

This document is issued by Towers Watson Investment Management Limited (the “**AIFM**”) solely in order to make certain particular information available to investors in Alliance Witan PLC (the “**Company**”) before they invest, in accordance with the requirements of the FCA Rules implementing the AIFM Directive in the United Kingdom. It is made available to investors in the Company by being made available at [www.alliancewitan.com](http://www.alliancewitan.com).

**Investors in the Company are referred to the section of this document entitled ‘Important Information’ at pages 3 and 4.**

**Investors should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.**



# INVESTOR DISCLOSURE DOCUMENT

December 2024

# CONTENTS

	<i>Page</i>
<b>Important Information</b>	3
<b>Introduction to Alliance Witan PLC</b>	5
<b>Investment Policy &amp; Strategy</b>	6
<b>Risk Management</b>	10
<b>Details of the Shares</b>	12
<b>Valuation of the Company's Assets</b>	13
<b>Shareholder Information</b>	14
<b>Principal Service Providers &amp; Delegates</b>	15
<b>Fees, Charges &amp; Expenses</b>	18
<b>Investment Risks</b>	19
<b>ESG Approach</b>	21
<b>Definitions</b>	23

# IMPORTANT INFORMATION

## Regulatory status of the Company

Alliance Witan PLC (the “**Company**”) is an ‘alternative investment fund’ (“**AIF**”) for the purposes of the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (as it forms part of UK domestic law pursuant to the European Union (Withdrawal) Act 2018, the Alternative Investment Fund Managers (Amendment) (EU Exit) Regulations 2019 or as otherwise adopted under, or given effect to in, UK legislation or the UK regulatory regime) (the ‘AIFM Directive’). Towers Watson Investment Management Limited (“**TWIM**”, the “**AIFM**” or “**Investment Manager**”) is authorised and regulated by the Financial Conduct Authority (FCA) with permission to manage an AIF for the purposes of that Directive. The Company has appointed the AIFM to manage the Company’s investments under an alternative investment fund manager agreement (“**AIFMA**”).

## Limited purpose of this document

This document is issued by the AIFM solely in order to make certain particular information available to investors in the Company before they invest, in accordance with the requirements of the FCA Rules implementing the AIFM Directive in the United Kingdom. It is made available to investors at [www.alliancewitan.com](http://www.alliancewitan.com). This document is not being issued for any purpose other than to make these particular required regulatory disclosures to investors before they invest and, to the fullest extent permitted under applicable law and regulations, neither the Company nor the AIFM will be responsible to persons other than the Company’s shareholders for their use of this document, nor will they be responsible to any person (including the Company’s shareholders) for any use which they may make of this document other than in relation to an investment in shares in the Company.

**Certain of the information which the AIFM is required to disclose to investors before they invest in the Company is not included in this document. Such information is made available by the Company by other means, such as in its annual and interim reports and Information Document, via its website at [www.alliancewitan.com](http://www.alliancewitan.com).** To the fullest extent permitted under applicable law and regulations, neither the Company nor the AIFM or their Directors accept any responsibility for the omission of any information from this document.

This document does not constitute, and may not be used for the purposes of, an offer or solicitation to buy or sell, or otherwise undertake investment activity in relation to, the Company’s shares.

**This document is not a prospectus and may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its shares.** This document is issued only for information purposes in order to satisfy the requirements of the FCA Rules implementing the AIFM Directive in the United Kingdom and it is not intended to be an invitation or inducement to any person to engage in any investment activity.

## No advice

Neither the Company nor the AIFM or their Directors are advising any person in relation to any investment or other transaction involving shares in the Company. Recipients must not treat the contents of this document, or any other document issued by the AIFM or the Company, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own professional advisers, including their own legal advisers

and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment in shares.

**Potential investors in the Company's shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company**

### **Overseas investors**

The distribution of this document in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions.

The shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia or Japan. Accordingly, the shares may not (unless an exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia or Japan. The Company is not registered under the United States Investment Company Act of 1940 (as amended) and investors are not entitled to the benefits of such Act.

Prospective investors must inform themselves as to (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of shares.

### **Risk factors**

**Potential investors should consider the risks associated with the Company's investment strategy and use of leverage which are set out in the 'Investment Risks' section of this document. These are not, however, intended to represent a complete list of all risk factors relating to an investment in the Company and its shares.**

In particular, it should be noted that the price of a share, and the income from shares (if any), can go down as well as up. An investment in shares is suitable only for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses which may arise therefrom (which may be equal to the whole amount invested). Such an investment should be seen as long term in nature and complementary to existing investments in a range of other financial assets.

