soundness of the Company or for the correctness of any statements made or expressed in this Prospectus.

The Participating Shares issued or to be issued in respect of the STANLIB Multi-Manager Global Bond Fund, the STANLIB Multi-Manager Global Equity Fund, the STANLIB Global Bond Fund, the STANLIB Global Property Fund, the STANLIB High Alpha Global Equity Fund, the STANLIB Global Emerging Markets Fund, the STANLIB Global Balanced Fund, the STANLIB Global Balanced Cautious Fund and the STANLIB European Equity Fund have been admitted to the Official List and trading on the Main Securities Market of the Irish Stock Exchange (the “ISE”). No application has been made to list the Shares on any other Stock Exchange. Notwithstanding the listing of Shares on the ISE, the directors of the Company (the “Directors”) do not anticipate that an active secondary market will develop in the Participating Shares.

Neither the admission of the Shares to the Official List and trading on the Main Securities Market of the ISE nor the approval of the Listing Particulars (as defined below) pursuant to the listing requirements of the ISE shall constitute a warranty or representation by the ISE as to the competence of service providers to or any other party connected with the Company, the adequacy of information contained in the listing particulars or the suitability of the Company for investment purposes.

This document, including the Fund Rules (as defined below) attached hereto, comprises ISE listing particulars (“Listing Particulars”) for the purpose of the listing of the Shares on the ISE.

This Prospectus shall under no circumstances be distributed to or constitute an offer to any person or entity resident or domiciled in, or any citizen of any member state of the European Union or any state within the European Economic Area to which the Alternative Investment Fund Managers Directive applies or any restricted jurisdiction identified in respect of a Class Fund.

The Directors whose names appear on page 3 of this Prospectus have taken all reasonable care to ensure that the facts contained in the Prospectus published as at the date hereof are true and accurate in all material respects and that there are no other material facts the omission of which would make misleading any statement therein whether of fact or opinion. The Manager and all the Directors accept responsibility accordingly. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Shares have not been registered under the United States Securities Act of 1933 (as amended) and the Company has not been registered as an investment company under the United States Investment Company Act of 1940 and, except in a transaction which does not violate such Acts, the Shares may not be directly or indirectly offered or sold in the United States of America, or any of its territories or possessions or areas subject to its jurisdiction, or to or for the benefit of a United States Person as defined on page 11.

No person has been authorised to give any information or to make any representations (other than those contained herein) in connection with the offering, issue and sale of the Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Manager. Neither the delivery of this Prospectus, nor any

allotment, issue or sale of Shares made thereunder shall, under any circumstances, create any implication that the affairs of the Company have remained unaltered since the date hereof.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Company and the Manager to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Persons interested in acquiring Shares in the Company should satisfy themselves as to (i) the legal requirements within the countries of their nationality, residence, ordinary residence or domicile for such acquisition, (ii) any foreign exchange control requirement which they might encounter on the acquisition or sale of Shares and (iii) the income tax and other tax consequences which might be relevant to the acquisition, holding, conversion or disposal of Shares in the Company.

The Directors may issue additional classes of Participating Shares in the Company and create new Class Funds of the Company at a later date in accordance with the terms of a revised prospectus or supplement to this Prospectus.

This Prospectus should be read in conjunction with the latest report and accounts of the Company when available. This Prospectus is based on the laws and practices currently in force in Jersey and is subject to changes therein.

The Company is not registered in Ireland and is not subject to controls in or from Ireland.

## International Tax Compliance

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The Foreign Account Tax Compliance Act ("FATCA") was introduced by the United States of America (the "US") in 2010 as part of the HIRE Act with the purpose of reducing tax evasion by their citizens. FATCA requires financial institutions outside the US to report information on financial accounts held by their US customers to the Internal Revenue Service. The information to be reported by foreign financial institutions is equivalent in substance to that required to be reported by US citizens in their US tax returns.

The obligations of Jersey financial institutions under FATCA are governed by the provisions of an intergovernmental agreement between Jersey and the US (the "US IGA") (signed in December 2013) and supporting legislation/regulations.

In October 2013 Jersey and the United Kingdom (the "UK") signed an intergovernmental agreement to improve international tax compliance (the "UK IGA") based on and imposing similar requirements to the US IGA in respect of financial institutions' UK customers.

Under the US IGA and the UK IGA (together, the "IGAs"), any Jersey financial institutions as defined under the IGAs will be required to report annually to the Comptroller of Income Tax in Jersey (commencing in 2015 under the US IGA and 2016 under the UK IGA) details on its US and UK account holders including the name, address and taxpayer identification number or national insurance number and certain other details. Such institutions will also be required to amend their account on-boarding procedures with effect from 1 July 2014 in order to easily identify US and UK new account holders and report this information to the Jersey Comptroller of Income Tax. The Company, in conjunction with assistance from its service providers where necessary, will endeavour to ensure that it satisfies any obligations imposed on it under the IGAs.

The Company's ability to satisfy its obligations under the IGAs will depend on each Shareholder in the Company providing the Company with any information, including information concerning the direct or indirect owners of the Company, that the Company determines is necessary to satisfy such obligations. Each Shareholder will be required to provide such information upon request from the Company. If the Company fails to satisfy its obligations under the US IGA, it may, in certain circumstances, be treated as a non-participating Financial Institution by the US tax authorities and therefore subject to a 30% withholding on its US source income and

any proceeds from the sale of property that could give rise to US source income. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA and the IGAs on their interest in the Company.

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

The applicant is strongly recommended to read and consider this Prospectus before completing an application.

It should be remembered that the price of Shares and the income from them can go down as well as up and that investors may not receive, on the redemption of their Shares, the amount they invested.

An investment in any class of Shares should not be made without careful consideration of this Prospectus. The attention of investors is drawn to the section of this Prospectus entitled "Risk Factors" on page 6 and to the investment objectives identified in relation to each class of Shares in Appendices 1 to 6 to this Prospectus.

This Prospectus is dated 29th July 2015 and supersedes all previous versions.

# Directory

## Directors

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- Michael Farrow (Chairman)
- Sidney Place
- Michael Mitchell
- Neil Deacon

Details of the Directors are set out on page 18 of this Prospectus.

## Company's Registered Office

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Standard Bank House, 47-49 La Motte Street, St. Helier, Jersey, JE2 4SZ

## Manager

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STANLIB Fund Managers Jersey Limited, Standard Bank House, 47-49 La Motte Street, St. Helier, Jersey, JE2 4SZ

## Auditors

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PricewaterhouseCoopers (Chartered Accountants), One Spencer Dock, North Wall Quay, Dublin 1, Ireland

## Custodian

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Capita Trust Company (Jersey) Limited, 12 Castle Street, St. Helier, Jersey JE2 3RT

## Sub-Custodian and Bankers

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The Bank of New York Mellon SA/NV, London Branch, 160 Queen Victoria Street, London EC4V 4LA

## Legal Advisers

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Bedell Cristin, 26 New Street, St. Helier, Jersey JE2 3RA

## Investment Manager, Promoter and Distributor

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STANLIB Asset Management Limited, 17 Melrose Boulevard, Melrose Arch 2196, South Africa

## Administrative Agent

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BNYMellon Fund Services (Ireland) Limited, Guild House, Guild Street, IFSC, Dublin 1, Ireland

## Sponsoring Broker

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J&E Davy, Davy House, 49 Dawson Street, Dublin 2, Ireland

## Sole Representative in South Africa

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STANLIB Collective Investments (RF) Limited, 17 Melrose Boulevard, Melrose Arch 2196, South Africa

# Company details

## The Company

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STANLIB Funds Limited is an open-ended investment company, incorporated with limited liability in Jersey on 18 March 1996 with the name Liberty International Funds Limited. The name was changed to Liberty Ermitage Funds Limited on 1 March 2001 and to STANLIB Funds Limited on 16 May 2006. STANLIB Funds Limited is a vehicle which offers a choice of professionally managed series of investment portfolios (each a “Class Fund”). The assets and liabilities of the Company attributable to each Class Fund are segregated in the books of the Company. Participating Shares are issued in designated classes (each a “Share Class” or collectively the “Share Classes”) linked to the chosen Class Fund. Different Share Classes, which may be denominated in different reference currencies and/ or having different charging structures or other features, will share in the performance of the relevant Class Fund. Due to the different currencies, charging structures or other features, the overall performance of, and return on, different Share Classes will differ. Each Class Fund will normally have more than one Share Class.

Participating Shares are offered in the Company as Shares investing in the following Class Funds: the STANLIB Global Property Fund, the STANLIB Multi-Manager Global Bond Fund, the STANLIB Multi-Manager Global Equity Fund, the STANLIB High Alpha Global Equity Fund, the STANLIB Global Bond Fund, the STANLIB Global Emerging Markets Fund, the STANLIB Global Balanced Fund, the STANLIB Global Balanced Cautious Fund and the STANLIB European Equity Fund.

The different Share Classes and related Class Funds which have been created as at the date of this Prospectus are set out below:

Share Class	Related Class Fund
STANLIB Global Property Fund A Class (USD) STANLIB Global Property Fund B Class (USD)	} STANLIB Global Property Fund
STANLIB Multi-Manager Global Bond Fund A Class (USD) STANLIB Multi-Manager Global Bond Fund B Class (USD)	} STANLIB Multi-Manager Global Bond Fund
STANLIB Multi-Manager Global Equity Fund A Class (USD) STANLIB Multi-Manager Global Equity Fund B Class (USD)	} STANLIB Multi-Manager Global Equity Fund
STANLIB High Alpha Global Equity Fund A Class (USD) STANLIB High Alpha Global Equity Fund B Class (USD)	} STANLIB High Alpha Global Equity Fund
STANLIB Global Bond Fund A Class (USD) STANLIB Global Bond Fund B Class (USD)	} STANLIB Global Bond Fund
STANLIB Global Emerging Markets Fund A Class (USD) STANLIB Global Emerging Markets Fund B (USD)	} STANLIB Global Emerging Markets Fund
STANLIB Global Balanced Fund A Class (USD) STANLIB Global Balanced Fund B Class (USD)	} STANLIB Global Balanced Fund
STANLIB Global Balanced Cautious Fund A Class (USD) STANLIB Global Balanced Cautious Fund B Class (USD)	} STANLIB Global Balanced Cautious Fund
STANLIB European Equity Fund A Class (EUR) STANLIB European Equity Fund B Class (EUR)	} STANLIB European Equity Fund

## Management and Custodianship

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### The Manager

Pursuant to an agreement dated 12 April 1996 as amended and restated on 21 December 1998, the Company appointed Liberty Ermitage Asset Management Jersey Limited, to act as the manager of the Company. By novation agreement to the management agreement dated 16 May 2006 as supplemented by a supplemental management agreement dated 19 November 2012 (together the “Management Agreement”) the Company appointed STANLIB Fund Managers Jersey Limited (the “Manager”) as Manager of the Company. The Manager is a limited liability company

incorporated in Jersey on 13 November 1984 and has an issued and paid up share capital of £25 000.

The Manager is 100% owned by STANLIB Asset Management Limited, which is wholly owned by STANLIB Limited, which is wholly owned by Liberty Holdings Limited, which is 53% owned by Standard Bank Group Limited, a company incorporated in the Republic of South Africa, which has its registered office at 5 Simmonds Street, Johannesburg, Republic of South Africa. The Manager is responsible, subject to the overall supervision of the Directors of the Company, for investment management in relation to the Class Funds, for administration of the Company and the Class Funds, and for the provision of secretarial and registrar services to the Company.

The Manager may delegate its duties in accordance with the terms of the Management Agreement. The Manager has appointed STANLIB Asset Management Limited as the investment manager for each of the Class Funds.

The Manager has also delegated certain administrative functions in relation to the Company to BNY Mellon Fund Services (Ireland) Limited (the **"Administrative Agent"**).

#### **The Custodian**

Capita Trust Company (Jersey) Limited (the **"Custodian"**) was appointed as the custodian of the Company pursuant to an agreement dated 19 November 2012 (the **"Custodian Agreement"**). The Custodian is responsible for the custody of all the assets of the Company. All assets of the Company will be held in segregated accounts and will be unavailable to the Custodian and its creditors in the event of insolvency. The Custodian was incorporated in Jersey on the 28 April 1956 and is a wholly-owned subsidiary of Capita Fiduciary Group Limited, a company incorporated in Jersey, which is ultimately wholly-owned by Capita PLC, a public limited company incorporated in England and Wales whose shares are publicly traded. The issued and paid up share capital of the Custodian as at the date of this document is £4 025 000.

The Custodian is licensed to carry on fund services business under the FS Law and is regulated by the Jersey Financial Services Commission. The Custodian's license entitles it to act as custodian of funds such as the Company and currently has in excess of \$7 billion of assets under its custody.

The Custodian with the consent of the Company may appoint sub-custodians to hold certain assets of the Company. The Custodian will exercise reasonable skill, care and diligence in the selection of any such sub-custodian and will be responsible to the Company for satisfying itself as to the ongoing suitability of such sub-custodian to provide custodian services to the Company, and will maintain an appropriate level of supervision over such sub-custodian and will make appropriate enquiries periodically to confirm that the obligations of such sub-custodian continue to be competently discharged.

If the sub-custodian is a wholly owned subsidiary of or another branch of the Custodian, the Custodian shall remain liable for the acts and omissions of that sub-custodian as though they were the acts and omissions of the Custodian itself. The Custodian shall not be liable for the insolvency of any such sub-custodians, nor for the loss of any assets held by other sub-custodians.

The Custodian has appointed the Bank of New York Mellon SA/ NV, London Branch (the **"Sub-Custodian"**) as its first sub-custodian pursuant to an agreement dated 19 November 2012. The Sub-Custodian is responsible for the safekeeping of the Company's assets, including holding any cash, distributions and monies received for deposit for the account of the Company.

#### **The Investment Manager, Promoter and Distributor**

STANLIB Asset Management Limited (**"STANLIB"** or the **"Investment Manager"**) was appointed as investment manager to provide discretionary investment management services in respect of each of the Class Funds pursuant to an agreement dated 21 December, 1998 as amended by supplemental agreements dated 31 January, 2000 and 6 October 2000 and novated by novation agreement dated 16 May 2006 as supplemented by a further supplemental agreement dated 19 November 2012 (together the **"Investment Management Agreement"**). The Investment Management Agreement contains provisions indemnifying and exempting STANLIB from liability not due to its wilful default or negligence or fraud. The agreement may be terminated, inter alia, by the Manager or STANLIB on three months' notice. STANLIB may delegate the whole or any part of its powers and duties to other parties with the consent of the Manager.

STANLIB is a limited liability company incorporated in South Africa on 25 February 1969 having an authorised share capital of R1 000 000

(one million ordinary Shares of one Rand each) and issued share capital of R600 100 (six hundred thousand one hundred Rand). STANLIB is a wholly owned subsidiary of Liberty Holdings Limited. Liberty Holdings Limited is listed on the Johannesburg Stock Exchange and is 53% owned by Standard Bank Group Limited, which in turn is also listed on the Johannesburg Stock Exchange. As at March 2015 STANLIB had R551 billion (five hundred and fifty one billion Rand) (US\$46 billion) under management and is regulated by the Financial Services Board in South Africa.

As the driving force behind the Company, STANLIB is considered the Company's promoter under the policy on promoters of public and private collective investment funds issued by the Jersey Financial Services Commission. The principal business activity of STANLIB is the management of separate client focused equity, fixed income and balanced portfolios and mutual funds for its clients.

The Company has appointed STANLIB as distributor (in such capacity, the **"Distributor"**) of the Company pursuant to an agreement dated 12 June 2013 (the **"Distribution Agreement"**) as set out in more detail on page 20 (Material Contracts) of this Prospectus. The Distributor's responsibilities include marketing, advertising and otherwise promoting the Company and the Shares. Pursuant to a side letter dated 12 June 2013 between the Distributor and the Company, the Distributor has agreed to waive its right to be remunerated in respect of the services being provided under the Distribution Agreement.

#### **The Administrative Agent**

The Manager with the approval of the Company has appointed BNY Mellon Fund Services (Ireland) Limited (the **"Administrative Agent"**) as administrator, registrar and transfer agent of the Company with responsibility for performing the day to day administration of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share of each Class Fund. The Administrative Agent is a private limited company incorporated in Ireland on 31 May 1994 and is engaged in the provision of fund administration, accounting, registration, transfer agency and related shareholders services to collective investment schemes and investment funds. The Administrative Agent is authorised by the Irish Central Bank under the Investment Intermediaries Act, 1995.

The Administrative Agent shall not, in the absence of fraud, bad faith, negligence or wilful misconduct, be liable to the Company or to any holder of Shares in the Company (each a **"Shareholder"**) for any act or omission in the course of or in connection with the discharge by the Administrative Agent of its duties. The Company has agreed to indemnify the Administrative Agent or any entities appointed by it from and against any and all costs, expenses, damages, liabilities and claims and attorneys' and accountants' fees relating thereto (other than those resulting from the fraud, bad faith, negligence or wilful misconduct on the part of the Administrative Agent) which may be imposed on, incurred by or asserted against the Administrative Agent in performing its obligations or duties hereunder.

**The Administrative Agent will have no decision-making discretion relating to the Company's investments. The Administrative Agent is a service provider to the Manager and is not responsible for the preparation of this Prospectus or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus.**

# Investment and dividend policy

## Investment Policy

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The Investment Policy and details of the investment and borrowing restrictions for each Class Fund are set out in Appendices 1 to 6 to this Prospectus.

## Dividend Policy

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Dividends may be declared on individual Share Classes from time to time in accordance with the provisions of the Companies (Jersey) Law, 1991 (as amended). The Fund Rules for each Share Class (the "Fund Rules") may also specify whether or not dividends may be paid.

## Risk factors

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Whilst the investment policy of each of the Class Funds renders it highly unlikely that the assets attributable to any one Class Fund will be insufficient to meet liabilities attributable to that Class Fund, if such event should occur, investors should appreciate that this would affect the other Class Funds since whilst each Share Class and each Class Fund is to be treated as bearing its own liabilities, the Company as a whole remains liable to third parties. As at the date of this Prospectus the Directors are not aware of any such existing or contingent liability.

