

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from an independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This document comprises a prospectus relating to Standard Life UK Smaller Companies Trust plc (the "**Company**") prepared in accordance with the Prospectus Rules made under Part VI of FSMA. This document has been approved by the Financial Conduct Authority ("**FCA**") in accordance with Part VI of FSMA and has been filed with the FCA in accordance with Rule 3.2 of the Prospectus Rules.

The Directors and the Proposed Director, whose names appear on page 30 of this document, and the Company each accept responsibility for the information contained in this document. To the best of the knowledge of the Directors, the Proposed Director and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

STANDARD LIFE UK SMALLER COMPANIES TRUST PLC

*(Incorporated in Scotland under the Companies Act 2006 with registered number SC145455)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Issue of New Shares pursuant to a scheme of reconstruction of Dunedin Smaller Companies Investment Trust PLC under section 110 of the Insolvency Act 1986

AIFM

Standard Life Investments (Corporate Funds) Limited

Sponsor

Winterflood Securities Limited

Applications will be made to the UK Listing Authority and the London Stock Exchange for the New Shares to be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities, respectively. It is expected that such admissions will become effective and dealings for normal settlement in such New Shares will commence, on 10 October 2018.

The distribution of this document and the offering of New Shares in jurisdictions other than the United Kingdom may be restricted by law or regulation and accordingly persons into whose possession this document comes are required to inform themselves about and observe any such restrictions. No action has been taken to permit the distribution of this document and the offering of New Shares in any jurisdiction outside the United Kingdom where such action is required to be taken. This document does not constitute, and may not be used for the purposes of, an offer to sell, or the solicitation of an offer to acquire or subscribe for, New Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Sponsor, the AIFM or the Investment Manager or to any person to whom it is unlawful to make such offer or solicitation. The offer and sale of New Shares is not being made, directly or indirectly, in or into, or by the use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction. Accordingly, copies of this document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from, or to any resident of, the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and persons receiving this document (including custodians, nominees and trustees) must not mail or otherwise distribute or send it in, into or from such jurisdictions. The New Shares have not been, and will not be, registered under the US Securities Act or under any of the relevant securities laws of, or with any securities regulatory authority of, any state of the United States or of Canada, Australia, Japan or the Republic of South Africa. Accordingly, unless an exemption under such act or laws is applicable, the New Shares may not be offered, sold or delivered, directly or indirectly, in or into the United States, Canada, Australia, Japan or the Republic of South Africa or to, or for the account or benefit of, any resident of the United States, Canada, Australia, Japan or the Republic of South Africa. The Company has not been and will not be registered under the US Investment Company Act and recipients of this document and investors will not be entitled to the benefits of that Act.

Winterflood Securities Limited is authorised and regulated in the United Kingdom by the FCA and is acting as the Sponsor and Financial Adviser to the Company in relation to the Issue. Winterflood Securities Limited is acting for the Company and is not advising any other person or treating any other person as its client in relation to the Issue or the matters referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Issue or the matters referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Winterflood Securities Limited under FSMA or the regulatory regime established thereunder, Winterflood Securities Limited does not make any representation, express or implied, or accept any responsibility whatsoever for the contents of this document or for any statement made or purported to be made by it or on its behalf in connection with the Company, the AIFM, the Investment Manager, the Ordinary Shares, the New Shares or the Issue. Accordingly, Winterflood Securities Limited, to the fullest extent permitted by law, disclaims all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

Dunedin Shareholders should carefully consider all of the information in this document, in particular the sections headed 'Risk Factors' (on pages 13 to 19) and 'Forward looking statements' (on pages 21 and 22).

4 September 2018

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SUMMARY

Summaries are made up of disclosure requirements known as ‘Elements’. These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for the Ordinary Shares and the Company. Some Elements are not required to be addressed which means there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted into the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

Section A – Introduction and warnings

Element	Disclosure
A.1	<p><i>Warning</i></p> <p>This summary should be read as an introduction to this document. Any decision to invest in securities should be based on consideration of this document as a whole by the investor. Where a claim relating to the information contained in this document is brought before a court, the plaintiff investor might, under the national legislation of the EEA State, have to bear the costs of translating this document before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this document or it does not provide, when read together with the other parts of this document, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	<p><i>Financial intermediaries</i></p> <p>Not applicable. No consent has been given by the Company or any person responsible for drawing up this document for the subsequent resale or final placement of securities by financial intermediaries.</p>

Section B – Issuer

Element	Disclosure
B.1	<p><i>Legal and commercial name</i></p> <p>Standard Life UK Smaller Companies Trust plc</p>
B.2	<p><i>Domicile and legal form</i></p> <p>The Company was incorporated and registered in Scotland on 9 July 1993 as a public company limited by shares under the Companies Act with registered number SC145455. The principal legislation under which the Company operates is the Companies Act.</p>
B.5	<p><i>Group description</i></p> <p>Not applicable. The Company is not part of a group.</p>

B.6	<p>Major shareholders</p> <p>As at close of business on 30 August 2018, being the latest practicable date prior to the publication of this document, the Company was aware of the following persons who have, directly or indirectly, voting rights representing 3 per cent. or more of the issued share capital of the Company.</p> <table border="1" data-bbox="336 331 1394 689"> <thead> <tr> <th><i>Registered shareholder</i></th> <th><i>No. of Ordinary Shares</i></th> <th><i>Percentage of issued share capital</i></th> </tr> </thead> <tbody> <tr> <td>Brewin Dolphin</td> <td>9,856,711</td> <td>13.37</td> </tr> <tr> <td>Hargreaves Lansdown</td> <td>7,087,242</td> <td>9.16</td> </tr> <tr> <td>M&G Investment Management</td> <td>4,856,859</td> <td>6.59</td> </tr> <tr> <td>Aberdeen Standard Investments</td> <td>4,674,989</td> <td>6.34</td> </tr> <tr> <td>Alliance Trust Savings</td> <td>4,588,200</td> <td>6.22</td> </tr> <tr> <td>Investec Wealth & Investment</td> <td>4,098,874</td> <td>5.56</td> </tr> <tr> <td>Legal & General Investment Management</td> <td>3,064,229</td> <td>4.16</td> </tr> <tr> <td>Speirs & Jeffrey</td> <td>2,900,470</td> <td>3.93</td> </tr> </tbody> </table> <p>The Company is not aware of any person or persons who, following the Issue will or could, directly or indirectly, jointly or severally, exercise control over the Company. There are no different voting rights for any Shareholder.</p>	<i>Registered shareholder</i>	<i>No. of Ordinary Shares</i>	<i>Percentage of issued share capital</i>	Brewin Dolphin	9,856,711	13.37	Hargreaves Lansdown	7,087,242	9.16	M&G Investment Management	4,856,859	6.59	Aberdeen Standard Investments	4,674,989	6.34	Alliance Trust Savings	4,588,200	6.22	Investec Wealth & Investment	4,098,874	5.56	Legal & General Investment Management	3,064,229	4.16	Speirs & Jeffrey	2,900,470	3.93																													
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B.7	<p>Historical key financial information</p> <p>Selected audited financial information relating to the Company, which summarises the financial condition of the Company for the three financial years ended 30 June 2018, and of Dunedin for the three financial years ended 31 October 2017 and for the six months ended 30 April 2017 and 30 April 2018 are set out in the following tables:</p> <p>The Company</p> <table border="1" data-bbox="336 1070 1394 1720"> <thead> <tr> <th></th> <th><i>Year ended 30 June 2016</i></th> <th><i>Year ended 30 June 2017</i></th> <th><i>Year ended 30 June 2018</i></th> </tr> </thead> <tbody> <tr> <td>Net asset value</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net assets (£'000)</td> <td>240,629</td> <td>324,016</td> <td>408,274</td> </tr> <tr> <td>Equity Shareholders' funds (£'000)</td> <td>240,629</td> <td>324,016</td> <td>408,274</td> </tr> <tr> <td>Diluted net asset value per Ordinary Share (pence)</td> <td>345.43</td> <td>456.60</td> <td>552.93</td> </tr> <tr> <td>Income</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Revenue return after taxation (£'000)</td> <td>4,505</td> <td>4,338</td> <td>5,066</td> </tr> <tr> <td>Revenue return per Ordinary Share (pence)</td> <td>6.76</td> <td>6.42</td> <td>7.24</td> </tr> <tr> <td>Dividend per Ordinary Share in respect of the financial year (pence)</td> <td>6.60</td> <td>6.70</td> <td>7.00</td> </tr> <tr> <td>Ongoing charges</td> <td></td> <td></td> <td></td> </tr> <tr> <td>As a percentage of average equity Shareholders' funds</td> <td>1.13%</td> <td>1.08%</td> <td>1.04%</td> </tr> <tr> <td>NAV/share price total returns</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net asset value per share total return</td> <td>4.1%</td> <td>35.0%</td> <td>24.8%</td> </tr> <tr> <td>Ordinary Share price total return</td> <td>7.2%</td> <td>38.9%</td> <td>17.7%</td> </tr> </tbody> </table> <p>During the three financial years ended 30 June 2018 (being the end of the most recent financial period of the Company for which financial information has been published) and subsequent to 30 June 2018, there has been no significant change to the Company's financial condition or its operating results.</p>		<i>Year ended 30 June 2016</i>	<i>Year ended 30 June 2017</i>	<i>Year ended 30 June 2018</i>	Net asset value				Net assets (£'000)	240,629	324,016	408,274	Equity Shareholders' funds (£'000)	240,629	324,016	408,274	Diluted net asset value per Ordinary Share (pence)	345.43	456.60	552.93	Income				Revenue return after taxation (£'000)	4,505	4,338	5,066	Revenue return per Ordinary Share (pence)	6.76	6.42	7.24	Dividend per Ordinary Share in respect of the financial year (pence)	6.60	6.70	7.00	Ongoing charges				As a percentage of average equity Shareholders' funds	1.13%	1.08%	1.04%	NAV/share price total returns				Net asset value per share total return	4.1%	35.0%	24.8%	Ordinary Share price total return	7.2%	38.9%	17.7%
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Dunedin		<i>Year ended</i> 31 October 2015	<i>Year ended</i> 31 October 2016	<i>Year ended</i> 31 October 2017	<i>Six months ended</i> 30 April 2017	<i>Six months ended</i> 30 April 2018
Net asset value						
Net assets (£'000)		112,823	117,618	152,630	134,414	156,874
Equity Shareholders' funds (£'000)		112,823	117,618	152,630	134,414	156,874
Diluted net asset value per Ordinary Share (pence)		235.75	245.77	318.93	280.86	327.80
Income						
Revenue return after taxation (£'000)		2,954	2,862	2,592	1,141	1,541
Revenue return per Ordinary Share (pence)		6.17	5.98	5.42	2.38	3.22
Dividend per Ordinary Share in respect of the financial year (pence)		6.00	6.15	6.39	2.15	2.15
Ongoing charges						
As a percentage of average equity Shareholders' funds excluding performance fee		0.81%	0.81%	0.77%	—	0.73%
As a percentage of average equity Shareholders' funds including performance fee		1.03%	0.83%	1.36%	—	1.05%
NAV/share price total returns						
Net asset value per share total return		10.7%	7.0%	32.8%	16.0%	4.1%
<p>During the three financial years ended 31 October 2017 and during the period from 1 November 2017 to 30 April 2018 (being the end of the most recent financial period of Dunedin for which financial information has been published) and subsequent to 30 April 2018, there has been no significant change to Dunedin's financial condition or its operating results.</p>						
B.8	<p>Key pro forma financial information</p> <p>The key pro forma financial information included in this document has been prepared to illustrate the effect of the Scheme on the net assets of the Enlarged Company as if the Scheme had become effective on 30 June 2018 and on the earnings of the Enlarged Company as if the Scheme had become effective on 1 July 2017. Due to its nature, the unaudited pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results nor what the Company's actual financial position or results would have been.</p> <p>The unaudited pro forma net assets as at 30 June 2018 are £563.4 million. The unaudited pro forma return on ordinary activities before taxation for the year ended 30 June 2018 is £111.7 million.</p>					
B.9	<p>Profit forecast</p> <p>Not applicable. No profit forecast or estimate has been made or is made in this document.</p>					
B.10	<p>Description of the nature of any qualifications in the audit report on the historical financial information</p> <p>Not applicable. The audit reports on the historical financial information incorporated by reference within this document are not qualified.</p>					

B.11	<p><i>Insufficiency of working capital</i></p> <p>Not applicable. The Company is of the opinion that the working capital available to it is sufficient for its present requirements, that is for at least the next 12 months from the date of this document.</p>
B.34	<p><i>Investment objective and policy</i></p> <p><i>Investment objective</i></p> <p>To achieve long-term capital growth by investment in UK-quoted smaller companies.</p> <p><i>Investment policy</i></p> <p>The Company intends to achieve its investment objective by investing in a diversified portfolio consisting mainly of UK-quoted smaller companies. The Portfolio will normally comprise around 50 individual holdings representing the Investment Manager’s highest conviction investment ideas. In order to reduce risk in the Company without compromising flexibility, no holding within the Portfolio should exceed 5 per cent. of total assets at the time of acquisition.</p> <p>The Company may use derivatives for portfolio hedging purposes (i.e. only for the purpose of reducing, transferring or eliminating the investment risks in its investments in order to protect the Portfolio).</p> <p>Within the Articles of Association, the maximum level of gearing is 100 per cent. of net assets. The Directors have set parameters of between 5 per cent. net cash and 25 per cent. net gearing (at the time of drawdown) in normal market conditions. The Directors have delegated responsibility to the Investment Manager for the operation of the gearing level within the above parameters.</p> <p>The Investment Manager’s investment process combines asset allocation, stock selection, portfolio construction, risk management, and dealing. The investment process is research intensive and is driven by the Investment Manager’s distinctive “Focus on Change” which recognises that different factors drive individual stocks and markets at different times in the cycle. This flexible, but disciplined, process ensures that the Investment Manager has the opportunity to perform in different market conditions.</p>
B.35	<p><i>Borrowing limits</i></p> <p>The maximum level of gearing permitted by the Articles of Association is 100 per cent. of net assets. However, the Directors have set parameters of between 5 per cent. net cash and 25 per cent. net gearing (at the time of drawdown) in normal market conditions.</p>
B.36	<p><i>Regulatory status</i></p> <p>As an investment trust, the Company is not regulated as a collective investment scheme by the FCA. However, the Company is subject to, <i>inter alia</i>, the Companies Act, the Listing Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation, the Prospectus Rules and the admission and disclosure standards of the London Stock Exchange.</p>
B.37	<p><i>Typical investor</i></p> <p>The Directors believe that the profile of a typical investor is a private individual (including those that are professionally advised) wishing to gain exposure to an investment in UK smaller companies and who is capable of evaluating the risks and merits of an investment in the Ordinary Shares and who has sufficient resources to bear any loss which may result from an investment in the Ordinary Shares.</p>
B.38	<p><i>Investment of 20 per cent. or more of gross assets in a single underlying asset or investment company</i></p> <p>Not applicable. The Company may not invest more than 5 per cent. of its total assets at the time of investment in a single holding.</p>