# INTRODUCTION TO ALLIANCE WITAN PLC

## The Company

Alliance Witan PLC is an investment company with investment trust status. The Company has been investing since 1888. In October 2024, the name of the Company was changed to Alliance Witan PLC following the combination of Alliance Trust PLC and Witan Investment Trust plc (“**Witan**”) pursuant to a scheme of reconstruction and winding up of Witan under section 110 of the Insolvency Act 1986 (the “**Combination**”). The Company is, by market capitalisation, one of the largest generalist UK investment trusts traded on the main market of the London Stock Exchange and has its headquarters in Dundee.

## Investment focus

The focus of the Company is to generate a real return for shareholders over the long term through a combination of capital growth and a rising dividend.

The Company invests primarily in global equities across a wide range of different sectors and industries using a multi-manager strategy. Additionally, following the Combination of Alliance Trust and Witan, the Company now holds some private equity funds and direct holdings in listed investment trusts. The Company may also invest from time to time in other asset classes.

## Historical performance of the Company

Details of the Company’s historical financial performance are provided in the Company’s annual reports and accounts and monthly factsheets, which are available at [www.alliancewitan.com](http://www.alliancewitan.com).

**Investors should note that past performance of the Company does not predict future returns. Investors may not get back the amount invested.**

## The Shares

The Company’s share capital comprises a single class of ordinary shares, all of which are admitted to the Official List and traded on the London Stock Exchange’s main market for listed securities. Further details of the Company’s shares are set out on page 12 of this document.

## The Board of Directors

The Board is responsible for the appointment of an investment manager to manage the investment portfolio of the Company within the investment policy approved by the shareholders and for agreeing the terms of the AIFMA. The Board consists entirely of independent non-executive directors. Details of the Directors can be found at [www.alliancewitan.com](http://www.alliancewitan.com).

## The Alliance Witan Group

The Company has two non-trading subsidiary companies. Further details of the subsidiary companies and group structure are set out in the Company’s most recent report and accounts, which is available at [www.alliancewitan.com](http://www.alliancewitan.com).

## **INVESTMENT POLICY & STRATEGY**

### **Investment objective and policy**

#### *Investment Objective*

The Company's objective is to be a core investment for investors that delivers a real return over the long term through a combination of capital growth and a rising dividend. The Company invests primarily in global equities across a wide range of different sectors and industries to achieve its objective.

#### *Investment Policy*

The Company, through its Investment Manager, appoints a number of Stock Pickers with different styles and approaches each of which will select and invest in stocks for the Company's single investment portfolio; it will achieve an appropriate spread of risk by holding a diversified portfolio in which no single investment may exceed 10% of the Company's total assets at the time of investment.

Where market conditions permit, the Company may use gearing of not more than 30% of its net assets at any given time. The Company can use derivative instruments to hedge, enhance and protect positions, including currency exposures. While the primary focus of the Company is investment in global equities, the Company may also invest from time to time in fixed interest securities, convertible securities and other assets.

#### *Dividend Policy*

Subject to market conditions and the Company's performance, financial position and outlook, the Board will seek to pay a dividend that increases year on year. The Company expects to pay four interim dividends per year, on or around the last day of June, September, December and March, and will not, generally, pay a final dividend for a particular financial year

### **Investment strategy and techniques**

#### *Global equities*

In accordance with its investment policy, the Company invests primarily in a diversified portfolio of global equities. The Company's portfolio is not constrained by reference to global stock market indices or by market capitalisation and the Company employs a fundamental, long-term approach to stock selection which it implements through a multi-manager strategy. The Investment Manager is responsible for managing the portfolio and each of the Stock Pickers who pick and invest in their top stock selections for the portfolio.

#### *Investment in other asset classes*

The Company manages its currency and cash positions with a view to enhancing income and improving investor returns. The Company has some exposure to private equity funds and direct investments into listed investment trusts. These holdings originate from the Combination, and it is not expected that any new investments will be made into private equity or listed investment trusts. As at the date of this document, these assets comprised less than 5% of the total portfolio. While the primary focus of the Company is investment in global equities, it may also invest other asset classes from time to time.

### *Use of derivatives*

The Company may enter into derivative transactions, for the purposes of efficient portfolio management (including hedging) (“EPM”) and for general investment purposes. The Investment Manager may use derivatives for EPM purposes only, unless prior approval is given by the Board for other purposes. The specific aims of EPM are the reduction of risk or the reduction of cost associated with implementing the investment strategy. In practical terms, the Investment Manager does not expect to use derivatives on a day to day basis when implementing the strategy but derivatives are generally used by a transition manager when effecting Stock Picker changes in the portfolio from time to time.