Changes in currency rates of exchange may have an adverse effect on the value, price or any income of the Shares of the Company.

The investments of the Company in securities are subject to normal market fluctuations and other risks inherent in investing in securities.

The Company and the Manager will not have control over the activities of any collective investment scheme invested in by a Class Fund. Managers of collective investment schemes may take undesirable tax positions, employ excessive leverage, or otherwise manage the collective investment schemes in a manner not anticipated by the Manager.

# Dealing procedures for investors

## Dealing Days and Times

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At present, Dealing Days (the “Dealing Day”) for each of the Share Classes will be every weekday on which banks in Jersey are open for normal banking business.

Shares in respect of the Share Classes may be allotted or redeemed on any Dealing Day. Deals will be accepted by the Company in Jersey and Ireland between the hours of 9am and 2.30pm Jersey time on any Business Day before a Dealing Day.

The Share Classes will normally be valued as at the Valuation Point unless the issue and redemption of Shares has been suspended. At present, the Valuation Point for all Share Classes will be 11.59pm Jersey time on each Business Day before a Dealing Day provided that, for the purpose of valuing any investment of a Class Fund where such value is determined by reference to market price, the Valuation Point shall be closure of the relevant market on the Business Day immediately preceding the Dealing Day.

Applications for Shares and redemption requests received after 2.30pm Jersey time on any Business Day will not be dealt on the Dealing Day falling on the following Business Day but will be dealt on the next succeeding Dealing Day.

The Manager reserves the right to alter the above cut-off times if considered appropriate, while respecting the principle of equal treatment of shareholders and the Jersey and Ireland rules and regulations on the prevention of late trading and market timing. For the avoidance of any doubt, the Manager will bear all liabilities in that connection, the Administrative Agent being not responsible for such action or decision.

The Manager may elect to satisfy any application for Shares by selling Shares of the relevant Share Class to the applicant at a price equal to the issue price of the Shares of that Share Class at the relevant time and may elect to satisfy any application to redeem Shares by purchasing those Shares at a price equal to the Redemption Price of Shares of the relevant Share Class on the relevant Dealing Day. Information as to the calculation of subscription and redemption price is set out at pages 13 and 14.

## The Initial Offer

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The Company was launched at an initial offer price of Shares of each of the Class Funds (in existence at that time) of US\$1 000, with the initial offer period being open from 21 December 1998 to 31 January 1999. The initial offer price of Shares of a particular Class Fund is set out in the relevant Fund Rules

## Applications

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Applications for Shares should be made on the Application Form available from the Administrative Agent or the Manager.

A contract note will be issued by the Administrative Agent on behalf of the Manager as soon as practicable providing details

of the transaction. Unless specifically requested in writing at the time of application share certificates will not be issued. Applications may be accepted or rejected in the sole discretion of the Manager.

The Administrative Agent or the Manager shall require any applicant to provide further information and/or declarations as part of the Administrative Agent or the Manager’s ‘Know Your Client’ procedures and generally in compliance with Irish or Jersey law and measures aimed towards the prevention of money laundering. Details of such further information and declarations are more fully explained in the Application Form.

Applications in writing should be addressed to the Company as follows:

BNY Mellon Fund Services (Ireland) Limited  
Unit 6100  
Avenue 6000  
Cork Airport Business Park  
Cork  
Ireland

Subsequent investments may be made by fax identifying the Share Class and amount to be invested therein:

Fax: +353 1 829 0841

Investors must complete the Fax Indemnity contained in the Application Form in order for fax instructions to be accepted.

Every investor will be allocated an account number which should be quoted in all communications with the Manager, the Company and the Administrative Agent.

## Settlement Procedure

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Shares will be registered only against cleared funds in US\$, or Euro for the STANLIB European Equity Fund, which should be sent so as to reach the Administrative Agent on or before 2.30pm Jersey time on the Business Day before the relevant Dealing Day. Payments by bank transfer should be made for the relevant Class Fund as specified in the Application Form.

To ensure good value is received on incoming funds, the remitting bank should be requested to send a direct payment advice to BNY Mellon by way of a SWIFT MT103 message to SWIFT address IRVTBEBB quoting full beneficiary details.

For payments sent by bank transfer an advice should be sent by fax to the Administrative Agent at fax number: +353 1 829 0841.

Where settlement is made by cheque or bankers draft, acceptance of the application will be deferred until cleared funds are received.

## Minimum Subscription and Minimum Holding

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The minimum subscription amount for Participating Shares of each Share Class is US\$100 000 or the Euro equivalent for the STANLIB European Equity Fund. The minimum holding for Participating

Shares is US\$5 000 or the Euro equivalent for the STANLIB European Equity Fund (the “Minimum Holding”).

## Share registration

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Shares will be in registered form and no share certificate will be issued unless requested. Registration of the Shares comprised in the application will normally be effected after receipt of completed documentation, provided that the subscription monies have been cleared. Ownership is recorded by an entry in the share register. Where no certificate is to be issued the account number allocated to the investor must be quoted in all communications with the Company, the Manager and the Administrative Agent. The Manager and the Administrative Agent will be deemed to be authorised to act on any redemption, conversion or other instruction received (by fax or in writing) from any person purporting to be the Shareholder and quoting such Shareholder’s account number. The Share Register may be inspected at the registered office of the Manager during normal hours of business. It is intended that each registered Shareholder will receive a statement of ownership of the total number of Shares of each Share Class held, on a six monthly basis by post or by email.

## Redemptions

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Shareholders may redeem the whole or part of their holding of Shares in the Company on a Dealing Day and in any amount provided that the residual balance of Shares of the relevant class held does not fall below the Minimum Holding as a result. Where the residual balance of Shares held falls below the Minimum Holding, all of the applicant’s Shares of that Share Class will be redeemed. Instructions for the redemption of the Shares may be given in writing or fax quoting the relevant shareholder account number, and the number and Share Class to be redeemed. Faxed instructions are binding where the Company has been provided with Standing Redemption. Payment Instructions (as defined and to be contained in the Application Form available from the Administrative Agent or the Manager) by a Shareholder giving details of a bank account in the name of the Shareholder to which payment of the redemption proceeds is to be made. Payment of redemption proceeds will be made in accordance with instructions already held (or subsequently advised by the Shareholder in writing (and provided that any other bank account advised by the Shareholder is held in the name of the Shareholder)) after return of the relevant Share Certificates (if any).

Settlement of redemption proceeds may take up to 14 Business Days following the relevant Dealing Day or, if later, receipt of instructions in writing (if required) and relevant Share Certificates (if any). Generally, in the case of each Share Class settlement of redemption proceeds will be made in the currency of the relevant Share Class within seven Business Days following the relevant Dealing Day unless receipt of instructions in writing (if required) and relevant Share Certificates (if any) delay settlement.

The Directors may, in their absolute discretion, but with the consent of the redeeming Shareholder, arrange that the settlement of redemption proceeds be made either in whole or in part by a transfer to the redeeming Shareholder of assets attributable to the relevant Share Class equal in value to the amount to which the redeeming Shareholder would have been entitled if the payment had been made in cash PROVIDED THAT any such “in-specie” redemption will not materially prejudice the interests of the remaining shareholders in the Company.

In normal circumstances, there is no charge or fee for redemptions, however in all cases, bank charges will be applied.

The Directors will in certain circumstances use Swing Pricing for redemptions and subscriptions received from investors as disclosed on page 13.

## Conversions

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Details of Share Classes which are available for conversion into one or more of the other Share Classes of the Company may be obtained from the Administrative Agent or the Manager.

There are no initial fees charged on conversions.

The right to convert is subject to the Fund Rules of the relevant Share Class, to there being no temporary suspension of dealings and to the Directors’ discretion (to be exercised fairly and equitably) to reject a conversion application where they consider it to be in the interests of the Company or its Shareholders to do so. A shareholder who converts Shares of one class into Shares of another will not have a right by law to reverse the transaction. The shareholder will have to request the conversion of the Shares of the new class concerned back to Shares of the original class and this will be a new transaction.

Conversion instructions may not be withdrawn except in the case of the suspension of the determination of the Net Asset Value of the relevant class of Shares.

A conversion of Shares of one class into Shares of another may in some jurisdictions be a realisation for the purposes of capital gains taxation.

## Transfers

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Shares may be transferred in the usual way provided that the identity of the transferee(s) has been verified to the satisfaction of the Administrative Agent in accordance with the Administrative Agent’s client identification procedures. All stock transfer forms together with renounced share certificates, if applicable, or other acceptable evidence of title should state the full name and address of the transferor and transferee, and should be signed by them.

## Publication of Prices

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Prices are available from the Administrative Agent or the Manager and published on the Irish Stock exchange website: [www.ISE.ie](http://www.ISE.ie). Prices are also available on the Investment Manager’s website: [www.stanlib.com](http://www.stanlib.com) and are published through Morningstar and Bloomberg.

# Fees and charges

## The Company

The Company is responsible for the normal costs and expenses of its business such as those associated with investment transactions, statutory and regulatory maintenance costs and audit fees which will be allocated where possible to the Class Fund in respect of which they are incurred or otherwise pro rata to the Net Asset Values of the Class Funds or as the Directors otherwise shall determine to be appropriate. The costs of establishing the Company were financed by the previous Manager and have been fully amortised.

## The Manager

The Manager is entitled to receive out of each of the Class Funds, attributable to each Share Class, an amount not exceeding 2.5% per annum of the average Net Asset Value of each Share Class of the respective Class Funds to be calculated and accrued on each Dealing Day and payable on the first Business Day of each month in respect of the preceding month. An initial charge of up to 5% of the subscription price of Shares of any Class Fund may also be paid to the Manager. The Manager will meet the charges of the Investment Manager and the Administrative Agent.

The Manager is entitled to be reimbursed out of the Class Funds for out-of-pocket expenses. For each Class Fund, details of the management fees payable to the Manager will be supplied in the Fund Rules of the relevant Share Class. These expenses will be reviewed by the board on an annual basis.

Such fees shall accrue daily and shall be payable to the Manager by monthly payments in arrears becoming due on the first Business Day of each month in respect of the preceding month.

The Company, Custodian and Manager may agree variations to the Manager's Fees within the specified maximum of 2.5% subject to not less than three months' notice being given to holders of Shares in each Share Class of the Class Funds.

## The Custodian

The Custodian has agreed with the Company that it will be paid a fee at the following rates, subject to an overall minimum fee in respect of each Class Fund of US\$5 000 per annum (such minimum fee to be waived in respect of cash funds) (the "Minimum Fee"):

1. Where the total value of the Company's assets in respect of a Class Fund is less than US\$50 million, 0.035% per annum of the Net Asset Value of that Class Fund
2. Where the total value of the Company's assets in respect of a Class Fund is US\$50 million or more but less than US\$100 million:
  - a. 0.035% per annum on any and all amounts up to US\$50 million of the Net Asset Value of that Class Fund; and
  - b. 0.025% per annum on any and all amounts above US\$50 million of the Net Asset Value of that Class Fund but only up to US\$100 million

3. Where the total value of the Company's assets in respect of a Class Fund is US\$100 million or more but less than US\$500 million:
  - a. 0.035% per annum on any and all amounts up to US\$50 million of the Net Asset Value of that Class Fund
  - b. 0.025% per annum on any and all amounts above US\$50 million of the Net Asset Value of that Class Fund but only up to US\$100 million; and
  - c. 0.010% per annum on any and all amounts above US\$100 million of the Net Asset Value of that Class Fund but only up to US\$500 million. Where the total value of the Company's assets in respect of a Class Fund is US\$500 million or more
4. Where the total value of the Company's assets in respect of a Class Fund is US\$500 million or more:
  - a. 0.035% per annum on any and all amounts up to US\$50 million of the Net Asset Value of that Class Fund
  - b. 0.025% per annum on any and all amounts above US\$50 million of the Net Asset Value of that Class Fund but only up to US\$100 million
  - c. 0.010% per annum on any and all amounts above US\$100 million of the Net Asset Value of that Class Fund but only up to US\$500 million; and
  - d. 0.005% per annum on any and all amounts above US\$500 million of the Net Asset Value of each Class Fund

Such fees shall accrue daily and shall be payable to the Custodian by monthly payments in arrears becoming due on the first Business Day of each month in respect of the preceding month.

The Minimum Fee shall increase in accordance with the Jersey Retail Price Index applicable on each anniversary of the Custodian Agreement.

The Custodian shall be entitled to charge the Company on a time-spent basis for any work undertaken by the Custodian (including extraordinary visits to service providers) deemed by the Custodian (acting reasonably) to be necessary as a result of any breaches by the Company or the Manager of the constitutional documents, offering documents or other regulations of the Company.

The Custodian is also entitled to be reimbursed out of the Class Funds for charges and transaction fees levied on it by the Sub-Custodian and other sub-custodians which shall be at rates which have been negotiated on an arm's length basis or are otherwise on commercial terms. The Sub-Custodian applies global transaction and safekeeping fees based on individual country fees together with non-resident alien and reporting fees in respect of, respectively, income paid by USA incorporated companies and certain US beneficial owner accounts held with the Sub-Custodian.

The Custodian is entitled to be reimbursed out of the Class Funds for out-of-pocket expenses, and any sub-custodian fees (which will be at normal commercial rates).

# Investment and borrowing restrictions

## Investment restrictions

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In the Fund Rules for each Share Class, the Directors of the Company have adopted investment rules which determine the investment restrictions to be applied in respect of each Share Class (the same rules and restrictions applying to all Share Classes relating to each Class Fund). The investment restrictions adopted are detailed in Appendices 1 to 6 to this Prospectus and more fully described in the Fund Rules. In general, restrictions apply as at the date of the relevant transaction or commitment to invest and changes to the Share Classes do not have to be effected merely because owing to appreciations or depreciations in value any of the limits would thereby be breached, but regard must be had to these limits when considering changes or additions to the Share Classes.

## Borrowing restrictions

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The Directors may exercise all the powers of the Company to borrow solely for the purposes of meeting redemption requests. The Articles of Association of the Company (the "Articles") require the Directors to restrict the borrowings of any Class Fund so as to ensure that amounts outstanding from time to time do not exceed an amount equal to 5 per cent of the Net Asset Value of that Class Fund or such lesser amount as may be specified for this purpose in the relevant Fund Rules for that Class. In the Fund Rules for each Share Class, the Directors of the Company have adopted borrowing restrictions which determine the borrowing restrictions to be applied in respect of each Share Class (the same restrictions applying to all Share Classes relating to each Class Fund). The borrowing restrictions adopted are detailed in Appendices 1 to 6 to this Prospectus.

# General information

## Definitions

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References to “US Dollars”, “USD”, “US\$”, “dollars”, “cents”, “\$” and “c” in this Prospectus are to dollars and cents of the United States of America; references to “£”, “GBP” and “Sterling” are to the currency of the United Kingdom; references to “EUR” and “Euros” are to the currency of the European Union. References to “Rand” and “R” in this Prospectus are to the currency of the Republic of South Africa. All references to “Jersey time” herein are a reference to the local time in Jersey, Channel Islands, and a “Business Day” is any day on which Banks are normally open for business (other than on a Saturday) in Jersey.

For the purpose of this Prospectus, any reference to a United States Person includes a national or resident of the United States of America, a partnership organised or existing in any state, territory or possession of the United States of America, a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which arises from sources outside the United States of America (which is not effectively connected with the conduct of a trade or business within the United States of America) and is not included in gross income for the purposes of computing United States federal income tax.

## New Share Classes and New Class Funds

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The Articles permit the Directors to introduce new Share Classes for existing Class Funds and/or to establish new Class Funds from time to time. The Directors intend to use these powers to extend the range of Share Classes and/or Class Funds offered by the Company.

## Expenses

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The Company is responsible for its own operating expenses, including audit and legal fees and charges incurred on the acquisition and realisation of investments. Such operating expenses will be borne by the Class Funds as the Directors shall determine, and usually pro rata if not clearly attributable to a specific Class Fund.

The expenses of introducing new Share Classes shall be charged to the relevant Share Class described in the Fund Rules so provide.

The Manager may, at its discretion and without recourse to the Company, pay commissions directly to investors or to investors' agents in respect of subscriptions for Shares, subject to the general overriding requirement to treat Shareholders equally.

# Taxation

## General

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The taxation of income and capital gains of the Company and the Shareholders is subject to the fiscal law and practice of the investee jurisdictions, of Jersey and of the jurisdictions in which Shareholders are resident or otherwise subject to tax. The following summary of the anticipated tax treatment in Jersey applies only to persons holding Shares as an investment and does not constitute legal or tax advice. The summary is based on the taxation law and practice in force in Jersey at the date of this Prospectus and prospective investors should be aware that the relevant fiscal rules and practice or their interpretation may change.

The comments below are of a general nature, are not a full description of all relevant tax considerations and may not be applicable to certain categories of investor. Prospective investors should consult their own professional advisers on the possible consequences of making an investment in, holding, converting, redeeming or disposing of Shares under the relevant laws of the jurisdictions to which they are subject, including the tax consequences and any exchange control requirements.

## The Company

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Jersey's corporate tax regime is known as 'zero/ten'. The general rate of corporate income tax is 0% under the regime. A 10% rate applies to certain regulated financial services companies. The 0% rate will apply to the Company on the basis that it does not engage in what are considered relevant regulated activities.

As part of an agreement reached in connection with the European Union Directive on the Taxation of Savings Income in the Form of Interest Payments, and in line with steps taken by other relevant countries, Jersey initially introduced a retention tax system in respect of payments of interest, or other similar income, made to an individual beneficial owner resident in an EU Member State by a paying agent established in Jersey with effect during a transitional period between 1 July 2005 and 1 January 2015. A system of automatic communication to EU Member States of information regarding such payments has been implemented in Jersey since 1 January 2015. The automatic communication system imposes an obligation on Jersey paying agents to submit a report in respect of interest payments paid to all beneficial owners that are EU residents and does not include the deduction of retention tax.