B.39	<p>Investment of 40 per cent. or more of gross assets in another collective investment undertaking</p> <p>Not applicable.</p>
B.40	<p>Applicant's service providers</p> <p><i>Managerial arrangements</i></p> <p>Standard Life Investments (Corporate Funds) Limited (the “AIFM”) is the Company’s alternative investment fund manager for the purposes of the AIFM Directive. The AIFM’s appointment is governed by the AIFM Agreement. The AIFM has delegated the day-to-day management of the Portfolio to Standard Life Investments Limited (the “Investment Manager”). The Investment Manager manages the Company’s investments in accordance with the policies laid down by the Directors from time to time and in accordance with the investment restrictions referred to in the Agreement.</p> <p>Both the AIFM and the Investment Manager are subsidiaries of Standard Life Aberdeen plc and operate as part of Aberdeen Standard Investments, which is a brand of the investment businesses of Aberdeen Asset Management PLC and Standard Life Investments Limited.</p> <p>The AIFM Agreement is terminable by either party on six months’ notice or on shorter notice in certain circumstances. The terms of the AIFM Agreement have been amended to provide that, from 1 July 2018, the annual management fee which is payable to the AIFM is calculated at a rate of 0.85 per cent. per annum on the first £250 million of Net Assets, 0.65 per cent. per annum on Net Assets above £250 million and up to and including £550 million and 0.55 per cent. per annum on any Net Assets above £550 million. Management fees are calculated quarterly and paid quarterly in arrears.</p> <p><i>Secretarial and administration arrangements</i></p> <p>In addition, the AIFM is responsible for providing all secretarial, administrative and accounting services to the Company. The AIFM is paid an annual fee of £180,000 in relation to the provision of these services. The AIFM has appointed Maven Capital Partners UK LLP to provide these services.</p> <p><i>Depository and Custodian arrangements</i></p> <p>BNP Paribas Securities Services, London Branch is the Company’s depository. The Depository is responsible for, amongst other things, the safe keeping of the Company’s assets. The Depository has arranged for the safe keeping of the Company’s financial instruments to be held and settles (directly or through sub-custodians) all transactions relating to those financial instruments on behalf of the Company. The Depository is paid an annual fee calculated as 0.0165 per cent. on the first £150 million of the property of the Company and 0.015 per cent. of the property of the Company above this level up to £500 million and 0.01 per cent. of the property of the Company above £500 million. The Depository is also entitled to fees for safe keeping and other services.</p> <p><i>Auditors</i></p> <p>The Company appointed KPMG as its auditor at the annual general meeting held on 26 October 2017. The Auditor was paid a fixed fee of £22,000 (plus VAT) in relation to audit services for the financial year ended 30 June 2018.</p> <p><i>Registrar</i></p> <p>Computershare Investor Services PLC is appointed as the Company’s registrar. The Registrar’s duties include the maintenance of the Company’s register of members and the processing of transfers of Ordinary Shares. The Company has agreed a fixed fee in respect of the maintenance of its register of members, with other <i>ad hoc</i> services charged in addition to this.</p>

B.41	<p>Regulatory status of service providers</p> <p>The AIFM is authorised and regulated by the FCA with permission to carry on the activity of managing alternative investment funds in the UK. As such, the AIFM is subject to the AIFM Directive and the relevant implementation rules in the UK.</p> <p>In respect of its services as Depositary in the UK, the Depositary is authorised and regulated by the FCA. The Custodian is authorised by the PRA, and is subject to regulation by the FCA and to limited regulation by the PRA.</p>
B.42	<p>Calculation and publication of Net Asset Value</p> <p>The Net Asset Value is the value of the total assets of the Company less liabilities to creditors (including provisions for such liabilities) determined in accordance with the AIC's valuation guidelines and in accordance with applicable accounting standards.</p> <p>The NAV per Share is calculated on a daily basis. This calculation is made on the basis described below and is notified daily, on a cum-income basis (with debt at fair value) through a Regulatory Information Service.</p> <p>Investments are recognised and de-recognised at trade date where a purchase or sale is under a contract whose terms require delivery within the timeframe established by the market concerned, and are measured initially at fair value. Subsequent to initial recognition, investments are valued at fair value. For listed investments, this is deemed to be bid market prices or closing prices for SETS stocks sourced from the London Stock Exchange. SETS is the London Stock Exchange electronic trading service covering most of the market including all FTSE 100 constituents and most liquid FTSE 250 constituents along with some other securities.</p> <p>The Directors will temporarily suspend the calculation of the NAV per Share if the Company is unable to procure accurate and up to date prices or valuations for a substantial proportion of the assets in the Portfolio. Any suspension in the calculations will be notified through a Regulatory Information Service as soon as practicable after any such suspension occurs.</p>
B.43	<p>Cross liability</p> <p>Not applicable. The Company is not an umbrella collective investment undertaking and as such there is no cross liability between classes or investment in another collective investment undertaking.</p>
B.44	<p>No financial statements have been made up</p> <p>Not applicable. The Company has commenced operations and historical financial information is incorporated by reference within this document.</p>
B.45	<p>Portfolio</p> <p>As at 30 August 2018, being the latest practicable date prior to the publication of this document, the Portfolio comprised, by value, 95.2 per cent. equities and 4.8 per cent. cash.</p>
B.46	<p>Net Asset Value</p> <p>As at 30 August 2018, being the latest practicable date prior to the publication of this document, the NAV per Share was 560.99 pence.</p>

Section C – Securities

Element	Disclosure
C.1	<p>Type and class of securities</p> <p>The Company will issue New Shares with a nominal value of 25 pence each pursuant to the Issue.</p> <p>The ISIN of the Ordinary Shares is GB0002959582 and the SEDOL is 0295958. The ticker code for the Ordinary Shares is SLS and the LEI is 213800UUKA68SHSJBE37.</p>

C.2	Currency denomination The New Shares will be denominated in Sterling.
C.3	Number of securities in issue As at 30 August 2018, being the latest practicable date prior to the publication of this document, the issued share capital of the Company comprised 73,297,475 Ordinary Shares (excluding treasury shares). As at 30 August 2018, there were 2,988,105 Ordinary Shares held in treasury.
C.4	Rights attaching to the Securities Subject to any special rights, restrictions or prohibitions as regards voting for the time being attached to any Ordinary Shares, Shareholders shall have the right to receive notice of, attend and vote at general meetings of the Company. Subject to the provisions of the Companies Act, the Company may from time to time declare dividends and make other distributions on the Ordinary Shares. Shareholders are entitled to participate in the net assets of the Company attributable to their Ordinary Shares on a winding up of the Company or other return of capital.
C.5	Restrictions on the free transferability of the Ordinary Shares Not applicable. There are no restrictions on the free transferability of the Ordinary Shares.
C.6	Admission Applications will be made to the UK Listing Authority and the London Stock Exchange for the New Shares to be admitted to the premium listing segment of the Official List and to trading on the Main Market, respectively. It is expected that such admissions will become effective in relation to the New Shares issued under the Issue, and dealings for normal settlement in such New Shares will commence, on 10 October 2018.
C.7	Dividend policy As the objective of the Company is to provide long-term capital growth, the Company does not have any formal policy to achieve any specified level of dividend. As an investment trust, however, the Company is required to distribute substantially all of the net revenue arising from the Portfolio. The Company has paid an interim and a final dividend in each year of the last 20 years.

Section D – Risks

Element	Disclosure
D.1	<p>Key information on the key risks that are specific to the Company or its industry</p> <p>The key risks relating to the Company and its industry which are known to the Directors are as follows.</p> <ul style="list-style-type: none"> • Changes in economic conditions, general market conditions and other factors can substantially and adversely affect the value of the Portfolio and therefore the Company's performance and prospects. • The Company has no employees and is reliant on the performance of third party service providers. Failure by any service provider to carry out its obligations to the Company could have a materially detrimental effect on the Company. • Investments in smaller companies involves a higher degree of risk than investment in larger companies. Smaller companies often have limited product lines or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies may be less liquid than for stock in larger companies bringing with it potential difficulties in acquiring and disposing of such stock. • The Company's investments may be difficult to realise. The valuation of the Portfolio and opportunities for realisation may also depend on market conditions.

	<ul style="list-style-type: none"> • The departure of the Investment Manager’s key investment professionals could prevent the Company from achieving its investment objective which may affect the returns to Shareholders. • There can be no guarantee that the Company’s investment objective will be achieved. As the Company’s objective is to generate long-term capital growth the Investment Manager aims to strike a balance more in favour of capital growth than revenue return, therefore there can be no certainty that any dividends or distribution will be paid by the Company in respect of any financial year. • The investment process that the Investment Manager undertakes in connection with the Company’s investments may not reveal all facts that may be relevant in connection with an investment. Any failure by the Investment Manager to identify relevant facts through its investment process may lead to inappropriate investment decisions, which could have a material adverse effect on the Company’s profitability, net assets and share price. • The Company may borrow money for investment purposes which exposes the Company to risks associated with borrowings. • Changes in laws or regulations governing the Company’s operations may adversely affect the Company’s business, including through the increased expense that may be incurred in complying with such laws and regulations. • The fair value of equity held in the Portfolio fluctuates with market prices. • The past performance of the Company is not indicative of future performance.
D.3	<p>Key information on the key risks that are specific to the securities</p> <p>The key risks relating to the Ordinary Shares which are known to the Directors are as follows.</p> <ul style="list-style-type: none"> • The market value of, and any income derived from, the Ordinary Shares can fluctuate and may go down as well as up. • The market value of the Ordinary Shares may not always reflect the Net Asset Value and investors may not be able to realise the amount originally invested. • Although the Ordinary Shares are admitted to the premium listing segment of the Official List and to trading on the Main Market, there may not be a liquid market in the Ordinary Shares.

Section E – Offer

Element	Disclosure
E.1	<p>Net proceeds and expenses of the Issue</p> <p>The Proposals will not result in any proceeds being raised by the Company. Had the Scheme become effective on 30 August 2018, being the latest practicable date prior to the publication of this document, the net assets of the Company would have increased by approximately £155 million, increasing the assets of the Company to over £550 million.</p> <p>In the event that the Scheme is implemented, Dunedin shall bear all of its own costs and the Company’s costs associated with the Proposals, such costs estimated to be approximately £1.8 million (including irrecoverable VAT and stamp duty) and the Existing Shareholders will bear no costs in connection with the Proposals.</p> <p>If Dunedin resolves to implement the Scheme but the Company does not (including if Existing Shareholders do not approve any resolution required to implement the Scheme) then the Company shall bear the abort costs of both parties (estimated at £410,000 in respect of the Company and £325,000 in respect of Dunedin).</p>

	<p>If the Company resolves to implement the scheme but Dunedin does not (including if Dunedin Shareholders do not approve any resolution required to implement the Scheme) then Dunedin shall bear the abort costs of both parties, as estimated above.</p> <p>If both of the parties resolve not to proceed to implement the Scheme on the terms described in this document (including if both Existing Shareholders and the Dunedin Shareholders do not approve any resolutions required to implement the Scheme) then each party will bear its own abort costs.</p>
E.2a	<p>Reasons for the offer and use of proceeds</p> <p>Not applicable. No offer is being made to the public.</p> <p>The New Shares are being issued in connection with the recommended proposals to merge the Company and Dunedin.</p> <p>It is proposed that the Merger will be effected by way of a scheme of reconstruction of Dunedin under section 110 of the Insolvency Act 1986, resulting in the voluntary liquidation of Dunedin and Dunedin Shareholders rolling over their investment in Dunedin into the Company.</p> <p>The Scheme provides for the cash, undertaking and other assets of Dunedin to be transferred to the Company in consideration for the issue of New Shares. Since the announcement of the Merger on 21 June 2018 the Investment Manager has been aligning the Dunedin Portfolio with the Portfolio and is now of the view that the two portfolios are materially aligned. Any cash that is transferred from Dunedin to the Company under the terms of the Scheme shall be invested in accordance with the Company's investment policy. In the event that the Scheme is implemented, the costs of the Scheme will be borne by the Dunedin Shareholders.</p>
E.3	<p>Terms and conditions of the offer</p> <p>Not applicable. No offer is being made to the public.</p> <p>The Proposals are subject to a number of conditions, including:</p> <ul style="list-style-type: none"> • the passing of the resolutions to approve the Scheme at the Dunedin General Meetings and the Scheme becoming unconditional (including the Transfer Agreement becoming unconditional in all respects); • the passing of the special resolution to approve the issue of the New Shares at the General Meeting; • the UK Listing Authority agreeing to admit the New Shares to the Official List and the London Stock Exchange agreeing to admit the New Shares to trading on its Main Market, subject only to allotment; and • the Dunedin Directors not having exercised their right not to proceed with the Scheme if, within seven days after the passing of the resolution at the First General Meeting of Dunedin, Shareholders of Dunedin validly exercise their rights under section 111(2) of the Insolvency Act 1986 in respect of more than 10 per cent. in nominal value of the issued share capital of Dunedin. <p>If any conditions are not satisfied, the Proposals will not become effective, the Company will not proceed with the Issue and will incur costs in accordance with the terms of the Scheme as referred to below.</p>
E.4	<p>Material interests</p> <p>Not applicable. There are no interests that are material to the Issue and no conflicting interests.</p>
E.5	<p>Name of person selling securities and lock up agreements</p> <p>Not applicable. No person or entity is offering to sell New Shares as part of the Issue.</p>

E.6	<p><i>Dilution</i></p> <p>For illustrative purposes only, had the Calculation Date been 30 August 2018, being the latest practicable date prior to the publication of this document, the Ordinary Shares held by the Existing Shareholders would have represented approximately 72.6 per cent. of the Ordinary Share capital of the Enlarged Company immediately following completion of the Scheme and on that basis the Existing Shareholders would have their percentage shareholding diluted by approximately 27.4 per cent.</p> <p>For the avoidance of doubt, the value of the underlying assets and the NAV per Share attributable to the Existing Shareholders will not be altered as a direct consequence of the Scheme becoming effective.</p>
E.7	<p><i>Estimated expenses charged to investors</i></p> <p>In the event that the Scheme is implemented, Dunedin shall bear all of its own costs and the Company's costs associated with the Proposals, such costs estimated to be approximately £1.8 million (including irrecoverable VAT and stamp duty) and the Existing Shareholders will bear no costs in connection with the Proposals.</p> <p>If Dunedin resolves to implement the Scheme but the Company does not (including if Existing Shareholders do not approve any resolution required to implement the Scheme) then the Company shall bear the abort costs of both parties (estimated at £410,000 in respect of the Company and £325,000 in respect of Dunedin).</p> <p>If the Company resolves to implement the Scheme but Dunedin does not (including if Dunedin Shareholders do not approve any resolution required to implement the Scheme) then Dunedin shall bear the abort costs of both parties, as estimated above.</p> <p>If both of the parties resolve not to proceed to implement the Scheme on the terms described in this document (including if both Existing Shareholders and the Dunedin Shareholders do not approve any resolutions required to implement the Scheme) then each party will bear its own abort costs.</p>

RISK FACTORS

An investment in the Company should not be regarded as short-term in nature and involves risks that could lead to the loss of all or part of that investment. An investment in the Company is only suitable for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to bear any loss which might result from such an investment. Dunedin Shareholders should consider carefully all of the information set out in this document, including the risks described below, as well as their own personal circumstances.