### **Investment risks**

Details of the risks associated with the investment techniques which the Company may employ are set out in the section of this document below entitled ‘*Investment Risks*’.

### **Changes in investment policy or investment strategy**

In accordance with the requirements of the Listing Rules, the Company will not make any material change to its published investment objective and policy without prior shareholder approval. Any material change to the published investment objective and policy would also be announced through a Regulatory Information Service. The Company’s published investment objective and policy is set out in the section entitled ‘*Investment objective and policy*’ above.

Any change in the investment objective and policy or investment strategy which does not amount to a material change to the published investment objective and policy may be made by the AIFM in respect of the Company without shareholder approval.

### **Details of the portfolio**

The Company’s most recent annual report and accounts set out a list of the Company’s holdings as at the end of the relevant financial period and also include analyses of the performance of the portfolio. The Company’s annual and interim report and accounts, as well as the full list of the month-end holdings within the Company’s portfolio are available at [www.alliancewitan.com](http://www.alliancewitan.com).

### **Leverage**

‘Leverage’ is a term used to describe any method by which the Company increases its exposure, whether through borrowing (gearing) or through leverage embedded in derivative positions or by any other means.

As required by AIFMD, leverage is calculated using two methods: the ‘gross’ method which gives the overall exposure, and the ‘commitment’ method, which takes into account hedging and netting of positions. As the leverage calculation includes exposure created by the Company’s investments, it is only described as ‘leveraged’ if its overall exposure is greater than its Net Asset Value. This is shown as a leverage ratio of greater than 100%.

The Company is only permitted to use those types and sources of leverage which are consistent with its investment policy. In addition to borrowing (gearing), the Company can use derivative instruments to hedge, enhance and protect positions, including currency exposures, and for investment purposes. The circumstances in which the Company may use derivatives are explained in the section entitled ‘*Investment strategy and techniques*’ above.

The leverage policy has been approved by the Board which limits the leverage ratio that can be deployed by the Company at any one time to 145% (gross method) and 140% (commitment method). This includes any gearing created by the Company as permitted by its investment policy. This is a maximum figure as required by regulation, and not necessarily the amount of leverage that is actually employed.

Details of the risks associated with the Company's use of leverage are set out in the *'Investment Risks'* section of this document. Details of any changes to the maximum level of leverage which the Company may employ will be disclosed to investors on the Company's website without undue delay.

The Company will disclose information on the total amount of leverage employed by the Company on its website at the same time as it makes its annual report and accounts available to investors or more frequently at its discretion.

### **Other investment restrictions**

The Company is required to comply with the investment restrictions set out in its published investment policy and the leverage limits set by the Board. These restrictions and limits are described in the sections entitled *'Investment Policy'* and *'Leverage'* above.

In addition to those restrictions and limits, and in accordance with the requirements of the Listing Rules, the Company:

- (a) will not invest more than 10% in aggregate of the value of the total assets of the Company in other investment companies or investment trusts which are listed in the Official List (except to the extent that those investment companies or investment trusts have published investment policies to invest no more than 15% of their gross assets in other investment companies or investment trusts which are listed on the Official List);
- (b) will not conduct any trading activity which is significant in the context of the Company as a whole; and
- (c) will at all times invest and manage its assets:
  - i in a way that appropriately spreads investment risk; and
  - ii in accordance with its published investment policy.

In order to maintain its tax treatment as an investment trust, the Company aims to comply with section 1158 of the Tax Act, which imposes on the Company an obligation to spread investment risk.

### **Collateral and asset reuse arrangements**

All of the Company's borrowings are secured by floating charges over the assets of the Company. The Company will disclose any changes to the right of reuse of collateral or any guarantee granted under the leveraging arrangements in the latest annual report and accounts which is available to investors on its website or more frequently at its discretion.



**Miscellaneous**

The Company may effect transactions in investments, the prices of which may be subject to stabilisation. The Company may underwrite or sub-underwrite any issue or offer for sale of securities. Subject to compliance with its investment policy, there are no restrictions on the categories of securities which the Company may underwrite and no financial limits on the extent of the underwriting.

The Company may also invest in funds which are unregulated collective investment schemes.

# RISK MANAGEMENT

## **Risk profile**

The AIFM monitors, on an ongoing basis, the sensitivity of the Company's investment portfolio to the most relevant risks to which it is or may be exposed. As the Company invests primarily in equities, its principal risks are market related and include counterparty and market risks (such as currency, interest rate and other price risks).

The AIFM will periodically disclose the current risk profile of the Company to investors. The Company will make this disclosure on its website at the same time as it makes its annual report and accounts available to investors or more frequently at its discretion.