The automatic communication system in Jersey is implemented by means of bilateral agreements with each of the EU Member States, the Taxation (Agreements with European Union Member States) (Jersey) Regulations 2005 (as amended) and the revised guidance on the application of the agreements entered into between Jersey and each EU Member State in support of the EU Directive on the Taxation of Savings Income. Based on these provisions and our understanding of the current practice of the Jersey tax authorities, any dividend distributions to Shareholders by the Company and income realized by a Shareholder upon the sale or redemption of shares do not constitute interest payment for the purpose of the automatic communication system and therefore neither the

Company nor any paying agent appointed by the Company in Jersey is obliged to notify EU Member States under those provisions in respect thereof. To the extent that the Company makes distributions, in the form of interest in the future, the obligations set out above may apply.

The Directors further intend to conduct the affairs of the Company in such a manner as to minimise, so far as they consider reasonable, taxation suffered by it. However, as the Company will make a range of investments in various jurisdictions, some of the income and the gains on the investments in certain Class Funds may be subject to withholding and other taxes. The Company will not generally benefit from any treaties for the relief of double taxation.

## Shareholders

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Shareholders are not subject to any death duties, capital gains, gift, inheritance, capital transfer or income taxes in Jersey. No stamp duty is levied in Jersey on the transfer, redemption or conversion of Shares. However, Jersey probate or letters of administration must usually be obtained on the death of an individual sole Shareholder (unless assets in Jersey have an aggregate value of less than £10 000) and stamp duty of up to 0.75% is payable on their respective registrations. The attention of Jersey residents is drawn to the provisions of Article 134A of the Income Tax (Jersey) Law, 1961 which may in certain circumstances render a resident liable to income tax on the undistributed income or profits on their Shares.

In some jurisdictions a conversion of Participating Shares of one class into Participating Shares of another class may be a realisation for the purposes of capital gains taxation. Dividends paid on Shares held by persons who are not resident in Jersey, will not suffer Jersey withholding tax.

# Valuations

## Subscription and redemption price

The subscription and redemption price(s) of each Share Class will be calculated based on the Net Asset Value of the associated Class Fund at the Valuation Point for that Class Fund with such adjustments as are necessary to take account of the different fees, characteristics and entitlements of the relevant Share Class. The Net Asset Value of each Class Fund is determined by reference to valuation principles for the underlying assets as set out in the Articles and in accordance with generally accepted accounting principles in the United Kingdom.

Deposits are valued at their principal amount plus accrued interest. Investments listed on a stock exchange are valued at their quoted price. Where bid and offer prices are quoted, investments are valued at a middle market price. Investments in collective investment funds are valued at the last mid-price or the net asset value available from the managers thereof at the Valuation Point. Financial futures contracts and traded options are valued by reference to the latest available prices at the Valuation Point on any market created by any method of dealing in such contracts or options (as the case may be) which in the opinion of the Manager provides a satisfactory market for such contracts or options. Where no price quotation is available for any asset the fair value thereof is to be determined by the Directors with the approval of the Auditors.

Notwithstanding the above, where the Company has entered into any forward contract of sale or purchase or when any investment has been contracted to be realised, there shall be included in the relevant Class Fund any amount or amounts payable or receivable under such contract, and, only in the case of a contract of purchase, an amount equal to the forward price which would be payable to the Company for the sale of the relevant investment.

If the Directors consider that some other method of valuation better reflects the fair value of a particular investment then in such case the Directors are entitled to substitute what is in their opinion a fair value, with the approval of the Auditors.

Where for the purpose of calculating the Net Asset Value of any Class Fund or any Share Class, any amount in one currency is required to be translated into another currency, the foreign exchange rates applicable shall be the latest available spot exchange rates at the relevant Valuation Point on the London interbank market.

The liabilities attributed to the relevant Class Fund for the purpose of computing net assets shall be deemed to include all its liabilities, including accrued liabilities of whatsoever kind and nature except liabilities represented by Shares of the Company and liabilities which relate exclusively to a specific class of Participating Shares (which liabilities shall be allocated to and taken into account when calculating the Net Asset Value of the Share Class). In determining such liabilities the Directors may calculate any liabilities of a regular or recurring nature on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any such period.

In order to calculate redemption and subscription prices, the

Directors may deduct from or add to (as the case may be) the Net Asset Value of the relevant Class Fund appropriate allowances for duties and charges in relation to the realisation or purchase of investments respectively and make such adjustment as is necessary to account for any liabilities or assets which are specific to the relevant Share Class. Accordingly, the subscription price for a particular Share Class on any Dealing Day may be higher than the redemption price for Shares of the same Share Class on that Dealing Day and the subscription and redemption prices of different Share Classes may differ notwithstanding that they relate to the same Class Fund.

Notwithstanding any of the above relating to the time at which any valuation is to be made, the Directors may at any time in relation to any Dealing Day carry out a valuation to determine the Net Asset Value and calculate the subscription and redemption prices of Shares of any Share Class if at that time in the view of the Directors circumstances merit such a calculation and in such event the latest calculated prices and Net Asset Value shall apply for all purposes on the relevant Dealing Day.

The Articles provide that (subject to any relevant regulatory consent) Participating Shares may be offered for fixed periods not to exceed six days at fixed prices so long as such prices shall not be higher or lower than the subscription price for Shares of that class at the relevant time by more than 2%. However, for so long as the Shares of the Company are listed on the Official List and trading on the Main Securities Market of the ISE, Shares may only be offered at the subscription price.

The Net Asset Value per Share will be notified by the Administrative Agent to the ISE immediately upon calculation.

In calculating the Net Asset Value and Net Asset Value per Share, the Administrative Agent may rely upon such automatic pricing services as it shall determine or, if so instructed by the Company, the Manager or the Investment Manager, it may use information provided by particular pricing services, brokers, market makers or other intermediaries. In such circumstances, the Administrative Agent shall not, in the absence of fraud, negligence or wilful default on the part of the Administrative Agent, be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Net Asset Value and Net Asset Value per Share resulting from any inaccuracy in the information provided by any such pricing service, broker, market maker or other intermediary.

## Swing pricing

The Company is a single-priced fund.

A characteristic of frequent investor dealing ("capital activity") is that transaction costs are incurred which dilute the value of existing shareholders' interests in a single-priced fund. This fall in value happens because the single price ("mid-price") at which investors buy and sell the fund's shares only reflects the value of its net assets.

It does not take into account the dealing costs that arise when the investment manager trades as a result of capital activity incurring a spread on the underlying securities and related trade charges. In other words, for a single-priced fund, the costs incurred with capital activity do not fall only on the investor who has just traded, but on all existing shareholders in the fund.

To treat all existing and new investors equally, and so isolating existing shareholders from the impact of net capital activity, a fund's Net Asset Value price can 'swing' to reflect the costs to the fund of the underlying net capital activity. For example, a net subscription will lead to the Net Asset Value price per Share swinging upwards to an 'offer' price, and a net redemption will lead to the Net Asset Value per Share price swinging downwards to a 'bid' price. The process is triggered and the Net Asset Value swung when net capital activity is of a material level.

The swing factor calculation is derived from (i) the bid-offer spread of the underlying portfolio of investment; and (ii) associated trade charges. The Manager may apply a swing factor of up to 2% of the Net Asset Value per Share.

Investors should note that in the event that they subscribe on a day in which total subscriptions exceed redemptions, the price will swing above the mid-price. Investors should also note that in the event that they redeem on a day in which total redemptions exceed subscriptions, the price will swing below the mid-price. As a consequence of the application and publishing of swing pricing on a particular day, the Net Asset Value may not reflect the true portfolio performance when compared to the Company's benchmark that day.

## **Suspension of valuations**

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The Directors may declare a suspension of the issue, redemption, conversion and valuation of Shares during any period when there is a closure of, or the suspension of trading on, any market on which a substantial portion of assets are traded or for any other reason circumstances exist as a result of which in the Directors' opinion it is not reasonably practicable to dispose of a substantial portion of investments or to determine the subscription or redemption prices or a breakdown occurs in any of the means normally employed by the Directors in ascertaining the subscription and/or redemption prices of a substantial portion of assets, or the remittance of funds involved in the realisation of or in the payment for investments cannot be carried out without undue delay or at normal rates of exchange.

Notice of the imposition or lifting of the suspension of valuations will be notified without delay to applicants for the issue or redemption of Shares and published on the following website, [www.stanlib.com](http://www.stanlib.com), and in the daily newspapers (if any) in which the subscription and redemption prices of Shares may have been published during the preceding six months. Shareholders wishing to redeem Shares of that Share Class may withdraw their requests for redemption by notifying the Company or the Manager in writing on or before 2.30pm Jersey time on the Business Day immediately before the relevant Dealing Day preceding the termination of the suspension. Unless withdrawn, requests for redemption will be considered on the first Dealing Day following the lifting of a suspension. All reasonable steps will be taken by the Directors to bring any period of suspension to an end as soon as possible. Notice of any suspension of redemptions and the calculation of the Net Asset Value will be notified immediately to the Irish Stock Exchange.

# Further details concerning conversions and redemptions

## Conversion

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Shares of any Share Class may only be converted into Shares of another Share Class if the Fund Rules of the relevant Class Funds so provide. The Directors have discretion subject to the fair and equitable exercise thereof to reject any application to convert Shares where they consider it to be in the interest of the Company or of the holders of any Share Class to do so.

The number of Shares of the new Share Class resulting from conversion shall be determined by the Directors in accordance (or as nearly as may be in accordance) with the following formula:

$$A = \frac{B \times (C \times D)}{E}$$

Where:

A = the number of Shares of the new Share Class to be issued

B = the aggregate number of Shares of the original Share Class to be converted comprised in the conversion notice

C = the redemption price per Share of the original Share Class ruling on the relevant Dealing Day

D = the currency conversion factor determined by the Directors on the relevant Dealing Day (or in the event that the redemption price is recalculated, then at the time of such recalculation) as representing the effective rate of exchange between two relevant currencies. Where both Funds are denominated in the same currency, the currency conversion factor shall be one

E = the Issue Price per Share for the new Share Class ruling on the relevant Dealing Day

There is no conversion charge levied.

## Compulsory redemption of Shares

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- a. If at the relevant time or times over a period of four consecutive weeks, the aggregate Net Asset Value of all the Class Funds maintained by the Company shall be less than the equivalent of US\$10 000 000, the Company may by not less than four weeks' notice to all holders of Shares, redeem on the Dealing Days designated in such notice at the respective redemption prices all (but not some only) of the Shares not previously redeemed
- b. If, at the relevant time or times over a period of four consecutive weeks, the Net Asset Value of any Class Fund maintained by the Company shall be less than the equivalent of US\$5 000 000, the Company may, by not less than four weeks' notice to all holders of Shares of the relevant Class, redeem on the Dealing Day nominated in such notice at the relevant Redemption Price calculated on that day all (but not some only) of the Shares of that Share Class not previously redeemed
- c. The Directors are entitled by notice to require the redemption or transfer of Shares acquired or held by a person in breach

of any law or requirement of any country or governmental authority or in circumstances where the holding of such Shares may result in the regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its Shareholders as a whole

## Deferral of redemption

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The Directors may restrict redemption of Shares to no more than 20% of the issued Shares of any Share Class on any Dealing Day, with excess requests being scaled back on a pro rata basis, with the balance being carried forward to the next Dealing Day and so on until all the Shares concerned have been redeemed.

# Corporate Structure

## Capital Structure

The Company was incorporated with limited liability in Jersey on 18 March 1996 under the provisions of the Companies (Jersey) Law, 1991 (as amended) with an authorised share capital of US\$5 000 100 divided into 100 Founders Shares of \$1 each and 500 000 000 unclassified Shares of one cent each. Pursuant to a special resolution of the Shareholders of the Company passed on 21 December 1998 the 500 000 000 unclassified Shares of one cent each have been consolidated into 5 000 000 unclassified Shares of \$1 each. The unclassified Shares may be issued as Participating Redeemable Preference Shares (“Shares”) of any Class, or as Nominal Shares. The constitution of the Company is defined in the Articles which may be altered by special resolution. The authorised share capital of the Company may be altered by special resolution in accordance with the Companies (Jersey) Law 1991 as amended.

The Directors have resolved pursuant to powers vested in them by the Articles to issue Participating Shares on the terms set out herein.

## Founders Shares

Founders Shares may only be issued at par value to the Manager or to its nominees provided that the Directors may at any time direct that any Founders Shares not held by or on behalf of the Manager shall be compulsorily purchased from the holder thereof by the Manager at the par value thereof. On a winding up or repayment of capital, the Founders Shares rank for repayment of the nominal amount paid up thereon after repayment of the nominal amount paid up on the Shares and the Nominal Shares (if any). Holders of Founders Shares are entitled to receive notices of General Meetings and to attend and vote thereat. On a poll a holder is entitled to one vote for each Founders Share held. Founders Shares do not carry the right to any dividend.

## Participating Redeemable Preference Shares (“Participating Shares” or “Shares”)

The Shares rank first in a winding up for repayment of the nominal amount paid up thereon and, in addition, have the right to a pro rata share of all dividends paid and to surplus assets available for distribution to Shareholders after repayment of the nominal amount paid up on the Nominal Shares (if any) and the Founders Shares. Holders of Shares receive notice of General Meetings and are entitled to attend and vote thereat. On a poll a holder is entitled to one vote for each whole Share held. A Member may appoint any person to act as his proxy at any Meeting of the Company. A Member may be registered as the holder of and may transfer a fraction of a Share.

## Nominal Shares

The Articles allow for the issue to the Manager of unclassified shares as Nominal Shares for the purpose of providing funds for redemptions. Nominal Shares carry no right to dividend and

are subordinated to the Participating Shares on a winding up or repayment of capital. A holder of Nominal Shares has only one vote on a poll or on a show of hands no matter how many Nominal Shares are held by him.

## Winding up

The Company will exist until wound up pursuant to a special resolution of its Members and then be dissolved according to the Companies (Jersey) Law 1991.

In a liquidation, the liquidator is authorised to transfer assets to and from the Class Funds in such a way as may be necessary in order that the effective burden of creditors’ claims is shared among the holders of Shares of different classes in such proportions as the liquidator thinks equitable.

The assets available for distribution among the Shareholders will be applied in the following priority:

- i. Firstly, in the payment to the shareholders of each class of the nominal amount paid upon their Shares
- ii. Secondly, in the payment to the holders of the Nominal Shares of the nominal amount paid upon their Shares but without recourse to assets of any Class Fund
- iii. Thirdly, in the payment to the holders of the Founders Shares of the nominal amount paid upon their Shares, but without recourse to the assets of any Class Fund
- iv. Fourthly, in the payment to the Shareholders of each Share Class of any balance then remaining in the relevant Fund, such payment being made in proportion to the number of Shares of that class held; and
- v. Fifthly, in the payment to the holders of the Shares of any balance then remaining and not comprised within any of the Class Funds, such payment being made in proportion to the number of Shares held

## Fund Rules

The Directors are required, pursuant to the Articles to adopt and maintain in respect of each Share Class in issue Fund Rules which make such provisions as the Directors consider appropriate but which shall include:

- I. The investment rules relating to the relevant Share Class
- II. The Valuation Point for the relevant Share Class
- III. Details of the terms and conditions, and the Dealing Day or Days on which the relevant Shares may be allotted, redeemed or converted, and the periods of notice and procedures to be adopted by persons wishing to convert
- IV. Restrictions (if any) on the conversion of Participating Shares of the relevant Share Class

- V. Details of any charges which may be levied on an allotment redemption or conversion

The provisions of the Fund Rules may be varied only with the consent of the Custodian and the sanction of an Ordinary Resolution of holders of the relevant Share Class, save that such sanction will not be required if such variation or amendment is necessary to make possible compliance with fiscal or other statutory or official requirements, actual or proposed, or if:

- i. Such variation or amendment is not a variation of the provisions regulating any of the determination of the Net Asset Value of the Class of Shares, the prices at which Shares may be issued, redeemed or converted, or the remuneration or charges of the Manager; and
- ii. The Custodian and the Manager each certify that the variation does not materially prejudice the interests of Shareholders, nor release the Company from any responsibility to such holders

### Variation of Class Rights

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- a. All or any of the special rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be altered or abrogated with the consent in writing of the holders of not less than 75% of the issued Shares of that class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the Shares of that class by a majority of at least 75% of the votes cast at such a meeting. To every such separate meeting, the provisions of the Articles relating to general meetings shall apply mutatis mutandis, except that the necessary quorum shall be the holders of at least one-third of the Shares of that class
- b. The Company in general meeting or its Directors may at any time and from time to time confer on the holders of Shares of any class such further rights and privileges in addition to those herein contained as it or they may think fit without conferring such rights or privileges on the holders of all classes of Shares provided that the rights of such other holders as to voting on a poll dividend, redemption, return of capital on a winding up or the application of the assets of the Company relating to that class are not thereby reduced or abrogated
- c. Subject to paragraph (b) above, the special rights conferred upon the holders of any Shares of any class issued with preferred rights shall (unless otherwise expressly provided by the terms of issue of the Shares of that class) be deemed not to be varied by the creation allotment or issue of further Shares ranking pari passu therewith, or of Founders Shares, or the creation of unclassified Shares, or the allotment, issue, redemption, or conversion of Shares or Nominal Shares, or by the payment of a dividend on Shares of any class out of the assets attributable to that class, or by the exercise by the Directors of their discretions in relation to the adoption of Fund Rules and the attribution of assets or liabilities between Funds, or by the exercise by a liquidator of his powers in a winding up

### Attribution between Class Funds

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There are separate Class Funds and separate Share Classes corresponding thereto and the following provisions apply thereto:

- a. The proceeds from the allotment and issue of each Share Class are required to be applied in the books of the Company to the Share Class and the corresponding Class Fund and the assets, liabilities, income and expenditure attributable thereto shall be applied to such Share Class and the corresponding Class Fund subject to the provisions set out below
- b. Where any asset is derived from another asset (whether cash or otherwise) such derivative asset is required to be applied in the books of the Company to the same Class Fund as the asset from which it was derived and, on each revaluation, the increase or diminution in value shall be applied to the relevant Class Fund

- c. In the case of any assets of the Company (not attributable to the Founders Shares or Nominal Shares, if any) which are not considered attributable to a particular Class Fund or Funds, the Directors will have discretion to determine the basis upon which any asset is to be allocated between Class Funds and Directors have power (subject to the fair and equitable exercise of such power) at any time and from time to time to vary such basis
- d. The Directors have a discretion, subject to the approval of the Auditors, to determine the basis upon which any liability shall be allocated between Class Funds and, if required, different Share Classes (including conditions as to subsequent reallocation thereof if circumstances so permit or require) and have power (subject to the fair and equitable exercise) at any time and from time to time, to vary such basis and charge expenses of the Company against either the revenue or the capital of the Company
- e. The Directors have a discretion, subject to the approval of the Auditors, to determine the basis upon which any liability shall be allocated between Class Funds and, if required, different Share Classes (including conditions as to subsequent reallocation thereof if circumstances so permit or require) and have power (subject to the fair and equitable exercise) at any time and from time to time, to vary such basis and charge expenses of the Company against either the revenue or the capital of the Company
- f. Subject to the approval of the Auditors, the Directors may in the books of the Company transfer any assets to and from each Share Class and Class Funds if, as a result of a creditor proceeding against certain of the assets of the Company or otherwise, a liability would be borne in a different manner from that in which it would have been borne under paragraph (e) above, or in any similar circumstances.

