



22 March 2024

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU DO NOT UNDERSTAND IT OR ARE IN ANY DOUBT AS TO THE ACTION YOU ARE TO TAKE YOU SHOULD CONSULT IMMEDIATELY WITH YOUR FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

Dear Sir/Madam,

Important information in respect of your investment in the ES River and Mercantile UK Dynamic Equity Fund, a sub-fund of the ES River And Mercantile Funds ICVC (the "Company").

As Authorised Corporate Director ('ACD') of the Company, we, Equity Trustees Fund Services Limited, are writing to you as a Shareholder in the ES River and Mercantile UK Dynamic Equity Fund to inform you that we seek Shareholder approval through an Extraordinary General Meeting ('EGM') to merge the ES River and Mercantile UK Dynamic Equity Fund (the 'Merging Fund') with the UK Opportunities Fund (the 'Receiving Fund').

The Receiving Fund is a sub-fund of SVM Funds ICVC, where SVM Asset Management Limited ('SVM') is the appointed ACD and River Global Investors LLP ('RGI')* is the delegated Investment Manager. Both SVM and RGI are regulated subsidiaries of River Global Holdings Limited.

The Merging Fund has experienced a significant reduction in its Assets Under Management ('AUM') over the last 2 years, with the AUM of the Merging Fund as at the end of October 2023 being more than 50% lower than the AUM at the end of October 2021. This reduction in AUM has reduced the Merging Fund's ability to attract new investors and put pressure on the operation of the Merging Fund as well as reducing its ability to access economies of scale that would allow the Merging Fund's Ongoing Charges Figure ('OCF') to be lowered over time.

Having now considered all options for the ongoing operation of the Merging Fund, Equity Trustees Fund Services Limited, as the ACD, considers a merger of the Merging Fund with the Receiving Fund to be the best option for the Shareholders. By merging the funds, the Receiving Fund will have a greater capacity to access economies of scale within a more viable operating platform that it is believed will over time potentially reduce the operational cost. It will additionally provide continuity for Shareholders of the Merging Fund by allowing them to continue their investment through a substantially similar fund with the same Investment Manager.

We therefore recommend that you vote in favour of the resolution being proposed at the EGM.

* Effective from 1 December 2023, River and Mercantile Asset Management LLP, the Investment Manager of ES River and Mercantile Funds ICVC, changed their name to River Global Investors LLP. Further details can be found from [River and Mercantile rebrands to River Global | River Global](#).

The attached investor circular highlights some of the key differences between the Merging and the Receiving Funds, and we have also attached the current Key Investor Information Document (KIID) for the Receiving Fund for your review prior to submitting your vote.

Copies of the Receiving Fund's Prospectus along with the latest Financial Statements and the latest Assessment of Value Report can be found at <https://svmonline.co.uk/literature>.

It is important that you read this circular and Appendices carefully and submit your vote as soon as possible and, in any event, so that it arrives no later than 11.30am on 15th April. Please contact the company who shared this letter with you for how to submit your vote, or if you are a direct investor, you should return the enclosed Proxy Form for the Extraordinary General Meeting via the enclosed pre-paid envelope or via an email to bnymproxy@capita.com.

Please note that votes received after 11.30am on 15th April will not be counted.

You should bear in mind that all investment carries risks and, as with your existing investment in the Merging Fund, you should consider the risk factors set out in the enclosed KIID and Appendix 1 of the circular when considering the proposals set out in this document.

If the Extraordinary Resolution is passed, the Scheme will bind all Shareholders in the Merging Fund whether or not they voted in favour at the Meeting or voted at all. An extraordinary resolution has to be approved by a majority of Shareholders in favour of not less than 75% of the total number of votes cast. If Shareholders do not pass the Extraordinary Resolution, the Board of Equity Trustees Fund Services Limited as ACD in consultation with the Depositary will reconvene to discuss and consider alternative options for the ongoing operation of the Fund.

If you are a Nominee Shareholder holding the shares in the Merging Fund on behalf of individual underlying investors, we would ask that you share the content of this circular with your underlying investors in accordance with your agreed terms of business.

If you have any questions regarding this letter, we recommend that you contact your usual independent financial adviser in the first instance. Alternatively, we are happy to answer your general questions on +44 (0)345 603 3618. Our telephone lines are open Monday to Friday, 9am to 5pm.

Yours faithfully



James Gardner

CEO

Equity Trustees Fund Services Limited

Authorised Corporate Director to the ES River And Mercantile Funds ICVC

Circular

25th March 2024

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of this document or the action to be taken you should consult your stockbroker, bank manager, solicitor, accountant or financial adviser.



Proposal for a Scheme of Arrangement in relation to merge ES River and Mercantile UK Dynamic Equity Fund with UK Opportunities Fund

You have received this document and the enclosed Proxy Form as you are currently a Shareholder in the ES River and Mercantile UK Dynamic Equity Fund.

This document tells you about our proposal to merge ES River and Mercantile UK Dynamic Equity Fund (the 'Merging Fund') with UK Opportunities Fund, a sub-fund of the SVM Funds ICVC, (the 'Receiving Fund') by way of a Scheme of Arrangement (the 'Scheme') and explains what our proposals mean for you. For our proposals to take effect, an Extraordinary Resolution must be passed at a Meeting of Shareholders of the Merging Fund (the 'Extraordinary General Meeting' or 'Meeting').

This document also contains the information to assist you in making your decision and an explanation as to how you can use your vote. An Extraordinary General Meeting will be held on 17th April at 11.30am and a Notice of the Meeting is set out in Appendix 6.

Remote attendance via a Virtual Meeting Platform is available for Shareholders of the Merging Fund to attend, submit written questions and vote at the Extraordinary General Meeting. To register for the Meeting, please refer to section "Action to be Taken" in this document for details.

If you do not intend to attend the Meeting, you are requested to complete the Proxy Form enclosed with this document and to send it in accordance with the instructions set out in it as soon as possible and in any event so that it arrives not later than 11.30am on 15th April (48 hours before the time of the Meeting). Please note that if we do not receive your Form of Proxy by this date, your vote will not count. For the avoidance of doubt, completing the Form of Proxy will not prevent you from attending and voting at the Extraordinary General Meeting, if you wish to do so.

Terms beginning with a capital letter are defined in the Glossary of Terms at Appendix 1.

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Reasons for the Merger Proposals

The Merging Fund has experienced a significant reduction in its Assets Under Management ('AUM') over the last 2 years, with the AUM of the fund as at the end of October 2023 being more than 50% lower than the AUM at the end of October 2021. This reduction in AUM has reduced the fund's ability to attract new investors and put pressure on the operation of the fund as well as reducing the fund's ability to access economies of scale that would allow the funds Ongoing Charges Figure ('OCF') to be lowered over time.

Having now considered all options for the ongoing operation of the Fund, Equity Trustees Fund Services Limited, as the Authorised Corporate Director (the 'ACD') of the Merging Fund, considers a merger of the Merging Fund with the Receiving Fund to be the best option for the Merging Fund's shareholders.

The Receiving Fund is a sub-fund of SVM Funds ICVC, where SVM Asset Management Limited ('SVM') is the appointed ACD and River Global Investors LLP ('RGI') is the delegated Investment Manager. Both SVM and RGI are regulated subsidiaries of River Global Holdings Limited.

By merging the funds, the Receiving Fund will have a greater capacity to access economies of scale within a more viable operating platform that it is believed will over time increase the potential for positive outcomes for all shareholders. It will additionally provide continuity for shareholders of the Merging Fund by allowing them to continue their investment through a substantially similar fund with the same Investment Manager River Global Investors LLP¹.

In selecting the Receiving Fund, the ACD of the Merging Fund have taken into account a range of factors, including investment objectives, investment policies, risk factors, performance, and cost.

Features of the Merging Fund and the Receiving Fund

A comparison of the main differences in Investment Objective and Policies between the Merging Fund and the Receiving Fund is set out below. **It is important that you consider these differences in detail.** This is because the comparison highlights that although there are many similarities, there are nonetheless some differences between the two funds that are subject to the merger.

Similarity and Differences in Investment Objectives and Policies

Investment Objective

The investment objective of the two funds both aim to achieve capital growth over the long term and to outperform the MSCI United Kingdom IMI after fees, over a five-year period. The performances of the two funds are both measured over rolling five-year periods after all fees and costs are deducted.

