



If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 to advise on investments of the type referred to in this document such as your stockbroker, tax adviser, accountant or other financial adviser.

AXA Framlington Monthly Income Fund into **AXA Framlington UK Equity Income Fund**

(the "**Merging Fund**") (the "**Receiving Fund**")

Each an authorised unit trust of the AXA Framlington Range of Authorised Unit Trust Schemes (the "**Trust**")

Dated: 8th August 2024

This document contains a Notice of Meeting of Unitholders of the AXA Framlington Monthly Income Fund. The Meeting is to be held at the offices of AXA Investment Managers UK Limited at 22 Bishopsgate, London EC2N 4BQ on 13th September 2024, and at the times specified in the *Summary of Key Dates and Times* below.

You may vote either in person at the Meeting or by using a Form of Proxy. If you are intending to vote using a Form of Proxy, please complete and return the enclosed Form of Proxy, or if you hold Units through an AXA Investment Managers ISA, the enclosed Form of Direction, in the reply-paid envelope provided as soon as possible and, in any event, so that it arrives at least 48 hours before the time of the Meeting.

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GLOSSARY

"Act"	the Financial Services and Markets Act 2000, and all instruments, rules, regulations and guidance made thereunder, as such may be amended or re-enacted from time to time;
"Business Day"	Monday to Friday excluding public holidays and bank holidays in England and Wales and any other days at AXA IM UK's discretion;
"Chair"	John Sheppard (or failing him any other duly authorised representative of AXA IM UK);
"Circular"	this Unitholder circular;
"COLL"	the Collective Investment Schemes Sourcebook which forms part of the FCA Handbook of Rules and Guidance (as amended);
"Dealing Day"	Monday to Friday except for (unless AXA IM UK otherwise decides) a bank holiday in England and Wales and any other days declared by AXA IM UK to be a Trust holiday and other days at AXA IM UK's discretion with the prior agreement of the Trustee;
"Effective Date"	the effective date of the relevant Scheme, which shall be the date set out in the <i>Summary of Key Dates and Times</i> for the Merging Fund, or such other date as may be agreed;
"Extraordinary Resolution"	an extraordinary resolution set out in the Notice of Meeting for the Merging Fund (contained in Appendix 5 of this Circular) approving the Scheme;
"FCA"	the Financial Conduct Authority;
"Form of Proxy"	the form of proxy contained in Appendix 6 of this Circular, which is to be completed by Unitholders and returned in accordance with the instructions in the Circular;
"Manager" or "AXA IM UK"	AXA Investment Managers UK Limited, as the authorised fund manager of the Merging Fund and/or the Receiving Fund (as relevant);
"Meeting"	the extraordinary general meeting of Unitholders of the Merging Fund to be held on 13 th September 2024 to consider and vote on the proposal for the Scheme (or any adjourned meeting for those purposes);
"Merger"	the merger of the Merging Fund with the Receiving Fund, in accordance with the Scheme;

"Merging Fund"	AXA Framlington Monthly Income Fund, a standalone authorised unit trust of the Trust, regulated by the FCA as a UK UCITS scheme;
"Merging Fund Value"	the value of the property of the Merging Fund calculated in accordance with its Trust Deed as at 12:00 noon on the Effective Date adjusted to include any income allocated to Accumulation Units for the accounting period ending at 11:59am on the Effective Date, less the Retained Amount;
"New Units"	units in the Receiving Fund to be issued to Unitholders in the Merging Fund pursuant to the transfer of the Merging Fund on the terms set out in the Scheme;
"Prospectus"	the current prospectus of the Trust;
"Receiving Fund"	AXA Framlington UK Equity Income Fund, a standalone authorised unit trust, regulated by the FCA as a UK UCITS scheme;
"Receiving Fund Value"	the value of the property of the Receiving Fund calculated in accordance with its Trust Deed as at 12:00 noon on the Effective Date;
"Regulations"	the Act, the Financial Services and Market Act 2000 and COLL;
"Retained Amount"	a retention from the value of the Merging Fund, which is a sum estimated by AXA IM UK and agreed with HSBC to be necessary to meet all the actual and contingent liabilities of the Merging Fund. The retention is to be retained by HSBC as attributable to the Merging Fund for the purposes of discharging such liabilities;
"Scheme"	the scheme of arrangement for the transfer of the Merging Fund to the Receiving Fund as set out in Appendix 2 of this Circular;
"Trust"	AXA Framlington Range of Authorised Unit Trust Schemes;
"Trustee" or "HSBC"	HSBC Bank plc, as trustee of the Merging Fund and/or the Receiving Fund (as relevant);
"Trust Deed"	the trust deed of the Merging Fund or the Receiving Fund (as relevant);
"UK UCITS Retail Scheme"	an undertaking for collective investment in transferable securities under COLL and the Collective Investment Schemes (Amendment etc) (EU Exit) Regulations 2019 No.325;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"Unit(s)"	units in the Merging Fund or the Receiving Fund (as appropriate);
"Unitholder(s)"	a holder of units in the Merging Fund or the Receiving Fund (as appropriate); and

"Valuation Point"

the point at which the valuation of the Merging Fund or the Receiving Fund (as relevant) is determined for the purposes of determining the price at which Units of a class may be issued, cancelled, sold, redeemed, or transferred.

In addition, where relevant in the context, terms which are defined in the Regulations shall have the same meaning in this Circular.

SUMMARY OF KEY DATES AND TIMES

All references in this Circular to times refer to UK time, unless specifically stated otherwise. The dates set out below may be amended as determined by the Manager and approved by the FCA.