# Directors

## Directors of the Company

The Directors control the affairs of the Company at regular board meetings and are responsible for the overall investment policy to be pursued in respect of each of the Class Funds from time to time. The Directors of STANLIB Funds Limited are:

**Michael Farrow (British):** Mr Farrow is a formally qualified trustee and corporate administrator. He is a non-executive director of a number of listed companies, open ended funds and a variety of private equity based collective investment schemes investing in such diverse activities as international commercial property, clean energy, mining and large scale farming. Mr Farrow established Consortia Partnership Limited ("Consortia") in September 2004. He is a principal and director of Consortia, a Jersey licensed trust and fund administration company servicing both institutional and private clients. He leads Consortia's corporate, institutional and fund administration business, having knowledge of governance and best practice locally, in the United Kingdom and United States. He holds an MSc in Corporate Governance and is a Fellow of the Institute of Chartered Secretaries and Administrators. Mr Farrow's business address is 3Fl, Standard Bank House, 47-49 La Motte Street, St Helier, Jersey, Channel Islands.

**Neil Deacon (British):** Mr Deacon is a Chartered Fellow of the Chartered Institute for Securities and Investment. He has 19 years of experience in financial services and is currently a director and owner of a trading technology company. He has worked for Ogier Group LP (1996 – 1999), Morgan Stanley Quilter (1999 – 2001) and Collins Stewart C.I. Ltd. (2001 – 2008), is the proprietor of Deacon Independent Governance (2008 to date) and has acted as an adviser to RBS Coutts Channel Islands (2010 – 2011) and Standard Bank Jersey Limited (2011 – 2012). He has experience as a stockbroker, and has performed asset management roles with two hedge funds, and a fund of hedge funds. He has held risk management positions in both wealth and fund management businesses, and has provided compliance advice to fund boards. Mr Deacon became a director of Axon Trading Solutions Limited, a trading technology business in June 2009 and has been a director of Axon Trading Solutions Holdings Limited (the holding company of Axon Trading Solutions Limited), since October 2009. He is non-executive chairman of the board of STANLIB Fund Managers Jersey Limited, and is a non-executive director of a hedge fund managed account platform based in Guernsey (SCIENS Group Alternative Strategies PCC Limited). Mr Deacon's business address is Standard Bank House, 47-49 La Motte Street, St Helier, Jersey, Channel Islands.

**Sidney Place (South African):** In May 2004, Mr Place retired as Group Chief Investment Officer of STANLIB Asset Management Limited with responsibility for investments of more than \$23 billion. His career with the Liberty Group and its associated investment company STANLIB Asset Management spanned 24 years and was primarily involved in institutional portfolio management for life assurers, pension funds and mutual funds. Mr Place previously worked at the South African electricity utility Eskom where he was extensively involved in financial planning and stock pricing. He has worked with the African Alliance Group of Companies since 2005 in developing financial capabilities in several African countries,

excluding South Africa. Mr Place's business address is 49 Carlisle Avenue, Hurlingham, 2196, Johannesburg, Republic of South Africa.

**Michael Mitchell (South Africa):** Michael Mitchell is the Head of Risk Management for STANLIB. Mr Mitchell joined STANLIB in May 2002 from Liberty Asset Management. Mr Mitchell is a CA (SA) and a CFA charterholder and has previously held positions in finance, operations, risk management and compliance within the asset management industry. Mr Mitchell is a director of STANLIB Wealth Management Nominees (Proprietary) Limited. Mr Mitchell's business address is c/o STANLIB Asset Management Limited, 17 Melrose Boulevard Melrose Arch 2196, Johannesburg, Republic of South Africa.

## Directors' remuneration

- a. The Directors are entitled to such remuneration as shall be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid travelling, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Directors or other meetings or in connection with the business of the Company. The Directors may grant special remuneration to any Director performing any special or extra services to, or at the request of, the Company
- b. Each independent non-executive Director (being independent of the Manager) (excluding the Chairman) is currently entitled to an annual fixed fee of £22 000 with the Chairman being entitled to an annual fixed fee of £26 000. Each executive Director is entitled to an annual fixed fee of £22 000. Directors' fees at the current rates are expected to amount to £92 000 in aggregate each year. Michael Mitchell, who is an officer of the Investment Manager, has waived his director's fee
- c. No Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any such contract (or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested) be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his interest must be disclosed by him as soon as practicable after he is aware of the circumstances which will give rise to his duty to so disclose
- d. A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interest in Shares or debentures or other securities or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting. However, a Director shall be entitled to vote (and be counted in the quorum) in respect of:
  - i. The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the

- request of or for the benefit of the Company or any of its subsidiaries
- ii. Any proposal concerning the purchase by the Company of directors and officers liability insurance
- iii. The giving of any security or indemnity to a third party
- iv. In respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by giving of security
- v. Any proposal concerning an offer of Shares, debentures or securities of or by the Company or any of its subsidiaries for subscription or purchase in which he is or is to be interested as a participant in the underwriting or sub-underwriting, and
- vi. Any proposal concerning any other company in which he is interested directly or indirectly and whether as an officer, shareholder or otherwise provided that he is not the holder of a material interest in such company (as determined by the Articles)
- e. A Director may be or may become a director or other officer or member of any company in which the Company may be interested and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as director or other officer or member of such other company
- f. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director on such terms as to tenure of office and otherwise as the Directors may determine
- g. To the extent permitted by Jersey law every Director, the Secretary and other officer or servant of the Company may be indemnified and secured harmless out of the assets and profits of the Company against all costs, losses and expenses which are incurred as a result of their duties in relation to the Company and are entitled to a lien on the Company assets in respect thereof in priority to Shareholders' claims
- h. The Articles permit the Directors to create further Classes of Shares
- i. A Director is not required to hold any Shares by way of qualification. A Director is required to retire at the Annual General Meeting following his/her seventieth birthday
- j. There are no existing or proposed service contracts between any of the Directors and the Company
- k. None of the Directors have had any convictions in relation to indictable offences, been involved in any bankruptcies, individual voluntary arrangements, receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company or partnership voluntary arrangements, any composition or arrangements with its creditors generally or any class of its creditors of any company where they were a director or partner with an executive function, nor have any had any official public incrimination and/or sanctions by statutory or regulatory authorities (including recognised professional bodies) nor has any director ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company

## Directors of the Manager

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The directors of the Manager are: Neil Deacon (non-executive), Anthony Katakuzinos and Carole Pallot.

With the exception of the independent non-executive director, none of the directors of the Manager have any significant activities not connected with the business of the Company and the Manager.

# Material contracts

The following contracts have been entered into by the Company since its incorporation and are material:

- a. A Management Agreement dated 12 April 1996 between (1) the Company and (2) Liberty Ermitage Asset Management Jersey Limited (the “**Original Manager**”) as amended and restated by an agreement between the same parties dated 21 December 1998, novated by a novation agreement between (1) the Company, (2) the Original Manager and (3) the Manager dated 16 May 2006 and supplemented by a supplemental management agreement between (1) the Company and (2) the Manager dated 19 November 2012, whereby the Manager has been appointed (with powers of sub-delegation) to manage the Company’s business, investments and administrative affairs and to promote the distribution of its Shares, subject to the control of the Directors. The Agreement contains provisions indemnifying and exempting the Manager from liability not due to its wilful default or negligence or fraud. The Agreement may be terminated, inter alia, by either party on six months’ notice but no such notice shall be effective unless and until a replacement manager has been appointed

A Custodian Agreement dated 19 November 2012 between (1) the Company and (2) the Custodian under which the Custodian has been appointed to be responsible for the safe custody of the assets of each Class Fund. The Custodian has the discretion to appoint sub-custodians whom it satisfies itself are reputable and creditworthy financial institutions having the appropriate expertise and capability to act as a sub-custodian of Company assets and where arrangements are in place to safeguard the assets against the sub-custodian’s own creditors in the event of a winding up. The Custodian has appointed the Sub-Custodian as its first sub-custodian pursuant to an agreement dated 19 November 2012.

The Custodian Agreement contains provisions indemnifying and exempting the Custodian from liability not due to its wilful default, negligence or fraud or failure to exercise due care and diligence and the Custodian may have recourse to the assets of the Company to satisfy any such rights of indemnification. The Custodian Agreement may be terminated, inter alia, by the Custodian or the Company on six months’ notice but no such notice shall be effective unless and until a replacement custodian has been appointed

- b. An Investment Management Agreement dated 21 December 1998 between (1) the Original Manager, (2) the Investment Manager and (3) the Company as amended by Amendment Agreements dated 31 January 2000 and October 2000 and novated by a novation agreement between (1) the Company, (2) the Original Manager (3) the Manager and (4) the Investment Manager dated 16 May 2006 and supplemented by Supplemental Investment Management Agreements between (1) the Manager, (2) the Investment Manager and (3) the Company dated 19 November 2012, 28 June 2013 and 29 July 2015, whereby the Manager appointed the Investment Manager as its delegate to provide discretionary investment management services in respect of the Class Funds (with powers of sub-delegation). The Investment Management Agreement contains provisions

indemnifying and exempting the Investment Manager from liability not due to its wilful default or negligence or fraud. The Company is providing no indemnity to any sub-delegate of the Investment Manager. The agreement may be terminated, inter alia, by the Manager or the Investment Manager on three months’ notice. The Manager will pay the fees of the Investment Manager

- c. An Administrative Services Agreement dated 19 November 2012 between (1) the Manager and (2) the Administrative Agent as supplemented by a Supplemental Administrative Services Agreement dated 28 June 2013 whereby the Manager has appointed the Administrative Agent to undertake certain administrative functions in relation to the Company on behalf of the Manager. The Manager is responsible for the fees of the Administrative Agent and indemnifies the Administrative Agent other than in respect of fraud, bad faith, negligence and wilful misconduct of the Administrative Agent. The Agreement may be terminated, inter alia, by either party on 90 days’ prior notice in writing
- d. A Distribution Agreement dated 12 June 2013 between (1) the Company and (2) the Distributor whereby the Distributor has been appointed (with powers of sub-delegation) to provide certain distribution services to the Company, including marketing, advertising and otherwise promoting the Company and the Shares, subject to the control of the Directors. The Company is providing no indemnity to any sub-delegate of the Distributor. The Distribution Agreement may be terminated, inter alia, by the Distributor or the Company on 90 days notice. Pursuant to a side letter dated 12 June 2013 between the Distributor and the Company, the Distributor has agreed to waive its right to be remunerated in respect of the services being provided under the Distribution Agreement

# Conflicts of interest

The following conflicts of interest may arise:

- a. The Manager may as principal acquire and hold Participating Shares and may at its sole discretion satisfy, in whole or in part, an application or request:
  - ii. For the purpose of the buying of Participating Shares by the applicant by effecting a transfer to the applicant of Participating Shares owned by the Manager at a price determined by the Manager, but in no circumstances to be greater than the relevant Issue Price; or
  - iii. For the purpose of a redemption of Participating Shares by a Shareholder by buying such Participating Shares from the Shareholder at a price determined by the Manager, but in no circumstances to be at a price less than the relevant Redemption Price  

The Manager is under no obligation to account to the Company or a Shareholder for any profit which it makes on the issue of Participating Shares or on the re-issue or cancellation of Participating Shares which are repurchased
- b. Cash forming part of the property of the Company may be placed by the Custodian or Sub-Custodian in any current deposit or loan account with itself or with any associate (being a banker) of the Custodian or Sub-Custodian (as applicable) so long as that banker pays interest thereon at no lower rate than is, in accordance with normal banking practice, the commercial rate for deposits of the size of the deposit in question negotiated at arm's length
- c. Money which may be borrowed for the account of the Company may be borrowed from the Custodian or from any associate (being a banker) of the Custodian or of the Manager so long as the banker charges interest at no greater rate than is, in accordance with normal banking practice, the commercial rate for a loan of the size of loan in question negotiated at arm's length
- d. A person who is the Manager, the Custodian, any associate of either of them, or the Investment Manager is authorised:
  - i. To become the owner of Shares in the Company and to hold, dispose of or otherwise to deal with those Shares as if that person were not such a person; and
  - ii. To deal in property of any description on that person's individual account notwithstanding the fact that property of that description is included in the property of the Company; or
  - iii. To act as agent in the sale or purchase of property to or from the Custodian for the account of the Company; without that person having to account to any other such person, to the Company, the holders of Participating Shares or any of them for any profits or benefits made by or derived from or in connection with any such transaction
- e. The Directors, the Manager, its holding company, its holding Company's shareholders, any subsidiaries of its holding company, the Investment Manager and any sub-delegated investment manager appointed by the Investment Manager and any of their directors, officers, employees, agents and affiliates (each an "Interested Party") may be involved in other financial, investment or other professional activities which may on occasion give rise to conflicts of interest with the Company. The Company will use its reasonable endeavours to avoid conflicts of interests arising with any Interested Party or other service provider to the Company but it may not always be practical or possible to do so, in which event the Company and the relevant Interested Party or service provider will address such conflicts through internal rules of confidentiality, or by declining to act, or by disclosing the nature of the conflict to Shareholders. Subject to the policies described above, the Manager and any appointed investment manager may provide services similar to those provided to the Company and shall not be liable to account for any profit earned from any such services. In relation to the allocation of investment opportunities to different clients, the Manager and any appointed investment manager may be faced with conflicts of interest with regard to such duties. The Manager is required to ensure that investment opportunities in those circumstances will be allocated fairly and to impose a similar obligation on any investment manager appointed by it. Should a conflict of interest arise the Directors will endeavour to ensure that it is resolved fairly

# Additional information

## Complaints

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The Company, through the Manager, operates a written procedure for the effective consideration and proper handling of complaints from Shareholders. If a Shareholder has a complaint against the Company, the Shareholder should write to the Manager with details of the complaint marking the letter for the attention of the Manager. A copy of the complaints handling procedures can be obtained from the Manager on request.

## Accounting dates

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The Company's financial year ends on 31 December. Annual audited reports and accounts will be published on the website below and the ISE within six months of the financial year end of the Company. Interim unaudited reports and accounts to 30 June will be published on the website annually.

Website address: [www.stanlib.com](http://www.stanlib.com) (see publications/ annual reports)

Financial statements will be prepared in accordance with generally accepted accounting principles in the International Financial Reporting Standard and will include a portfolio report for each of the Class Funds.

## Meetings

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The Directors may call an Extraordinary General Meeting at any time. Shareholders representing at least one-tenth in nominal value of the Shares which carry the right to vote at the relevant meeting may require the Directors to call an Extraordinary General Meeting or, as the case may be, a meeting of the holders of a class of Shares, provided that the requisition is signed by the Shareholders requisitioning the meeting and that it states the matter or matters to be submitted for consideration at the meeting. The Custodian may require the Directors to call an Extraordinary General Meeting or a meeting of the holders of a class of Shares in relation to its position or interests of Shareholders.

The Annual General Meeting of the Company will usually be held in Jersey and must be held in each year provided that not more than 18 months shall elapse between the date of one Annual General Meeting and the next and within six months of the Company's financial year end.

At least 21 days' notice (or such lesser period as permitted by the Articles and the Companies (Jersey) Law, 1991 (as amended)) must be given of an Annual General Meeting or a General Meeting at which special resolutions are to be proposed. At least 14 days' notice will be given of any other Meeting of Shareholders. Shareholders unable to attend in person may appoint one or more proxies to vote on their behalf, a proxy need not also be a Shareholder of the Company. Only Shareholders who are present in person may vote on a show of hands and shareholders or their appointed proxy may vote on a poll. A poll may be demanded by the chairman of the meeting or by a Shareholder present at the meeting.

The Directors, the Manager, the Auditors and the Custodian shall be entitled to receive notice of and attend and speak at any general meeting of the Company but shall not be entitled to vote other than

as Shareholders. Where the Manager, the Custodian, the Investment Manager and any of their associates beneficially own any Shares, such party may not and must procure that its associates do not exercise any voting rights conferred by such Shares or be counted in the quorum for the relevant meeting where, in the case of the Manager and the Investment Manager, any such vote is to approve a variation in the terms of the agreement by which they are appointed or the making of a new agreement by the Company with them or any other matter in which they or their associates have a material interest and, in the case of the Custodian, in all cases except in relation to voting rights in respect of Shares held by it as a trustee or nominee on behalf of a person (other than an associate) from whom it has received voting instructions.

## Notices

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Written notices to shareholders will be posted to the address shown in the register. In the case of holdings in joint names, notices will be sent to the joint holder whose name stands first in the register.

