

PROSPECTUS FOR
CIS UNIT TRUSTS

This document has been prepared in accordance with the Collective Investment Schemes Sourcebook (the "COLL Sourcebook") which forms part of the Financial Services Authority's Handbook of Rules and Guidance. (A copy has been sent to the Financial Services Authority and to the Trustee of the Schemes.)

CIS UK GROWTH TRUST

CIS UK INCOME WITH GROWTH TRUST

CIS SUSTAINABLE LEADERS TRUST

CIS SUSTAINABLE DIVERSIFIED TRUST

CIS SUSTAINABLE WORLD TRUST

CIS EUROPEAN GROWTH TRUST

CIS US GROWTH TRUST

CIS CORPORATE BOND INCOME TRUST

CIS UK FTSE4GOOD TRACKER TRUST

3 September 2010

TABLE OF CONTENTS

THE MANAGER.....	3
THE TRUSTEE.....	3
THE REGISTRAR.....	4
THE AUDITOR.....	4
CHARACTERISTICS OF UNITS (all Schemes with the exception of CIS UK FTSE4Good Tracker Trust).....	4
CHARACTERISTICS OF UNITS (CIS UK FTSE4Good Tracker Trust).....	5
EVIDENCE OF TITLE.....	5
VALUATIONS AND THE PRICE OF UNITS (all Schemes with the exception of CIS UK FTSE4Good Tracker Trust).....	5
VALUATIONS AND THE PRICE OF UNITS (CIS UK FTSE4Good Tracker Trust).....	6
BUYING AND SELLING UNITS (RETAIL CLIENTS).....	8
BUYING AND SELLING UNITS (NON-RETAIL CLIENTS).....	13
INCOME EQUALISATION.....	13
TAXATION.....	13
GENERAL INFORMATION.....	17
DELEGATION.....	18
VOTING RIGHTS.....	20
PAYMENTS OUT OF THE SCHEME.....	21
CONSTITUTION OF THE SCHEMES.....	24
1. INVESTMENT POWERS AND RESTRICTIONS.....	24
2. ELIGIBLE SECURITIES MARKETS.....	51
3. ELIGIBAL DERIVATIVES MARKETS.....	52
TERMINATION OF THE SCHEMES.....	52
RISK FACTORS.....	53
COMPLAINTS.....	55
Appendix 1	
DETAILS OF THE SCHEMES.....	56
Appendix 2	
PAST PERFORMANCE OF THE SCHEMES.....	69
Appendix 3	
VALUATION AND PRICING (all Schemes with the exception of CIS UK FTSE4Good Tracker Trust).....	70
Appendix 4	
VALUATION AND PRICING (CIS UK FTSE4Good Tracker Trust).....	76

THE MANAGER

The Manager of the Schemes described in the Appendix entitled "Details of the Schemes", is CIS Unit Managers Limited, a private company limited by shares, incorporated in England on 10th April 1989. The Manager is a wholly owned subsidiary of Co-operative Insurance Society Limited ("CIS").

Ultimate Holding Company

All the issued share capital of CIS is owned by Co-operative Financial Services Limited ("CFS"), which is a wholly owned subsidiary of the Manager's ultimate holding company, The Co-operative Group Limited. Both CIS and the Co-operative Group are Societies incorporated and registered in England under the Industrial and Provident Societies Acts 1965 to 1978.

Registered Office & Head Office

CIS Building, Miller Street, Manchester M60 0AL.

Administration Address

P.O. Box 105, Manchester, M4 8BB.

Issued and Paid-up Share Capital

The issued share capital of the Manager is £25 million made up of 25 million Ordinary £1 shares all of which are fully paid.

Directors

M.A. Summerfield (Chairman and Chief Executive) (Business Leader, Life and Savings), M.D. Fairbairn (Director of Risk), A. N. Russell (Business Leader, Finance Retail) and R. J. Bulmer (Managing Director, Retail). All the Directors have the varying responsibilities listed as senior managers of CFS.

THE TRUSTEE

The Trustee of each Scheme is State Street Trustees Limited (Registered No. 2982384) a private company limited by shares incorporated in England and Wales on 24th October 1994.

Registered Office

20 Churchill Place, London, E14 5HJ.

Head Office & Correspondence Address

525 Ferry Road, Edinburgh, EH5 2AW.

Principal Business Activity

The principal business activity of State Street Trustees Limited is acting as the trustee and depositary of collective investment schemes. The Trustee has delegated the custody of the assets of the Schemes to State Street Bank and Trust Company.

THE REGISTRAR

The Manager is the Registrar of each Scheme. The registers of holders may be inspected at CIS Building, Miller Street, Manchester M60 0AL.

THE AUDITOR

The Auditor of each Scheme is KPMG LLP, Chartered Accountants and Registered Auditors, 1 The Embankment, Neville Street, Leeds, LS1 4DW.

CHARACTERISTICS OF UNITS (all Schemes with the exception of CIS UK FTSE4Good Tracker Trust)

- 1 The nature of the rights represented by units in a Scheme is that of a beneficial interest under a trust.
- 2 Each holder of units is entitled to participate in the property of a Scheme in proportion to the number of units held.
- 3 The units comprising each Scheme are exclusively income units, the holders of which are entitled where appropriate to final and, if the Manager so determines, interim allocations of income in respect of each annual accounting period.
- 4 For holders of CIS European Growth Trust and CIS US Growth Trust units, income allocations may only be reinvested to purchase additional units. Holders of units in other Schemes may choose to have income either paid out or re-invested. However, for holders of units in the CIS Sustainable Diversified Trust or CIS Sustainable World Trust, if the amount of any income payment is less than £20, we reserve the right to automatically reinvest the income to buy more units.
- 5 Holders for whom income is re-invested receive statements at half-yearly intervals containing details of the number of additional units issued and the prices at which they were issued.
- 6 The Trust Deeds allows gross income and gross accumulation units to be issued, as well as net income and net accumulation units, but currently none are in issue. Net units are units in respect of which income allocated to them is distributed periodically to the relevant unitholders (in the case of income units) or credited periodically to capital (in the case of accumulation units), in either case in accordance with relevant tax law, net of any tax deducted or accounted for by the Trusts. Gross units are income or accumulation units where, in accordance with relevant tax law, distribution or allocation of income is made without any tax being deducted or accounted for by the Trusts. All references in this Prospectus are to net units unless otherwise stated.

- 7 The income available for distribution to holders is determined in accordance with the COLL Sourcebook. Broadly, it comprises all sums received or receivable by the Scheme, during the relevant accounting period, which are deemed by the Manager to be in the nature of income, less appropriate deductions in respect of charges, expenses and other liabilities. The Manager operates a policy of smoothing interim distributions with the object of maintaining final dividends at an appropriate level. Where income is paid out, payment will be made by cheque to the unitholder, other than for non-retail clients where the method of payment will be agreed with each client. With the agreement of the Trustee, average amounts of income of £10 or less may not be paid.

CHARACTERISTICS OF UNITS (CIS UK FTSE4Good Tracker Trust only)

- 1 The nature of the rights represented by units in the Scheme is that of a beneficial interest under a trust.
- 2 Each holder of units is entitled to participate in the property of the Scheme in proportion to the undivided shares represented by the number of units held.
- 3 The units of the CIS UK FTSE4Good Tracker Trust are exclusively accumulation units. (This was one of the changes introduced with effect from 6 April 2005 for the CIS UK FTSE4Good Tracker Trust in order that the units in the scheme are qualifying investments for Child Trust Fund accounts.)
4. The Trust Deed allows gross income and gross accumulation units to be issued, as well as net income and net accumulation units, but currently none are in issue. Net units are units in respect of which income allocated to them is distributed periodically to the relevant unitholders (in the case of income units) or credited periodically to capital (in the case of accumulation units), in either case in accordance with relevant tax law, net of any tax deducted or accounted for by the Trust. Gross units are income or accumulation units where, in accordance with relevant tax law, distribution or allocation of income is made without any tax being deducted or accounted for by the Trust. All references in this Prospectus are to net units unless otherwise stated.
5. Holders of units are entitled to final and, if the Manager so determines, interim allocations of income in respect of each annual accounting period. The income attributable to accumulation units is automatically added to (and retained as part of) the capital assets of the Scheme at the end of the relevant accounting period and is reflected in the unit price of accumulation units.

EVIDENCE OF TITLE

A register of holders will be maintained by the Registrar and entries in this register shall be conclusive evidence of title to units.

VALUATIONS AND THE PRICE OF UNITS (all Schemes with the exception of the CIS UK FTSE4Good Tracker Trust)

- 1 Regular valuations of the property of each Scheme will be carried out on each business day at 12 noon, although the Manager may carry out additional valuations at other times if it is considered desirable to do so.

- 2 The property will be valued on an offer basis for the purpose of calculating the **creation price** of units and the amount of the Manager's initial charge, and on a bid basis for the purpose of calculating the **cancellation price** of units. For the purpose of calculating the Manager's and the Trustee's periodic charges the value of the property will be determined on a mid-market basis.
- 3 The base currency of each Scheme is the Pound Sterling (GBP).
- 4 The Manager's normal basis of dealing is at a forward price. This means that when a customer wants to buy or sell units the price will be based on the next valuation after satisfactory instructions are received at the Administration Address. When units are bought through a monthly payment scheme, the price will be based on the valuation carried out at 12 noon on the day that the direct debit demand is made.
- 5 The buying price, at which customers may buy units from the Manager, will not exceed the total of the creation price plus the Manager's initial charge.
- 6 The selling price, at which customers may sell units to the Manager, will not be less than the cancellation price (less any redemption charge and any SDRT provision).
- 7 Large deals may be carried out at a higher offer price or a lower bid price than those published, provided these prices do not exceed the relevant maximum and minimum parameters set out above.
8. The cancellation price last notified to the Trustee may be obtained free of charge by contacting the Manager's head office.
9. The price per unit at which units are issued or cancelled is calculated by taking the proportion, attributable to the units of the class in question, of the value on the issue basis (when calculating the issue price per unit) or the cancellation basis (when calculating the cancellation price per unit) of the property of each Scheme by reference to the most recent valuation, computing the number of units of the relevant class in issue immediately before that valuation, dividing the total by that number of units.
10. The dual pricing arrangements are set out in Appendix 3 of this Prospectus.

VALUATIONS AND THE PRICE OF UNITS (CIS UK FTSE4Good Tracker Trust only)

- 1 Regular valuations of the property of the CIS UK FTSE4Good Tracker Trust will be carried out on each business day at 12 noon. The Manager may carry out additional valuations at other times if it is considered desirable to do so.
- 2 For the purpose of calculating the Manager's and the Trustee's periodic charges the value of the property will be determined on a mid-market basis.
- 3 Units are issued at a single price. (This was one of the changes introduced with effect from 6 April 2005 for the CIS UK FTSE4Good Tracker Trust in order that units in the Scheme are qualifying investments for Child Trust Fund accounts.)
- 4 Under the single pricing arrangements, the price of a unit will be the net asset value of the Scheme attributable to the relevant unit class of the Scheme divided by the number

of units of that class in issue. The net asset value is determined by calculating the value of assets attributable to that type of units and deducting the liabilities attributable to it in accordance with provisions set out in the Trust Deed for the Scheme. The pricing arrangements for the Scheme are set out in Appendix 4 of this Prospectus.

- 5 The base currency of the Scheme is the Pound Sterling (GBP).
- 6 The Manager's normal basis of dealing is at a forward price. This means that when a customer wants to buy or sell units the price will be based on the next valuation after satisfactory instructions are received at the Administration Address.
- 7 Dilution Adjustment (Swinging Single Price)

The basis on which the Scheme's investments are valued for the purpose of calculating the buying and selling price of units are stipulated in the COLL Sourcebook and the Scheme's Trust Deed as summarised above. Dealing costs in, and spreads between the buying and selling prices of, the Scheme's underlying investments mean that the buying and selling prices for units may differ from the value of the proportionate interest those units represent in the Scheme, and dealing at those prices could lead to a reduction in the value of the scheme property of the Scheme, and so disadvantage other unitholders. This effect is known as "dilution". The Manager may therefore apply a "dilution adjustment" as defined in the COLL Sourcebook on the issue and/or redemption of units in the Scheme in the circumstances outlined below.

A dilution adjustment is an adjustment to the single unit price which is determined by the Manager on the basis set out above. The Manager may make a dilution adjustment to the price of a unit (which means that the price of a unit is above or below that which would have arisen from mid-market valuation) for the purpose of reducing dilution to the Scheme (or to recover an amount which it has already paid or is reasonably expected to pay in the future) in relation to the issue or cancellation of units.

A dilution adjustment will be calculated by reference to the estimated costs of dealing in the underlying investments of the Scheme, including any dealing spreads, commission and transfer taxes, in accordance with the COLL Sourcebook.

In exceptional circumstances, for example where over a dealing period the CIS UK FTSE4Good Tracker Trust has experienced a large level of net sales or repurchases relative to its size or otherwise, whenever we consider it necessary to protect the interests of the unitholders, the quoted price may be adjusted. If there are net inflows into the CIS UK FTSE4Good Tracker Trust the dilution adjustment will increase the price and if there are net outflows the price will be decreased. The reason for this is to counteract any material costs, such as dealing charges, which result from the investment transactions that may have been triggered from material net client dealing and that otherwise would have been borne by the CIS UK FTSE4Good Tracker Trust and therefore all other investors.

In particular, the Manager may make a dilution adjustment under the following circumstances:

- (a) where the CIS UK FTSE4Good Tracker Trust experiences net inflows or outflows on any day equivalent to 2% or more of the net asset value of the CIS UK FTSE4Good Tracker Trust; or
- (b) where the CIS UK FTSE4Good Tracker Trust is experiencing large levels of net inflows relative to its size; or
- (c) where the CIS UK FTSE4Good Tracker Trust is experiencing large levels of outflows relative to its size; or
- (d) where the CIS UK FTSE4Good Tracker Trust is in continual decline (is suffering a net outflow of investment); or
- (e) where the CIS UK FTSE4Good Tracker Trust is continually enjoying net sales (i.e. is enjoying a net inflow of investment); or
- (f) in any other case where the Manager believes that the imposition of a dilution adjustment is required to safeguard the interests of continuing unitholders.

As dilution is directly related to the inflows and outflows of monies from the CIS UK FTSE4Good Tracker Trust, it is not possible to predict accurately whether dilution will occur at any particular point in time. Consequently it is also not possible to accurately predict how frequently the Manager will need to make a dilution adjustment. However, for illustrative purposes, there has been no need to make any dilution adjustments since the conversion of the CIS UK FTSE4Good Tracker Trust to a single priced basis on 6th April 2005 up until the date of this Prospectus.

The dilution adjustment for the CIS UK FTSE4Good Tracker Trust may vary over time because the dilution adjustment of the CIS UK FTSE4Good Tracker Trust will be calculated by reference to the costs of dealing in the underlying investments of the CIS UK FTSE4Good Tracker Trust, including any dealing spreads, and these can vary with market conditions. An estimate of a typical adjustment may be 0.65% (buying units) and 0.15% (selling units).

BUYING AND SELLING UNITS – RETAIL CLIENTS

Lump sum purchases (all trusts with the exception of the CIS UK FTSE4Good Tracker Trust)

- 1 Lump sum purchases of units for all trusts may be made by sending a completed application form to the Manager's Administration Address. Existing holders may purchase additional units by telephone. The Manager's hours of business for dealing in units are 8.30 a.m. to 4.00 p.m. on any business day but purchases made by telephone by existing unitholders may be arranged through the Customer Contact Centre (08457) 464646 between the hours of 8.00 a.m. to 8.00 p.m. on Monday to Friday and between the hours of 8.00 a.m. to 5.00 p.m. on Saturdays.
- 2 Application forms must be accompanied by cheques. In the case of telephone applications, payment is due immediately upon receipt of the contract note. All cheques should be payable to CIS Unit Managers Limited.

- 3 The minimum initial lump sum investment in each Scheme is £1,000. Subsequent lump sum investments into each of the Schemes must be of £500 or more.
- 4 All lump sum purchases will be acknowledged by the issue of contract notes.