The Directors believe that the risks described below are the material risks relating to the Ordinary Shares at the date of this document. If any of the adverse events described below occur, the Company's financial condition, performance and prospects and the market price of the Ordinary Shares could be materially adversely affected and Dunedin Shareholders may lose all or part of the investment that they roll into the Company. Additional risks which were not known to the Directors at the date of this document, or that the Directors considered to be immaterial at the date of this document, may also have an adverse effect on the Company's financial condition, performance and prospects and the market price of the Ordinary Shares.

If a Dunedin Shareholder is in any doubt as to the consequences of their holding or disposing of Ordinary Shares, or whether an investment in the Company is suitable for them, they should consult their independent financial adviser authorised under FSMA or, in the case of a Dunedin Shareholder who is located outside the United Kingdom, another appropriately authorised independent financial adviser.

Risks relating to the Scheme

Implementation of the Scheme is conditional, amongst other conditions, upon the approval of Existing Shareholders at the General Meeting and Dunedin Shareholders approving the Scheme. If any condition of the Scheme is not met, the Scheme will not be implemented and certain costs and expenses incurred in connection with the Scheme may be borne by the Company. In these circumstances, the Company and Dunedin would remain as separate investment trusts.

Risks relating to the Company and its investment objective and policy

The Company may not meet its investment objective

There can be no guarantee that the Company will achieve its investment objective. Meeting that objective is a target but the existence of such objective should not be considered as an assurance or guarantee that it can or will be achieved.

The Company has no employees and is reliant on the performance of third party service providers and other third parties

The Company has no employees and all of the Directors are non-executive. The Company must therefore rely upon third party service providers to perform certain functions. In particular, the AIFM, the Investment Manager, the Depositary, the Registrar and their respective delegates, if any, perform services that are integral to the Company's operations and financial performance. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, to exercise due care and skill, or to perform its obligations to the Company at all as a result of insolvency, bankruptcy or other causes, could have a material adverse effect on the Company's operations and performance and on returns to Shareholders. The termination of the Company's relationship with any third party service provider, or any delay in appointing a replacement for such service provider, could materially disrupt the business of the Company and could have a material adverse effect on the Company's performance and returns to Shareholders.

Furthermore, the AIFM, the Investment Manager and the Depositary also rely on other third parties such as sub-custodians and brokers and their respective delegates. Failure by any such third party to carry out its obligations in connection with the operation of the Company, to exercise due care and skill, or to perform its obligations in connection with the operation of the Company at all as a result of insolvency, bankruptcy or other causes, could have a material adverse effect on the Company's performance and returns to Shareholders. The lack of any direct contractual relationship between the Company and any

such third party, the termination of the services of any such third party, or any delay in finding a replacement for any such third party, could materially disrupt the business of the Company and could have a material adverse effect on the Company's performance and returns to Shareholders.

Past performance cannot be relied upon as an indicator of future performance

The past performance of the Company, other funds or investments managed or advised by the Investment Manager is not a guide to, and cannot be relied upon as an indicator of, the future performance of the Company.

The success of the Company depends, amongst other things, on the Investment Manager's ability to continue to identify, acquire and realise investments in accordance with the Company's investment objective and policy. This, in turn, depends on the ability of the Investment Manager to apply its investment processes in a way which is capable of identifying suitable investments for the Company to invest in. There can be no assurance that the Investment Manager will continue to be able to do so or that the Company will be able to invest its assets on attractive terms or generate any investment returns for Shareholders or avoid investment losses.

Distributions

As the Company's objective is to generate long-term capital growth the Investment Manager aims to strike a balance more in favour of capital growth than revenue return. There can be no guarantee that any distributions will be paid by the Company in respect of any financial period and there can be no guarantee that an investment in the Company will deliver any returns to Shareholders. The Company's ability to make distributions is dependent on a number of factors, including the level of dividends and interest earned from the Portfolio and the net revenue profits after tax available for that purpose. Income returns from the Portfolio will be dependent, amongst other things, upon the Company successfully pursuing its investment objective.

Any change in the tax treatment of dividends received by the Company from investments or income received by the Company may reduce the distributions made to Shareholders. Any change to the basis upon which dividends can be paid by the Company under UK law or accounting rules and standards could have an adverse effect on the Company's ability to pay dividends or distributions.

The Company may experience fluctuations in its operating results and investor returns will be dependent upon the performance of the Portfolio

The Company may experience fluctuations in its operating results due to a number of factors, including changes in the values of investments made by the Company, changes in the amount of distributions, dividends or interest paid by investee companies in the Portfolio, changes in the Company's operating expenses, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Company encounters competition and general economic and market conditions. Such variability may lead to volatility in the market price of the Ordinary Shares.

Changes in governmental, political, fiscal or monetary policies or business and economic conditions (for example, interest rates and rates of inflation, industry conditions, unemployment levels, consumer confidence, competition, political and diplomatic events, the outbreak of war, acts of terrorism, the levels and volatility of equity markets and other factors) could substantially and adversely affect the profitability, prospects and value of the investments in the portfolio companies and the Company's performance and returns to Shareholders.

The market value of Ordinary Shares can fluctuate and may not always reflect their underlying value. No assurance is given, express or implied, that Dunedin Shareholders will receive back an amount equal to the issue price of their New Shares.

Borrowings

The Company may use borrowings and other gearing to seek to enhance investment returns. Whilst the use of borrowings should enhance the total return on the Ordinary Shares where the return on the Company's underlying assets is positive and exceeds the cost of the borrowings, it will have the opposite effect where the return on the Company's underlying assets is at a lower rate than the cost of the borrowings, reducing the total return on the Ordinary Shares. As a result, the use of borrowings by the Company may increase the volatility of the NAV per Share.

As a result of gearing, any reduction in the value of the Company's investments may lead to a correspondingly greater percentage reduction in its Net Asset Value (which is likely to adversely affect the price of an Ordinary Share). Any reduction in the number of Ordinary Shares in issue (for example, as a result of share buy-backs) will, in the absence of a corresponding reduction in gearing, result in an increase in the Company's level of gearing.

To the extent that a fall in the value of the Company's investments causes gearing to rise to a level that is not consistent with the Company's gearing policy or borrowing limits, the Company may have to sell investments in order to reduce borrowings, which may give rise to a significant loss of value compared to the book value of the investments, as well as a reduction in income from investments. No assurance can be given that any sales of the Company's investments would realise proceeds which would be sufficient to repay any borrowings.

There is no guarantee that any borrowings of the Company will be refinanced on their maturity, either on terms that are acceptable to the Company or at all.

The Company will pay interest on any borrowings and, as such, the Company will be exposed to interest rate risk due to fluctuations in the prevailing market rates. The Company may employ hedging techniques designed to reduce the risk of adverse movements in interest rates. However, such strategies may also result in losses and overall poorer performance than if the Company had not entered into such hedging transactions.

Risks relating to the AIFM and the Investment Manager

The departure of some or all of the Investment Manager's key investment professionals could prevent the Company from achieving its investment objective

The Company depends on the diligence, skill and judgment of the Investment Manager's investment professionals and the information and investment opportunities they identify during the normal course of their activities. The Company's future success depends on the continued service of these individuals, who are not obligated to remain employed with the Investment Manager, and the Investment Manager's ability to recruit, retain and motivate new talented personnel. However, there can be no assurance that the existing investment professionals of the Investment Manager will be retained nor that the Investment Manager will be successful in its efforts to recruit, retain and motivate suitable personnel as the market for qualified investment professionals is competitive.

The AIFM, the Investment Manager and their affiliates may allocate some of their resources to activities in which the Company is not engaged, which could have a negative impact on the Company's ability to achieve its investment objective

The AIFM and the Investment Manager are not required to commit all of their resources to the Company's affairs. Insofar as the AIFM and the Investment Manager devote resources to their responsibilities to other business interests, their ability to devote resources and attention to the Company's affairs will be limited. This could adversely affect the Company's ability to achieve its investment objective, which could have a material adverse effect on the Company's profitability, the NAV per Share and the market price of the Ordinary Shares.

Potential conflicts of interest

The AIFM, the Investment Manager and their affiliates serve as alternative investment fund manager, investment manager and/or investment adviser to other clients, including funds and managed accounts that have similar investment objectives and policies to that of the Company. These investment management services may on occasion give rise to conflicts of interest with the Company and may have a material adverse effect on the Company's business, financial condition, results of operations and the market price of the Ordinary Shares. For example, the AIFM, the Investment Manager and/or their affiliates may have conflicts of interest in allocating its time and activity between the Company and their other clients, in allocating investments among the Company and their other clients and in effecting transactions between the Company and other clients, including ones in which the AIFM, the Investment Manager and/or their affiliates may have a greater financial interest. Furthermore, the AIFM and the Investment Manager may provide services to certain in-house funds into which the Company may invest which may give rise to a conflict of interest. There can be no assurance that the AIFM and the Investment Manager will resolve all conflicts of interest in a manner that is favourable to the Company.

Reliance on the Investment Manager's investment processes

Before making investments on behalf of the Company, the Investment Manager conducts such investment analysis as it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. There can be no assurance that the Investment Manager's analysis with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating that investment opportunity. Any failure by the Investment Manager to identify relevant facts through its investment process may lead to inappropriate investment decisions, which could have a material adverse effect on the Company's profitability, Net Asset Value and the market price of the Ordinary Shares.

Risks relating to the Portfolio

General

There can be no guarantee that suitable investment opportunities will continue to be available to the Company or that the Company's investments will generate gains or income, or that any gains or income that may be generated on particular investments will be sufficient to offset any losses that may be sustained.

Investment in smaller companies by its nature, involves a higher degree of risk than investment in larger companies. In particular smaller companies often have limited product lines or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies may be less liquid than for stock in larger companies bringing with it potential difficulties in acquiring and disposing of such stock.

The Company's investments may be difficult to realise. The fact that a share is traded on AIM or the Main Market does not guarantee its liquidity. The spread between the buying and selling price of such shares may be wide and thus the price used for valuation may not be achievable. The valuation of the Portfolio and opportunities for realisation may also depend on market conditions.

Cash

A proportion of the Portfolio may be held in cash and cash equivalents from time to time. This proportion of the Company's assets will not be invested in the market and will not benefit from positive market movements.

Sectoral diversification

The Company is not subject to restrictions on the amount it may invest in any particular sector. Although the Portfolio is diversified in terms of sector exposures, the Company may have significant exposure to portfolio companies from certain sectors from time to time. Greater concentration of investments in any one sector may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value and may materially and adversely affect the performance of the Company and returns to Shareholders. Conversely, if the Portfolio is under-exposed to a particular sector which is experiencing growth or is viewed positively by the markets the relative performance of the Company and returns to Shareholders may be adversely affected.

Risks relating to the Ordinary Shares

General

The value of an investment in the Company, and the income derived from it, if any, may go down as well as up and an investor may not get back the amount invested in the Company. There can be no guarantee that any appreciation in the value of the Ordinary Shares will occur.

The Ordinary Shares are intended to be held over the long term and may not be suitable as short-term investments.

The Ordinary Shares may trade at a discount or premium to their Net Asset Value

The market price of the Ordinary Shares may fluctuate significantly and independently of the underlying Net Asset Value and Ordinary Shares may trade at a discount or premium to the underlying Net Asset Value, depending on factors such as supply and demand for the Ordinary Shares, dividend yields,

prevailing interest rates, market conditions and general investor sentiment. Accordingly, the market price of an Ordinary Share may not reflect its underlying Net Asset Value.

The Board will monitor the level of the discount or premium at which the Ordinary Shares trade and under the Company's discount and premium control policy the Company will seek to maintain a discount level of less than 8 per cent. to the cum-income, diluted, Net Asset Value under normal market conditions.

However, there may be occasions where (even under normal market conditions) the Company is not in a position to maintain a discount effectively at a level of less than 8 per cent. to the cum-income diluted Net Asset Value. Furthermore, the ability of the Company to implement its discount and premium control policy will depend on the Company being able to buy back or issue Ordinary Shares, which is dependent upon Shareholders in general meeting conferring authority on the Board to buy back and issue Ordinary Shares. The Board will seek the renewal of such Shareholder authorities annually and at other times should this prove necessary. However, there can be no guarantee that the requisite Shareholder authorities will be obtained. Where such authorities are obtained, the extent to which the Company can buy back and issue Ordinary Shares will be limited to certain percentages of the Company's issued share capital as at the date on which the authorities are granted.

The ability of the Company to buy back or issue Ordinary Shares will also be subject to the Companies Act and all other applicable legislation, rules and regulations of any government, regulatory body or market applicable to the Company, and the Company will only buy back or issue Ordinary Shares where the Directors believe it will be in the best interests of Shareholders. Share buy-backs will also be subject to the availability of sufficient distributable reserves and cash in the Company.

There can be no guarantee that the Company will buy back or issue Ordinary Shares nor that any Share buy-backs or issues will ensure that the mid market Share price will remain close to the NAV per Share.

It may be difficult for Shareholders to realise their investment and there may not be a liquid market in the Ordinary Shares

The Company is a closed-ended company and, as such, Shareholders will have no right to have their Ordinary Shares redeemed or repurchased by the Company at any time. While the Directors will retain the right to effect share buy-backs of Ordinary Shares in the manner described in this document, they are under no obligation to use such powers or to do so at any time and Shareholders should not place any reliance on the willingness of the Directors so to act. Shareholders wishing to realise their investment in the Company may therefore be required to dispose of their Ordinary Shares in the market. Accordingly, the ability of Shareholders to realise any value in respect of their Ordinary Shares is dependent on, *inter alia*, the existence of a liquid market in the Ordinary Shares. Although it is anticipated that the Ordinary Shares will be admitted to the Official List and to trading on the Main Market, there may not be a liquid market for the Ordinary Shares. Accordingly Shareholders may find it difficult or be unable to realise their investment at the NAV per Share or at all.

The price at which the Ordinary Shares will be traded and the price at which investors may realise their investment will be influenced by a number of factors, some specific to the Company and its investments and some which may affect companies generally. There can be no guarantee that the Ordinary Shares will trade at a price close to the price at which they were issued at or close to the underlying NAV per Share.