Qualification date for Unitholder voting	1 st August 2024
Documentation to be sent to Unitholder	8 th August 2024
Forms of Proxy and/or Form of Direction to be returned by Unitholders	by no less than 48 hours before the time of the Meeting
Meeting of the AXA Framlington Monthly Income Fund	11:00 am on 13 th September 2024

If the resolution for the Scheme is passed at the Meeting for the Merging Fund, the timetable for the Merger is set out as below:

Last Dealing Day before the Effective Date	19 th September 2024
Cut-Off Date for free switch to an alternative AXA Fund	12:00 noon on 19 th September 2024
Suspension of dealing in Units of the Merging Fund	12:00 noon on 19 th September 2024
End of accounting period for final distribution of income in relation to Merging Fund	11:59 am on 20 th September 2024
Valuation for the purpose of the Merger	12:00 noon on 20 th September 2024
Effective Date of the Merger	12:01 pm on 20 th September 2024
First day of dealing in New Units in the Receiving Fund	23 rd September 2024
Dispatch confirmation of number of New Units	On or around 25 th September 2024

LETTER TO UNITHOLDERS

8th August 2024

Dear Unitholder,

MERGER OF THE AXA FRAMLINGTON MONTHLY INCOME FUND INTO THE AXA FRAMLINGTON UK EQUITY INCOME FUND

We are writing to you in your capacity as a Unitholder in the AXA Framlington Monthly Income Fund (the "**Merging Fund**"), to inform you of our plans (the "**Merger Proposal**") to merge the Merging Fund into the AXA Framlington UK Equity Income Fund (the "**Receiving Fund**"), whereby Unitholders of the Merging Fund will become Unitholders of the Receiving Fund (the "**Merger**"). The FCA rules require that unitholder approval is obtained at an extraordinary general meeting (the "**Meeting**") prior to the implementation of this Merger.

Background to the Merger Proposal

We are proposing the Merger as we believe that it will allow Unitholders in the Merging Fund to remain in a fund with a broadly similar investment objective and policy whilst benefitting from economies of scale by being part of a larger fund.

The management fees of the Receiving Fund are equal to the management fees of the Merging Fund for each corresponding Unit class. Following the Merger, the Receiving Fund will have a higher amount of assets under management ("AUM") and a larger client base than the Merging Fund at present and therefore will benefit from cheaper costs (as a result of costs being set according to the AUM level of a fund and scaled down due to a higher AUM and the asset allocation of the Receiving Fund).

In addition, the portfolio manager of both Merging Fund and Receiving Fund changed on 1st January 2024 as a result of the retirement of the previous portfolio manager of the funds. The portfolio manager manages the Merging Fund and the Receiving Fund in a broadly similar manner while taking account of any differences in the investment policies of the fund given that the Merging Fund and Receiving Fund have similar investment objectives of generating an income for their Unitholders.

Given the significant overlap in the holdings and portfolio weightings held in both funds as a result of the management style of the portfolio manager, the Manager believes that the overall performance, as well as the income level per £1 invested, will be similar for both funds going forward if they were to continue to be managed separately, as well as if the Merger were to go ahead.

So that Unitholders in the Merging Fund can continue to receive a monthly income, we will add new distribution dates for all unit classes to ensure Unitholders will continue to receive income on a monthly basis once transferred to the Receiving Fund. Unitholders in the Merging Fund will also be able to switch to existing unit classes paying a quarterly

distribution in the Receiving Fund should they wish to receive a quarterly distribution after the Merger.

We have provided some key information about the Merging Fund and the Receiving Fund in a comparison table at Part A and B of Appendix 1 of this Circular, and a summary of the similarities and differences below.

Both the Merging Fund and the Receiving Fund are structured as UK UCITS standalone authorised unit trusts, which are authorised and regulated by the FCA.

In order for the Merger to be effective, it must be approved by at least 75% of the Unitholders of the Merging Fund who vote at the Meeting, by the passing of an extraordinary resolution at the Meeting. If the unitholder approval is obtained, the Merger is expected to be implemented on or about 20th September 2024.

We are therefore seeking Unitholders' consent to the Merger.

Further details of the Merger Proposal and the Meeting are set out below.

What does this mean for my investment(s)?

If the Merger Proposal is approved by 75% of the Unitholders in the Merging Fund who vote at the Meeting, then the property of the Merging Fund will be transferred to the Receiving Fund. At the same time, the Units that you currently own in the Merging Fund will be exchanged for New Units in the Receiving Fund. You will receive the corresponding Unit Class in the Receiving Fund for the Unit Class you hold in the Merging Fund, so if for example you currently hold R Class Accumulation Units in the Merging Fund you will receive Rm Class Accumulation Units in the Receiving Fund (with "m" denoting a monthly distributing class).

Unitholders should note that the Receiving Fund is broadly managed in the same way as the Merging Fund with some slight differences, as outlined in the next section. If the Merger is approved, the Merging Fund would be wound-up once the Merger has taken place.

In the event that the Merger is not approved, the Merging Fund will remain open and your investment will also remain within the Merging Fund.

What are the differences in the investment objectives and policies between the Merging Fund and the Receiving Fund?

The investment objectives and policies of the Merging Fund and the Receiving Fund are set out in Part A of Appendix 1 below. The main similarities and differences are summarised below.

Investment objectives

The Merging Fund aims to provide a monthly income with potential for long-term growth of capital. The investment policy expands on this to state that the Merging Fund invests in stocks which the Manager believes will provide above average returns. The Receiving Fund, under the current objective, aims to provide higher than the average income than the FTSE All Share index, with long-term growth of income and capital.

Both Funds aim to select stocks which will produce above average returns within their strategies.

Both objectives aim to provide income and long-term capital, with the Receiving Fund, providing long term growth of both income and capital.

Both objectives aim to achieve a yield of distributable income in excess of 100% of the FTSE All Share Index's yield at the relevant Fund's year end on a rolling 3 year basis, and in excess of 90% on an annual basis.

The difference between the investment objectives is the monthly distribution of income. If the Merger is approved, we will introduce new income allocation dates to ensure payment of income on a monthly basis to Unitholders within all unit classes in the Receiving Fund. Further details are contained in Appendix 1 Part A (*Comparison between the Merging Fund and the Receiving Fund*).

The Receiving Fund will have both monthly and quarterly income allocation dates for Classes D, R and Z. Post the Merger, all unitholders in these unit classes will be able to exercise the option to choose which allocation frequency they prefer, should they wish to do so.

