PROSPECTUS – EFFECTIVE FROM 26 APRIL 2019

JPMorgan Fund III ICVC

J.P.Morgan
Asset Management

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Important Notes

If you are in any doubt about the contents of this Prospectus, you should consult your financial adviser or contact J.P. Morgan Asset Management on 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK).

JPMorgan Funds Limited, the authorised corporate director of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by The Collective Investment Schemes Sourcebook to be included in it. JPMorgan Funds Limited accepts responsibility accordingly.

Except for the information about itself as Depositary contained in sections 2.2, 2.6, 5.4 and 5.6(h) of this Prospectus, the Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility therefore under the COLL Sourcebook or otherwise.

Copies of this Prospectus have been sent to the FCA and the Depositary.

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

The Company is only registered for sale to the public in the United Kingdom and Jersey.

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 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 or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

The consent of the Jersey Financial Services Commission pursuant to Article 8 of the Control of Borrowing (Jersey) Order 1958 (as amended) has been obtained for the circulation of this Prospectus in Jersey. The Jersey Financial Services Commission is protected by the Control of Borrowing (Jersey) Law 1947 (as amended) against liability arising from the discharge of its functions under that Law.

Distribution of this Prospectus in certain jurisdictions will require that this Prospectus be translated in the official languages of those jurisdictions. Where such translation is required, the translated version of this Prospectus shall only contain the same information and shall only have the same meaning as in this Prospectus.

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

Potential investors should be aware that it is solely their responsibility to ensure their investment is compliant with the terms of any regulation applicable to them or their investment. Therefore, they should, accordingly, not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any other matters. Potential investors are recommended to consult their own professional advisers concerning the acquisition, holding or disposal of Shares. In particular, entities defined as insurance undertakings in Directive 2009/138/EC should take into consideration the terms of this Directive.

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

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 by JPMorgan Funds Limited. JPMorgan Funds Limited is authorised and regulated by the Financial Conduct Authority. JPMorgan Funds Limited only advises on the products and services offered by the JPMorgan Funds Limited.

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

Save as set out in this paragraph, the ACD shall not divulge any confidential information concerning the investor unless required to do so by law or regulation, or as set out in this Prospectus or the Privacy Policy. Shareholders and potential investors acknowledge that their personal data, as well as confidential information contained in the application form and arising from the business relationship with the ACD, may be stored, modified, processed or used in any other way by the ACD , its agents, delegates, sub-delegates and certain third parties in any country in which the ACD or JPMorgan Chase & Co. conducts business or has a service provider (even in countries that do not provide the same statutory protection towards investors' personal data deemed equivalent to those prevailing in the European Union) for the purpose of administering and developing the business relationship with the investor. Subject to applicable law, investors may have rights in respect of their personal data, including a right to access and rectification of their personal data and, in some circumstances, a right to object to the processing of their personal data. The Privacy Policy is available at www.jpmorgan.com/emea-privacy-policy and hard copies are available on request from the ACD.

GLOSSARY OF TERMS

ACD

The Authorised Corporate Director of the Company, also the alternative investment fund manager within the meaning of AIFMD, which is JPMorgan Funds Limited.

Act

The Financial Services and Markets Act 2000 or any amendment, substitution or re-enactment.

AIFMD

Alternative Investment Fund Managers Directive (Directive 2011/61/EU), the Commission Delegated Regulation (EU) No. 231/2013 as implemented in UK law by the Alternative Fund Managers Regulations 2013 and any other implementing measures.

American Depository Receipt (ADR)

A type of investment that trades on US stock exchanges but represents a specified number of the underlying shares of a non-US company.

Application Form

The application form of the Fund in connection with the subscription for Shares as amended from time to time.

Approved Bank

(in relation to a bank account opened by the Depositary):

(a) if the account is opened at a branch in the United Kingdom:

- (i) the Bank of England; or
- (ii) the central bank of a member state of the OECD; or
- (iii) a bank; or
- (iv) a building society; or
- (v) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or

(b) if the account is opened elsewhere:

- (i) a bank in (a); or
- (ii) a credit institution established in an EEA State other than the United Kingdom and duly authorised by the relevant Home State Regulator; or
- (iii) a bank which is regulated in the Isle of Man or the Channel Islands; or
- (iv) a bank supervised by the South African Reserve Bank.

Approved Derivative

A derivative which is traded or dealt in on an Eligible Derivatives Market

Approved Money Market Instrument

A money market instrument which is normally dealt in on the money market, is liquid and has a value which can be accurately determined at any time.

Approved Security

As defined in Appendix B.

Below Investment Grade

A Bond or other Debt Security that is rated below BBB-/Baa3 by Standard & Poor's or Moody's respectively, or otherwise similarly rated by another independent credit rating agency, indicating a reduced creditworthiness and increased risk of default by the issuer compared to Investment Grade Bonds or other Debt Securities. It will usually offer a higher yield to compensate for the increased risk of default by the issuer. Also referred to as 'High Yield'.

Benchmark

A point of reference against which the performance, risk characteristics or composition of a Fund may be measured, unless otherwise stated. The resemblance of the portfolio of a Fund to that of its Benchmark may vary from Fund to Fund, depending on factors such as the risk profile, investment objective and investment restrictions of the Fund, and the concentration of constituents in the Benchmark.

Where an equity index used as a Benchmark is stated as 'Net', this means that it has been calculated net of withholding tax on dividends paid by the companies comprised in the index. Unless a rate of withholding tax is specified alongside the Benchmark name or the Benchmark relates solely to the UK Equity market (e.g. FTSE All-Share Index or FTSE 100 Index), the rates of withholding tax used will be as per the standard published approach of the index vendor and may be at a higher rate than that suffered by the relevant Fund in respect of income received on its underlying holdings. An example of this is an index comprising German equities where a withholding tax rate of 26.375% will be used in respect of dividends paid by German companies, whereas a UK-domiciled fund would generally only suffer 15% withholding tax on such dividends. In this situation, the performance of the Fund relative to its Benchmark may appear marginally better than is actually the case.

Bond

A type of investment whereby one party (the buyer) lends money to another party (the issuer) in exchange for the right to receive an interest rate payment (Coupon) and, at maturity, the principal amount or face value. Bonds can be classified by the type of interest rate paid (fixed or floating (variable) rate) or Index-Linked and by the type of issuer (corporate and government).

Bonds may also be referred to as 'Debt Securities', 'fixed interest securities', 'government securities', 'Index-Linked' or 'interest-bearing securities'.

Certificate Representing Certain Securities

The investment specified in article 80 of the Regulated Activities Order (Certificates representing certain securities), which is in summary: a certificate or other instrument which confers contractual or property rights (other than rights consisting of options):

(a) in respect of any share, debenture, government and public security or warrant held by a person other than the person on whom the rights are conferred by the certificate or instrument; and

(b) the transfer of which may be effected without requiring the consent of that person;

but excluding any certificate or other instrument which confers rights in respect of two or more investments issued by different persons or in respect of two or more different government and public securities issued by the same person.

Class or Classes

In relation to Shares, means (according to the context) all of the Shares related to a single Fund or a particular class of Share related to a single Fund.

COLL

Refers to the relevant chapter or rule in the COLL Sourcebook.

COLL Sourcebook

The Collective Investment Schemes Sourcebook forming part of the FCA Handbook as amended from time to time.

Company

JPMorgan Fund III ICVC which qualifies as an alternative investment fund within the meaning of the AIFMD.

Conversion

In relation to Shares, means the conversion of Shares in one Class in a Fund to Shares of another Class in the same Fund and "Convert" shall be construed accordingly.

Convertible Bond/Security

A type of investment that can be exchanged for a set number of shares usually of the issuing company, at a predetermined price or date.

Coupon

A Coupon payment on a Bond or other Debt Security is a periodic payment of interest to the holder during the time between when the Bond or Debt Security is issued and when it matures.

Covered Bond

A Bond that is issued by a credit institution which has its registered office in an EEA State and is subject by law to special public supervision designed to protect bondholders and in particular protection under which sums deriving from the issue of the Bond must be invested in conformity with the law in assets which, during the whole period of validity of the Bond, are capable of covering claims attaching to the Bond and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

Dealing Day

Monday to Friday (except for, unless the ACD otherwise decides, the last working day before Christmas Day or New Year's Day and a bank holiday in England and Wales) and other days at the ACD's discretion.

Debt Security

Debt Securities include a range of investments; the most common of these are Bonds whereby one party (the buyer) lends money to another party (the issuer) in exchange for the right to receive an interest rate payment (Coupon) and, at maturity, the principal amount or face value. Debt Securities can be classified by the type of interest rate paid (fixed or floating (variable) rate or Index-Linked) and by the type of issuer (corporate and government). Debt Securities include for example Bonds, debentures and capital notes.

Depositary

NatWest Trustee and Depositary Services Limited, the depositary of the Company.

Derivative

See Financial Derivative Instruments

EEA States

The ACD currently deems these to include: Austria, Belgium, Bulgaria, Croatia, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, the Republic of Ireland, Romania, the Slovak Republic, Slovenia, Spain, Sweden and the UK.

Efficient Portfolio Management

An investment technique aimed at either reducing risk, reducing cost or generating additional capital or income with a level of risk consistent with the risk profile of the relevant Fund.

Eligible Derivatives Markets

Derivatives markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purposes of investment of or dealing in the Scheme Property in accordance with the relevant criteria set out in the COLL Sourcebook and with regard to the Guidance on Eligible Markets issued by the FCA as amended from time to time and as more fully described in section 3.5 and Appendix D.

Eligible Institution

One of certain eligible institutions (being a Banking Consolidation Directive credit institution authorised by its home state regulator or a MiFID investment firm authorised by its home state regulator as defined in the glossary to the FCA Handbook).

Emerging Markets

Emerging Markets are typically those of less developed countries with relatively low per capita income, often with above-average economic growth potential but involving greater volatility and higher risks than established markets.

Equity/Equity security

A type of investment that represents an interest in a company. Equity exposure may be achieved through investment in shares, depository receipts, warrants and other participation rights. Subject to the foregoing, Equity exposure may also be achieved, to a limited extent, through investment in Convertible Securities, index and Participation Notes and Equity-Linked Securities.

Equity-Linked Securities

Equity-Linked Securities are securities which achieve exposure to Equities (see above) and may include Convertible Securities, American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs) equity linked notes and Participation Notes.

Exchange Traded Commodities

An Exchange Traded Commodity (ETC) is a security which tracks the performance of an underlying commodity or basket of commodities and is traded on a stock market.

Exchange Traded Funds

An Exchange Traded Fund is a type of investment that represents a pool of securities which typically track the performance of an index or basket of assets. An Exchange Traded Fund is traded on a stock exchange.

Financial Derivative Instruments

Types of investment which derive their value from the value and characteristics of one or more underlying assets such as a security, an index or an interest rate. They are leveraged, therefore a small movement in the value of the underlying asset can cause a large movement in the value of the Financial Derivative Instrument. Also known as 'derivatives'. See Leverage.

FCA

The Financial Conduct Authority, of 25 The North Colonnade, Canary Wharf, London E14 5HS or any successor or replacement regulator.

FCA Handbook

The FCA Handbook of Rules and Guidance as amended from time to time.

FCA Rules

The rules contained in the COLL Sourcebook and the Investment Funds Sourcebook (or FUND) (as relevant) published as part of the FCA Handbook which shall, for the avoidance of doubt, not include guidance or evidential requirements contained in the said sourcebook.

Foreign Law Contract

Any contract other than a contract: (a) governed by the laws of any part of the United Kingdom; and (b) whose parties agree to the exclusive jurisdiction of the courts of any part of the United Kingdom.

Fund

A sub-fund of the Company (being part of the Scheme Property of the Company which is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to such sub-fund.

Global Depositary Receipt (GDR)

A type of investment issued by a bank representing ownership of a specified number of underlying shares of a foreign company. GDRs are commonly used to invest in companies from developing or Emerging Markets.

High Yield Bond

See Below Investment Grade

ICVC

Investment company with variable capital.

Index-Linked Debt Security

A type of Debt Security where regular Coupon payments and the principal amount payable at maturity are adjusted in line with movements in a particular index e.g. the Retail Prices Index (RPI).

Instrument of Incorporation

The instrument of incorporation of the Company, as amended from time to time, registered by the Company in accordance with the OEIC Regulations and the COLL Sourcebook.

Investment Adviser

JPMorgan Asset Management (UK) Limited, the investment adviser to the Company and the ACD.

Investment Grade

Bonds or other Debt Securities that are deemed by a credit rating agency as more capable of meeting payment obligations than Below Investment Grade Bonds. They are rated at least BBB-/Baa3 or higher by Standard & Poor's or Moody's respectively, or otherwise similarly rated by another independent credit rating agency, on the basis of creditworthiness or risk of default by the issuer.

ISA

An individual savings account under The Individual Savings Account Regulations 1998 (as amended).

JPMorgan Chase & Co.

The ACD's ultimate parent company, whose principal office is located at 270, Park Avenue, New York, N.Y. 10017-2070, USA, and that company's direct and indirect subsidiaries and affiliates worldwide.

Leverage

Leverage means any method by which a Fund increases its exposure whether through borrowing cash or securities, or leverage embedded in derivative positions or by any other means, as defined in section 3.10 "Leverage".

Money Market Fund

A fund which qualifies as a "Money Market Fund" in accordance with the ESMA Guidelines on a Common Definition of European Money Market Funds (ref. CESR/10-049).

Net Asset Value or NAV

The value of the Scheme Property of the Company (or of any Fund, as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument of Incorporation.

Non-Investment Grade

See Below Investment Grade

OEIC Regulations

The Open-Ended Investment Companies Regulations 2001 as amended or re-enacted from time to time.

OTC Derivative

A Financial Derivative Instrument traded solely over the counter as more fully described in section 3.15.

Participation Note

A type of instrument which derives its value from an underlying financial instrument such as an Equity. Participation Notes involve an OTC Derivative transaction with a third party. Also known as "outperformance notes".

Price

The Price per Share is the Net Asset Value per Share, including applications of dilution adjustment where applicable.

Privacy Policy

The Privacy Policy issued by J.P. Morgan Asset Management International Limited on behalf of itself, its subsidiaries and its affiliates which is available at www.jpmorgan.com/emea-privacy-policy.

Register

The register of Shareholders of the Company.

Regular Savings Plan or RSP

Regular savings plan for the Funds.

Regulations

The Act, the OEIC Regulations, the AIFMD and the FCA Handbook (including the COLL Sourcebook and FUND Sourcebook) as amended or re-enacted from time to time.

Scheme Property

The property of the Company or a Fund (as appropriate) to be given for safe-keeping to the Depositary in accordance with the COLL Sourcebook.

Share or Shares

A share or shares in the Company (including larger denomination shares and smaller denomination shares).

Shareholder(s)

Holder(s) of registered Shares in the Company.

Shares of a Fund

Shares relating to a particular Fund.

Short-Term Money Market Fund

A fund which qualifies as a "Short-Term Money Market Fund" in accordance with the ESMA Guidelines on a Common Definition of European Money Market Funds (ref. CESR/10-049).

SFTR

Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012, as such may be amended, supplemented or replaced from time to time.

Supplementary Information on the Risk Management Process

Information regarding the risk management process and liquidity management employed by the ACD which is available upon request from the ACD as detailed at section 10.2.

Switch

The exchange of Shares of one Class in a Fund for Shares of a Class in another Fund of the Company.

UCITS Directive

The Council Directive of 20 December 1985 (as amended) on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (85/611/EEC).

UCITS Schemes

Schemes which qualify as undertakings for collective investments in transferable securities as set out in the European Council Directive 85/611/EEC (as amended).

Unrated Security

A Bond or other Debt Security which has not been rated by any recognised credit rating agency.

Valuation Point

The point, whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for the Company or a Fund (as the case may be) for the purpose of determining the price at which Shares of a Class may be issued, cancelled, sold or redeemed.

The Company

1.1 General

The JPMorgan Fund III ICVC described in this Prospectus is an open-ended investment company, incorporated in England and Wales under the OEIC Regulations, and is an umbrella company as defined in the OEIC Regulations. It is governed by the Regulations and its Instrument of Incorporation. The registered number of the Company is IC000174. The FCA's product reference number ("PRN") for the Company is 407764. The product reference number for the Fund is set out in Appendix A.

The Company is a collective investment scheme as defined in the Act and is authorised and regulated by the Financial Conduct Authority. The Company is a non-UCITS retail scheme in accordance with the COLL Sourcebook and Shareholders are entitled to switch rights in one Fund for rights in another in accordance with the Instrument of Incorporation. The Company was authorised by the FCA on 16th May 2002. The Company has an unlimited duration.

The Company is an alternative investment fund under the AIFMD.

The object of the Company is to invest the Scheme Property in transferable securities, money market instruments, cash and near cash, Financial Derivative Instruments and forward transactions, deposits, immovable property, gold and units or shares in collective investment schemes in accordance with the FCA Rules applicable to the Company and each Fund, with the aim of spreading investment risk and giving its Shareholders the benefit of the results of the management of that property. The Shareholders have no interest in the Scheme Property, and are not liable for the debts of the Company.

The address of the head office of the Company is 60 Victoria Embankment, London EC4Y 0JP. This is also the address where notices, or other documents, can be served.

The maximum size of the Company's issued share capital is £50,000,000,000. The minimum size of the Company's issued share capital is £100.

Shares in the Company have no par value. The share capital of the Company at all times equals the Net Asset Value of the Company.

The base currency of the Company and of each Fund is pounds Sterling.

The sole director of the Company is JPMorgan Funds Limited, which acts as the ACD.

1.2 The Structure of the Company

The Company is structured as an umbrella company, in that different Funds may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depositary. On the introduction of any new Fund or Class, a revised Prospectus will be prepared setting out the relevant details of each Fund or Class.

The assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund.

Each Fund has a specific portfolio to which that Fund's assets and liabilities are attributable. So far as the Shareholders are concerned each Fund is treated as a separate entity. Fund specific details can be found in Appendix A.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which is fair to the Shareholders of the Company generally, but they will normally be allocated to all Funds pro rata to the value of the net assets of the relevant Funds. For certain Share Classes, the ACD has agreed to limit the amount of expenses, costs and charges that will be levied to a fixed amount. See section 5.4 for further information and Appendix A for the levels involved and Share Classes affected.

1.3 Shares

Classes of Share within the Funds

Several Classes of Share may be issued in respect of each Fund, details of which are in Appendix A. The ACD may make available within each Class net income Shares and net accumulation Shares. Not all Share Classes are currently launched. See Appendix A for details of those Share Classes not yet launched. The Share Classes may be launched at the discretion of the ACD.

Holders of income Shares are entitled to be paid the income attributed to such Shares of the appropriate Class on or before the interim and annual income allocation dates applying to the relevant Fund.

Holders of accumulation Shares are not paid the income attributable to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund at the end of the relevant distribution period and is reflected in the Price of an accumulation Share.

Net Shares are Shares in respect of which income allocated to them is distributed or credited to capital (as appropriate) in accordance with relevant tax law, net of any tax deducted or accounted for by the Fund.

Where a Fund has different Classes, each Class may attract different charges and expenses and so monies may be deducted from Classes in unequal proportions. In these circumstances the proportionate interests of the Classes within a Fund will be adjusted in accordance with the terms of issue of Shares of those Classes. Also, each Class may have its own investment minima or other features, such as (in the case of the second or further Class of Shares in a Fund) restricted access, at the discretion of the ACD.

The characteristics of Shares in the Company

Details of each Class and the rights attached to each Class in so far as they vary from the rights attached to other Classes are in Appendix A.

Shareholders are entitled (subject to certain restrictions) to (i) Convert all or part of their Shares in a Fund for another Class of Shares in the same Fund; or (ii) Switch all or part of their Shares in a Class of a Fund for Shares in another Fund in the Company. Details of this switching and conversion facility and the restrictions are in section 4.3.10.

The title to registered Shares in the Company is evidenced by entry on the Register. Certificates are not issued to Shareholders. Details of a Shareholder's entry on the Register are available from the ACD on request.

Annual reports of the Company will normally be published on or before 31st August and semi-annual reports will be published on or before 31st December each year. The full accounts can be found online at www.jpmorgan.co.uk/investor. Copies are also available on request by calling our Client Administration Centre, on 0800 20 40 20, (or +44 1268 44 44 70 if calling from outside the UK), and these can be sent to you by either post or e-mail.