Risks relating to regulation and taxation

Market regulation

Changes in UK, European and other governments' policies towards regulation of the companies or securities in which the Company invests and their industries may affect the value of the Company's investments in those companies.

Changes in laws or regulations governing the Company's operations may adversely affect the Company's business

The Company is subject to laws and regulations enacted in the UK, the European Union and elsewhere. In particular, the Company is subject to and will be required to comply with certain regulatory

requirements that are applicable to listed closed-ended investment companies. Any change in the laws and regulations affecting the Company, the AIFM, the Investment Manager or the Company's investments may have a material adverse effect on the ability of the Company to carry on its business and successfully pursue its investment objective and policy and on the value of the Company and the Ordinary Shares. In such event, the investment returns of the Company may be materially adversely affected.

Accounting

Any change in accounting standards or accounting practice in the UK may adversely affect the value of the Company's business and assets in its books of account or restrict the ability of the Company to pay dividends or distributions and/or buy back Ordinary Shares.

Changes in taxation legislation or practice may adversely affect the Company and the tax treatment for Shareholders investing in the Company

Any changes in taxation legislation or practice, whether in the UK or elsewhere, could affect the value of investments held by the Company, the Company's ability to provide returns to Shareholders and/or could affect the tax treatment for Shareholders of their investment in and returns from the Company. In particular, any amendment to section 1158 of the Corporation Tax Act 2010 could result in the Company being subject to capital gains tax on portfolio investments.

Information in this document concerning the taxation of the Company and Shareholders is based on law and practice as at the date of this document, each of which may be subject to change.

The US-UK Agreement to Improve International Tax Compliance and to Implement FATCA (the "**US-UK IGA**") was entered into with the intention of enabling the UK implementation of the Foreign Account Tax Compliance Act provisions of the U.S. Hiring Incentives to Restore Employment Act ("**FATCA**"), which impose a new reporting regime and potentially a 30 per cent. withholding tax on certain payments made from (or attributable to) US sources or in respect of US assets to certain categories of recipient including a non-US financial institution (a "**foreign financial institution**" or "**FFI**") that does not comply with the terms of FATCA and is not otherwise exempt. Certain financial institutions ("**reporting financial institutions**") are required to provide certain information about their US accountholders to HMRC (which information will in turn be provided to the US tax authority) pursuant to UK regulations implementing the US-UK IGA. The Company constitutes a reporting financial institution for these purposes. The Company will not, however, generally need to report any information in respect of US Shareholders on the basis that the Ordinary Shares are expected to be treated as being regularly traded on an established securities market and should not, therefore, constitute financial accounts for FATCA purposes for so long as the Ordinary Shares are listed on the London Stock Exchange. It is the intention of the Company and the AIFM to procure that the Company is treated as complying with the terms of FATCA by complying with the terms of the reporting system contemplated by the US-UK IGA. No assurance can, however, be provided that the Company will be able to comply with FATCA and, in the event that it is unable to do so, a 30 per cent. withholding tax may be imposed on payments the Company receives from (or which are attributable to) US sources or in respect of US assets, which may reduce the amounts available to the Company to make payments to Shareholders.

Packaged Retail and Insurance-based Investment Products ("PRIIPs**")**

Investors should be aware that the PRIIPs Regulation requires the AIFM, as PRIIP manufacturer, to prepare a key information document ("**KID**") in respect of the Company. This KID must be made available by the AIFM to retail investors prior to them making any investment decision and is available on the Company's website. The Company is not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by the law. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

The United Kingdom electorate's vote to leave the European Union could adversely affect the Company

The Company could face potential uncertainty as a result of the UK Government triggering Article 50 of the Treaty on the European Union on 29 March 2017. The exit, anticipation of the exit or the terms of

the exit could create uncertainty in the UK (and potentially global) markets, which may have a material effect on the total shareholder returns, the Net Asset Value and the price of the Ordinary Shares favourably or unfavourably.

IMPORTANT INFORMATION

General

No person has been authorised to give any information or make any representations in connection with the Issue other than the information contained in, or incorporated by reference into, this document and, if given or made, such information or representations must not be relied on as having been authorised by or on behalf of the Company, the AIFM, the Investment Manager, the Sponsor or any of their respective affiliates, officers, directors, members, employees or agents.

Without prejudice to the Company's obligations under applicable law and regulations, neither the delivery of this document nor the issue of New Shares made pursuant to the Issue shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company since the date of this document or that the information contained in this document, including any forward looking statements, is correct as at any time subsequent to the date of this document.

Dunedin Shareholders should carefully consider all of the information contained in this document. However, Dunedin Shareholders should not treat the contents of this document or any subsequent communication from the Company, the AIFM, the Sponsor or any of their respective affiliates, officers, directors, members, employees or agents as advice relating to legal, financial, taxation, accounting, regulatory, investment or any other related matters. Dunedin Shareholders should inform themselves as to:

- the legal requirements within their own countries for the holding, transfer or other disposal of Ordinary Shares;
- any foreign exchange restrictions applicable to the holding, transfer or other disposal of Ordinary Shares which they might encounter; and
- the income and other tax consequences that may apply in their own countries as a result of the holding, transfer or other disposal of Dunedin Shares by Dunedin Shareholders.

Dunedin Shareholders must rely on their own advisers as to legal, financial, taxation, accounting, regulatory, investment or any other related matters concerning the Company and their holding of Ordinary Shares.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Sponsor under FSMA or the regulatory regime established thereunder, the Sponsor does not make any representation, express or implied, or accept any responsibility whatsoever for the contents of this document or for any statement made or purported to be made by it or on its behalf in connection with the Company, the AIFM, the Investment Manager, the Ordinary Shares or the Issue. Accordingly, the Sponsor, to the fullest extent permitted by law, disclaims all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

All Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of the Articles which Dunedin Shareholders should review. A summary of the Articles is contained in paragraph 3 of Part 7 of this document.

Data protection

The information that Dunedin provides to the Company or its agents in relation to the Issue or subsequently, by whatever means, which relates to the Dunedin Shareholders who are individuals or a third party individual ("**personal data**") will be held and processed by the Company (and any third party, functionary or agent in the United Kingdom to whom the Company may delegate certain administrative or other functions in relation to the Company, including the Registrar) in compliance with the relevant data protection legislation and regulatory requirements of the United Kingdom. Each Dunedin Shareholder acknowledges and consents that such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company, including the Registrar) for the following purposes:

- verifying the identity of the Dunedin Shareholder to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- contacting the Dunedin Shareholder with information about other products and services provided by the AIFM, the Investment Manager or their affiliates, which may be of interest to the Dunedin Shareholder;
- carrying out the business of the Company and the administering of interests in the Company;
- meeting the legal, regulatory, reporting and/or financial obligations of the Company in the UK or elsewhere; and
- disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Each Dunedin Shareholder acknowledges and consents that, where appropriate, it may be necessary for the Company (or any third party, functionary or agent appointed by the Company, including the Registrar) to:

- disclose personal data to third party service providers, affiliates, agents or functionaries appointed by the Company or its agents to provide services to the Dunedin Shareholder; and
- transfer personal data outside of the EEA States to countries or territories which may not offer the same level of protection of personal data as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company, including the Registrar) discloses personal data to such a third party, functionary or agent and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, functionary or agent to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

Dunedin Shareholders are responsible for informing and obtaining any required consent of any third party individual to whom the personal data relates to the disclosure and use of such data in accordance with these provisions.

Each Dunedin Shareholder acknowledges that personal data provided to the Company by Dunedin will be held and processed in compliance with the Investment Manager's privacy policy. Please refer to the Company's website for a copy of the Investment Manager's privacy policy. Shareholders will be notified if an updated privacy policy has been published on the Company's website via an RIS announcement.

Presentation of information

Market, economic and industry data

Market, economic and industry data used throughout this document is sourced from various industry and other independent sources. The Company and the Directors confirm that such data has been accurately reproduced and, so far as they are aware and are able to ascertain from information published from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Currency presentation

All references in this document to "£", "Sterling" or "pence" are to the lawful currency of the United Kingdom.

No incorporation of the Company's website

The contents of the Company's website do not form part of this document. Dunedin Shareholders should rely on the contents of this document alone.

Forward looking statements

This document includes forward looking statements concerning the Company that are based on the current expectations of the Board and are naturally subject to uncertainty and changes in circumstances. Forward looking statements include, without limitation, statements containing the words

“believes”, “intends”, “expects”, “anticipates”, “targets”, “estimates” or their negative or other similar expressions.

Such forward looking statements involve risks, uncertainties and other factors which may cause the actual results, financial condition, performance or achievement of the Company, or industry results, to be materially different from future results, financial condition, performance or achievements expressed or implied by such forward looking statements. Given these risks and uncertainties, Dunedin Shareholders should not place undue reliance on such forward looking statements as a prediction of actual results.

Such forward looking statements speak only as at the date of this document. Subject to its legal and regulatory obligations, the Company expressly disclaims any obligation to update or revise any forward looking statement contained in this document to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Information in this document will be updated as required under the Prospectus Rules, the Listing Rules and/or the Disclosure Guidance and Transparency Rules.

Nothing in the preceding three paragraphs seeks to limit or qualify in any way the working capital statement in paragraph 8 of Part 5 A of this document.

PRIIPs

Investors should be aware that the PRIIPs Regulation requires the AIFM, as PRIIP manufacturer, to prepare a KID in respect of the Company. This KID must be made available by the AIFM to retail, or private, investors prior to them making any investment decision and is available on the Company’s website. The Company is not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by the law. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

Latest practicable date

In this document, where the context requires, references to 30 August 2018 should be treated as being references to the latest practicable date prior to the publication of this document.

Non-mainstream pooled investments and MiFID II

As an investment trust, the Ordinary Shares will be “excluded securities” under the FCA’s rules on non-mainstream pooled investments. Accordingly, the promotion of the Ordinary Shares is not subject to the FCA’s restriction on the promotion of non-mainstream pooled investments.

The Board has reviewed MiFID II and the ESMA guidance published thereto and has concluded that the Ordinary Shares constitute a non-complex product for the purposes of MiFID II.

Tax reporting, FATCA and Common Reporting Standards (“CRS”)

Shareholders should furnish any information and documents the Company may from time to time request, including but not limited to information required under FATCA or CRS. Shareholders may be subject to tax reporting under applicable laws. FATCA and CRS documentation and reporting obligations can also arise in respect of Shareholders where third parties hold shares or act on their behalf.

EXPECTED TIMETABLE

2018

Record Date for entitlement under the Scheme	6.00 p.m. on 27 September
First General Meeting of Dunedin in relation to the Scheme	10.00 a.m. 28 September
General Meeting of the Company	2.00 p.m. on 3 October
Calculation Date for the Scheme	5.00 p.m. on 4 October
Closing of Dunedin's register of members	5.00 p.m. on 5 October
Second General Meeting of Dunedin in relation to the Scheme	10.00 a.m. on 8 October
Effective Date for the Scheme	8 October
Admission and dealings in New Shares issued under the Scheme commence	8.00 a.m. on 10 October
CREST accounts credited to Dunedin Shareholders in respect of New Shares in uncertificated form	8.00 a.m. on 10 October
Certificates despatched by post in respect of New Shares	week commencing 15 October

Notes:

1. The times and dates set out in the expected timetable above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and/or dates will be notified, as required, to the UKLA and the London Stock Exchange and, where appropriate, to Dunedin Shareholders and Shareholders and an announcement will be made through a Regulatory Information Service.
2. All references to times in this document are to London time, unless otherwise stated.

ISSUE STATISTICS

New Shares to be issued

Up to 30 million New Shares

DEALING CODES

Ordinary Shares

ISIN

GB0002959582

SEDOL

0295958

Ticker code

SLS

Legal Entity Identifier (LEI)

213800UUKA68SHSJBE37

DEFINITIONS

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

Admission	the admission of New Shares to the premium listing segment of the Official List and to trading on the Main Market becoming effective in accordance with the Listing Rules and the admission and disclosure standards of the London Stock Exchange
AIC	the Association of Investment Companies
AIC Code	the Code of Corporate Governance published by the AIC from time to time
AIC Guide	the Corporate Governance Guide for Investment Companies published by the AIC from time to time
AIF	an alternative investment fund in accordance with the AIFMD
AIFM	Standard Life Investments (Corporate Funds) Limited, a company incorporated in Scotland with registered number SC111488, in its capacity as the Company's alternative investment fund manager
AIFM Agreement	the AIFM agreement dated 4 and 7 July 2014, as amended, between the Company and the AIFM, further details of which are set out in paragraph 8 of Part 7 of this document
AIFM Directive or AIFMD	Directive 2011/61/EU of the European Parliament and of the Council on alternative investment fund managers
Articles or Articles of Association	the articles of association of the Company, as amended from time to time
Audit Committee	the audit committee of the Board, as further described in Part 3 of this document
Auditors	the auditors of the Company from time to time, being KPMG LLP as at the date of this document
Australia	the Commonwealth of Australia, its territories and possessions and all areas under its jurisdiction and political sub-divisions thereof
Board	the board of Directors of the Company or a duly constituted committee thereof
Board of Dunedin	the board of Directors of Dunedin or a duly constituted committee thereof
Business Day	a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which banks generally are open for business in London for the transaction of normal business
Calculation Date	the time and date, to be determined by the Directors but expected to be 5.00 p.m. on 4 October 2018, at which the FAV per Ordinary Share and the FAV per Dunedin Share will be calculated for the purposes of the Scheme
Canada	Canada, its provinces and territories and all areas under its jurisdiction and political sub-divisions thereof
certificated or in certificated form	a share or other security which is not in uncertificated form

CRS	the Common Reporting Standard international tax regime developed by the OECD
Companies Act	the Companies Act 2006, as amended from time to time
Company	Standard Life UK Smaller Companies Trust plc, a public limited company incorporated in Scotland with registered number SC145455 and whose registered office is at Maven Capital Partners UK LLP, 1st Floor Kintyre House, 205 West George Street, Glasgow, Scotland G2 2LW
Corporate Governance Code	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time to time
CREST	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended) in respect of which Euroclear is the operator in accordance with which securities may be held in uncertificated form
CTA 2010	the Corporation Tax Act 2010, as amended from time to time
Custody Agreement	the custody agreement dated 16 August 2010 between the Company, the Custodian and the Depositary, further details of which are set out in paragraph 8 of Part 7 of this document
Depositary	BNP Paribas Securities Services, London Branch, a foreign company incorporated in France and acting through its London branch which is registered in England and Wales with registered number FC023666
Depositary Agreement	the depositary agreement dated 7 July 2014 between the Company, the AIFM and the Depositary, further details of which are set out in paragraph 8 of Part 7 of this document
Directors	the directors of the Company from time to time, and “ Director ” shall be construed accordingly
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules made by the FCA, as amended from time to time
Dunedin	Dunedin Smaller Companies Investment Trust PLC, a public limited company incorporated in Scotland with registered number SC014692
Dunedin Circular	the circular sent to Dunedin Shareholders on 4 September 2018
Dunedin Directors	the directors of Dunedin from time to time
Dunedin General Meetings	the First General Meeting of Dunedin and the Second General Meeting of Dunedin
Dunedin Portfolio	the portfolio of investments to be transferred from Dunedin to the Company in accordance with the terms of the Scheme
Dunedin Shares	ordinary shares of nominal value five pence each in the capital of Dunedin
Dunedin Shareholder	a holder of Dunedin Shares
EEA States	the member states of the European Economic Area from time to time
Enlarged Company	the company following completion of the Merger
Effective Date	the date on which the Scheme becomes effective as determined by the terms of the Scheme, which is expected to be 8 October 2018