## Appointment of Manager and Custodian

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The Articles contain provisions to the following effect:

- a. The Company shall appoint a manager of its affairs and a custodian to hold its assets and the Directors may confer on the manager any of the powers exercisable by the Directors and may confer on the Custodian such other duties as the Directors and the Custodian may agree
- b. The terms of any agreement entered into by the Company appointing any manager or Custodian (other than the original agreements entered into appointing the first manager and the first Custodian prior to the initial issue of Shares) and any variation made after the issue of Shares shall be subject to approval by resolution passed by the majority of the holders for the time being of Shares present or represented at a general meeting but no such approval shall be required if:
  - i. The terms of any new management agreement or custodian agreement (as the case may be) should not differ materially from those in force with the former Manager or Custodian (as the case may be) on the termination of its appointment, or
  - ii. The Company, the Manager, the Custodian and the Auditors each certify that the variation is necessary or expedient having regard to actual or proposed legislation or fiscal or other official requirements, or that the variation does not materially prejudice the interests of the holders of Shares or release the Manager or Custodian or any other person from any responsibility or liability to members and does not increase the costs and charges payable by the Company other than to allow for the payment by the Company of any costs and charges arising after and as a result of the creation of a new Class of Shares; and

- c. That the terms of appointment of the Manager and the Custodian may include indemnities in their favour (other than in respect of matters arising as a result of their failure to exercise due care and diligence)

## General

- a. The Company is not engaged in any litigation or arbitration and the Directors are not aware of any litigation, arbitration or claims pending or threatened against the Company since its incorporation
- b. The Company has not established, and does not intend to establish, a place of business in the United Kingdom or South Africa and has no subsidiaries
- c. The Company is an overseas company and is not regulated under the UK Financial Services and Markets Act 2000 and as such investors will not benefit from the rules and regulations made under that Act for the protection of investors nor benefit from the UK Investors' Compensation Scheme. Investors will have no rights of cancellation under Financial Services (Cancellation) Rules 1989 (as amended) of the UK
- d. Neither the Articles nor the Companies (Jersey) Law 1991, as amended contain pre-emption rights in favour of the holders of Shares of any class of the Company
- e. In addition:
  - i. No commissions, discounts, brokerages or other special terms have been granted or are payable by the Company in connection with the issue or sale of any capital of the Company
  - ii. No Shares or loan capital of the Company have been or are agreed or proposed to be issued as fully or partly paid up otherwise than in cash provided that the Manager may accept subscriptions for Shares in the Class Funds partly or wholly in specie pursuant to the Articles
  - iii. No Shares or loan capital of the Company are under option or agreed conditionally or unconditionally to be put under option
    - i. None of the Directors intend to subscribe for Participating Shares and as at the date hereof none of the Directors are aware that any person connected with him intends to acquire any interest in the share capital or any options in respect of such share capital of the Company; and
    - ii. The Company has not entered into and does not anticipate any transactions which are unusual in their nature or conditions or significant to the Company in which any Director has an interest
    - iii. As of the date of this Prospectus the Company has no loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges, debentures, or other borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities
- f. STANLIB (the Investment Manager) receives fees from its clients in respect of the management of their funds invested in part in Class Funds in the Company
- vii. The latest published audited Annual Report and Accounts of the Company and the latest published unaudited Semi-Annual Interim Report of the Company
- viii. The schedule of regulatory differences between Jersey and South Africa
- ix. The Listing Particulars dated 1 September 2000 submitted to the ISE for the purposes of the application for the Participating Shares of the Global Bond Fund (now called the STANLIB Multi-Manager Global Bond Fund) and the Global Equity Fund (now called the STANLIB Multi-Manager Global Equity Fund) to be admitted to the Official List and trading on the Main Securities Market of the ISE
- x. The Listing Particulars dated 20 August 2007 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB High Alpha Global Equity Fund to be admitted to the Official List of the ISE
- xi. The Listing Particulars dated 14 July 2008 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB Global Bond Fund to be admitted to the Official List of the ISE
- xii. The Listing Particulars dated 1 July 2009 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB Global Property Fund to be admitted to the Official List of the ISE
- xiii. The Listing Particulars dated 20 January 2013 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB Global Emerging Markets Fund to be admitted to the Official List of the ISE
- xiv. The Listing Particulars dated 2 July 2013 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB Global Balanced Fund and the STANLIB Global Balanced Cautious Fund to be admitted to the Official List of the ISE
- xv. The Listing Particulars dated 29 July 2015 submitted to the ISE for the purposes of the application for the Participating Shares of the STANLIB European Equity Fund to be admitted to the Official List of the ISE
- xvi. Copies of the Company's Prospectus and the Application Form; and
- xvii. A list of past and current directorships and partnerships held by each Director over the last five years

## Documents for Inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, bank and public holidays excepted) at the registered office of the Company, and at the office of the Manager, Sponsoring Broker, J&E Davy as specified at page 3.

- i. The Memorandum and Articles of Association (as amended) of the Company
- ii. The Fund Rules
- iii. The material contracts described above
- iv. The Companies (Jersey) Law 1991, as amended
- v. The Collective Investment Funds (Jersey) Law 1988, as amended
- vi. The Financial Services (Jersey) Law 1998, as amended

# Appendix 1

## Investment objectives and investment and borrowing restrictions of the Class Funds of STANLIB Funds Limited

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### Investment policy

There is no limitation or restriction on the activities or corporate capacity of the Company by reference to the Company's Memorandum of Association.

The investments in which the Class Funds will be invested may be listed or unlisted, exchange traded or over-the-counter, and rated or unrated.

The objectives of the STANLIB Global Balanced Fund, the STANLIB Global Balanced Cautious Fund, the STANLIB Multi-Manager Global Bond Fund, the STANLIB Multi-Manager Global Equity Fund and the STANLIB European Equity Fund are summarised separately in Appendices 2 to 6 to this Prospectus. The objectives of the following Class Funds are as follows:

- **STANLIB Global Property Fund**  
The primary objective is to maximize long-term total return, both capital and income growth, by investing in global property company shares and REITS.
- **STANLIB High Alpha Global Equity Fund**  
The objective is to maximise long-term total return by investing in global equities. Tracking error of the fund to the benchmark is expected to be in the region of 6-10%.
- **STANLIB Global Bond Fund**  
The primary objective of this single manager fund is to provide attractive investment returns from investment in major international bond markets. The criteria for investment are the preservation of capital and appropriate weighted average credit rating.
- **STANLIB Global Emerging Markets Fund**  
The primary objective of this single manager fund is to maximise long-term total return by investing in emerging market equities.

The returns of each of the Class Funds, as well as the selected benchmarks, will be measured in US dollars.

The objectives shall be sought on the basis of the investment restrictions and subject to the risks normally associated with a conservative and balanced approach to portfolio management. Due regard shall be paid to risk control and security of the capital of the

Class Funds.

Each of the Class Funds will (in the absence of unforeseen circumstances) adhere to the material investment objectives and policies. Any changes to the objectives and policies will be made only in exceptional circumstances and, where applicable, in accordance with ISE rules, and then only with the consent of a majority of Shareholders of the relevant Class Fund.

### Investment restrictions

Save in respect of the STANLIB Global Balanced Fund, the STANLIB Global Balanced Cautious Fund, the STANLIB Multi-Manager Global Bond Fund, the STANLIB Multi-Manager Global Equity Fund and the STANLIB European Equity Fund which are summarised separately in Appendices 2 to 6 to this Prospectus, the investment restrictions of the Class Funds are summarised below.

For the purpose of these investment restrictions:

1. **"Approved Bank"** means:
  - a. Any corporate body which is a banking institution which has capital which is shareholders' funds of an amount not less than the equivalent of five hundred million dollars (US\$500 000 000) (as shown by the latest available edition of The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or
  - b. Which is authorised and regulated by the Financial Services Authority (or any successor body or authority) in the United Kingdom
2. **"Authorised Investment Instruments"** means:
  - a. In the case of all Class Funds:
    - i. Call or time deposits with an Approved Bank; and
    - ii. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investment corresponding to those in subparagraph (i) above ("Funds") subject to paragraph 4) (n) below
    - iii. IFA class fund includes participatory interests of other collective investment schemes, such participatory interests must have a risk profile which is not significantly higher than the risk profile of other underlying securities which may be included in terms of the Collective Investment Schemes Control Act, No. 45

of 2002 (South Africa)

- b. In the case of the STANLIB High Alpha Global Equity Fund, the STANLIB Global Property Fund and the STANLIB Global Emerging Markets Fund:
  - i. Shares and equivalent equity participations quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges (“WFE”) and for the avoidance of doubt this also includes the London Stock Exchange and Euronext. However, a maximum of ten per cent (10%) of the net asset value of any Class Fund may be invested in such instruments that are not so quoted, listed or traded
- c. In the case of the STANLIB Global Bond Fund:
  - i. Bonds, notes, debentures, money market instruments, negotiable instruments, or debt securities issued by banks, financial institutions, corporations or sovereign borrowers of which not less than 90% shall be investment grade and not more than 10% shall be non-investment grade and all of which shall be rated by Standard and Poor’s or Moody’s Investor Services or Fitch (the “Rating Agencies”). Should the rating of an instrument differ between the Rating Agencies, the “Blended Weighted Average Rating” is determined as follows: In line with the indices, the middle rating from the three Rating Agencies (S&P, Moody’s and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale
- d. In the case of the STANLIB Global Emerging Markets Fund:
  - i. Fixed interest instruments

Save in respect of the STANLIB Global Balanced Fund, the STANLIB Global Balanced Cautious Fund, the STANLIB Multi-Manager Global Bond Fund, the STANLIB Multi-Manager Global Equity Fund and the STANLIB European Equity Fund, which are summarised separately in Appendices 2 to 6 to this Prospectus, the investment restrictions of the Class Funds are as follows:

1. Save as provided in paragraph 5) below the Class Fund shall only be invested in Authorised Investment Instruments in accordance with these provisions
2. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which after the acquisition or making thereof result in:
  - a. The value of the investments of a Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent (10%) of the Net Asset Value of such Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER THAT the aggregate of amounts held on call or deposit accounts with the Sub-Custodian or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of such Class Fund. Notwithstanding the foregoing, the Company may for the account of the STANLIB Global Bond

Fund purchase for the account of such funds without limit bonds notes or other negotiable instruments issued or guaranteed by sovereign borrowers or by federal or supra national agencies thereof; or

- b. The total nominal amount of a Class Fund’s holding of any investment exceeding ten per cent (10%) of the total nominal amount of all issued securities of the same class in the corporation in which such investment is held or made as determined immediately before such investments are acquired

The fund rules for each Share Class currently provide that the restrictions referred to at paragraph 2(a) above shall not apply for the period of three months immediately following the initial issue of Participating Shares relevant to a new Class Fund or during the two Business Days following a day on which the Net Asset Value of a Class Fund is increased by subscriptions for Participating Shares of the relevant class or classes which amount to more than 10% of the Net Asset Value and, in the case of the STANLIB Global Bond Fund and the STANLIB Global Property Fund, do not exceed more than 20% of the Net Asset Value (“New Funds”) when paragraph 2(a) above shall be applied as if the reference therein to the Net Asset Value of such Class Fund excludes the New Funds. However, for so long as the Share Classes are listed on the Official List and trading on the Main Securities Market of the ISE, these derogations will not apply.

3. Where a Class Fund includes investments in any fund managed or advised by the Manager or its delegate or any of their associates the value of any of a Class Fund’s assets so invested will be excluded from the value of such Class Fund’s assets upon which the Manager’s fee is based
4. The Company shall not, for the account of a Class Fund:
  - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer’s subsidiaries or affiliates) (applicable to those Class Funds listed or to be listed on the ISE)
  - b. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness and solvency of any one counter party including the counter party’s subsidiaries and affiliates (applicable to those Class Funds listed or to be listed on the ISE)
  - c. Acquire any real property
  - d. Indulge in short selling of securities, including with reference to paragraph 6(b)ii) below, uncovered call options, (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser) or purchase securities on margin (i.e. purchasing securities in circumstances where the Company cannot pay for any part of the purchase price without selling such securities before the end of the relevant account period)
  - e. Acquire any investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
  - f. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
  - g. Invest in securities which are not readily realisable (provided however that up to ten per cent (10%) of Net Asset Value

of a Class Fund may be invested in securities which are not readily realisable)

- h. Save in respect of the STANLIB Global Bond Fund, invest more than ten per cent (10%) of the Net Asset Value of any Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE
- i. Acquire any investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
- j. Acquire gold or silver bullion, platinum or other precious metals or coins
- k. Take or seek to take legal or management control of the issuer of any of its underlying investments
- l. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the Custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this restriction
- m. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent ( $\frac{1}{2}\%$ ) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent (5%) of those securities
- n. Invest more than twenty per cent. (20%) in aggregate of the Net Asset Value of a Class Fund in the units, shares or participations of any Funds
- o. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
- p. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time
- q. Engage in scrip borrowing.

The restriction outlined in (a) above will not apply in relation to investment in securities issued by a government, government agency or instrumentality of a European Union Member State or an OECD Member State or by any supranational authority of which one or more European Union or OECD Member States are members, and any other state approved by such purpose by the ISE

In any such case as is mentioned in (o) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to appropriate and set aside cash or such other property of a Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian sufficient to provide for paying up such securities in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of such Class Fund.

- 5. Notwithstanding the foregoing the Company may from time to time for the account of a Class Fund:
  - a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency
  - b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets, enter into contracts (hereinafter called "forward purchases") for the purchase of Investments on a pre-determined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for a Class Fund shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of such Class Fund
  - c. Purchase and sell call or put options (other than options to purchase money market or other financial instruments) upon Authorised Investment Instruments where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is to be dealt in
  - d. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of a Class Fund and the cost of the Company's total holding in such options for such Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of such Class Fund

PROVIDED HOWEVER THAT for the purpose of facilitating the orderly investment of assets, the percentage limitations specified in sub-paragraphs b), c) and d) above shall not apply

until three months shall have elapsed from the time of the first issue of Participating Shares of the Share Class and PROVIDED FURTHER THAT thereafter the aggregate net exposure of the Class Fund under sub paragraphs c) and d) shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of any Class Fund. Notwithstanding anything stated in the Prospectus, derivatives shall only be used for efficient portfolio management (i.e. no gearing / leverage / margining will be allowed). Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002 i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

6. Save as otherwise expressly provided in the last proviso to paragraph 5) above the foregoing limitations shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation, reconstruction, conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed.

The Manager may impose on the Investment Manager (or on any investment manager appointed in relation to a Class Fund) investment restrictions which may be more restrictive than the Fund Rules adopted in respect of Shares of the relevant class.

The Investment Manager may reflect the Manager's restrictions or itself impose investment restrictions more restrictive than the Fund Rules adopted in respect of Shares of the relevant class on any person to whom it delegates any of its powers

It must not be assumed, therefore, that the assets of a particular Class Fund are invested in the maximum proportions allowed by the Fund Rules.

#### **Borrowing restrictions**

The borrowing and lending restrictions relating to all Class Funds are summarised below.

Borrowings for a Class Fund shall be restricted so as to ensure that the amounts outstanding from time (including any amounts pursuant to Article 33.2 of the Articles) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or, in the case of the STANLIB Global Bond Fund, for making provision for the late settlement of monies following a switch from another Class Fund.

Investments of a Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment Date: 28 June 2013**

# Appendix 2

## Investment objectives and investment and borrowing restrictions of the STANLIB Global Balanced Fund (the “Class Fund”)

The primary objective is to provide investors with long-term capital growth from a diversified and actively managed portfolio of equities, property company shares, bonds and cash.

The principal investment objective and policy of the Class Fund will be adhered to for at least three years from the date of admission of Participating Shares of the Class Fund to the Official List of the ISE other than in exceptional circumstances and then only with the consent of a majority of Shareholders.

### 1. Base currency

Participating Shares of the Share Classes of the Class Fund will be designated and priced in US dollars and the Class Fund valued in US dollars

### 2. Subscription price and minimum subscription amount

After the initial offer period, Shares may be purchased on any Dealing Day at a Subscription Price calculated in accordance with the procedure set out on pages 13 and 14 of this Prospectus.