Lump sum purchases (CIS UK FTSE4Good Tracker Trust only)

- 5 For those unitholders investing in the CIS UK FTSE4Good Tracker Trust via a Child Trust Fund Account provided by The Children's Mutual, units are held in the name of The Children's Mutual or its nominee. Subsequent payments into such a Child Trust Fund Account will be transferred from The Children's Mutual to CISUM.
- 6 The minimum initial lump sum investment in the CIS UK FTSE4Good Tracker Trust is £1,000. Subsequent lump sum investments into the Scheme must be of £500 or more, with the exception of investments made by The Children's Mutual where no minimum applies.
- 7 All lump sum purchases will be acknowledged by the issue of contract notes.

Purchase through monthly payment scheme

- 8 Units in each Scheme (with the exception of the CIS UK FTSE4Good Tracker Trust) may be purchased by monthly direct debit. A completed application form and direct debit mandate should be sent to the Manager's Administration Address.
- 9 Advance notice of the date of the first direct debit demand will be issued following processing of the application and direct debit mandate.
- 10 Direct debit demands will be made on the 6th day of each month or, where that date falls on a weekend or bank holiday, the next business day. Units will be purchased, and allocated to the holder's account, on the day that the demand is made.
- 11 Customers may make additional, lump sum investments to supplement their monthly investments, subject to the minimum figures for lump sums shown above.
- 12
 - (a) Monthly investments must be in multiples of £1 and the minimum monthly investment is £50, which may be split between different Schemes.
 - (b) Customers may change the amount of their monthly investments provided the change is of not less than £25. Instructions should be given in writing to the Manager's Administration Address.
- 13 Customers purchasing units through a monthly payment scheme will be sent a statement at six-monthly intervals setting out the payments made and the units purchased for their Scheme during the period to which the statement relates.
- 14 If a direct debit demand is not met, the Manager will not re-attempt collection for that month.

- 15 Customers may take payment “holidays” (i.e. suspend payments temporarily) for up to two months in any twelve-month period provided that at least two weeks advance notice is given to the Manager.
- 16 If two successive payments are missed where no holiday arrangement has been made, and in any event if three payments are missed in any twelve-month period, the payment scheme will be treated as lapsed and no further demands will be made.
- 17 If a payment scheme is lapsed or payments are otherwise discontinued, and the total value of the holding is less than £500, the Manager may repurchase the holding.
- 18 Customers wishing to stop their monthly payments must contact their bank to cancel the direct debit mandate in addition to notifying the Manager.

Selling units

- 19 Instructions for sale of units (with the exception of investments made by The Children’s Mutual into the CIS UK FTSE4Good Tracker Trust) may be accepted by telephone in certain circumstances but the Manager reserves the right to require such instruction, or confirmation thereof, in writing. Instructions must include:
 - (a) the holder's name, address and holder number;
 - (b) the number or value of units to be sold and the Scheme in which they are held; and
 - (c) where the instructions or confirmation are in writing, the holder's signature.

Instructions received via electronic communications, such as email, will not be accepted.

For those investing in the CIS UK FTSE4Good Tracker Trust via a Child Trust Fund Account with The Children’s Mutual, a sale of units can only be accepted in accordance with the terms of the relevant Child Trust Fund Account and the Child Trust Funds Regulations 2004. In relation to such Child Trust Fund Accounts, instructions are given to CIS by The Children’s Mutual.

Instructions will be acknowledged by the issue of a contract note. Normally payment will be issued by the end of the fourth business day next after the valuation point following receipt of the holder’s instructions, but there may be occasions where we will need to contact the unitholder to verify their instruction.

- 20 The minimum value of units which may be the subject of any one sale transaction is £250.
- 21 If an instruction for sale of units would leave the holder with a residual holding of less than £500 in any one Scheme, the Manager may repurchase the residual holding as well.
- 22 The Manager may issue units in exchange for assets other than cash (an in specie issue), but will only do so where the Trustee has taken reasonable care to determine, in accordance with the COLL Sourcebook that the acquisition of those assets in exchange

for the units concerned is not likely to result in any material prejudice to the interests of unitholders.

- 23 Where a holder asks to sell (or asks the Manager to cancel) units worth 5% or more of the value of the Scheme's relevant property, the Manager may choose (or in the case of the CIS UK Growth Trust; the CIS UK Income with Growth Trust and the CIS Sustainable Leaders Trust the holder may ask the Manager), to arrange to transfer some of the Scheme's property to the holder, instead of making payment, in respect of the value of the units, (an in specie cancellation). The Manager will select the property to be transferred in consultation with the Trustee. The Trustee must take reasonable care to ensure that the transfer of the property of the Scheme would not be likely to result in any material prejudice to the interests of unitholders.

General

- 24 Unit prices are published in each daily edition of The Financial Times, and in those editions of the Scotsman published on Tuesday to Saturday inclusive. Additionally, unit prices are displayed on the Co-operative Investments website, www.co-operativeinvestments.co.uk and can also be obtained by telephoning the Customer Contact Centre on (08457) 464646 between the hours of 8.00 a.m. to 8.00 p.m. (Monday to Friday) and between the hours of 8.00 a.m. to 5.00 p.m. (Saturday).
- 25 Any purchase or sales of units with a value equal to or in excess of £50,000 will amount to a "large deal". For large deals (subject to the COLL Sourcebook), the Manager may sell units at more than, or redeem units at less than, the published price.
- 26 The Manager may make a profit from dealing in units as principal. The Manager is not accountable to holders for any profit it makes in dealing in units as principal.
- 27 Where, having regard to the interests of holders, there are exceptional circumstances for doing so the Trustee (or the Manager with the prior agreement of the Trustee) may temporarily suspend the purchase and sale of units. The period of suspension must only continue for as long as it is justified having regards to the interests of unitholders.

On suspension, the manager (or Trustee) will immediately inform the FSA, and where appropriate, provide details of the suspension to unitholders as soon as practicable, including the exceptional circumstances which resulted in the suspension. Details of the suspension will be published on the Co-operative Investments website, including the likely duration (if known).

The suspension of dealing will cease as soon as practicable after the exceptional circumstances have ceased. The suspension will be reviewed by the Manager and Trustee at least every 28 days.

The manager may agree, during the suspension, to deal in units in which case all deals accepted during, and outstanding prior to, the suspension will be undertaken at a price calculated at the first valuation point after restart of dealing.

During a suspension, the manager should inform any person who requests a sale or redemption of units that all dealings in units have been suspended and that they have

the option to withdraw the request during the period of suspension, or have the request executed at the first opportunity after the suspension ends.

- 28 The Manager may make a charge on the redemption of units. At present, no redemption charge is levied. The Manager may only introduce a redemption charge in accordance with the COLL Sourcebook. Also, if such a charge was introduced, it would not apply to units issued before the date of the introduction (i.e. those not previously subject to a redemption charge).

Compulsory redemption

- 29 The Manager may from time to time take such action and impose such restrictions as it thinks necessary for the purpose of ensuring that no units in the Scheme are acquired or held by any person in circumstances:
- (a) which constitute a breach of the law or governmental rule or regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
 - (b) which would (or would if other units were acquired or held in like circumstances) result in the Scheme incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

and, in this connection, the Manager may reject at its discretion any subscription for, sale, exchange, or transfer of units.

- 30 If it comes to the notice of the Manager that any units have been acquired or are being held in each case whether beneficially or otherwise in any of the circumstances referred to in paragraph 29 above or if it reasonably believes this to be the case, the Manager may give notice to the holder of such units requiring the unitholder to transfer the units to a person who is qualified or entitled to own the same or to give a request in writing for the redemption or cancellation of such units in accordance with the COLL Sourcebook. If any person upon whom such a notice is served does not within thirty days after the date of such notice transfer his units to a person qualified to hold the same, or establish to the satisfaction of the Manager that the holders of the units are qualified and entitled to hold the units, he shall be deemed upon the expiration of that thirty day period to have given a request in writing for the redemption or cancellation (at the discretion of the Manager) of the units pursuant to the COLL Sourcebook.
- 31 A person who becomes aware that he has acquired or holds, whether beneficially or otherwise, units in any of the circumstances referred to in paragraph 29 above shall, unless he has already received such a notice referred to in paragraph 30 above, either transfer or procure the transfer of all such units to a person qualified to own the same, or give a request in writing or procure that a request is so given for the redemption or cancellation of all the units pursuant to the COLL Sourcebook.

Compulsory exchange of units

- 32 If at any time the Manager becomes aware that the unitholder of any units that make or intend to make distributions or allocations without any tax being deducted or accounted

for by the Scheme has failed or ceased for whatever reason to be entitled to receive distributions or have allocations made in respect of his holding of such units without deduction of United Kingdom tax, then the Manager shall convert all of the relevant units owned by such unitholder for units of a class or classes which, in the opinion of the Manager, such unitholder is entitled to hold and most nearly equate to the class or classes of units held by that unitholder.

- 33 An amount equal to any tax charge incurred by the Scheme or for which the Scheme may be held liable as a result of an exchange pursuant to paragraph 32 above shall be recoverable from the unitholder concerned and may be accounted for in any adjustment made to the number of new units to be issued to that unitholder further to any such exchange.

BUYING AND SELLING UNITS – NON-RETAIL CLIENTS

The provisions for buying and selling units for non-retail clients may vary from the above, and will be as agreed with each non-retail client where appropriate.

This may include provisions for accepting instructions via electronic communications. Where this is the case, full details (including the types of electronic communications accepted and security measures) will be set out in the relevant terms of business or service level agreement.

INCOME EQUALISATION

- 1 Income equalisation is a capital sum representing the Manager's best estimate, as at the end of an accounting period, of the amount of income which has accrued during that accounting period and which has been included in the buying price of units purchased during the period.
- 2 Income equalisation is paid to holders on the first distribution date following their purchase of units. It represents a return of capital sum. As such, it is not liable to income tax but should be deducted from the unit price when calculating the cost of units for capital gains tax purposes.

TAXATION

- 1 The information below is a general guide based on current UK law and HM Revenue & Customs practice, which are subject to change. It summarises the tax position of the Schemes and of investors who are UK resident and hold units as investments. Prospective investors who are in any doubt about their tax position, or who may be subject to tax in a jurisdiction other than the UK, are recommended to take professional advice.
- 2 All the Schemes are authorised unit trust schemes and, as such, do not suffer any liability to UK taxation in respect of any capital gains accruing to them, either on the disposal of their investments or in any other circumstances.
- 3 A Scheme is, however, liable to UK corporation tax at the current rate of 20% on the excess of its taxable income for any accounting period over its deductible expenses of management and interest costs for that period. Any distributions paid by any Scheme to

its unitholders will not be treated as deductible expenses in computing the Scheme's taxable income, except in the case of interest distributions.

- 4 The taxable income of each Scheme does not include any foreign dividends, UK dividends or other qualifying distributions (and any part of dividend distributions from authorised unit trusts and UK open-ended investment companies that represent such dividends) received by that Scheme.
- 5 Any income, other than dividends, derived by a Scheme from foreign sources will be included in its taxable income, but, in computing its liability to corporation tax, credit may be available for any foreign withholding taxes that the income has borne.
- 6 Broadly speaking, any Scheme which invests primarily in interest paying investments (i.e. CIS Corporate Bond Income Trust) may make interest distributions. Other Schemes may only make dividend distributions.

Equity Schemes (all CIS unit trusts with the exception of the CIS Corporate Bond Income Trust)

- 7 Any dividend distribution made by a Scheme will be treated as if it were a UK dividend paid to the unitholders. A unitholder in a Scheme who is an individual, resident in the UK for taxation purposes will be entitled to a tax credit in respect of any dividend distribution made to them by that Scheme. The amount of the tax credit will be equal to one-ninth of the distribution and will therefore correspond to 10% on the aggregate of the distribution and the tax credit. Individual unitholders who pay income tax other than at the higher or additional rate will have no further liability to income tax in respect of the distribution. Individual unitholders including those who do not pay income tax are not entitled to claim payment of any part of the tax credit. Individual unitholders who pay income tax at the higher rate will be liable to a further 22.5% tax, and those who pay at the additional rate will be liable to a further 32.5% tax, on the aggregate of the distribution and related tax credit. No further tax liability arises when the units are held within an ISA.
- 8 Other UK resident entities not liable to tax are not able to claim repayment of any part of the tax credit.
- 9 Dividend distributions made by a Scheme to corporate unitholders who are chargeable to corporation tax may have to be divided into two parts. This division will be shown on the tax voucher accompanying the distributions. The first part is treated as dividend income (franked investment income) which will not be subject to corporation tax. The second part is treated as an annual payment (unfranked investment income) received after deduction of tax at the lower rate (currently 20%) and will be subject to corporation tax. The tax deducted from the second part is repayable only to the extent of the unitholder's proportion of the Scheme's net UK corporation tax liability although all of it is available for offset against the unitholder's UK corporation tax liabilities.

Interest schemes (CIS Corporate Bond Income Trust only)

- 10 Schemes with more than 60 per cent of their investments invested throughout an accounting period in, broadly speaking, interest paying instruments and derivative contracts whose underlying subject matter is such instruments may make interest distributions. For UK resident individual unitholders, these distributions are generally

paid after deduction of income tax at the lower rate (currently 20%), which will satisfy the tax liability of unitholders other than higher or additional rate taxpayers. Unitholders who pay income tax at the higher rate (currently 40%) will be liable to further income tax of 20%, and unitholders who pay income tax at the additional rate (currently 50%) will be liable to further income tax of 30%, of the gross interest payment. No further tax liability arises when the units are held within an ISA. UK residents not liable to tax on some or all of their income (including ISA investors), may reclaim (or, if an ISA investor, have reclaimed on their behalf), the appropriate part of the income tax withheld at source from the HM Revenue & Customs.

- 11 Details of certain interest payments to individuals with addresses in the UK and other prescribed territories must be reported to HM Revenue & Customs by the Trustee along with the names and addresses of those individuals.
- 12 Corporate unitholders within the charge to UK corporation tax will be treated as receiving a payment of yearly interest and should be entitled to receive the interest distribution gross. They will be liable to corporation tax on the gross amount.
- 13 The attention of unitholders within the charge to UK corporation tax is drawn to the provisions of Paragraph 4 of Schedule 10 to the Finance Act 1996. Under these provisions, holdings in a Scheme with more than 60 per cent of their investments invested throughout an accounting period in, broadly speaking, interest paying instruments and derivative contracts whose underlying subject matter is such instruments will be taxed as creditor relationships of the unitholder. That creditor relationship can only be taxed on a fair value basis of accounting. This means that a unitholder within the charge to corporation tax can be charged to tax on unrealised profits in each accounting period.
- 14 Individuals who are not ordinarily resident in the UK and companies and other entities that are not UK resident may apply for payment of any interest distribution to which they are entitled to be paid gross. Interest distributions made to unitholders that are individuals who are not ordinarily resident in the UK and companies and other entities that are not UK resident may also be paid gross if they invest through a reputable intermediary, which is a company subject to the EC Money Laundering Directive (or equivalent rules).
- 15 Non-UK resident unitholders may be entitled to a repayment from HM Revenue & Customs of part or all of the tax suffered on interest distributions depending on whether there is a provision entitling them to a repayment in any double tax convention which exists between their country of residence and the UK.

For all Schemes

- 16 In the case of the first income allocation received by an investor (which will be automatically retained in the case of accumulation units) in respect of a unit purchased during an accounting period, the amount representing the income equalisation payment included in the price of the unit is a return of capital and is not taxable in the hands of unitholders. This amount should be deducted from the acquisition cost of income units for capital gains tax purposes.

17. For UK resident individuals, capital gains arising on the disposal of units, may be liable to capital gains tax. Capital gains are taxed as an individual's top slice of income. Accumulated income (including income equalisation) should be added to the base cost when calculating the gain. Individuals will be liable to pay capital gains tax only where total chargeable gains for the tax year exceed their annual capital gains tax exemption. Capital gains arising on the disposal of units held within an ISA will not be subject to capital gains tax. For individuals who are neither resident nor ordinarily resident in the UK, capital gains arising on the disposal of units are generally not liable to UK capital gains tax. For unitholders within the charge to corporation tax, capital gains arising on the disposal of units will normally be added to the profits chargeable to corporation tax.