Investment Policies

Both the Merging Fund and the Receiving Fund aim to achieve their objectives through similar approaches of direct investment in equities and equity related Instruments, and both funds invest at least 80% of their values in UK companies and companies listed in the UK. The Investment Managers of both funds seek to invest in companies with potential to grow, where the potential is not fully reflected in their market valuations (this is referred to as a bias towards the "value" style).

In addition, the investment policy for the Merging Fund states that the fund invests up to 20% of its value in shares of overseas companies (companies which are not UK companies, and which are not listed in the UK), excluding emerging markets, collective investment schemes and cash. The Receiving Fund also permits investment in non-UK equities across other regions such as Eurozone, Australasia and the United States. Emerging markets are not excluded in the Receiving Fund's investment policy; however, there is no exposure to emerging markets in the Receiving Fund at the moment. Please note that market exposures of the Receiving Fund are set at the discretion of the Investment Manager and are reviewed periodically or in response to market events.

¹ Effective from 1 December 2023, River and Mercantile Asset Management LLP, the Investment Manager of ES River and Mercantile Funds ICVC, changed their name to River Global Investors LLP. Further details can be found from [River and Mercantile rebrands to River Global | River Global](#).

There is a difference in investment policy between the two funds that the Receiving Fund uses derivatives for investment purposes in addition to efficient portfolio management, while derivatives are only used for efficient portfolio management in the Merging Fund. However, we do not consider such a difference will make the risk profile of the Receiving Fund materially higher than the Merging Fund, as the use of derivatives in the Receiving Fund is intended to be limited.

We consider that the Receiving Fund is an acceptable alternative to the Merging Fund due to the similarities in the investment objective, benchmark and investment strategy of both Funds. A copy of the main differences between the two funds is set out in Appendix 2. **It is important that you read and understand the Investment Objective and Policies in details.**

Risk and Investor Profiles

The Receiving Fund have a similar target investor profile as the Merging Fund and the Synthetic Risk Reward Indicator ('SRRI') of both funds are 6.

The SRRI is designed to provide a consistent calculation and presentation of risk information for all UK UCITS funds, allowing investors to compare products using an easily understood format. The calculation of the SRRI is based on how the share price has moved over the previous five years – known as the volatility of the share price. The SRRI is presented as a numerical scale between 1 and 7; with 1 meaning low risk and 7 a higher level of risk but with the potential for a higher level of return.

Our Merger Proposal

Our proposal in relation to the Merging Fund requires its Shareholders to pass an Extraordinary Resolution. To be passed and become effective, the Extraordinary Resolution requires not less than 75% of the votes cast at the Extraordinary General Meeting to be in favour of the Scheme. See the **"Action to be Taken"** section below. We propose that the merger is effected by way of the Scheme as set out in Appendix 3.

If the Extraordinary Resolution is passed, the Scheme will be binding on each Shareholder whether or not they voted in favour of the Extraordinary Resolution or at all. The Scheme is a legal document that we have prepared in accordance with the Financial Conduct Authority (the 'FCA') Rules and sets out the terms on which the transfer of the scheme property of the Merging Fund to the Receiving Fund will be undertaken.

If the Extraordinary Resolution is passed, on the Effective Date the scheme property of the Merging Fund will be transferred by way of the Scheme to the Receiving Fund in exchange for the issue of New Shares, whether or not Shareholders voted in favour of it. **Please see also the "Dealing in Shares and New Shares" section below.**

If the Merger Proposal is passed, both the B Accumulation and A Income share classes of the Merging Fund will merge into the B Accumulation share class of the Receiving Fund, where all income from the Fund will be reinvested (accumulated) to your holdings of the Fund and no income distributions will be made.

Please refer to the below table for the share class mapping proposal:

Merging Fund	Receiving Fund
B Accumulation GB00B7H1R583	B Accumulation GB0032084815
A Income GB00B1NG8296	
Z Accumulation GB00B1NGCT49	Z Accumulation ISIN to be confirmed ²

The number of New Shares issued in relation to the Scheme will be equivalent in value to the value attributable to the Shares held immediately before the Effective Date. There will be no initial charge in respect of the issue of New Shares

² Z Class in UK Opportunities Fund is a share class to be created, if the proposed merger is approved, with similar charging structure to the Z Class of ES River and Mercantile UK Dynamic Equity Fund.

under the Scheme. Shares in the Merging Fund will be cancelled and will cease to have any value and instead you will be issued with New Shares in the Receiving Fund.

Rebalancing the Portfolio of the Merging Fund

If the Merger Proposal is approved, to implement the Scheme, the Investment Manager of the Merging Fund will, as far as possible, align the assets held by the Merging Fund with those held in the Receiving Fund prior to the Effective Date. This is referred to as “rebalancing”. The purpose of rebalancing is to try to ensure as best we can, that the assets in the Merging Fund match those in the Receiving Fund. The rebalancing will be carried out during the Rebalancing Period from 12.01 p.m. 19th April 2024 (post Extraordinary General Meeting) to 12.00 p.m. on 26th April 2024. Although the asset allocation of UK equities in the Merging Fund is similar to the Receiving Fund across a broad range of industry sectors, there are differences in the underlying individual stock holdings in the Merging Fund compared to the Receiving Fund due to the Investment Manager’s stock selections. Therefore, we estimate that approximately 85% of the Merging Fund’s portfolio will be realigned during the Rebalancing Period. During such time, stocks in the portfolio of the Merging Fund that are not suitable for the portfolio of the Receiving Fund will be sold and the proceeds will be used to purchase assets that are aligned to the Receiving Fund’s portfolio to ensure that, insofar as possible, the portfolio of the Merging Fund matches that of the Receiving Fund as at the Effective Date. The purchases will take place at the same time as the sales of assets during the Rebalancing Period, to ensure investors of the Merging Fund remain invested in the market. As a consequence, the Merging Fund may not remain compliant with its investment objective and/or policy during the Rebalancing Period. However, the ACD of the Merging Fund anticipates that this will not have any material impact on the Merging Fund’s performance. As the Receiving Fund has shareholders and assets attributable to it, it is important to ensure that existing shareholders in the Receiving Fund are not prejudiced by the Merger Proposal. Rebalancing will help to ensure that there is no dilution when the assets are transferred across into the Receiving Fund, reducing the risk of prejudice to existing shareholders of the Receiving Fund.

Costs of the Merger

The costs and expenses of implementing the Merger Proposal, including the costs of convening and holding the meeting of Shareholders and of preparing associated documentation, will be paid by the ACD of the Merging Fund.

The running costs of the Merging Fund shall be borne by the fund in the usual way. The cost (including brokerage charges and custodian’s fees) associated with aligning the Merging Fund’s portfolio with the Continuing Fund’s portfolio during the Rebalancing Period (see “Rebalancing the portfolio of the Merging Fund” above), where such costs are expected to be around 0.48% of the Merging Fund’s net asset value, taxes and duties (if any) on the transfer under the Scheme, will be paid for out of the property of the Merging Fund.

Once the Merger Proposal takes effect, the ACD of the Merging Fund will meet the costs of terminating the Merging Fund. Such costs will not be paid with fund properties of the Merging Fund, aside from the audit fees which have been accrued in the price of the Merging Fund up until the effective date of the merger.

Client Money Account(s)

As part of the merger, there may be a need to transfer any Client Money credit balances held on behalf of the Merging Fund to the Client Money account(s) of the Receiving Fund. Please be assured that all Client Money balances form part of the scheme property, and as such are fully protected.

Tax

The comments on taxation below are intended only as a general guide to the effect of the Scheme on the tax position (under current UK law and HM Revenue & Customs (‘HMRC’) practice) of Shareholders who are resident or ordinarily resident in the UK for tax purposes and who hold their Shares as investments (and not as securities to be realised in the course of a trade) and who are the beneficial owners thereof. The tax position may be different for other Shareholders. Shareholders are recommended to consult with their professional advisers in respect of their individual tax position.

Investors should be aware there may be tax considerations arising as a result of the merger. The tax implications will depend on each individual investor’s personal circumstances, including country of tax residence, and you are recommended to seek your own tax advice if you are unsure of your obligations.