The minimum subscription amount is US\$100 000

### 3. Investment rules

1. Unless the context otherwise requires and except as varied or otherwise specified in this Rule
  - a. “Approved Bank” means any corporate body:
    - i. Which is a banking institution which has capital which is shareholders’ funds of an amount not less than the equivalent of five hundred million dollars (US \$500 000 000) (as shown by the latest available edition of The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or
    - ii. Which is authorised and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (or any successor body or authority) in the United Kingdom
  - b. “Authorised Investment Instruments” means:
    - i. Call or time deposits with an Approved Bank
    - ii. Shares and equivalent equity participations quoted of listed or traded on a Stock Exchange

that is a full member of the World Federation of Exchanges (WFE) and for the avoidance of doubt this also includes the London Stock Exchange and Euronext; However, a maximum of ten per cent (10%) of the net asset value of the Class Fund may be invested in such instruments that are not so quoted, listed or traded

- iii. Fixed interest instruments, of which not less than 90% shall be investment grade and not more than 10% shall be non-investment grade and all of which shall be rated by Standard and Poor’s or Moody’s Investor Services or Fitch (the “**Rating Agencies**”). Should the rating of an instrument differ between the Rating Agencies, the “Blended Weighted Average Rating” is determined as follows: in line with the methodology used by Barclays Capital Global indices, the middle rating from the three Rating Agencies (S&P, Moody’s and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale; and
  - iv. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investments corresponding to those in sub-paragraphs (i) and (ii) above (“Funds”) subject to paragraph (6)(n) below
2. Save as provided in paragraph (7) below, the Class Fund shall only be invested in Authorised Investment Instruments in accordance with the provisions of this Fund Rule
  3. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which would immediately after the acquisition or making thereof result in:
    - i. The value of the investments of the Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent. (10%) of the Net Asset Value of the Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER

THAT the aggregate of amounts held on call or deposit accounts with The Bank Of New York Mellon SA/NV, London Branch (the "Sub-Custodian"), as the Custodian's delegate, or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of the Class Fund; or

- ii. The total nominal amount of the Class Fund's holding of any investment exceeding ten per cent. (10%) of the total nominal amount of all issued securities of the same class in the corporation in which such investment is held or made as determined immediately before such investments are acquired
4. The restriction referred to at paragraph (3)(i) above shall not apply for the period of three months immediately following the initial issue of Participating Shares of the Share Classes of the Class Fund or during the two Business Days following a day on which the Net Asset Value of the Class Fund is increased by subscriptions for Participating Shares of the relevant class which amount to more than 10% of Net Asset Value but not more than 20% of the Net Asset Value ("New Funds") when paragraph (3) (i) above shall be applied as if the reference therein to the Net Asset Value of the Class Fund excludes the New Funds
5. Where the Class Fund is invested in any Funds managed or advised by the Manager, its delegate, or any investment manager or the associates of any of them, the value of any of the Class Fund's assets so invested will be excluded from the value of the Class Fund's assets upon which the Manager's fee is based
6. The Company shall not, for the account of this Class Fund:
  - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer's subsidiaries or affiliates)
  - b. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness or solvency of any one counter party including the counter party's subsidiaries and affiliates
  - c. Acquire any real property
  - d. Indulge in short selling of securities, including with reference to paragraph 7(b)(ii) below, uncovered call options (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser); or purchase securities on margin
  - e. Acquire any Investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
  - f. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
  - g. Invest in securities which are not readily realisable (provided however that up to ten per cent. (10%) of the Net Asset Value of the Class Fund may be invested in securities which are not readily realisable)
  - h. Invest more than ten per cent (10%) of the Net Asset Value of the Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE
  - i. Acquire any Investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
  - j. Invest directly in gold or silver bullion, platinum or other precious metals or coins
  - k. Take legal or management control of the issuer of any Investment
  - l. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this Fund Rule, provided that such an investment shall be reported to the Directors immediately and the relevant asset disposed of over a period to be agreed between the Directors and the Custodian, such period not to exceed twelve months from the date of acquisition of the asset
  - m. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent. (½ %) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent. (5%) of those securities
  - n. Invest more than twenty per cent. (20%) of the Net Asset Value of the Class Fund in the units, shares or participations of any Funds
  - o. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
  - p. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time

In any such case as is mentioned in (o) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to appropriate and set aside cash or such other property of the Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian sufficient to provide for paying up such securities in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than

as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of the Class Fund.

7. Notwithstanding the foregoing the Company may from time to time for the account of this Class Fund:
- a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency
  - b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets
    - i. Enter into contracts (hereinafter called "forward purchases") for the purchase of Investments on a pre-determined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for this Class Fund shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund
    - ii. Purchase and sell call or put options upon Authorised Investment Instruments as defined in paragraph 3(1)(b) where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is to be dealt in
    - iii. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of this Class Fund and the cost of the Company's total holding in such options and futures for the Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

PROVIDED HOWEVER THAT the aggregate net exposure of the Class Fund under sub-paragraphs (i), (ii) and (iii) shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund. Notwithstanding anything stated in these Fund Rules, derivatives shall only be used for efficient portfolio management (i.e. no gearing / leverage / margining will be allowed). Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended

from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

8. Save as otherwise expressly provided in the last proviso to paragraph (7) above the foregoing limitations in this Fund Rule 3 shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation reconstruction conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed

#### **4. Borrowing and lending**

Net borrowings for the Class Fund shall be restricted so as to ensure that the amounts outstanding from time to time (including any amounts pursuant to Article 33.2) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund.

Investments of the Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment date: 28 June 2013**

# Appendix 3

## Investment objectives and investment and borrowing restrictions of the STANLIB Global Balanced Cautious Fund (the “Class Fund”)

The primary objective is to adopt a conservative approach to investment from a diversified and actively managed portfolio of equities, property company shares, bonds and cash.

The principal investment objective and policy of the Class Fund will be adhered to for at least three years from the date of admission of Participating Shares of the Class Fund to the Official List of the ISE other than in exceptional circumstances and then only with the consent of a majority of Shareholders.

### 1. Base currency

Participating Shares of the Share Classes of the Class Fund will be designated and priced in US dollars and the Class Fund valued in US dollars

### 2. Subscription price and minimum subscription amount

After the initial offer period, Shares may be purchased on any Dealing Day at a Subscription Price calculated in accordance with the procedure set out on pages 13 and 14 of this Prospectus.

The minimum subscription amount is US\$100 000.

### 3. Investment rules

1. Unless the context otherwise requires and except as varied or otherwise specified in this Rule

- a. “Approved Bank” means any corporate body:
  - i. Which is a banking institution which has capital which is shareholders’ funds of an amount not less than the equivalent of five hundred million dollars (US \$500 000 000) (as shown by the latest available edition of The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or
  - ii. Which is authorised and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (or any successor body or authority) in the United Kingdom
- b. “Authorised Investment Instruments” means:
  - i. Call or time deposits with an Approved Bank
  - ii. Shares and equivalent equity participations quoted

of listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges (WFE) and for the avoidance of doubt this also includes the London Stock Exchange and Euronext; However, a maximum of ten per cent (10%) of the net asset value of the Class Fund may be invested in such instruments that are not so quoted, listed or traded

- iii. Fixed interest instruments, of which not less than 90% shall be investment grade and not more than 10% shall be non-investment grade and all of which shall be rated by Standard and Poor’s or Moody’s Investor Services or Fitch (the “**Rating Agencies**”). Should the rating of an instrument differ between the Rating Agencies, the “Blended Weighted Average Rating” is determined as follows: in line with the methodology used by Barclays Capital Global indices, the middle rating from the three Rating Agencies (S&P, Moody’s and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale; and
  - iv. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investments corresponding to those in sub-paragraphs (i) and (ii) above (“**Funds**”) subject to paragraph (6)(n) below
2. Save as provided in paragraph (7) below, the Class Fund shall only be invested in Authorised Investment Instruments in accordance with the provisions of this Fund Rule
  3. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which would immediately after the acquisition or making thereof result in:
    - i. The value of the investments of the Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent. (10%) of the Net Asset Value of the Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER

- THAT the aggregate of amounts held on call or deposit accounts with The Bank Of New York Mellon SA/NV, London Branch (the "Sub-Custodian"), as the Custodian's delegate, or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of the Class Fund; or
- ii. The total nominal amount of the Class Fund's holding of any investment exceeding ten per cent. (10%) of the total nominal amount of all issued securities of the same class in the corporation in which such investment is held or made as determined immediately before such investments are acquired
4. The restriction referred to at paragraph (3)(i) above shall not apply for the period of three months immediately following the initial issue of Participating Shares of the Share Classes of the Class Fund or during the two Business Days following a day on which the Net Asset Value of the Class Fund is increased by subscriptions for Participating Shares of the relevant class which amount to more than 10% of Net Asset Value but not more than 20% of the Net Asset Value ("**New Funds**") when paragraph (3)(i) above shall be applied as if the reference therein to the Net Asset Value of the Class Fund excludes the New Funds
  5. Where the Class Fund is invested in any Funds managed or advised by the Manager, its delegate, or any investment manager or the associates of any of them, the value of any of the Class Fund's assets so invested will be excluded from the value of the Class Fund's assets upon which the Manager's fee is based
  6. The Company shall not, for the account of this Class Fund:
    - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer's subsidiaries or affiliates)
    - b. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness or solvency of any one counter party including the counter party's subsidiaries and affiliates
    - c. Acquire any real property;
    - d. Indulge in short selling of securities, including with reference to paragraph 7(b)(ii) below, uncovered call options (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser); or purchase securities on margin
    - e. Acquire any Investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
    - f. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
    - g. Invest in securities which are not readily realisable (provided however that up to ten per cent. (10%) of the Net Asset Value of the Class Fund may be invested in securities which are not readily realisable)
    - h. Invest more than ten per cent (10%) of the Net Asset Value of the Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE
    - i. Acquire any Investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
    - j. Invest directly in gold or silver bullion, platinum or other precious metals or coins
    - k. Take legal or management control of the issuer of any Investment
    - l. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this Fund Rule, provided that such an investment shall be reported to the Directors immediately and the relevant asset disposed of over a period to be agreed between the Directors and the Custodian, such period not to exceed twelve months from the date of acquisition of the asset
    - m. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent. (0.5%) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent. (5%) of those securities
    - n. Invest more than twenty per cent. (20%) of the Net Asset Value of the Class Fund in the units, shares or participations of any Funds
    - o. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
    - p. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time
- In any such case as is mentioned in (o) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to appropriate and set aside cash or such other property of the Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian

sufficient to provide for paying up such securities in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of the Class Fund.

7. Notwithstanding the foregoing the Company may from time to time for the account of this Class Fund:

- a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency
- b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets:

- i. Enter into contracts (hereinafter called "**forward purchases**") for the purchase of Investments on a predetermined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for this Class Fund shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

- ii. Purchase and sell call or put options upon Authorised Investment Instruments as defined in paragraph 3(1)(b) where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is to be dealt in

- iii. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of this Class Fund and the cost of the Company's total holding in such options and futures for the Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

PROVIDED HOWEVER THAT the aggregate net exposure of the Class Fund under sub-paragraphs (i), (ii) and (iii) shall not at any

time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund. Notwithstanding anything stated in these Fund Rules, derivatives shall only be used for efficient portfolio management (i.e. no gearing/leverage/ margining will be allowed). Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

8. Save as otherwise expressly provided in the last proviso to paragraph (7) above the foregoing limitations in this Fund Rule 3 shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation reconstruction conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed.

#### **4. Borrowing and lending**

Net borrowings for the Class Fund shall be restricted so as to ensure that the amounts outstanding from time to time (including any amounts pursuant to Article 33.2) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund.

Investments of the Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment Date: 28 June 2013**

# Appendix 4

## Investment objectives and investment and borrowing Restrictions of the STANLIB Global Balanced Cautious Fund (the “Class Fund”)

The primary objective is to provide attractive investment returns from investment in major international bond markets.

The principal investment objective and policy of the Class Fund will be adhered to for at least three years from the date of admission of Participating Shares of the Class Fund to the Official List of the ISE other than in exceptional circumstances and then only with the consent of a majority of Shareholders.

### 1. Base currency

Participating Shares of the Share Classes of the Class Fund will be designated and priced in US Dollars and the Class Fund valued in US Dollars

### 2. Subscription price and minimum subscription amount

After the initial offer period, Shares may be purchased on any Dealing Day at a Subscription Price calculated in accordance with the procedure set out on pages 13 and 14 of this Prospectus.

The minimum subscription amount is US\$100 000

### 3. Investment Rules

1. Unless the context otherwise requires and except as varied or otherwise specified in this Rule.

a. “Approved Bank” means any corporate body:

- i. Which is a banking institution which has capital which is shareholders’ funds of an amount not less than the equivalent of five hundred million dollars (US\$500 000 000) (as shown by the latest available edition of The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or
- ii. Which is authorised and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (or any successor body or authority) in the United Kingdom

b. “Authorised Investment Instruments” means:

- i. Call or time deposits with an Approved Bank
- ii. Bonds, notes, debentures, money market instruments, negotiable instruments, or debt securities issued by banks, financial institutions, corporations or

sovereign borrowers of which not less than 90% shall be investment grade and not more than 10% shall be non-investment grade and all of which shall be rated by Standard and Poor’s or Moody’s Investor Services or Fitch (the “Rating Agencies”). Should the rating of an instrument differ between the Rating Agencies, the “Blended Weighted Average Rating” is determined as follows: in line with the methodology used by Barclays Capital Global indices, the middle rating from the three Rating Agencies (S&P, Moody’s and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale

iii. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investments corresponding to those in sub-paragraphs (i) and (ii) above (“Funds”) subject to subject to paragraph (7)(m) below

2. Save as provided in paragraph (8) below, the Class Fund shall only be invested in Authorised Investment Instruments in accordance with the provisions of this Fund Rule

3. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which would immediately after the acquisition or making thereof result in:

- i. The value of the investments of the Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent. (10%) of the Net Asset Value of the Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER THAT the aggregate of amounts held on call or deposit accounts with The Bank Of New York Mellon SA/NV, London Branch (the “Sub-Custodian”), as the Custodian’s delegate, or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of the Class Fund; or
- ii. The total nominal amount of the Class Fund’s holding of any investment exceeding ten per cent. (10%) of the total nominal amount of the issued securities of each issue made by

a corporation as determined immediately before such securities are acquired

4. The restriction referred to at paragraph (3)(i) above shall not apply for the period of three months immediately following the initial issue of Participating Shares of this Share Class or during the two Business Days following a day on which the Net Asset Value of the Class Fund is increased by subscriptions for Participating Shares of the relevant class which amount to more than 10% of Net Asset Value ("New Funds") when paragraph (3)(i) above shall be applied as if the reference therein to the Net Asset Value of the Class Fund excludes the New Funds
5. Notwithstanding paragraph (3)(i) above the Company may for the account of the Class Fund purchase for the account of the Class Fund without limit bonds notes or other negotiable instruments issued or guaranteed by sovereign borrowers or by federal or supra national agencies thereof
6. Where the Class Fund is invested in any Funds managed or advised by the Manager, its delegate, or any investment manager or the associates of any of them, the value of any of the Class Fund's assets so invested will be excluded from the value of the Class Fund's assets upon which the Manager's fee is based
7. The Company shall not, for the account of this Class Fund:
  - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer's subsidiaries or affiliates);
  - b. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness or solvency of any one counter party including the counter party's subsidiaries and affiliates
  - c. Acquire any real property
  - d. Indulge in short selling of securities, including with reference to paragraph 8(b)(ii) below, uncovered call options, (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser) or purchase securities on margin (i.e. purchasing securities in circumstances where the Company cannot pay for any part of the purchase price without selling such securities before the end of the relevant account period)
  - e. Acquire any Investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
  - f. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
  - g. Invest in securities which are not readily realisable (provided however that up to ten per cent. (10%) of the Net Asset Value of the Class Fund may be invested in securities which are not readily realisable)
  - h. Acquire any Investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
  - i. Invest directly in gold or silver bullion, platinum or other precious metals or coins
  - j. Take legal or management control of the issuer of any

#### Investment

- k. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this Fund Rule, provided that such an investment shall be reported to the Directors immediately and the relevant asset disposed of over a period to be agreed between the Directors and the Custodian, such period not to exceed twelve months from the date of acquisition of the asset
- l. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent. (0.5%) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent. (5%) of those securities
- m. Invest more than twenty per cent. (20%) of the Net Asset Value of the Class Fund in the units, shares or participations of any Funds
- n. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
- o. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time
- p. Engage in scrip borrowing.

The restriction outlined in (a) above will not apply in relation to investment in securities issued by a government, government agency or instrumentality of a European Union Member State or an OECD Member State or by any supranational authority of which one or more European Union or OECD Member States are members, and any other state approved by such purpose by the ISE

In any such case as is mentioned in (n) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to appropriate and set aside cash or such other property of the Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian sufficient to provide for paying up such securities

in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of the Class Fund

8. Notwithstanding the foregoing the Company may from time to time for the account of this Class Fund:
- a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency;
  - b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets:
    - i. Enter into contracts (hereinafter called "forward purchases") for the purchase of Investments on a predetermined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for this Class Fund shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund
    - ii. Purchase and sell call or put options (other than options to purchase money market or other financial instruments) upon Authorised Investment Instruments as defined in paragraph 3(1)(b) where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is purchased and only call options held as purchased for the account of the Class Fund may be sold
    - iii. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of this Class Fund and the cost of the Company's total holding in such options and futures for the Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

PROVIDED HOWEVER THAT the aggregate net exposure of the Class Fund under sub-paragraphs (i), (ii) and (iii) shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund. Notwithstanding anything stated in these Fund Rules, derivatives shall only be used for efficient portfolio management (i.e. no gearing/ leverage/ margining will be allowed). Unlisted derivative instruments

will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act 2002, as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions

9. Save as otherwise expressly provided in the last proviso to paragraph (8) above the foregoing limitations in this Fund Rule 3 shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation reconstruction conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed

#### **4. Borrowing and lending**

Net to time (including any amounts pursuant to Article 33.2) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund.

Investments of the Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment date:** 15 October 2007

**Date(s) amended:** 4 December 2013

# Appendix 5

## **Investment objectives and investment and borrowing restrictions of the STANLIB Multi-Manager Global Equity Fund (the “Class Fund”)**

The objective is to maximise long term total return by investing in global equities. The investment objective is to generate annualized investment returns in excess of the benchmark.

The principal investment objective and policy of the Class Fund will be adhered to for at least three years from the date of admission of Participating Shares of the Class Fund to the Official List of the ISE other than in exceptional circumstances and then only with the consent of a majority of Shareholders.

### **1. Base currency**

Participating Shares of the Share Classes of the Class Fund will be designated and priced in US dollars and the Class Fund valued in US dollars

### **2. Subscription price and minimum subscription amount**

After the initial offer period, Shares may be purchased on any Dealing Day at a Subscription Price calculated in accordance with the procedure set out on pages 13 and 14 of this Prospectus.