Stamp Duty Reserve Tax (SDRT)

- 18 SDRT is a tax payable in respect of a surrender of units to the Manager.
- 19 SDRT is chargeable at a rate of 0.5% on certain sales or switches and on certain transfers of units in the Schemes. SDRT is chargeable on the value of surrenders and transfers in a Scheme in each weekly charging period, but is reduced proportionately for the Scheme to the extent that during that week and the following week the:
- (a) investments held by the Scheme are exempt assets (i.e. broadly investments and securities other than shares in UK companies); and/or
 - (b) purchases of units by number are fewer than the surrenders of units.
- A pro rata redemption in specie of units in a Scheme (i.e. where a unitholder receives a proportion of the Scheme's underlying assets) is exempt from SDRT.
- 20 The COLL Sourcebook allows the Manager to pay SDRT out of the property of a Scheme and also, in order to ensure fairness as between unitholders, to make a charge (known as SDRT provision) to certain unitholders to cover possible SDRT liabilities. Any SDRT provision collected by the Manager must be paid to the Trustee to become part of the property of the Scheme.
- 21 The Manager's current policy, which applies in respect of all unit deals including large deals (purchases and sales of £50,000 or more) is that the Manager will pay SDRT. This means that no SDRT is paid out of the property of each Scheme and the Manager does not charge SDRT provision. Since the authorisation of the Schemes to the date of this Prospectus it has not been necessary to recover any SDRT from unitholders on any dealings in the units. Although it cannot be guaranteed, the Manager does not anticipate that SDRT will be recovered from unitholders on the sale of units. However, the Manager reserves the right to revise this policy in future and, in particular, to impose an SDRT provision, in which case the Manager will notify unitholders of this change of policy in accordance with the requirements of the COLL Sourcebook.
- 22 This provision may take the form of an increase in the buying price, or a decrease in the selling price, of units in a Scheme, currently not exceeding 0.5% of the relevant price. Alternatively, the Manager may send the unitholder an invoice.

- 23 SDRT provision will only be imposed in a manner that is, so far as practicable, fair to all holders and potential holders. However, in respect of large deals the imposition of an SDRT provision shall not be considered unfair.
- 24 SDRT is also payable when a unitholder transfers ownership of units directly to another individual. In such cases, as permitted by the COLL Sourcebook, the Manager reserves the right not to register the transfer of units until an amount, to be notified by the Manager and not exceeding the rate of SDRT applied to the value of units transferred, has been paid to the Manager.

GENERAL INFORMATION

- 1 Neither the Manager, the Trustee, the Investment Adviser (or any associate of the same) or the Auditor is liable to account to either each other or to holders of units for any profits or benefits it makes or receives that are made or derived from or in connection with:
- (a) dealing in the units of the Schemes; or
 - (b) any transactions in the property of the Schemes; or
 - (c) the supply of services to the Schemes.
- 2 The prices of units and the income from them can go down as well as up. Units in the Scheme should generally be regarded as medium to long-term investments.
- 3 The annual report for each Scheme will be published within 4 months after the end of each annual accounting period of that Scheme. A half-yearly report will be published within two months after the end of the half-yearly accounting period. Short reports will be issued. The dates for each Scheme appear in the Appendix entitled "Details of the Schemes". A long report containing the full accounts is available to any person free of charge on request. Holders will receive copies of the annual and half yearly short reports on publication.
- 4 Copies of the Trust Deeds and of any Supplemental Deeds constituting each Scheme may be inspected free of charge at the Manager's Head Office. If a copy is required it may be obtained on request from the same address. A small charge may be made for this service. Copies of the most recent Prospectus and of the latest annual and half-yearly reports may also be inspected at the Manager's Head Office and copies obtained free of charge on request from that address.
- 5 Copies of the latest Simplified Prospectus document for each Scheme can be obtained on request from the Customer Contact Centre on 08457 46 46 46.
- 6 The Manager maintains an account for client money with The Co-operative Bank plc, which is part of the same group of companies as the Manager. In certain circumstances money belonging to customers may be held temporarily in this account.
- 7 Unclaimed distributions will be repaid into the Scheme after 6 years, and thenceforth neither the payee nor the holder nor any successor in title to it will have any right to such unclaimed distributions except as part of the capital property.

- 8 Where any changes are proposed to be made to a Scheme the Manager will assess whether the change is fundamental, significant or notifiable in accordance with the COLL Sourcebook. If the change is regarded as fundamental, holder approval will be required. If the change is regarded as significant, not less than 60 days' prior written notice will be given to holders of units. If the change is regarded as notifiable, holders will receive suitable notice of the change.
- 9 The Manager will provide upon the request of a holder further information relating to:
 - (a) the quantitative limits applying in the risk management of a Scheme;
 - (b) the methods used in relation to (a); and
 - (c) any recent development of the risk and yields of the main categories of investment.
- 10 All notices or other documents sent by the Manager to a unitholder will be sent by normal post to the last address notified in writing to the Manager by the unitholder.

DELEGATION

The following functions included in the activity of collective portfolio management, as specified in the UCITS Directive, are delegated by the Manager:

Delegation to other Group members

1. The function of providing staff and associated HR and Facilities services is delegated to CFS Management Services Ltd.
2. Portfolio Management and other services
 - The Manager has retained an investment adviser (The Co-operative Asset Management Limited (TCAM)) to undertake the service of portfolio management for all schemes, through an Investment Management Agreement (IMA) between the Manager and TCAM.
 - Other services relating to the schemes (as set out in the IMA and summarised below) have been delegated to TCAM.
 - TCAM is authorised and regulated by the Financial Services Authority (registration number 499629), and is part of The Co-operative Financial Services group of companies (which also includes the Manager).

Summary of the Investment Management Agreement

Investment Discretion

TCAM will manage each Fund with a view to achieving the investment objectives of the schemes as set out in the relevant mandate of each scheme. TCAM will monitor the performance of the schemes against the relevant objectives, including compliance with the Prospectus, the trust deeds and any applicable rule, law or regulation including the relevant provisions of the COLL Sourcebook published by the FSA. TCAM will act in good faith and with reasonable skill and care. Subject to such objectives and

restrictions, TCAM, normally acting as agent, will have complete discretion over the account of the Manager (without prior reference to the Manager) to buy, sell, retain, exchange or otherwise deal in investments and other assets, make deposits, subscribe to issues and offers for sale and accept placings, underwritings and sub-underwritings of any investments, advise on or execute transactions (including transactions in, or relating to, unregulated collective investment schemes), effect transactions on any markets, negotiate and execute counterparty and account opening documentation, take all routine or day to day decisions, and otherwise act as TCAM judges appropriate in relation to the management of the Funds, but always subject to the applicable obligations of TCAM under the FSA Rules regarding suitability and best execution.

TCAM will keep the objectives under review and may, from time to time, suggest to the Manager such amendments as, in TCAM's opinion, are appropriate.

Outsourcing and Use of Agents

TCAM may delegate any of its critical or important operational functions or investment services provided under the Agreement to third parties (including Associates) and may provide information about the Manager and the schemes to any person to whom such activities have been outsourced.

TCAM will give the manager written notice of the delegation of any function that involves the exercise of its discretionary investment management powers, and will obtain written consent from the manager if it intends to delegate all (or substantially all) of such powers.

TCAM may, where reasonable and not in breach of the manager's outsourcing policy, employ agents to perform any administrative, dealing or ancillary services required to enable TCAM to perform its services under the Agreement. TCAM will act in good faith and with reasonable skill and care in the selection, use and monitoring of agents.

Other delegated services

Under the IMA, TCAM agree to provide the following services on behalf of the Manager for each of the schemes:

- Five days prior to the income allocation dates of each fund provide a completed Unit Trust Managers Report and Accounts short report.
- Within 4 months of the end of the annual accounting period and within 2 months of the end of the half-yearly accounting period of each fund, provide a completed Unit Trust Managers Report and Accounts long report.
- Daily provisional and final unit prices for all of the Unit Trust funds. Such prices to be provided by email by 1.30pm and 3.30pm respectively.
- Estimated distribution rates on the annual accounting reference date and by the end of the interim accounting period for each fund.
- Five days prior to the income allocation dates of each fund provide the final distribution amount.
- On a daily basis, make available all daily prices for all Unit Trusts funds to all relevant external agencies, websites and press publications as agreed with the Manager from time to time.

Fees, Charges and other Payments

TCAM (or its Associates) will receive remuneration and payments for its services, and reimbursement of reasonable costs and expenses. The fees charged by TCAM will be borne by the Manager. They will not be paid out of the Scheme property.

Termination of Agreement

Either party may terminate this Agreement on at least twelve months' notice to the other provided that such notice may not be given earlier than the fifth anniversary of the commencement of this agreement.

External Delegation

Unit dealing activities

- The unit dealing activities and associated administration services for all of the Schemes have been delegated to Capita Life and Pensions Regulated Services Limited. The delegated activities exclude investment management and investment accounting activities, and exclude the production of Manager's reports.
- Capita Life and Pensions Regulated Services Limited are authorised and regulated by the Financial Services Authority, registration number 145540.

VOTING RIGHTS

- 1 Where the voting at a meeting of holders is by a show of hands every holder who (being an individual) is present in person, or (being a corporation) is present by its representative properly authorised in that regard, shall have one vote.
- 2 The quorum for a meeting is two holders present in person or by proxy. If after a reasonable time from the time set for an adjourned meeting there are not two holders present in person or by proxy, the quorum for the adjourned meeting shall be one holder entitled to be counted in a quorum present at the meeting. Notices of meetings and adjourned meetings will be sent to holders by normal post at their registered addresses.
- 3 On a poll votes may be given either personally or by proxy. The voting rights for each unit reflect the value of that unit as a proportion of the value of all the units in issue on the date fourteen days (which the Manager has determined to be a reasonable time) before the notice of the meeting is sent out.
- 4 In the case of joint holders the vote of the most senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names stand in the register of holders.
- 5.1 Neither the Manager nor any associate of the Manager shall be entitled to vote at any meeting of holders except as described in the following paragraph 5.2.

- 5.2 Where the Manager or an associate of the Manager holds units on behalf of or jointly with another person who would be entitled to vote if he were the sole registered holder, the Manager or associate may vote in respect of such units insofar as he has received voting instructions from that person. (This arrangement would be applicable, for example, in the case of units held in an Individual Savings Account (ISA) which are held by the Manager on behalf of the policyholder.)

PAYMENTS OUT OF THE SCHEME

The following payments are chargeable against the property of each Scheme. (In all cases, where the expense, cost etc in question attracts liability to tax, such tax will also be chargeable against the property of the relevant Scheme.) (Please note that where income in the relevant Scheme is insufficient to pay the charges the residual amount may be taken from capital which may result in capital erosion and constrain capital growth.)

- 1 The cost of dealing in the property of the Scheme.
- 2 Any interest on borrowings permitted under the Scheme and any charges incurred in terminating or varying the terms of such borrowings.
- 3 Taxation and duties payable in respect of the property of the Scheme, the Trust Deed (as amended) or the issue of units.
- 4 Any costs incurred in modifying the Trust Deed (as amended), including costs incurred in respect of meetings of holders convened for the purpose where the modification is:
 - (a) necessary to implement any change in the law;
 - (b) expedient having regard to any fiscal enactment and which the Manager and the Trustee agree is in the interests of holders; or
 - (c) for the purpose of removing obsolete provisions from the Trust Deed (as amended).
- 5 Any costs incurred in respect of meetings of holders convened and requisitioned by holders not including the Manager or an associate of the Manager.
- 6 Liabilities on unitisation, amalgamation or reconstruction.
- 7 The costs incurred in the maintenance of the register of unitholders. The Manager currently maintains the register of unitholders but makes no charge for doing so.
- 8 The Trust Deed (as amended) governing each Scheme permits the Trustee to be paid out of the property of the Scheme by way of remuneration a periodic charge (plus VAT) at rates to be agreed with the Manager. The periodic charge is calculated in respect of successive monthly periods ("payment periods") according to the value of the property of the Scheme as at the valuation point at which the relevant payment period begins or if the relevant payment period does not begin at a valuation point, as at the last valuation point before the beginning of the payment period in question. The periodic charge so calculated accrues monthly and is paid as soon as practicable after the end of the period to which it relates.

The rate of the Trustee's periodic charge is calculated on the aggregate of the values of all authorised schemes managed by the Manager for which State Street Trustees Limited acts in capacity of the Trustee and/or depository on the following basis:

- 0.025% per annum plus VAT on the 1st £1 billion;
- 0.015% per annum plus VAT on the next £1.5 billion;
- 0.0125% per annum plus VAT on the next £2.5 billion; and
- 0.0075% per annum plus VAT on the any excess.

The resultant charge is then apportioned between the Schemes pro rata to the value of each Scheme.

These rates are subject to a minimum amount of £3,000 per annum (plus VAT)).

In respect of CIS UK FTSE4Good Tracker Trust, the periodic charge payable to the Trustee is paid by the Manager, rather than paid out of the property of the Scheme.

9A CIS UK Growth Trust, CIS Sustainable Leaders Trust and CIS UK Income with Growth Trust

In addition to the Trustee's periodic charge, the Trustee may also be paid by way of remuneration out of the property of each of CIS UK Growth Trust, CIS Sustainable Leaders Trust and CIS UK Income with Growth Trust:

Bank or other charges (including transaction charges) and expenses charged by it in relation to the safe custody, insurance, acquisition, holding or realisation of any investment forming part of the property of the Scheme or any deposit or loan. Charges and expenses payable to the Trustee shall be the subject of agreement between the Trustee and the Manager (subject to the COLL Sourcebook) from time to time. The only such charges currently payable to the Trustee out of the property of the Scheme are (i) custody and (ii) transaction charges in respect of custody services.

- (i) Custody charges are calculated at such rate and/or amount as the Manager and the Trustee may from time to time agree. In practice custody charges generally depend upon the market value of the stock involved and currently range in respect of each Scheme from 0.005% per annum and 0.5% per annum plus VAT (if any) of such market value. Custody charges accrue from day to day and are currently paid to the Trustee in arrears.
- (ii) Transaction charges are determined by the territory, or country in which the transaction is effected. The current range of transaction charges is between £10 and £125 per transaction plus VAT (if any). Transaction charges accrue when the relevant transaction is effected and are currently paid to the Trustee in arrears.

Out of the above remuneration the Trustee will pay the fees and expenses of the custodian, State Street Bank and Trust Company.

9B CIS European Growth Trust, CIS US Growth Trust, CIS Corporate Bond Income Trust, CIS UK FTSE4Good Tracker Trust, CIS Sustainable Diversified Trust and CIS Sustainable World Trust

In addition to the Trustee's periodic charge, the Trustee may also be paid by way of remuneration out of the property of each of the CIS European Growth Trust, CIS US Growth Trust, CIS Corporate Bond Income Trust, CIS UK FTSE4Good Tracker Trust, CIS Sustainable Diversified Trust and CIS Sustainable World Trust:

- (a) Bank or other charges (including transaction charges) and expenses charged by it in relation to the safe custody, insurance, acquisition, holding or realisation of any investment forming part of the property of the Scheme or any deposit or loan. It is not the Trustee's intention at present to levy any such charges. The Trustee will however be reimbursed out of the property of the Schemes for the following charges and expenses, in respect of the custody of the assets, payable to State Street Bank & Trust Company ("SSBTC") to whom the Trustee has delegated the function of custody of the Scheme property, such charges being the subject of agreement between the Trustee, and the Manager and SSBTC (subject to the COLL Sourcebook) from time to time:
- (b) Remuneration for acting as custodian, which is calculated at such rate and/or amount as the Manager, the Trustee and the Custodian may from time to time agree. In practice custody charges generally depend upon the market value of the stock involved and currently range in respect of each fund from 0.005% per annum and 0.5% per annum plus VAT (if any) of such market value. Custody charges accrue from day to day and are currently payable in arrears.
- (c) Transaction charges determined by the territory, or country in which the transaction is effected. The current range of transaction charges is between £10 and £125 per transaction plus VAT (if any). Transaction charges accrue when the relevant transaction is effected and are currently payable in arrears.

In respect of CIS UK FTSE4Good Tracker Trust, the above charges payable to the Trustee will be paid by the Manager, rather than paid out of the property of the Scheme.