## **Risk management systems**

The AIFM employs various risk management systems and processes to manage the risks to which the Company is or may be exposed. These include the production of regular risk analyses of the Company's portfolio and regular stress testing against relevant scenarios.

The Company's key risks and the risk management systems which it employs to manage those risks are set out in the Company's annual report and accounts under "How we Manage our Risks" and under the Report of the Audit and Risk Committee. The Company reports in its Interim Report and Accounts whether the risks have changed since the year end.

The Company's Annual and Interim Reports and Accounts can be found on its website: [www.alliancewitan.com](http://www.alliancewitan.com).

## **Liquidity risk management**

Liquidity risk is the risk that the Company could encounter difficulty in meeting its obligations associated with financial liabilities, due to an inability to realise assets when needed.

The AIFM has a liquidity management policy which is intended to ensure that the Company's investment portfolio maintains a level of liquidity which is appropriate to the Company's obligations. This involves an assessment by the AIFM of the prices at which it expects to be able to liquidate the assets, taking into account the sensitivity of those assets to particular market risks and other relevant factors. The policy requires the AIFM to identify and monitor investment in asset classes which are considered to be relatively illiquid. However, the majority of the Company's investment portfolio comprises quoted equities, which are readily realisable. Liquidity is not therefore considered to be a significant risk for the Company. The liquidity of the equity portfolio is reviewed regularly and subjected to stress tests to verify that liquidity risk remains low.

Shares in the Company are not redeemable and shareholders do not have the right to require their shares to be purchased by the Company. Accordingly, the focus of the AIFM's liquidity management policy is to ensure that the Company's investment portfolio is sufficiently liquid to meet its operating and financing expenses and the possible need to repay borrowings, to the extent that these obligations might have to be met by the sale of assets.

The AIFM will notify investors, by way of a disclosure on the Company's website, when it makes any material changes to its liquidity management systems and procedures or introduces any new arrangements for managing the Company's liquidity.

The Company does not currently hold any assets which are subject to special arrangements arising from their illiquid nature. The Company would disclose the percentage of its assets subject to such arrangements, if applicable, on its website at the same time as it makes its annual report and accounts available to investors or more frequently at its discretion.

**Professional negligence liability risks**

The AIFM maintains professional indemnity insurance as required by the AIFMD Rules, to cover the potential liability risks arising from professional negligence. The AIFM does not hold additional own funds against liability arising from its own professional negligence.

## **DETAILS OF THE SHARES**

### **Details of the shares**

The Company's share capital comprises a single class of ordinary shares.

The ISIN number for the Company's shares is GB00B11V7W98 and the SEDOL is B11V7W9. The shares are issued in registered form and may be held either in certificated form or through CREST.

### **Purchases and sales of shares by investors**

The Company's shares are admitted to the Official List and to trading on the main market of the London Stock Exchange. Accordingly, the Company's shares may be purchased and sold on the main market of the London Stock Exchange.

New shares may be issued by the Company. The Company will only re-issue shares from Treasury at prices greater than the prevailing NAV per share at the date of issue. The Company's shares are not redeemable. While the Company will typically have shareholder authority to buy back shares, shareholders do not have the right to have their shares purchased by the Company.

## VALUATION OF THE COMPANY'S ASSETS

### Valuation Policy

The AIFM's valuation policy sets out its approach to the valuation of the Company's portfolio of assets. Oversight of the policy, and determination of the valuation of assets (other than the Company's subsidiaries) which are unlisted or for which published prices are not available, is the responsibility of the AIFM's Valuation Committee, which operates independently of the AIFM's portfolio management function.

The majority of the portfolio consists of quoted equities, whose prices are published by independent sources. Listed investments are valued at either the bid price or the last traded price, depending on the convention of the exchange on which they are quoted.

Investments which are not listed or which are not frequently traded are valued at the AIFM's Valuation Committees best estimate of fair value. In arriving at their estimate, the AIFM's Valuation Committee make use of recognised valuation techniques and may take account of recent arm's length transactions in the same or similar instruments. For investments in private equity, the AIFM's Valuation Committee make use of unaudited valuations of the underlying investments as supplied by the managers of those private equity funds. The AIFM's Valuation Committees regularly review the principles applied by those managers to ensure they are in compliance with the AIFM's policies.

Investments in subsidiary companies are valued by the Board of the Company, which consists entirely of independent non-executive directors. The subsidiaries are valued in the Company's audited accounts at the Directors' estimate of their fair value, using methodologies approved by the Company's Audit and Risk Committee. The Board may commission valuation opinions from third parties where specific expertise is required. All valuations must be consistent with the Company's accounting policies.