Capital Gains Tax

Based on our understanding of current UK legislation and current HMRC practice relevant to UK resident and domiciled investors we do not expect that the proposed merger will constitute a disposal of Shares in the Merging Fund for UK capital gains tax purposes. Instead, the New Shares issued under the Scheme in the Receiving Fund should be deemed to have the same acquisition cost and acquisition date for the purposes of UK capital gains tax as the Shares originally acquired in the Merging Fund. Details of the tax clearances that have been sought are set out in Appendix 4.

We do not anticipate that there will be any differences in taxation between the Merging Fund and the Receiving Fund or to the ongoing tax treatment of an investor as a result of the merger. Further information on the tax treatment of your investment can be found in the fund prospectuses.

Stamp Taxes

It is not expected that any UK stamp duty or stamp duty reserve tax will be payable by the investors in connection with the Scheme.

We believe the above information on taxation to be correct at the time of printing this document. However, tax legislation and HMRC practice may change. Please note that the above information does not constitute tax or legal advice. We recommend that you consult an independent professional adviser to obtain specific advice relating to your personal circumstances, especially if you are not or may not be UK resident.

Other Consents

The Bank of New York Mellon (International) Limited as depositary of the Merging Fund (the '**Depositary of the Merging Fund**'), and State Street Trustees Limited as depositary of the Receiving Fund (the '**Depositary of the Receiving Fund**'), whilst not making any recommendation nor offering any opinion on the merits of the proposals contained in this Circular (which are a matter for the personal judgement of each Shareholder), has consented to the references made to it in this document in the form and context in which they appear.

The FCA has been informed of the proposals contained in this document and has confirmed that implementation of these proposals will not affect the authorisation of the Receiving Fund.

Details of all consents and clearances are set out in Appendix 4.

Dealing in Shares and New Shares



If the Extraordinary Resolution is passed, there will be no further subscriptions, redemptions or switches into or out of the Merging Fund after 12pm on 19th April and Shareholders will be issued with New Shares under the merger without any action on their part. **If you do not wish to take part in the merger and receive New Shares, you may place a redemption request or a request to switch to other sub-funds in the ES River and Mercantile Funds ICVC by the usual cut off time for any normal Dealing Day until 12pm on 19th April. Redemptions and switches will be free of charge. Redemption and switch requests received after 12pm on 19th April will be refused and such Shareholders will automatically form part of the merger. If you do redeem your holding, please remember you may be liable to capital gains tax.**

Shareholders who receive New Shares in exchange for their existing shares in the Merging Fund will be able to exercise their rights³ as Shareholders in the Receiving Fund from the first dealing day for dealing in New Shares in accordance with the prospectus of the Receiving Fund.

You may deal in the New Shares from the first dealing day after the New Shares settlement is completed. Further details on the Scheme are set out in Appendix 3.

³ Cancellation rights will not apply to the New Shares.

Proposal if the Extraordinary Resolution Fails

If Shareholders do not pass the Extraordinary Resolution, the ACD will continue to operate the fund as long as it's viable. The Board of the Merging Fund's ACD will continue to monitor the ongoing operation and AUM of the Merging Fund, and in consultation with the Depositary of the Merging Fund discuss and consider alternative options, including liquidation and termination for the future of the Merging Fund.

Key Dates

Qualification date for Shareholders mailing	15 th March, being the date 7 calendar days before the date of this document
Deadline for receipt of Proxy Forms	11.30am on 15 th April (48 hours before the time of the Meeting of Shareholders)
Extraordinary General Meeting	11.30am on 17 th April
Last date / time for dealing in the Merging Fund	12:00pm on 19 th April
Suspension of dealing in the Merging Fund	12:01pm on 19 th April
Valuation Point for the Merging Fund and New Shares for the purposes of the Scheme only	12:00pm on 26 th April
Effective Date of the Scheme	26 th April
First day of dealing in New Shares	First dealing day after the New Shares settlement is completed
Interim income distribution for the Merging Fund declared	On or around 26 th April
Notification of entitlements to New Shares	By 3 rd May

These times and dates may also differ if Equity Trustees Fund Services Limited in consultation with Depositary of the Merging Fund and Depositary of the Receiving Fund, agree that the Effective Date is to be a date other than the 26th of April.

Action to be taken

The Scheme needs to be approved by an Extraordinary Resolution at the Extraordinary General Meeting. To be passed, the Extraordinary Resolution requires at least 75% of the votes cast to be in favour. It is therefore important that you exercise your right to vote. **We believe that our proposals are in the best interests of Shareholders as a whole as outlined in Appendix 2, and we recommend that you vote in favour of the Scheme. If you do not intend to attend the Meeting, it is important that you exercise your voting rights in respect of the Meeting as a Shareholder of the Merging Fund by completing and returning your original enclosed proxy form before 11.30am on 15th April, so that it will arrive no less than 48 hours in advance of the Meeting.**

The Meeting will be held via Microsoft Teams on 11.30am on 17th April. Should you wish to attend, please email bnymproxy@capita.com and a link can be provided to you.

You should carefully consider the proposed Scheme.

It is important that you also read the Key Investor Information Document (the 'KIID') for the appropriate New Share class of the Receiving Fund for details of the appropriate class of New Shares which you will receive if the Scheme becomes effective.

Please do read the KIID carefully before deciding how to vote.

If a quorum is not present within 15 minutes of the time appointed for the Meeting, the chairman will adjourn the Meeting. The enclosed Proxy Forms will remain valid for any adjourned meeting (if required), unless expressly revoked. We will notify Shareholders of any adjournment as soon as practical.

The procedure for the Meeting and list of documents relating to the merger proposals are given in Appendix 5.

Should the Scheme be approved, and you do not wish your holdings in the Merging Fund to be converted to New Shares, you may redeem your Shares free of charge on any normal Dealing Day with usual cut-off times until the final date on which deals will be processed at 12pm on 19th April. **If you do redeem your holding, please remember you may be liable to capital gains tax.**

When considering your options please remember that the value of investments and the income from them may fall as well as rise and you may get back less than you originally invested.

If you are in any doubt as to the action you should take, please consult your financial adviser immediately.

Results of the Meeting

We will notify investors shortly after the Meeting has been held to confirm whether the Scheme has been approved or not. A notice confirming the outcome of the Meeting will also be posted on our website www.equitytrustees.com as soon as possible after the Meeting (or adjourned meeting (if any)) has concluded.

You can also call us on +44 (0)345 603 3618 to find out the result of the Meeting. Our telephone lines are open Monday to Friday, 9am to 5pm.

Any Questions

If you have any questions or require further information, please speak with a person authorised to give financial advice. Alternatively, we are happy to answer your general questions on +44 (0)345 603 3618. Our telephone lines are open Monday to Friday 9am to 5pm.

Please note that while we are happy to answer your general queries, we cannot give you investment advice or tax advice.



Yours faithfully

A handwritten signature in blue ink, appearing to be 'JG', written over a light blue horizontal line.

James Gardner

CEO

Equity Trustees Fund Services Limited

Authorised Corporate Director to the ES River and Mercantile Funds ICVC

Appendix 1 - Glossary of Terms used in this document

The following definitions apply throughout this document unless the context otherwise requires.

Auditors	the auditor of ES River and Mercantile UK Dynamic Equity Fund being PricewaterhouseCoopers LLP; and the auditor of UK Opportunities Fund being Azets Audit Services;
ACD	the ACD of ES River and Mercantile UK Dynamic Equity Fund being Equity Trustees Fund Services Limited and the ACD of UK Opportunities Fund being SVM Asset Management;
CIS	Collective Investment Schemes;
COLL Sourcebook	the Collective Investment Schemes Sourcebook which forms part of the FCA Handbook of Rules and Guidance as amended or re-enacted from time to time;
Depository	the depository of ES River and Mercantile UK Dynamic Equity Fund being Bank of New York Mellon (International) Limited and the depository of UK Opportunities Fund being State Street Trustees Limited;
Effective Date	the effective date of the scheme of arrangement under the Scheme which is expected to be 26 th April or such other time or times date or dates as may be agreed between the ACDs and the Depositories of the Merging Fund and Receiving Funds in accordance with Appendix 3 to this document;
Extraordinary General Meeting	the extraordinary general meeting of the Shareholders of the Merging Fund to be held on 17 th April;
Extraordinary Resolution	the resolution set out in the Notice of Meeting of the Merging Fund contained in Appendix 6;
FCA	The Financial Conduct Authority (and any successor body or organisation);
FCA Rules	the rules contained in the FCA Handbook of Rules and Guidance (including the COLL Sourcebook) (as amended);
Fund Documents	in relation to the Merging Fund and the Receiving Fund, the current prospectus and/or instrument of incorporation;
HMRC	His Majesty's Revenue & Customs;
KIID	Key Investor Information Document
Meeting	the meeting of Shareholders of the Merging Fund convened by the Notice of Meeting set out in Appendix 6;
Merging Fund	means ES River and Mercantile UK Dynamic Equity Fund
New Share	a share in the Receiving Fund to be issued to Shareholders in the Merging Fund on the terms set out in the Scheme;
Notice of Meeting	the notice of meeting set out in Appendix 6;
OCF	Ongoing Charges Figure, an all-inclusive figure for the annual running costs of the relevant fund as a percentage of the net asset value of that fund based on a standardised methodology for inclusion and exclusion;