The rights attached to the Shares of each Class will be expressed in two denominations, a larger denomination and a smaller denomination. The number of Shares of a Class held by any Shareholder shall be the total of:

$$N + \frac{n}{1000}$$

Where N is the number of larger denomination Shares of that Class held and n is the number of smaller denomination Shares of that Class held.

The Register and all documentation sent to the Shareholders will show the number of larger denomination Shares and smaller denomination Shares of the same Class held as a single entry derived from the above formula.

If a Shareholder, at any time, has title to more than 1000 of the smaller denomination Shares of any one Class, then sufficient smaller denomination Shares of that Class will be consolidated into larger denomination Shares of the same Class, in a ratio of 1000 smaller denomination Shares to one larger denomination Share, so that he has title to less than 1000 smaller denomination Shares of that Class.

The ACD may at any time for the purpose of effecting a transaction with a Shareholder in Shares, substitute that Shareholder's entitlement to one or more larger denomination Shares into an entitlement to smaller denomination Shares of the same Class, in a ratio of one larger denomination Share to 1000 smaller denomination Shares.

Part 2: The Service Providers

2.1 The Authorised Corporate Director

The authorised corporate director is JPMorgan Funds Limited, whose registered office is 3 Lochside View, Edinburgh Park, Edinburgh EH12 9DH. Its head office is 60 Victoria Embankment, London EC4Y 0JP. The ACD is a private limited company with issued share capital of 250,000 ordinary shares of £1 each fully paid. The ACD was incorporated for an unlimited duration in Scotland as Scottish Bank Insurance and Trust Shares Limited on 27th November 1936, and changed its name to JPMorgan Funds Limited on 3rd May 2005. The ultimate holding company of the ACD is JPMorgan Chase & Co, which is incorporated in the United States of America.

The ACD has been authorised by the FCA to act as an alternative investment fund manager pursuant to the AIFMD and has been designated by the Company to perform the following functions in compliance with the COLL Sourcebook:

(a) the investment management function in respect of the Company which includes portfolio management and risk management;

(b) the general administration of the Company, including:

- (i) legal and fund management accounting services;
- (ii) response to customer enquiries;
- (iii) valuation and pricing of the assets of the Company, including tax returns;
- (iv) regulatory compliance monitoring;
- (v) maintenance of the Shareholder register;
- (vi) distribution of income;
- (vii) issue and redemption of Shares;
- (viii) settlement of contracts, including certificates dispatch where appropriate; and
- (ix) record keeping;

(c) marketing functions

The ACD also acts as authorised corporate director to two other open-ended investment companies, JPMorgan Fund ICVC and JPMorgan Fund II ICVC. The Company may by ordinary resolution remove the ACD before the expiry of its period of office, notwithstanding any provisions in the Instrument of Incorporation or in any agreement between the Company and the ACD, but the removal will not take effect until the FCA has approved the ACD's removal and a new ACD approved by the FCA has been appointed.

The Directors of the ACD are as follows:

Andrew Michael Lewis – Chairman and Connected director

Ruston Smith – Independent director

Patrick Thomson - Connected director

Stephen Pond - Connected director

Terms of Appointment

The ACD Agreement provides that the appointment of the ACD may be terminated upon twelve months' written notice by either the ACD or the Company, although in certain circumstances the Agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Company to the ACD. Termination cannot take effect until the FCA has approved the change of director.

The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the Agreement.

The ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.

The ACD is under no obligation to account to the Depositary or the Shareholders for any profit it makes on the issue or re-issue of Shares or cancellation of Shares which it has redeemed. The fees to which the ACD is entitled are set out in part 5.

The ACD has been permitted by the Company to delegate its portfolio management function to the Investment Adviser.

The ACD covers its potential liability risks arising from professional liability by holding the appropriate additional 'own funds' within the meaning of the AIFMD.

2.2 The Depositary

The Depositary is NatWest Trustee and Depositary Services Limited. The Depositary is incorporated in England and Wales as a private limited company and is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Its registered and head office is at 250 Bishopsgate, London EC2M 4AA. The ultimate holding company of the Depositary is The Royal Bank of Scotland Group plc which is incorporated in Scotland.

The principal business activity of the Depositary is the provision of trustee and depositary services..

The Depositary has been appointed by the Company to act as the Company's depositary and shall assume its functions and responsibilities in accordance with the AIFMD. The principal duties of the Depositary are as follows:

(a) safekeeping of the financial instruments of a Fund that can be held in custody (including book entry securities) and verifying the ownership of other assets of a Fund that cannot be held in custody and maintaining a record of such assets;

(b) ensure that the Fund's cash flows are properly monitored, and in particular ensure that all payments made by or on behalf of investors upon the subscription of shares in a Fund have been received and that all cash of the Fund has been booked in cash accounts that the Depositary can monitor and reconcile;

(c) ensure that the issue, redemption and conversion of Shares of a Fund are carried out in accordance with English law and the Instrument of Incorporation;

(d) ensure that the value of the Shares of a Fund is calculated in accordance with English law, the Instrument of Incorporation and the Fund's valuation procedures;

(e) carry out the instructions of the ACD, unless they conflict with English law or the Instrument of Incorporation;

(f) ensure that in transactions involving a Fund's assets any consideration is remitted to the Fund within the usual time limits;

(g) ensure that a Fund's income is applied in accordance with English law and the Instrument of Incorporation.

The Depositary may delegate its safekeeping function referred to at paragraph 2.2 (a) above to a custodian which in turn may delegate to sub-custodians. A list of sub-custodians can be found online at http://am.jpmorgan.co.uk/investor/sub-custodian.aspx and can be made available free of charge upon request at the ACD's head office. The Depositary currently delegates to the Custodian detailed in section 2.6. Up-to-date information regarding the Depositary, its duties, its conflicts of interest and the delegation of its safekeeping functions will be made available to Shareholders on request.

The Depositary is liable to the Company or the investors for the loss by the Depositary or any delegate of financial instruments held in custody. The Depositary shall not be liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. As at the date of this Prospectus, the Depositary has not entered into any arrangements to contractually transfer liability to a delegate.

The Depositary is also liable to the Fund or the investors in relation to all its duties for all other losses suffered by them as a result of the Depositary's fraud, negligent or intentional failure to properly fulfil its obligations.

Terms of Appointment

The Depositary Agreement may be terminated by either party on three months written notice to the other party.

The Depositary Agreement provides an indemnity in favour of the Depositary and its delegate and exempts it from liability in certain circumstances. These provisions do not apply in respect of the negligence, wilful default or fraud of the Depositary or its delegate, any sub-custodian which is not an associate of the ACD, or their respective agents. In addition, the indemnity does not apply where recovery is made from another person.

The fees to which the Depositary is entitled are set out in part 5.

2.3 The Investment Adviser

The Investment Adviser is JPMorgan Asset Management (UK) Limited. The Investment Adviser is appointed by the ACD.

Like the ACD, the Investment Adviser is a subsidiary of JPMorgan Chase & Co. and in the same group of companies as the ACD. The principal activity of the Investment Adviser is discretionary portfolio management and the giving of investment advice to the managers of authorised unit trusts and the authorised corporate directors and operators of open-ended investment companies.

The Investment Adviser is authorised and regulated by the FCA.

Terms of Appointment

The ACD has delegated the portfolio management function for each Fund to the Investment Adviser. Under the terms of the Agreement appointing the Investment Adviser, the Investment Adviser's main duties are to give its best advice about the management, purchase, sale or retention of investments for each of the Funds and to keep the investments of each of the Funds under constant review. Although the ACD retains responsibility for the selection of investments for the Company, the Investment Adviser is permitted to make investment decisions for the ACD on a day to day basis. However, the Investment Adviser must give such advice and make such investment decisions as are consistent with the investment objective of each Fund, the terms of the Instrument of Incorporation, the Prospectus and the Regulations. The Investment Adviser has been permitted by the ACD to delegate its investment decision function to J.P. Morgan International Bank Limited.

The Investment Advisory Agreement may be terminated amongst other things on six months' written notice by any party to the other parties expiring not earlier than the second anniversary of the commencement of the Agreement. The fees of the Investment Adviser are paid by the ACD.

2.4 The Registrar

The ACD acts as registrar to the Company and has delegated to DST Financial Services Europe Limited the responsibility of maintaining the Register. The registered office of DST Financial Services Europe Limited is DST House, Saint Nicholas Lane, Basildon, Essex SS15 5FS. The Register is maintained at DST House, Saint Nicholas Lane, Basildon, Essex SS15 5FS, where it may be inspected during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

The Register is prima facie evidence of entitlement to Shares.

No notice of any trust shall be entered on the Register.

Terms of Appointment

DST Financial Services Europe Limited will carry out its duties under the Administration Services Agreement in accordance with the directions of the Company or the ACD and will not alter the manner in which its duties are carried out without the prior written consent of the Company or the ACD.

The Administration Services Agreement may be terminated by notice in writing of any party to the other parties, such notice to take effect as stated in the notice.

The fees to which the DST Financial Services Europe Limited is entitled are set out in part 5.

2.5 The Auditors

The auditors to the Company are PricewaterhouseCoopers LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX. The Auditor shall carry out its duties in accordance with all applicable laws, rules and regulations, including the audit of the accounting information contained in the annual report of the Company.

2.6 The Custodian

The Depositary has retained the services of JPMorgan Chase Bank, N.A., an associate of the ACD, to assist the Depositary to perform its function of custodian of documents of title or documents evidencing title to the Scheme Property of the Company. The relevant arrangements prohibit JPMorgan Chase Bank N.A. as such custodian from releasing the documents into the possession of a third party without the consent of the Depositary.

2.7 The Administrator

The ACD has appointed JPMorgan Europe Limited to carry out pricing and valuation functions and for preparing the accounts of the Company. The fees of JPMorgan Europe Limited are paid by the ACD. The agreement may be terminated on six months' notice by either party.

2.8 Shareholders' Rights against Service Providers

It should be noted that Shareholders will only be able to exercise their rights directly against the Company and will not have any direct contractual rights against the service providers of the Company appointed from time to time.

2.9 Conflicts of Interest

An investment in the Company or a Fund is subject to a number of actual or potential conflicts of interest. The ACD, the Investment Adviser, the Administrator, the registrar, the Custodian, the sales agents (where relevant) and other relevant members of JPMorgan Chase & Co. (a multi-service banking group, providing its clients all forms of banking and investment services) have adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest. In addition, these policies and procedures are designed to comply with applicable law where the activities that give rise to conflicts of interest are limited and/or prohibited by law, unless an exception is available.

The ACD and/or its affiliates provide a variety of different services to the Company, for which the Company compensates them. As a result, the ACD and/or its affiliates have an incentive to enter into arrangements with the Company, and face conflicts of interest when balancing that incentive against the best interests of the Company. The ACD, together with affiliates to which it delegates responsibility for investment management, also face conflicts of interest in their service as investment manager to other funds or clients, and, from time to time, make investment decisions that differ from and/or negatively impact those made by the Investment Adviser on behalf of the Company.

In addition, affiliates of the ACD (collectively, "JPMorgan") provide a broad range of services and products to their clients and are major participants in the global currency, equity, commodity, fixed-income and other markets in which the Company invests or will invest. In certain circumstances by providing services and products to their clients, JPMorgan's activities may disadvantage or restrict the Company and/or benefit these affiliates.

The Depositary is independent from the Company, Shareholders, the ACD and its associated suppliers, custodian and sub-custodians. As such, the Depositary does not anticipate any conflicts of interest with any of the aforementioned parties.

Potential conflicts of interest may arise as a consequence of the Custodian (which is part of JPMorgan) providing custody services to the Company as the Depositary's delegate. For example, potential conflicts of interest may arise where the Custodian is providing a product or service to the Company and has a financial or business interest in such product or service or where the Custodian receives remuneration for other related custodial products or services it provides to the Company, such as foreign exchange, stock lending, pricing or valuation services. In the event of any potential conflict of interest which may arise during the normal course of business, the Custodian will at all times have regard to its obligations under applicable laws. The ACD and the Custodian ensure that they operate independently within JPMorgan.

The ACD or the Investment Adviser may acquire material non-public information which would negatively affect the Company's ability to transact in securities affected by such information.

For more information about conflicts of interest, see www.jpmorgan.co.uk/investor.

2.10 Marketing Material

JPMorgan Funds Limited produces, distributes and approves marketing material for the Funds.

Part 3: The Company's Investment & Borrowing Powers

3.1 General rules of investment

The Scheme Property of each Fund will be invested with the aim of achieving the investment objective of that Fund, but subject to the limits set out in Chapter 5 of the COLL Sourcebook ("COLL 5") which apply to non-UCITS retail schemes and this Prospectus and any further restrictions in the Instrument of Incorporation. These limits apply to each Fund as summarised below.

3.2 Prudent spread of risk

The ACD must ensure that, taking account of the investment objectives and policy of each Fund, the Scheme Property of each Fund aims to provide a prudent spread of risk.

The requirements on spread of investments do not apply until 12 months after the later of:

(a) the date when the authorisation order in respect of the Fund takes effect; and

(b) the date the initial offer commenced;

provided that the requirement to maintain a prudent spread of risk in this section 3.2 is complied with.

The limits in COLL 5.6.19R regarding investment in immovables do not apply until 24 months after the later of:

(a) the date when the authorisation order in respect of the Fund takes effect; and

(b) the date the initial offer commenced;

provided that the requirement to maintain a prudent spread of risk in this section 3.2 is complied with.

The limit in COLL 5.6.19 R (7) relating to immovables which are unoccupied and non-income producing or are in the course of substantial development, redevelopment or refurbishment applies from the later of the date when the authorisation order in respect of the Fund takes effect and the date the initial offer period commenced.

3.3 Non-UCITS retail schemes - permitted types of Scheme Property

The Scheme Property of a Fund must, except where otherwise provided in the COLL Sourcebook, only consist of any or all of:

(a) transferable securities permitted under COLL 5.2.7 R and COLL 5.2.7A R;

(b) Approved Money Market Instruments permitted under COLL 5.2.7F R to COLL 5.2.7I R;

(c) deposits permitted under COLL 5.2.26 R;

(d) units or shares in collective investment schemes permitted under COLL 5.6.10 R;

(e) derivatives and forward transactions permitted under COLL 5.6.13 R;

(f) immovables permitted under COLL 5.6.18 R to COLL 5.6.19 R; and

(g) gold (up to a limit of 10% in value of Scheme Property).

It is not intended that any of the Funds will invest directly in immovable property, tangible movable property or gold.

3.4 Eligibility of transferable securities and money market instruments for investment by a non-UCITS retail scheme

Transferable securities and money market instruments held within a Fund must:

1. a) be admitted to or dealt in on an eligible market within COLL 5.2.10 R; or

   b) be recently issued transferable securities which satisfy the requirements for investment by a UCITS scheme set out in COLL 5.2.8 R (3) (e); or

   c) be Approved Money Market Instruments not admitted to or dealt in on an eligible market which satisfy the requirements for investment by a UCITS scheme set out in COLL 5.2.10A R to COLL 5.2.10C R; or

2. subject to a limit of 20% in value of the Scheme Property of a Fund be:

   a) transferable securities which are not within (1) above; or

   b) money market instruments which are liquid and have a value which can be determined accurately at any time.

Transferable securities held within a Fund must also satisfy the criteria in COLL 5.2.7A R, COLL 5.2.7C R and COLL 5.2.7E R for the purposes of investment by a UCITS scheme.

3.5 Eligible markets regime: purpose and requirements

To protect investors, the markets on which investments of a scheme are dealt in or traded on should be of an adequate quality ("eligible") at the time of acquisition of the investment and until it is sold.

Where a market ceases to be eligible, investments on that market cease to be approved securities. The 20% restriction on investing in non approved securities applies.

A market is eligible for the purposes of the rules if it is:

(a) a regulated market as defined in the FCA Handbook; or

(b) a market in an EEA State which is regulated, operates regularly and is open to the public.

(c) any market which satisfies the criteria below.

(i) the ACD, after consultation and notification with the Depositary, decides that market is appropriate for investment of, or dealing in, the Scheme Property;

(ii) the market is included in a list in the Prospectus; and

(iii) the Depositary has taken reasonable care to determine that:

(a) adequate custody arrangements can be provided for the investment dealt in on that market; and

(b) all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

In paragraph (c) (i) above, a market must not be considered appropriate unless it;

(a) is regulated;

(b) operates regularly;

(c) is recognised as a market or exchange or as a self-regulating organisation by an overseas regulator;

(d) is open to the public;

(e) is adequately liquid; and

(f) has adequate arrangements for unimpeded transmission of income and capital to or for the order of investors.

3.6 Spread: general

This section on spread does not apply in respect of a transferable security or an Approved Money Market Instrument to which section 3.7 ("Spread: government and public securities") applies:

1) Not more than 20% in value of the Scheme Property of a Fund is to consist of deposits with a single body.

A Fund may invest in deposits only with an Approved Bank and which are repayable on demand or have the right to be withdrawn, and mature in no more than 12 months.

2) Not more than 10% in value of the Scheme Property of a Fund is to consist of transferable securities or money market instruments issued by any single body, subject to COLL 5.6.23 R (schemes replicating an index).

3) The limit of 10% in 2) above is raised to 25% in value of the Scheme Property of a Fund in respect of Covered Bonds.

4) In applying the above paragraph 2), Certificates Representing Certain Securities are treated as equivalent to the underlying security.

5) The exposure to any one counterparty in an OTC Derivative transaction must not exceed 10% in value of the Scheme Property of a Fund.

6) Not more than 35% in value of the Scheme Property of a Fund is to consist of units of any one collective investment scheme. Where the second scheme is an umbrella, this provision applies to each sub-fund as if it were a separate scheme.

7) Not more than 5% of the value of the property of a Fund may be invested in warrants except where a Fund's investment objective and policy, as specified in Appendix A, states that this limit does not apply to that Fund.

8) The exposure of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets the conditions specified in COLL 5.6.7 R (8).

9) OTC derivative positions with the same counterparty may be netted provided that the netting procedures comply with COLL 5.6.7 R (9).

10) All derivative transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house meets each of the conditions in COLL 5.6.7 R (10).

11) For the purposes of this section, a single body is:

(a) in relation to transferable securities and money market instruments, the person by whom they are issued; and

(b) in relation to deposits, the person with whom they are placed.

3.7 Spread: Government and public securities

The above restrictions do not apply in respect of a transferable security or an Approved Money Market Instrument ("such securities") that is issued by:

(a) an EEA State; or

(b) a local authority of an EEA State; or

(c) a non-EEA State; or

(d) a public international body to which one or more EEA States belong.

Where no more than 35% in value of the Scheme Property of a Fund is invested in such securities issued or guaranteed by a single state, local authority or public international body, there is no limit on the amount which may be invested in such securities or in such securities issued by any one body or of any one issue.

A Fund may invest more than 35% of its value in such securities issued or guaranteed by a single state, local authority or public international body provided that:

(a) the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of a Fund;

(b) no more than 30% in value of the Scheme Property consists of such securities of any one issue;

(c) the property of the Fund includes such securities issued by that or another issuer, of at least six different issues; and

(d) the disclosures required by COLL 5.2.12 (4) have been made in the most recently published prospectus of the Fund.

In relation to such securities:

(a) issue, issued and issuer include guarantee, guaranteed and guarantor; and

(b) an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material terms of the issue.

3.8 Investment in nil and partly paid securities

A transferable security or an approved money-market instrument on which any sum is unpaid falls within a power of investment only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund, at the time when the payment is required, without contravening the rules in COLL 5.

3.9 Investment in collective investment schemes

Up to 100% of the value of the Scheme Property of a Fund may be invested in units or shares in a second scheme provided that the investment is permitted as set out below.

The second scheme must:

(a) satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or

(b) be authorised as a Non-UCITS Retail Scheme; or

(c) be recognised under the provisions of section 264, 270 or 272 of the Act (Schemes constituted in other EEA states, Schemes authorised in designated countries or territories and Individually Recognised Schemes);

(d) be constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a Non-UCITS Retail Scheme;

(e) be a scheme not falling within paragraphs (a) to (d) above and in respect of which no more than 20% in value of the Scheme Property (aggregated with investment in any transferable securities which are not approved securities) is invested.

(f) The Second Scheme must comply, where relevant, with COLL 5.6.11 R (Investment in associated collective investment schemes) and COLL 5.2.16 R (Investment in other group schemes). For the avoidance of doubt and subject to the above investment restrictions, a Fund may invest in collective investment schemes managed by the ACD or an associate of the ACD provided the requirements of COLL 5.2.16 R are complied with .