Investment policies

In terms of each Fund's investment strategies, these are broadly similar. The main differences are summarised below.

The Merging Fund invests primarily (which means at least 70% of its Net Asset Value) in UK listed companies of any size. The Receiving Fund invests 70% of its Net Asset Value in companies domiciled, incorporated or having significant business in the UK.

The Merging Fund may also invest in corporate and government bonds, this typically only constitutes a small proportion of the Merging Fund's portfolio.

The Receiving Fund has at least 51% of its investments in large companies which are in the FTSE 100 index, compared with the Merging Fund which may invest its 70% of its investments in UK listed companies of *any size*. The Receiving Fund focusses therefore on larger companies and ties most of its equity investment to FTSE 100 companies. The Merging Fund has a larger weight invested in smaller capitalised companies and AIM companies.

The Receiving Fund will typically consist of shares of between 30-50 different companies, although the actual number of holdings could be greater or less than this range. The Merging Fund does not set a concentration range for the final portfolio.

Both Funds use active investment strategies which means the Manager will have full discretion to select investments based on their own convictions, without being constrained by a particular index. The Manager may take into consideration certain indices when making selections (in the case of the Merging Fund, the FTSE All Share Index, and in the case of the Receiving Fund, the FTSE 350 Total Return Index). For both Funds, the relevant indices may be used by a Unitholder to compare the relevant Fund's financial performance, given such indices best reflect the asset class and certain broad market characteristics of such investments e.g. the size of the company, in which the relevant Fund typically invests. Whilst the asset class invested in are the same for both funds (equities), the slight differences in the types of equities selected (as highlighted above), means that the suitable benchmark we deem should be used for performance comparison purposes for each fund differs.

Each Fund has a Risk and Reward indicator rating shown on the Key Investor Information Documents (KIID). The Risk and Reward indicator is based on price volatility over the last five years and is an indicator of absolute risk. The rating is scored on a scale of 1 to 7. A fund that scores a rating at the lower end of the scale would typically mean lower risk and lower returns, whereas a fund that scores a rating at the higher end of the scale would typically mean a higher risk and higher returns. The Risk and Reward Rating for both the Merging Fund and the Receiving Fund are currently at a 6, and the rating will stay the same in the Receiving Fund following the Merger.

Historical data may not be a reliable indication for the future and it is not guaranteed that the Risk and Reward indicator rating will remain the same. You may wish to consider if the rating of the Receiving Fund meets your needs.

What are the differences in the accounting dates and income allocation dates between the Merging Fund and Receiving Fund

Currently the Merging Fund has an annual accounting date of 6 March and an interim accounting date of 6 September. If the Merger is approved, we will change the annual accounting date of the Receiving Fund to align with your current position in the Merging Fund. The details are set out Appendix 1 Part A (*Comparison between the Merging Fund and the Receiving Fund*).

If the Merger is approved, we will change the income allocation dates for the Receiving Fund such that income will be allocated on a monthly basis on the last day of each month. The details are set out Appendix 1 Part A (*Comparison between the Merging Fund and the Receiving Fund*).

Neither of these changes will impact the income received by the existing unitholders of the Receiving Fund.

Will there be any differences in costs between the Merging Fund and Receiving Fund?

The total costs you will pay for the management of the Receiving Fund (the "ongoing charges figure" or "OCF") will be lower than your current OCF that you pay for the management of the Merging Fund.

Please see the relevant section of the comparison table at Appendix 1 below for the ongoing charges figure you will pay for your corresponding unit class in the Receiving Fund.

Will there be any cost to me in relation to the Merger?

The costs of administering and hosting the Meeting and AXA IM UK's internal costs, such as auditor fees, wind up costs, legal, compliance, operational, typesetting and mailing costs, will be met by AXA IM UK.

The costs of any necessary realignment of the assets, transfer taxes, transaction costs, any costs and taxes associated with the transfer of the assets will be met by the Merging Fund. It is anticipated that such costs should not exceed 0.1% of the current value of the Merging Fund, which for illustrative purposes only, would amount to a cost of £1.00 for every £1,000 invested in the Merging Fund.

What are the tax consequences for me of the Merger?

The way in which your income from your Units in the Receiving Fund will be taxed (or not taxed) will be the same as your income currently from your Units in the Merging Fund.

Based on our understanding of the tax legislation and the tax clearances that have been obtained from HM Revenue & Customs, the Merger will not trigger any liability to pay capital gains tax for you, whatever the size of your holding. You should treat the Units you receive in the Receiving Fund as the same asset for capital gains tax purposes as your original holding in the Merging Fund, with the same base cost(s) and acquisition date(s).

It is our understanding that no UK stamp duty or stamp duty reserve tax (SDRT) should be payable in respect of the transfer of the property of the Merging Fund to the Receiving Fund under the Scheme. If any UK stamp duty or stamp duty reserve tax (SDRT), is payable the cost will be met by the Manager, not by Unitholders.

New Units issued to AXA managed ISA holders will continue to be held within the AXA managed ISA and the merger will not have any impact on the tax status of the AXA managed ISA.

The above reflects our understanding of current UK legislation and HM Revenue & Customs practice relevant to UK resident investors in relation to the Scheme. It may be subject to change. The tax consequences of implementation of the Scheme may vary depending on the law and regulations of your country of residence, citizenship or domicile. If you are in any doubt about your potential liability to tax you should seek professional advice.

Can I redeem or switch my holding to another fund?

If you do not wish to participate in the Merger and do not wish to hold New Units in the Receiving Fund, you may redeem your Units in the Merging Fund or alternatively you may switch your Units from the Merging Fund to another fund within our UK UCITS fund range free of charge. Please note that Key Investor Information Documents for all AXA IM UK UCITS funds are available on our website Home - AXA IM UK (axa-im.co.uk).

Any redemption or switch made up to and including the 12:00 noon valuation point on 19th September 2024 will be free of initial or redemption charges. In order to redeem or switch your Units before the Merger we must receive your instructions by 12:00 noon on 19th September 2024. Instructions received after this time will be deemed to apply to your Units in the Receiving Fund. If you do wish to redeem or switch your Units, please contact us on 0345 777 5511 (calls may be recorded).