Quoted equities, forming the majority of the Company's investment portfolio, are valued daily. The valuation intervals of other assets vary according to their nature but all assets are re-valued at least annually. The Company's Net Asset Value, based on current asset valuations, is calculated and published daily. See the section below entitled "Publication of net asset values".

Details of the bases of valuation of the Company's assets and its accounting for investments are included in the Company's annual Reports and Accounts which are available on its website.

## SHAREHOLDER INFORMATION

### Legal status and jurisdiction of the Company

The Company is a public company limited by shares under the Companies Act with registered number SC001731. It is incorporated in Scotland and has its registered office at River Court, 5 West Victoria Dock Road, Dundee DD1 3JT.

### Articles of Association

The Company's Articles of Association set out the respective rights and restrictions attaching to the Company's shares and are binding on the Company and its shareholders. All shareholders are entitled to the benefit of, and are bound by, the Company's Articles of Association. The Company's Articles of Association are governed by Scots law.

### Reports to shareholders

The Company is required by law to publish an annual report and audited financial accounts. Copies of the annual report and accounts are made available to shareholders. Shareholders are also entitled to attend the Company's Annual General Meeting ("**AGM**") which is held each year. Details of the AGM timetable are published on the Company's website. The Company also publishes an unaudited interim report covering the first six months of each financial year of the Company.

Copies of the Company's latest annual and interim reports may be accessed at [www.alliancewitan.com](http://www.alliancewitan.com).

### Publication of net asset values

The Net Asset Value of a share is calculated in accordance with the Company's accounting policies and AIFM's valuation policy and published daily through a Regulatory Information Service. The calculation of the Net Asset Value of a share will be suspended only in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

### Fair treatment of investors

The legal and regulatory regime to which the AIFM, the Company and their Directors are subject ensures the fair treatment of investors.

In particular, as directors of a company incorporated in the United Kingdom, the Directors have certain statutory duties under the Companies Act with which they must comply. These include a duty upon each Director to act in the way she or he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

No investor has a right to obtain preferential treatment in relation to their investment in the Company and the AIFM does not give preferential treatment to any investors.

## PRINCIPAL SERVICE PROVIDERS & DELEGATES

### General

Details of the terms of the AIFMA and the fee payable to the AIFM are disclosed in the Company's annual report and accounts, which are available on the Company's website.

The AIFM and the Company have appointed a number of service providers and delegates. Details of these material service providers and delegates, and a description of their respective duties, are set out in the section below.

The duties and obligations of the service providers will generally be owed to the AIFM or the Company and not directly to investors in the Company. Accordingly, investors will not generally have a right directly to enforce obligations of the service providers, nor to seek recovery for breaches of those obligations. Rights of action in respect of such obligations will generally be exercisable only by the AIFM or the Company.

### Depositary

The Depositary is NatWest Trustee and Depositary Services Limited. The Depositary is incorporated in England and Wales as a private company. Its registered head office is at 250 Bishopsgate, London EC2M 4AA. The ultimate holding company of the Depositary is NatWest Group plc, which is incorporated in Scotland. The principal business activity of the Depositary is the provision of trustee and depositary services. The Depositary is authorised and regulated by the Financial Conduct Authority.

The Depositary has the following principal duties and responsibilities as depositary of the Company:

- ensuring the safekeeping of those of the Company's financial instruments that can be held in custody;
- verifying the Company's rights of ownership in its other assets and maintaining a record of those other assets for which the Depositary is satisfied that the Company's rights of ownership are established;
- the day-to-day administration of the Company's assets;
- ensuring that cash flows are properly monitored;
- oversight of processes and procedures.

The Depositary has appointed The Bank of New York Mellon, London Branch, to provide custody services. No conflicts of interest are expected to arise from such delegation.

In carrying out its role as the depositary of the Company, the Depositary is obliged to act honestly, fairly, professionally, independently and in the interest of the Company and the Company's investors.

The Depositary provides its services under the terms of a depositary agreement (the "**Depositary Agreement**"). Either party may terminate the Depositary Agreement on 6 months' notice, such termination to be effective on the appointment of a new depositary.

In the case of loss of the Company's financial instruments, the Depositary is obliged to return identical financial instruments or the corresponding amount to the Company without undue delay unless the Depositary can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable events to the contrary.

The Depositary has not entered into an arrangement contractually to discharge itself of liability in respect of the loss of financial instruments. The AIFM will notify shareholders through a Regulatory Information Service of any changes with respect to the discharge by the Depositary of its liability in respect of such loss.

The Depositary is also liable to the Company for all other losses suffered by it as a result of the Depositary's negligent or intentional failure properly to fulfil its regulatory obligations as a depositary.