10 The Trustee may also be reimbursed out of the property of a Scheme for all expenses incurred in exercising any powers conferred upon the Trustee, or in performing any of the duties imposed upon it by the COLL Sourcebook, the Trust Deed (as amended) governing each Scheme or by law. Without prejudice to the generality of the foregoing, the duties of the Trustee may include the following:-

- (a) delivery of stock to the Trustee or custodian;
- (b) custody of assets;
- (c) the collection and distribution of income and capital;
- (d) the submission of tax returns;
- (e) the handling of tax claims;

- (f) the preparation of the Trustee's annual report; and
- (g) such other duties as the Trustee is required by the COLL Sourcebook, the Trust Deed (as amended) governing the respective Schemes, or by law to perform.

In respect of CIS UK FTSE4Good Tracker Trust, the above charges payable to the Trustee will be paid by the Manager, rather than paid out of the property of the Scheme.

- 11 The Manager's periodic charge in respect of each Scheme appears in the Appendix entitled "Details of the Schemes".
- 12 The audit fees of the Auditor and the expenses of the Auditor (excluding the CIS UK FTSE4Good Tracker Trust for which audit fees and expenses of the Auditor are paid by the Manager, rather than paid out of the property of the Scheme).
- 13 Permitted fees of regulatory authorities. At the date of preparation of this Prospectus, any such regulatory fees are borne by the Manager.

CONSTITUTION OF THE SCHEMES

Each Scheme is an authorised unit trust scheme (within the meaning of the Financial Services and Markets Act 2000) and is classified as a UCITS scheme. Holders are not liable for the debts of a Scheme.

1. INVESTMENT POWERS AND RESTRICTIONS

The property of each Scheme may be invested only in accordance with the provisions of the Trust Deed (as amended), the COLL Sourcebook and this Prospectus. The full investment and borrowing powers for a UCITS scheme, which will apply for each Scheme, are explained below.

1.1 GENERAL

The Manager must ensure that, taking account of the investment objective and policy of a Scheme, the scheme property of the Scheme aims to provide a prudent spread of risk.

An aim of the restrictions on investment and borrowing powers for a UCITS scheme set out in the COLL Sourcebook is to help to protect unitholders by laying down minimum requirements for the investments that may be held by a Scheme. There are requirements for the types of investments which may be held by a Scheme. There are also a number of investment rules requiring diversification of investment of a Scheme, and so providing a prudent spread of risk.

1.2 TYPES OF INVESTMENT

The property of a Scheme must, except where otherwise provided in the COLL Sourcebook, as outlined below, consist solely of any or all of:

- transferable securities;
- approved money market instruments;
- derivatives and forward transactions;

- deposits; and
- units in collective investment schemes;

in each case as permitted under the terms of Section 5 of the COLL Sourcebook, as outlined below.

For the CIS UK Growth Trust, the CIS UK Income With Growth Trust, the CIS Sustainable Leaders Trust, the CIS European Growth Trust, and the CIS US Growth Trust, subject to the investment objectives and policies of each Scheme, the property of the Scheme must **only consist of transferable securities, and units in collective investment schemes (limited to 10% of the value of the Scheme).**

For the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, CIS Sustainable Diversified Trust and CIS Sustainable World Trust, given each of the Schemes' investment objectives and policies, the Schemes will **principally invest in transferable securities but other investments may be made (with investment in units in collective investment schemes limited to 10% of the value of the Scheme).**

The following paragraphs summarise the restrictions for UCITS schemes generally under the COLL Sourcebook.

1.3 TYPES OF INVESTMENT RELEVANT TO ALL SCHEMES

1.3.1 Transferable securities

A Scheme will generally invest in "approved securities" (as detailed below), which are transferable securities admitted to official listing in an EEA State or traded on an Eligible Securities Market (otherwise than by the specific permission of the market authority).

What is a transferable security?

A transferable security is an investment which is any of the following: a share, a debenture, a government and public security, a warrant or a certificate representing certain securities. An investment is not a transferable security if title to it cannot be transferred, or can be transferred only with the consent of a third party (although, in the case of an investment which is issued by a body corporate and which is a share or debenture, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored). An investment is not a transferable security unless the liability of the holder of it to contribute to the debts of the issuer is limited to any amount for the time being unpaid by the holder of it in respect of the investment.

A Scheme may invest in a transferable security only to the extent that that transferable security fulfils the following criteria:

- (a) the potential loss which the Scheme may incur with respect to holding the transferable securities is limited to the amount it paid for it;
- (b) its liquidity does not compromise the ability of the Manager to comply with its obligation to redeem units at the request of any qualifying unitholder;

- (c) a reliable valuation is available for it as follows: (i) for a transferable security admitted to or dealt in on an eligible market, there are accurate reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers; and (ii) for a transferable security not admitted to or dealt in on an eligible market, there is a valuation on a periodic basis which is derived from information from the issuers of the transferable security or from competent investment research;
- (d) appropriate information is available for it as follows: (i) for a transferable security admitted to or dealt in on an eligible market, there is regular accurate and comprehensive information available to the market on that security or, where relevant on the portfolio of the transferable security; and (ii) for a transferable security not admitted to or dealt in on an eligible market, there is regular and accurate information available to the Manager on the transferable security or where relevant on the portfolio of the transferable security;
- (e) it is negotiable; and
- (f) its risks are adequately captured by the risk management process of the Manager.

Unless there is information available to the Manager that would lead to a different determination, a transferable security which is admitted to, or dealt in on, an eligible market is presumed not to compromise the ability of the Manager to comply with its obligation to redeem units at the request of any qualifying unitholder and to be negotiable.

Note that a unit in a closed ended fund is taken to be a transferable security provided it fulfils the above criteria and either:

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

(Shares in UK investment trusts are classified as transferable securities.)

Transferable securities linked to other assets

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

Where such an investment contains an embedded derivative component, the requirements with respect to derivatives and forwards will apply to that component.

What are “approved securities”?

Each Scheme will generally invest in “approved securities”, which are transferable securities which are admitted to, or dealt in on, an eligible market as defined for the purposes of the COLL Sourcebook. Subject to the COLL Sourcebook, “approved securities” may also include recently issued transferable securities (explained below).

Limited investment in unapproved securities

Not more than 10% in value of a Scheme's property is to consist of transferable securities which are not such “approved securities”. This limit will also apply to any investment by the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust in approved money market instruments which are not within any of the three paragraphs under the heading ‘Eligible money market instruments’ below.

Eligible Markets

An Eligible Market for the purpose of the COLL Sourcebook is:

- (a) a regulated market, which is a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third party buying and selling interests in financial instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the provisions of Title III of the Markets in Financial Instruments Directive (MiFID);
- (b) a market in an EEA state which is regulated, operates regularly and is open to the public; or
- (c) a market which the Manager, after consultation with, and notification to, the Trustee, determines is appropriate for the purpose of investment of, or dealing in, the property of the Scheme and as set out in this Prospectus (see ‘Eligible Securities Markets’ at section 2 below). In accordance with the relevant criteria in the COLL Sourcebook, such a market must be regulated; operate regularly; recognised as a market or exchange or as a self regulating organisation by an overseas regulator; open to the public; be adequately liquid; and have adequate

arrangements for unimpeded transmission of income and capital to, or to the order of, investors.

Recently issued transferable securities

Recently issued transferable securities may be held by a Scheme provided that:

- (a) the terms of issue include an undertaking that application will be made to be admitted to an eligible market; and
- (b) such admission is secured within a year of issue.

1.3.2 Derivatives

Under the COLL Sourcebook, derivatives (a contract for difference, a future or an option) are permitted for UCITS schemes for investment purposes. Derivative transactions may, under the COLL Sourcebook, be used for the purposes of efficient portfolio management (including hedging) or meeting the investment objectives or both. A transaction in a derivative must not cause a Scheme to diverge from its investment objectives.

Proposed use of Derivatives

- (a) For the CIS UK Growth Trust, the CIS UK Income With Growth Trust, the CIS Sustainable Leaders Trust, the CIS European Growth Trust, and the CIS US Growth Trust, each of the Schemes may use derivative transactions for the purposes of hedging only.
- (b) For the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, each of the Schemes may use derivative transactions for the purposes of hedging or meeting the investment objectives or both.

For all Schemes except the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, the Manager does not intend to enter into derivatives and forward transactions for each Scheme except for the limited purposes of employing such techniques which reasonably appear to the Manager to be for the efficient management of the portfolio (as explained below).

Use of such techniques is not expected to alter the risk profile of a Scheme, but such effect as there may be should be beneficial by way of reducing the risk profile, given the purpose for employing the technique.

For the CIS Sustainable Diversified Trust, and the CIS Sustainable World Trust the Manager may use derivatives for certain investment purposes to meet the investment objectives of the Scheme, as well as for the efficient management of the portfolio. It is not intended that derivatives will form a major component of the Scheme's property and it is not expected to alter the risk profile of the Scheme.

The Manager uses a risk management process, enabling it to monitor and measure as appropriate the risk of a Scheme's derivatives and forwards positions and their

contribution to the overall risk profile of a Scheme. Before using the process, the Manager will notify the FSA of the details of the risk management process.

Efficient management of the portfolio

- (a) *For the CIS UK Growth Trust, CIS UK Income With Growth Trust, CIS Sustainable Leaders Trust, CIS European Growth Trust, and CIS US Growth Trust:*

The Manager may utilise the property of the Scheme to enter into transactions for the purposes of the efficient management of the portfolio i.e. transactions which are reasonably regarded by the Manager as economically appropriate and which are effected in order to achieve a reduction in certain risks or costs (or both), the transaction (alone or in combination) will diminish a risk or cost of a kind or level which it is sensible to reduce or the generation of additional capital or income for the Scheme with an acceptably low level of risk. A transaction may not be entered if its purpose could reasonably be regarded as speculative. Such transactions may include derivative transactions (including options, futures and contracts for differences), or forward transactions in currencies. A derivatives transaction would be in an approved derivative or in certain circumstances an off exchange option (involving an option or a contract for differences resembling an option) or a synthetic future. Any transaction in an approved derivative will be effected on or under the rules of an eligible derivatives market. There is no limit on the amount or value of the property of the Scheme which may be used for the efficient management of the portfolio but the Manager will only enter into the transaction if it reasonably believes the transaction to be economically appropriate for the purposes of efficient management of the portfolio. Further the relevant purpose must relate to the property of the Scheme (whether precisely identified or not) which is to be or is proposed to be acquired for that Scheme or anticipated cash receipts of that Scheme if due to be received at some time and likely to be received within one month.

Not more than 5% of the value of the property of the Scheme is to be directed to initial outlay in respect of over the counter transactions with any one counterparty.

- (b) *For the CIS Corporate Bond Income Trust and the CIS UK FTSE4GOOD Tracker Trust:*

The Manager may utilise the property of the Scheme to enter into transactions for the purposes of the efficient management of the portfolio i.e. transactions which are reasonably regarded by the Manager as economically appropriate and which are effected in order to achieve a reduction in certain risks or costs or the generation of additional capital or income for the Scheme with an acceptably low level of risk. Such transactions may include derivative transactions (including options, futures and contracts for differences), or forward transactions in currencies. A derivatives transaction would be in an approved derivative or in certain circumstances an off exchange option (involving an option or a contract for differences resembling an option) or a synthetic future. Any transaction in an approved derivative will be effected on or under the rules of an eligible derivatives market. There is no limit on the amount or value of the property of

the Scheme which may be used for the efficient management of the portfolio but the Manager will only enter into the transaction if it reasonably believes the transaction to be economically appropriate for the purposes of efficient management of the portfolio.

With effect from 1st January 2011, the proposed use of derivatives and associated efficient portfolio management definition will be as follows:

Proposed use of Derivatives

- (a) For the CIS UK Growth Trust, the CIS UK Income With Growth Trust, the CIS Sustainable Leaders Trust, the CIS European Growth Trust and the CIS US Growth Trust, each of the Schemes may use derivative transactions for the limited purpose of efficient portfolio management (including hedging) (as explained below).
- (b) For the CIS Corporate Bond Income Trust, the CIS UK FTSE4Good Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, each of the Schemes may use derivative transactions for the purposes of efficient portfolio management (including hedging) (as explained below) or meeting the investment objectives of the Scheme, or both. For the CIS Corporate Bond Income Trust and the CIS UK FTSE4Good Tracker Trust, the Manager only intends to use derivatives for the limited purposes of efficient portfolio management (including hedging).

Use of derivative transactions for efficient portfolio management (including hedging) is not expected to alter the risk profile of a Scheme, but such effect as there may be should be beneficial by way of reducing the risk profile, given the purpose for employing this technique.

For the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, the Manager may also use derivatives for certain investment purposes to meet the investment objective of the Scheme, as well as for efficient portfolio management (including hedging). It is not intended that derivatives will form a major component of the Schemes' property and it is not expected to alter the risk profile of the Schemes.

The Manager uses a risk management process, enabling it to monitor and measure as appropriate the risk of a Scheme's derivatives and forwards positions and their contribution to the overall risk profile of a Scheme. Before using the process, and in the event of a material change to the process, the Manager will notify the FSA of the details of the risk management process.

Efficient portfolio management (including hedging)

Where using derivatives for the limited purposes of efficient portfolio management (including hedging), the Manager may utilise the property of a Scheme to enter into derivative and forward transactions relating to transferable securities (or for the CIS Corporate Bond Income Trust, the CIS UK FTSE4Good Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, relating to

transferable securities and approved money market instruments), which fulfil the following criteria:

- (a) They are economically appropriate in that they are realised in a cost effective way.
- (b) They are entered into for one or more of the following specific aims:
 - The reduction of risk.
 - The reduction of cost.
 - The generation of additional capital or income for a Scheme with a risk level which is consistent with the risk profile of the Scheme and the risk diversification rules laid down in the COLL Sourcebook and in this Prospectus.

Permitted underlying assets for derivative transactions

The underlying of any transaction in a derivative must consist of any one or more of the following, where permitted for the Scheme:

- transferable securities;
- approved money market instruments admitted to, or dealt in on, an eligible market or with a regulated issuer;
- deposits;
- permitted derivatives;
- units in a collective investment scheme;
- financial indices which satisfy certain criteria;
- interest rates;
- foreign exchange rates; and
- currencies.

A UCITS scheme may not undertake a transaction in derivatives on commodities.

The financial indices mentioned above are those which satisfy the following criteria:

- (a) *the index is sufficiently diversified*

A financial index is sufficiently diversified if it is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index; where it is composed of assets in which a UCITS scheme is permitted to invest, its composition is at least diversified in accordance with the requirements with respect to spread and concentration set out for UCITS schemes; and, where it is composed of assets in which a UCITS scheme cannot invest it is diversified in a way which is equivalent to the diversification achieved by the requirements with respect to spread and concentration applicable to UCITS schemes;

- (b) *the index represents an adequate benchmark*

A financial index represents an adequate benchmark for the market to which it refers if it measures the performance of a representative group of underlyings in a relevant and appropriate way; it is revised or rebalanced periodically to ensure that it continues to reflect the market to which it refers, following criteria which are publicly available; and the underlying is sufficiently liquid, allowing users to replicate it if necessary; and

- (c) *the index is published in an appropriate manner*

An index is published in an appropriate manner if its publication process relies on sound procedures to collect prices and calculate and subsequently publish the index value, including pricing procedures for components where a market price is not available; and material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall, where they satisfy the requirements with respect to any other underlyings which are permitted underlyings for a transaction in derivatives mentioned above, be regarded as a combination of those underlyings.

Permitted derivative transactions for UCITS schemes

Subject to certain detailed restrictions, a transaction in derivatives or a forward transaction may be effected for a Scheme if it is:

- (a) a permitted transaction; and
- (b) the transaction is covered;

in each case on the basis explained below.

For any derivative transaction, there are requirements specified if that transaction will or could lead to the delivery of property, and there must be an appropriate risk management process in place.

Permitted transactions

A transaction in a derivative must be either:

- (a) in an approved derivative, i.e. a transaction effected on or under the rules of an eligible market as set out above in section 1.3.1 (Eligible Markets).

In addition to the EEA markets described above in section 1.3.1 (Eligible Markets), the Eligible Derivatives Markets that, after consultation with, and notification to, the Trustee, the Manager has determined are appropriate for the purpose of investment of, or dealing in, the property of the Scheme are set out at section 3 below under the heading 'Eligible Derivatives Markets'.

or

- (b) subject to restrictions, an OTC derivative transaction.