Prospectus	the current prospectus of the respective Merging Fund and Receiving Fund;
Proxy Form	the form enclosed with this document enabling Shareholders to permit another to cast a vote on the Extraordinary Resolution on their behalf;
Receiving Fund	means UK Opportunities Fund, a sub-fund of the SVM Funds ICVC;
Regulations	the COLL Sourcebook;
Retained Amount	an amount which is estimated by the ACD of the Merging Fund (after consultation with the Depositary of the Merging Fund), to be necessary to meet the actual and contingent liabilities of the Merging Fund and which is to be retained by the Depositary of the Merging Fund for the purpose of discharging those liabilities;
Scheme	The scheme which, in its current form, is set out in Appendix 3 to this document;
Share	an accumulation or income share in the Merging Fund or Receiving Fund;
Shareholders	in relation to a Share of the Merging Fund the person entered on the register as the Shareholder of that Share on 15 th March, being the date 7 calendar days before the date of this document, but always excluding any person who is known to the ACD of the Merging Fund not to be a registered Shareholder at the time of the Meeting;
UCITS	an undertaking for collective investment in transferable securities AND;
Virtual Meeting Platform	the operating system on which the Extraordinary General Meeting will be held on 17 th April.

In addition, where relevant in the context:

- terms which are defined in the FCA Rules shall have the same meaning in this document and the Scheme;
- words denoting the singular shall include the plural and vice versa and words denoting one gender shall include all genders;
- references to any statute or statutory instrument or other regulation or rule shall be deemed to include a reference to such statute or statutory instrument or other regulation or rule as from time to time amended and to any codification, consolidation, re-enactment or restatement thereof as from time to time in force.

Appendix 2 – Details of the Merging Fund and Receiving Fund



	ES River and Mercantile UK Dynamic Equity Fund (the Merging Fund)	UK Opportunities Fund (the Receiving Fund)
Investment Objective and Policy	<p><u>Investment objective:</u></p> <p>The investment objective of the Fund is to grow the value of your investment (known as “capital growth”) in excess of the MSCI United Kingdom Investable Market Index (IMI) Net Total Return (the “Benchmark”) over a rolling 5 year period, after the deduction of all fees.</p> <p>Although the sub-fund aims to deliver capital growth over a rolling 5 year period, there is no guarantee that this will be achieved over this time period, or any time period. The Fund’s capital is at risk meaning that the sub-fund could suffer a decrease in value and the value of your investment would decrease as a result.</p>	<p><u>Investment objective:</u></p> <p><i>The objective of this Fund is to achieve capital growth over the long term (5 years or more), and it aims to outperform the MSCI United Kingdom IMI. Performance is measured on a monthly basis over rolling 5 year periods after all fees and costs are deducted.</i></p>

	<p><u>Investment policy</u></p> <p>The Fund seeks to achieve its investment objective by investing at least 60% of its value in shares of UK companies (companies which are domiciled, incorporated, or have significant operations in the UK). Investment can be direct, or indirect, in shares (including common and preference shares), rights for shares, warrants, depositary receipts (securities issued by banks that represent company shares), investment trusts (including REITS) and collective investment schemes.</p> <p>In addition, up to 20% of the Fund may be invested in shares of companies which are not UK companies but which, at the time of investment, are listed in the UK. Investment can be direct or indirect as noted above. It is expected that at least 80% of the Fund will be invested in UK companies and companies which are listed in the UK.</p> <p>Up to 20% of the Fund may be invested in shares of overseas companies (companies which are not UK companies, and which are not listed in the UK), excluding emerging markets, collective investment schemes and cash. Investment can be direct or indirect as noted above.</p> <p>Investment in collective investment schemes (which includes exchange traded funds) can include those operated and/or managed by the ACD or the Investment Manager</p> <p>The Fund may use derivatives for the purposes of reducing risk or cost or for generating extra income or growth (known as "efficient portfolio management"). As an example, the Fund may use forward contracts for currency hedging with the intention of reducing the risk arising from currency exposures in a cost-effective way.</p> <p>The Fund is actively managed, meaning the Investment Manager will use their expertise to pick investments to achieve the Fund's objectives. The Fund will invest in a range of companies by industry sector and size. Although its investments are not restricted by reference to a benchmark the Fund will invest in a limited number of companies which means that at times the Fund may be concentrated, meaning that it will typically be invested in between 40 and 60 companies. This absence of any benchmark constraints gives the Investment Manager wider scope to be dynamic in its investment decisions (for example by allowing the Investment Manager to change investments when they believe necessary in line with market circumstances to achieve the Fund's objective) than if they were required to invest within such controls.</p>	<p><u>Investment policy</u></p> <p><i>The Fund will invest at least 80% in equities and equity related instruments in UK companies.</i></p> <p><i>From time to time, when particular opportunities are identified, or the ACD considers it appropriate, the Fund may invest in other permitted transferable securities.</i></p> <p><i>The Fund will seek to invest in the full range of opportunities available to it, which will include shares on the Alternative Investment Market.</i></p> <p><i>The Fund uses derivatives for efficient portfolio management and investment purposes. The use of derivatives is intended to be limited.</i></p> <p><i>The Fund will invest in companies in any economic sector that may be listed, quoted or traded in the UK or elsewhere but which are incorporated or domiciled or conduct a significant portion of their business in the UK. Some companies may however have overseas earnings as part of their trading profits.</i></p> <p><i>The Fund may be invested in any industry sector.</i></p>
Target Benchmark	<u>MSCI United Kingdom Investable Market Index (IMI)</u>	<u>MSCI United Kingdom Investable Market Index (IMI)</u>
Share type	B Accumulation GB00B7H1R583	B Accumulation GB0032084815
	A Income GB00B1NG8296	

	Z Accumulation GB00B1NGCT49	Z Accumulation ISIN to be confirmed*
Category	UK UCITS	
Type	Sub-fund of investment company with variable capital	
Domicile	United Kingdom	
Authorised Fund Manager (ACD)	Equity Trustees Fund Services Limited	SVM Asset Management Limited
Depositary	Bank of New York Mellon (International) Limited	State Street Trustees Limited
Dealing Days	Daily	
Registrar	Bank of New York Mellon (International) Limited	SS&C Financial Services Europe Limited and SS&C Financial Services International Limited
Valuation Point	12pm on each Dealing Day	
Base Currency	Sterling	
Pricing basis	Forward pricing basis; single priced	
Publication of prices	On www.fundlistings.com	On its ACD's website at www.svmonline.co.uk or on the Trustnet website at www.trustnet.com .
Derivatives	Allowed by Prospectus for Efficient Portfolio Management purpose	Allowed by Prospectus for Investment and Efficient Portfolio Management purposes
Investment in other CIS	Up to 20%	Up to 5%
Underlying Asset Allocation	The ACD of the Merging Fund has reviewed the underlying asset allocation of each fund and confirmed the constructions are comparable.	
Investment and borrowing powers	Identical in accordance with UCITS Directive; except that UK Opportunities Fund set a lower limit of investment in other CIS.	
Risk profile	6	6
Investor Profile	<p>The Fund may be marketed to all classes of investor. However, a typical investor will understand and appreciate the risks associated with investing in shares in the Funds and in the case of A shares may have received advice from an appropriately qualified financial adviser. It is anticipated that retail investors will invest in B shares and institutional investors will invest in B and Z shares.</p> <p>The Fund may be appropriate for investors who are seeking an increase in the value of their investment (known as "capital growth").</p>	<p>The target investor for the Fund is retail and professional investors seeking access to a portfolio which is managed in accordance with a particular investment objective and policy, whose risk appetite matches the risk profile of the Funds and who are comfortable investing for the long term (5 years or more).</p> <p>Fund can be marketed to retail and professional investors subject to the applicable legal and regulatory requirements in the relevant jurisdiction(s).</p>