The Depositary receives an annual fee for its services of 0.0075% per annum on the first £2,000 million of the Company's net assets, 0.0045% per annum on the next £1,000 million of the Company's net assets and 0.00350% per annum on the Company's net assets in excess of £3,000 million. The Depositary's fee is payable quarterly in arrears based on the month end Net Asset Value of the three months in the quarter.

#### **Auditor**

The Company's Auditor is BDO LLP, 55 Baker Street, Marylebone, London W1U 7EU.

The Auditor's duty is to audit the financial statements for each financial year of the Company in accordance with the requirements of United Kingdom law.

The amounts paid to the Auditor in respect of each financial year of the Company are disclosed in the Company's annual report and accounts, which are available on the Company's website.

#### **Administrator and Company Secretary**

The Company has appointed Juniper Partners Limited ("**Juniper**") to provide company secretarial, finance, accounting and administration services. Juniper is a private limited company incorporated in Scotland with registered number SC366565, whose registered office is at 28 Walker Street, Edinburgh EH3 7HR. Juniper is authorised and regulated by the FCA.

The fee charged by Juniper is linked to the movement in the Consumer Prices Index.

#### **Registrar**

The Company has appointed Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 7NH to act as the registrar of the Company.

The fees charged by the Registrar are linked to the number of shareholders on the register of members and, amongst other factors, the number of transfers that take place or other activity undertaken.



## Delegation of functions by the AIFM

### *The Stock Pickers*

TWIM, as the AIFM, operates a multi-manager approach, in line with the Company's requirements, and sub-delegates certain portfolio management responsibilities to third party Stock Pickers. Each Stock Picker's mandate is to pick and invest in their best stock selections while the AIFM manages the overall portfolio and is responsible for balancing the risk at the stock, sector and geographical level. The AIFM will review and monitor the performance of each delegate throughout their appointment. It is not expected that any conflicts of interest will arise as a result of such delegation

Each of the Stock Pickers is entitled to a base management fee, levied on the assets under management. Further details can be found in the Company's latest annual report that may be accessed at [www.alliancewitan.com](http://www.alliancewitan.com).

Information on each of the Stock Pickers is set out below.

<b>Name of Stock Picker</b>	<b>State in which established</b>	<b>Regulatory Status</b>	<b>Mandate</b>
ARGA Investment Management LP	United States of America	Registered by the SEC	Global equity
Dalton Investments Inc.	United States of America	Registered by the SEC	Japanese equity
EdgePoint Investment Group Inc.	Canada	Authorised and regulated by the Ontario Securities Commission	Global equity
GQG Partners LLC	United States of America	Registered by the SEC	1. Global equity 2. Emerging market equity
Jennison Associates LLC	United States of America	Registered by the SEC	Global equity
Lyrical Asset Management LP	United States of America	Registered by the SEC	Global equity
Metropolis Capital Limited	United Kingdom	Authorised & regulated by the FCA	Global equity
Sands Capital Management LLC	United States of America	Registered by the SEC	Global equity
Sustainable Growth Advisers LP	United States of America	Registered by the SEC	Global equity
Veritas Asset Management LLP	United Kingdom	Authorised & regulated by the FCA	Global equity
Vulcan Value Partners LLC	United States of America	Registered by the SEC	Global equity

Note: Financial Conduct Authority ("FCA"); U.S. Securities and Exchange Commission ("SEC")

In addition, the AIFM has retained the services of BlackRock Advisors (UK) Limited to provide transition management services.

## **FEES, CHARGES & EXPENSES**

The Company is liable for any and all expenses and liabilities which it incurs or suffers, without limitation. As the Company is a limited liability company incorporated under the Companies Act, shareholders are not liable directly for the debts of the Company and their indirect liability for the debts of the Company is limited to the value of their respective investments in the Company. As all shares in the Company are issued fully paid up, shareholders would not be obliged to make any further contribution to the assets of the Company in the event of the Company's insolvency.

The fees, charges and expenses of the Company include the following:

- the fees, charges and expenses payable to the AIFM, the Stock Pickers, the Depositary, and other service providers appointed directly by the Company;
- audit fees and expenses of the Company's Auditor;
- the Registrar's fees, costs and expenses;
- the fees of the Administrator and Company Secretary;
- interest on and other charges relating to borrowings;
- investor relations costs;
- insurance costs;
- directors' fees;
- costs associated with the listing of the Company's shares on the Official List and their admission to trading on the main market of the London Stock Exchange; and
- taxation and other duties payable by the Company.

## INVESTMENT RISKS

The key risks associated with the investment techniques employed in relation to the Company and the Company's use of leverage are set out below. These are not the only risks relating to an investment in the Company and its shares and potential investors should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company's shares.