Any transaction in an OTC derivative must be:

- (i) with an approved counterparty

A counterparty to a transaction in derivatives is approved only if the counterparty is:

- an eligible institution or an approved bank; or
- a person whose permission permits it to enter into transactions as principal off – exchange.

- (ii) on approved terms

The terms of the transaction in derivatives are approved only if the Manager:

- carries out, at least daily, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value* and which does not rely only on market quotations by the counterparty; and
- can enter into one or more further transactions to sell, liquidate or close out that transaction at any time at its fair value*.

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

- (iii) capable of reliable valuation

A transaction in derivatives is capable of reliable valuation only if the Manager, having taken reasonable care, determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

- on the basis of an up to date market value which the Manager and the Trustee have agreed is reliable; or
- if the value referred to above is not available, on the basis of a pricing model which the Manager and the Trustee have agreed uses an adequate recognised methodology.

and

- (iv) subject to verifiable valuation

A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into), verification of the valuation is carried out by:

- an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the Manager is able to check it; or
- a department within the Manager which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

The Trustee must take reasonable care to ensure that the Manager has systems and controls that are adequate to ensure compliance with (i) to (iv) above.

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

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

A derivative includes an instrument which fulfils the following criteria:

- (a) it allows the transfer of the credit risk of the underlying independently from the other risks associated with that underlying;
- (b) it does not result in the delivery or the transfer of assets other than those referred to regarding permitted types of scheme property for a UCITS scheme including cash;
- (c) in the case of an OTC derivative, it complies with the requirements for OTC transactions in derivatives explained above;
- (d) its risks are adequately captured by the risk management process of the Manager, and by its internal control mechanisms in the case of risks of asymmetry of information between the Manager and the counterparty to the derivative, resulting from potential access of the counterparty to non public information on persons whose assets are used as the underlying by that derivative.

Derivatives exposure

The requirements for cover are intended to ensure that a Scheme is not exposed to the risk of loss of the property, including money, to an extent greater than the net value of the scheme property. Therefore a scheme is required to hold scheme property sufficient in value or amount to match the exposure arising from the derivative obligation to which the scheme is committed.

A transaction in derivatives or a forward transaction may only be entered into if the maximum exposure, in terms of the principal or notional principal created by the

transaction to which the Scheme is or may be committed by another person is covered globally. Exposure is covered globally if adequate cover from within the scheme property of the Scheme is available to meet the Scheme's total exposure, taking into account the value of the underlying assets and any reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions. The global exposure relating to derivatives held in the Scheme may not exceed the net value of the Scheme.

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

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

Cash obtained from borrowing, and borrowing which the Manager reasonably regards an eligible institution or approved bank to be committed to provide, is not available for cover unless the Trustee for the account of the Scheme borrows an amount of currency from an eligible institution or approved bank and keeps an amount in another currency at least equal to the borrowing for the time being in the initial amount of currency on deposit with the lender (or his agent and nominee) in which case the requirements for cover applies if the borrowed currency and not the deposited currency were part of the scheme property.

The Manager must (as frequently as is necessary) re-calculate the amount of cover required in respect of derivatives and forward positions already in existence. Derivatives and rights under forward transactions may be retained in the scheme property only so long as they remain covered globally.

Transactions for the purchase of property

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

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

Requirement to cover sales

No agreement by or on behalf of a Scheme to dispose of property or rights may be made unless:

- (a) the obligation to make the disposal and any other similar obligation could immediately be honoured by the Scheme by delivery of property or the assignment (or, in Scotland, assignation) of rights; and
- (b) such property and rights are attributable to the Scheme at the time of the agreement.

However this requirement does not apply to a deposit. Nor does this requirement apply where:

- (a) the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or
- (b) the Manager or the Trustee has the right to settle the derivative in cash, and cover exists within the scheme property which falls within one or more of the following asset classes: cash; liquid debt instrument (e.g. government bonds of first credit rating) with appropriate safeguards; or other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments (subject to appropriate safeguards).

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

Exposure to underlying assets

Where a Scheme invests in derivatives, the exposure to the underlying assets must not exceed the spread limits explained in “Spread requirements” below, save that where a Scheme invests in an index based derivative, provided the relevant index falls within the definition of “relevant index” (being an index which satisfies the following criteria: (i) the composition is sufficiently diversified; (ii) the index represents an adequate benchmark for the market to which it refers; and (iii) the index is published in an appropriate manner), the underlying constituents of the index do not have to be taken into account for the purposes of the spread requirements. Such relaxation in respect of index based derivatives is subject to the requirement for the Manager to maintain a prudent spread of risk.

Transferable securities and money market instruments embedding derivatives

Where a transferable security or, for the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, approved money market instrument embeds a derivative, this must be taken into account for the purposes of complying with the restrictions on derivatives.

A transferable security or an approved money market instrument will embed a derivative if it contains a component which fulfils the following criteria:

- (a) by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or approved money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, and therefore vary in a way similar to a standard alone derivative;

- (b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and
- (c) it has a significant impact on the risk profile and pricing of the transferable security or approved money market instrument.

A transferable security or an approved money market instrument does not embed a derivative where it contains a component which is contractually transferable independently of the transferable security or the approved money market instrument. That component shall be deemed to be a separate instrument.

Risk management: derivatives

As mentioned above, the Manager must use a risk management process enabling it to monitor and measure as frequently as appropriate the risk of the Scheme's positions and their contribution to the overall risk profile of the Scheme.

The Manager should undertake the risk assessment with the highest care when the counterparty to the derivative is an associate of the Manager or the credit issuer.

1.3.3 Collective investment schemes

Investment by a Scheme in units in collective investment schemes is subject to the following restrictions:

Additional restriction

No more than 10% of the value of a Scheme may be invested in units or shares in other collective investment schemes. This is in order that each Scheme may be available as an investment for certain fund of funds schemes. The following summary of the UCITS scheme restrictions relating to investment in units in collective investment schemes and those concerning the spread requirements (below) should be read accordingly.

Relevant types of collective investment scheme

Each Scheme may invest in any of the following types of collective investment scheme:

- (1) a scheme which complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive. A UCITS scheme for this purpose also includes UCITS schemes established in other European member states which are recognised under section 264 of the Financial Services and Markets Act 2000 to meet the UCITS Directive requirements;
- (2) a scheme which is recognised under the provisions of section 270 of the Financial Services and Markets Act 2000 (schemes authorised in designated countries or territories);
- (3) a scheme which is a UK authorised scheme which is classified as a non-UCITS retail scheme, if the requirements set out in Article 19(1)(e) of the UCITS Directive are met;

- (4) a scheme which is authorised in another EEA State, if the requirements set out in Article 19(1)(e) of the UCITS Directive are met; or
- (5) a scheme which is authorised by the competent authority of an OECD member country (other than an EEA State) which has signed the IOSCO Multilateral Memorandum of Understanding and approved the scheme's management company, rules and depositary/custody arrangements, if the requirements set out in Article 19(1)(e) of the UCITS Directive are met.

In relation to the schemes mentioned in paragraphs (3) to (5) above, the requirements of Article 19(1)(e) of the UCITS Directive are that:

- the scheme is authorised under laws which provide that it is subject to supervision considered by UCITS competent authorities to be equivalent to that laid down in European Community law and that co-operation between authorities is sufficiently assured;
- the level of protection for unitholders in the scheme is equivalent to that provided for unitholders in UCITS schemes and, in particular, the rules on asset segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;
- the business of the scheme is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities income and operations over the reporting period; and
- no more than 10% of the scheme's assets, whose acquisition is contemplated, can, according to its fund rules or instrument of incorporation, be invested in aggregate units of other UCITS schemes or other collective investment undertakings.

Any scheme in which a Scheme invests must have terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes.

It is therefore anticipated that UK non-UCITS retail schemes are likely to be possible investments, given that the COLL Sourcebook provisions for such schemes are very similar to those for UCITS retail schemes other than in investment respects.

Whilst investment is possible in schemes in any of the categories mentioned in paragraphs (1) to (5) above, not more than 30% in value of a Scheme may be invested in schemes which are within paragraphs (2), (3), (4) and (5) above.

Spread and diversification restrictions

As mentioned below (see "Spread requirements"), no more than 20% in value of a Scheme is to consist of units in any one collective investment scheme. For the purposes of this spread requirement, if investment is made in sub-funds of an umbrella scheme, each sub-fund is treated as if it were a separate scheme.

Also, as mentioned below (see “Concentration restrictions”), a Scheme must not acquire more than 25% of the units in any single collective investment scheme.

Investment in associated collective investment schemes

A Scheme may invest in associated collective investment schemes (other collective investment schemes which are managed or operated by the Manager or an associate of the Manager). In this connection, where an investment or disposal of units in such an associated collective investment scheme is made, and there is a charge in respect of such investment or disposal, the Manager must pay certain amounts within four business days following the date of the agreement to invest or dispose namely:

- when an investment is made, any preliminary charge; and
- when a disposal is made, any charge made for the account of the operator of the second scheme or an associate of any of them in respect of the disposal.

Note that, for this purpose, dilution and SDRT provisions are not regarded as part of any charge. The intention is to prevent any double charging of the preliminary charge on investment, or redemption charge on disinvestment.

1.4 TYPES OF INVESTMENT RELEVANT TO THE CIS CORPORATE BOND INCOME TRUST, THE CIS UK FTSE4GOOD TRACKER TRUST, THE CIS SUSTAINABLE DIVERSIFIED TRUST AND THE CIS SUSTAINABLE WORLD TRUST

1.4.1 Money market instruments

What is an “approved money market instrument”?

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

(a) normally dealt in on the money market

A money market instrument shall be regarded as normally dealt in on the money market if it:

- (i) has a maturity at issuance of up to and including 397 days;
- (ii) has a residual maturity of up to and including 397 days;
- (iii) undergoes regular yield adjustments in line with money market conditions at least every 397 days; or
- (iv) has a risk profile including credit and interest rate risks corresponding to that of the instrument which has a maturity as set out in (i) or (ii) or is subject to yield adjustment as set out in (iii).

(b) *regarded as liquid*

A money market instrument shall be regarded as liquid if it can be sold at limited cost in an adequately short time frame taking into account the obligation of the Manager to redeem units at the request of any qualifying unitholder.

and

(c) *has a value which can be accurately determined at any time*

A money market instrument shall be regarded as having a value which can be accurately determined at any time if accurate and reliable valuation systems, which will fulfil the following criteria, are available:

- they enable the Manager to calculate a net asset value in accordance with the value at which the instrument held in the portfolio could be exchanged between knowledgeable willing parties in an arm's length transaction; and
- they are based either on market data or on valuation models including systems based on amortised costs.

Eligible money market instruments

Generally investment may be made in the following types of money market instrument:

(1) *Money market instruments admitted to/dealt in on an Eligible Market*

A money market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a value which can be accurately determined at any time, and so be an approved money market instrument, unless there is information available to the Manager that would lead to a different determination.

(2) *Money market instruments with certain regulated issuers*

In addition to instruments admitted to or dealt in on an eligible market, a UCITS scheme may invest in an approved money market instrument provided:

(a) the issue or the issuer is regulated for the purpose of protecting investors and savings

This is regarded as being the case if:

- (i) the instrument is an approved money market instrument (as explained above);
- (ii) appropriate information is available for the instrument (including information which allows an appropriate assessment of credit risks related to investment in it);

Generally, the following information must be available:

- information on both the issue or the issuance programme, and the legal and financial situation of the issuer prior to the issue of the instrument, verified by appropriately qualified third parties not subject to instructions from the issuer;
- updates of that information on a regular basis and whenever a significant event occurs; and
- available and reliable statistics on the issue or the issuance programme, or where appropriate, other data enabling an appropriate assessment of the credit risks related to investment in those instruments.

In the case of an approved money market instrument issued or guaranteed by a central authority of an EEA state or, if the EEA state is a federal state, one of the members making up the federation, the European Union or the European Investment Bank or a non EEA state or, in the case of a federal state, one of the members making up the federation, or which is issued by a regional or local authority of an EEA state or a public international body to which one or more EEA states belong and is guaranteed by a central authority of an EEA state or, if the EEA state is a federal state, one of the members making up the federation, information must be available on the issue or the issuance programme, or on the legal and financial situation of the issuer prior to the issue of the instrument;

and

(iii) the instrument is freely transferable;

(b) the instrument is:

- (i) issued or guaranteed by any one of the following: a central authority of an EEA state or, if the EEA state, is a federal state, one of the members making up the federation; a regional or local authority of an EEA state; the European Central Bank or a central bank of an EEA state; the European Union or the European Investment Bank; a non EEA state or, in the case of federal state, one of the members making up the federation; a public international body to which one or more EEA member states belong; or
- (ii) issued by a body, any securities of which are dealt in on an eligible market; or
- (iii) issued or guaranteed by an establishment which is: (i) subject to prudential supervision in accordance with the criteria defined by

European Community law or (ii) subject to and complies with prudential rules considered by the FSA to be at least as stringent as those laid down by European Community law. (This latter condition is considered satisfied if it is subject to and complies with prudential rules and fulfils one or more of the following criteria: it is located in the EEA; it is located in an OECD country belonging to the Group of Ten; it has at least investment grade rating or, on the basis of an in depth analysis of the issuer, it can be demonstrated that prudential rules applicable to that issuer are at least as stringent as those laid down by European Community law.)

(3) *Other money market instruments with a regulated issuer*

In addition to instruments admitted to or dealt in on an eligible market, a UCITS scheme may also, with the express consent of the FSA (which takes the form of a waiver under Section 148 of the Financial Services and Markets Act 2000), invest in an approved money market instrument provided:

- (a) the issue or issuer is itself regulated for the purpose of protecting investors and savings on the basis explained above;
- (b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements explained above; and
- (c) the issuer is a company whose capital and reserves amount to at least €10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

A securitisation vehicle is a structure, whether in corporate, trust or contractual form, set out for the purpose of securitisation operations.

A banking liquidity line is a banking facility secured by a financial institution which is an establishment subject to prudential supervision in accordance with criteria defined by European Community law or in an establishment which is subject to, and complies with, prudential rules considered by the FSA to be at least as stringent as those laid down by European Community law.

Limited investment in money market instruments which are not “Eligible money market instruments”

Not more than 10% in value of the scheme property of a Scheme may consist of approved money market instruments which are not within any of the three paragraphs under the heading ‘Eligible money market instruments’ above (together with any transferable securities which are not approved securities as explained above).

1.4.2 Deposits

A Scheme may invest in deposits only if it is with an approved bank and is re-payable on demand or has the right to be withdrawn and matures in no more than 12 months.

1.5 **OTHER INVESTMENT POWERS AND RESTRICTIONS APPLICABLE TO ALL SCHEMES**

1.5.1 Geographic restrictions

The Trust Deeds for the CIS UK Growth Trust, the CIS UK Income With Growth Trust, the CIS European Growth Trust, the CIS US Growth Trust, and the CIS UK FTSE4GOOD Tracker Trust contain restrictions which require that the capital property of the Scheme be invested in certain geographic areas or economic sectors. These restrictions will apply until such date that the prospectus of any potential investing authorised fund ceases to require such restriction.

1.5.2 Spread requirements

There are limitations on the proportion of the value of a Scheme which may be held in certain forms of investment. These rules relating to spread of investments do not apply until the expiry of six months after the initial offer of units of a Scheme, although the Manager must still aim to maintain a prudent spread of risk during this initial period.

General Spread Requirements

The general spread requirements are as follows:

- (a) Not more than 20% in value of a Scheme's property is to consist of deposits with a single body. This only applies to the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust.
- (b) Not more than 5% in value of a Scheme's property is to consist of transferable securities (or, for the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, approved money market instruments) issued by a single body, except that:
 - (i) the 5% limit is increased to 10% in respect of up to 40% in value of the Scheme's property (and in applying these limits certificates representing certain securities are treated as equivalent to the underlying security); and
 - (ii) covered bonds need not be taken into account for the purposes of applying the limit of 40%. The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that, when a Scheme invests more than 5% in covered bonds issued by a single body,

the total value of covered bonds must not exceed 80% in value of the scheme property.

Note: With the exception of the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, no scheme may currently invest in covered bonds.