	<p>The Funds are designed to be used only as one component of a diversified portfolio.</p> <p>The Fund will be suitable for investors who are willing to accept a higher level of risk arising out of investment in potentially volatile shares in pursuit of higher returns over the longer term and may not be appropriate if the investor plans to withdraw their money within 5 years of making their investment. A typical investor of the Fund should be aware that 100% of their capital is at risk and that the Fund is not appropriate for investors who seek a capital guarantee and not suitable nor for those investors who are looking for an investment solution that has a specified limit in capital loss or no capital loss. The Fund is not designed to preserve or limit capital loss.</p>	
Minimum initial lump sum investment	A Class: £1,000 B Class: £1,000	B Class: £250,000 (will be waived for investors transferring from the Merging Fund)
	Z Class: £5,000,000	Z Class: £10,000,000 (will be waived for investors transferring from the Merging Fund)
Minimum holding	A Class: £1,000 B Class: £1,000	B Class: £250,000 (will be waived for investors transferring from the Merging Fund)
	Z Class: £2,500,000	Z Class: £2,500,000
Minimum top-up lump sum investment	A Class: £500 B Class: £500	B Class: £200
	Z Classes: 50,000	Z Class: £500
Redemption minimum	A Class: £500 B Class: £500	B Class: £200
	Z Classes: £50,000	Z Class: £500
Initial Charge	0%	0%
Switching Charge	0%	0%
Redemption Charge	0%	0%
	A Class: 0.75% + ACD Fee	B Class: 0.75%



Annual Management Fee	B Class: 0.75% + ACD Fee	
	Z Class: 0% + ACD Fee	Z Class: 0%
ACD Fee	0.06%	Included in above Annual Management Fee
Depository fee	<p>The Depository receives an annual fee from the Funds on the following sliding scale (as a percentage of the value of the Scheme Property of each Fund) subject to a minimum fee of £5,000 per annum per Fund:</p> <p>0.0125% for the first £250 million 0.011% on the next £250 million 0.0095% for the next £500 million 0.0075% for over £1 billion</p>	<p>The Depository receives an annual fee from the Funds on the following sliding scale (as a percentage of the value of the Scheme Property of each Fund) subject to a minimum fee of £15,000 per annum, per Fund:</p> <p>0.03% for the first £100 million 0.025% for the next £50 million 0.0225% for over £150 million</p>
Custody Fee	The Custody Fee varies from country to country (usually between 0.00% and 3% per annum) depending on the markets and the value of stock involved. The custody fee is subject to a minimum charge of £4,000 per month.	The Custody Fee is ranging from 0.001% to 0.5% together with transaction fees on a sliding scale ranging from £5 to £105 depending upon where assets are held and where transactions take place.
Transaction charges	The Transaction charge is ranging from £10 and £300 per transaction depending upon where assets are held and where transactions take place	
OCF	A Class: 0.9% B Class: 0.9%	B Class: 0.96%
	Z Class: 0.15%	Z Class: 0.21% (estimated)
Accounting period ends	31 March	31 December
Income/payment allocation date	Semi-annually on 31 May and 30 November	Income allocated annually on 30 April; all income is accumulated
Reports	<p>Copies available on request from the ACDs of the Merging Fund and Receiving Fund or via the ACDs' website:</p> <p>www.equitytrustees.com www.svmonline.co.uk</p>	
Eligible to be held in an ISA	Yes	Yes
Current Fund Size as at 14th December 2023	£38m	£133m

Appendix 3 – Details of the Scheme of Arrangement

The Scheme: this section details the scheme of arrangement for the merger of ES River and Mercantile UK Dynamic Equity Fund with UK Opportunities Fund

1. Interpretation and application

- 1.1 The words and expressions defined in the glossary in Appendix 1 of this document shall have the same meanings for the purposes of this Scheme, unless the context requires otherwise.
- 1.2 'This Scheme' is a reference to the terms set out in this Appendix 3, unless otherwise stated.
- 1.3 References to 'paragraphs' in this Appendix 3 are a reference to paragraphs of this Scheme.
- 1.4 Headings in this Appendix 3 are inserted for convenience only and shall not affect the construction of this Scheme.
- 1.5 Where the context so permits, all terms used in this Appendix 3 for the Scheme in relation to ES River and Mercantile UK Dynamic Equity Fund (the 'Merging Fund') or UK Opportunities Fund (the 'Receiving Fund') shall, unless the same are inconsistent herewith, have the meanings attributed to them in the Instrument of Incorporation (in the context of the relevant Fund), provided that in so far as any of the provisions of the Scheme are inconsistent with the Fund Documents in the context of the Receiving Fund, the provisions of the Scheme shall prevail and the Scheme shall have full effect accordingly, in relation to the Receiving Fund. If there is a conflict between the Regulations and the Scheme, the Regulations shall prevail.

2. Approval

- 2.1 Implementation of the Scheme is conditional on its approval and adoption by the passing of an extraordinary resolution at the Extraordinary General Meeting which has been convened by the Notice of Meeting to the Shareholders to consider and, if thought fit, to pass the Extraordinary Resolution to approve and adopt the Scheme.
- 2.2 In the event of the Scheme being implemented it shall be binding on all Shareholders irrespective of whether or not they voted in favour of it, or at all, and the Scheme will be implemented as set out in the following paragraphs.

3. Cessation of dealings in Merging Fund

To facilitate the implementation of the Scheme, the final day of dealing in Shares in the Merging Fund will end at 12pm 19th April. Dealing instructions received after 12pm on 19th April will be refused.

4. Scheme of Arrangement

- 4.1 As at and from the Effective Date the scheme property of the Merging Fund less firstly, (i) the Retained Amount and secondly, (ii) any amount to be retained under paragraph 9.3 (the 'Transferred Property') will be transferred to the scheme property of the Receiving Fund, subject to the provisions of this Scheme, the passing of the Extraordinary Resolution at the Extraordinary General Meeting, the Fund Documents and the Regulations. The Depositary of the Merging Fund shall cease to hold the Transferred Property as attributable to the Merging Fund and the Depositary of the Merging Fund shall hold the Transferred Property freed and discharged from any outstanding, undischarged and contingent liabilities of the Merging Fund on trust for the Receiving Fund. On instruction from the ACD of the Merging Fund, the Depositary of the Merging Fund will make any transfers or re-designations which may be necessary as a result of the Scheme.
- 4.2 The Retained Amount and any Income arising on it, will be retained by the Depositary of the Merging Fund for the purpose of discharging outstanding, undischarged and contingent liabilities of the Merging Fund, whether arising before, on or after the Effective Date (including accrued costs, charges, expenses, taxation, liabilities and fees of the Merging Fund) in accordance with the provisions of the Fund Documents and the COLL Sourcebook until the date on which the Merging Fund shall have completed its termination pursuant to paragraph 11.1, and, for the avoidance of doubt, such amount shall exclude the amount of Income (if any), deemed to be transferred to the distribution account of the Merging Fund in accordance with the terms of paragraph 9.1.
- 4.3 If, after the discharge of all liabilities of the Merging Fund, there are any surplus monies (or assets) remaining, they, together with any Income arising therefrom shall be transferred to the Receiving Fund to be held by the Depositary of the Receiving Fund (subject to the provisions of the Fund Documents and the COLL Sourcebook), but such accretion (if any) shall not take place until the date on which the Merging Fund shall have completed its termination pursuant to paragraph 11. No further issue of New Shares shall be made as a result. The Depositary of the Merging Fund shall cease to hold the Retained Amount on behalf of

the Merging Fund and any amount retained under paragraph 9.3 and shall be freed and discharged from any outstanding, undischarged and contingent liabilities of that Merging Fund. The Depositary of the Merging Fund shall make such transfers and re-designations as may be necessary as a result.

4.4 If the Retained Amount in respect of the Merging Fund together with the amount under paragraph 9.3 is insufficient to meet all the liabilities of the Merging Fund then Equity Trustees Fund Services Limited shall discharge the shortfall, unless it is satisfied and agrees with the Depositary of the Receiving Fund that proper provision was made for meeting such liabilities of the Merging Fund as were known or could reasonably have been anticipated at the Effective Date and the amount of such undischarged liabilities is paid out of the scheme property attributable to the Receiving Fund in accordance with the COLL Sourcebook.