<b>General</b>	There is no guarantee that the investment techniques employed by the Company will achieve their intended objectives or that the wider investment objective of the Company will be achieved. There can be no guarantee that any appreciation in value of the Company's investments will occur and shareholders may not receive back the full value of their investment.
<b>No benchmark</b>	The portfolio of investments held by the Company will not mirror the stocks and weightings that constitute any particular index. The Company's shares may, therefore, fail to follow either the direction or the extent of general moves in the financial markets, which may or may not be to the advantage of investors.
<b>Concentration risk</b>	The Company invests primarily in concentrated portfolios of global equities, both in terms of individual holdings and in terms of its exposure to particular industries and asset classes.
<b>General economic and other factors</b>	Changes in economic conditions, political events and other factors can substantially and adversely affect the value of investments. Overseas investment (in particular, investment in emerging markets) may involve a higher than average risk; for example, where there is volatility of currency exchange rates, political and economic instability or illiquid markets.
<b>Market price risk</b>	The fair value of equity and other financial securities held in the Company's portfolio fluctuates with changes in market prices.
<b>Leverage (general)</b>	The use of leverage by the Company may result in an increase in the volatility of the Net Asset Value per share.
<b>Leverage (borrowing)</b>	The use of borrowings can enhance the total return on the shares where the return on the Company's underlying assets is rising and exceeds the cost of borrowing, but it will have the opposite effect where the underlying return is falling, further reducing the total return on the shares. An inability to refinance any borrowings on their maturity may materially adversely affect the Company's ability to carry out its investment strategy and achieve its investment objective.
<b>Leverage (derivatives)</b>	Investment in derivative transactions may result in losses in excess of the amount invested.
<b>Dividends</b>	The ability of the Company to pay dividends will largely depend on the amount of income which the Company receives on its investments and the timing of such receipt.

<b>Credit or counterparty risk</b>	Credit or counterparty risk is the risk that an issuer or counterparty fails to meet its obligations to the Company. The Company is exposed to credit risk in relation to its financial assets, which include investments, bank balances, cash and other receivables.
<b>Custody risk</b>	The insolvency of an entity which acts as custodian of the Company's assets could adversely affect, or delay or limit the exercise of, the Company's rights in respect of those assets (although the Depositary is generally liable to the Company for the loss of financial instruments).
<b>Currency risk</b>	Some of the Company's investments and liabilities are denominated in currencies other than Sterling. The Company is exposed to the risk that movements in exchange rates may affect the Sterling value of those items.
<b>Cessation of investment trust status</b>	The Company aims to conduct its business so as to continue to satisfy the conditions for approval as an investment trust under the Tax Act. In respect of each accounting period for which approval is granted, the Company will be exempt from United Kingdom taxation on its capital gains. Breach of the tests that a company must meet to obtain approval as an investment trust could lead to the Company being subject to tax on capital gains.
<b>Tax and accounting</b>	Changes in taxation legislation or accounting practice could affect the value of the investments held by the Company.
<b>Regulation</b>	Changes in law and regulation could adversely affect the Company's ability to carry out its investment strategy or to achieve its investment objective.

## ESG APPROACH

The Company's portfolio does not carry a UK Sustainable Disclosure Requirements ("SDR") sustainability label and does not purport to have a sustainability linked objective, policy or sustainability characteristics. The Company's investment strategy is based on the analysis of market risks and opportunities, without prioritising sustainability criteria above other material financial factors.

As a long-term focused investor, the Investment Manager believes that Environmental, Social and Governance ("ESG") factors, including climate change, present financially material risks and opportunities for the businesses in which the Company invests. The Investment Manager integrates the assessment of financially material sustainability risks, including climate risks, into investment management processes alongside other financial metrics. Sustainability risk means an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact to the value of an investment. As such, the Investment Manager includes consideration of ESG factors in the selection of the Stock Pickers, who in turn include these factors in their investment processes. The Stock Pickers are responsible for taking financially material sustainability risks into consideration in their investment decisions at the security level and are expected to be good stewards of capital.

The Investment Manager places particular emphasis on engagement to drive change in harmful business practices that may threaten long-term corporate profitability. Therefore, the Investment Manager engages with the Stock Pickers on various issues including sustainability risk and climate risk management. In turn, the Stock Pickers engage with the companies in which they are investing. In addition, the Investment Manager has appointed a Stewardship Services Provider<sup>1</sup> who further engages with Portfolio companies on sustainability issues to effect change. This service provider is well established in stewardship activities and collaborates with others across the industry to maximise the impact of engagement efforts. The Investment Manager is able to engage with the Stewardship Services Provider on engagement priorities.