Furthermore, the second scheme must be a scheme which operates on the principle of the prudent spread of risk and must have terms which prohibit more than 15% in value of its Scheme Property consisting of units or shares in collective investment schemes.

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

Where the second scheme is an umbrella, the provisions in the above two paragraphs apply to each Fund as if it were a separate scheme.

A Fund may invest in another Fund provided the requirements of COLL 5.2.16 R (as modified by COLL 5.6.11 R (2)(b)) are complied with.

A Fund may invest in or dispose of units of another Fund (a "second Fund") only if the following conditions are satisfied:

(a) the second Fund does not hold units in any other Fund;

(b) the conditions in COLL 5.2.1 R and COLL 5.6.1.11 R are complied with; and

(c) no more than 35% in value of the investing or disposing Fund is to consist of units of the second Fund.

3.10 Leverage

For Funds employing leverage the ACD is required in accordance with the AIFMD to calculate and monitor the level of leverage and to disclose their maximum level of leverage as in "Appendix A: Fund Details" as well as their total amount of leverage employed as stated in the annual report. In this context leverage means any method by which a Fund increases its exposure whether through borrowing cash or securities, or leverage embedded in derivative positions or by any other means. The sources of leverage which can be used when managing a Fund include :

(a) cash borrowing, subject to the restrictions set out in section 3.26 Borrowing powers.

(b) financial derivative instruments; and

reinvestment of cash collateral in the context of securities lending, subject in each case to section 3.11 Derivatives - general, 3.12 Efficient Portfolio Management ("EPM") (including hedging), 3.13 Permitted transactions (derivatives and forwards), 3.14 Transactions for the purchase of property, 3.15 Requirement to cover sales, 3.16 OTC transactions in derivatives, 3.19 Derivative exposure, 3.20 Cover for transactions in derivatives and forward transactions and 3.26 Borrowing powers.

Leverage is expressed as a ratio between the exposure of the Fund and its Net Asset Value (Exposure/NAV). The exposure of a Fund shall be calculated in accordance with the gross method and the commitment method.

Under the gross method, the exposure of a Fund is calculated as follows:

(a) include the sum of all assets purchased, plus the absolute value of all liabilities;

(b) exclude the value of cash and cash equivalents which are highly liquid investments held in the base currency of the Fund, that are readily convertible to a known amount of cash, are subject to an insignificant risk of change in value and provide a return no greater than the rate of a three month high quality government bond;

(c) derivative instruments are converted into the equivalent position in their underlying assets;

(d) exclude cash borrowings that remain in cash or cash equivalents and where the amounts payable are known;

(e) include exposure resulting from the reinvestment of cash borrowings, expressed as the higher of the market value of the investment realised or the total amount of the cash borrowed;

(f) include positions within repurchase or reverse repurchase agreements and securities lending or borrowing or other similar arrangements.

Under the commitment method, the exposure of a Fund is calculated in the same way as under the gross method; however, the exposure of derivative or security positions employed in hedging and netting arrangements are not included in this calculation, provided certain conditions are met.

Further information regarding these different leverage calculation methods can be found in AIFMD and the Supplementary Information on the Risk Management Process which is available upon request from the ACD. The address of the ACD can be found at section 10.2

The maximum level of leverage that may be employed by Funds employing leverage, calculated in accordance with the gross and commitment methods, is stated in "Appendix A: Fund Details". In addition, the total amount of leverage employed by Funds employing leverage will be disclosed in the Company's annual report.

As these calculations of regulatory leverage do not take into account whether a particular financial derivative instrument increases or decreases investment risk, they will not necessarily be representative of the actual level of investment risk within a Fund.

3.11 Derivatives - general

Under the COLL Sourcebook derivative transactions may be used by Non-UCITS Retail Schemes for the purposes of Efficient Portfolio Management (including hedging) or meeting the investment objectives, or both. Derivatives may currently be used by all of the Funds for the purposes of Efficient Portfolio Management and hedging only in accordance with section 3.12 below. Shareholders in a Fund will receive at least 60 days' notice of any change of use of derivatives within that Fund and will be informed of the potential impact of the change of use on the risk profile of the Fund. Any increased use of derivatives will lead to a commensurate increase in the risks of trading derivatives shown in section 11.6 below. A transaction in derivatives or a forward transaction must not be effected for a Fund unless the transaction is of a kind specified in section 3.12 below (Permitted transactions (derivatives and forwards)); and the transaction is covered, as required by section 3.19 (Cover for transactions in derivatives and forward transactions).

Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits set out in COLL in relation to spread (COLL 5.6.7 R Spread: general and COLL 5.6.8 R Spread : government and public securities) except for index based derivatives where the rules below apply.

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

Where a Fund invests in an index based derivative, provided the relevant index satisfies the criteria set out in COLL 5.6.23 R (Schemes replicating an index) the underlying constituents of the index do not have to be taken into account for the purposes of the rules on spread in COLL (referred to above). The relaxation is subject to the ACD continuing to ensure that the Scheme Property provides a prudent spread of risk.

3.12 Efficient Portfolio Management ("EPM") (including hedging)

The ACD may apply any EPM techniques which fulfil the following criteria:

(a) they are economically appropriate in that they are realised in a cost-effective way;

(b) they are entered into for one of the following specific aims;

(i) reduction of risk;

(ii) reduction of cost; or

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

EPM techniques (including hedging) employ the use of derivatives and/or forward transactions. Any derivative which a Fund acquires in relation to EPM must be fully covered from within the property of the Fund. The cover provided will depend on the nature of the exposure. Cover may be provided through the holding of certain classes of property (including cash, near cash, borrowings permitted to the Fund and transferable securities appropriate to provide cover for the exposure in question) and/or rights to acquire or dispose of property. Cover for a derivative may also be provided by entering into one or more countervailing derivatives.

The use of derivatives in a Fund for the purposes of EPM will not change the risk profile of the Fund. However, investment in derivatives can potentially expose a Fund to the risks shown in section 11.6 below.

3.13 Permitted transactions (derivatives and forwards)

A transaction in a derivative must be in an Approved Derivative; or be one which satisfies the criteria in COLL 5.2.23 R (OTC transactions in derivatives).

The underlying of a derivative must consist of any or all of the following insofar as they satisfy the criteria in COLL and are pursuant to the investment objective and policy of a Fund:

(i) transferable securities;

(ii) Approved Money Market Instruments;

(iii) deposits;

(iv) derivatives;

(v) collective investment scheme units;

(vi) financial indices;

(vii) interest rates;

(viii) foreign exchange rates;

(ix) currencies: and

(x) permitted immovables and gold or all of the attributes thereof.

A transaction in an Approved Derivative must be effected on or under the rules of an Eligible Derivatives Market.

A transaction in a derivative must not cause a Fund to diverge from its investment objectives as stated in the Instrument of Incorporation and the most recently published version of this Prospectus.

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

Any forward transaction must be with an Eligible Institution or an Approved Bank.

A derivative includes an instrument which fulfils the following criteria:

a. it allows the transfer of the credit risk of the underlying independently from the other risks associated with that underlying;

b. it does not result in the delivery or the transfer of assets other than those referred to in COLL 5.6.4 R (5) including cash;

c. in the case of an OTC derivative, it complies with the requirements in COLL 5.2.23 R (OTC transactions in derivatives);

d. its risks are adequately captured by the risk management process of the ACD, and by its internal control mechanisms in the case of risks of asymmetry of information between the ACD and the counterparty to the derivative, resulting from potential access of the counterparty to non-public information on persons whose assets are used as the underlying by that derivative.

3.14 Transactions for the purchase of property

A derivative or forward transaction which will or could lead to the delivery of property for the account of a Fund may be entered into only if that property can be held for the account of the Fund, and the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of the rules in the COLL Sourcebook.

3.15 Requirement to cover sales

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

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

(b) the ACD or the Depositary has the right to settle the derivative in cash and cover exists within the Scheme Property of a Fund which falls within one of the following asset classes:

(i) cash;

(ii) liquid debt instruments (e.g. government bonds of first credit rating) with appropriate safeguards (in particular, haircuts); or

(iii) other highly liquid assets having regard to their correlation with the underlying of the Financial Derivative Instruments, subject to appropriate safeguards (e.g. haircuts where relevant).

In the asset classes referred to in (b) above, an asset may be considered as liquid where the instrument can be converted into cash in no more than seven business days at a price closely corresponding to the current valuation of the financial instrument on its own market.

3.16 OTC transactions in derivatives

Any transaction in an OTC derivative must be:

(a) with an approved counterparty; A counterparty to a transaction in derivatives is approved only if the counterparty is an Eligible Institution or an Approved Bank; or a person whose permission (including any requirements or limitations), as published in the FCA Register or whose Home State authorisation, permits it to enter into the transaction as principal off-exchange;

(b) on approved terms; pursuant to COLL 5.2.23 R (2);

(c) capable of reliable valuation; pursuant to COLL 5.2.23 R (3); and

(d) subject to verifiable valuation; pursuant to COLL 5.2.23 R (4).

3.17 Risk Management Process

The ACD employs a risk management process in accordance with COLL 5.6.16 R, FUND 3.7.5R and Articles 38 to 45 of the AIFMD as reviewed by the Depositary and filed with the FCA. This process enables the ACD to identify, measure, manage and monitor at any time the relevant risks of the positions to which a Fund is or may be exposed and their contribution to the overall risk profile of the Fund and which includes the use of appropriate stress testing procedures. Further details regarding the risk management process can be found in the Supplementary Information on the Risk Management Process which is available upon request from the ACD. The address of the ACD can be found at section 10.2. The ACD will notify the FCA of any amendments made to the risk management process.

3.18 Schemes replicating an index

A Fund may invest up to 20% in value of its Scheme Property in shares and debentures which are issued by the same body where the aim of the investment policy of that Fund is to replicate the performance or composition of an index which satisfies the criteria set out in COLL 5.2.33 R. This limit may be raised for a particular Fund up to 35% of the Scheme Property of that Fund, but only in respect of one body and where justified by exceptional market conditions.

Replication of the composition of a relevant index shall be understood to be a reference to replication of the composition of the underlying assets of that index, including the use of techniques and instruments permitted for the purpose of Efficient Portfolio Management (see section 3.11 above).

None of the Fund[s] currently has as their investment objective and policy the replication of the performance or composition of an index.

3.19 Derivative exposure

A Fund may invest in derivatives and forward transactions as long as the exposure to which the Fund is committed by that transaction itself is suitably covered from within its Scheme Property. Exposure will include any initial outlay in respect of that transaction.

Cover ensures that a scheme is not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Scheme Property. Therefore, a Fund must hold Scheme Property sufficient in value or amount to match the exposure arising from a derivative obligation to which the Fund is committed. Section 3.19 (Cover for transactions in derivatives and forward transactions) sets out detailed requirements for cover of a Fund.

Cover used in respect of one transaction in derivatives or forward transaction must not be used for cover in respect of another transaction in derivatives or a forward transaction.

3.20 Cover for transactions in derivatives and forward transactions

A transaction in derivatives or forward transaction is to be entered into only if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the Fund is or may be committed by another person is covered globally.

Exposure is covered globally if adequate cover from within the Scheme Property is available to meet the Fund's total exposure, taking into account the value of the underlying assets, any reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions.

Cash not yet received into the Scheme Property but due to be received within one month is available as cover.

Property the subject of a stock lending transaction is only available for cover if the ACD has taken reasonable care to determine that it is obtainable (by return or re-acquisition) in time to meet the obligation for which cover is required.

The total exposure relating to derivatives held in a Fund may not exceed the net value of the Scheme Property.

3.21 Investment in property

None of the Fund[s] is permitted to directly hold immovable property.

In the event that any Fund invests in immovable property, for the purpose of COLL 5.6.18(2)(a), the country or territory in which investment in land or building held within the Scheme Property will be situated will be set out in this section 3.20. If situated in England and Wales or Northern Ireland, the immovable must be a freehold or leasehold interest, or in Scotland, an interest or estate in or over land or heritable right including a long lease. If not situated in England, Wales, Northern Ireland or Scotland, the immovable must be equivalent to the above interests or be an interest that grants beneficial ownership of the immovable to the Fund and provides as good a title as the above interests.

The ACD must take reasonable care to determine that the title to the immovable is a good marketable title.

The ACD must:

(a) have received a report from an appropriate valuer which contains a valuation of the immovable (with and without any relevant subsisting mortgage) and states that in the appropriate valuer's opinion the immovable would, if acquired by the Fund, be capable of being disposed of reasonably quickly at that valuer's valuation; or

(b) have received a report from an appropriate valuer stating that the immovable is adjacent to or in the vicinity of another immovable included in the Scheme Property or is another legal interest in an immovable which is already included in the Scheme Property and in the opinion of the appropriate valuer, the total value of both immovables would at least equal the sum of the price payable for the immovable and the existing value of the other immovable.

An immovable must:

(a) be bought or be agreed by enforceable contract to be bought within six months after receipt of the report of the appropriate valuer;

(b) not be bought, if it is apparent to the ACD that the report of the appropriate valuer could no longer reasonably be relied upon; and

(c) not be bought at more than 105% of the valuation for the relevant immovable in the report of the appropriate valuer.

Any furniture, fittings or other contents of any building may be regarded as part of the relevant immovable.

An appropriate valuer must be a person who:

(a) has knowledge of and experience in the valuation of immovables of the relevant kind in the relevant area;

(b) is qualified to be a standing independent valuer of a non-UCITS retail scheme or is considered by the Fund's standing independent valuer to hold an equivalent qualification;

(c) is independent of the ACD and Depositary; and

(d) has not engaged himself or any of his associates in relation to the finding of the immovable for the Fund or the finding of the Fund for the immovable.

3.22 Investment in property through an intermediate holding vehicle.

An immovable may be held by a Fund through an intermediate holding vehicle whose purpose is to enable the holding of immovables by the Fund or a series of such intermediate holding vehicles, provided that the interests of shareholders are adequately protected. Any investment in an intermediate holding vehicle for the purpose of holding an immovable shall be treated as if it were a direct investment in the immovable.

An intermediate holding vehicle must be wholly owned by the Fund or another intermediate holding vehicle or series of intermediate holding vehicles wholly owned by the Fund, unless and to the extent that local legislation or regulation relating to the intermediate holding vehicle holding the immovable requires a proportion of local ownership.

3.23 Investment limits for immovables

The following limits apply in respect of immovables held as part of Scheme Property:

(a) Not more than 15% in value of the Scheme Property is to consist of any one immovable and for these purposes, immovables within section 3.20 (Investment in property) must be regarded as one immovable;

(b) The figure of 15% in paragraph (a) above may be increased to 25% once the immovable has been included in Scheme Property;

(c) The income receivable from any one group of companies in any accounting period must not be attributable to immovables comprising more than 25% or, in the case of a government or public body, more than 35% of the value of the Scheme Property;

(d) Not more than 20% in value of the Scheme Property is to consist of mortgaged immovables and the maximum mortgage on any one property must not exceed 100% of the value in the appropriate valuer's report (an immovable may be mortgaged up to 100% of such value provided that no more than 20% of the value of the Scheme Property consists of such immovables aggregated with any borrowings of the Fund under COLL 5.6.22 R (5) and any transferable securities which are not approved securities);

(e) Not more than 50% in value of the Scheme Property is to consist of immovables which are unoccupied and non-income producing or in the course of substantial development, redevelopment or refurbishment; and

(f) The ACD will not grant options to third parties to buy any immovables comprised in the Scheme Property unless the value of the relevant immovable does not exceed 20% of the value of the Scheme Property together with, where appropriate, the value of investments in unregulated collective investment schemes and any transferable securities which are not approved securities.

3.24 Stock Lending

The entry into stock lending arrangements or repo contracts is permitted under COLL 5.6.21 R. However, the purpose of the stock lending transaction must be for the generation of capital or income for the Fund with an acceptable degree of risk.

Briefly, such transactions are those where the Depositary delivers the securities which are the subject of the transaction, in return for which it is agreed that securities of the same kind and amount should be re-delivered at a later date. The Depositary at the time of delivery of the securities, receives assets as collateral to cover against the risk that the securities are not returned. Such transactions must always comply with the relevant requirements of the FCA from time to time and the specific rules in the COLL Sourcebook and the Rules on Stock lending described in section 263B of the Taxation of Chargeable Gains Act 1992.

Stock lending will only take place if:

(a) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Company are in a form which is acceptable to the Depositary and are in accordance with good market practice,

(b) the counterparty is an authorised person or a person authorised by a Home State regulator or a person registered as a broker-dealer with the Securities and Exchange Commission of the United States of America; or

(c) a bank, or a branch of a bank, supervised and authorised to deal in investments as principal, with respect to OTC derivatives by at least one of the following federal banking supervisory authorities of the United States of America:

    i the Office of the Comptroller of the Currency;

    ii the Federal Deposit Insurance Fund; and

    iii the Board of Governors of the Federal Reserve Systems; and

(d) collateral is obtained to secure the obligation of the counterparty under the terms of agreement. Collateral will be acceptable only if it is transferred to the Depositary or its agent, is adequate pursuant to COLL 5.4.6 R (1) and is sufficiently immediate pursuant to COLL 5.4.6 (2). These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities and Borrowing Programme.

The Depositary must ensure that the value of the collateral at all times is at least equal to the value of the securities transferred by the Depositary. In respect of collateral the validity of which is about to expire or has expired the Depositary may satisfy this duty by taking reasonable care to determine that sufficient collateral will again be transferred at the latest by the close of business on the day of expiry.

Any agreement for the transfer at a future date of securities or collateral under this section may be regarded, for the purposes of valuation under the COLL Sourcebook, as an unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the Scheme. Collateral transferred to the Depositary is part of the property of a Fund for the purposes of the COLL Sourcebook except in the following respects:

a. it does not fall to be included in any valuation for the purposes of COLL 6.3 or this section, because it is offset by an obligation to transfer; and

b. it does not count as property of a Fund for any purposes other than this section.

Stock lending is not currently applicable to any of the Fund[s].

3.25 Securities Financing Transactions Regulation

Where a Fund makes use of, or is engaged in a repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and/or a margin lending transaction, the ACD is required to include additional disclosures in the Prospectus in accordance with the SFTR. The Fund[s] do not currently make use of, or are engaged in, any such transactions.

3.26 Cash and near cash

Cash and near cash must not be retained in the Scheme Property except to the extent that this may reasonably be regarded as necessary in order to enable:

(a) the pursuit of a Fund's investment objectives; or

(b) redemption of units; or

(c) efficient management of a Fund in accordance with its investment objectives; or

(d) other purposes which may reasonably be regarded as ancillary to the investment objectives of the Fund.

During the period of the initial offer the Scheme Property of a Fund may consist of cash and near cash without limitation.

3.27 Borrowing powers

The Company may, on the instructions of the ACD and subject to COLL 5.5.5 R (Borrowing limits), borrow money from an Eligible Institution or an Approved Bank for the use of the Company on terms that the borrowing is to be repayable out of the Scheme Property. The ACD must ensure that borrowing does not, on any business day, exceed 10% of the value of each Fund. These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).Borrowing includes, as well as borrowing in a conventional manner, any other arrangement (including a combination of derivatives) designed to achieve a temporary injection of money into a Fund in the expectation that the sum will be repaid.

The Company must not issue any debenture unless it acknowledges or creates a borrowing that complies with this section.

The ACD should ensure when calculating a Fund's borrowing that:

(a)The figure calculated is the total of all borrowing in all currencies in the Fund; and

(b)Long and short positions in different currencies are not netted off against each other.

3.28 Restrictions on lending of money

None of the money in the property of a Fund may be lent and, for the purposes of this prohibition, money is lent by a Fund if it is paid to a person ("the payee") on the basis that it should be repaid, whether or not by the payee.

Acquiring a debenture is not lending for the purposes of this section; nor is the placing of money on deposit or in a current account.

The above does not prevent the Company from providing an officer with funds to meet expenditure to be incurred by him for the purposes of the Company (or for the purposes of enabling him properly to perform his duties as an officer of the Company) or from doing anything to enable an officer to avoid incurring such expenditure.

3.29 Restrictions on lending of property other than money.

The Scheme Property of a Fund other than money must not be lent by way of deposit or otherwise.

Stock lending transactions are not regarded as lending for this purpose.

The Scheme Property of a Fund must not be mortgaged.