Euroclear	Euroclear UK & Ireland Limited
Existing Shareholders	the holders of Ordinary Shares prior to completion of the Merger
FATCA	US tax reporting laws that apply internationally including under local laws
FAV per Dunedin Share	the formula asset value of a Dunedin Share calculated as at the Calculation Date in accordance with the Scheme
FAV per Ordinary Share	the formula asset value of an Ordinary Share calculated as at the Calculation Date in accordance with the Scheme
FCA	the Financial Conduct Authority or any successor entity or entities
First General Meeting of Dunedin	the general meeting of Dunedin convened for 10.00 a.m. on 28 September 2018
Form of Proxy	the personalised forms of proxy for use by Existing Shareholders at the General Meeting
FRS	Financial Reporting Standard
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
General Meeting	the general meeting of the Company convened for 2.00 p.m. on 3 October 2018
Gross Assets	the aggregate value of the assets of the Company or Dunedin, as appropriate
HMRC	HM Revenue & Customs
Investment Manager	Standard Life Investments Limited, a private limited company incorporated in Scotland with registered number SC123321
ISA	an individual savings account maintained in accordance with the Individual Savings Account Regulations 1998, as amended from time to time
Issue	the issue of New Shares under the Scheme
Japan	Japan, its cities, prefectures, territories and possessions
Junior ISA	a junior ISA maintained in accordance with the Individual Savings Account Regulations 1998, as amended from time to time
KID	key information document required to be produced by the AIFM under PRIIPs
Liquidators	the liquidators of Dunedin appointed in connection with the implementation of the Scheme
Liquidation Fund	the fund to be established and retained by the Liquidators in connection with the Scheme to meet all known and unknown liabilities of Dunedin and other contingencies
Listing Rules	the listing rules made by the FCA under Part VI of FSMA, as amended from time to time
London Stock Exchange	London Stock Exchange plc
Main Market	the main market for listed securities operated by the London Stock Exchange

Market Abuse Regulation	Regulation (EU) 596/2014 of the European Parliament and of the Council on market abuse, all delegated regulations and implementing regulations made thereunder and any legislation made in the United Kingdom in connection with the entry into force of such regulation
Matrix	the multi-factor proprietary screening tool developed by the Investment Manager and used to select, de-select and monitor the Portfolio
Merger	the merger of the assets of the Company and Dunedin to create the Enlarged Company
MiFiD II	Markets in Financial Instruments Directive (2004/39/EC)
NAV per Share	the Net Asset Value per Ordinary Share from time to time
Net Assets	Total Assets less long-term liabilities
Net Asset Value or NAV	the Gross Assets of the Company or Dunedin, as appropriate, less its liabilities (including provisions for such liabilities) determined by the relevant board of directors in their absolute discretion in accordance with the accounting principles adopted by that company
New Shares	the new Ordinary Shares to be issued pursuant to the Scheme
Nomination Committee	the nomination committee of the Board, as further described in Part 3 of this document
Official List	the official list maintained by the UK Listing Authority
Ordinary Shares	ordinary shares of nominal value 25 pence each in the capital of the Company
Portfolio	the Company's portfolio of investments from time to time
PRA	the Prudential Regulation Authority
PRIIPs	Packaged Retail and Insurance-based Investment Products Regulation
Proposals	the proposals for the members' voluntary liquidation and scheme of reconstruction of Dunedin and the issue of New Shares to Dunedin Shareholders
Proposed Director	Alexa Henderson
Prospectus Rules	the prospectus rules made by the FCA under Part VI of FSMA, as amended from time to time
Record Date	6.00 p.m. on 27 September 2018
Registrar or Receiving Agent	Computershare Investor Services PLC, a public limited company incorporated in England and Wales with registered number 03498808
Reference Index	the Numis Smaller Companies plus AIM (excluding Investment Companies) Index
Regulation S	Regulation S under the US Securities Act
Regulatory Information Service	a regulatory information service approved by the FCA to release regulatory announcements
Republic of South Africa	the Republic of South Africa, its territories and possessions and all areas under its jurisdiction and political sub-divisions thereof

Restricted Jurisdiction	any jurisdiction where local law or regulations may result in a risk of civil, regulatory or criminal exposure or prosecution if information or documentation concerning the Issue (including this document) is sent or made available to a person in that jurisdiction
Scheme	the proposed scheme of reconstruction and voluntary winding up of Dunedin under section 110 of the Insolvency Act 1986
Second General Meeting of Dunedin	the general meeting of Dunedin convened for 10.00 a.m. on 8 October 2018
Shareholder	a registered holder of one or more Ordinary Shares
SIPP	a self-invested personal pension plan
Sponsor	Winterflood Securities Limited, a private limited company incorporated in England and Wales with registered number 02242204
SSAS	a small self-administered pension scheme
Sterling or £	pounds sterling, being the lawful currency of the United Kingdom
Takeover Code	the City Code on Takeovers and Mergers
Transfer Agreement	the agreement to be entered into on or about the Effective Date among the Company, Dunedin, the Liquidators, the Investment Manager and Dunedin's investment manager, the terms of which are summarised in paragraph 8 of Part 7 of this document
Total Assets	the aggregate value of the assets of the Company less the current liabilities of the Company as determined in accordance with the accounting policies adopted by the Company from time to time
Total Return(s)	the theoretical return calculated by reinvesting each dividend in additional shares of the Company or Dunedin on the day that the shares go ex-dividend. The NAV per share Total Return involves investing the same net dividend at the cum-income NAV per share of the Company or Dunedin on the ex-dividend date. For the Reference Index, the calculation assumes that any income derived from each constituent of the Index is reinvested in the additional shares of the same constituent
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
UK Listing Authority or UKLA	the UK Listing Authority, a division of the FCA
uncertificated or in uncertificated form	a share or other security title to which is recorded in the register of the share or other security concerned as being held in uncertificated form (i.e. in CREST) and title to which may be transferred by using CREST
United States or US	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to its jurisdiction
US Investment Company Act	the United States Investment Company Act of 1940, as amended
US Securities Act	the United States Securities Act of 1933, as amended

DIRECTORS, AIFM, INVESTMENT MANAGER AND OTHER ADVISERS

Directors	Allister Langlands (<i>Chairman</i>) Ashton Bradbury Carol Ferguson Caroline Ramsay Tim Scholefield
Prospective Director	Alexa Henderson
	All of the Directors are non-executive, independent and of the registered office below
Registered office	1st Floor, Kintyre House 205 West George Street Glasgow G2 2LW
AIFM	Standard Life Investments (Corporate Funds) Limited 1 George Street Edinburgh EH2 2LL
Investment Manager	Standard Life Investments Limited 1 George Street Edinburgh EH2 2LL
Company Secretary	Maven Capital Partners UK LLP 1st Floor, Kintyre House 205 West George Street Glasgow G2 2LW
Sponsor	Winterflood Securities Limited The Atrium Building Cannon Bridge House 25 Dowgate Hill London EC4R 2GA
Solicitors to the Company	Dickson Minto W.S. 16 Charlotte Square Edinburgh EH2 4DF
Registrar	Computershare Investor Services PLC The Pavilions Bridgewater Road Bristol BS99 6ZZ
Depositary and Custodian	BNP Paribas Securities Services, London Branch 10 Harewood Avenue London NW1 6AA
Reporting Accountants and Tax Adviser	Ernst & Young LLP Atria One 144 Morrison Street Edinburgh EH3 8EX
Auditors and Reporting Accountants	KPMG LLP 319 St Vincent Street Glasgow G2 5AS

PART 1

THE COMPANY

Introduction

The Company and Dunedin announced on 21 June 2018 that the Board and the Board of Dunedin had reached agreement in relation to the recommended proposals to merge the Company and Dunedin (the “**Merger**”). The announcement followed a strategic review that was undertaken by the Board of Dunedin into Dunedin’s size and position in the UK smaller companies sector. The purpose of this document is to provide Shareholders and Dunedin Shareholders with further information in relation to the Merger.

Had the Scheme become effective on 30 August 2018, being the latest practicable date prior to the publication of this document, the net assets of the Company would have increased by approximately £155 million, increasing the assets of the Company to over £550 million.

Since the announcement of the proposed Merger on 21 June 2018 the Investment Manager has been aligning the Dunedin Portfolio with the Portfolio and is now of the view that the two portfolios are materially aligned. Following the Merger it is intended that the enlarged Portfolio will continue to be managed by the Investment Manager using the existing investment process that has been used by Harry Nimmo and his team to manage the Portfolio since 2003. The Merger gives Dunedin Shareholders the opportunity to retain exposure to UK smaller companies through an investment trust with a similar mandate to Dunedin, managed by an investment manager in the same group.

The Proposals

The Board of Dunedin announced on 21 June 2018 that it had undertaken a strategic review of Dunedin and its position in the UK smaller companies sector. The Dunedin Directors concluded that Dunedin’s size and secondary market liquidity in its shares made it challenging to attract new investors. In addition, the recent merger of Dunedin’s manager Aberdeen Asset Management PLC with Standard Life plc resulted in Dunedin being managed alongside the Company which has a very similar UK smaller companies mandate. Having considered a number of options and following consultation with Dunedin’s largest shareholders, the Board of Dunedin believed that Dunedin’s shareholders, as a whole, still wished to retain exposure to UK smaller companies via an investment trust with a similar mandate managed by Aberdeen Standard Investments. Consequently, Dunedin and the Company agreed, in principle, the terms of the Merger.

It is proposed that the Merger will be effected by way of a scheme of reconstruction of Dunedin under section 110 of the Insolvency Act 1986 (the “**Scheme**”), resulting in the voluntary liquidation of Dunedin and Dunedin Shareholders rolling over their investment in Dunedin into the Company (the “**Proposals**”).

The Scheme provides for the cash, undertaking and other assets of Dunedin to be transferred to the Company in consideration for the issue of New Shares of an equivalent value. The Scheme will be effected on an adjusted NAV for NAV basis as at the Calculation Date. For the purposes of the Scheme the NAV of Dunedin will be adjusted to take account of all the costs associated with the Proposals not already accrued by Dunedin. The New Shares issued under the Scheme will rank equally in all respects with the existing Ordinary Shares in the Company.

The Scheme is subject to, amongst other conditions, its approval by Dunedin Shareholders and the Shareholders.

Benefits of the Proposals

The Board and the Board of Dunedin believe that the Proposals offer Dunedin Shareholders an investment in a significantly larger investment trust, with a strong investment track record, an historically narrower discount than Dunedin, a robust discount control mechanism and a substantially greater secondary market liquidity.

The Board believes that the Merger has the following benefits to all Shareholders in the Enlarged Company.

- It will result in reduced ongoing costs for both Existing Shareholders and Dunedin Shareholders.

- The increased Net Asset Value of the Enlarged Company should mean that the Ordinary Shares have enhanced liquidity in the secondary market.

Managerial arrangements

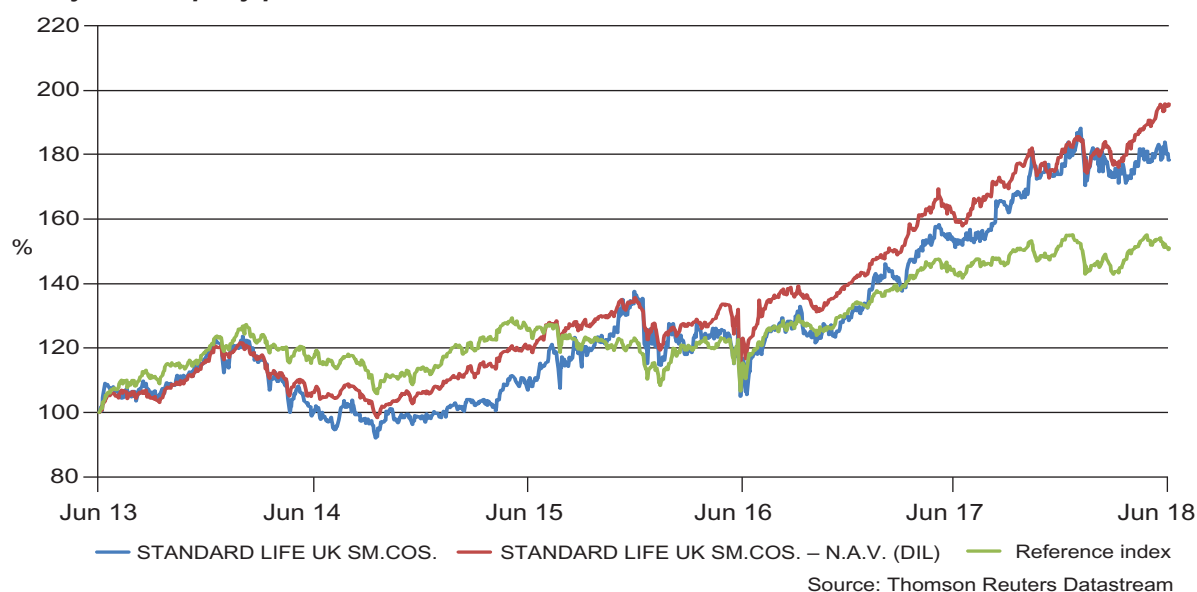
Standard Life Investments (Corporate Funds) Limited (the “AIFM”) is the Company’s alternative investment fund manager for the purposes of the AIFM Directive. The AIFM has delegated the day-to-day management of the Portfolio to Standard Life Investments Limited (the “Investment Manager”). In particular, the Aberdeen Standard Investments Smaller Companies team, led by Harry Nimmo and supported principally by Abby Glennie, is responsible for the management of the Portfolio.

From 1 July 2018, the AIFM receives an annual management fee of 0.85 per cent. per annum on the first £250 million of Net Assets, a fee of 0.65 per cent. per annum on Net Assets above £250 million and up to and including £550 million and 0.55 per cent. per annum on Net Assets above £550 million. Further details of the AIFM and the Investment Manager are provided in Part 2 of this document.

Performance track record

As illustrated in the graph and table below, the Company has substantially outperformed the Reference Index over the last five years, with the Ordinary Share price increasing by 78.3 per cent. over that period, compared to the return of the Reference Index of 51.0 per cent.