If the vote in favour of the Merger is passed, and you take no action to redeem or switch your Units in the Merging Fund, you will receive New Units in the corresponding Receiving Fund from the Effective Date.

Please note that a redemption or switch will be treated as a disposal of shares for tax purposes and you may be liable to capital gains tax on any gains arising from the redemption or switch of your shares.

What action is required?

You are able to vote on the Merger Proposal for the Merging Fund in which you are a Unitholder. The Merger Proposal is set out in detail in Appendix 2. For the proposed Merger to become effective, an Extraordinary Resolution will need to be passed at the Meeting. To be passed, the Extraordinary Resolution requires a majority in favour of not

less than 75% of the votes cast. The Notice of the Meeting and Extraordinary Resolution is set out in Appendix 5.

We would encourage you to read the Key Investor Information document ("KIID") enclosed with this Circular for the Receiving Fund.

The Meeting

The Meeting will be held on 13th September 2024 at the offices of AXA Investment Managers UK Limited at 22 Bishopsgate, London EC2N 4BQ at the time specified in the *Summary of Key Dates and Times*.

You may attend the Meeting in person or vote by proxy; please see below for instructions. The required quorum is two Unitholders voting by proxy or in person. If after the Unitholder vote has been counted, a quorum is not present, then one Unitholder vote by proxy or in person is entitled to be counted in a quorum will constitute a quorum.

The Manager is entitled to receive notice of and attend the Meeting but is not entitled to vote or be counted in the quorum except in relation to Units which it holds on behalf of or jointly with a person who, if themselves are the sole registered holder, would be entitled to vote and from whom it has received voting instructions. Any associate of the Manager may attend and be counted in the quorum but no associate, other than an associate which holds Units on behalf of a person who, if themselves are the registered holder, would be entitled to vote, and from whom it has received voting instructions, is entitled to vote at such Meeting.

How to submit your vote (Unitholders)

Unitholders may attend the meeting and vote, or vote by proxy.

Voting by proxy

Please complete and return the enclosed Form of Proxy in the reply-paid envelope addressed to Corporate Mailing Solutions Ltd., Unit 4B, Chelmsford Road Industrial Estate, Great Dunmow, Essex CM6 1HD to reach us at least 48 hours before the time of the Meeting.

Failure to return the Form of Proxy by the required time will result in the Form of Proxy being void and your proxy will not be entitled to vote on your behalf as directed.

How to submit your vote (ISA Holders)

Information for holders of an AXA Investment Managers Individual Savings Account ("ISA")

As the sole beneficial owner of Units you have the right to instruct AXA IM UK as the account manager to vote for or against the Extraordinary Resolution and to cast votes in respect of the Units you own beneficially.

If you would like to exercise your right to vote, you should either attend the Meeting, or complete and return the enclosed Form of Direction in the envelope provided to Corporate Mailing Solutions Ltd., Unit 4B, Chelmsford Road Industrial Estate, Great Dunmow, Essex CM6 1HD as soon as possible and in any event so that it arrives at least 48 hours before the time of the Meeting.

If you hold investments directly and also through an ISA then you will need to return both a Form of Proxy and a Form of Direction 48 hours before the time appointed for the Meeting.

The Trustee has appointed a duly authorised representative of AXA IM UK as Chair of the Meeting.

The Trustee, whilst expressing no opinion on the merits of the Merger Proposal, has informed AXA IM UK that it consents to the references made to it in this Circular in the form and context in which they appear.

If the Scheme is duly passed at the Meeting, then it will be binding upon all Unitholders in the Merging Fund, whether or not they voted in favour, or voted at all.

Documents for inspection

Copies of the following documents will be available on the AXA IM website via the following link: <https://www.axa-im.co.uk/monthly-income-merger> from the date hereof until the date of the Meeting (or of any adjourned meeting):

- the prospectus of the Trust, containing the investment objectives and investment policies for the Merging Fund and Receiving Fund;
- the Key Investor Information Document for the Receiving Fund; and
- the letter from the FCA to AXA IM UK in respect of the proposed Merger.

Summary of the action to be taken

If, when you purchased your Units, you used the services of a financial adviser or other investment professional, please contact him or her. Alternatively, if you require any further information concerning the Merger Proposal, please contact us on 0345 777 5511 between 9:00 am and 5:30 pm Monday to Friday, but please be aware that we are not authorised to give investment or tax advice.

We urge you to vote in favour of the Extraordinary Resolution. To be passed, the Extraordinary Resolution requires a majority in favour of not less than 75% of the votes by Unitholders (or their proxies), so it is important that you exercise your right to vote.

Please complete and return the enclosed Form of Proxy and/or Form of Direction as indicated to arrive not later than 48 hours before the time of the Meeting.

Next steps

If you are in any doubt about the action to be taken, you should consult your financial adviser. If you are unclear about the contents of this Circular, or have any further questions, please call us on 0345 777 5511 (calls may be recorded).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Marcello Arona', with a long horizontal flourish extending to the right.

Marcello Arona

Director

For and on behalf of

AXA Investment Managers UK Limited

(as authorised fund manager of the AXA Framlington Monthly Income Fund)

APPENDIX 1

PART A

COMPARISON BETWEEN THE MERGING FUND AND THE RECEIVING FUND

The table below provides a comparison of the main features of the Merging Fund and the Receiving Fund.

For further details of the AXA Framlington UK Equity Income Fund, please refer to the KIID available free of charge upon request or from the following link: <https://www.axa-im.co.uk/monthly-income-merger>.

The performance data for each Fund for the last five years and the risk indicators can be viewed in each Fund's KIID (which are available free of charge upon request to AXA IM UK or via the following link: <https://www.axa-im.co.uk/monthly-income-merger>). Please note that past performance is not a reliable indicator of future results.