4.5 For the purposes of the Scheme, the outstanding or unsatisfied liabilities of the Merging Fund shall exclude any liability to stamp duty or stamp duty reserve tax or the like which arises from implementation of the Scheme.

4.6 With effect from the Effective Date, any action or other legal proceedings or step (whether by way of a claim, legal proceedings, execution of judgment, arbitration or otherwise) whether current, future, pending or otherwise in respect of which the Merging Fund is a party (or would but for the Scheme be a party) concerning any part of the scheme property shall be continued or commenced by the Receiving Fund and the Receiving Fund shall be entitled to all claims, settlements and any other rights that would have been available to the Merging Fund immediately prior to the Effective Date. Any settlement or award shall become an accretion to the Receiving Fund.

5. Cancellation of Shares

Immediately prior to the creation and issue of New Shares in the Receiving Fund, under this Scheme, every Share in the Merging Fund shall be deemed to have been cancelled and shall cease to be of value and no further Shares of the Merging Fund shall be issued.

6. Issue of New Shares

As at and from the Effective Date, the Depositary of the Receiving Fund will allot and issue to each of the Shareholders (being those Shareholders who were registered in the Merging Fund immediately before the Effective Date) New Shares free of any initial charge, on the basis set out in paragraph 7 below.

7. Basis for the issue of New Shares

7.1 Each Shareholder holding Shares in the Merging Fund immediately before the Effective Date shall be issued with New Shares⁴ in the Receiving Fund in accordance with the following formula:

$$\frac{A \times B}{C} = D$$

Where:

A = The part of the Value of the Merging Fund which is attributable to a Share of the relevant type;

B = The number of Shares of the relevant type which were held by that Shareholder immediately before the Effective Date;

C = The part of the Value of the Receiving Fund which is attributable to a New Share of the relevant type; and

D = The number of New Shares to be issued to that Shareholder in respect of the Receiving Fund

7.2 For the purposes of paragraph 7.1 "relevant type" means (in respect of the Merging Fund) the type of Shares (being Income Shares or Accumulation Shares) held by the Shareholder immediately before the Effective Date and (in respect of the Receiving Fund) the type of New Shares (being Income Shares or Accumulation Shares) to be issued to that Shareholder under the Scheme.

7.3 New Shares will be issued pursuant to the Scheme.

7.4 Equity Trustees Fund Services Limited shall not, in respect of the New Shares to be issued under the Scheme, be entitled to make any initial charge.

7.5 Shareholders will be treated as exchanging their Shares for New Shares.

⁴ Cancellation rights will not apply to the New Shares.

- 7.6 The transfer of the scheme property of the Merging Fund to the Receiving Fund will be full payment for the New Shares issued to Shareholders in the Merging Fund pursuant to the Scheme.

8. Calculation of the Value

- 8.1 For the purposes of paragraph 7.1 there will be a one-off valuation point in respect of the Merging Fund and the Receiving Fund and the word "Value", shall mean:

- 8.1.1 in the context of the Merging Fund, the value of the scheme property referred to in paragraph 4.1 of the Merging Fund calculated as at 12pm on the Effective Date; and
- 8.1.2 in the context of the Receiving Fund, the value of the scheme property of the Receiving Fund calculated as at 12pm on the Effective Date.

such values being calculated on a mid-market basis.

- 8.2 For the purposes of the Scheme, the following items shall be deducted from the value of the scheme property of the Merging Fund:

- 8.2.1 Such provisions as may be determined by Equity Trustees Fund Services Limited as representing the accrued costs, charges and expenses, taxation, liabilities and fees authorised by the Fund Documents to be paid out of the scheme property as accrued to the Effective Date (including for the avoidance of any doubt the annual management charge and the Depositary's fee, if any);
- 8.2.2 The sums to be retained in terms of paragraph 9.3; and
- 8.2.3 Such other amounts (not already accounted for above) as are required to be retained to meet the liabilities of the Merging Fund in accordance with paragraph 4.2.

9. Income allocation arrangements

- 9.1 There may be a one-off additional distribution date in respect of the Merging Fund on or around the Effective Date. Equity Trustees Fund Services Limited may, in consultation with the Depositary of the Merging Fund, make such other alterations to the distribution date as they consider appropriate in the circumstances if the Effective Date is a date other than the Effective Date.

- 9.2 All income (if any) available for allocation to Shareholders of the Merging Fund holding Shares prior to the Effective Date shall be allocated to those Shares in issue on or around the Effective Date and shall thereupon become part of the property of the Merging Fund. For holders of the B Accumulation Class, the interests of the holders of such Shares shall be satisfied by an increase in the number of Shares in that property represented by each such Share. For holders of the A Income Class, the interests of the holders of such Shares shall be satisfied by a final income distribution to the holders on the income distribution date of the Merging Fund.

- 9.3 Except insofar as already retained under paragraph 4.2 in respect of the Merging Fund, there shall be retained by the Depositary of the Merging Fund, out of the amount of Income available for allocation in respect of the accounting period of the Merging Fund (which, in accordance with paragraph 9.1 above, shall end immediately before the Effective Date), such amounts of monies (and, if necessary, other assets) as in the opinion of Equity Trustees Fund Services Limited (acting reasonably) are sufficient to meet any undischarged liabilities of the Merging Fund to tax upon Income or profits (if any) (including tax assessed after the Effective Date and any Income tax payable by reason of any distribution made in respect of such accounting period and taking into account any relief or repayment) and the Depositary of the Merging Fund shall hold such sums, together with any Income arising therefrom, as part of the property of the Merging Fund and shall pay any such liabilities out of such property.

10. Notification of the Shares issued under the Scheme

- 10.1 Subject to the provisions of the Scheme, Equity Trustees Fund Services Limited will despatch within 14 days of the Effective Date, to those persons who were Shareholders in the Merging Fund at the Effective Date, notifications of shareholding in respect of the number of New Shares to which they are entitled under the Scheme in the Receiving Fund and which at the date of despatch of such notifications, have not been transferred or sold back to Equity Trustees Fund Services Limited.
- 10.2 Upon despatch of the notifications referred to above, any documentation confirming ownership of Shares in the Merging Fund will cease to be valid.
- 10.3 The obligation of Equity Trustees Fund Services Limited to deal in Shares in the Merging Fund shall continue up to 12pm on 19th April.
- 10.4 Transfers or redemptions of New Shares issued under the Scheme may be effected from 12pm on 29th April.

Or, if the Effective Date is other than 26th April, such other date as may be agreed in writing between the ACDs of the Merging Fund and the Receiving Fund, and the Depositaries of the Merging Fund and the Receiving Fund.

- 10.5 Please contact your platform of holdings if you would like to transfer or redeem your New Shares after the effective date.

Or, if you are a direct investor, please contact the Transfer Agency via contact details below:

Postal Address	Telephone
SVM Funds ICVC SS&C Financial Services International Limited and SS&C Financial Data Services Europe Limited, St Nicholas Lane Basildon Essex SS15 5FS	Telephone 0345 066 1110

11. Termination of the Merging Fund

- 11.1 If the Scheme becomes effective, Equity Trustees Fund Services Limited will notify the FCA and, following the Effective Date, the Depositary of the Merging Fund will proceed to terminate the Merging Fund in accordance with the terms of the Scheme, the Fund Documents and the COLL Sourcebook.
- 11.2 When such termination has been completed (including the payment of all outstanding or unsatisfied liabilities), Equity Trustees Fund Services Limited shall notify the FCA in writing of that fact and shall formally request the FCA to update its records to show that the Merging Fund has terminated. Thereupon Equity Trustees Fund Services Limited and the Depositary of the Merging Fund will stand discharged from all their respective duties, obligations and liabilities in respect of the Merging Fund, except those arising from a breach of duty before that time.