Nothing in this section 3.27 prevents the Company or the Depositary at the request of the Company from lending, depositing, pledging or charging Scheme Property for margin requirements where transactions in derivatives or forward transactions are used for the account of a Fund.

3.30 General power to accept or underwrite placings

Underwriting and sub underwriting contracts and placings may also, subject to certain conditions set out in COLL 5.5.8 R, be entered into for the account of the Company.

3.31 Guarantees and indemnities

a. The Company or the Depositary on behalf of the Company must not provide any guarantee or indemnity in respect of the obligation of any person.

b. None of the property of the Company may be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person.

Sections a) and b) above do not apply in the circumstances in COLL 5.5.9 R (3).

3.32 Investment Restrictions applying to cluster munitions

The ACD seeks to restrict investments in securities issued by companies that have been identified by an independent third party provider as being involved in the manufacture, production or supply of cluster munitions, depleted uranium ammunition and armour and/or anti-personnel mines. Shareholders can obtain further details on the policy by contacting the ACD.

Part 4: Valuations, Pricing & Dealing

4.1 Valuations

The Price of a Share in the Company is calculated by reference to the Net Asset Value (or the relevant proportion of the Net Asset Value) of the Fund to which it relates. Each Fund will have a regular Valuation Point and deal cut-off point at 12 p.m. on each Dealing Day, although the ACD, at its discretion and subject to consultation with the Depositary, reserves the right not to have a regular Valuation Point for a particular Fund or Funds if this would be inappropriate or unnecessary due to the underlying investments or frequency of dealing of a particular Fund or Funds, subject always to the minimum required by the Regulations from time to time. The ACD may create an additional Valuation Point for any Fund at any time.

The valuation function is performed independently from the portfolio management function.

The Scheme Property attributed to each Fund will be valued at each Valuation Point of that Fund to determine the proportion of the Net Asset Value attributable to each Class in that Fund for the purpose of calculating the price of each Class in that Fund.

The value of the Scheme Property attributed to the Fund will be the value of its assets less the value of its liabilities. All the Scheme Property attributed to the Fund will be included in each valuation. All instructions to issue or cancel Shares given for a prior Valuation Point shall be assumed to have been carried out (and any cash paid or received).

Each Fund formed after this prospectus is superseded may bear its own direct establishment costs. This has not been the case to date.

The valuation will be based on the following:

(a) Cash and amounts held in current and deposit accounts and in other time-related deposits will be valued at their nominal value.

(b) Except in the case of units in an authorised unit trust or units or shares in other collective investment schemes, all transferable securities will be valued;

  (i) if an appropriate single price for buying and selling the security is quoted or obtainable at that price

  (ii) if appropriate separate bid and offer prices are quoted or obtainable, the average of these two prices adjusted, if necessary taking account of dealing sizes and any other relevant factors.

  (iii) otherwise, where no appropriate price is quoted or obtainable, at a price which, in the opinion of the ACD, is a fair and reasonable mid-market price for the security adjusted to take account of dealing sizes and other relevant factors.

(c) Units or shares in an authorised unit trust or other collective investment scheme will be valued:

   (i) where the ACD would expect to purchase units or shares for a different amount (not including an initial charge, dilution levy or dilution adjustment, if any) from that it would receive on the sale of those units or shares (not including a redemption charge, dilution levy or dilution adjustment, if any), and is able to obtain those amounts, at the average of the latest of those two amounts.

   (ii) where the ACD would expect to purchase units or shares for the same amount (the 'single price')(not including an initial charge, dilution levy or dilution adjustment, if any) as that it would expect to receive on a sale of those units or shares (not including a redemption charge, dilution levy or dilution adjustment, if any), and is able to obtain that amount, at that amount.

   (iii) at the latest single price of the units or shares or the average of the latest bid price and offer price of the units or shares.

   (iv) otherwise, where no appropriate price is quoted or obtainable, at a price which, in the opinion of the ACD, is a fair and reasonable price for the units or shares adjusted to take account of any relevant factors.

(d) A contingent liability transaction will be valued at the net value on closing out, excluding transaction costs, whether as a positive or negative value. If the property is an off-exchange derivative, the method of valuation will be agreed between the ACD and the Depositary.

(e) All other Scheme Property will be priced at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.

(f) If there are any outstanding agreements to purchase or sell any of the Scheme Property attributed to the Fund which are incomplete, then the valuation will assume completion of the agreement. However, the ACD need not include agreements that have been received by the ACD less than half an hour before the Valuation Point.

   Not included in this paragraph are any futures or contracts for differences which are not yet due to be performed and are unexpired, and any unexercised written or purchased options.

(g) Added to the valuation will be:

   (i) any accrued and anticipated tax repayments of the Company attributed to the Fund;

   (ii) any money due to the Company, and attributed to the Fund, because of Shares issued prior to the Valuation Point;

   (iii) income due and attributed to the Fund but not received by the Company; and

(iv) any other credit of the Company due to be received by the Company and attributed to the Fund.

Amounts which are de minimis may be omitted from the valuation.

(h) Deducted from the valuation will be:

(i) any anticipated tax liabilities of the Company attributed to the Fund;

(ii) any money due to be paid out by the Company, and attributed to the Fund, because of Shares cancelled prior to the Valuation Point;

(iii) the principal amount and any accrued but unpaid interest on any borrowings and attributed to the Fund; and

(iv) any other liabilities of the Company attributed to the Fund, with periodic items accruing on a daily basis.

Amounts which are de minimis may be omitted from the valuation.

The ACD has a procedure for the correction of pricing errors. A material pricing error will occur where the error is equal to or in excess of a materiality threshold of 0.50 % of Price per Share.

The necessary corrective and compensatory actions will then be required to be effected by the ACD. The ACD or the Depositary may also consider, at its discretion, corrective action in instances of incorrect pricing where the error is less than the materiality threshold set out above.

4.2 Price of Shares

The Net Asset Value of each Class in each Fund will be calculated as follows:

(a) The value of the Scheme Property of the Fund (excluding the distribution account and the unclaimed distribution account) will be calculated at the relevant Valuation Point as in 4.1 above.

(b) The value of the proportionate interests of each Class within each Fund will be ascertained by reference to the proportion which the Net Asset Value of the Shares of entitlement of the relevant Class bears to the Net Asset Value of the total Shares of entitlement in the Fund.

(c) The number of larger denomination Shares and smaller denomination Shares of the relevant Class in issue immediately prior to the Valuation Point will be ascertained.

(d) The number of smaller denomination Shares of the Class concerned will be notionally converted into larger denomination Shares of the Class concerned by dividing the number of smaller denomination Shares of that Class by one thousand. The result will be expressed to three decimal places and will be added to the number of larger denomination Shares of that Class.

The Net Asset Value per Share of each Class in each Fund will be calculated as follows:

(e) The Net Asset Value per Share for the larger denomination Shares of the relevant Class will be (b) above, divided by the number of larger denomination Shares of that Class in issue calculated in accordance with (d), above. A Dilution Adjustment, as described in section 4.3.2 below, may be applied to the Net Asset Value per share which will then be rounded to at least four significant figures.

(f) The Net Asset Value per Share for the smaller denomination Shares of that Class will be one thousandth of that of the larger denomination Shares of that Class ascertained in (e) above. A Dilution Adjustment, as described in section 4.3.2 below, may be applied to the Net Asset Value per share which will then be rounded to at least four significant figures.

As the Fund deals on the basis of single pricing, subject to any preliminary charge, any switching charge, any redemption charge and/or any dilution adjustment (see section 5), the Price payable by an investor buying Shares will be the same as when a Shareholder sells Shares, that is, the Net Asset Value per Share as described above.

4.3 Dealing in Shares

4.3.1 Dealing Prices

Shares may normally be bought from and sold to the ACD in writing by completing the appropriate application form or by telephone between 9.00 a.m. and 5.00 p.m. on any Dealing Day (or at other times at the ACD's discretion). If requested the ACD may deal as agent between the investor and the Company.

The ACD deals on a forward pricing basis. A forward price is the price calculated at the next Valuation Point after the purchase or redemption is deemed to be accepted by the ACD.

The Price per Share at which shares are bought from and sold to the ACD is the Net Asset Value per share, determined as described in 4.2 above. Any preliminary charge, redemption charge or switching charge is payable, as appropriate, in addition to the Price. A contract note confirming the transaction will be despatched by the close of business on the first working day after the Valuation Point at which the transaction was priced.

Share prices for all classes of Shares can be found online at www.jpmorgan.co.uk/investor or obtained by calling the UK-based Investor Services Team on 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK). For reasons beyond the control of the ACD, these will not be the current Prices.

The ACD makes use of the revised ‘delivery versus payment’ (DvP) exemption as set out in the FCA Rules, which provides for a one business day window during which money held for the purposes of settling a transaction in Shares is not treated as ‘client money’. Specifically, under the DvP exemption, money received by the ACD from an investor, or money due to be paid to an investor by the ACD, need not be treated as client money if: (i) the ACD receives the money from an investor for the subscription of Shares and the money is passed to the Depositary for the purpose of creating Shares in the Fund within one business day of receipt of money from the investor; or (ii) the ACD holds the money in the course of redeeming Shares provided that the proceeds of that redemption are paid to an investor within one business day of receipt from the Depositary.

Share prices for other Classes of Shares can be found online at www.jpmorgan.co.uk/investor or obtained by telephone by calling the UK-based Investor Services Team on 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK).

Past performance information for each Fund can be found online at www.jpmorgan.co.uk/investor or obtained by telephone by calling the UK-based Investor Services Team on 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK).

4.3.2 Dilution

The Company may suffer dilution (reduction) in the value of the Scheme Property as a result of both direct and indirect costs incurred in dealing in its underlying investments and of any spread between the buying and selling prices of such investments although, as dilution is directly related to the inflows and outflows of monies from each Fund, it is not possible to predict whether dilution will occur at any point in the future. If it does occur, it will have an adverse impact on the interests of shareholders.

Dilution Adjustment

With a view to countering the effects of dilution, the ACD has the power to make a dilution adjustment, but may only exercise this power for the purpose of reducing dilution in a Fund, or to recover any amount which it has already paid or reasonably expects to pay in the future in relation to the issue or cancellation of Shares. Any dilution adjustment charged is added to the Scheme Property and is effectively used to offset the expenses incurred through the purchase and sale of investments within a Fund. Other expenses that may be charged in addition to any dilution adjustment are set out in section 5.6 of the Prospectus.

If the ACD decides not to make a dilution adjustment, this decision must not be made for the purposes of creating a profit or avoiding a loss for the account of the ACD. Dilution adjustments are normally applied to a merging Fund to minimise the impact of the incoming cash into the receiving Fund.

The price of each Class of Share in a Fund will be calculated separately but any dilution adjustment will in percentage terms affect the price of Shares of each Class identically.

The rate of any dilution adjustment will be reviewed on a periodic basis as determined from time to time by the ACD. The rate will include estimates of the spreads between the buying and selling prices of the underlying investments, professional fees such as brokers' commissions and taxes. The rate may also include an allowance for market impact.

The rates of dilution adjustment at 5 February 2019, which may include an allowance for market impact, are given below and are split between occasions when the dilution adjustment reflects a net creation of shares ("offer basis") and occasions where the dilution adjustment reflects a net cancellation of shares ("bid basis"):

Fund Name	**Offer**	**Bid**
JPM Diversified Growth Fund	0.10%	0.10%

A dilution adjustment may be made in the following circumstances:

- where the net creations or cancellation of Shares exceeds 1.00% of the Net Asset Value (excluding any dilution adjustment), on a Dealing Day (The ACD reserves the right to review the dilution adjustment threshold without prior notification, for the purpose of ensuring that the threshold does not have the effect of materially prejudicing existing shareholders.);
- to reflect the expanding or contracting trend of a Fund; or
- at any other time the ACD considers that the non-application of the dilution adjustment will materially affect the interests of Shareholders.

The ACD can decide not to apply dilution adjustment to subscriptions when it is trying to attract assets so that a Fund can reach a certain size. In this case, the ACD will pay the dealing costs and other costs from its own assets in order to prevent dilution of Shareholder value. In this circumstance, investors placing redemption requests will not receive the price for their Shares that they would have if dilution adjustment were being applied. For a list of Funds to which the ACD has decided not to apply the dilution adjustment, see www.am.jpmorgan.com/gb/en/asset-management/gim/per/guidance-and-planning/news-and-announcements.

It is not possible to accurately predict whether dilution adjustment will be applied in the future.

4.3.3 Buying Shares

Shares may be bought through intermediaries or direct from the ACD as principal or agent. An intermediary who recommends Shares in the Company may in certain circumstances be entitled to receive commission (where permitted) or discounts from the ACD.

Requests to buy Shares may be made in writing by completion of the appropriate Application Form which can be downloaded from www.jpmorgan.co.uk/investor or, at the ACD's discretion, by telephone to the ACD's dealing department on any Dealing Day.

Payment for the purchase of Shares by post must be accompanied by a cheque or a telegraphic transfer of monies for the total amount to be invested. Payment for the purchase of Shares by telephone must reach the ACD within three working days.

Minimum investment amounts for each Class of each Fund are given in Appendix A. In the event that a deal is accepted resulting in a holding below the minimum investment amount for the relevant Class, the ACD has discretion to switch the holding into the appropriate Class of the same Fund and will notify the Shareholder accordingly.

In certain circumstances, the minimum investment amounts may be waived at the ACD's discretion. In particular, the minimum lump sum investment and holding amount of £1,000 per Fund in relation to A Share Classes may be lowered to £100 per Fund at the ACD's discretion for investors or proposed investors who either deal directly with the ACD as principal or agent or, alternatively, who are clients of intermediaries who are eligible to receive commission. This is subject to a minimum lump sum investment amount and holding amount of £1,000 across all Funds in JPMorgan Fund ICVC, JPMorgan Fund II ICVC & JPMorgan Fund III ICVC. The minimum investment amounts in relation to B Share classes may be waived at the ACD's discretion for investors or proposed investors who are (a) clients of intermediaries who recommend Shares in the Company but who are ineligible to, or do not wish to, receive commission and (b) shareholders compulsory converted from the A Share Classes and A Monthly Share Classes. They may also be waived at the ACD's discretion in relation to A, B and C Share Classes where an existing investor or proposed investor is either (a) a firm authorised by the FCA or an equivalent overseas regulator to provide retail investors with custody and dealing services or fund link arrangements, that holds or would hold the relevant shares for such a purpose and has a written platform, distribution, fund link, investment or similar agreement in place with the ACD or its duly appointed delegate, or (b) such a firm's nominee.

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

A Share classes will only be made available to new investors from 15/07/2019 who are (a) shareholders who have an agreement with the ACD to pay rebates or (b) shareholders who are clients of intermediaries who receive commission.

The ACD may waive the minimum lump sum investment and holding amounts in relation to C Share Classes for intermediaries and their agents who place manual aggregated deals for their underlying investors.

G Share Classes will be made available to investors who are either a platform or an investor who is not aggregating assets on behalf of multiple underlying beneficial owners. In both cases each investor must meet certain eligibility criteria as determined by the ACD from time to time.

In the case of an investor that is a platform it must meet certain distribution characteristics as determined by the ACD from time to time , have significant assets under administration and have in place a written agreement with the ACD which provides the ACD with discretion to review the investor's eligibility to continue to invest in the G Share Class.

In the case of an investor that is not aggregating assets on behalf of multiple underlying beneficial owners it must represent that it shall make a significant investment in the G Share Class as determined by the ACD from time to time have in place a written agreement acknowledging the ACD will reject any new subscriptions where the assets in the G Share Class are withdrawn to a level where the ACD no longer considers the remaining investment in the G Share Class to be significant. The investor's existing holding in the G Share Class will remain unaffected.

The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for Shares in whole or in part, and in this event the ACD will return any monies sent, or the balance of such monies at the risk of the applicant.

The ACD may delay or reject an application if any instructions forming part of the application are considered by the ACD to be unclear (including when the share class of a Fund has not been specified). Such instructions will only be executed by the ACD once they have been verified and confirmed and the ACD's processing procedure has been satisfactorily completed. Please note that the ACD will not be liable for any losses or lost opportunities which may result from delays or rejections that arise from unclear instructions.

An investor who has received advice in respect of his deal (an "advised investor") has a right to cancel his deal at any time during the 14 days after the date on which he receives a cancellation notice from the ACD. If an advised investor decides to cancel the contract, and the value of their investment has fallen at the time the ACD receives their completed cancellation notice, the advised investor will not get a full refund; an amount equal to any fall in value will be deducted from the sum originally invested.

4.3.4 Selling Shares

Shares may be sold through intermediaries or direct to the ACD as principal or agent.

Instructions for the sale of Shares may be given in writing, by fax to 0845 246 1852 or, at the ACD's discretion, by telephone to the ACD's dealing department. In addition, the ACD may from time to time make arrangements to allow Shares to be sold through other communication media. At present, transfer of title by electronic communication is not accepted. The ACD may act as principal or agent. Subject to the COLL Sourcebook, the redemption proceeds of a sale of Shares will normally be paid by direct credit to a Shareholder's bank account by the close of business three working days after the later of the ACD receiving properly completed documentation or the Valuation Point after the order was received. Redemption proceeds are normally payable only to one or more of the registered Shareholders. The ACD may at its discretion carry out any authentication procedures that it considers appropriate to verify, confirm or clarify shareholder payment instructions relating to a redemption application. This aims to mitigate the risk of error and fraud for the Company, its agents or Shareholders. Where it has not been possible to complete any authentication procedures to its satisfaction, the ACD may, at its discretion, delay the processing of payment instructions until authentication procedures have been satisfied, to a date later than the envisaged payment date for redemptions set out in this section. This shall not affect the Dealing Day on which the redemption application is accepted and shall not affect the fact that the Price of Shares for any redemption shall be determined on the Dealing Day on which the redemption application is accepted.

If the ACD is not satisfied with any verification or confirmation, it may decline to execute the relevant redemption instruction until the ACD has obtained satisfaction. Neither the ACD nor the Company shall be held responsible to the Shareholder or anyone if it delays execution or declines to execute redemption instructions in these circumstances or where the instruction is incorrect or fraudulent.

The ACD reserves the right, at all times, to require a form of renunciation to be completed. If this is necessary, it will be issued with the contract note. The ACD also reserves the right to send repurchase proceeds by cheque to the registered address.

The ACD may delay or reject a sale instruction if any part of the instruction is considered by the ACD to be unclear (including when the share class of a Fund has not been specified). Such instructions will only be executed by the ACD once they have been verified and confirmed and the ACD's processing procedure has been satisfactorily completed. Please note that the ACD will not be liable for any losses or lost opportunities which may result from delays or rejections that arise from unclear instructions.

The minimum value of Shares which may be sold in each Class of each Fund is given in Appendix A. Any Shares transferred directly to the Company, with the ACD acting as agent, will be cancelled. If, as a result of a sale instruction, a holding would fall below the minimum investment amount for the Class concerned, the ACD has discretion to switch the holding to the appropriate Class of the same Fund and will notify the Shareholder accordingly. In certain circumstances, the minimum investment amounts may be waived at the ACD's discretion (for further information on this see paragraph 4.3.4 above).

4.3.5 Issue of Shares in Exchange for in Specie Assets

The ACD may arrange for the Company to issue Shares in exchange for assets but will only do so where the Depositary has taken reasonable care to determine that the acquisition by the

Company of those assets in exchange for the Shares concerned is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

The ACD will, by the close of business on the fourth business day following the issue of any Shares in exchange for assets as above, ensure transfer to the Depositary of the assets to be taken in exchange.

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

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

4.3.6 In Specie Redemptions and Cancellations of Shares

In specie redemptions and cancellation of Shares will be allowed:

In the case of holdings valued at less than 5% of the value of the Scheme Property attributed to the Fund, at the request of the Shareholder, and at the discretion of the ACD.

In the case of holdings valued at 5% or greater of the value of the Scheme Property attributed to the Fund, at the request of the Shareholder and at the discretion of the ACD, or if the ACD so demands by written notice to the Shareholder.

The ACD will give written notice to the Shareholder before the proceeds of the cancellation would otherwise become payable in cash that in lieu of such payment the Company will transfer Scheme Property of the relevant Fund (or, if agreed by the ACD and properly authorised by the Shareholder, the net proceeds of such Scheme Property) to the Shareholder.

The Scheme Property to be transferred (or, if agreed by the ACD and properly authorised by the Shareholder, the proceeds of sale of such Scheme Property) is subject to stamp duty reserve tax or stamp duty unless the Scheme Property is transferred pro-rata.