Note: For the CIS UK FTSE4Good Tracker Trust, up to 20% in value of the Scheme's property may be invested in shares and debentures which are issued by the same body, and this 20% limit may be raised to 35% in value of the Scheme property but only in respect of one body and where justified by exceptional market conditions.

- (c) The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of a Scheme's property although this limit is raised to 10% where the counterparty is an approved bank.
- (d) Not more than 20% in value of a Scheme is to consist of transferable securities or, for the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, approved money market instruments issued by the same group (meaning companies included in the same group for the purposes of consolidated accounts as defined in accordance with EU Directive 83/349/EEC or in the same group in accordance with international accounting standards).
- (e) Not more than 20% in value of a Scheme is to consist of units in any one collective investment scheme (subject to the restrictions discussed above under the heading 'Collective Investment Schemes').

In applying the limits in (a), (b) and (c) and subject to the restrictions on covered bonds mentioned in (b) above, not more than 20% in value of a Scheme's property is to consist of any combination of any two or more of the following:

- transferable securities (including covered bonds) or approved money market instruments issued by; or
- deposits made with; or
- exposure from OTC derivatives transactions made with;

a single body. Notwithstanding that these limits do not apply to government and public securities, and subject as mentioned below, in applying this 20% limit with respect to a single body, government and public securities issued by that body shall be taken into account.

Government and public securities

The above restrictions do not apply to government and public securities.

With the exception of the CIS Sustainable Diversified Trust, no more than 35% of the Scheme's property will be invested in government and public securities issued by any

one body. Apart from this restriction, there is no limit on the amount which may be invested in such securities or in any one issue.

For the CIS Sustainable Diversified Trust, more than 35% of the Scheme's property may be invested in securities issued by the UK Government.

Exposure to OTC derivatives

For the purposes of calculating the limits mentioned above in relation to OTC derivatives, the exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets each of the following conditions:

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

For the purposes of calculating the spread limits, OTC derivative positions with the same counterparty may be netted provided that the netting proceedings:

- (a) comply with the conditions in Section 3 (Contractual Netting) (Contracts for Novation and Other Netting Agreements) of Annex III to the Banking Consolidation Directive; and
- (b) are based on legally binding agreements.

In applying the spread requirements, all derivatives transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house meets each of the following conditions:

- (a) it is backed by an appropriate performance guarantee; and
- (b) it is categorised by daily marked to market valuation of the derivatives positions and at least daily margining.

Use of index based derivatives

Where a scheme invests in an index based derivative, provided the relevant index complies with the above criteria, the underlying constituents of the index do not need to be taken into account for the purposes of the spread requirements provided the Manager takes into account the requirement to provide a prudent spread of risk.

1.5.3 Schemes replicating an index (for the CIS UK FTSE4GOOD Tracker Trust)

The investment policy of the CIS UK FTSE4GOOD Tracker Trust is to replicate the composition of a relevant index which satisfies certain criteria. Consequently, the CIS UK FTSE4GOOD Tracker Trust may invest up to 20% in value of the property of the Scheme in shares and debentures which are issued by the same body. This 20% limit is raised up to 35% in value of the property of the Scheme but only in respect of one body and where justified by exceptional market conditions.

Replication of the composition of a relevant index shall be understood to be a reference to replication of the composition of the underlying assets of that index, including the use of techniques and instruments permitted for the purpose of efficient portfolio management.

1.5.4 Concentration restrictions

The Manager must not acquire for a Scheme:

- (a) transferable securities (other than debt securities) issued by a company which do not carry rights to vote at a general meeting of that company and represent more than 10% of the securities issued by that company, or
- (b) more than 10% of the debt securities (which are debentures, government and public securities and warrants which confer rights of investment in these) issued by a single body (subject to the exception applicable to Schemes replicating an index); or
- (c) more than 25% of the units in a collective investment scheme; or
- (d) in addition for the CIS Corporate Bond Income Trust, the CIS UK FTSE4GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, more than 10% of the approved money market instruments issued by any single body;

but need not comply with the limits in (b), (c) and, where appropriate, (d) if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

1.5.5 Prohibition on acquiring significant influence in a company

The Manager may only acquire or cause to be acquired for a Scheme transferable securities issued by a body corporate and carrying rights to vote (whether or not on substantially all matters) at a general meeting of that body corporate if:

- (a) immediately before the acquisition, the aggregate of such securities held by the Scheme, taken together with any such securities already held for other schemes for which it is the manager, does not give the Manager power significantly to influence the conduct of business of that corporate body; or
- (b) the acquisition will not give the Manager such power. The power significantly to influence is assumed if the Manager can, because of the transferable securities held for all the schemes of which it is the Manager, exercise or control the

exercise of 20% or more of the voting rights in that body corporate (disregarding for this purpose any temporary suspension of voting rights in respect of the transferable securities of that body corporate).

1.5.6 Warrants

A warrant is an instrument giving entitlements to investments (a warrant or other instrument entitling the holder to subscribe for a share, debenture or government and public security) and any other transferable security (not being a nil paid or partly paid security) which is listed on an eligible securities market; and is akin to an investment which is an instrument giving entitlements to investments, in that it involves a down payment by the then holder and a right later to surrender the instrument and pay more money in return for a further transferable security.

In relation to the CIS Corporate Bond Income Trust and the CIS UK FTSE4GOOD Tracker Trust, the Manager does not intend to enter into warrants except for limited purposes which are consistent with a Scheme's investment objective and policy. Not more than 5% in value of a Scheme's property may consist of warrants.

1.5.7 Nil and partly paid securities

A transferable security or approved money market instrument on which any sum is unpaid is within a power of investment only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Manager at the time when payment is required without contravening the COLL Sourcebook as it applies to the Scheme.

1.5.8 Stock lending

Stock lending covers techniques relating to transferable securities and approved money market instruments which are used for the purpose of efficient portfolio management. (For this purpose efficient portfolio management means techniques and instruments which relate to transferable securities and approved money market instruments and which:

- (a) are economically appropriate in that they are realised in a cost effective way.
- (b) are entered into for one or more of the following specific aims: reduction of risks; reduction of costs; generation of additional capital or income for the scheme with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules laid down in the COLL Sourcebook.)

It permits the generation of additional income for the benefit of the Scheme and hence its investors, by entering into stock lending transactions for the account of the Scheme.

Stock lending involves a lender transferring securities to a borrower otherwise than by way of sale and the borrower transferring those securities, or securities of the same type and amount, back to the lender at a later date. In accordance with market practice, a separate transaction by way of transfer of assets is involved for the purposes of providing collateral to the "lender" to cover him against the risk that the future transfer back of the securities may not be satisfactorily completed.

A stock lending arrangement or repo contract may be entered into in respect of a Scheme when it is appropriate with a view to generating additional income with an acceptable degree of risk. The Trustee at the Manager's request, may enter into a repo contract or a stock lending arrangement of a kind described in section 263B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263C) on certain terms specified in the COLL Sourcebook. Subject to the COLL Sourcebook there is no limit on the value of the property of a Scheme which may be the subject of stock lending transactions.

Where a stock lending arrangement is entered into, the scheme property remains unchanged in terms of value. The securities transferred cease to be part of the scheme property but there is obtained in return an obligation on the part of the counterparty to transfer back equivalent securities. The Trustee will also receive collateral to set against the risk of default and transfer and that collateral is equally irrelevant to the value of the scheme property. The COLL Sourcebook make provision for treatment of collateral in that context. Where the scheme generates leverage through the re-investment of collateral, this should be taken into account in the calculation of the scheme's global exposure.

1.5.9 Power to underwrite or accept placings

The exposure of a Scheme to agreements and understandings which are underwriting or sub underwriting agreements, or contemplate the securities will or may be issued or subscribed for or acquired for the account of the Scheme, must, on any day be covered (as explained above in relation to derivative transactions) and such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in the COLL Sourcebook.

1.5.10 Guarantees and indemnities

The Trustee (on account of the Scheme) must not provide any guarantee or indemnity in respect of the obligation of any person. None of the property of the Scheme may be used to discharge any obligation arising under any guarantee, or indemnity with respect to the obligation of any person.

This is subject to exceptions in the case of any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with the COLL Sourcebook (summarised above) and indemnities given to give to the person winding up a body corporate or other scheme in circumstances where those assets are becoming the first part of the scheme property by way of a unitisation.

1.5.11 Borrowing

The Trustee (on the instructions of the Manager) may borrow money for the use of a Scheme on terms that the borrowing is to be repayable out of the property of the Scheme from an eligible institution or an approved bank (e.g. a bank or building society). Borrowings may be arranged with the Trustee. The Manager must ensure that any such borrowings comply with the COLL Sourcebook.

Borrowing must be on a temporary basis and not be persistent, and in any event must not exceed 3 months without the prior consent of the Trustee. The Trustee's consent may be given only on conditions which appear appropriate to the Trustee to ensure that the borrowing remains on a temporary basis.

The Manager must ensure that borrowing for a Scheme does not exceed 10% of the value of the property of the Scheme on any business day.

These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes, i.e. borrowing permitted to reduce or eliminate risk arising by reason of fluctuations in exchange rates.

1.5.12 Restrictions on lending

None of the money in the scheme property of a Scheme may be lent and, for the purposes of this prohibition, money is lent by a Scheme if it is paid to a person (the payee) on the basis that it should be repaid whether or not by the payee. (This restriction does not prevent the acquiring of a debenture, nor the placing of money on deposit or in a current account.)

The scheme property of the Scheme other than money must not be lent by way of deposit or otherwise, although stock lending transactions are not regarded as lending for this purpose. The scheme property must not be mortgaged. This rule does not however prevent the Trustee at the request of the Manager from lending, depositing, pledging or charging the scheme property for margin requirements where transactions in derivatives or forward transactions are used for the account of the Scheme in accordance with the COLL Sourcebook.

1.5.13 Cash and near cash

At times it is appropriate for a Scheme not to be fully invested. However, the Manager may make deposits. A Scheme may hold cash and "near cash" where this may reasonably be regarded as necessary in order to enable:

- (i) redemption of units; or
- (ii) efficient management of the Scheme in accordance with its investment objectives; or
- (iii) other purposes which may usefully be regarded as ancillary to the investment objectives of the Scheme.
- (iv) in addition for the CIS Corporate Bond Income Trust, the CIS UK FTSE4 GOOD Tracker Trust, the CIS Sustainable Diversified Trust and the CIS Sustainable World Trust, the pursuit of the Scheme's investment objectives.

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

1.5.14 Immovable property

The Schemes shall not invest in immovable property.

1.5.15 Risk management

The Manager must use a risk management process enabling it to monitor and measure as frequently as appropriate the risk of the Scheme's positions and their contribution to the overall risk profile of the Scheme.

This process must take into account the investment objectives and policy of the Scheme. The Manager has taken reasonable care to establish and maintain systems and controls which are appropriate to its business in this connection. The risk management process enables the analysis required to be undertaken at least daily or at each valuation point (whichever is the more frequent). The Trustee is obliged to take reasonable care to review the appropriateness of the risk management process in line with its duties.

1.6 BREACHES OF THE INVESTMENT AND BORROWING POWERS AND LIMITS

Generally the Manager must, at its own expense, take action to rectify a breach of the investment and borrowing powers and limits as soon as it becomes aware of it. However:

- if the reason for the breach is beyond the control of the Manager and the Trustee, the Manager must take the steps necessary to rectify a breach as soon as it is reasonably practicable having regard to the interests of unitholders, and, in any event, within six months or, if it is a transaction in derivatives or a forward transaction, five business days; and
- if the exercise of rights conferred by an investment held by a Scheme would involve a breach, the Scheme may still exercise those rights if:
 - the prior written consent of the Trustee is obtained; and
 - the Manager then takes the steps necessary to rectify the breach as soon as is reasonably practicable having regard to the interests of unitholders and, in any event, within six months or, if it is a transaction in derivatives or a forward transaction, five Business Days.

Immediately upon the Trustee becoming aware of any breach of any of the investment and borrowing powers and limits, it must ensure that the Manager takes such appropriate action.

2. **ELIGIBLE SECURITIES MARKETS**

In addition to markets listed above in section 1.3.1 (Eligible Markets), the Manager, after consultation with the Trustee, has designated the eligible securities markets as set out below.

2.1 **CIS Sustainable Leaders Trust, CIS Sustainable Diversified Trust and CIS Sustainable World Trust**

Country	Market
Australia	ASX Limited
Canada	Toronto Stock Exchange
China	Shanghai Stock Exchange Shenzhen Stock Exchange
Hong Kong	Stock Exchange of Hong Kong
India	Bombay Stock Exchange
Indonesia	Indonesia Stock Exchange
Japan	Tokyo Stock Exchange Osaka Securities Exchange
Republic of Korea	Korea Exchange
Malaysia	Bursa Malaysia Securities Berhad
Mexico	Bolsa Mexicana de Valores
Philippines	Philippine Stock Exchange
New Zealand	NZX Limited
Singapore	Singapore Stock Exchange
South Africa	JSE Limited
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange
Thailand	Stock Exchange of Thailand
Turkey	Istanbul Stock Exchange
United Kingdom	Alternative Investment Market
United States	New York Stock Exchange NASDAQ NYSE Amex Equities

2.2 **CIS European Growth Trust ***

Switzerland	SIX Swiss Exchange
Turkey	Istanbul Stock Exchange

2.3 **CIS US Growth Trust ***

United States	NYSE Amex Equities New York Stock Exchange NASDAQ
---------------	---

* Notwithstanding the restrictions listed in the Scheme's objectives, the CIS European Growth Trust and the CIS US Growth Trust may invest in securities traded on the

London Stock Exchange, but only for investments relative to the objective/geographic area of that Scheme.

3. ELIGIBLE DERIVATIVES MARKETS

In addition to markets listed above in section 1.3.1 (Eligible Markets), the Manager, after consultation with the Trustee, has designated the eligible derivatives markets as set out below:

3.1 Each of the Schemes may deal in derivatives traded on NYSE Liffe Futures and Options where such derivatives, or the underlying investments, are within the geographical scope of the Schemes' investment objectives.

3.2 CIS US Growth Trust

Country	Market
United States	Chicago Board Options Exchange Chicago Mercantile Exchange

3.3 CIS Sustainable Leaders Trust, CIS Sustainable Diversified Trust and CIS Sustainable World Trust

Australia	SFE Corporation Limited
Hong Kong	Hong Kong Futures Exchange
Japan	Tokyo Financial Exchange
United States	Chicago Board Options Exchange Chicago Mercantile Exchange

TERMINATION OF SCHEMES

1 A Scheme will be terminated when:

- (a) the order declaring that Scheme to be an authorised unit trust scheme is revoked; or
- (b) the Financial Services Authority determines that such order be revoked at the request of the Manager or the Trustee; or
- (c) a duly approved scheme of amalgamation or reconstruction becomes effective.

2 On the occurrence of such an event:

- (a) the Trustee shall cease to create and cancel units in the Scheme;
- (b) the Manager shall cease to issue and redeem units in the Scheme; and
- (c) the Trustee shall proceed to wind up the Scheme.

- 3 Where the Trustee proceeds to wind up the Scheme in the circumstances described in (1)(c) above, following the passing of an extraordinary resolution approving the amalgamation of the Scheme with another body or scheme, the Scheme shall be wound up in accordance with that resolution or the terms of the approved amalgamation.
- 4 In any other case, the Trustee shall, as soon as practicable after the Scheme falls to be wound up, realise the property of the Scheme and, after paying or retaining adequate provision for all liabilities properly payable out of such property and retaining provision for the costs of the winding up, shall (subject to receiving satisfactory evidence of entitlement) distribute the proceeds of that realisation to the holders and the Manager in proportion to their respective interests in the Scheme. Any unclaimed net proceeds or other cash held by the Trustee after the expiration of 12 months from the date on which the same became payable shall be paid into Court.

RISK FACTORS

The risk factors set out below apply to all of the Schemes unless stated otherwise.