12. Charges and expenses

- 12.1 Equity Trustees Fund Services Limited and the Depositary of the Merging Fund will continue to receive their usual fees and expenses for being the ACD and Depositary respectively of the Merging Fund until the Effective Date (and for this purpose notwithstanding any provision in the Fund Documentation, the last accrual period to commence in respect of any periodic charge before the Effective Date shall be deemed to end immediately before the Effective Date and such charge shall be due in respect of that accrual interval immediately before the Effective Date and payable as soon as practicable thereafter).
- 12.2 Any costs (including brokerage charges and custodian's fees) associated with aligning the Merging Fund's portfolio with the Receiving Fund's portfolio during the Rebalancing Period, taxes and duties (if any) on the transfer or re-designation of the property transferred under the Scheme will be paid for out of the property of the Merging Fund.
- 12.3 Save for:
- 12.3.1 the payments to be made under paragraph 12.1;
- 12.3.2 the sums to be retained under paragraphs 4.2 and 9.3,
- no deduction shall be made from the value of the scheme property of the Merging Fund or from the scheme property of the Receiving Fund for the costs and expenses of the Scheme (including the implementation of the Scheme and the holding of any Meeting of the Shareholders of the Merging Fund).

13. Reliance on the Register

- 13.1 Equity Trustees Fund Services Limited and the Depositary of the Merging Fund shall each be entitled to assume that all information contained in the register of Shareholders on and immediately prior to the Effective Date is correct, and to utilise the same in calculating the number of New Shares to be issued and registered pursuant to the Scheme.

- 13.2 Equity Trustees Fund Services Limited and the Depositary of the Merging Fund may each act and rely upon any certificate, opinion, evidence or information furnished to it by the other or others or its or their respective professional advisers in connection with the Scheme and shall not be liable or responsible for any resulting loss.

14. Alterations to the Scheme

- 14.1 Subject to such FCA approval as may be necessary, Equity Trustees Fund Services Limited and in consultation with the Depositary of the Merging Fund, the ACD and Depositary of the Receiving Fund, at any time on or before the Effective Date, be authorised to make such modifications, additions or conditions to the Scheme as Equity Trustees Fund Services Limited may propose, provided always that Equity Trustees Fund Services Limited (after notifying the Auditors of the Merging Fund and the Receiving Fund) shall have determined that such modifications, additions or conditions do not materially prejudice Shareholders or potential Shareholders in the Merging Fund affected by the proposed modifications, additions or conditions and that such modifications, additions or conditions do not involve any material prejudice to existing or potential Shareholders of the Receiving Fund.

- 14.2 Without prejudice to paragraph 14.1 above, if this Scheme has not become effective on or before 6 months from the date of this document, it shall lapse.

15. Proper Law

- 15.1 The Scheme shall, in all respects, be governed by, and be construed in accordance with the law of England and Wales.

Appendix 4 - Consents and Clearances

Bank of New York Mellon (International) Limited

Bank of New York Mellon (International) Limited as Depositary of ES River and Mercantile UK Dynamic Equity Fund whilst neither recommending nor offering an opinion on the merits of the proposal, which is a matter for each Shareholder's judgment, has informed Equity Trustees Fund Services Limited, that it consents to the references made to it in this document in the form and context in which they appear.

State Street Trustees Limited

State Street Trustees Limited as Depositary of UK Opportunities Fund whilst neither recommending nor offering an opinion on the merits of the proposal, which is a matter for each Shareholder's judgment, has informed SVM Asset Management, the ACD of the UK Opportunities Fund, that it consents to the references made to it in this document in the form and context in which they appear.

State Street Trustees Limited also confirms that it will approve the allotment and issue of New Shares in UK Opportunities Fund in terms of the Scheme should the Scheme become effective in respect of ES River and Mercantile UK Dynamic Equity Fund.

Financial Conduct Authority

The Financial Conduct Authority has been informed of the proposals contained in this document and has confirmed that implementation of these proposals will not affect the authorisation of UK Opportunities Fund.

SVM Asset Management

SVM Asset Management confirms that the receipt of the property of ES River and Mercantile UK Dynamic Equity Fund by UK Opportunities Fund is not likely to result in any material prejudice to the UK Opportunities Fund Shareholders and is consistent with the objectives of UK Opportunities Fund and can be effected without any breach of the rules in Chapter 5 of the COLL Sourcebook.

The Auditors

PricewaterhouseCoopers LLP, as the auditor to the ES River and Mercantile UK Dynamic Equity Fund whilst not otherwise expressing a view on the merits of the proposals set out in this document consent to the references made to them in this document in the form and context in which they appear.

Taxation

Equity Trustees Fund Services Limited confirms that section 103K of the Taxation of Chargeable Gains Act 1992 should not apply to the merger to be effected under the Scheme and consequently section 103H of that Act should not be prevented from applying whatever the size of the holding. Equity Trustees Fund Services Limited believes that the Scheme insofar as applicable to ES River and Mercantile UK Dynamic Equity Fund should not involve a disposal of Shares for the purposes of tax on capital gains for any UK resident Shareholder.

New Shares in UK Opportunities Fund should be deemed to have the same acquisition cost and acquisition date for the purposes of UK tax on capital gains as a UK resident Shareholder's existing Shares which they replace.

SVM Asset Management does not anticipate that any liability to UK stamp duty should arise from implementation of the Scheme, based on the statement from HMRC that "No SDRT charge arises where one or more sub-funds of an OEIC amalgamate/merge with a sub-fund of a different OEIC with a different authorised corporate director or depositary". Further details can be found from <https://www.gov.uk/hmrc-internal-manuals/stamp-taxes-shares-manual/stsm107080>.

Documents available for inspection

Copies of the following documents will be available for inspection by contacting +44 (0)345 603 3618 until the date of the Meeting or of any adjourned meeting.

- The letter from Bank of New York Mellon (International) Limited in its capacity as Depositary of the Merging Fund to Equity Trustees Fund Services Limited referred to under "**Consents and Clearances**" in Appendix 4;
- The letter from State Street Trustees Limited in its capacity as Depositary of the Receiving Fund to SVM Asset Management referred to under "**Consents and Clearances**" in Appendix 4;
- The letter from PricewaterhouseCoopers LLP referred to under "**Consents and Clearances**" in Appendix 4;
- Undertakings from SVM Asset Management referred to under "**Consents and Clearances**" in Appendix 4;
- The confirmations from the Financial Conduct Authority referred to under "**Consents and Clearances**" in Appendix 4.

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Appendix 5 - Procedure for the Extraordinary General Meeting

The Scheme needs to be approved by an Extraordinary Resolution at a Meeting of Shareholders in ES River and Mercantile UK Dynamic Equity Fund (the 'Extraordinary General Meeting' or 'Meeting'). A Notice convening the Meeting setting out the resolution to approve the Scheme is set out in Appendix 6.

Quorum

The quorum for a Meeting is two Shareholders attending remotely or by proxy. Equity Trustees Fund Services is the appointed responsible chairman of the Meeting and any adjournment thereof.

Voting

The resolution to be proposed at the Meeting will be proposed as an Extraordinary Resolution and must be carried by a majority in favour of not less than 75% of the votes validly cast at the Meeting (persons who are Shareholders in ES River and Mercantile UK Dynamic Equity Fund on 15th March, being the date 7 calendar days before the date of this document, but excluding persons who are known to Equity Trustees Fund Services Limited not to be Shareholders at the time of the Meeting, are entitled to vote and be counted in the quorum) in respect of those Shares. Once passed, an Extraordinary Resolution is binding on all Shareholders in ES River and Mercantile UK Dynamic Equity Fund.

In view of the importance of the proposal, the chairman of the Meeting will order a poll to be taken in respect of the resolution. On a poll, the voting rights attached to each Share are such proportion of the voting rights attached to all of the Shares in issue that the price of the Share bears to the aggregate price or prices of all Shares in issue on 15th March, being the date 7 calendar days before the date of this document. A Shareholder entitled to more than one vote on a poll need not, if he votes, use all his votes or cast all the votes he uses the same way.

Equity Trustees Fund Services Limited may not be counted in the quorum for the Meeting. Neither Equity Trustees Fund Services Limited nor any associate of it is entitled to vote at the Meeting except in respect of Shares which it 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 Equity Trustees Fund Services Limited or associate has received voting instructions.

On a poll Shareholders may vote either in remotely or by proxy. For Shares held jointly the vote of the senior Shareholder who votes must be accepted to the exclusion of the other joint Shareholder(s). For this purpose, seniority must be determined by the order in which the names stand in the Register of Shareholders.