The ACD will select the Scheme Property to be transferred in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no more advantage or disadvantage to the Shareholder requesting the cancellation/redemption than to continuing Shareholders.

4.3.7 Transfer of Shares

(a) All transfers of registered Shares must be effected by transfer in writing in any usual or common form or in any other form as may be approved by the ACD.

(b) A single instrument of transfer may not be given in respect of more than one Class.

(c) In the case of a transfer of joint holders, the number of joint holders to whom a Share is to be transferred may not exceed four.

4.3.8 Publication of Share Prices

Share prices for all classes of Shares can be found online at www.jpmorgan.co.uk/investor or obtained by calling the UK-based Investor Services Team on 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK).

4.3.9 Regular Savings Plan

The Classes to which the Regular Savings Plan can be linked, together with the minimum monthly investment per Class are shown in Appendix A.

Monthly contributions to purchase Shares are paid by direct debit. These will be invested at the Net Asset Value per Share plus the preliminary charge payable on such contributions, calculated at the next Valuation Point after the payment is received.

Monthly contributions can be increased, decreased or stopped at any time simply by notifying the ACD, in writing, although the ACD reserves the right to decline overly frequent changes in the contribution level. However, if payments are not made to the RSP for more than three consecutive months, and the Net Asset Value of the Shares in the RSP is less than the minimum which the ACD requires (see Appendix A), then the ACD reserves the right to buy back the Shares in that RSP at the Price then applicable.

Contract notes are not issued to the RSP holders. Every six months, a statement detailing the Shares purchased since the last statement, the Net Asset Value per Share of those Shares and distributions of income (which are automatically reinvested in the purchase of further Shares) will be sent to all the RSP holders.

4.3.10 Switching and Conversion of Shares

(a) Switches

A Shareholder in a Fund may at any time switch all or some of his Shares in a Fund ("Original Shares") for Shares of another Fund ("New Shares"). Shareholders may only Switch their Shares to G Shares at the discretion of the ACD.

Switching may be effected in writing to the ACD, by completion of the "Switching Form" which can be downloaded from www.jpmorgan.co.uk/investor or, at the ACD's discretion, by telephone to the ACD's dealing department, after which the Shareholder may be required to complete a Switching Form (which, in the case of joint Shareholders must be signed by all the joint holders).

The ACD may charge a fee on the switching of Shares between Funds. This fee will be quoted as a percentage of the Net Asset Value of the New Shares purchased and the rate will be the same as that of the preliminary charge which would otherwise be payable for the New Shares (see 5.1). A discount on the fee, negotiable by the ACD, normally of up to 3% of the Net Asset Value of the New Shares may be given. Valuations for determining the number of

New Shares to be issued will take place at the first Valuation Point in each Class after the switching request is received.

If a Switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class concerned, the ACD may, if it thinks fit, switch the whole of the applicant's holding of Original Shares to New Shares or refuse to effect any Switch of the Original Shares. No Switch will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended. The general provisions on procedures relating to redemption will apply equally to a Switch.

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

Please note that a Switch of Shares is treated by HM Revenue & Customs as a redemption and sale and therefore will, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation. Please note that cancellation rights will not be given on Switches.

(b) Conversions

Conversions will be effected by the ACD recording the change of Share Class on the Register of the Company. Shareholders may only Switch their Shares to G Shares at the discretion of the ACD.

If a Shareholder wishes to Convert Shares he should apply in writing to the ACD.

Conversions will be effected at the next Valuation Point following receipt of instructions from a Shareholder to convert, or at a date mutually agreed between the ACD and the Shareholder(s). Conversions cannot be effected on the last date of the accounting period for income distributions. The relevant dates are:-

30th April - all Funds

31st October - for Funds paying semi-annual distributions

Conversion requests received on the above dates will be held over and processed at the next Valuation Point or at a date mutually agreed between the ACD and the Shareholder(s).

Conversions will not be treated as a disposal for capital gains tax purposes. However, please note that if you hold Hedged Shares of one currency and you wish to change your holding to Hedged Shares of a different currency, or if you hold non Hedged Shares and you wish to change your holding to Hedged Shares (or vice versa), any such change may be treated by HM Revenue & Customs as a redemption and sale and may, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation.

The ACD may, upon reasonable written notice to affected Shareholders, effect a compulsory Conversion of Shares in one Class of a Fund for another Class of the same Fund. Such compulsory Conversion shall be conducted as described in this section 4.3.10(b). A compulsory Conversion will only be undertaken where the ACD reasonably considers it is in the best interests of affected Shareholders. By way of example, the ACD may effect a compulsory Conversion where the ACD reasonably believes it is in the best interests of Shareholders to reduce the number of available Share Classes.

There is no fee on Conversions.

4.3.11 Regular Withdrawals

A monthly withdrawal facility is available for direct investments in the JPM Diversified Growth Fund only. The amount of the withdrawal must be specified as a cash amount. Investments must be held for six months before monthly withdrawals can commence, although the sale of shares is allowed at any time. The withdrawals will be paid for by the sale of shares and the number of shares to be sold will be calculated using the NAV price.

Regular withdrawals can be increased, stopped or decreased at any time by notifying the ACD in writing. Investors have the right to redeem their shareholding at any time as set out in section 4.3.5 Selling Shares.

The ACD may stop payment of regular withdrawals if the holding in the Fund reaches a level which can no longer support the withdrawals or if the Net Asset Value of the Shares held by the investor falls below £10,000.

Regular withdrawals cannot be taken from units in the JPM Diversified Growth Fund held in an ISA.

4.3.12 Money Laundering

As a result of legislation in force in the United Kingdom to prevent money laundering, persons conducting investment business are responsible for compliance with money laundering regulations. In order to implement these procedures, in certain circumstances investors may be asked to provide proof of identity when buying Shares. For this purpose, the ACD may use credit reference agencies (who will record that an enquiry has been made) and/or may check electronic databases. Until satisfactory proof of identity is provided, the ACD reserves the right to refuse to sell or redeem Shares or to pay any income to you.

4.3.13 Restrictions applying to US Investors

None of the Shares have been or will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or under the securities laws of any state or political subdivision of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the "United States"). The Fund has not been and will not be registered under the United States Investment Company Act of 1940, as amended, nor under any other U.S. federal laws. Accordingly, the ACD will in principle, not accept any subscription, holding or transfer to or from (or for the benefit of) a ‘US Person’ being defined as:

1. Any individual person in the United States;
2. Any partnership, trust or corporation organised or incorporated under the laws of the United States;
3. Any agency or branch of a non-US entity located in the United States;

A US Person would also include:

- any estate of which any executor or administrator is a US Person;
- any trust of which any trustee is a US Person;
- any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person;
- any partnership of which any partner is a US Person

In addition, the ACD will, in principle, not accept any direct subscription from, or direct holding of Shares in the Company by, any individual who is a US citizen or a US tax resident or any non-US partnership, non-US trust or similar tax transparent non-US entity that has any partner, beneficiary or owner that is a US Person, US citizen or US tax resident.

Should a Shareholder become a US Person, US citizen, US tax resident or specified US person for the purposes of the US Foreign Account Tax Compliance Act (FATCA), they may be subject to US withholding taxes and tax reporting to any relevant tax authority, including the US Internal Revenue Service.

If you are in any doubt as to your status, you should consult your financial or other professional adviser.

4.3.14 Restrictions, Compulsory Transfer and/or Redemption of Shares

The ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no Shares in the Company are acquired or held:

(a) directly or beneficially by any person in breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory;

(b) directly or beneficially by any US Person;

(c) directly by any individual who is or becomes a US citizen, a US tax resident or a a non-US partnership, non-US trust or similar tax transparent non-US entity that has any partner, beneficiary or owner that is a US Person, US citizen or US tax resident;

(d) directly or beneficially in circumstances which, in the reasonable opinion of the ACD, might result in the Company (including its Shareholders) or any of its delegates incurring any liability to taxation or suffering any sanction, penalty, burden or other disadvantage (whether pecuniary, administrative or operational) which the Company (including its Shareholders) or its delegates might not otherwise have incurred or suffered.

If it comes to the notice of the ACD that any Shares ("affected Shares") are owned directly or beneficially in any of the circumstances set out above or if it reasonably believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them without causing the adverse consequences set out above or that a request in writing be given for the redemption or cancellation of such Shares in accordance with the COLL Sourcebook. If any person upon whom such a notice is served does not within thirty days after the date of such notice transfer his affected Shares to a person qualified to own them without causing the adverse consequences set out above or establish to the satisfaction of the ACD (whose judgement is final and binding) that he or any beneficial owner is qualified and entitled to own the affected Shares without causing the adverse consequences set out above, he shall be deemed upon the expiration of that thirty day period to have given a request in writing for the redemption or cancellation (at the discretion of the ACD) of all the affected Shares pursuant to the COLL Sourcebook.

A person who becomes aware that he has acquired or holds, whether beneficially or otherwise, affected Shares in any of the relevant circumstances set out above shall forthwith, unless he has already received a notice as mentioned above, either transfer or procure the transfer of all his affected Shares to a person qualified to own them without causing the adverse consequences set out above or give a request in writing or procure that a request is given for the redemption or cancellation of all his affected Shares pursuant to the COLL Sourcebook.

If further issuance of Shares would materially prejudice existing Shareholders, the ACD will limit the issue of Shares.

The ACD may effect compulsory Conversions of Shares in certain circumstances. Please refer to section 4.3.10(b) above for further information.

4.3.15 Suspension of Dealings in the Company

The ACD may, with the prior agreement of the Depositary, or must if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of Shares in a Fund where it is in the interests of all the Shareholders in the Fund. The ACD, or the Depositary if it has required the ACD to suspend dealings in Shares, must notify the FCA, stating the reasons for its action. The ACD will notify Shareholders in the Fund of the suspension as soon as practicable after the suspension commences. This notification will include the reasons for the suspension and details of where Shareholders can obtain information on the suspension including its likely duration, if known. The ACD and the Depositary must formally review the suspension at least every 28 days and inform the FCA of the results of this review and any change to the information provided to Shareholders. The suspension may apply to a single Fund or one or more Classes of Shares within a Fund, provided it is in the interests of all Shareholders in that Fund. Dealing in Shares in the Fund or Class will recommence at the first valuation point after the end of the suspension.

4.3.16 Governing Law

All deals in Shares are governed by English law.

4.4 ACD's policy on holding Shares

The ACD's policy in relation to holding shares in the funds as principal is for administration purposes and the ACD does not actively seek to make a profit on the holding.

Part 5: Charges & Expenses

5.1 The ACD's Preliminary and Switching Charges

The ACD may make a preliminary charge on the sale or issue of Shares. The level of the preliminary charge varies for different Classes, and is expressed as a percentage of the Net Asset Value of the Shares being acquired.

The ACD may also make a charge on Switches. Again, the level of this charge varies for different Classes, and is expressed as a percentage of the Net Asset Value of the Shares being acquired.

The current preliminary charge for each Class is given in Appendix A. The switching charge for each Class is the same as the preliminary charge for that Class.

5.2 The ACD's Redemption Charges

The Instrument of Incorporation of the Company authorises the ACD to make a charge on the redemption of Shares. At present no redemption charge is levied on Shares of any Class.

Any redemption charge introduced will apply only to Shares of that Class sold since its inception.

5.3 Payments by the Company to the ACD

(a) The ACD is entitled to receive an annual fee for its duties as the ACD of the Company. Investment in the Company is generally offered via a series of charging structures as represented by the A, B, C and I Share Classes. The Share Classes are differentiated primarily on the basis of the minimum investment requirement. An annual fee is paid by the Company out of the Scheme Property to the ACD and accrues and is reflected in the price of each Class daily. Payment to the ACD is monthly in arrears.

The level of the annual fee varies for different Classes and is expressed as a percentage per annum of the Net Asset Value of the proportion of the Scheme Property attributed to each Fund or Class, as appropriate.

The current annual fee for each Class is given in Appendix A.

A Fund may invest in other UCITS Schemes and closed ended collective investment undertakings qualifying as transferable securities within the UCITS rules (including investment trusts) (the “Undertakings”) managed by the Investment Adviser or any other member of JPMorgan Chase & Co. No double-charging of the annual fee will occur. The avoidance of double-charging of the annual fee is achieved by rebating to the Fund an amount equal to the value invested in the Undertakings at their respective annual fees. If the underlying affiliate undertaking combines management and other fees and charges into a single total expense ratio, such as in exchange traded funds, the whole total expense ratio will be waived. If the underlying affiliate Undertaking charges a higher management fee, the difference may be charged to the investing Fund. Where a Fund invests in undertakings not affiliated with JPMorgan Chase & Co. the annual fee of the ACD shown in Fund Descriptions may be charged regardless of any fees reflected in the price of the shares or units of the underlying undertaking.

On a winding-up of the Company or a Fund or on the redemption of a Class the ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the Agreement with the ACD.

(b) The ACD is also entitled to be paid by the Company out of the Scheme Property all reasonable, properly vouched, out-of-pocket expenses incurred in the performance of its duties, including set up costs of the Company or a new Fund. For A, B and C Share Classes these expenses form part of the Operating Expenses in Section 5.4 below. For I Shares these expenses are not passed on to the Company but borne fully by the ACD.

(c) Where the investment objective of a Fund is to treat the generation of income as a higher priority than capital growth, or the generation of income and capital growth have equal priority, or a Fund is seeking total returns through a combination of capital growth and income, subject to approval of Shareholders or on 60 days' notice to Shareholders, all or part of the fees of the ACD may be charged against capital instead of against income. While this may increase the amount of income generated it may also constrain capital growth. This will only be done with the approval of the Depositary.

(d) The ACD may not introduce a new category of remuneration for its services payable out of the Scheme Property without the approval of Shareholders in a general meeting and unless the ACD has revised and made available the Prospectus to reflect the introduction and the date of its commencement.

5.4 Operating Expenses

(a) For A, B and C Share Classes:

Ordinary operating expenses incurred by the Company may be paid out of the Scheme Property and are capped for each Share Class at the maximum rate set in Appendix A. Such expenses will be calculated and accrued daily and deducted monthly, in arrears, from each Share Class and will not exceed the maximum rate. The ACD will bear any excess of the actual operating expenses of the Company above the maximum levels as given in Appendix A. These expenses include (but are not limited to) the following:

(i) Registration fees for maintenance of the Register;

(ii) The fees of the FCA under the Regulations, or any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may be marketed;

(iii) Any costs incurred in modifying the Instrument of Incorporation or the Prospectus;

(iv) Any costs incurred in respect of meetings of the Shareholders (including meetings of Shareholders in any particular Fund or Class) ;

(v) The fees of the Auditors and the tax, legal and other professional advisers to the Company and to the ACD and the Depositary properly payable and any proper expenses of the Auditors, tax, legal and other professional advisers to the Company and to the ACD and the Depositary ;

(vi) The fees to the Depositary. The Depositary is entitled to a fee payable monthly from the Scheme Property for its services as depositary. In addition, where relevant the Depositary may also charge for all costs and expenses properly incurred by the Depositary in the performance of, or arranging the performance of, functions conferred on it as depositary by the Instrument, the COLL Sourcebook and by the general law. This includes its services in relation to distributions or engaging in derivative transactions in relation to the Funds.

(vii) The fees of the Custodian;

(viii) Fees in respect of the publication and circulation of details of the prices and yields of Shares, and other such information which the ACD is required by law to publish;

(ix) The costs of printing and distributing reports, accounts, the Prospectus, and any costs incurred as a result of periodic updates of the Prospectus and any other administrative expenses ;

(x) It is not currently proposed to seek a listing for the Shares on any stock exchange, but if a listing is sought in future, the fees connected with the listing;

(xi) Insurance which the Company may purchase and/or maintain for the benefit of and against any liability incurred by any directors of the Company in the performance of their duties

(xii) Collateral management costs incurred in respect of permitted transactions in derivatives and forwards.

(b) For I Share Classes:

For I Share Classes, the above expenses are paid by the ACD. The I Share Class bears only the cost of the ACD's annual management charge plus any expenses included in 5.5 below.

5.5 Other Expenses Payable out of the Scheme Property

Other expenses incurred by the Company may also be paid out of the Scheme Property, (the expenses which are mitigated through the application and receipt of a Dilution Adjustment are practically met through the Scheme Property), including (but not limited to):

(a) Broker's commission, fiscal charges and any other disbursements which are necessarily incurred in effecting transactions for the Company. This will include expenses incurred in acquiring and disposing of investments including legal fees and expenses, whether or not the acquisition or disposal is carried out.

(b) Interest on borrowings permitted under the Instrument of Incorporation or the Prospectus and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings.

(c) The costs associated with stock lending transactions or other permitted transactions.

(d) Taxation and duties payable in respect of the Scheme Property, including any stamp duty, stamp duty reserve tax (SDRT) or foreign transfer taxes on the purchase of investments, the Instrument of Incorporation, the Prospectus or the creation, issue, redemption or cancellation of Shares.

(e) Liabilities under a scheme of arrangement arising where the property of a body corporate or another collective investment scheme is transferred to the Depositary in consideration for the issue of Shares to the Shareholders in that body or to participants in that other scheme, provided that any liability arising after the transfer could have been paid out of that other property had it arisen before the transfer and, in the absence of any express provision in the Instrument of Incorporation forbidding such payment, the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of transfer.

These payments will be inclusive of Value Added Tax, where applicable.

5.6 Allocation of Charges and Expenses between Funds

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

Part 6: Determination & Distribution of Income

The accounting reference date of the Company is 30th April and the half-yearly accounting date is 31st October. Both of the above dates may be moved by up to seven days earlier or later in any particular case if the ACD notifies the Depositary prior to the relevant date. The annual income allocation date is 31st July each year. Distributions of income for the Funds are paid or accumulated on or before the annual income allocation date.

Interim income allocation dates (which are the interim distribution dates) for each Fund, if any, are given in Appendix A. Allocations of income are made in respect of the income available for allocation in each distribution period.

Income is paid by direct credit to each Shareholder's bank or building society account when the distribution is paid. Please note that payment of distribution by cheque is not available. An income reinvestment facility is not available.

The ACD may at its option carry out any authentication procedures that it considers appropriate to verify, confirm or clarify shareholder payment instructions relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or Shareholders. Where it has not been possible to complete any authentication procedures to its satisfaction, the registrar and transfer agent may, at its discretion, delay the processing of payment instructions until authentication procedures have been satisfied, to a date later than the envisaged dividend payment date.

If the ACD is not satisfied with any verification or confirmation, it may decline to execute the relevant dividend payment until satisfaction is obtained. Neither the ACD nor the Company shall be held responsible to the Shareholder or anyone if it delays execution or declines to execute dividend payments in these circumstances.

The amount available for income allocations is calculated by:

(a) taking the net revenue after taxation determined in accordance with the current version of the Statement of Recommended Practice for financial statements of authorised funds issued by the Investment Association;

(b) making any transfers, to the extent permitted in this prospectus, between the income account and the capital account in order that the amount available for income allocations is calculated as if the revenue from Debt Securities had been determined disregarding the effect of:

(i) the change in the Retail Prices Index during the period, provided that the policy is to invest predominantly in index-linked securities and the transfer relates only to amounts in respect of index-linked gilt-edged securities; or

(ii) amortisation, provided that the amount available for income allocations is not less than if such transfers had not been made;

(c) making any other transfers between the income account and the capital account that are required in relation to:

(i) stock dividends;

(ii) income equalisation included in income allocations from other collective investment schemes;

(iii) the allocation of payments in accordance with COLL 6.7.10R (Allocation of payments to income or capital);

(iv) taxation;

(v) the aggregate amount of income property included in units issued, cancelled or converted during the period: and

(vi) amounts determined by the ACD to be the reportable income of other collective investment schemes.

Income earned in an interim accounting period may not be distributed immediately but retained and used to ensure that distributions paid throughout the year are broadly similar.

Any distribution payment of a Fund which remains unclaimed after a period of six years from the date of payment, will be forfeited and will be transferred to and become part of that Fund's capital property. Thereafter, neither the Shareholder nor any successor will have any right to it except as part of the capital property.

The Company will operate grouping for equalisation. Each Class will operate its own equalisation account. Shares purchased during a distribution period are called Group 2 Shares. Shares purchased during any previous distribution period are called Group 1 Shares. Group 2 Shares contain in their purchase Price an amount called equalisation which represents a proportion of the net income of the Fund that has accrued up to the date of purchase. The amount of equalisation is averaged across all the Shareholders of Group 2 Shares and is refunded to them as part of their first distribution and is treated as a return of capital for tax purposes. Being capital it is not liable to income tax but must be deducted from the cost of Shares for capital gains tax purposes.