The minimum subscription amount is US\$100 000

### **3. Investment rules**

1. Unless the context otherwise requires and except as varied or otherwise specified in this Rule

a. “Approved Bank” means any corporate body:

- i. Which is a banking institution which has capital which is shareholders’ funds of an amount not less than the equivalent of five hundred million dollars (US \$500 000 000) (as shown by the latest available edition of The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or
- ii. Which is authorised and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (or any successor body or authority) in the United Kingdom

b. “Authorised Investment Instruments” means:

- i. Call or time deposits with an Approved Bank
- ii. Fixed interest instruments, Bonds and Debt instruments

iii. Shares and equivalent equity participations quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges (“WFE”) and for the avoidance of doubt this also includes the London Stock Exchange and Euronext

iv. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investments corresponding to those in sub-paragraphs (i) to (iii) above (“Funds”) subject to paragraph (6)(n) below

2. Save provided in paragraph (7) below, the Class Fund shall only be invested in Authorised Investment Instruments in accordance with the provisions of this Fund Rule

3. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which would immediately after the acquisition or making thereof result in:

- i. The value of the investments of the Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent. (10%) of the Net Asset Value of the Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER THAT the aggregate of amounts held on call or deposit accounts with The Bank Of New York Mellon SA/NV, London Branch (the “Sub-Custodian”), as the Custodian’s delegate, or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of the Class Fund; or
- ii. The total nominal amount of the Class Fund’s holding of any investment exceeding ten per cent. (10%) of the total nominal amount of all issued securities of the same class in the corporation in which such investment is held or made as determined immediately before such investments are acquired

4. The restriction referred to at paragraph (3)(i) above shall not apply for the period of three months immediately following the initial issue of Participating Shares of this Share Class or during the two Business Days following a day on which the Net Asset Value of the Class Fund is increased by subscriptions for Participating Shares of the relevant class which amount to more

than 10% of Net Asset Value (“**New Funds**”) when paragraph (3) (i) above shall be applied as if the reference therein to the Net Asset Value of the Class Fund excludes the New Funds

5. Where the Class Fund is invested in any Funds managed or advised by the Manager, its delegate, or any investment manager or the associates of any of them, the value of any of the Class Fund’s assets so invested will be excluded from the value of the Class Fund’s assets upon which the Manager’s fee is based
6. The Company shall not, for the account of this Class Fund:
  - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer’s subsidiaries or affiliates)
  - b. Invest more than 10% in fixed interest instruments, Bonds and Debt instruments
  - c. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness or solvency of any one counter party including the counter party’s subsidiaries and affiliates
  - d. Acquire any real property
  - e. Indulge in short selling of securities, including with reference to paragraph 7(b)(ii) below, uncovered call options, (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser) or purchase securities on margin (i.e. purchasing securities in circumstances where the Company cannot pay for any part of the purchase price without selling such securities before the end of the relevant account period)
  - f. Acquire any Investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
  - g. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
  - h. (i) Invest in securities which are not readily realisable (provided however that up to ten per cent. (10%) of the Net Asset Value of the Class Fund may be invested in securities which are not readily realisable)  
  
ii) invest more than ten per cent (10%) of the Net Asset Value of the Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE
  - i. Acquire any Investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
  - j. Invest directly in gold or silver bullion, platinum or other precious metals or coins
  - k. Take legal or management control of the issuer of any Investment
  - l. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the

Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this Fund Rule, provided that such an investment shall be reported to the Directors immediately and the relevant asset disposed of over a period to be agreed between the Directors and the Custodian, such period not to exceed twelve months from the date of acquisition of the asset

- m. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent. ( $\frac{1}{2}$  %) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent. (5%) of those securities
- n. Invest more than twenty per cent. (20%) of the Net Asset Value of the Class Fund in the units, shares or participations of any Funds
- o. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
- p. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time
- q. Engage in scrip borrowing.

In any such case as is mentioned in (o) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to appropriate and set aside cash or such other property of the Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian sufficient to provide for paying up such securities in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of the Class Fund.

7. Notwithstanding the foregoing the Company may from time to time for the account of this Class Fund:
  - a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency
  - b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets:

- i. Enter into contracts (hereinafter called “**forward purchases**”) for the purchase of Investments on a predetermined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for this Class Fund shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund
- ii. Purchase and sell call or put options (other than options to purchase money market or other financial instruments) upon Authorised Investment Instruments as defined in paragraph 3(1)(b) where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is purchased and only call options held as purchased for the account of the Class Fund may be sold
- iii. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of this Class Fund and the cost of the Company’s total holding in such options and futures for the Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

PROVIDED HOWEVER THAT the aggregate net exposure of the Class Fund under sub-paragraphs (i), (ii) and (iii) shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund.

Notwithstanding anything stated in these Fund Rules, derivatives shall only be used for efficient portfolio management (i.e. no gearing/leverage/margining will be allowed). Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act 2002, as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

- 8. Save as otherwise expressly provided in the last proviso to paragraph (7) above the foregoing limitations in this Fund Rule 3 shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation reconstruction conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed

#### **4. Borrowing and lending**

Net borrowings for the Class Fund shall be restricted so as to ensure that the amounts outstanding from time to time (including any amounts pursuant to Article 33.2) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund. PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund. Investments of the Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment date:** 15 October 2007

**Date(s) amended:** 4 December 2013 and 29 July 2015

# Appendix 6

## Investment objectives and investment and borrowing Restrictions of the STANLIB European Equity Fund (the “Class Fund”)

The objective is to maximise long-term capital growth by investing in an actively managed portfolio of primarily pan-European equities.

The principal investment objective and policy of the Class Fund will be adhered to for at least three years from the date of admission of Participating Shares of the Class Fund to the Official List of the ISE other than in exceptional circumstances and then only with the consent of a majority of Shareholders.

Application has been made to the Irish Stock Exchange for the B Class shares to be admitted to the Official List and to trading on the Main Securities Market of the Irish Stock Exchange. The B Class shares are expected to be admitted to the Official List and trading on the Main Securities Market of The Irish Stock Exchange on or about 3 August 2015.

It is anticipated that the preliminary expenses to launch the Class Fund will be in the region of GBP25,000, which will be amortised to the Class Fund for a maximum period of three years post launch.

### 1. Base Currency

Participating Shares of the Share Classes of the Class Fund will be designated and priced in Euros and the Class Fund valued in Euros.

The minimum subscription amount is the equivalent in Euros to US\$100 000

### 2. Subscription price and minimum subscription amount

After the initial offer period, Shares may be purchased on any Dealing Day at a Subscription Price calculated in accordance with the procedure set out on pages 13 and 14 of this Prospectus.

The minimum subscription amount is the equivalent in Euros to US\$100 000

### 3. Investment rules

1. Unless the context otherwise requires and except as varied or otherwise specified in this Rule

- a. “Approved Bank” means any corporate body:
  - i. Which is a banking institution which has capital which is shareholders’ funds of an amount not less than the equivalent of five hundred million dollars (US \$500 000 000) (as shown by the latest available edition of

The Banker Magazine, published by Financial Times Information Limited, or as shown by such other publication as the Directors shall with the approval of the Custodian determine); or

- ii. Which is authorised and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (or any successor body or authority) in the United Kingdom
- b. “Authorised Investment Instruments” means:
  - i. Call or time deposits with an Approved Bank
  - ii. Fixed interest instruments, Bonds and Debt instruments
  - iii. Shares and equivalent equity participations, being within Europe or Turkey, quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges (“WFE”) and for the avoidance of doubt this also includes the London Stock Exchange and Euro next However, a maximum of ten per cent (10%) of the net asset value of the Class Fund may be invested in such instruments that are not so quoted, listed or traded; and
  - iv. Participations in any form of collective investment fund including without limitation any fund, trust, company, partnership or other entity having the majority of underlying investments corresponding to those in sub-paragraphs (i) to (iii) above (“Funds”) subject to paragraph (6)(m) below
2. Save as provided in paragraph (7) below, the Class Fund shall only be invested in Authorised Investment Instruments in accordance with the provisions of this Fund Rule
3. Subject as hereinafter provided no Authorised Investment Instrument shall be acquired or made which would immediately after the acquisition or making thereof result in:
  - i. The value of the investments of the Class Fund issued, made, accepted or guaranteed by any one Approved Bank or other issuer (including for the avoidance of doubt monies held on call or on deposit with an Approved Bank) exceeding ten per cent. (10%) of the Net Asset Value of the Class Fund as determined immediately before such investments are acquired or made PROVIDED HOWEVER THAT the aggregate of amounts held on call or deposit accounts with The Bank Of New York Mellon SA/NV, London Branch (the “Sub-

- Custodian**”), as the Custodian’s delegate, or such other Approved Bank or Approved Banks as the Directors may from time to time determine may represent up to 20% of the Net Asset Value of the Class Fund; or
- ii. The total nominal amount of the Class Fund’s holding of any investment exceeding ten per cent (10%) of the total nominal amount of all issued securities of the same class in the corporation in which such investment is held or made as determined immediately before such investments are acquired
4. The restriction referred to in paragraph (3)(i) above shall not apply for the period of three months immediately following the initial issue of Participating Shares of this Share Class or during the two Business Days following a day on which the Net Asset Value of the Class Fund is increased by subscriptions for Participating Shares of the relevant class which amount to more than 10% of Net Asset Value (“**New Funds**”) when paragraph (3)(i) above shall be applied as if the reference therein to the Net Asset Value of the Class Fund excludes the New Funds
  5. Where the Class Fund is invested in any Funds managed or advised by the Manager, its delegate, or any investment manager or the associates of any of them, the value of any of the Class Fund’s assets so invested will be excluded from the value of the Class Fund’s assets upon which the Manager’s fee is based
  6. Company shall not, for the account of this Class Fund:
    - a. Invest or lend more than 20% of the value of the Net Asset Value of the Company in the securities of any one issuer (including the issuer’s subsidiaries or affiliates)
    - b. Expose more than 20% of the value of the Net Asset Value of the Company to the creditworthiness or solvency of any one counter party including the counter party’s subsidiaries and affiliates
    - c. Acquire any real property
    - d. Indulge in short selling of securities, including with reference to paragraph 7(b)(ii) below, uncovered call options, (i.e. selling securities at a time when it has no exercisable or unconditional right at the time of sale to the securities to be vested in the purchaser) or purchase securities on margin (i.e. purchasing securities in circumstances where the Company cannot pay for any part of the purchase price without selling such securities before the end of the relevant account period)
    - e. Acquire any Investment which would require the assumption by the Company of an unlimited liability, which for the avoidance of doubt shall include participation as a general partner in a limited partnership
    - f. Invest in any country where at the time of the investment withdrawal of the proceeds of sale or other realisation is restricted or when there is any material risk to the repatriation to the Company of monies so invested
    - g. (i) invest in securities which are not readily realisable (provided however that up to ten per cent. (10%) of the Net Asset Value of the Class Fund may be invested in securities which are not readily realisable);
      - (ii) invest more than ten per cent (10%) of the Net Asset Value of the Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE.
    - h. Acquire any Investment which is a commodity or an interest in a commodity or which confers a right to purchase a commodity
    - i. Invest directly in gold or silver bullion, platinum or other precious metals or coins
    - j. Take legal or management control of the issuer of any Investment
    - k. Invest in any asset where, in the reasonable opinion of the Custodian, the custody facilities available (whether through the custodian or any delegate thereof) in the relevant jurisdiction in respect of that asset are not adequate to protect the interests of the holders of Participating Shares attributable to the Class Fund including, without limitation, where the Custodian is not satisfied that title to that asset is adequately protected or if for any other reason the Custodian is of the opinion that it will be unable to provide custody facilities in respect of that asset to the standard required pursuant to the Custodian Agreement, provided that any investment made in a jurisdiction which has been previously identified by the Custodian to the Manager or its delegate as a jurisdiction in relation to which it has no reason to believe that the provisions of this restriction may apply, shall not be held to constitute a breach of this Fund Rule, provided that such an investment shall be reported to the Directors immediately and the relevant asset disposed of over a period to be agreed between the Directors and the Custodian, such period not to exceed twelve months from the date of acquisition of the asset
    - l. Invest in any security of any class in any company or body in which a director of the Manager owns more than half of one per cent. (½ %) of the total nominal amount of all the issued securities of that class, or collectively the directors and officers of the Manager own more than five per cent. (5%) of those securities
    - m. Invest more than twenty per cent. (20%) of the Net Asset Value of the Class Fund in the units, shares or participations of any Funds
    - n. Without the consent of the Custodian acquire or hold any securities which are for the time being partly paid unless according to the terms of the issue thereof the security will or may at the option of the holder become within one year of the date of its acquisition by the Company fully paid up and free from all such liabilities as aforesaid
    - o. Invest in a fund of funds or a feeder fund, in terms of paragraph 6(h) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002, as amended from time to time
    - p. Engage in scrip borrowing.
- The restriction outlined in (a) above will not apply in relation to investment in securities issued by a government, government agency or instrumentality of a European Union Member State or an OECD Member State or by any supranational authority of which one or more European Union or OECD Member States are members, and any other state approved by such purpose by the ISE.
- In any such case as is mentioned in (n) above, notwithstanding that the Custodian may not be required to give its consent as aforesaid, the Custodian shall, where relevant, be entitled but not bound to

appropriate and set aside cash or such other property of the Class Fund as is approved by the Directors or the Manager (such approval not to be unreasonably withheld) as is acceptable to the Custodian sufficient to provide for paying up such securities in full. The cash or other property so appropriated shall not be available for application without the consent of the Custodian in any way otherwise than as may be required for paying up the security in respect of which the appropriation was made so long as and to the extent that such security remains an asset of the Class Fund.

7. Notwithstanding the foregoing the Company may from time to time for the account of this Class Fund:
  - a. Without restriction enter into contracts for the sale or purchase of a fixed amount of one currency in exchange for another currency which is held or contracted to be held whether such contract is to be completed immediately or at a pre-determined future date PROVIDED ALWAYS that there shall be no overall net short position in any one currency
  - b. For the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets:
    - i. Enter into contracts (hereinafter called “**forward purchases**”) for the purchase of Investments on a predetermined date after the date of the contract and at a specified price PROVIDED THAT the aggregate amount which the Company shall or may be required to pay in respect of such forward purchases for this Class Fund
    - ii. Shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund; purchase and sell call or put options (other than options to purchase money market or other financial instruments) upon Authorised Investment Instruments as defined in paragraph 3(1)(b) where such call or put options are traded on markets or exchanges having obtained full membership of the WFE, PROVIDED THAT no call option shall be purchased or sold for the account of the Class Fund if the proportion of the assets of the Class Fund committed to option dealings (including any further amount which the Company may be required to pay at some future date in respect of such option dealing) shall exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund as determined immediately before such call option is purchased and only call options held as purchased for the account of the Class Fund may be sold
    - iii. Invest in or acquire financial futures contracts including Stock Market indices futures contracts, or options to purchase money market or other financial instruments provided always that the aggregate of the nominal value of all such futures contracts held by the Company for the account of this Class Fund and the cost of the Company’s total holding in such options and futures for the Class Fund (which cost shall include any further amount which the Company may elect to pay at some future date on the exercise of such option) shall not immediately after the acquisition of such a futures contract or an option exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund

PROVIDED HOWEVER THAT the aggregate net exposure of the Class Fund under sub-paragraphs (i), (ii) and (iii) shall not at any time exceed fifteen per cent. (15%) of the Net Asset Value of the Class Fund. Notwithstanding anything stated in these Fund Rules, derivatives shall only be used for efficient portfolio management (i.e. no gearing/leverage/margining will be allowed). Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act 2002, as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

8. Save as otherwise expressly provided in the last proviso to paragraph (7) above the foregoing limitations in this Fund Rule (3) shall apply as at the date of the relevant transaction or commitment to invest and changes do not have to be effected merely because owing to appreciations or depreciations in value, or redemptions or conversions of Participating Shares, or any scheme or arrangement for amalgamation reconstruction conversion or exchange in respect of any investment any of such limitations would thereby be breached but the Manager shall take immediate corrective action to rectify the position or may seek the approval of the Directors to the temporary continuation of the position on such basis and for such period as may be agreed.

#### **4. Borrowing and Lending**

Net borrowings for the Class Fund shall be restricted so as to ensure that the amounts outstanding from time to time (including any amounts pursuant to Article 33.2) do not exceed five per cent. (5%) of the Net Asset Value of the Class Fund. PROVIDED THAT at all times all such borrowings shall be of a temporary nature and shall have been made solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund. Investments of the Class Fund may not be loaned out without the prior written consent of the Custodian and otherwise subject to the Articles (including without limitation Article 32.7).

**Establishment Date: 29 July 2015**

# Supplementals

## Supplemental No.1

This statement is to be read in conjunction with the Prospectus dated **19 July 2015**:

- The Company is available for investment in its domicile of registration

## Supplemental No.2

This statement is to be read in conjunction with the Prospectus dated **19 July 2015** and in conjunction with Appendices 1-6:

- The Company does not permit investment in an instrument that compels the acceptance of physical delivery of a commodity.

## Supplemental No.3

This statement is to be read in conjunction with the Prospectus dated **19 July 2015**:

### **The Custodian**

- On 6 November 2017 Capita Asset Services ("CAS"), formerly part of Capita plc, was acquired by Link Group. The sale of CAS has resulted in a change to its trading name and the legal names of its constituent entities as well as a change of the ultimate holding company.
- It should be noted that CAS has changed its trading name to Link Asset Services and Capita Trust Company (Jersey) Limited (the "Custodian") has changed its name to Link Corporate Services (Jersey) Limited.
- The ultimate holding company of the Custodian is now Link Administration Holdings Limited, a company incorporated in Australia and listed on the Australian Securities Exchange (ASX:LNK) (Link Group), whose registered office is at Level 12, 680 George Street, Sydney NSW 2000, Australia. The Custodian has an authorised, issued and fully paid-up share capital of 53,975 shares divided into 50,000 shares of £1 each issued at par and 3,975 shares of £1 each issued at a price of £1,000.