Five year Company performance



Total Returns for the Company, Dunedin and the Reference Index

	Three months (%)	One year (%)	Two years (%)	Three years (%)	Four years (%)	Five years (%)
Company NAV per Share Total Return	10.6	24.8	64.4	71.4	96.2	111.1
Dunedin NAV per share Total Return	7.7	20.0	55.9	42.3	61.8	92.3
Company Share price Total Return	1.4	17.7	63.5	75.2	90.0	93.1
Dunedin Share price Total Return	18.0	35.7	74.5	50.9	67.5	83.7
Reference Index Total Return	6.0	8.5	40.0	30.8	44.4	73.6

Source: Thomson Reuters Datastream

Note: The figures shown in the table are as at 30 June 2018. The Reference Index is the NUMIS Smaller Companies (excluding Investment Companies) Index up to 31 December 2017 and the NUMIS Smaller Companies plus AIM (excluding Investment Companies) Index thereafter.

Investment objective and policy

Investment objective

To achieve long-term capital growth by investment in UK-quoted smaller companies.

Investment policy

The Company intends to achieve its investment objective by investing in a diversified portfolio consisting mainly of UK-quoted smaller companies. The Portfolio will normally comprise around 50 individual holdings representing the Investment Manager's highest conviction investment ideas. In order to reduce risk in the Company without compromising flexibility, no holding within the Portfolio should exceed 5 per cent. of total assets at the time of acquisition.

The Company may use derivatives for portfolio hedging purposes (i.e. only for the purpose of reducing, transferring or eliminating the investment risks in its investments in order to protect the Portfolio).

Within the Articles of Association, the maximum level of gearing is 100 per cent. of net assets. The Directors have set parameters of between 5 per cent. net cash and 25 per cent. net gearing (at the time of drawdown) in normal market conditions. The Directors have delegated responsibility to the Investment Manager for the operation of the gearing level within the above parameters.

The Investment Manager's investment process combines asset allocation, stock selection, portfolio construction, risk management, and dealing. The investment process is research intensive and is driven by the Investment Manager's distinctive "Focus on Change" which recognises that different factors drive individual stocks and markets at different times in the cycle. This flexible, but disciplined, process ensures that the Investment Manager has the opportunity to perform in different market conditions.

Additional guidelines

In addition to the investment policy the Directors have set additional guidelines in order to reduce the risk borne by the Portfolio.

- Companies with a market capitalisation of below £50 million should not represent more than 5 per cent. of the Total Assets.
- Companies involved in "Blue Sky" products or services should not represent more than 5 per cent. of the Total Assets.
- No more than 50 per cent. of the Portfolio can be invested in companies that are constituents of the FTSE AIM Index.

The investment restrictions of the UK Listing Authority that apply to the Company are set out in paragraph 9 of Part 7 of this document.

Discount control policy

Share buy-backs

The Board aims to maintain a discount level of less than 8 per cent. to the cum-income, diluted, NAV per Share, under normal market conditions. In pursuit of this objective, the Board closely monitors the level of the discount and buys back Shares in the market when it believes it is in the best interests of shareholders as a whole to do so. At each annual general meeting of the Company, the Board seeks shareholder approval to buy back up to 14.99 per cent. of the Company's share capital.

Tender offers

The Company has a tender offer mechanism in place and the Board intends to continue to seek Shareholder approval at each annual general meeting of the Company to enable it to carry out tender offers on a discretionary basis in circumstances where the Board believes that share buy-backs are not sufficient to maintain the discount at an appropriate level, although the Board expects that buy-backs should be the primary mechanism for managing the discount.

The price at which Ordinary Shares will be purchased under any tender offer will be an amount equal to the realisation value of the assets attributable to the shares tendered as at the close of business on

the relevant tender offer calculation date, subject to a discount of two per cent. which will be used to cover the costs of the tender offer and any surplus will be for the benefit of continuing Shareholders.

The Board last exercised its discretion and conducted a tender offer in July 2015.

Dividends

As the objective of the Company is to provide long-term capital growth, the Company does not have any formal policy to achieve any specified level of dividend. As an investment trust, however, the Company is required to distribute substantially all of the net revenue arising from the Portfolio. The Company has paid an interim and a final dividend in each of the last 20 years.

Dunedin Shareholders will not be entitled to receive the Company's final dividend in relation to the financial year ended 30 June 2018, which was declared on 24 August 2018 but will thereafter participate in any dividends declared by the Company.

PART 2

INVESTMENT MANAGER, STRATEGY AND PROCESS

The Investment Manager

Standard Life Investments (Corporate Funds) Limited (the “AIFM”) is the Company’s alternative investment fund manager for the purposes of the AIFM Directive. The AIFM has delegated the day-to-day management of the Portfolio to Standard Life Investments Limited (the “Investment Manager”). Both the AIFM and the Investment Manager are subsidiaries of Standard Life Aberdeen plc and operate as part of Aberdeen Standard Investments, which is a brand of the investment businesses of Aberdeen Asset Management PLC and Standard Life Investments Limited. Standard Life Aberdeen plc was formed in August 2017 from the merger of Standard Life plc and Aberdeen Asset Management PLC. The merger created the largest active manager in the UK at the time and a leading global asset manager, headquartered in Scotland with £557 billion assets under management, as at 30 June 2018.

The Aberdeen Standard Investments Smaller Companies team, led by Harry Nimmo and supported principally by Abby Glennie, is responsible for the management of the Portfolio. The Aberdeen Standard Investments Smaller Companies team consists of 7 fund managers with an average of 16 years’ experience overseeing approximately £5.5 billion of UK, European and Global Smaller Companies Funds. Harry Nimmo and the Smaller Companies team have a long-term track record having managed the £1.6 billion Standard Life UK Smaller Companies Fund since its launch in January 1997 as well as being responsible for the Portfolio since 2003 (when the management contract was transferred to Standard Life plc from Edinburgh Fund Managers plc).

Harry Nimmo graduated with an MBA from the University of Edinburgh in 1984 and joined Standard Life as an Investment Analyst with responsibility for UK equity funds in 1985. He became Senior Investment Analyst with sector responsibility for larger UK-quoted companies funds in 1990 and Investment Manager responsible for the UK equity smaller (quoted) company funds in 1993.

Abby Glennie has over 11 years’ investment experience, with 5 years spent at Aberdeen Standard Investments. Formerly, Abby worked at Aegon on the UK Equities team for over 2 years.

Investment process

Investment philosophy and process

The Investment Manager has a proven and repeatable investment process, which has delivered returns to shareholders over the last 14 years. The investment process adheres to the Investment Manager’s Focus on Change philosophy which assumes that asset prices are driven by fundamentals (all the necessary information used to value the asset). Its premise is also that markets are inefficient at pricing changes in these fundamentals. The aim is therefore to identify, understand and exploit the key drivers and the dynamics behind them.

The Matrix

In managing the Portfolio, the Focus on Change philosophy is enhanced by using the Investment Manager’s proprietary screening tool, ‘The Matrix’, to focus research efforts and stock selection process. The Matrix is a quantitative screening tool assessing potential and current investments on 13 separate indicators of financial performance. It is a powerful tool in helping the Investment Manager identify a shortlist of investable stocks for further analysis and monitor the performance and prospects of the Portfolio on an ongoing basis. Stocks that are identified in this way are then subjected to further analysis and may be selected for the Portfolio following discussions with company management.

Investment characteristics

In addition the Investment Manager considers a number of qualitative factors to help identify the best investment opportunities.

1. Sustainable growth

Companies in the Portfolio will often produce niche products in sectors where demand is forecast to rise as these characteristics are the most predictive of future earnings and dividend growth.

2. Quality

The strength of each investee company's relationships with its customers or clients, the existence and importance of long-term contracts and the degree to which the company has any element of pricing power is important as it allows the company to pass on any cost increases and thereby maintain margins. The Investment Manager will typically avoid companies with high or unsustainable levels of debt.

3. Buy for the long term

Identify the great companies of tomorrow and then hold them for the long term. This reduces the financial drag of high trading volumes.

4. Concentrate the effort

The Matrix developed by the Investment Manager helps identify the likely candidates for inclusion in the Portfolio and reduces the risk that effort is spent on stocks that will not fulfil the criteria for inclusion within the Portfolio.

5. Management longevity

Founders retaining positions of authority within the companies after flotation, along with longevity of tenure by CEOs are a positive signal. Three of the top ten holdings in the Portfolio are still run by the investee company's founder. The significance of this is that founders tend to be much more attuned to the benefits of long-term investing than their successors, probably because of the scale of personal involvement.

6. Valuation is secondary

Invest in companies which demonstrate positive earnings momentum as they believe that it is a reliable predictor of future performance.

PART 3

DIRECTORS, MANAGEMENT AND ADMINISTRATION

Directors

The Board currently comprises five Directors. Each of the Directors is non-executive and independent of the AIFM and the Investment Manager. The Board is responsible for the determination of the Company's investment policy and the overall supervision of the Company, including the review of investment activity and performance and the control and supervision of the Investment Manager. The Directors are as follows.

Allister Langlands (Chairman) is a chartered accountant and was, until 2014, Chairman of John Wood Group PLC, having served as chief executive from 2007 to 2012 and previously as deputy chief executive from 1999 and as group finance director from 1991. He is also independent non-executive Chairman of Maven Income and Growth VCT 5 plc. Allister was, until July 2017, Chairman of Exova Group plc and a non-executive director of WS Atkins plc.

Ashton Bradbury was appointed as a Director on 2 July 2018. He is a non-executive Director of Hargreave Hale AIM VCT 1 plc and was, until 2014, a fund manager with Old Mutual Global Investors Limited, where he established its Small and Mid-cap equities team. Ashton holds a BSc Honours Degree in Banking and Finance from Loughborough University of Technology.

Carol Ferguson is the Company's Senior Independent Director. She is a chartered accountant. Carol is the senior independent director of Vernalis plc where she also chairs the Audit Committee. Carol has announced that she will step down from the Board at the forthcoming Annual General Meeting of the Company to be held on 25 October 2018.

Caroline Ramsay is currently a non-executive Director of Aegon UK where she also chairs the Audit Committee. She is a non-executive director of Tesco Underwriting Limited and Brit Syndicates Limited and is a member of the Financial Conduct Authority's Regulatory Decisions Committee. Until June 2015, Caroline was the Group Chief Auditor for RSA plc having held previous senior positions at RSA plc including UK Chief Financial Officer. After qualifying and practising as a chartered accountant with KPMG, she held various roles within Aviva Plc. Caroline is Chair of the Audit Committee of the Company.

Tim Scholefield is an Associate of the Society of Investment Professionals and previously held roles at Royal Sun Alliance Investments and Scottish Widows Investment Partnership. He was, until 2014, Head of Equities at Baring Asset Management. Tim is currently Chairman of City Merchants High Yield Trust Ltd, a non-executive Director of F&C Capital and Income Investment Trust Plc and Fidelity Asian Values Plc. In addition, he is a member of the Investment Committee of the General Medical Council and is Chairman of the Investment Management Certificate Panel. Tim is Chairman of the Management Engagement Committee.

Proposed Board changes

It is Carol Ferguson's intention that she will retire from the Board at the Company's AGM to be held on 25 October 2018. Tim Scholefield will assume the role of Senior Independent Director following Carol's retirement. If the Scheme becomes effective, it is further intended that Alexa Henderson (currently a Director of Dunedin) will join the Board on the Effective Date. Alexa Henderson will be a non-executive Director and is independent of the AIFM and the Investment Manager. Further details of the Proposed Director are set out below. It is proposed that Alexa Henderson will be paid £23,000 per annum in respect of her appointment as a non-executive Director of the Company.

Alexa Henderson has over 30 years of experience in finance, accounting and audit having worked with KPMG, Arthur Andersen and Deutsche Bank (WM Company). She is currently a Non-Executive Director of Dunedin Smaller Companies Investment Trust PLC, F&C UK Real Estate Investments Limited and JP Morgan Japan Smaller Companies Trust PLC. She has chaired the audit committee of each of these companies. In addition, Alexa sits on the board of James Walker (Leith) Limited and Bravura Solutions Ltd, incorporated in Australia. Previous directorships include Scottish Building Society (which she

chaired for 4 years) and Adam & Company Group PLC (a private wealth subsidiary of RBS). Alexa Henderson holds a BSc in Economics and Accounting from Edinburgh University, is a Chartered Accountant and has been a member of the Institute of Chartered Accountants of Scotland since 1985.

Managerial, secretarial, administration and depositary arrangements

Managerial arrangements

Standard Life Investments (Corporate Funds) Limited is the Company's alternative investment fund manager for the purposes of the AIFM Directive. The AIFM's appointment is governed by the AIFM Agreement. The AIFM has delegated the day-to-day management of the Portfolio to Standard Life Investments Limited. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Directors from time to time and in accordance with the investment restrictions referred to in the AIFM Agreement.

The AIFM Agreement is terminable by either party on six months' notice or on shorter notice in certain circumstances. The terms of the AIFM Agreement have been amended to provide that, from 1 July 2018, the annual management fee which is payable to the AIFM is calculated at a rate of 0.85 per cent. per annum on the first £250 million of Net Assets, 0.65 per cent. per annum on any Net Assets above £250 million and up to and including £550 million and 0.55 per cent. per annum on any Net Assets above £550 million. Management fees are calculated quarterly and paid quarterly in arrears.

As part of the merger of Standard Life plc and Aberdeen Asset Management PLC, it is intended that the AIFM Agreement will be novated to Aberdeen Standard Fund Managers Limited in December 2018. Following the novation the Investment Manager and in particular the Aberdeen Standard Investments Smaller Companies team, led by Harry Nimmo and supported principally by Abby Glennie, will remain responsible for the day-to-day management of the Portfolio.

Further details of the terms of the AIFM Agreement are set out in paragraph 8 of Part 7 of this document.

Secretarial and administration arrangements

In addition, the AIFM is responsible for providing all secretarial, administrative and accounting services to the Company. The AIFM is paid an annual fee of £180,000 in relation to the provision of these services. The AIFM has appointed Maven Capital Partners UK LLP to provide these services.

Depositary and Custodian arrangements

BNP Paribas Securities Services, London Branch is the Company's depositary. The Depositary is responsible for, amongst other things, the safe keeping of the Company's assets. The Depositary has arranged for the safe keeping of the Company's financial instruments to be held and settled (directly or through sub-custodians) all transactions relating to those financial instruments on behalf of the Company. The Depositary is paid an annual fee calculated as 0.0165 per cent. on the first £150 million of the property of the Company and 0.015 per cent. of the property of the Company above this level up to £500 million and 0.01 per cent. of the property of the Company above £500 million. The Depositary is also entitled to fees for safe keeping and other services. The Depositary is also entitled to fees for safe keeping and other services.

Further details of the terms of the Depositary Agreement are set out in paragraph 8 of Part 7 of this document.