6.1 Annual Reports

Annual reports of the Company will normally be published on 31st August and half-yearly reports will be published on 31st December from 2013 onwards. Short accounts are automatically provided to Shareholders but the long report containing the full accounts is available on request from J.P. Morgan Asset Management, sent either by post or electronically. Copies of these documents can also be found online at www.jpmorgan.co.uk/investor.

Part 7: Shareholders' Voting Rights

7.1 General Meetings

The ACD may convene a general meeting at any time.

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

7.2 Notice and Quorum

Shareholders will receive at least 14 days' notice of a Shareholders' meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two Shareholders, present in person or by proxy. If a quorum is not present after a reasonable time from the time of any adjourned meeting, the quorum for an adjourned meeting is one Shareholder present in person or by proxy. Notices of the meetings and adjourned meetings will be sent to the Shareholders at their registered address.

7.3 Voting Rights

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

On a poll vote, a Shareholder may vote either in person or by proxy. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue that the Price of the Share bears to the aggregate Price(s) of all the Shares in issue at a cut-off date which is a reasonable time before the notice of meeting was sent out.

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

Except where an extraordinary resolution is required (which needs 75% of the votes validly cast at the meeting to be in favour if the resolution is to be passed) any resolution will be passed by a simple majority of the votes validly cast for and against the resolution.

The ACD may not be counted in the quorum for a meeting and neither the ACD nor any associate (as defined in the FCA Handbook) of the ACD is entitled to vote at any meeting of the Company except in respect of Shares which the ACD or an associate holds on behalf of or jointly with a person who, if the registered Shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions.

"Shareholders" in this context means Shareholders on a cut-off date which is a reasonable time before the notice of the relevant meeting is sent out but excludes holders who are known to the ACD not to be Shareholders at the time of the meeting.

7.4 Fund and Class Meetings

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

7.5 Annual General Meeting

The Company has elected not to hold an annual general meeting in each year.

Shareholders may inspect a copy of the ACD Agreement at the registered office of the Company as set out in Part 10.

Part 8: Termination

Winding up of the Company or terminating or winding up a Fund of the Company

The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under Chapter 7.3 of the COLL Sourcebook. A Fund may be wound up under the COLL Sourcebook instead of by the court provided the Fund is solvent and the steps required by regulation 21 of the OEIC Regulations are complied with.

Where the Company is to be wound up or a Fund terminated or wound up under the COLL Sourcebook, such winding up or termination may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company or Fund) either that the Company or Fund will be able to meet its liabilities within 12 months of the date of the statement or that the Company or Fund will be unable to do so. The Company may not be wound up under the COLL Sourcebook if there is a vacancy in the position of the ACD at the relevant time.

The Company may be wound up or a Fund terminated or wound up under the COLL Sourcebook if:

(a) An extraordinary resolution to that effect is passed by Shareholders; or

(b) The period (if any) fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires, or the event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a particular Fund is to be wound up (for example, if the share capital of the Company is below its prescribed minimum or (in relation to any Fund) the Net Asset Value of the Fund is less than £5,000,000, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or

(c) On the date of effect stated in any agreement by the FCA to a request by the ACD for the winding up of the Company or a request for the termination of the relevant Fund.

On the occurrence of any of the above:

(a) COLL 6.2 (Dealing), COLL 6.3 (Valuation and pricing) and COLL 5 (Investment and Borrowing Powers) will cease to apply to the Company or the particular Fund;

(b) The Company will cease to issue and cancel Shares in the Company or the particular Fund except in respect of the final cancellation;

(c) The ACD shall cease to sell or redeem Shares or to arrange for the Company to issue or cancel them for the Company or the particular Fund except in respect of the final cancellation;

(d) No transfer of a Share shall be registered and no other change to the Register shall be made without the sanction of the ACD;

(e) Where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;

(f) The corporate status and powers of the Company and, subject to the preceding provisions of (a) to (d) above, the powers of the ACD shall remain until the Company is dissolved.

The ACD shall, as soon as practicable after winding up or termination has commenced, realise the assets and meet the liabilities of the Company or Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, provided that there are sufficient liquid funds available, arrange for the Depositary to make one or more interim distributions out of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or the Fund at the commencement of the winding up or termination. The ACD must instruct the Depositary how the proceeds must be held prior to being utilised to meet liabilities or make distributions to Shareholders with a view to the prudent protection of creditors and Shareholders against loss. If the ACD has not previously notified Shareholders of the proposal to wind up the Company or terminate the Fund, the ACD shall, as soon as practicable after the commencement of winding up of the Company or the termination of the Fund, give written notice of the commencement to Shareholders. When the ACD has caused all the Scheme Property to be realised and all of the liabilities of the Company or the particular Fund to be realised, the ACD shall arrange for all Shares in issue to be cancelled and for the Depositary to make a final distribution to Shareholders on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to their holdings in the Company or the particular Fund.

As soon as is reasonably practicable after the completion of the winding up of the Company or the particular Fund, the ACD shall notify the FCA that it has done so.

On completion of the winding up of the Company, the Company will be dissolved and the ACD shall arrange that any money (including unclaimed distributions) standing to the account of the Company, will be paid by the Depositary into court within one month of dissolution.

Following the completion of a winding up of either the Company or a Fund, the ACD must prepare a final account stating the date on which the termination was completed and showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. Within four months of the completion of the termination this final account and the auditors' report must be sent to the FCA and to each person who was a Shareholder immediately before the winding up or termination commenced.

As the Company is an umbrella company, any liabilities attributable or allocated to a particular Fund under the COLL Sourcebook shall be met first out of the Scheme Property attributable or allocated to that particular Fund.

Reports and accounts:

(a) A copy of the long report must be supplied free of charge to any Shareholder upon request.

(b) The ACD must ensure that it keeps Shareholders appropriately informed about the winding up or termination including, if known, its likely duration.

Part 9:Taxation

The information below is a general guide based on current United Kingdom law and published HM Revenue & Customs practice, both of which are subject to change. It summarises the tax position of the Company and of investors who are United Kingdom resident and hold Shares as investments. It does not constitute legal or tax advice. Prospective investors should consult their own professional advisors as to the implications of subscribing for, purchasing, holding, converting or switching or disposing of Shares under the laws of the jurisdiction in which they may be subject to tax.

9.1 Taxation of the Company

9.1.1 Income

Each Fund is chargeable to corporation tax at the applicable rate, currently 20% on income net of allowable expenses (including the gross amount of interest distributions). Post 1st July 2009, dividends from both UK companies and most overseas companies are not taxable.

9.1.2 Chargeable Gains

Each Fund is exempt from corporation tax on chargeable gains.

9.2 Taxation of the Shareholders

9.2.1 Income

All Funds will pay dividend distributions.

Dividend Distributions

No tax is deducted from dividend distributions.

From 6 April 2016, the first £5,000 of dividends, including dividend distributions, paid to a UK individual (or, in the case of accumulation Shares, retained in a Fund and reinvested) in any tax year are tax-free (the dividend allowance). Where individuals' dividends from all sources exceed their dividend allowances in a tax year then the excess amounts are taxable at dividend tax rates which depend on their personal circumstances. These rates are (in tax year 2016/17); 0% for an individual with unused personal allowance, 7.5% for a basic rate taxpayer, 32.5% for a higher rate taxpayer, and 38.1% for an additional rate taxpayer.

There is no longer any tax credit attached to dividend distributions.

Dividend distributions will be streamed into franked, unfranked and foreign income for the Shareholders chargeable to UK corporation tax, according to the underlying gross income of the Fund. The unfranked element will be treated as an annual payment which has been subject to income tax at a rate of 20%, and the Shareholder can treat this deemed deduction as UK or foreign tax (as appropriate) deducted from a gross payment.

9.2.2 Capital Gains

Capital gains made by individual Shareholders on disposals from all chargeable sources of investment (which may include Switches of investments between different Funds, or a change in holding Hedged Shares of one currency to Hedged Shares of a different currency or non Hedged Shares to Hedged Shares (or vice versa) of the same Fund, but generally not Conversions between unhedged Shares of the same Fund) will be tax-free if they fall within an individual's annual capital gains exemption. For the tax year 2016/17 the first £11,100 of an individual's chargeable gains (that is after deduction of allowable losses are exempt from capital gains tax; gains in excess of this amount are taxable at a rate of 10% for basic rate taxpayers and at a rate of 20% for higher and additional rate taxpayers.

Shareholders chargeable to UK corporation tax must include all chargeable gains realised on the disposal of Shares in their taxable profits.

9.2.3 Inheritance Tax

Shareholdings of an individual shareholder may become subject to an inheritance tax liability under the following circumstances. During an individual's lifetime, any transfer of shareholdings at less than market value may be liable. Additionally, transfer following the death of the individual may also be liable. The charge to inheritance tax is not restricted to UK individuals. Reliefs and exemptions may apply to reduce or extinguish any liability to inheritance tax. Investors should seek professional advice if they are unclear on the inheritance tax consequences of investing in any of the Funds.

9.3 Stamp Duty Reserve Tax (SDRT)

There is no SDRT liability on redemptions or issues of Shares in a Fund.

A Stamp Duty or SDRT liability (0.5%) may arise where Shares are transferred directly between investors. Any such liability is the responsibility of the shareholders.

9.4 Automatic Exchange of Information for international tax compliance

In order to comply with the legislation implementing applicable legal obligations including those under various intergovernmental agreements and European Union directives relating to the automatic exchange of information to improve international tax compliance (including but not limited to, the United States provisions commonly known as FATCA, the OECD Common Reporting Standard and the agreements between the UK and its Crown Dependencies and Overseas Territories), (“CRS and UK Other Overseas Agreements”) the Company (or its agent) will collect and report information about Shareholders for this purpose, including information to verify their identity and tax status, to the relevant authorities.

The Privacy Policy sets out the appropriate information for investors regarding the circumstances in which JP Morgan Asset Management may process personal data.

In addition: (i) the ACD is responsible for the processing of personal data in accordance with the FATCA Law and CRS and UK Other Overseas Agreements; (ii) the relevant personal data will only be processed for the purposes of the FATCA Law and CRS and UK Other Overseas Agreements, or as otherwise set out in this Prospectus or the Privacy Policy; (iii) the personal data may be communicated to HM Revenue & Customs; (iv) responding to FATCA-related and CRS and UK Other Overseas Agreements questions is mandatory; and (v) the Investor has a right of access to and rectification of the data communicated to HM Revenue & Customs.

The ACD reserves the right to refuse any application for Shares if the information provided by a potential Investor does not satisfy the requirements under the CRS Law.

When requested to do so by the Company or its agent, Shareholders must provide information which can be passed on to HM Revenue & Customs, and, by them, to any relevant overseas tax authorities.

All shareholders that are reportable under the various applicable rules will be reported.

Additionally, US persons, US citizens and US tax residents are subject to reporting to the United States IRS and may be subject to US withholding taxes. Please see section 4.3.14.

9.5 Tax Treaty Considerations

The Funds benefit from United Kingdom double tax treaties to reduce domestic rates of withholding tax in countries where the Funds invest. In specific treaties which contain ‘limitation of benefits’ provisions, the tax treatment of the Funds may be impacted by the tax profile of the investors in the Fund and result in additional withholding tax being borne by the Funds.

In particular, under the double tax treaty between the United Kingdom (UK) and the United States of America (US), the withholding tax on dividends paid by US corporations on any US Equity investments of the Funds of the Company can be reduced to 15% from 30%. The availability of this relief to the Company is dependent on its being over 50% owned by qualifying UK. Given this shareholding test it is possible in certain circumstances that the Company will not be eligible for the reduction in withholding tax and result in increased withholding tax affecting the Funds. See also Section 4.3.14 - Restrictions applying to US investors.

Part 10: General Information

10.1 Documents of the Company

Copies of the Instrument of Incorporation and the annual and half-yearly reports and the material contracts referred to below are kept and may be inspected at 60 Victoria Embankment, London EC4Y 0JP. Copies of the Instrument of incorporation and the annual and half-yearly reports documents may be obtained by writing to J.P.Morgan Asset Management, PO Box 12272, Chelmsford CM99 2EL or by calling 0800 20 40 20 (or +44 1268 44 44 70 if calling from outside the UK). Copies of the annual and half-yearly reports can also be found online at www.jpmorgan.co.uk/investor.

10.2 Queries and Complaints

If you would like to receive further information regarding the Company or wish to make a complaint about the operation of the Company you should contact the ACD at the Client Administration Centre, J.P. Morgan Asset Management, Client Administration Centre, PO Box 12272, Chelmsford CM99 2EL or, if you are dissatisfied with the response received, direct to the Financial Ombudsman Services at Exchange Tower, London E14 9SR.

10.3 Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material:

(a) the ACD Agreement, dated 31 March 2014, between the Company and the ACD;

(b) the Depositary Agreement dated 2 October 2018, between the Company, the ACD and the Depositary;

(c) the Investment Advisory Agreement, dated 1 May 2014, between the ACD and the Investment Adviser;

(d) the Provision of Client Services and Facilities, General Administration and Company Secretarial Services Agreement between the ACD and JP Morgan Asset Management (UK) Limited dated 1 March 2014; and

(e) the Administration Services Agreement between the ACD and DST Financial Services Europe Limited dated 4 December 2015. Details of the above contracts are given under the heading "The Service Providers" in part 2.

10.4 Instrument of Incorporation

(a) The Instrument of Incorporation may be amended by resolution of the ACD to the extent permitted by the COLL Sourcebook.

(g) In the event of any conflict arising between any provision of the Instrument of Incorporation and either the OEIC Regulations or the COLL Sourcebook, the Regulations will prevail.

10.5 Indemnity

The Instrument of Incorporation contains provisions indemnifying the Directors, other officers and the Company's auditors against liability in certain circumstances otherwise than in respect of their negligence, default, breach of duty or breach of trust, and indemnifying the Depositary against liability in certain circumstances otherwise than in respect of its failure to exercise due care and diligence.

10.6 Changes to the Funds

The ACD will assess, in consultation with the Depositary and in accordance with COLL 4.3, whether changes which are proposed to be made to the Company or a Fund (including, for example, any change to the investment policy or investment strategy of a Fund) are to be treated for the purposes of Shareholder notification as being fundamental, significant or notifiable.

Fundamental changes require approval by Shareholders of the Company or the relevant Fund before being implemented.

Significant changes require the ACD to provide the relevant Shareholders with at least 60 days' prior written notice of the proposed change.

Notifiable changes require the ACD to provide the relevant Shareholders with appropriate pre- or post-event notice of the change.

10.7 Strategy for the exercise of voting rights

The ACD has a strategy for determining when and how voting rights attached to ownership of Scheme Property are to be exercised for the benefit of each Fund. A summary of this strategy is available online at www.jpmorgan.co.uk/investor.

10.8 Best Execution

The ACD's best execution policy sets out the basis upon which the Investment Advisor will effect transactions and place orders in relation to the Company whilst complying with its obligations under the FCA Handbook to obtain the best possible result for the Company.

Details of the best execution policy are available online at www.jpmorgan.co.uk/investor.

10.9 Inducements

JPMorgan Funds Limited has assessed the fees and commissions that it pays or is paid. All fees and commissions are considered to be within the requirements of the rules on inducements set out in section 2.3 of the FCA Conduct of Business Sourcebook (COBS) and no additional disclosure is required.

10.10 Remuneration Policy

The ACD's remuneration policy (the "Remuneration Policy") applies to all its employees, including those categories of employees whose professional activities have a material impact on the risk profile of the ACD or the Company.

The compensation structure as described in the Remuneration Policy is designed to contribute to the achievement of short-term and long-term strategic and operational objectives, while avoiding excessive risk-taking inconsistent with the risk management strategy. This is intended to be accomplished, in part, through a balanced total compensation programme comprised of a mix of fixed compensation (including base salary), and variable compensation in the form of cash incentives and long-term, equity based or fund-tracking incentives that vest over time. JP Morgan Chase & Co's compensation governance practices contain a number of measures to avoid conflicts of interest.

The Remuneration Policy, and its implementation, is designed to foster proper governance and regulatory compliance. Key elements of the policy include provisions which are intended to:

a) Tie remuneration of employees to long-term performance and align it with shareholders' interests;
b) Encourage a shared success culture amongst employees;
c) Attract and retain talented individuals;
d) Integrate risk management and compensation;
e) Have no compensation perquisites or non-performance-based compensation;
f) Maintain strong governance around compensation practices.

The Remuneration Policy can be found at https://am.jpmorgan.com/gb/en/asset-management/gim/awm/legal/emea-remuneration-policy. This includes a description of how remuneration and benefits are calculated, and sets out the responsibilities for awarding remuneration and benefits, including the composition of the committee which oversees and controls the Remuneration Policy. A copy can be requested free of charge from the ACD.

10.11 Fair Treatment of Investors

The ACD has established policies and procedures and made arrangements to ensure the fair treatment of investors. All rights and obligations to investors, including those related to subscription and redemption requests, are set out in this Prospectus or the Instrument of Incorporation. The ACD has established fair and transparent pricing models and valuation systems and procedures for the assets of the Funds managed and endeavours to ensure that there are no undue costs being charged to the Funds managed and investors. The ACD has also established procedures to identify, manage and monitor conflicts of interest and, where applicable, disclose those conflicts of interest to prevent them from adversely affecting the interests of investors. The ACD has established a process for recognising and dealing with complaints fairly.

The ACD may provide advance notification of information to Shareholders, their agents or financial intermediaries or additional information to certain investors, their agents or financial intermediaries in order for them to comply with any regulatory, reporting or other type of obligations they may have with their underlying investors. The ACD must ensure that investors are fairly treated and that any additional information offered as above does not materially disadvantage other investors.

The ACD may from time to time and at its sole discretion pay all or part of the charges it receives as a commission (where permitted) or discount to some or all investors, financial intermediaries or distributors on the basis of their size, nature, timing or commitment of their investment.

10.12 Information available to Shareholders

Copies of the current Prospectus and the latest annual report may be obtained by Shareholders free of charge by contacting the ACD at the details given at 10.2

Furthermore, the following information will be made available to Shareholders in the annual report:

(b) the percentage of each Fund's assets which are subject to special arrangements arising from their illiquid nature, including an overview of any special arrangements in place, the valuation methodology applied to assets which are subject to such arrangements and how management and performance fees apply to these assets;

(c) if risk limits set for each Fund by the ACD have been or are likely to be exceeded and, where these risk limits have been exceeded, a description of the circumstances and the remedial measures taken;

(d) the total amount of leverage employed by Funds employing leverage;

(e) any changes to the maximum level of leverage employed by Funds employing leverage; and

(f) any material changes to the information above.

In addition, the following information is made available to Shareholders in this Prospectus:

(a) the arrangements for managing the liquidity of Funds in section 11.1.4;

(b) the risk management systems employed by the ACD to manage the risks to which a Fund is or may be exposed in section 3.17;

(c) the current risk profile of each Fund and the maximum level of leverage that may be employed by Funds employing leverage, in "Appendix A: Fund Details"; and

(d) where applicable, any right for re-use of collateral or any guarantee under a Fund's leveraging arrangements as well as the nature of such rights or guarantees.

Further information regarding the risk management process and liquidity management systems and procedures, including the measures used to assess the sensitivity of a Fund's portfolio to the most relevant risks to which that Fund is or could be exposed, can be found in the Supplementary Information on the Risk Management Process which is available from the ACD. The address of the ACD can be found at section 10.2.

It is intended that Shareholders will be notified immediately on the website (www.jpmorgan.co.uk/investor) of any material changes to the liquidity management systems and procedures employed by the ACD, including any suspension of redemptions.

In addition, other policies and procedures are available from the ACD including, but not limited to, policies regarding conflicts of interest and order execution. The address of the ACD can be found at section 10.2.

10.13 Applicable Law and Jurisdiction

The Company is incorporated under the laws of England and Wales.

By applying for Shares when submitting the Company's Application Form, the relevant investor agrees to be bound by the terms and conditions of the Application Form, the Prospectus and the Instrument of Incorporation. This contractual relationship is governed by the laws of England and Wales. The Company, the ACD and Shareholders will be subject to the exclusive jurisdiction of the courts of England and Wales to settle any dispute or claim arising out of or in connection with a Shareholder's investment in the Company or any related matter.