The Assessment of Value reports are viewable via the following links: <https://www.axa-im.co.uk/monthly-income-merger> for the Merging Fund and <https://www.axa-im.co.uk/monthly-income-merger> for the Receiving Fund. This includes, among other details, commentary on the relevant Fund's performance against its objective over the last five years.

The prospectus of the Trust, including the investment objectives and policies for the Merging Fund and the Receiving Fund, is also available free of charge upon request to AXA IM UK or via the following link: <https://www.axa-im.co.uk/monthly-income-merger>.

	MERGING FUND	RECEIVING FUND
	AXA Framlington Monthly Income Fund	AXA Framlington UK Equity Income Fund
Investment objective	The aim of this Fund is to provide a monthly income with potential for long-term growth of capital. The Manager intends to achieve a yield of distributable income in excess of 100% of the FTSE All Share yield at the Fund's year end on a rolling 3 year basis, and in excess of 90% on an annual basis.	The aim of this Fund is to produce higher than average income with long-term growth of income and capital. The Manager also intends to achieve a yield of distributable income in excess of 100% of the FTSE All Share yield at the Fund's year end on a rolling 3 year basis, and in excess of 90% on an annual basis.
Investment policy	<p>The Fund invests primarily in shares of UK listed companies which the Manager believes will provide above-average income and capital growth. The Fund invests in companies of any size. The Fund also invests in bonds issued by companies or governments. The Manager selects shares based upon analysis of a company's prospects for future growth in dividend payments, financial status, quality of its management, expected profitability and prospects for growth.</p> <p>The Manager has full discretion to select investments for the Fund in line with the above</p>	<p>The Fund has at least 70% of its investments in shares of companies domiciled, incorporated or having significant business in the UK, which the Manager believes are leading companies within their sector and will provide above-average returns. The Fund has at least 51% of its investments in large companies which are in the FTSE 100 index. The Manager selects shares based upon analysis of a company's prospects for future growth in dividend payments, financial status, quality of its management, expected profitability and prospects for growth. The Manager expects</p>

	<p>investment policy and in doing so may take into consideration the FTSE All Share index. The FTSE All Share index is designed to measure the performance of all eligible companies listed on the London Stock Exchange. This index best represents a core component of the Managers' investment universe. The Fund may also invest in other transferable securities and units in collective investment schemes. The Fund may use derivatives for Efficient Portfolio Management. Use may be made of borrowing, cash holdings, hedging and other investment techniques permitted in the applicable Financial Conduct Authority rules.</p> <p>The FTSE All Share index may be used by investors to compare the Fund's performance.</p>			<p>that the Fund's portfolio will typically consist of shares of between 30-50 different companies, although the actual number of holdings could be greater or less than this range.</p> <p>The Manager has full discretion to select investments for the Fund in line with the above investment policy and in doing so may take into consideration the FTSE 350 Total Return index. The FTSE 350 Total Return index is designed to measure the performance of the shares of the 350 largest UK listed companies. This index best represents the types of companies in which the Fund predominantly invests.</p> <p>The Fund may also invest in other transferable securities, cash, deposits, units in collective investment schemes (including those managed or operated by, or whose authorised corporate director is, the Manager or one of its associates) and money market instruments. The Fund may use derivatives for Efficient Portfolio Management. Use may be made of borrowing, cash holdings, hedging and other investment techniques permitted in the applicable Financial Conduct Authority rules. The Fund invests in shares of companies primarily listed in the UK.</p> <p>The FTSE 350 Total Return index may be used by investors to compare the Fund's performance.</p>		
Use of derivatives	For efficient portfolio management			For efficient portfolio management		
Pricing	Single priced			Single priced		
Charges, fees and expenses						
Redemption charge	None			None		
Switching charge	None			None		
Initial charge	None			None		
Annual management charge	Class D: 1.10% Class R: 1.50% Class Z: 0.75%			Class D: 1.10% Class R: 1.50% Class Z: 0.75%		
Ongoing Charges Figure*	Class D: 1.22% Class R: 1.63% Class Z: 0.88%			Class D: 1.18% Class R: 1.58% Class Z: 0.83%		
*The figures provided here are as of the date of the latest KIID for each Fund, being February 2023 for AXA Framlington Monthly Income Fund and April 2023 for AXA Framlington UK Equity Income Fund						
Trustee charge	Net Asset Value	Percentage Charge		Net Asset Value	Percentage Charge	
	First £20M	0.0110%		First £20M	0.0110%	
	Next £30M	0.0090%		Next £30M	0.0090%	

	Next £150M	0.0075%		Next £150M	0.0075%	
	Over £200M	NIL		Over £200M	NIL	
Registrar’s fee/ Operating Expenses	N/A (as part of annual management charge)			N/A (as part of annual management charge)		
Charges taken from income?	Yes all charges are taken from income, except for the Annual Management Charge which is charged to capital			Yes all charges are taken from income, except for the Annual Management Charge which is charged to capital		
Classes of Units offered	Class D Income units Class D Accumulation units Class R Income units Class R Accumulation shares Class Z Income Class Z Accumulation shares			Class A Income units* Class A Accumulation units* Class D Income units Class D Accumulation units Class R Income units Class R Accumulation shares Class Z Income Class Z Accumulation shares *Units in Class A are only available at the Manager’s discretion by contractual agreement		
Minimum investment amounts						
Minimum initial investment/minimum holding	Class D – £1,000 Class R - £1,000 Class Z - £100,000			Class D – £1,000 Class R - £1,000 Class Z - £100,000		
Minimum subsequent purchase/ redemption	Class D - £100 Class R - £100 Class Z - £5,000			Class D - £100 Class R - £100 Class Z - £5,000		
Regular Savings	Class D - £50 per month minimum (ACC only) Class R - £50 per month minimum (ACC only) Class Z - Not available			Class D - £50 per month minimum (ACC only) Class R - £50 per month minimum (ACC only) Class Z - Not available		
Deal cut off	12 noon each Dealing Day			12 noon each Dealing Day		
Valuation Point	12 noon each Dealing Day			12 noon each Dealing Day		
Accounting periods end						
Annual	6 March			Currently 31 March. This will remain the same if the Merger is approved.		
Half-yearly	6 September			Currently 30 September. This will remain the same if the Merger is approved.		
Interim	6 th day of each month			Currently, 30 June and 31 December for the additional quarterly distributions of the Receiving Fund. In addition, there will be monthly distributing unit classes on the last day of each month, if the Merger is approved.		
Income payment dates						
Income allocated	6 th of each month (one month after the relevant accounting period or the nearest working day after this date)			Going forward, for all classes, whether monthly or quarterly distributing, the income allocation will be made one month after the relevant accounting period after the relevant distribution date, if the Merger is approved.		
Service providers						
Authorised Fund Manager	AXA Investment Managers UK Limited			AXA Investment Managers UK Limited		
Trustee	HSBC Bank plc			HSBC Bank plc		
Administrator	SS&C Financial Services International Limited and SS&C Financial Services Europe Limited			SS&C Financial Services International Limited and SS&C Financial Services Europe Limited		
Investment Manager	AXA Investment Managers UK Limited			AXA Investment Managers UK Limited		
Registrar	SS&C Financial Services International Limited and SS&C Financial Services Europe Limited			SS&C Financial Services International Limited and SS&C Financial Services Europe Limited		
Auditor	Ernst & Young LLP			Ernst & Young LLP		