Annual expenses

The Company incurs administrative expenses, including, amongst other things, investment management fees, audit fees, Directors' fees, depositary fees, regulatory fees, directors' and officers' liability insurance premiums and printing costs. The Company charges 25 per cent. of the management fees to revenue and 75 per cent. to capital.

It is estimated that the total expenses of the Company (excluding the costs and expenses associated with the Issue, which are estimated to be around £1.8 million) for the financial year ending 30 June 2019 will be approximately £4.9 million.

Corporate governance

The Chairman and each of the other Directors is independent of the AIFM and the Investment Manager and each Director is non-executive. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda. The executive responsibilities for investment management have been delegated to the AIFM. The AIFM has delegated day-to-day management of the Portfolio to the Investment Manager. Carol Ferguson will remain the Senior Independent Director until she steps down from the Board on 25 October 2018. Thereafter, Tim Scholefield will assume the position of Senior Independent Director.

The Board is committed to achieving and demonstrating high standards of corporate governance.

The Board has put in place a framework for corporate governance which it believes is appropriate to an investment trust. In doing so, the Board has considered the principles and recommendations of the AIC Code of Corporate Governance (the “**AIC Code**”). The AIC Code addresses all of the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations which are of specific relevance to investment trusts.

The Board

The Board’s policy on tenure is that Directors need not serve on the Board for a limited period of time only. The Board does not consider that the length of service of a Director is as important as the contribution he or she has to make, and therefore the relevance of individual length of service will be determined on a case by case basis. The Articles require that directors are subject to re-election at a maximum interval of three years but the Board has decided as a matter of Company policy that the Directors are required to retire and, if appropriate, seek re-election annually. The Board is not controlled by long-serving Directors. The Board considers that the benefits of experience and seniority are particularly important and generally help promote independent performance by directors in carrying out their duties. The Board considers that none of the Directors’ other commitments interferes with the discharge of their duties to the Company.

The AIC Code provides that the Board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual Directors. The Board conducts an annual evaluation of its performance and that of its committees, using questionnaires and discussion amongst other tools, to ensure that the Directors have all devoted sufficient time and contributed adequately to the work of the Board and Committees.

Audit Committee

The Audit Committee, chaired by Caroline Ramsay and comprising all of the Directors, meets at least twice per year. The main responsibilities of the Audit Committee include monitoring the integrity of the Company’s financial statements, the appropriateness of its accounting policies and reviewing the internal control systems and the risks to which the Company is exposed. The Audit Committee is also responsible for making recommendations to the Board regarding the appointment and independence of the Auditors, the objectivity and effectiveness of the audit process and monitoring any non-audit services provided to the Company by the Auditors. The Audit Committee also recommends the approval of the Company’s financial statements to the Board and confirms to the Board that the financial statements are fair, balanced and understandable. In addition, the Audit Committee provides a forum through which the Auditors report to the Board. Representatives from the AIFM and the Investment Manager may be invited to attend meetings of the Audit Committee and to report on matters as required.

Nomination Committee

The Nomination Committee, chaired by the Chairman of the Board and comprising all of the Directors, meets at least annually. The Nomination Committee is responsible for ensuring that the Board has an appropriate balance of skills and experience to carry out its duties, for identifying and nominating to the Board new Directors and for proposing that existing Directors be re-elected. The Nomination Committee undertakes an annual performance evaluation of the Board, led by the Chairman. When the Nomination Committee is reviewing the Chairman’s performance, or considering his successor, the Nomination Committee is chaired by the Senior Independent Director.

Management Engagement Committee

The Management Engagement Committee was created as a separate committee of the Board with effect from 1 July 2018, having previously been incorporated into the Audit and Management Engagement Committee. The Committee comprises all of the Directors and is chaired by Tim Scholefield. The principal responsibilities of the Committee are to monitor and evaluate the performance of the Manager and, at least annually, to review the continued retention of the Manager and the relationship with the Manager and other key service providers to the Company.

Remuneration Committee

As all of the Directors are non-executive, the Board is of the view that there is no requirement for a separate remuneration committee. The Nomination Committee fulfils the requirement to review regularly the levels of Directors' remuneration.

Conflicts of interest

The AIFM and the Investment Manager and their officers and employees may be involved in other financial, investment or professional activities that may on occasion give rise to conflicts of interest with the Company. In particular, the AIFM and the Investment Manager may provide investment management, investment advice or other services in relation to a number of funds that may have similar investment policies to that of the Company.

The AIFM and the Investment Manager will have regard to its obligations under the AIFM Agreement or otherwise to act in the best interests of the Company, so far as is practicable having regard to their obligations to other clients or funds, should potential conflicts of interest arise.

The AIFM and the Investment Manager have put in place organisational and administrative arrangements to ensure that reasonable steps are taken to prevent a conflict giving rise to a material risk of damage to the interests of its clients. In addition, where the AIFM or the Investment Manager pays or accepts any fee or commission, or provides or receives any non-monetary benefit in relation to its investment services, the AIFM and the Investment Manager take care to ensure that such benefits do not place it or any third party firm in a situation which would not be in compliance with the general duty to act in accordance with the best interests of their clients.

PART 4

DETAILS OF THE ISSUE AND THE SCHEME

Introduction

The Issue is being undertaken pursuant to the proposed scheme of reconstruction and voluntary winding up of Dunedin. The Board of Dunedin has resolved to recommend the Scheme to Dunedin Shareholders. The Scheme involves Dunedin being placed into members' voluntary liquidation and Dunedin Shareholders receiving New Shares issued by the Company in exchange for the transfer to the Company of the cash, undertaking and other assets of Dunedin.

The New Shares are only available to Dunedin Shareholders under the Scheme. The New Shares are not being offered to the Existing Shareholders or to the public.

The Directors believe that the profile of a typical investor is a private individual (including those that are professionally advised) wishing to gain exposure to an investment in UK smaller companies and who is capable of evaluating the risks and merits of an investment in the Ordinary Shares and who has sufficient resources to bear any loss which may result from an investment in the Ordinary Shares. The Issue has not been underwritten.

Details of the Scheme

Under the Scheme, Dunedin will be wound up voluntarily pursuant to a scheme of reconstruction under section 110 of the Insolvency Act 1986.

The Scheme provides for the cash, undertaking and other assets of Dunedin to be transferred to the Company in consideration for the issue of New Shares of an equivalent value to Dunedin Shareholders. The Scheme is subject to, amongst other conditions, its approval by Dunedin Shareholders at the Dunedin General Meetings and Existing Shareholders approving the issue of New Shares in connection with the Scheme at the General Meeting.

The Proposals will be implemented in accordance with the terms of the Transfer Agreement that will be entered into among the Company, Dunedin, the Liquidators, the Investment Manager and Dunedin's investment manager. Further details of the Transfer Agreement are provided in paragraph 8 of Part 7 of this document. The Dunedin Portfolio is aligned with the Portfolio. Any cash that is transferred in accordance with the terms of the Transfer Agreement will be invested by the Company in accordance with the Company's investment policy.

Details of the Issue

The Scheme will be effected on an adjusted NAV for NAV basis as at the Calculation Date. Following the Calculation Date, Dunedin will set aside cash and other assets in the Liquidation Fund in an amount which it considers sufficient to provide for all current and future, actual and contingent liabilities of Dunedin, including a retention (estimated to be £50,000) in respect of unascertained and unknown liabilities. Thereafter, the balance of the cash, undertaking and other assets of Dunedin shall be transferred to the Company. To the extent that any part of the Liquidation Fund is not subsequently required to discharge Dunedin's liabilities, it will be transferred to the Company for the account of the Company as an accretion to its assets without any further Ordinary Shares being issued in respect of such transfer.

For the purposes of the Scheme, the Dunedin NAV as at the Calculation Date will be adjusted to take account of (i) the Liquidators' retention (estimated to be £50,000); and (ii) all other costs associated with the Proposals not already accrued by Dunedin (the "**FAV per Dunedin Share**"). The Company's NAV at the Calculation Date will be adjusted to take account of any dividends that have been declared but not paid (the "**FAV per Ordinary Share**").

The number of New Shares to which each Dunedin Shareholder is entitled will be calculated by dividing the FAV per Dunedin Share by the FAV per Ordinary Share and applying this ratio to the number of Dunedin Shares that Dunedin Shareholder holds.

The New Shares issued pursuant to the Scheme will rank equally in all respects with the existing issued Ordinary Shares.

For illustrative purposes only, had the Calculation Date been 30 August 2018, being the latest practicable date prior to the publication of this document, and assuming that no Dunedin Shareholders exercise their right to dissent from participation in the Scheme, the FAV per Dunedin Share would have been 324.05 pence and the FAV per Ordinary Share would have been 560.99 pence. On the basis of these figures, had the Calculation Date been 30 August 2018, a Dunedin Shareholder who held 1,000 Dunedin Shares on 30 August 2018 would have received 577 New Shares under the Scheme.

In aggregate, 27,644,268 New Shares would have been issued to Dunedin Shareholders under the Scheme, representing approximately 27.4 per cent. of the issued Ordinary Share capital of the Enlarged Company.

Conditions of the Proposals

The Proposals are subject to a number of conditions, including:

- the passing of the resolutions to approve the Scheme at the Dunedin General Meetings and the Scheme becoming unconditional (including the Transfer Agreement becoming unconditional in all respects);
- the passing of the special resolution to approve the issue of the New Shares at the General Meeting;
- the UK Listing Authority agreeing to admit the New Shares to the Official List and the London Stock Exchange agreeing to admit the New Shares to trading on its Main Market, subject only to allotment; and
- the Dunedin Directors not having exercised their right not to proceed with the Scheme if, within seven days after the passing of the resolution at the First General Meeting of Dunedin, Shareholders of Dunedin validly exercise their rights under section 111(2) of the Insolvency Act 1986 in respect of more than 10 per cent. in nominal value of the issued share capital of Dunedin.

If any conditions are not satisfied by 31 December 2018, the Proposals will not become effective, the Company will not proceed with the Issue and will incur the abort costs referred to below.

Costs and expenses of the Proposals

In the event that the Scheme is implemented, Dunedin shall bear all of its own costs and the Company's costs associated with the Proposals, such costs estimated to be approximately £1.8 million (including irrecoverable VAT and stamp duty) and the Existing Shareholders will bear no costs in connection with the Proposals.

If Dunedin resolves to implement the Scheme but the Company does not (including if Existing Shareholders do not approve any resolution required to implement the Scheme) then the Company shall bear the abort costs of both parties (estimated at £410,000 in respect of the Company and £325,000 in respect of Dunedin).

If the Company resolves to implement the Scheme but Dunedin does not (including if Dunedin Shareholders do not approve any resolution required to implement the Scheme) then Dunedin shall bear the abort costs of both parties, as estimated above.

If both of the parties resolve not to proceed to implement the Scheme on the terms described in this document (including if both Existing Shareholders and the Dunedin Shareholders do not approve any resolutions required to implement the Scheme) then each party will bear its own abort costs.

Admission and dealings

Application will be made to the UK Listing Authority and to the London Stock Exchange for the New Shares to be admitted to the premium segment of the Official List and to trading on the Main Market. If the Scheme becomes effective, it is expected that the New Shares will be admitted to the Official List

on 10 October 2018, and the first day of dealings in such shares on the Main Market will be 10 October 2018.

The New Shares will be in registered form. Temporary documents of title will not be issued. The ISIN of the New Shares will be GB0002959582. Dunedin Shareholders who hold their Dunedin Shares in uncertificated form and are entitled to receive New Shares, will receive New Shares in uncertificated form on 10 October 2018. Certificates in respect of New Shares to be issued to Dunedin Shareholders who hold their Dunedin Shares in certificated form and are entitled to receive New Shares, will be despatched in the week commencing 15 October 2018.

Fractional entitlements to New Shares pursuant to the Scheme will not be issued under the Proposals and entitlements will be rounded down to the nearest whole number. No cash payments shall be made or returned in respect of any fractional entitlements which will be retained for the benefit of the Company.

Dilution

For illustrative purposes only, had the Calculation Date been 30 August 2018 (being the latest practicable date prior to the publication of this document), the Ordinary Shares held by the Existing Shareholders would have represented approximately 72.6 per cent. of the Ordinary Share capital of the Enlarged Company immediately following completion of the Scheme and on that basis the Existing Shareholders would have their percentage shareholding diluted by approximately 27.4 per cent.

For the avoidance of doubt, the value of the underlying assets and the NAV per Ordinary Share attributable to the Existing Shareholders will not be altered as a direct consequence of the Scheme becoming effective.

Proposed Director

If the Scheme becomes effective, it is intended that Alexa Henderson (currently a Dunedin Director) will join the Board on the Effective Date. The Proposed Director will be a non-executive Director and independent of the AIFM and the Investment Manager. It is proposed that Alexa Henderson will be paid £23,000 per annum in respect of her appointment as a non-executive Director of the Company.

Biographies of all current Directors and the Proposed Director are set out in Part 3 of this document.

PART 5

FINANCIAL INFORMATION

A. FINANCIAL INFORMATION RELATING TO THE COMPANY

1. Introduction

The statutory accounts of the Company for the three financial years ended 30 June 2016, 30 June 2017 and 30 June 2018 have been prepared in accordance with United Kingdom law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The statutory accounts of the Company for the financial years ended 30 June 2016 and 30 June 2017, in respect of which the Company's auditors at that time, Ernst & Young LLP, Statutory Auditor, who are members of the Institute of Chartered Accountants in England and Wales, made an unqualified report under section 495 and section 497 of the Companies Act, did not contain any statement under section 498(2) or (3) of the Companies Act. The statutory accounts of the Company for the year ended 30 June 2018, in respect of which the Company's current auditors KPMG LLP, Chartered Accountants and Statutory Auditors, who are members of the Institute of Chartered Accountants in England and Wales, made an unqualified report under section 495 and section 497 of the Companies Act, did not contain any statement under section 498(2) or (3) of the Companies Act.

Copies of the statutory accounts of the Company for the three financial years ended 30 June 2016, 30 June 2017 and 30 June 2018 are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW and the registered office of the Company, 1st Floor, Kintyre House, 205 West George Street, Glasgow G2 2LW until 8 October 2018.

2. Historical financial information

Historical financial information relating to the Company on the matters referred to below is included in the published annual report and audited accounts of the Company for the three financial years ended 30 June 2016, 30 June 2017 and 30 June 2018 as set out in the table below and is expressly incorporated by reference into this document. The non-incorporated parts of these annual reports of the Company are either not relevant to investors or covered elsewhere in this document.