According to Council Regulation 44/2001 of 22 December 2000 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, a judgement given in an EU Member State shall be recognised in the other EU Member States without any special procedure being required and shall generally be enforceable in the other EU Member States, save in certain exceptional circumstances.

10.14 Safeguarding Client Assets

What is client money?

Client money is money which J.P. Morgan holds or receives for you and which is held separately from J.P. Morgan’s own money.

Where will any client money be held?

All cash which we hold on your behalf as client money under the FCA Rules will be held in a segregated non-interest bearing client money bank account.

Your money is pooled together with money belonging to other clients.

If the bank where your money is held becomes insolvent JPMorgan Funds Limited will have a claim on behalf of its clients against the bank. If however the bank cannot repay all of its creditors, any shortfall may have to be shared pro rata between them. You may also be entitled as an individual to claim from the Financial Services Compensation Scheme (FSCS) up to £75,000 in respect of the total cash you hold directly and indirectly with the failed bank.

To the extent we are permitted to exclude liability under law or regulation, we are not responsible for losses incurred by banks who we may appoint to hold client money.

Where we hold your money as client money, we hold it in accordance with the FCA Rules which require us to have in place adequate record keeping, accounts and reconciliation procedures to safeguard it. We also have in place procedures to cover the selection, approval and monitoring of the bank(s) we use to hold your money.

Part 11: Risk Warnings

Potential investors should consider the following risk factors before investing in the Funds.

11.1 General

11.1.1 Market Risk

The investments of the Funds are subject to market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in value of investments will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount invested in a Fund. There is no assurance that the investment objective of any Fund will actually be achieved.

11.1.2 Economic Risk

The overall health of the global economy or that of a country or region can negatively affect the profitability of investments made in that country or region.

11.1.3 Political Risk

The value of a Fund may be affected by uncertainties such as international political developments, civil conflicts and war, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. For example, assets could be compulsorily re-acquired without adequate compensation.

Events and evolving conditions in certain economies or markets may alter the risks associated with investments in countries or regions that historically were perceived as comparatively stable becoming riskier and more volatile. These risk are magnified in countries in emerging markets.

11.1.4 Risk associated with U.S. Federal Banking Laws and Volcker Rule

JPMorgan Chase & Co. ("J.P. Morgan") and its affiliates are subject to U.S. federal banking laws and regulations, including the U.S. Bank Holding Company Act of 1956, as amended (the "BHC Act"), and regulations of the Board of Governors of the U.S. Federal Reserve System (the "Federal Reserve Board"), which may be relevant to Fund(s) and their investors. As a result of JPMorgan Fund(s) Limited acting as ACD, the Company and the Fund(s) are deemed to be controlled by J.P. Morgan under the BHC Act and the regulations of the Federal Reserve Board. Investments by the Fund(s) are subject to limitations under the BHC Act that are substantially the same as those applicable to J.P. Morgan. Such limitations place certain restrictions on the Fund(s)' investments in non-financial companies. These restrictions include limits on the ability of the Fund(s) or the Company to be involved in the day-to-day management of the underlying non-financial company and limitations on the period of time that the Fund(s) could retain its investment in such company. Under the BHC Act, J.P. Morgan and the Fund(s) may be limited from owning or controlling, directly or indirectly, interests in third parties that exceed 5% of any class of voting securities or 25% of total equity. The holdings of the Fund(s) are required to be aggregated with those of J.P. Morgan for purposes of determining the applicability of these limitations. These limitations may have a material adverse effect on the activities and performance of the Fund(s). J.P. Morgan will not be obligated to divest any investment or refrain from engaging in any transactions or activities in order to permit the Fund (s) to own or retain any particular investment or engage in any particular activity, but the Fund(s) may be required to do so to enable J.P. Morgan to comply with the BHC Act.

Section 13 of the BHC Act, as implemented by the final regulations (known as the "Volcker Rule") restricts the ability of a banking entity, such as J.P. Morgan, from acquiring or retaining any equity, partnership, or other ownership interest in, or sponsoring, a covered fund and prohibits certain transactions between such fund and J.P. Morgan. Although the J.P. Morgan does not intend to treat Fund(s) as covered fund(s), under the Volcker Rule, if J.P. Morgan, together with its employees and directors, own 15% or more of the ownership interests of Fund outside the permitted seeding period, that Fund could be treated as a covered fund. Generally, the permitted seeding period is three years from the implementation of a Fund's investment strategy. Because J.P. Morgan does not intend to operate Fund(s) as covered fund(s), it may be required to reduce its ownership interests in a Fund at a time sooner than would otherwise be desirable. This may require the sale of portfolio securities, which may result in losses, increased transaction costs, and adverse tax consequences. In addition, in cases where J.P. Morgan continues to hold a seed position representing a significant portion of a Fund's assets at the end of the permitted seeding period, the anticipated or actual redemption of shares owned by J.P. Morgan could adversely impact that Fund and could result in the Fund's liquidation. Impacted banking entities are generally required to be in conformance with the Volcker Rule after 21 July 2015.

11.1.5 Liquidity Risk

Certain Funds may invest in instruments where the volume of transactions may fluctuate significantly depending on market sentiment. There is a risk that Investments made by those Funds may become less liquid in response to market developments or adverse investor perceptions. In extreme market situations, there may be few willing buyers and the investments cannot be readily sold at the desired time or price, and those Funds may have to accept a lower price to sell the investments or may not be able to sell the investments at all. Trading in particular securities or other instruments may be suspended or restricted by the relevant exchange or by a governmental or supervisory authority and a Sub-Fund may incur a loss as a result. An inability to sell a portfolio position can adversely affect those Funds' value or prevent those Funds from being able to take advantage of other investment opportunities.

Liquidity risk also includes the risk that those Funds will not be able to pay redemption proceeds within the allowable time period because of unusual market conditions, an unusually high volume of redemption requests, or other uncontrollable factors. To meet redemption requests, those Funds may be forced to sell investments, at an unfavourable time and/or conditions.

Investment in debt securities, small and mid-capitalization stocks and emerging market issuers will be especially subject to the risk that during certain periods, the liquidity of particular issuers or industries, or all securities within a particular investment category, will shrink or disappear suddenly and without warning as a result of adverse economic, market or political events, or adverse investor perceptions whether or not accurate. The downgrading of debt securities may affect the liquidity of investments in debt securities. Other market participants may be attempting to sell debt securities at the same time as a Sub-Fund, causing downward pricing pressure and contributing to illiquidity. The ability and willingness of bond dealers to "make a market" in debt securities has been impacted by both regulatory changes as well as the growth of bond markets. This could potentially lead to decreased liquidity and increased volatility in the debt markets.

The ACD maintains a liquidity management process to monitor the liquidity risk of the Funds, which includes, among other tools and methods of measurement, the use of stress tests under both normal and exceptional liquidity conditions.

The liquidity management systems and procedures allow the ACD to apply various tools and arrangements necessary to ensure that the portfolio of each Fund is sufficiently liquid to normally respond appropriately to redemption requests. In normal circumstances, redemption requests will be processed as set out in section 4.3.5. Other arrangements may also be used in response to redemption requests, including the temporary suspension of such redemption requests in certain circumstances or use of similar arrangements which, if activated, will restrict the redemption rights investors benefit from in normal circumstances as set out at section 4.3.16.

Further details regarding liquidity management can be found in the Supplementary Information on the Risk Management Process which is available upon request from the ACD. The address of the ACD can be found at section 10.2.

11.1.6 Currency Exchange Rates

All of the Fund[s] are valued in Sterling. Where the underlying assets of a Fund are denominated in currencies other than Sterling and are not hedged back to Sterling, investors will be exposed to the risk of fluctuations between Sterling and the currency of the underlying assets, which can adversely affect the return on their investment.

Investors should be aware that any currency hedging process may not give a precise hedge. Furthermore, there is no guarantee that the hedging will be totally successful.

11.1.7 Past Performance

Past performance is not a reliable indicator of future results. The price of investments and the income from them may fall as well as rise and investors may not get back the full amount invested.

11.1.8 Taxation

Tax regulations and concessions are not guaranteed and can change at any time; their implications to a Fund and/or Shareholder will depend on their circumstances.

11.1.9 Effect of Preliminary Charge

Where a preliminary charge is imposed, an investor who sells his Shares after a short period may not receive the amount originally invested even in the absence of a fall in the value of the relevant investments.

Therefore, investment in the Funds should be viewed as a medium to long term investment.

11.1.10 Suspension of Dealings in Shares

Investors are reminded that in certain circumstances their right to sell Shares may be suspended (see section 4.3.15).

11.1.11 Liabilities of each Fund

Each Fund is a segregated portfolio of assets and, accordingly the assets of a Fund belong exclusively to that Fund and shall not be used to discharge directly or indirectly the liabilities of, or claims against, any other person or body, including the Company, or any other Fund and shall not be available for any such purpose. While the provisions of the OEIC Regulations provide for segregated liability between Funds, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under Foreign Law Contracts, it is not yet known how these foreign courts will react to regulations 11A and 11B of the OEIC Regulations.

11.1.12 Cyber Security Risk

As the use of technology has become more prevalent in the course of business, funds have become more susceptible to operational and financial risks associated with cyber security, including: theft, loss, misuse, improper release, corruption and destruction of, or unauthorised access to, confidential or highly restricted data relating to the Company and the Shareholders; and compromises or failures to systems, networks, devices and applications relating to the operations of the Company and its service providers. Cyber security risks may result in financial losses to the Company and the Shareholders; the inability of the Company to transact business with the Shareholders; delays or mistakes in the calculation of the Net Asset Value or other materials provided to Shareholders; the inability to process transactions with Shareholders or other parties; violations of privacy and other laws; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. The Company's service providers (including, but not limited to, the ACD, any Investment Advisers, the Administrator and the Depositary or their agents), financial intermediaries, companies in which a Fund invests and parties with which the Company engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own businesses, which could result in losses to a Fund or the Shareholders. While measures have been developed which are designed to reduce the risks associated with cyber security, there is no guarantee that those measures will be effective, particularly since the Company does not directly control the cyber security defences or plans of its service providers, financial intermediaries and companies in which the Fund invests or with which it does business.

11.2 Equity and Equity-Linked Securities

11.2.1 Equity Investment - General

Equity investment is subject to specific risks relating to the performance of the individual companies held and the market's perception of their performance. Equities are also subject to systematic risks such as general economic conditions, inflation, interest rates, foreign exchange rates and industry sector risks.

11.3 Bonds and other Debt Securities

11.3.1 Bonds and other Debt Securities - General

Bond funds may not behave like direct investments in the underlying Bonds/Debt Securities themselves. By investing in Bond funds, the certainty of receiving a regular fixed amount of income for a defined period of time with the prospect of a future known return of capital is lost.

The prices of Bonds and other Debt Securities can fluctuate significantly depending on the global economic and interest rate conditions. Generally, if interest rates fall, the value of these investments rises and, conversely, if rates rise the value of these investments falls. In markets where interest rates have been at historically low levels, relative to those particular markets, for an extended period of time, they are more likely to go up than down and consequently values are more likely to go down than up.

The general credit market environment and the creditworthiness of the issuer can also cause the value of Bonds and Debt Securities to fluctuate significantly. Issuers of Bonds and other Debt Securities may fail to meet payment obligations (default) or the credit rating of Bonds and other Debt Securities may be downgraded.

To help to determine the creditworthiness of issuers, various rating organisations (such as Standard & Poor's Corporation and Moody's Investors Services) assign ratings to Bonds and other Debt Securities. Generally, ratings are divided into three main categories: "Investment Grade", "Below-Investment Grade" and "Unrated ".

1. Investment Grade - rated from AAA to BBB- by Standard & Poor's (or equivalent in other rating schemes). Although there is always a risk of default, rating agencies believe that issuers of Investment Grade Bonds/Debt Securities have a high probability of making payments on the Bonds/Debt Securities.
2. Below-Investment Grade - rated BB+ and below by Standard & Poor's (or equivalent in other rating schemes). Below-investment Grade Bonds/Debt Securities include Bonds or other Debt Securities that, in the opinion of the rating agencies, are more likely to default. These are also known as High Yield Bonds.
3. Unrated - the creditworthiness of Unrated Bonds/Debt Securities is not measured by reference to an independent credit rating agency. With some exceptions, these Bonds/Debt Securities tend to be less liquid and more risky than rated securities.

Market Events Affecting Financial Institutions / Subordinated Debt of Financial Institutions

Adverse macroeconomic conditions may adversely affect the credit rating, performance and value of any Bond or other Debt Security that a Fund is invested in. It is possible that credit markets may experience one or more liquidity crises during the term of a Fund which may result in higher default rates than anticipated on the Bonds and other Debt Securities.

Certain financial institutions, including institutions which have systemic importance, may be adversely affected by such crises and could restructure, merge with other financial institutions, or be nationalised (whether in part or in full), be subject to government intervention or go bankrupt or become insolvent. Any of these events may have an adverse effect on a Fund and may result in the disruption or complete cancellation of payments to the Fund. Such events may have a significant effect on a Fund and its assets.

Prospective investors should note that a Fund's investments may include Bonds and other Debt Securities that constitute subordinated obligations. Upon the occurrence of any of the events outlined above the claims of any holder of such subordinated securities will rank behind in priority to the claims of senior creditors. Payments may not be made to the Fund in respect of any holdings of subordinated Bonds or Debt Securities until the claims of senior creditors have been satisfied or provided for in full.

11.3.2 High Yield Bonds

The credit quality of High Yield Bonds is Below Investment Grade and they usually offer higher yields to compensate for the reduced creditworthiness and the increased risk of default relative to Investment Grade Bonds.

11.3.3 Asset Backed Securities (ABS) and Mortgage Backed Securities (MBS)

ABS and MBS are securities that entitle the holder to receive payments that are primarily dependent upon the cash flow arising from a specified pool of financial assets such as residential or commercial mortgages, car loans or credit cards. As such, they may be highly illiquid, subject to adverse changes in interest rates and to the risk that the payment obligations relating to the underlying issuer are not met.

Owing to the nature of some ABS and MBS, the exact timing and size of cashflows paid by the securities may not be fully assured. There is a risk that such changes to cashflows may negatively affect the returns of the securities.

11.3.4 Distributions from Bond Funds

Bond funds will normally distribute a combination of Coupon and the expected discount/premium on the securities. Therefore, a Fund's distribution will comprise income received and an element of projected capital gains or losses. This could result in an element of capital gain being taxed as income in the hands of an investor.

The Funds may have exposure to corporate and other Bonds/Debt Securities and the risks associated with them through investment in collective investment schemes which may themselves be directly invested in corporate and other Bonds/Debt Securities.

11.4 Smaller Companies

Smaller companies' securities may be more difficult to sell, more volatile and tend to carry greater financial risk than the securities of larger companies as a result of inadequate trading volume or restrictions on trading. Smaller companies may possess greater potential for growth, but can also involve greater risks, such as limited product lines and markets, and financial or managerial resources. Trading in such securities may be subject to more abrupt price movements and greater fluctuations in available liquidity than trading in the securities of larger companies.

The Funds may have exposure to smaller companies and the risks associated with them through investment in collective investment schemes which may themselves be directly invested in smaller companies.

11.5 Emerging Markets

Investments in Emerging and less developed markets may involve additional risks due to the fact that the legal, judicial, and regulatory infrastructure is still developing which gives rise to potential uncertainty for market participants. Investors should consider whether or not investment in such Funds is either suitable for, or should constitute a substantial part of, their portfolio.

Some of the additional risks of investing in Emerging Markets are as follows:

(A) Political and Economic Risks

- Political and economic instability (including civil conflicts and war) can result in changes to, or reversal of, legal/fiscal/regulatory/market reforms. Assets could be compulsorily acquired without adequate compensation, restrictions imposed on free movement of capital or new taxes or exchange controls imposed.

- Substantial government involvement in, and influence on, the economy may affect the value of securities
- Governments and companies in Emerging Markets may be more prone to default on their debt which would adversely affect the value of investments in their securities. Even if no default occurs, any perception that such an event is increasingly likely could cause the value of investments to fall substantially.
- High interest and inflation rates can mean that businesses have difficulty in obtaining working capital.
- A country may be heavily dependent on its commodity and natural resource exports and therefore vulnerable to weaknesses in world prices for these products.

(B) Legal Environment

- The legal environment in Emerging Market countries can often be contradictory and uncertain, particularly in respect of taxation. Judicial independence and political neutrality cannot be guaranteed.
- Companies in Emerging Markets may not be subject to the same level of government supervision and regulation of securities markets as countries with more advanced frameworks.
- Legislation can be imposed retrospectively and recourse to the legal system may be lengthy and protracted. There is no certainty that investors will be compensated in full or at all for any damage incurred.

(C) Accounting Practices

- The accounting, auditing and financial reporting system may not accord with international standards and reports brought into line with international standards may not always contain correct information.
- Obligations on companies to publish financial information may also be limited.

(D) Shareholder Risk

- Existing legislation may not yet be adequately developed to protect the rights of minority shareholders and there is generally no concept of any fiduciary duty to shareholders on the part of management.
- Liability for violation of shareholder rights, if any, may be limited.

(E) Market and Settlement Risks

- Restrictions on foreign investment in Emerging Markets may preclude investment in certain securities by certain Funds and, as a result, limit investment opportunities for such Funds
- Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain Emerging Markets may mean that from time to time an investor may experience more difficulty in purchasing or selling holdings of securities and in currency repatriation than would be the case in a more developed market.
- Certain Emerging Markets may not afford the same level of investor protection or investor disclosure as would apply in more developed jurisdictions.
- The absence of reliable pricing may make it difficult to accurately assess the market value of assets.
- Settlement procedures may be less developed and still be in physical as well as in dematerialised form. Investment may carry risks associated with failed or delayed settlement.
- Registration of securities may be subject to delay and it may be difficult to prove beneficial ownership of securities during the period of delay. The share register may not be properly maintained and ownership or interest may not be (or remain) fully protected.
- The concepts of legal ownership and beneficial ownership are only just beginning to develop in some markets. Courts in such markets could decide that a beneficial owner has no rights in respect of securities registered in a nominee name or in the name of a custodian.
- The provision for custody of assets may be less developed than in more mature markets.

(F) Currency Risk

- Conversion into foreign currency or transfer from some markets of proceeds received for the sale of securities cannot be guaranteed.
- Exchange rate fluctuations may occur between the trade date of a transaction and the date on which the currency is acquired to meet settlement obligations.

(G) Taxation

- Proceeds from sales of securities and receipt of dividends and other income may be, or become, subject to tax, levies, duties or other fees imposed by the authorities of an Emerging Market. Some taxation may be levied by withholding at source.
- Tax law in certain countries may not be clearly established and current interpretation or understanding of practice may change. Tax law may be changed with retrospective effect which might result in unanticipated additional taxation.

(H) Counterparty Risk

- In some markets there may be no secure method of 'delivery versus payment' to minimise exposure to counterparty risk. It may be necessary to make payment for a purchase prior to receipt of the securities or delivery for a sale before receipt of sale proceeds.
- The Funds may have exposure to Emerging Markets and the risks associated with them through investment in collective investment schemes which may themselves be directly invested in Emerging Markets.

11.6 Financial Derivative Instruments (derivatives) and Forward Transactions

11.6.1 Derivatives and Forward Transactions for investment purposes

Where the investment policy of a Fund permits the use of derivatives and/or forward transactions for investment purposes, the Fund may be Leveraged, potentially increasing the volatility and risk of the Fund. Investment in derivatives and forwards may result in losses to a Fund in excess of the amount invested.

11.6.2 Volatility

When undertaking derivative and forward transactions, the low margin deposits normally required may lead to a high degree of Leverage, which may also lead to greater fluctuations in the price of a Fund.

11.6.3 Risk of Credit Derivatives

The behaviour of credit derivatives can be different from the equivalent cash securities. Their prices may fluctuate more and the markets could be less liquid which could entail greater risk.

11.6.4 Particular Risks of Exchange Traded Derivative Transactions

11.6.4.1 Suspensions of Trading

Each securities exchange or derivatives market typically has the right to suspend or limit trading in all securities or derivatives which it lists. Such a suspension would render it impossible for a Fund to liquidate positions and, accordingly, expose a Fund to losses and delays in its ability to redeem Shares.

11.6.5 Particular Risks of OTC Derivative Transactions

11.6.5.1 Absence of regulation; counterparty default

In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which, for example, forward, spot and option contracts on currencies, credit default swaps and total return swaps are generally traded) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, any Fund entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that a Fund will sustain losses. A Fund will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of letters of credit or collateral from certain counterparties. Regardless of the measures a Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that a Fund will not sustain losses as a result.