The Company also has specific exclusions detailed in its Exclusions Policy agreed between the Investment Manager and the Board. While the Investment Manager would prefer to encourage positive change through stewardship and engagement activities, the Investment Manager does exclude certain types of stocks from the Company's portfolio for ESG reasons, such as companies involved in controversial weapons or those with significant revenue exposure to thermal coal and tar sands (greater than 25 per cent of revenue from mining, extraction and sales, or greater than 50 per cent of revenue from thermal coal power generation).

In 2021, the Company and the Investment Manager established a goal of managing the Company's portfolio in a way that is consistent with Net Zero greenhouse gas emissions by 2050. In addition, the aim is to reduce emissions over the medium term on a pathway which may not necessarily show year-on-year improvements, but one that will still be consistent with the goals of the Paris Agreement, of a 50 per cent reduction by 2030 from a baseline in 2019. The principles followed and measures used to assess progress are consistent with the Institutional Investors Group on Climate Change's Net Zero Investment Framework. The Company's Net Zero goal is driven by financial considerations and both the Board and the Investment Manager think it should lead to better risk-adjusted returns. Over longer periods, assuming the appropriate laws and regulations are put in place, we expect companies in the portfolio, in aggregate, to gradually reduce their climate risk exposure and align with an economy-wide

---

<sup>1</sup> TWIM has appointed a Stewardship Services Provider, who engages with companies, regulators, industry bodies and other stakeholders on our behalf and provides voting policy input and voting recommendations to the Stock Pickers.

transition to Net Zero GHG emissions. The progress of the aggregate portfolio, in terms of emissions reduction is monitored, although this is not expected to be a smooth path, nor is this reduction a binding commitment as part of the management of the portfolio or the selection process of the Stock Pickers. The Investment Manager periodically re-assesses the financial case for and parameters of the net zero goal taking account of the progress of factors including the level of ambition of government commitments, the transition of the broader economy towards net zero, climate science/scenarios and its own research on climate risk.

## DEFINITIONS

Where we use the terms below in this document, they have the following meanings:

<b>“Administrator” or “Company Secretary”</b>	Juniper Partners Limited, the administrator and company secretary to the Company
<b>“AIFMA”</b>	the alternative investment fund manager agreement
<b>“AIF”</b>	an alternative investment fund for the purposes of the AIFM Directive
<b>“AIFM”, “TWIM” or “Investment Manager”</b>	Towers Watson Investment Management Limited
<b>“AIFM Directive”</b>	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No. 1095/2010 (as implemented into UK law by virtue of the European Union (Withdrawal) Act 2018, as further amended and supplemented from time to time
<b>“Alliance Witan Group”</b>	the Company and its subsidiary undertakings from time to time
<b>“Board” or “Directors”</b>	the board of directors of the Company or the AIFM (as the context requires)
<b>“Companies Act”</b>	the Companies Act 2006 (as amended)
<b>“Controversial Weapons”</b>	Controversial weapons can be defined by the severe harm they cause to civilians during and after conflicts, and the significant long-term health and safety effects they have on civilian populations. The production and use of certain weapons is regarded as unacceptable under international conventions and is illegal within certain jurisdictions. TWIM excludes from the portfolio companies involved in controversial weapons in accordance with their ESG Data Provider’s methodology.
<b>“Depository”</b>	NatWest Trustee and Depository Services Limited, the depository of the Company
<b>“EPM”</b>	efficient portfolio management
<b>“ESG”</b>	Environmental, Social and Governance
<b>“FCA”</b>	the United Kingdom Financial Conduct Authority
<b>“FCA Rules”</b>	the Handbook of Rules and Guidance issued by the FCA from time to time
<b>“Listing Rules”</b>	the listing rules made by the FCA under section 73A of the Financial Services and Markets Act 2000 (as amended), as amended from time to time

<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Net Asset Value”</b>	the value of the Company’s total assets less its liabilities (including borrowings), as determined in accordance with the accounting policies and principles adopted by the Board from time to time
<b>“Net Asset Value per share”</b>	the prevailing Net Asset Value per share from time to time, calculated in accordance with the Company’s normal accounting policies
<b>“Official List”</b>	the official list of the FCA
<b>“Regulatory Information Service”</b>	a regulatory information service that is on the list of regulatory information services maintained by the FCA
<b>“shareholders”</b>	holders of shares in the Company
<b>“shares”</b>	in relation to shares in the Company, ordinary shares of 2.5p each in the Company
<b>“Stock Picker”</b>	a manager appointed by the Company through its Investment Manager to pick and invest in stocks for the Company’s portfolio
<b>“Tax Act”</b>	the Corporation Tax Act 2010
<b>“Company”, “we”, “our” or “us”</b>	Alliance Witan PLC