PART B

ISIN Codes

The ISIN codes of the Unit Classes in the Merging Fund and the ISIN codes of the Unit Classes of the Receiving Fund are different. The full list is provided in the table below.

Merging Fund (Unit Class)			Receiving Fund (Unit Class)		
AXA Framlington Monthly Income Fund	Class D INC Units	GB00BPX35L69	AXA Framlington UK Equity Income Fund	Class Dm INC Units	GB00BRXFYJ73
	Class D ACC Units	GB00BPX35K52		Class Dm ACC Units	GB00BRXDDP07
	Class R INC Units	GB0003500286		Class Rm INC Units	GB00BRXFYL95
	Class R ACC Units	GB0003490595		Class Rm ACC Units	GB00BRXFYK88
	Class Z INC Units	GB00B7MMK577		Class Zm INC Units	GB00BRXFYN10
	Class Z ACC Units	GB00B7MMK809		Class Zm ACC Units	GB00BRXFYM03

APPENDIX 2

SCHEME OF ARRANGEMENT FOR THE MERGER OF THE MERGING FUND INTO THE RECEIVING FUND

1. Definition

- 1.1 In this Scheme, unless the context otherwise requires, capitalised terms shall have the meanings set out in the Glossary on page 3. In addition, where relevant in the context, terms which are defined in the Regulations shall have the same meaning in this Scheme.
- 1.2 If there is any conflict between the Scheme and the Trust Deed or Prospectus of the Trust then the Scheme shall prevail. If there is any conflict between the Scheme and the Regulations, then the Regulations shall prevail.

2. Meeting of Unitholders of the Merging Fund

- 2.1 The Merger is conditional upon the passing of the Extraordinary Resolution at the Meeting, by which the Unitholders in the Merging Fund approve the Scheme and instruct the Manager and the Trustee respectively to implement the Scheme.
- 2.2 If the Extraordinary Resolution is passed, the Scheme will be binding on all Unitholders of the Merging Fund (whether or not they voted in favour of it, or voted at all) and the Scheme will be implemented.

3. Dealings in the Merging Fund

- 3.1 The last Dealing Day for Units of the Merging Fund will be 19th September 2024, the last Business Day before the Effective Date. Instructions in respect of the Merging Fund received after 12:00 noon on 23rd September 2024 will be held over until the first Dealing Day for the Receiving Fund after the Merger, which will be 23rd September 2024, and will be deemed to apply to the New Units issued pursuant to the Merger.

4. Income allocation and distribution arrangements

- 4.1 The then current interim accounting period of the Merging Fund will end at 11:59 am on the day before the Merging Fund's Effective Date.
- 4.2 For the Merging Fund, the accounting period that ends on the Effective Date of the Merger will create a shorter distribution period than usual and therefore an additional distribution within the tax year, giving 13 payments (as opposed to 12 payments).
- 4.3 The actual and estimated income (if any) available for allocation to accumulation Units, in respect of the period from the end of the previous accounting period, will be transferred to the capital account of the Merging Fund and allocated to accumulation Units and shall be reflected in the value of those Units. The income so allocated to those Units shall be included in the Merging Fund's value which is used to calculate the number of New Units to be issued under the Scheme.
- 4.4 Any distributions in respect of Units in the Merging Fund which are unclaimed 6 months after the Effective Date, together with any unclaimed distributions in respect of previous accounting periods and any interest on such distributions,

will be held by the Trustee as the trustee of the Receiving Fund. The Trustee will hold those distributions and any interest on those distributions in a separate designated account, on the basis that the distribution and interest will not form part of the scheme property of the Receiving Fund.

- 4.5 However, any distributions which are unclaimed 6 years from the respective original dates of payment (together with any interest arising on the distributions) will be transferred by the Trustee (or by any successor as trustee) to, and will become part of, the capital property of the Receiving Fund. The designated account will be closed when the last distribution is claimed or, if earlier, on the expiry of 6 years from the original payment of the distributions in respect of the accounting period ending on the day before the Effective Date.

5. Calculation of the Merging Fund Value and the Receiving Fund Value

- 5.1 Based on valuations made in accordance with the Trust Deed and Prospectus of the Funds at 12:00 noon on the Effective Date, the Merging Fund Value and Receiving Fund Value will be calculated as at 12:00 noon on the Effective Date.

- 5.2 The Merging Fund Value and the Receiving Fund Value will be used to calculate the number of New Units in the Receiving Fund to be issued to each Unitholder under paragraphs 6 and 7 below.