## Supplemental No.4

This statement is to be read in conjunction with the Prospectus dated **19 July 2015**:

### **Data Protection**

- Information collected from investors by or on behalf of the Manager may constitute "personal data" for the purposes of the Data Protection (Jersey) Law 2018 (the "**Data Protection Law**").
- The Company is the "data controller" (as defined in the Data Protection Law) in respect of such data, which may be processed as part of, and for the purposes of, the business of the Company as a collective investment fund, including the purposes of maintaining accurate records of investor interests in the Company, communicating with investors and complying with anti-money laundering regulations.
- More information on how the Company processes personal data collected from investors, how it maintains the security of that data and the rights of data subjects in respect of that data is set out in the Company's privacy notice, a copy of which is available at [www.stanlib.com](http://www.stanlib.com) or by contacting the Manager at [sfmj@stanlib.com](mailto:sfmj@stanlib.com)

# Schedule of similarities and differences between:

- a. Jersey legislation and the regulations applicable to similar funds under the Collective Investments Control Act, No.45 of 2002 (South Africa)  
 b. STANLIB Funds Limited and South African Collective Investment Scheme:

Topic/Item	Foreign Scheme	South African Regulation South African Unit Trust
1. Investment restrictions of instruments issued by Government	None.	None.
2. Investment restriction on individual security in respect of equity funds.	Maximum 10% of NAV.	Maximum of 5% of portfolio if company market cap is less than R2 billion, else 10%.
3. Investment restriction on a class of security in respect of equity funds	The total nominal amount of a Class Fund's holding of any investment may not exceed ten per cent (10%) of the total nominal amount of all issued securities on the same class in the corporation in which such investment is held or made.	Maximum of 5% of amount in issue if company market cap. is less than R2 billion, else 10%. There is an overall limit of 15% of the aggregate amount of securities in any one class issued by a concern within the same group as the Manager across all portfolios. An overall limit of 24% of the aggregate amount of securities in any one class issued by a concern other than a concern within the same group as the Manager across all portfolios.
4. Investment restrictions for specialist funds, e.g. money market fund or fund of funds	N/A	Subject to certain limits prescribed in regulation.
** 5. Investment restrictions on the use of derivative instruments	15% of the Net Asset Value of any Fund Class mainly for the purpose of efficient portfolio management.	100% nominal exposure restricted for purposes of efficient portfolio management only/no gearing allowed.
** 6. Investment in listed instruments	Shares and equivalent equity participations quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges ("WFE"). However, a maximum of ten per cent (10%) of the net asset value of any Class Fund may be invested in such instruments that are not listed.	90% of securities must be listed on Stock Exchanges having obtained full membership of the World Federation of Exchanges.
** 7. Non-equity securities (other than issued by the Government)	Not less than 90% of non-equity securities shall be investment grade and all of which shall be rated by Standard and Poor's and/or Moody's Investors Service or Fitch (the "Rating Agencies"). Should the rating of an instrument differ between the Rating Agencies, the "Blended Weighted Average Rating" is determined as follows: In line with the methodology used by Barclays Capital Global indices, the middle rating from the three Rating Agencies (S&P, Moody's and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale.	As per Table 1 of Board Notice 80 of 2012 published in terms of the Collective Investment Schemes Control Act, 2002.

Topic/Item	Foreign Scheme	South African Regulation South African Unit Trust
** 8. Investment in unlisted instruments	May not invest more than ten per cent. (10%) of the Net Asset Value of any Class Fund in shares and equivalent equity participations that are quoted, listed or traded on Stock Exchanges that are not full members of the WFE.	Up to 10% of a Standard Portfolio may be invested in unlisted equity securities without any requirement to be listed. This may, however, only be done as long as the following conditions are met in respect of all unlisted securities (this will include non-equity securities and derivative instruments):  If any securities, which are not listed on an exchange, are included in a portfolio, such securities must be valued daily based on a generally recognised methodology and by a person acceptable to the trustee, subject to the requirements of the Act.  Prior to a manager including any unlisted securities in a portfolio, it must satisfy the trustee that a risk management program designed to identify, measure, on a daily basis, and adequately cover risks emanating from exposure to the security, is in place and is efficient.
9. Investment of own resources into the fund	No such requirement.	The Manager must invest R1 000 000 of own resources in each fund as seed capital; can be reduced by 10% for each R1 000 000 of investors' investments.
** 10. Borrowing	5% of the NAV of a Class Fund solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund.	Borrowing is allowed up to 10% of the market value of the portfolio to bridge insufficient liquidity as a result of the redemption of participatory interests. No leveraging or gearing is allowed.
11. Markets/Exchanges		
11.1 Listed	Recognised exchanges (full WFE membership) and markets acceptable to FSB.	90% of exchanges must have been granted full membership of the World Federation of Exchanges, the rest must follow due diligence guidelines as prescribed by Regulation.
11.2 OTC Markets **	Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act, 2002 i.e. unlisted forward currency, interest rate or exchange rate swap transactions.	Not allowed.
** 12. Expenses/Charges		
12.1 Costs to investors	Full disclosure in Prospectus and Fund Rules to Share Classes.	Full disclosure in Trust Deed and marketing material and a notice to unit holders of change.
12.2 Charges against portfolio	All charges levied against capital appreciation and income.	Brokerage, STT, VAT, stamp duties, taxes, audit fee, bank charges, trustee/custodian fees, other levies or taxes service charge and share creation fees payable to the Registrar of Companies.
13. Determination of market value of investments	Fair market price or, if unavailable dealing of shares can be suspended.	Fair market price, or as determined by a stockbroker.
** 14. Risk Factors	Standard market risks relating to equity/bond umbrella funds.	Values are not guaranteed.
** 15. Capped or not capped	Not capped.	Not capped
** 16. Redemption (repurchase) of units	Dealing is daily. Redemption may be satisfied (with the consent of the redeeming shareholder), in part or in full, with assets, so long as remaining shareholders are not materially prejudiced.	Legally obliged to redeem at same day's or previous day's price as determined in Trust Deed.

Topic/Item	Foreign Scheme	South African Regulation South African Unit Trust
17. Independent Trustee/ Custodian	Custodian is completely independent. Any change of Custodian would have to be approved by regulators and shareholders.	Trustee/Custodian must be completely independent.
**		
18. Taxation of Portfolio/Company	Company is subject to a 0% rate of corporate income tax in Jersey.	No taxation Interest portion taxable in the hands of the individual
**		
19. Taxation of Unit holders		
19.1 Income	No Jersey taxes.	Interest and the dividend portion is taxable.
- Dividends	If applicable, taxation under investors' local law.	
- Interest		
- Foreign Interest		
- Foreign Dividends		
19.2 Capital gains	RSA residents will be subject to RSA income tax on foreign income earned at their marginal rate as well as capital gains tax on foreign investments.	Capital gains tax introduced on 1 October 2001.
**		
20. Interval at which units are priced	Daily	Daily
21. Distributions	Dividends may be declared if there is sufficient net income available in the relevant Class Fund	All income distributed regularly or reinvested at option of investor
**		
22. Switching/Conversion	Allowed	Allowed – charges differ
**		
23. Pledging of securities	Not permitted	Allowed only for purposes of borrowing (refer to borrowing in par 10 above)
**		
24. Scrip lending	Class Fund investments may only be loaned out with the prior written consent of the Custodian.	Allowed, may not exceed 50% of market value of the portfolio, plus other conditions as described in Deed.
Scrip borrowing	No Scrip borrowing permitted.	No Scrip borrowing permitted.
**		
25. Certificates, if issued and needed for redemption.	Issued on request.	Issued on request.
26. Reporting to supervisory authority	Quarterly, semi-annually and annually.	Quarterly and annually.
27. Inspection powers by supervisory authority	Yes	Yes.
**		
28. Reporting to investors	Semi-annually and annually	Annually
**		
29. Legal structure, if different from trust	Open-ended investment company incorporated in Jersey	Collective Investment Scheme or Open Ended Investment Company
30. Interest issued on funds pending investment and redemption	Interest earned on funds pending investment allocated to client	Interest paid to clients
**		
31. Any other material difference		
31.1 Non-ring fencing of assets	If the fund can't meet liabilities attributable to a Class Fund out of the assets of the Class Fund, the excess liabilities may have to be met out of the assets attributable to other Class Funds	This is a trust-based scheme and the assets for each sub-fund are ring fenced, and liabilities for one sub-fund may not be met out of assets of another sub-fund

## Explanation of certain aspects of the principal differences

### Item 5: Investment restrictions on the use of derivative instruments

- a. The RSA legislation in relation to efficient portfolio management techniques and derivative investments may be more stringent than that of Jersey
- b. The aggregate net exposure of the Class Fund shall not at any time exceed 15% of the NAV of the Class Fund. Restricted for the purposes of efficient portfolio management in reducing, transferring, or eliminating investment risk and on a temporary basis to effect efficient strategic asset allocation policy adjustments between markets. The Class Fund may enter into forward purchase contracts, purchase and sell traded call or put options upon securities listed or dealt in on a stock exchange or other markets acceptable to the South African regulator or invest in or acquire financial futures contracts, including stock market indices futures contracts, or options to purchase money market or other financial instruments

### Item 6: Investments in listed instruments

- a. The South African Collective Investment Schemes Control Act, 2002 ("the Act") requires that 90% of the value of a portfolio must be invested in securities listed on exchanges having obtained full membership of the World Federation of Exchanges
- b. The underlying investments may be either listed or unlisted, examples of unlisted permitted holdings are bank deposits or other collective investment funds with similar investment restrictions. Share classes may also invest in bonds, notes, debentures, money market instruments or other debt securities issued by banks, financial institutions or corporations of which not less than 90% must be investment grade. Such funds may also invest in bond notes or other negotiable instruments in freely convertible currencies issued by sovereign borrowers

### Item 7: Non-equity securities (other than issued by the Government)

Bonds, notes, debentures, money market instruments, negotiable instruments, or debt securities issued by banks, financial institutions, corporations or sovereign borrowers of which not less than 90% shall be investment grade and not more than 10% shall be non-investment grade and all of which shall be rated by Standard and Poor's and/or Moody's Investors Service or Fitch (the "Rating Agencies"). Should the rating of an instrument differ between the Rating Agencies, the "Blended Weighted Average Rating" is determined as follows: In line with the methodology used by Barclays Capital Global indices, the middle rating from the three Rating Agencies (S&P, Moody's and Fitch) will be assigned to each security. In the event that the ratings are provided by only two agencies, the lowest rating will be assigned. If only one agency assigns a rating, that rating will be applied. The equivalent numerical rating is assigned to each security based on the Security Level scale.

### Item 8: Investment in unlisted instruments

Shares and equivalent equity participations, being within Europe or Turkey, quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges ("WFE") and for the avoidance of doubt this also includes the London Stock Exchange and Euronext. However, a maximum of ten per cent (10%) of the net asset value of the Class Fund may be invested in such instruments that are not so quoted, listed or traded. Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act 2002,

as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

### Item 10: Borrowing/pledging

- a. In RSA, borrowing is allowed up to 10% of the market value of the portfolio to bridge insufficient liquidity as a result of the redemption of participatory interests
- b. Borrowings for the Class Fund shall be restricted so as to ensure that the amounts outstanding from time to time do not exceed 5% of the NAV of the Class Fund. At all times such borrowings shall be of a temporary nature and solely for the purposes of meeting redemption requests or making provision for the late settlement of monies following a switch from another Class Fund

### Item 11.2: OTC markets

The investments in which the Class Funds will be invested may be listed or unlisted, exchange traded or over-the-counter, and rated or unrated. Shares and equivalent equity participations, being within Europe or Turkey, quoted, listed or traded on a Stock Exchange that is a full member of the World Federation of Exchanges and for the avoidance of doubt this also includes the London Stock Exchange and Euro next However, a maximum of ten per cent (10%) of the net asset value of the Class Fund may be invested in such instruments that are not so quoted, listed or traded. Unlisted derivative instruments will only be allowed for purposes as determined in paragraph 6(e) of Notice 2076 of 2003 as amended by Notice 1502 of 2005 pursuant to the South African Collective Investment Schemes Control Act 2002, as amended from time to time, i.e. unlisted forward currency, interest rate or exchange rate swap transactions.

### Item 12: Expenses/charges

In terms of RSA legislation, RSA collective investment schemes are only allowed to deduct specifically defined expenses from the income of the Company.

### Item 14: Risk factors

The Risk Profile of an investment in the Company is not significantly higher than the Risk Profile of similar investments in units offered for sale in South Africa by Management Companies registered under the Act. The investment in the Company will not have a greater country risk than an investment in units in a portfolio registered in South Africa. Not more than 10% of the net assets of the Fund may be invested in securities not readily realisable.

Investors should be aware of the risks associated with investing in securities markets including political, regulatory, currency, market, settlement, taxation and premium risk.

### Item 15: Capped or not capped

The Company does not have any provisions that allow funds to be capped. RSA collective investment schemes are allowed to make provision to allow the manager to cap a portfolio in its discretion.

### Item 16: Redemption of units (repurchase)

- a. In terms of RSA legislation and RSA deeds, a local manager is required to repurchase participatory interests (units) from the public at a price, which has been calculated not more than 24 hours preceding the receipt of the application. RSA managers may also suspend the dealing in participatory interests in terms of the requirements of RSA legislation. The underlying funds are required to buy back units on demand and may only suspend trading under extreme conditions
- b. Dealing is daily. The minimum initial investment and holding amount in a Class Fund is shares to the value of US\$100 000

Shares may be redeemed on any applicable Dealing Day. Shareholders may redeem the whole or part of their holding provided that the residual balance of shares does not fall below the minimum holding. Redemption instructions may be given in writing, by telephone, by fax or other means of electronic transmission to arrive by 2.30 p.m. Jersey time on the Business Day before a Dealing Day. Settlement of redemption proceeds may take up to 14 Business Days following the relevant Dealing Day. There is no charge or fee for redemptions

- c. The Directors may, in their absolute discretion, but with the consent of the redeeming Shareholder, arrange that the settlement of redemption proceeds be made either in whole or in part by a transfer to the redeeming Shareholder of assets attributable to the relevant Class Fund equal in value to the amount to which the redeeming Shareholder would have been entitled if the payment had been made in cash PROVIDED THAT any such "in-specie" redemption will not materially prejudice the interests of the remaining shareholders in the Company

#### **Item 18: Taxation of Portfolio/Company**

- a. RSA Collective Investment Schemes are exempted from any RSA taxes within the scheme, as all income and gains are passed through the investors and are taxable in the hands of the investors
- b. Jersey has introduced a new corporate tax regime applying to companies first regarded as resident on or after 3rd June 2008. The regime is known as 'zero/ten'. The general rate of corporate income tax is 0% under the new regime. A 10% rate applies to certain regulated financial services companies. The 0% rate will apply to the Company on the basis that it does not engage in relevant regulated activities. The Company will make a range of investments in various jurisdictions and some of the income and the gains on the investments in certain class funds may be subject to withholding and other taxes

#### **Item 19: Taxation of unit holders**

- a. RSA residents will be subject to RSA income tax on foreign income earned at their marginal rate as well as capital gains tax on foreign investments. Prospective investors are advised to consult their own professional advisors on the implications of making an investment in, holding and disposing of units under the laws of countries in which they are liable for taxation. The effect of the tax provisions may depend upon the individual circumstances of an investor. Taxation law and practice, and the levels of taxation are subject to future alteration
- b. With effect from 23 February 2000, the South African Authorities have imposed a tax on foreign dividends received. Redemption at a premium may well result in the receipt of a "dividend", which would be taxed as set out above. Shareholders are not subject to any death duties, capital gains, gift, inheritance, capital transfer or income taxes in Jersey. No stamp duty is levied in Jersey on the transfer, redemption or conversion of shares. Dividends paid on shares held by persons who are not resident in Jersey, will not suffer Jersey withholding tax
- c. Prospective investors should consult their professional adviser on the possible tax consequences of buying, selling, holding or redeeming shares / units under the laws of South Africa and of relevant exchange control restrictions

#### **Item 20: Interval at which units are priced**

- a. A detailed description of the valuation procedure for STANLIB Funds Limited is available on page 17 and 18 of the Prospectus. The Company is priced daily. RSA collective investment schemes are priced daily

#### **Item 22: Switching/conversion**

A detailed description of the procedure to switch between funds is available on page 18 and 19 of the Prospectus

#### **Item 23: Pledging of securities**

Generally not allowed, except insofar securities need to be pledged to secure a loan for the purpose of permitted borrowing. RSA legislation has identical provisions with regard to the pledging of securities.

#### **Item 24: Scrip lending/scrip borrowing**

Currently RSA legislation only makes provision for scrip lending and not for scrip borrowing.

#### **Item 25: Certificates, if issued and needed for redemption**

Shares will be in registered form and no share certificate will be issued unless requested. Registration of the Shares comprised in the application will normally be effected after receipt of completed documentation, provided that the subscription monies have been cleared. Ownership is recorded by an entry in the share register. Where no certificate is to be issued the account number allocated to the investor must be quoted in all communications with the Company, the Manager and the Administrative Agent.

#### **Item 28: Reporting to investors**

The Company's financial year ends on 31 December. Annual audited reports and accounts will be published on the website below and the ISE within six months of the financial year end of the Company. Interim unaudited reports and accounts to 30th June will be published on the website annually. Financial statements will be prepared in accordance with generally accepted accounting principles in the International Financial Reporting Standard and will include a portfolio report for each of the Class Funds.

#### **Item 29: Legal structure**

- a. In RSA, all funds are trust based and investors receive units
- b. The Company is an open-ended investment company incorporated in Jersey, Channel Islands, with limited liability on 18th March 1996. The Company has been granted a certificate pursuant to the CIF Law by the Jersey Financial Services Commission. The Company is categorised as an unrecognised collective investment scheme in the United Kingdom

#### **Item 31: Non-ring fencing of assets**

Your attention is directed to page 10 of the Prospectus, under the heading "Risk Factors", with regard to the treatment of any liabilities not directly attributable to a particular Class Fund. In this regard, investors should be aware that although the investment policy of each of the Class Funds renders it highly unlikely that the assets attributable to any one Class Fund will be insufficient to meet liabilities attributable to that Class Fund, if such event should occur this would affect the other Class Funds, because although each Class Fund is to be treated as bearing its own liabilities, the Company as a whole remains liable to third parties. The directors are not aware of any such existing or contingent liability.



17 Melrose Boulevard Melrose Arch 2196  
PO Box 203 Melrose Arch 2076  
**T** 0860 123 003 (SA only)  
**T** +27 (0)11 448 6000  
**E** [contact@stanlib.com](mailto:contact@stanlib.com)  
**W** [stanlib.com](http://stanlib.com)  
GPS coordinates S 26.13433°, E 028.06800° W