11.6.5.2 Necessity for counterparty relationships

As noted above, participants in the OTC market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. A Fund may enter into transactions on the basis of credit facilities established on behalf of any company within JPMorgan Chase & Co. While a Fund and its investment manager may believe that they will be able to establish multiple counterparty business relationships to permit the Fund to effect transactions in the OTC market and other counterparty markets (including credit default swaps, total return swaps and other swaps market as applicable), there can be no assurance that it will be able to do so. An inability to establish or maintain such relationships would potentially increase the Fund's counterparty credit risk, limit its operations and could require the Fund to cease investment operations or conduct a substantial portion of such operations in the futures markets. Moreover, the counterparties with which a Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to the Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

11.6.5.3 Counterparty ceasing to trade in certain instruments

From time to time, the counterparties with which a Fund effects transactions might cease making markets or quoting prices in certain of the instruments. In such instances, the Fund might be unable to enter into a desired transaction in currencies, credit default swaps or total return swaps or to enter into an offsetting transaction with respect to an open position, which might adversely affect its performance.

11.7 Impact of Margin Requirements

In the context of derivative transactions entered into at a Fund or Share Class level, the Fund may be required to place initial and/or variation margin with its counterparty. Consequently, the Fund may be required to hold a proportion of its assets in cash or other liquid assets to satisfy any applicable margin requirements for the Fund or the Hedged Share Classes. This may have a positive or negative impact on the investment performance of the Fund or the Hedged Share Classes.

11.8 Unregulated collective investment schemes

Up to 20% of the value of a non-UCITS retail scheme may be invested in unregulated collective investment schemes. Such schemes are subject to less onerous regulatory supervision than regulated schemes, and therefore may be considered higher risk.

11.9 Alternative Investment Fund Managers Directive (AIFMD)

The AIFMD entered into force on 21 July, 2011. European Union ("EU") member states implemented the AIFMD into their national laws on 22 July, 2013. The AIFMD covers the regulation of alternative investment funds that are not Undertakings for the Collective Investment of Transferable Securities ("UCITS") but which are marketed or managed in the EU. The management of the Company is caught by the AIFMD.

11.10 Dodd-Frank Wall Street Reform and Consumer Protection Act

Recent legislative changes in the United States are relevant to JPMorgan Chase & Co. and its affiliates ("JPM") and may be relevant to the Company and investors in the Funds. On 21 July 2010, President Obama signed into law the "Dodd-Frank Wall Street Reform and Consumer Protection Act" (the "Dodd-Frank Act"). The Dodd-Frank Act includes certain provisions (known as the "Volcker Rule") that restrict the ability of a banking entity, such as JPM, from acquiring or retaining any equity, partnership or other ownership interest in, or sponsoring, a hedge fund or private equity fund or certain other funds and prohibit certain transactions between such funds and JPM.

While there can be no certainty as to the final form of any rules implementing the Dodd-Frank Act, those rules are likely to be adverse to the operation and management of certain non-U.S. funds, including non-U.S. private funds that are offered exclusively to non-U.S. persons, such as the Company. Depending on the final form of such rules, those rules may, among other things, (1) prohibit banking entities, such as JPM, from acquiring or retaining any equity or other ownership interest in a Fund, except for a de minimis investment (generally an investment by JPM in a hedge fund or private equity fund will be considered de minimis if the investment is not more than three percent of the total ownership interests of a Fund and is immaterial to JPM (as defined by rule); but in no case may the aggregate of all of the interests of JPM in all such sub-funds exceed three percent of the Tier 1 capital of JPM), (2) prohibit directors and employees of JPM not directly engaged in providing investment advisory or other services to the Company/and or a Fund from taking or retaining any equity or other ownership interest in the Company/and or a Fund and limit or prohibit the ability of employees of JPM and their investment vehicles from investing in or co-investing with a Fund, (3) require that the name of the Company / and or Fund be changed to remove any reference to JPM, (4) result in the carried interest allocated to the special carry member (if any) being potentially restructured as an incentive fee, and (5) prohibit certain "covered transactions" (generally the extension of any credit) between the Company / and or Fund and any JPM entity. In addition, JPM may not be permitted to deviate from the fees and expenses contractually agreed between the Company and JPM in the governing documents of the Company. Further, the investment opportunities, investment strategies or actions of a Fund may be limited in order to comply with the Volcker Rule's restriction on material conflicts of interest. There could be other regulatory and management consequences to the Company / and or Fund, depending upon the final rules ultimately adopted.

The proposed final rules that implement the Volcker Rule were released on 11 October 2011 and were open for public comment until 13 February 2012 and are expected to be made final sometime in 2013. On 19 April 2012, the U.S. Federal Reserve Board issued a statement clarifying that the activities of banking entities had to be conformed to the Volcker Rule by July 2014 (the "Conformance period") and that banking entities are required to implement "good faith efforts" to ensure that compliance. The final rules that implement the Volcker Rule have not been published and may, when published, materially alter the potential restrictions described in this section.

If the proposed final rules were adopted as drafted, the Company would be deemed to be a "covered fund" under the Volcker Rule and all of the restrictions described above would be applicable to the Company. Although compliance with the Volcker Rule is required to be completed by 21 July 2014, JPM or certain employees of JPM, may be required to redeem or transfer their interests in a Fund to a third party as a result of, or in connection with, the Volcker Rule to reduce JPM's and such employees position in the Fund to the required Volcker limits. Such redemptions could require a Fund to liquidate positions sooner than would otherwise be desirable, which could adversely affect the performance of the Fund and limit the Fund's ability to diversify its holdings and achieve its investment objective.

Due to the prohibition on certain transactions between the Company/and or a Fund and JPM, there may be certain investment opportunities, investment strategies or actions that the Investment Adviser will not undertake on behalf of the Company/and or a Fund. A fund that is not advised or sponsored by JPM may not be subject to those considerations.

Investments in the Company are not deposits or obligations of, or guaranteed or endorsed in any way by, the ACD, JPMorgan Chase & Co. Chase Bank, N.A., JPMorgan Chase & Co. or any other bank.

None of the Investment Adviser, ACD, JPMorgan Chase Bank, N.A. or any other JPM entity, the U.S. Federal Deposit Insurance Company or any other bank or governmental agency, directly or indirectly, guarantees, assumes or otherwise insures the obligations or performance of a Fund or of any other fund or company in which the Fund invests.

Any losses in a Fund will be borne solely by investors in the Fund/ and not by JPM, JPMorgan Chase Bank, N.A., the ACD, or any other JPM entity; therefore, losses in a Fund will be limited to losses attributable to the ownership interests in the Fund held by JPM in its capacity as an investor in the Fund.

11.11 Commodities and Commodity Index Instruments

11.11.1 General

Investments in companies involved in commodities or in financial instruments which grant an exposure to commodities involve additional risks than those resulting from traditional investments. More specifically, political, military and natural events may influence the production and trading of commodities and, as a consequence, influence companies involved in commodities or financial instruments which grant exposure to commodities; terrorism and other criminal activities may have an influence on the availability of commodities and therefore also negatively impact companies involved in commodities or financial instruments which grant exposure to commodities.

11.11.2 Exchange Traded Commodities

The value of Exchange Traded Commodities will reflect the price of the underlying commodity or basket of commodities which can be very volatile

Further information about the risks and related matters for individual funds can be found in Appendix A.

Appendix A: Fund Details

Name	JPM Diversified Growth Fund
FCA product reference number (PRN)	**636016**
Investment objective and policy	The Fund aims to provide long term capital growth by investing in a diversified mix of asset classes. As a result of its diversified portfolio the Fund is expected to have a lower level of volatility than equity markets as represented by the MSCI World Index. The Fund may invest either directly or via collective investment schemes, which may be managed by the Investment Adviser or any other member of JPMorgan Chase & co., in a broad range of assets including, but not limited to, global equities, fixed income (including high yield and emerging market debt), alternatives (including private equity and property) and cash and cash equivalents. The Fund may have exposure to Emerging Markets and smaller companies. **The Fund may use Financial Derivative Instruments (derivatives) for investment purposes or Efficient Portfolio Management including hedging, where appropriate (see Section 11.6 for Risk Warnings on derivatives).** The Fund may invest in assets denominated in any currency and non-Sterling currency exposure (excluding Emerging Markets local currency) will normally be hedged back to Sterling.
Benchmark	ICE 1 Month GBP LIBOR Note: The Fund will be managed without reference to its Benchmark.
Risk profile	• The value of your investment may fall as well as rise and you may get back less than you originally invested. • The value of Equity and Equity-Linked Securities held in the underlying funds may fluctuate in response to the performance of individual companies and general market conditions. • The Fund may use Financial Derivative Instruments (derivatives) and/or forward transactions for investment purposes. The value of derivatives can be volatile. This is because a small movement in the value of the underlying asset can cause a large movement in the value of the derivative and therefore, investment in derivatives may

result in losses in excess of the amount invested by the Fund.

- The value of Bonds and other Debt Securities may change significantly depending on market, economic and interest rate conditions as well as the creditworthiness of the issuer. Issuers of Bonds and other Debt Securities may fail to meet payment obligations (default) or the credit rating of Bonds and other Debt Securities may be downgraded. These risks are typically increased for Below Investment Grade and certain Unrated securities, which may also be subject to higher volatility and be more difficult to sell than Investment Grade securities.
- The value of securities in which the Fund invests may be influenced by movements in commodity prices which can be very volatile.
- Emerging Markets may be subject to increased political, regulatory and economic instability, less developed custody and settlement practices, poor transparency and greater financial risks. Emerging Market currencies may be subject to volatile price movements. Emerging Market securities may also be subject to higher volatility and be more difficult to sell than non-Emerging Market securities.
- Investments in companies engaged in the business of real estate may be subject to increased liquidity risk and price volatility due to changes in economic conditions and interest rates.
- The Fund's asset allocation is actively managed. There is a risk that the performance of the Fund will suffer if the allocation to any particular asset class is low when that asset class is outperforming or high when that asset class is underperforming.
- Please refer to Part 11 of this Prospectus for details of the general risk factors affecting this Fund in addition to the specific risk factors above.

Profile of the typical investor	Given that the Fund is diversified across a number of markets and asset classes it may suit investors who are looking for a fund offering long-term capital growth with lower volatility (when compared to a traditional equity fund).
Annual income distribution date	31st July
Interim income distribution date(s)	None

ISA status:	Qualifying investment for stocks and shares ISA
Maximum level of leverage expressed as a ratio of the Fund's total exposure to its NAV	Under the Gross Method is 3 : 1; and under the Commitment Method is 3 : 1.

Share Class:	A Shares	
Types of Shares:	Net accumulation	
Preliminary charge:	Nil	
Annual fee of ACD:	0.70%	
Operating Expenses*:	0.15% max	
Investment Minima:		**Net Accumulation**
	Lump sum	£1,000
	Holding	£1,000
	Top-up	£100
	Regular savings	£100 per month
	Redemptions	£100

Share Class:	B Shares	
Types of Shares:	Net accumulation	
Preliminary charge:	Nil	
Annual fee of ACD:	0.45%	
Operating Expenses*:	0.15% max	
Investment Minima:		**Net Accumulation**
	Lump sum	£1,000,000
	Holding	£1,000,000
	Top-up	£100,000
	Redemptions	£25,000

Share Class:	C Shares	
Types of Shares:	Net accumulation	
Preliminary charge:	Nil	
Annual fee of ACD:	0.35%	
Operating Expenses*:	0.15% max	
Investment Minima:		**Net Accumulation**
	Lump sum	£5,000,000
	Holding	£5,000,000
	Top-up	£100,000
	Redemptions	£25,000

* Other expenses such as broker's commission, interest on borrowing, stamp duties and transfer taxes may also be charged to the Fund.

When JPM Diversified Growth Fund purchases units or shares in other collective investment schemes managed by the Investment Adviser or any other member of JPMorgan Chase & Co, there is no initial charge included in the price at which those units or shares are purchased.

These collective investment schemes in which the Fund may invest will be subject to operating and administrative expenses. These expenses are typically reflected in the price of the underlying funds which the Fund holds.

Where the charge (annual charge in respect of a unit trust, annual ACD fee in respect of a UK OEIC, and annual management and advisory fee in respect of a Luxembourg fund) on an underlying fund is less than the current ACD fee for the Share Class, the balance of the ACD fee for the Share Class will be applied to the Share Class. Where the charge on an underlying fund is greater than the current ACD fee for the Share Class, the excess charge will be rebated to the Share Class. Where the annual charge on an underlying fund is the same as the current ACD fee for the Share Class, no additional charge will be applied to the Share Class.

When JPM Diversified Growth Fund purchases units or shares in other collective investment schemes that are not managed by a member of JPMorgan Chase & Co, any fees and expenses associated with these collective investment schemes will be typically included in the price of the underlying collective investment schemes which the Fund holds and will be reflected in the ongoing charge of the JPM Diversified Growth Fund.

APPENDIX B: APPROVED SECURITIES

An Approved Security is a transferable security which is:

(a) admitted to the official listing in an EEA State; or

(b) traded on or under the rules of an Eligible Securities Market (otherwise than by specific permission of the market authority).

An Eligible Securities Market is a securities market established in an EEA State on which transferable securities admitted to the official listing in that country are dealt or traded.

New Eligible Securities Markets for a Fund may be added to the existing list if:

(a) the ACD, after consultation with and notification to the Depositary, decides that market is appropriate for investment of, or dealing in, the Scheme Property; and

(b) the Depositary has taken reasonable care to determine that:

   (i) adequate custody arrangements can be provided for the investment dealt in on that market; and

   (ii) all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

APPENDIX C: ADDITIONAL ELIGIBLE SECURITIES MARKETS

For each Fund, an Eligible Securities Market is any of the following markets:

EEA[1] – all EEA Members Stock Exchanges except for Malta and Iceland
Argentina – Buenos Aires Stock Exchange
Australia – The Australian Securities Exchange (ASX Limited)
Bahrain – Bahrain Bourse
Bangladesh – Dhaka Stock Exchange
Brazil – BM&F BOVESPA
Canada – the over-the-counter market in Canadian Government Bonds, regulated by the Investment Industry Regulatory Organisation of Canada.
Canada – Toronto Stock Exchange (TMX Group)
Canada – TSX Venture Exchange (TMX Group)
Chile –Santiago Stock Exchange
China – China Interbank Bond Market
China – Shanghai Stock Exchange
China – Shenzhen Stock Exchange
Colombia – Bolsa de Valores de Colombia
Egypt – Egyptian Stock Exchange
Hong Kong – The Hong Kong Exchanges and Clearing Ltd
Hong Kong – Hong Kong/Shanghai Stock Connect
ICMA – the OTC market organised by the International Capital Market Association (ICMA)
India – The National Stock Exchange of India
India – The Bombay Stock Exchange Ltd
Indonesia – Indonesia Stock Exchange
Israel – The Tel Aviv Stock Exchange
Japan – Nagoya Stock Exchange
Japan – The Osaka Securities Exchange (Japan Exchange Group)
Japan – JASDAQ Securities Exchange
Japan – The Tokyo Stock Exchange (Japan Exchange Group)
Japan – TSE Mothers
Jordan – Amman Stock Exchange
Korea – Korea Exchange Incorporated
Kuwait – Kuwait Stock Exchange
Malaysia – Bursa Malaysia
Mexico – The Mexican Stock Exchange
Morocco – Casablanca Stock Exchange
New Zealand – The New Zealand Stock Exchange

Oman – Muscat Securities Market
Pakistan – Karachi Stock Exchange
Peru – Lima Stock Exchange
Philippines – The Philippine Stock Exchange, Inc
Qatar – Qatar Exchange
Russia[2] – Moscow Exchange
Saudi Arabia – Tadawul
Singapore – Catalist (the second tier on the Singapore Stock Exchange)
Singapore – The Singapore Exchange
South Africa – JSE Securities Exchange
Sri Lanka – Colombo Stock Exchange
Switzerland – SIX Swiss Exchange
Taiwan – Gre Tai Securities Market
Taiwan – Taiwan Stock Exchange
Thailand – The Stock Exchange of Thailand
Turkey – Istanbul Stock Exchange
United Arab Emirates – Abu Dhabi Securities Exchange
United Arab Emirates – Dubai Financial Market
United Arab Emirates – NASDAQ Dubai
USA – NASDAQ (and PORTAL)
USA – the OTC market in US government securities conducted by primary dealers selected by the Federal Reserve Bank of New York
USA – The New York Stock Exchange
USA – The OTC Bulletin Board Market operated by NASD
USA – The New York Stock Exchange Arca
USA – NASDAQ OMX PHLX

[1] EEA Members are Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, the Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom.

[2] The Moscow Exchange may be considered as an Eligible Market subject to the following criteria:

- Russia must be an eligible country for investment by the Fund.
- Only the securities which are classified as Level 1 on the Moscow Exchange will be considered as transferable securities. Other securities will be deemed ineligible/unquoted.

APPENDIX D: ELIGIBLE DERIVATIVES MARKETS

For each Fund, an Eligible Derivatives Market is any of the following markets:

Australia – The Australian Securities Exchange (ASX Limited)

Brazil – BM&F BOVESPA

Canada – The Montreal Exchange (TMX Group)

EEA – Euronext Brussels

EEA – Athens Derivatives Exchange (ADEX)

EEA – BME Spanish Exchanges

EEA – Eurex Germany

EEA – Euronext Amsterdam

EEA – Euronext LIFFE

EEA – Euronext Lisbon

EEA – Euronext Paris

EEA – ICE Futures Europe

EEA – IDEM

EEA – Euronext Dublin

EEA – NASDAQ OMX (Helsinki)

EEA – NASDAQ OMX Copenhagen

EEA – NASDAQ OMX Stockholm

EEA – Vienna Stock Exchange

EEA – Warsaw Stock Exchange

Hong Kong – The Hong Kong Exchanges and Clearing Ltd

India – The National Stock Exchange of India

India – The Bombay Stock Exchange

Japan – The Osaka Securities Exchange

Japan – The Tokyo Stock Exchange

Japan – Tokyo Financial Exchange

Korea – Korea Exchange Incorporated

Malaysia – Bursa Malaysia Derivatives Berhad (BMD)

Mexico – Mexican Derivatives Exchange

New Zealand – New Zealand Futures and Options Exchange

Singapore – The Singapore Exchange

South Africa – JSE Securities Exchange

Switzerland – EUREX (Zurich)

Taiwan – Taiwan Futures Exchange

Thailand – Thailand Futures Exchange (TFEX)

Turkey – Turkish Derivatives Exchange (TurkDEX)
USA – Chicago Board Options Exchange
USA – CME Group
USA – ICE
USA – Kansas City Board of Trade
USA – The New York Stock Exchange Arca
USA – NASDAQ OMX PHLX

New Eligible Derivatives Markets for a Fund may be added to the existing list if:

(a) the ACD, after consultation with and notification to the Depositary, decides that market is appropriate for investment of, or dealing in, the Scheme Property; and

(b) the Depositary has taken reasonable care to determine that:

   (i) adequate custody arrangements can be provided for the investment dealt in on that market; and

   (ii) all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

APPENDIX E: REGULATED COLLECTIVE INVESTMENT SCHEMES AND COLLECTIVE INVESTMENT FUNDS MANAGED BY THE ACD

JPMorgan Funds Limited also acts as authorised corporate director of the open-ended investment companies and common investment funds listed below:

Open-ended investment companies:

JPMorgan Fund ICVC

JPMorgan Fund II ICVC

APPENDIX F: FUND PERFORMANCE DATA

Fund/Share Class name **Data as at 31 December 2017**	**2017/2016 (%)**	**2016/2015 (%)**	**2015/2014 (%)**	**2014/2013 (%)**	**2013/2012 (%)**
JPM Diversified Growth Fund A Acc	14.6	16.5	5.8	5.5	26.7

The historical performance is based on the quoted prices with income reinvested, net of tax and charges.

Figures show annual performance

You should remember that past performance is not a reliable indicator of future results. The price of investments and the income from them may fall as well as rise and investors may not get back the full amount invested.

Investment in Shares of all Fund(s) (excluding any Short-Term Money Market Funds or Money Market Funds) should be regarded as a long-term investment. Currently, none of the Fund(s) qualify as a Short-Term Money Market Fund or a Money Market Fund.

Source JPM/JPMorgan Chase

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