6. Transfer of property from the Merging Fund to the Receiving Fund and issue of New Units

- 6.1 As at and from 12:01 pm on the Effective Date, the property of the Merging Fund will become part of the property of the Receiving Fund in exchange and in full payment for the issue of New Units. The Trustee shall cease to hold the property of the Merging Fund less the Retained Amount as attributable to the Merging Fund, and shall hold the property as attributable to the Receiving Fund and the Trustee shall make or ensure the making of such transfers and re-designations as may be necessary to effect the same as may be directed and/or instructed by the Manager.

- 6.2 The Manager will arrange for the issue of New Units to Unitholders (who are registered as holding Units on the Effective Date) free of any initial charge.

- 6.3 All Units in the Merging Fund will be deemed to be cancelled and will cease to be of any value as at 12:01 pm on the Effective Date.

- 6.4 Unitholders will be treated as exchanging their Units for New Units. The value of New Units received under the Scheme will not include any element of income.

7. Basis for the issue of New Units

- 7.1 The price of New Units to be issued under the terms of this Scheme will be the price of New Units as at 12:00 noon on the Effective Date.

- 7.2 New Units of the appropriate class and type will be issued to each Unitholder invested in the Merging Fund in proportion to that Unitholder's individual entitlement to the Merging Fund Value as at 12:00 noon on the Effective Date.

8. Notification of the New Units issued under the Scheme

- 8.1 Certificates will not be issued in respect of New Units.

8.2 It is intended that the Manager will notify each Unitholder (or, in the case of joint holders, the first named of such holders on the register) of the number and class of New Units issued to that Unitholder within 10 Business Days of the last Effective Date.

8.3 Transfers or redemptions of New Units issued under the Scheme may be effected from the next business day after the Effective Date.

9. **Mandates and other instructions in respect of New Units**

Mandates and other instructions to the Manager in force on the Effective Date in respect of Units will be deemed to be effective in respect of New Units issued under the Scheme and in respect of other later acquired units in the Receiving Fund, if relevant. Unitholders may change these mandates or instructions at any time.

10. **Termination of the Merging Fund**

10.1 On the Scheme becoming effective the Manager shall commence the process to terminate the Merging Fund in accordance with the Regulations, the Prospectus of the Merging Fund and the Scheme.

10.2 The Retained Amount (which will be made up of cash and other assets, if necessary) and any income arising on it, will be used by the Trustee to pay any outstanding liabilities of the Merging Fund in accordance with the directions and instructions of the Manager and the provisions of the Merging Fund's Trust Deed, Prospectus and the Regulations.

10.3 If, on the completion of the termination of the Merging Fund, there are any surplus moneys remaining in the Merging Fund, they, together with any income arising from them, shall be transferred to the Receiving Fund. No further issue of New Units shall be made as a result. The Trustee shall cease to hold the Retained Amount in its capacity as trustee of the Merging Fund and shall make such transfers and re-designations as may be directed and/or instructed by the Manager.

10.4 If the Retained Amount is insufficient to discharge all the liabilities of the Merging Fund, the Trustee will pay the amount of the shortfall out of the scheme property attributable to the Receiving Fund in accordance with the directions and/or instructions of the Manager and the Regulations.

10.5 On completion of the termination of the Merging Fund, the Trustee and the Manager will be discharged from all their obligations and liabilities in respect of the Merging Fund, except those arising from a breach of duty before that time. Termination accounts in respect of the Merging Fund will be drawn up and, within 4 months of termination of the Merging Fund, a copy of the termination accounts and the auditor's report on it will be sent to the FCA and to each person who was a Unitholder immediately before completion of the termination.

10.6 If, after the completion of the termination of the Merging Fund, contingent assets should arise that were not recognised or only partly recognised by the Manager and Trustee at the time of the Effective Date, such assets will be transferred to the Receiving Fund less any costs that the Manager or Trustee might incur in securing these assets for the Fund.

11. Costs, charges and expenses

- 11.1 The Trustee and the Manager will continue to receive their usual fees and expenses for being the trustee and manager respectively of the Merging Fund out of the property of the Merging Fund which accrue prior to the Effective Date, or, in the case of expenses of the Trustee properly incurred in connection with the Scheme on the termination of the Merging Fund, after the Effective Date.
- 11.2 The administration and other internal costs of implementing the Merger under the Scheme, will be paid by the Manager, not by Unitholders. Any transaction costs (incurred to effect the transfer or liquidation of assets) and related taxes will be charged to the Merging Fund.

12. The Manager and the Trustee to rely on register

- 12.1 The Manager and the Trustee shall be entitled to assume that all information contained in the register of Unitholders of the Merging Fund on and immediately prior to the Effective Date is correct, and to utilise the same in calculating the number of New Units in the Receiving Fund to be issued and registered pursuant to the Scheme.
- 12.2 The Manager may act and rely upon any certificate, opinion, evidence or information furnished to it by its professional advisers or by the auditors of the Merging Fund in connection with the Scheme and shall not be liable or responsible for any resulting loss.

13. Alterations to the Scheme

The terms of the Scheme may be amended as determined by the Manager and approved by the FCA.

14. Governing law

The Scheme is governed by and shall be construed in accordance with the laws of England and Wales.

DATED: 08 August 2024

APPENDIX 3

PROCEDURE FOR UNITHOLDER MEETING

The notice of the Meeting of Unitholders in the Merging Fund setting out the Extraordinary Resolution to approve the proposed scheme of arrangement in respect of the Merging Fund (the “**Notice**”), is set out in Appendix 5.

The quorum for the Meeting is two Unitholders present in the Meeting or present by proxy. If no quorum is present at the Meeting, that Meeting will be adjourned to a date and time at least 7 days later. The Trustee has appointed John Sheppard (or failing him any other duly authorised representative of AXA IM UK) as Chair of the Meeting.

The resolution will be proposed as an “extraordinary resolution” and must be carried by a majority in favour of at least 75% of the total number of votes cast at the Meeting. Persons who are Unitholders in the Merging Fund on the date 7 days before the Notice is sent out, but excluding persons who are known to AXA IM UK not to be Unitholders at the time of the Meeting, are entitled to vote and be counted in the quorum.