What you get back from your investment is not guaranteed. In particular:

- Investment growth could be lower than illustrated;
- Past performance is not a reliable indicator of future performance;
- The value of your investment may go down as well as up;
- We cannot guarantee any capital growth nor income from your investment into any of the Schemes.
- Should you need to cash in your investment at any time, you might get back less than you have invested. This could be as a result of poor investment performance or the effect of exchange rates on your investment.
- When we receive your investment we will send you a notice of your right to cancel. On receipt you will then have 30 days in which you can change your mind. If you have chosen to invest a monthly contribution into your trust(s) you will receive back any contributions you have paid to us. However if you have invested a lump sum and the unit price of your trust(s) has fallen, then you will not get back the full amount of your investment. Appropriate arrangements are in place for non-retail clients, as agreed with those clients.
- If you are saving regularly with a specific objective in mind, it is important to keep up your contributions. Even then there is no guarantee that the returns will be sufficient for your purpose.
- Tax laws may change. The tax information in this document is based on our current understanding.
- Investments made during a period of low inflation may not be worth as much should inflation rates rise, even if the realisable value does not change.
- There is a lack of certainty that environmental factors, such as the current tax regime will persist.
- There is a risk to your capital, including potential risk of erosion, should you decide to take withdrawals from your investment.
- Overseas investments are not held in Sterling. Therefore, exchange rate changes could reduce the value of your investment. (CIS European Growth, CIS US Growth, CIS Sustainable Leaders, CIS Sustainable Diversified, CIS Sustainable World Trust and CIS Corporate Bond Income Trusts only.)

CIS UK Income with Growth Trust

The taking of charges from the Scheme's capital may erode capital and/or constrain capital growth.

CIS Corporate Bond Income Trust

The overall return (i.e. capital and income) from an investment in the CIS Corporate Bond Trust will fall or rise as a consequence of a number of factors, but in particular, the capital value is likely to fall when interest rates rise and vice versa. Additionally, although the majority (at least 80%) of the Scheme's investments will be in investment grade bonds (Standard & Poor's rating BBB minus, or equivalent or above), a limited proportion may be in bonds of a lower grade which are subject to a greater risk of default leading to loss of capital.

CIS UK FTSE4Good Tracker Trust

The CIS UK FTSE4Good Tracker Trust tracks the FTSE4Good™ UK Index. As the Scheme is passively managed, the Manager cannot take any action to counter the effect of adverse market conditions if they occur, and nor can the Manager adjust the portfolio in order to seek to achieve out-performance of the Index. As the investments will seek to replicate the Index, there may be greater concentration of certain investments than is normally the case with an actively managed fund, and so less effective diversification of investment risk than is often achieved through actively managed UK equity funds.

CIS Sustainable Leaders Trust

The investment strategy is concentrated upon specific stocks, including some companies based overseas, and as a consequence, its portfolio is not represented in many areas of industry and commerce. Therefore the price of units cannot be expected to move in a manner similar to that of the broad UK stock market and could be more volatile.

CIS Sustainable Diversified Trust

The investment mandate will result in certain industries being excluded as a result of our ethical investment policy, in addition to including some companies based overseas. As a consequence, its portfolio could be more volatile. However, the CIS Sustainable Diversified Trust will look to manage risk/volatility through active asset allocation.

As noted under the heading 'Proposed use of Derivatives' above, the CIS Sustainable Diversified Trust may use derivative transactions for the purposes of hedging or meeting the Scheme's investment objectives, or both. Derivatives have the potential either to increase or reduce existing market risk within a Scheme, introduce new types of market or credit risk to a Scheme, or introduce counterparty risk to a Scheme. Investment in derivatives may therefore, to some extent, alter the risk profile of the CIS Sustainable Diversified Trust. However, it is not intended that derivatives will form a major component of the Scheme's property and it is not expected to alter the risk profile of the Scheme.

CIS Sustainable World Trust

As noted above, overseas investments are not held in Sterling, and therefore, exchange rate changes could reduce the value of your investment. Such regional diversification may increase the volatility of the Scheme.

The investment mandate will result in certain industries being excluded as a result of our ethical investment policy. As a consequence, there may be increased risk due to reduced diversification opportunities.

As noted under the heading 'Proposed use of Derivatives' above, the CIS Sustainable World Trust may use derivative transactions for the purposes of hedging or meeting the Scheme's investment objectives, or both. Derivatives have the potential either to increase or reduce existing market risk within a Scheme, introduce new types of market or credit risk to a Scheme, or introduce counterparty risk to a Scheme. Investment in derivatives may therefore, to some extent, alter the risk profile of the CIS Sustainable World Trust. However, it is not intended that derivatives will form a major component of the Scheme's property and it is not expected to alter the risk profile of the Scheme.

COMPLAINTS

If a retail client wishes to make a complaint about the Manager's role in respect of any of the Schemes detailed in this Prospectus, please contact:

Central Customer Relations Unit
Miller Street
Manchester
M60 0AL
Tel: 0845 300 0374

If the complaint is not dealt with to the satisfaction of the investor, the investor can then complain to:

Financial Ombudsman Service
South Quay Plaza
183 Marsh Wall
London
E14 9SR
Tel: 0845 080 1800.

A copy of the customer leaflet "Our commitment to handling complaints" summarising the Manager's complaints handling procedures is available on request. Making a complaint does not affect the legal rights of the investor.

Complaints from non-retail clients are handled in accordance with the arrangements agreed with those clients.

APPENDIX 1

DETAILS OF THE SCHEMES

CIS UK GROWTH TRUST

CIS UK Growth Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 2nd August 1989 and amended by supplemental trust deeds. It is a UCITS scheme and was authorised by the Financial Services Authority (FSA) by order, dated 11th August 1989. CIS UK Growth Trust has been established for an unlimited duration.

The investment objective is to provide an above-average capital growth from a diverse portfolio of UK equities in any economic sector.

The accounting reference date for the Scheme is 31st July in each year and the interim accounting period ends on 31st January in each year. The annual income allocation date of the Scheme is 30th September in each year and the interim allocation date is 31st March in each year.

The Trust Deed (as amended) permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may only be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a balanced attitude to risk who is prepared to accept average, or slightly above average, risk to their capital, in order to achieve an improved potential return on their investment.

CIS UK INCOME WITH GROWTH TRUST

CIS UK Income With Growth Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 2nd August 1989 as amended by supplemental trust deeds. It is a UCITS scheme, and was authorised by the FSA by order, dated 11th August 1989. CIS UK Income With Growth Trust has been established for an unlimited duration.

The investment objective is to provide an above-average and growing income, together with some capital appreciation, from a diverse portfolio of UK securities comprising mainly higher yielding equities in any economic sector, but including some fixed interest securities.

The accounting reference date for the Scheme is 31st March in each year and the interim accounting periods end on 30th June, 30th September and 31st December each year. The annual income allocation date of the Scheme is 31st May in each year. The interim allocation dates are 31st August, 30th November and 28th February each year.

The annual management charge (and some incidental expenses amounting to around 0.04% per year) is deducted from the Scheme's capital rather than from the income account. This does not change the total return on the investment – it just means that more of the income earned by the investment is paid out in distributions. Whilst the net effect allows the Scheme to distribute more income, please be aware that taking charges from the capital of the Scheme may constrain capital growth.

Income is paid out quarterly.

The Trust Deed (as amended) permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may only be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a cautious attitude to risk who is prepared to accept some risk to their capital, with the aim of achieving a better return than a bank or building society account.

Following a recent review of the investor profile, the Manager has decided that the Trust is more likely to be appropriate for an investor with a balanced attitude to risk who is prepared to accept average, or slightly above average, risk to their capital, in order to achieve an improved potential return on your money. This amendment will take effect from 31st December 2010.

CIS SUSTAINABLE LEADERS TRUST*

CIS Sustainable Leaders Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 27th April 1990 and amended by supplemental trust deeds. It is a UCITS scheme and was authorised by the FSA by order, dated 30th April 1990. CIS Sustainable Leaders Trust has been established for an unlimited duration.

The investment objective is to provide capital growth from a diverse portfolio of equities, mainly in the United Kingdom and in any economic sector. Investment will be limited to companies which are likely to benefit from measures taken to improve the environment, human welfare and the quality of life.

The majority of the scheme's assets are represented by investments in quoted UK companies and the remainder in quoted overseas securities. The core of the investment portfolio consists of shares in companies involved wholly or in part in the manufacture of products, industrial processes or the provision of services associated with improving the environment and the enhancement of human health and safety. In addition, investments may be made in companies considered likely to be medium to long term beneficiaries of changing attitudes towards a cleaner and safer environment, including those seen to be making above-average efforts to minimise environmental damage caused by their activities.

All companies are screened on an environmental basis, so as to exclude any whose operations are thought likely to cause significant damage to the environment. The Scheme avoids investment in any company which has a significant amount of its business in countries where there is substantial disregard for human rights, in tobacco and tobacco-related products, in the manufacture, distribution or sale of products which have predominantly military applications or in products which involve experiments on animals, except for those conducted for the benefit of human or animal health. Unless there are exceptional mitigating circumstances, investments in companies involved in the generation of nuclear power are avoided.

The investment strategy of the Scheme is concentrated upon specific stocks, including those of companies based overseas, and as a consequence, its portfolio is not represented in many areas of industry and commerce. Therefore, the price of units cannot be expected to move in a manner similar to that of the broad UK Stock Market and could be more volatile.

The accounting reference date for the Scheme is 31st May in each year and the interim accounting period ends on 30th November each year. The annual income allocation date of the Scheme is 31st July in each year and the interim allocation date is 31st January in each year.

The Trust Deed (as amended) permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

* The name of the Scheme was changed from "CIS Environ Trust" to "CIS Sustainable Leaders Trust" by a supplemental Trust Deed dated 4 January 2005.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a balanced attitude to risk who is prepared to accept average, or slightly above average, risk to their capital, in order to achieve an improved potential return on their investment.

CIS SUSTAINABLE DIVERSIFIED TRUST

CIS Sustainable Diversified Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 20th January 2009. It is a UCITS scheme and was authorised by the FSA by order dated 20th January 2009. CIS Sustainable Diversified Trust has been established for an unlimited duration.

The investment objective is to provide capital growth from a diverse range of asset classes, for example equities, fixed income, property related investments and cash mainly in the United Kingdom.

The current policy is to actively manage the Scheme which invests mainly in UK equities and fixed income securities. Asset allocation will depend upon the relative attractions of the assets in the Scheme and the Scheme will be managed to reduce downside risk. The Scheme may also invest in any other asset class (including other transferable securities, derivatives and forward transactions, approved money market instruments, deposits, units in collective investment schemes, cash and near cash, and property related investments (for example, transferable securities in real estate investment trusts and property-related derivatives)), and in any economic area.

The Scheme is screened in accordance with the Co-operative Investments ethical investment policy. The current Co-operative Investments ethical investment policy prevents the Scheme from investing in companies that cause significant environmental damage and those which derive a material proportion of business from countries where human rights are disregarded, or are involved in tobacco production, military applications, products tested on animals (other than for human or animal health), animal fur products, pornography, irresponsible gambling, irresponsible drinking, worker exploitation or exploitative consumer practices. In addition the Scheme will avoid investing in companies that generate nuclear power, have unacceptable corporate governance, mismanage social, ethical and environmental risk, produce or sell torture equipment, produce or sell landmines, or are involved in the production of nuclear weapons. However, for the sole purpose of the Scheme's asset allocation, the Scheme may enter into transactions in index derivatives where some of the underlying constituents may not fully meet this policy.

The Co-operative Investments ethical investment policy may change from time to time to reflect new developments and research in the field of ethical investment. We will notify unitholders of any material changes to this policy.

The accounting reference date for the Scheme is 31st January in each year and the interim accounting periods end on 30th April, 31st July and 31st October each year. The annual income allocation date of the Scheme is 31st March in each year and the interim allocation dates are 30th June, 30th September and 31st December in each year.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a cautious attitude to risk who is prepared to accept some risk to their capital, with the aim of achieving a better return than a bank or building society account.

CIS SUSTAINABLE WORLD TRUST

CIS Sustainable World Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 4th August 2009. It is a UCITS scheme and was authorised by the FSA by order dated 4th August 2009. CIS Sustainable World Trust has been established for an unlimited duration.

The investment objective is to provide medium to long-term capital growth via worldwide investments in multiple asset classes that adhere to the Co-operative Investments ethical investment policy.

The current policy is to actively manage the Scheme which invests primarily in equities (up to a maximum of 85% of the Scheme), and some fixed income securities. Overseas allocation will depend upon the relative attractions of the region with at least 10% of the Scheme held in non-UK equities (where equities are deemed to include convertibles). At least 50% of the Scheme will be held in Sterling and / or Euro. The Scheme may also invest in any other asset class (including other transferable securities, derivatives and forward transactions, approved money market instruments, deposits, units in collective investment schemes, cash and near cash, and property related investments (for example, transferable securities in real estate investment trusts and property-related derivatives)), and in any economic area.

The Scheme is screened in accordance with the Co-operative Investments ethical investment policy. The current Co-operative Investments ethical investment policy prevents the Scheme from investing in companies that cause significant environmental damage and those which derive a material proportion of business from countries where human rights are disregarded, or are involved in tobacco production, military applications, products tested on animals (other than for human or animal health), animal fur products, pornography, irresponsible gambling, irresponsible drinking, worker exploitation or exploitative consumer practices. In addition the Scheme will avoid investing in companies that generate nuclear power, have unacceptable corporate governance, mismanage social, ethical and environmental risk, produce or sell torture equipment, produce or sell landmines, or are involved in the production of nuclear weapons. However, for the sole purpose of the Scheme's asset allocation, the Scheme may enter into transactions in index derivatives where some of the underlying constituents may not fully meet this policy.

The Co-operative Investments ethical investment policy may change from time to time to reflect new developments and research in the field of ethical investment. We will notify unitholders of any material changes to the policy.

The accounting reference date for the Scheme is 30th September in each year and the interim accounting period ends on 31st March each year. The annual income allocation date of the Scheme is 30th November in each year and the interim allocation date is 31st May in each year.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a balanced attitude to risk who is prepared to accept average, or slightly above average, risk to their capital, in order to achieve an improved potential return on their investment.

CIS EUROPEAN GROWTH TRUST

CIS European Growth Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 30th November 1999 and amended by supplemental trust deeds. It is a UCITS scheme and was authorised by the FSA by order, dated, 2nd December 1999. CIS European Growth Trust has been established for an unlimited duration.

The investment objective is to provide above average capital growth over the medium to long term by investment in a portfolio of the securities of companies in any European country, including Turkey, but excluding the United Kingdom. Emphasis will be placed upon investment in those companies that are expected to deliver superior returns by virtue of their strong, sustainable, competitive positions.

It is intended that securities will be held for the medium to long term.

Investment management of the CIS European Growth Trust is delegated to UBS Global Asset Management (UK) Ltd. The fees charged by UBS Global Asset Management (UK) Ltd will be borne by the Manager. They will not be paid out of the Scheme property.

The accounting reference date for the Scheme is 31st October in each year and the interim accounting period ends on 30th April each year. The annual income allocation date of the Scheme is 31st December and the interim income allocation date is 30th June each year. However it should be noted that income will not be paid to unitholders but will instead be reinvested in the purchase of additional units.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property.

The amount of either charge may only be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with an adventurous attitude to risk who is prepared to accept above-average risk to their capital, with the aim of achieving a high return.

CIS US GROWTH TRUST

CIS US Growth Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 18th December 2000 and amended by supplemental trust deeds. It is a UCITS scheme and was authorised by the FSA by order, dated 20th December 2000. CIS US Growth Trust has been established for an unlimited duration.

The investment objective is to provide above average capital growth over the medium to long term from a diverse portfolio of US securities in any economic sector.

The Manager's current policy is to invest in a diverse portfolio of securities, the majority of which will be represented within the Standard & Poor's Composite 500 Index. The Manager may also acquire investment vehicles in non-US markets, providing their purpose is to invest in US companies. It is intended that securities will be held for the medium to long term.

Investment management of the CIS US Growth Trust is delegated to UBS Global Asset Management (UK) Ltd. The fees charged by UBS Global Asset Management (UK) Ltd will be borne by the Manager. They will not be paid out of the Scheme property.

The accounting reference date for the Scheme is 31st December in each year and the interim accounting period ends on 30th June each year. The annual income allocation date is 28th February and the interim allocation date is 31st August each year. However, it should be noted that income will not be paid to unitholders but will instead be reinvested in the purchase of additional units.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of the property.

The amount of either charge may be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with an adventurous attitude to risk who is prepared to accept above-average risk to their capital, with the aim of achieving a high return.