Documents available for inspection

- Copies of the following documents will be available for inspection by contacting +44 (0)345 603 3618 or visiting our website <http://www.equitytrustees.com> until the date of the Meeting or of any adjourned meeting.
 - A copy of the last annual and half-yearly report and accounts of ES River and Mercantile UK Dynamic Equity Fund;
 - The current Prospectus and Instrument of Incorporation of ES River and Mercantile UK Dynamic Equity Fund;
 - The current KIID for the relevant classes of Shares in ES River and Mercantile UK Dynamic Equity Fund.
- Copies of the following documents will be available for inspection on SVM's website www.svmonline.co.uk.
 - The current Prospectus of SVM FUNDS ICVC
 - The current KIID for the relevant classes of New Share of UK Opportunities Fund which will be allocated if the Scheme is effected.
- Copies of the COLL Sourcebook will be available for inspection via the FCA website <https://www.handbook.fca.org.uk/handbook/COLL/>



Appendix 6 – Notice of the Extraordinary General Meeting

ES River and Mercantile UK Dynamic Equity Fund Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of ES River and Mercantile UK Dynamic Equity Fund will be held on a Virtual Meeting Platform on 17th April to consider and, if thought fit, pass the following resolution which will be proposed as an extraordinary resolution of ES River and Mercantile UK Dynamic Equity Fund:

That:

the scheme of arrangement (the '**Scheme**') for the merger of ES River and Mercantile UK Dynamic Equity Fund with UK Opportunities Fund, the terms of which are set out in a document dated and addressed by Equity Trustees Fund Services Limited (the ACD of ES River and Mercantile UK Dynamic Equity Fund) to Shareholders of ES River and Mercantile UK Dynamic Equity Fund, be and is hereby approved and adopted and, accordingly that Equity Trustees Fund Services Limited, as ACD, and Bank of New York Mellon (International) Limited as Depositary of ES River and Mercantile UK Dynamic Equity Fund be and are hereby instructed to implement the Scheme on the basis that, the Scheme having been carried into effect, ES River and Mercantile UK Dynamic Equity Fund be terminated in accordance with the terms and conditions of the Scheme.

For and on behalf of
Equity Trustees Fund Services Limited

.....

(name of signatory and position)

Registered Office: 4th Floor Pountney Hill House, 6 Laurence Pountney Hill, London, EC4R 0BL

Dated:2024

Notes: please read this Notice with the notes at the end of this Appendix 6.

Notes to Appendix 6: These notes should be read with the preceding Notice of Meeting.

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of them. A proxy need not be a Shareholder.
2. A Proxy Form is enclosed in relation to the Meeting. To be valid, Proxy Forms and any power of attorney or other authority (if any) under which the Proxy Form is signed (or a notarially certified copy thereof) must be returned via the enclosed pre-paid envelop or via an email to bnymproxy@capita.com not later than 11.30am on 15th April (48 hours before the time appointed for the Meeting).
3. The quorum for the Meeting (if it is not to be adjourned) is, subject to Note 5 below, two Shareholders attending remotely or by proxy, or in the case of a body corporate, by a duly authorised corporate representative. Shareholders are asked to complete their Proxy Forms as soon as possible. If a quorum is not present within 15 minutes after the time appointed for the Meeting, the Meeting will be adjourned to a date and time 7 days later. Not less than 7 days' notice will be given of an adjourned meeting and, if a quorum is not present within 15 minutes from the time appointed for that adjourned meeting, one person (entitled to be counted in a quorum) present at the adjourned meeting is a quorum. In the event of an adjourned meeting and unless instructions are received, Proxy Forms received in respect of the first meeting will remain valid for the adjourned meeting.
4. In view of the importance of the Extraordinary Resolution the chairman of the Meeting will call for a poll to be taken in respect of the Extraordinary Resolution. On a poll, the voting rights for each Share are the proportion of the voting rights attached to all of the Shares in issue that the price of the Share bears to the aggregate price or prices of all of the Shares in issue at the date 7 calendar days before the date of this document. A Shareholder is entitled to more than one vote on a poll and need not, if voting, use all his or her votes or cast all the votes he or she uses in the same way.

5. The Scheme needs to be approved by the Extraordinary Resolution at the Extraordinary General Meeting. For the Extraordinary Resolution to be passed, the Extraordinary Resolution requires at least 75% of the votes cast to be in favour of the Resolution.
6. Equity Trustees Funds Services Limited is entitled to attend the Meeting but shall not be entitled to vote or be counted in a quorum at the Meeting, nor any adjournment except in respect of Shares which it holds on behalf of or jointly with another person who, if he himself was the registered Shareholder, would be entitled to vote and from whom it has received voting instructions. Associates of Equity Trustees Fund Services Limited holding Shares are entitled to be counted in a quorum of a meeting but may only vote in the same circumstances as Equity Trustees Fund Services Limited.



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12345-000001/15/15-H0

FORM OF PROXY

For use in connection with the Extraordinary General Meeting of Shareholders in ES River and Mercantile UK Dynamic Equity Fund outlined in the Notice of Meeting as set out in the document dated 22nd March and at any adjournment thereof.

Full Name: [REDACTED]

Account Number: [REDACTED]

Fund Name: ES R&M UK Dynamic Equity Fund CI A (Inc)

Number of Shares: [REDACTED]

Address: [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

I/We being a Shareholder/s of ES River and Mercantile UK Dynamic Equity Fund, a Sub-Fund of ES River And Mercantile Funds ICVC, hereby appoint the Chairman of the Extraordinary General Meeting or (see Note 1) to act as my/our proxy at the Extraordinary General Meeting to be held on 17th April (and at any adjournment thereof) and to attend and vote on a poll for me/us and in my/our name(s) on the Extraordinary Resolution set out in the Notice of Extraordinary General Meeting which terms are specified in the document dated 22nd March.

THAT the Scheme of Arrangement of ES River and Mercantile UK Dynamic Equity Fund contained in the document to Shareholders dated 22nd March and addressed by Equity Trustees Fund Services Limited to Shareholders of ES River and Mercantile UK Dynamic Equity Fund (a copy of which has been produced for the meeting and initialled by the Chairman for the purpose of identification) be and the same is hereby approved and accordingly that The Bank of New York Mellon (International) Limited as Depositary of ES River and Mercantile UK Dynamic Equity Fund and Equity Trustees Fund Services Limited as ACD of ES River and Mercantile UK Dynamic Equity Fund respectively be and they are hereby authorised to implement and give effect to the said Scheme of Arrangement subject to satisfaction or waiver (as appropriate) of the conditions set out in the document dated 22nd March and to the exclusion of any contrary provision in the documents governing the ES River and Mercantile UK Dynamic Equity Fund.

FOR

☐

AGAINST

☐

(see Note 2)

Signature(s) of Shareholder:.....

Date signed:.....

.....

Please contact the company who shared this letter with you for how to submit your vote, or if you are a direct investor, you should return the enclosed Proxy Form for the Extraordinary General Meeting via the enclosed pre-paid envelop or via an email to bnymproxy@capita.com.

NOTES:

- 1 If you wish to appoint someone other than the Chairman of the Extraordinary General Meeting please delete “the Chairman of the Extraordinary General Meeting or” and insert in the place provided the name and address of your appointee. A proxy need not be a Shareholder but must attend the Extraordinary General Meeting or any adjourned meeting to represent you. The amendment must be in tialled.
- 2 Please indicate with a cross in the appropriate box above how you wish your vote to be cast in respect of the Extraordinary Resolution. If you do not do so your proxy will vote or abstain at his discretion. If you are acting as a nominee holder of Shares and you wish your vote to be split please indicate in each box how many Shares are being voted for the Extraordinary Resolution and how many are being voted against the Extraordinary Resolution.
- 3 In the case of a corporate body this Form of Proxy must be executed under seal or under the hand of an officer or attorney authorised in writing to sign on its behalf.
- 4 In the case of joint Shareholders, any such Shareholder may sign but, in the event of more than one tendering votes, the votes of the Shareholder whose name stands first in the Register of Shareholders will be accepted to the exclusion of the others.
- 5 To be valid, this Form of Proxy must be completed and together with any power of attorney or other authority under which it is signed (or a copy thereof certified by a solicitor), must be returned via post or email before 11.30am on 15th April (48 hours before the time of the Extraordinary General Meeting) or at least 48 hours before any adjourned meeting.
- 6 Appointing a proxy does not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned meeting.
- 7 To allow effective constitution of the Extraordinary General Meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by Proxy other than by proxy in the Chairman’s favou then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder provided that such substitute proxy shall vote on the same basis as the Chairman would have voted.