Once passed, an Extraordinary Resolution is binding on all Unitholders in the Merging Fund.

AXA IM UK is only entitled to be counted in the quorum and vote at the Meeting in respect of Units which it holds on behalf of or jointly with a person who, being the registered Unitholder, would be entitled to vote and from whom AXA IM UK has received voting instructions.

Associates of AXA IM UK are entitled to be counted in a quorum. They may vote at the Meeting in respect of Units which they hold on behalf of or jointly with a person who, being the registered holder, would be entitled to vote and from whom they have received voting instructions.

In view of the importance of the Merger Proposal, the Chair of the Meeting will order a poll to be taken in respect of the resolution. On a poll, each Unitholder may vote in person or by proxy. The voting rights attaching to each Unit of the Merging Fund are weighted according to the value of the Units in issue at the date 7 days before the Notice is sent out. A Unitholder entitled to more than one vote on a poll need not, if he or she votes, use all votes or cast all votes in the same way.

The quorum at any adjourned meeting is one or more Unitholder present in the relevant Meeting or present by proxy, whatever their number and the number and the value of Units held by them. Any Forms of Proxy returned as required for the Meeting will remain valid, unless otherwise instructed, for the adjourned meeting.

APPENDIX 4

Consents and Clearances

AXA Investment Managers UK Limited

AXA IM UK, as authorised fund manager of the Merging Fund, confirms that in its opinion the Scheme is not likely to result in any material prejudice to Unitholders in any other sub-funds of the Trust.

AXA IM UK, as authorised fund manager of the Receiving Fund, has confirmed that the receipt of property under the Scheme by the Receiving Fund, is consistent with the objective of the Receiving Fund and can be effected without any breach of the relevant legislation.

HSBC Bank plc

HSBC has informed AXA IM UK that, while expressing no opinion as to the merits of the Scheme and not having been responsible for the preparation of this Circular and not offering any opinion on the fairness or merits of the Scheme, which are matters for the judgement of each Unitholder in the Merging Fund, they consent to the references made to them in this Circular in the form and context in which they appear.

Financial Conduct Authority (FCA)

The FCA has confirmed in a letter to AXA Investment Managers UK Limited, in respect of the Merger, that, subject to approval of the Scheme at the Meeting, AXA IM UK may commence wind-up of the Merging Fund.

Tax Clearances

HM Revenue & Customs has confirmed by letter to AXA Investment Managers UK Limited that section 103K of the Taxation of Chargeable Gains Act 1992 should not apply to the Scheme and consequently section 103H of that Act may apply whatever the size of holding. Accordingly, the Scheme should not involve a disposal of Units in the Merging Fund for the purposes of tax on capital gains. The New Units will have the same acquisition cost and acquisition date for capital gains tax purposes for each UK Unitholder as their Units in the Merging Fund.

HM Revenue & Customs has also given clearance by letter under section 701 of the Income Tax Act 2007 and section 748 of the Corporation Tax Act 2010 that the Scheme does not create a tax advantage which should be cancelled.

Documents Available For Inspection

Copies of the following documents are available on request by contacting AXA IM UK (please see contact details below) from 8th August 2024 until the date of the Meeting (or the adjournment of any of them):

1. The Trust Deed and the Prospectus of the Merging Fund and the Receiving Fund;
2. The KIIDs of the Merging Fund and of the Receiving Fund;
3. The letter to AXA IM UK from HSBC referred to under "HSBC Bank plc" above;
4. The letter to AXA IM UK from the FCA referred to under "Financial Conduct Authority (FCA)" above; and
5. The letter from HM Revenue & Customs referred to under "*Tax Clearances*" above.

APPENDIX 5

NOTICE OF MEETING OF UNITHOLDERS*

AXA Framlington Monthly Income Fund

NOTICE IS HEREBY GIVEN that a meeting of the Unitholders in AXA Framlington Monthly Income Fund will be held at the offices of AXA Investment Managers UK Limited at 22 Bishopsgate, London EC2N 4BQ on 13th September 2024 at 11:00 am to consider and, if thought fit, to pass the following resolution which will be proposed as an extraordinary resolution:

Extraordinary Resolution

THAT:

The scheme of arrangement (the "**Scheme**") for the transfer of the AXA Framlington Monthly Income Fund into AXA Framlington UK Equity Income Fund, the terms of which are set out in a circular dated 8th August 2024 and addressed by AXA Investment Managers UK Limited ("**AXA IM UK**") to Unitholders in AXA Framlington Monthly Income Fund, is hereby approved and that AXA IM UK and HSBC Bank plc are hereby instructed to implement the Scheme in accordance with its terms.

Marcello Arona

Director

For and on behalf of

AXA Investment Managers UK Limited

(as authorised fund manager of AXA Framlington Monthly Income Fund)

22 Bishopsgate, London EC2M 4BQ

*NOTES

To be passed, an extraordinary resolution must be carried by a majority in favour of not less than 75% of the total Unitholder votes validly cast by proxy only for and against the resolution.

A Unitholder that holds Units in the Merging Fund and who is entitled to attend and vote may appoint a proxy, who need not be another Unitholder, to attend and vote on behalf of that Unitholder. Forms of proxy and the power of attorney or other authority (if any) under which they are signed (or a notarially certified copy thereof) must be deposited with Corporate Mailing Solutions Ltd., Unit 4B, Chelmsford Road Industrial Estate, Great Dunmow, Essex CM6 1HD, not later than 11:00 am on 11th September 2024. Please use the envelope provided.

The quorum for the Meeting is two Unitholders present at the meeting or present by proxy. For the purposes of the Meeting, "Unitholder" includes persons who hold Units on the date 7 days before the notice of meeting is sent out, but excludes any persons who are known to the Manager not to be Unitholders at the time of the Meeting. Voting will take place in person and via proxy appointment of the Chair, and the Chair will take questions.

ISA investors may instruct AXA IM UK by completing the enclosed Form of Direction and returning it in the envelope provided to arrive not later than 48 hours before the time of the Meeting (or any adjourned meeting).