CIS CORPORATE BOND INCOME TRUST

CIS Corporate Bond Income Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 17 September 2003. It is a UCITS scheme and was authorised by the Financial Services Authority (FSA) by an order, dated 18 September 2003. CIS Corporate Bond Income Trust has been established for an unlimited duration.

The investment objective of the CIS Corporate Bond Income Trust is to produce a regular income from a portfolio of fixed interest securities. The Scheme may also invest in other investments to the extent permitted by the COLL Sourcebook as applicable from time to time and explained in this Prospectus.

The accounting reference date for the Scheme is 31st August each year and the interim accounting periods end on the last calendar day of each month. Income will be allocated by the end of each calendar month.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. The initial charge is included in the buying price of each unit and is currently 5% of the creation price. The periodic charge is paid monthly out of the property of the Scheme and is currently 1% per annum of the value of that property.

The amount of either charge may be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in Fixed Interest securities over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a defensive attitude to risk who is prepared to accept a low risk to their capital, with the aim of achieving an improved return over a bank or building society account over time.

CIS UK FTSE4GOOD TRACKER TRUST

CIS UK FTSE4Good Tracker Trust is an authorised unit trust scheme constituted by a Trust Deed made between the Manager and the Trustee dated 17 September 2003. It is a UCITS scheme and was authorised by the Financial Services Authority (FSA) by an order, dated 18 September 2003. CIS UK FTSE4Good Tracker Trust has been established for an unlimited duration.

The investment objective is to provide above-average capital growth over the medium to long term principally by tracking the performance of the FTSE4Good™ UK Index. The Scheme may also invest in other investments to the extent permitted by the COLL Sourcebook as applicable from time to time and explained in this Prospectus.

The investment policy of the Scheme is to replicate the composition of the FTSE4Good™ UK Index. However, deviation from full replication of the exact composition and weighting of the investments underlying the Index may take place in certain circumstances, for example, where in the Manager's view, this would be expedient for reasons of poor liquidity or excessive costs. In such circumstances the Manager may adopt a stratified sampling approach by selecting a representative proportion of certain of the FTSE4Good™ UK Index's constituent securities.

As the Scheme will invest in securities of those companies which make up the FTSE4Good™ UK Index, the Scheme's investments should, as a consequence, meet the ethical criteria set for the companies which comprise that Index.

The accounting reference date for the Scheme is 31st August each year and the interim accounting period ends on the last day of February each year. The annual income allocation date of the Scheme is 31st October and the interim allocation date is 30th April each year.

The Trust Deed permits the Manager to make an initial charge and a periodic charge. No initial charge is currently levied. The periodic charge is paid monthly out of the property of the Scheme and is currently 1.5% per annum of the value of that property. The amount of either charge may only be increased or a new type of remuneration introduced in accordance with the COLL Sourcebook.

The Trust is designed for investors who wish to participate in the stock market over the medium to long term, through a professionally-managed unit trust investment. It is likely to be appropriate for an investor with a balanced attitude to risk who is prepared to accept average, or slightly above average, risk to their capital, in order to achieve an improved potential return on their investment.

The units in the CIS UK FTSE4Good Tracker Trust are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc (the "Exchange") or by the Financial Times Limited ("FT") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE4Good™ UK Index ("the Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

"FTSE™", "FT-SE®" and "Footsie®" are trade marks of the London Stock Exchange Plc and the Financial Times Limited and are used by FTSE International Limited under licence. "FTSE4Good™" is a trademark of FTSE International Limited or its licensors.

APPENDIX 2

PAST PERFORMANCE OF THE SCHEMES

Percentage Growth Rate					
UK Unit Trusts/OEICs CIS Unit Managers Ltd	30/06/2009	30/06/2008	30/06/2007	30/06/2006	30/06/2005
	30/06/2010	30/06/2009	30/06/2008	30/06/2007	30/06/2006
	% Change	% Change	% Change	% Change	% Change
CIS Corporate Bond Income	14.08	-3.42	-4.19	-1.31	-0.12
CIS European Growth	14.22	-16.23	-12.68	19.67	17.65
CIS Sustainable Leaders	16.33	-17.96	-12.96	25.26	21.82
CIS Sustainable Diversified *	N/A	N/A	N/A	N/A	N/A
CIS Sustainable World **	N/A	N/A	N/A	N/A	N/A
CIS UK FTSE4Good Tracker	15.74	-19.42	-16.15	12.65	14.38
CIS UK Growth	18.96	-21.94	-7.92	15.54	17.66
CIS UK Income with Growth	20.80	-15.03	-8.72	13.84	18.02
CIS US Growth	24.33	-13.03	-17.31	9.86	2.61

Source: Lipper

Past performance is not a reliable indicator of future performance. The value of a unit trust varies on a daily basis, this means that the value of an investment can go down as well as up. Neither the value of an investment nor the income from it is guaranteed.

All figures are calculated on a bid price to bid price basis with net of basic rate tax distributions reinvested and do not take into account the tax benefits unit trusts attract when held within an Individual Savings Account (ISA).

* The CIS Sustainable Diversified Trust was launched on 24th July 2009 and consequently there is no past performance information which can be stated in this Prospectus.

** The CIS Sustainable World Trust was launched on 21st September 2009 and consequently there is no past performance information which can be stated in this Prospectus.

APPENDIX 3

VALUATION AND PRICING (all Schemes with the exception of CIS UK FTSE4Good Tracker Trust)

The value of the property of each Scheme shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.

1. All the property of the Scheme (including receivables) is to be included, subject to the following provisions.
2. The valuation of the property of the Scheme shall consist of two parts, one on an issue basis and one on a cancellation basis calculated in accordance with the following provisions.
 - 2.1 The valuation of property for that part of the valuation which is on an issue basis is as follows:
 - 2.1.1 Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - 2.1.1.1 units or shares in a collective investment scheme:
 - (a) if a single price for buying and selling units or shares is quoted, at that price (plus any dealing costs, which means any fiscal charges, commission or other charges (including any preliminary charge) payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction and including any dilution levy or SDRT provision which would be added in the event of a purchase by the Scheme of the units in question (except that, where the Manager, or an associate of the Manager, is also the manager or authorised corporate director of the collective investment scheme whose units are held by the Scheme, dealing costs must not include a preliminary charge which would be payable in the event of a purchase by the Scheme of those units)); or
 - (b) if separate buying and selling prices are quoted, the most recent maximum sale price, less any expected discount (plus any dealing costs, which means any fiscal charges, commission or other charges (but excluding any preliminary charge on sale of units in a collective investment scheme), payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could

reasonably be expected to be paid in order to carry out the transaction); but where the Manager, or an associate of the Manager, is also the manager or authorised corporate director of the collective investment scheme whose units are held by the Scheme, the issue price shall be taken instead of the maximum sale price; or

- (c) if, in the opinion of the Manager, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a buyer's price which, in the opinion of the Manager, is fair and reasonable;

2.1.1.2 any other investment:

- (a) the best available market dealing offer price on the most appropriate market in a standard size (plus any dealing costs which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction); or
- (b) if, in the opinion of the Manager, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a buyer's price which, in the opinion of the Manager, is fair and reasonable.

2.1.1.3 if any other property, or no price exists under 2.1.1.1 or 2.1.1.2, the Manager's reasonable estimate of a buyer's price (plus any dealing costs, which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction but excluding any preliminary charge on sale of units in a collective investment scheme). The buyer's price is the consideration which would be paid by the buyer for an immediate transfer or assignment (or, in Scotland, assignation) to him at arm's length.

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

2.2.1 Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:

2.2.1.1 units or shares in a collective investment scheme:

- (a) if a single price for buying and selling units or shares is quoted, at that price (less any dealing costs, which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction, any charge payable on the redemption of units in a collective investment scheme, taking account of any expected discount, any dilution levy or SDRT provision which would be deducted in the event of a sale by the Scheme of the units in question (except that, where the Manager, or an associate of the Manager, is also the manager or authorised corporate director of the collective investment scheme whose units are held by the Scheme, dealing costs must not include a redemption charge which would be payable in the event of a sale by the Scheme of those units); or
- (b) if separate buying and selling prices are quoted, at the most recent minimum redemption price (less any dealing costs, which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction and any charge payable on the redemption of units in a collective investment scheme (except that, where the Manager, or an associate of the Manager, is also the manager or authorised corporate director of the collective investment scheme whose units are held by the Scheme, dealing costs must not include a redemption charge which would be payable in the event of a sale by the Scheme of those units), less any expected discount); but, if the property sold in one transaction would amount to a large deal (as defined in the Glossary), the cancellation price shall be taken instead of the minimum redemption price; or
- (c) if, in the opinion of the Manager, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a seller's price which, in the opinion of the Manager, is fair and reasonable;

2.2.1.2 any other investment:

- (a) the best available market dealing bid price on the most appropriate market in a standard size (less any dealing costs, which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction); or
- (b) if, in the opinion of the Manager, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a seller's price which, in the opinion of the Manager, is fair and reasonable;

2.2.1.3 if any other property, or no price exists under 2.2.1.1 or 2.2.1.2, the Manager's reasonable estimate of a seller's price (less any dealing costs which means any fiscal charges, commission or other charges payable in the event of the Scheme carrying out the transaction in question, assuming that the commission and charges (other than fiscal charges) which would be payable by the Scheme are the least that could reasonably be expected to be paid in order to carry out the transaction and including any charge payable on the redemption of units in a collective investment scheme, (taking account of any expected discount, any dilution levy or SDRT provision which would be deducted in the event of a sale by the Scheme of the units in question) (except that, where the Manager, or an associate of the Manager, is also the manager or authorised corporate director of the collective investment scheme whose units are held by the Scheme, dealing costs must not include a redemption charge which would be payable in the event of a sale by the Scheme of those units). The seller's price is the consideration which would be received by a seller for an immediate transfer or assignment (or, in Scotland, assignation) to him at arm's length.

3. Property which is a derivative transaction shall be treated as follows:

- (a) if a written option, (and the premium for writing the option has become part of the scheme property) deduct the amount of the net valuation of premium (estimated on the basis of writing an option of the same series on the best terms then available on the most appropriate market on which such options are traded, but, in the case of the calculation of the issue basis, deduct and, in the case of the calculation of the cancellation basis, add dealing costs); but if it is an OTC derivative, the valuation methods in COLL 5.2.23R shall be used; or
- (b) if an off-exchange future, include at the net value of closing out (whether as a positive or negative figure and, in the case of the calculation of the issue basis and the cancellation basis, estimated on the basis of the amount of profit or

loss receivable or incurable by the Scheme on closing out the contract and deducting minimum dealing costs in the case of profit and adding them in the case of loss; but if it is an OTC derivative, the valuation methods in COLL 5.2.23R shall be used); or

- (c) if any other form of derivative transaction, include at the net value of margin on closing out (whether as a positive or negative figure estimated on the basis of the amount of margin (whether receivable or payable by the Scheme on closing out the contract) on the best terms then available on the most appropriate market on which such contracts are traded. If that amount is receivable by the Scheme deduct minimum dealing costs but if that amount is payable then add minimum dealing costs and the value is that figure as a negative sum); but if it is an OTC derivative, the valuation methods in COLL 5.2.23R shall be used.
4. Cash and amounts held in current deposit and loan accounts shall be valued at their nominal values.
 5. In determining the value of the scheme property, all instructions given to the Trustee to issue or cancel units shall be assumed (unless the contrary is shown) to have been carried out and any cash paid or received (or, in the case of an in specie, transfer assets transferred) and all required consequential action required by the COLL Sourcebook or the Trust Deed shall be assumed (unless the contrary is shown) to have been taken.
 6. Subject to paragraphs 7 and 8 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required by their terms assumed to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the Manager, their omission shall not materially affect the final net asset amount.
 7. Futures or contracts for differences which are not yet due to be performed and unexpired written or purchased options which have not been exercised shall not be included under paragraph 6.
 8. All agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the Manager's employment take all reasonable steps to inform it immediately of the making of any agreement.
 9. Deduct an estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty and stamp duty reserve tax.
 10. Deduct an estimated amount for any liabilities payable out of the property of the Scheme and any tax thereon (treating periodic items as accruing from day to day).

11. Deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings.
12. In the case of a margined contract, deduct any amount reasonably anticipated to be paid by way of variation margin.
13. Add an estimated amount for accrued claims for tax of whatever nature which may be recoverable.
14. Add any other credits due to be paid into the property of the Scheme.
15. In the case of a margined contract, add any amount reasonably anticipated to be received by way of variation margin.
16. Add a sum representing any interest or any income accrued due or deemed to have accrued but not received and any stamp duty reserve tax provision anticipated to be received.
17. The valuation is in the Scheme's base currency. To convert to the base currency the value of property which would otherwise be valued in another currency the Manager will either:
 - 17.1 select a rate of exchange which represents the average of the highest and lowest rates quoted at the relevant time for conversion of that currency into base currency on the market on which the manager would normally deal if it wished to make such a conversion; or
 - 17.2 invite the Trustee to agree that it is in the interests of unitholders to select a different rate, and, if the Trustee so agrees, use that other rate.

APPENDIX 4

VALUATION AND PRICING (CIS UK FTSE4GOOD TRACKER TRUST)

The value of the property of the Scheme shall be the value of its assets less the value with liabilities determined in accordance with the following provisions:

- (a) All the property of the Scheme (including receivables) is to be included, subject to the following provisions;
- (b) Property which is not cash (or other assets dealt with in paragraph (c) below) or a contingent liability transaction shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - (i) units or shares in a collective investment scheme:
 - if a single price for buying and selling units or shares is quoted, at that price; or
 - if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial or preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto for units or shares in a collective investment scheme; or
 - if, in the opinion of the Manager, the price obtained is unreliable or no recent trade price is available or if no recent price exists, or if the most recent price available does not reflect the Manager's best estimate of the value of the units or shares, at a value which, in the opinion of the Manager, is fair and reasonable;
 - (ii) any other transferable security:
 - if a single price for buying and selling units or shares is quoted, at that price; or
 - if separate buying and selling prices are quoted, at the average of the two prices; or
 - if, in the opinion of the Manager, the price obtained is unreliable or no recent trade price is available or if no price exists, or if the most recent price available does not reflect the Manager's best estimate of the value of the security, at a value which, in the opinion of the Manager, is fair and reasonable;
 - (iii) property other than that described in (i) and (ii) above: at a value which, in the opinion of the Manager, represents a fair and reasonable mid-market price.

- (c) Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- (d) Property which is a contingent liability transaction shall be treated as follows:
 - (i) if a written option, (and the premium for writing the option has become part of the scheme property), deduct the amount of the net valuation of premium receivable. If the property is an off-exchange derivative the method of valuation shall be agreed between the Manager and the Trustee;
 - (ii) if an off-exchange future, include at the net value of closing out in accordance with a valuation method agreed between the Manager and the Trustee;
 - (iii) if any other form of contingent liability transaction, include at the net value of the margin on closing out (whether as a positive or negative value). If the property is an off-exchange derivative, the method of valuation shall be agreed between the Manager and the Trustee.
- (e) In determining the value of the scheme property, all instructions given to issue or cancel units shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
- (f) Subject to paragraphs (g) and (h) below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the Manager, their omission shall not materially affect the final net asset amount.
- (g) Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph (f).
- (h) All agreements are to be included under paragraph (f) which are, or ought reasonably to have been, known to the person valuing the property.
- (i) Deduct an estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax, value added tax, stamp duty and stamp duty reserve tax.
- (j) Deduct an estimated amount for any liabilities payable out of the property of the Scheme treating periodic items as accruing from day to day.
- (k) Deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings.
- (l) Add an estimated amount for accrued claims for tax of whatever nature which may be recoverable.

- (m) Add any other credit or amounts due to be paid into the property of the Scheme.
- (n) Add a sum representing any interest or any income accrued due or deemed to have accrued but not received.
- (o) Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of unitholders or potential unitholders.

BACK COVER

This Prospectus is issued by CIS Unit Managers Limited who is authorised and regulated by the Financial Services Authority.

CIS Unit Managers Limited registered England and Wales number 2369965, Miller Street, Manchester, M60 0AL.

The Customer Contact Centre can be contacted on 08457 464646. Telephone calls may be recorded for security purposes and may be monitored to ensure that service quality is being maintained.

3 September 2010