Nature of information	<i>Statutory Accounts for year ended</i>		
	<i>30 June 2016 Page No.</i>	<i>30 June 2017 Page No.</i>	<i>30 June 2018 Page No.</i>
Key Financial Highlights	2	4	4
Chairman's Statement	4	6	6
Investment Manager's Report	6	16	17
Portfolio of Investments	10	22	23
Independent Auditors' Report	38	45	46
Statement of Comprehensive Income	44	50	49
Statement of Financial Position	45	51	50
Statement of Changes in Equity	46	52	51
Statement of Cash Flows	47	53	52
Notes to the Financial Statements	48	54	53

3. Selected financial information

The information in this paragraph 3 is information regarding the Company which has been prepared by the Company and has been extracted directly from the historical financial information referred to in paragraph 2 of this Part 5A. Selected historical audited financial information relating to the Company which summarises the financial condition of the Company for the three financial years ended 30 June 2016, 30 June 2017 and 30 June 2018 is set out in the following table:

	<i>Year ended 30 June 2016</i>	<i>Year ended 30 June 2017</i>	<i>Year ended 30 June 2018</i>
Net asset value			
Net assets (£'000)	240,629	324,016	408,274
Equity Shareholders' funds (£'000)	240,629	324,016	408,274
Diluted net asset value per Ordinary Share (pence)	345.43	456.60	552.93
Income			
Revenue return after taxation (£'000)	4,505	4,338	5,066
Revenue return per Ordinary Share (pence)	6.76	6.42	7.24
Dividend per Ordinary Share in respect of the financial year (pence)	6.60	6.70	7.00
Ongoing charges			
As a percentage of average equity Shareholders' funds	1.13%	1.08%	1.04%
NAV/share price returns			
Net asset value per share total return	4.1%	35.0%	24.8%
Ordinary Share price total return	7.2%	38.9%	17.7%

4. Operating and financial review

A description of changes in the performance of the Company, both capital and revenue, and changes to the Portfolio of investments is set out in the sections headed "Chairman's Statement", "Investment Manager's Report" and "List of Investments" in the published statutory accounts of the Company as follows:

Nature of information	<i>Statutory Accounts for year ended</i>		
	<i>30 June 2016 Page No.</i>	<i>30 June 2017 Page No.</i>	<i>30 June 2018 Page No.</i>
Chairman's Statement	4	6	6
Investment Manager's Report	6	16	17
Portfolio of Investments	10	22	23

5. Significant change

Since 30 June 2018 (being the end of the most recent financial period of the Company for which financial information has been published), there has been no significant change in the financial or trading position of the Company.

6. Significant gross change

The Proposals will constitute a significant gross change in relation to the Company. Had the Proposals been undertaken at the date of this document and had the Company completed the acquisition of substantially all of Dunedin's assets on that date, the effect of this significant gross change would have been: (i) to increase the net assets of the Company by approximately £155 million (being the net assets of Dunedin at the date of this document less the aggregate costs and expenses associated with implementation of the Proposals); and (ii) to spread the fixed costs of the Company over a larger asset base. The Proposals are not expected to have a material impact on the Company's earnings per share.

7. Capitalisation and indebtedness

The following table sets out the capitalisation and indebtedness of the Company (distinguishing between guaranteed and unguaranteed, and secured and unsecured indebtedness) as at 30 June 2018 (the information in the table below being audited financial information extracted from the Annual Report and Accounts of the Company for the year ended 30 June 2018):

	30 June 2018 (£'000)
Total current debt	
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	—
Total non-current debt	
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	(24,790)
Shareholders' equity	
– Share capital	19,071
– Legal reserves (excl. revenue reserves)	66,004
– Other reserves	323,199
Total shareholders' equity	<u>408,274</u>

The following table shows the Company's capitalisation and indebtedness as at 30 June 2018 (the information in the table being audited financial information extracted from the Annual Report and Accounts of the Company for the year ended 30 June 2018):

	£'000
A. Cash	415
B. Cash equivalent	9,559
C. Trading securities	424,194
D. Liquidity (A+B+C)	434,168
E. Current financial receivable	—
F. Current bank debt	—
G. Current portion of non-current debt	—
H. Other current financial debt	—
I. Current financial debt (F+G+H)	—
J. Net current financial indebtedness/(cash) (I-E-D)	(434,168)
K. Non-current bank loans	24,790
L. Bonds issued	—
M. Other non-current loans	—
N. Non-current financial indebtedness (K+L+M)	24,790
O. Net financial indebtedness/(cash) (J+N)	(409,378)

8. Working capital

The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements (that is, for at least the next 12 months from the date of this document).

9. Net Asset Value

The unaudited Net Asset Value per Ordinary Share as at 30 August 2018 was 560.99 pence including current income.

10. Analysis of investment portfolio

As at 30 August 2018 (being the latest practicable date prior to the publication of this document), the Portfolio comprised investments and cash with an aggregate unaudited value, calculated in accordance with the Company's accounting policies, of approximately £438.4 million.

The following tables show the distribution of the Portfolio by asset class and sector as at 30 August 2018.

	<i>% of Total Assets</i>
Market Capitalisation Exposure	
FTSE 100	3.4
FTSE 250	14.3
Numis Smaller Companies plus AIM (ex Investment Companies) Index	71.9
FTSE AIM Index	8.7
Non-Index	1.7
	<u>100.0</u>

<i>By sector</i>	<i>Valuation (£'000)</i>	<i>% of Total Assets</i>
Industrials	108,270	24.6
Consumer Services	74,948	17.1
Consumer Goods	66,333	15.2
Technology	62,388	14.1
Health Care	52,176	11.9
Financials	37,739	8.6
Telecoms	15,665	3.6
Cash and Other	20,864	4.8
Total investments	<u>438,383</u>	<u>100</u>

As at 30 August 2018 (being the latest practicable date prior to publication of this document) the Portfolio consisted of the following investments:

<i>Stock</i>	<i>Sector</i>	<i>Valuation as at 30 August 2018 (£'000)</i>	<i>Weight %</i>
Fevertree Drinks	Consumer Goods	21,318	4.9
Dechra Pharmaceuticals	Health Care	18,520	4.2
JD Sports Fashion	Consumer Services	16,698	3.8
First Derivatives	Technology	16,342	3.7
Abcam	Health Care	15,214	3.5
Midwich	Industrials	14,577	3.3
NMC Health	Health Care	14,085	3.2
Accesso Technology	Technology	13,509	3.1
Hilton Food Group	Consumer Goods	12,817	2.9
Cranswick	Consumer Goods	12,524	2.9
Workspace	Financials	12,298	2.8
Gamma Communication	Telecommunications	11,620	2.7
RWS	Industrials	11,446	2.6
XP Power	Industrials	10,702	2.4
GB Group	Technology	10,692	2.4
Dart	Consumer Services	9,983	2.3
Diploma	Industrials	9,450	2.2
Next Fifteen Communications	Consumer Services	9,155	2.1
Marshalls	Industrials	9,109	2.1
4imprint Group	Consumer Services	8,970	2.0
FDM Group	Technology	8,547	1.9
Sanne Group	Industrials	8,461	1.9
Hill & Smith Holdings	Industrials	7,599	1.7
Joules Group	Consumer Services	7,334	1.7
Mattioli Woods	Financials	7,210	1.6
Kainos	Technology	7,004	1.6
The Gym Group	Consumer Services	6,974	1.6
Alpha Financial Markets	Industrials	6,912	1.6
Gooch & Housego	Industrials	6,763	1.5
Boot (Henry)	Industrials	6,675	1.5
CVS Group	Consumer Services	6,655	1.5
Ted Baker	Consumer Goods	6,386	1.5
Blue Prism	Technology	6,294	1.4
Paypoint	Industrials	5,628	1.3
Big Yellow	Financials	5,523	1.3
Safestore Holdings	Financials	5,332	1.2
Motorpoint	Consumer Services	4,992	1.1
Ricardo	Industrials	4,487	1.0
Eco Animal Health Group	Health Care	4,357	1.0
Telecom Plus	Telecommunications	4,045	0.9
Paragon	Financials	3,875	0.9
Headlam	Consumer Goods	3,829	0.9
Fisher (James) & Sons	Industrials	3,539	0.8
Nucleus Financial	Financials	3,501	0.8
Team 17	Consumer Goods	3,432	0.8
Smart Metering Systems	Industrials	2,922	0.7
Gear4Music	Consumer Goods	2,715	0.6
Hotel Chocolat	Consumer Goods	2,663	0.6
Hostelworld	Consumer Services	2,613	0.6
Greggs	Consumer Services	1,574	0.4
Nichols	Consumer Goods	649	0.1
Cash & Other		20,864	4.8
TOTAL PORTFOLIO		438,383	100

The information in this paragraph 10 is unaudited information on the Company, which has been extracted from the internal management accounting records held by the Company and has not been reported on by an accountant.

B. FINANCIAL INFORMATION RELATING TO DUNEDIN

1. Introduction

The statutory accounts of Dunedin for the three financial years ended 31 October 2015, 31 October 2016 and 31 October 2017 have been prepared in accordance with United Kingdom law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The statutory accounts of Dunedin for these financial years, in respect of which the Company's current auditors KPMG LLP, Chartered Accountants and Statutory Auditors, who are members of the Institute of Chartered Accountants in England and Wales, made an unqualified report under section 495 and section 497 of the Companies Act, did not contain any statement under section 498(2) or (3) of the Companies Act.

Copies of the statutory accounts of Dunedin for the three financial years ended 31 October 2015, 31 October 2016 and 31 October 2017 are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW and the registered office of Dunedin, 40 Princes Street, Edinburgh EH2 2BY until 8 October 2018.

2. Historical financial information

Historical financial information relating to Dunedin on the matters referred to below is included in the published annual report and audited accounts of Dunedin for the three financial years ended 31 October 2015, 31 October 2016 and 31 October 2017 and the six months ended 30 April 2017 and 30 April 2018 as set out in the table below and is expressly incorporated by reference into this document. The non-incorporated parts of these annual reports of Dunedin are either not relevant to investors or covered elsewhere in this document.

<i>Nature of information</i>	<i>Statutory accounts for year ended</i>			<i>Unaudited half yearly report for the six months ended</i>	
	<i>31 October 2015 Page No.</i>	<i>31 October 2016 Page No.</i>	<i>31 October 2017 Page No.</i>	<i>30 April 2017 Page No.</i>	<i>30 April 2018 Page No.</i>
Financial Summary	2	2	2	1	1
Chairman's Statement	4	4	4	2	2
Investment Manager's Review	14	15	16	–	–
List of Investments	21	21	23	5	5
Independent Auditors' Report	40	41	43	15	15
Statement of Comprehensive Income	42	43	46	7	7
Statement of Financial Position	43	44	47	8	8
Statement of Changes in Equity	44	45	48	9	9
Statement of Cash Flows	45	46	49	10	10
Notes to the Financial Statements	46	47	50	11	11

3. Selected financial information

The information in this paragraph 3 is information regarding Dunedin which has been prepared by Dunedin and has been extracted directly from the historical financial information referred to in paragraph 2 of this Part 5B. Selected historical audited financial information relating to Dunedin which summarises the financial condition of the Company for the three financial years ended 31 October 2015, 31 October 2016 and 31 October 2017 and unaudited financial information in relation to the six month periods ended 30 April 2017 and 30 April 2018 is set out in the following table:

	<i>Year ended 31 October 2015</i>	<i>Year ended 31 October 2016</i>	<i>Year ended 31 October 2017</i>	<i>Six months ended 30 April 2017</i>	<i>Six months ended 30 April 2018</i>
Net asset value					
Net assets (£'000)	112,823	117,618	152,630	134,414	156,874
Equity Shareholders' funds (£'000)	112,823	117,618	152,630	134,414	156,874
Diluted net asset value per Ordinary Share (pence)	235.75	245.77	318.93	280.86	327.80
Income					
Revenue return after taxation (£'000)	2,954	2,862	2,592	1,141	1,541
Revenue return per Ordinary Share (pence)	6.17	5.98	5.42	2.38	3.22
Dividend per Ordinary Share in respect of the financial year (pence)	6.00	6.15	6.39	2.15	2.15
Ongoing charges					
As a percentage of average equity Shareholders' funds excluding performance fee	0.81%	0.81%	0.77%	—	0.73%
As a percentage of average equity Shareholders' funds including performance fee	1.03%	0.83%	1.36%	—	1.05%
NAV/share price total returns					
Net asset value per share total return	10.7%	7.0%	32.8%	16.0%	4.1%

4. Operating and financial review

A description of changes in the performance of the Company, both capital and revenue, and changes to the Portfolio of investments is set out in the sections headed "Chairman's Statement", "Investment Manager's Review" and "Portfolio" in the published statutory accounts of the Company as follows:

<i>Nature of information</i>	<i>Statutory accounts for year ended</i>			<i>Unaudited half yearly report for the six months ended</i>	
	<i>31 October 2015 Page No.</i>	<i>31 October 2016 Page No.</i>	<i>31 October 2017 Page No.</i>	<i>30 April 2017 Page No.</i>	<i>30 April 2018 Page No.</i>
Chairman's Statement	4	4	4	2	2
Investment Manager's Review	14	15	16	—	—
Portfolio	21	21	23	5	5

C. PRO FORMA FINANCIAL INFORMATION

Section A – report by KPMG LLP on the unaudited pro forma financial information relating to the Enlarged Company

The Directors
Standard Life UK Smaller Companies Trust plc
1st Floor
Kintyre House
205 West George Street
Glasgow
G2 2LW

4 September 2018

Dear Sirs

Standard Life UK Smaller Companies Trust plc (“the Company”)

We report on the pro forma financial information (the “**Pro forma financial information**”) set out in Section B of Part 5C of the prospectus dated 4 September 2018, which has been prepared on the basis described, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 30 June 2018. This report is required by item 20.2 of Annex I of the Prospectus Directive Regulation and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

It is the responsibility of the directors of Standard Life UK Smaller Companies Trust plc to prepare the Pro forma financial information in accordance with Annex II of the Prospectus Directive Regulation.

It is our responsibility to form an opinion, as required by item 20.2 of Annex I of the Prospectus Directive Regulation, as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I of the Prospectus Directive Regulation, consenting to its inclusion in the prospectus.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

Opinion

In our opinion:

- the Pro forma financial information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with paragraph 1.2 of Annex I of the Prospectus Directive Regulation.

Yours faithfully

KPMG LLP

Section B – Unaudited pro forma financial information of the Enlarged Company

Part 1 – Unaudited pro forma statement of comprehensive income

The following unaudited pro forma statement of comprehensive income has been prepared to illustrate the effect of the Scheme on the earnings of the Enlarged Company for the year ended 30 June 2018 as if the Scheme had occurred at the start of the financial period on 1 July 2017.

The unaudited pro forma statement of comprehensive income has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the Enlarged Company's actual financial position or results nor is it indicative of the results that may or may not be expected to be achieved in the future.

The unaudited pro forma statement of comprehensive income is based on the income of the Company for the year ended 30 June 2018, as set out in the audited statutory accounts for that period (summarised in Part 5A of this document) which have been prepared on a basis consistent with UK Accounting Standards, including FRS 102 'The Financial Reporting Standard' applicable in the UK and Republic of Ireland and the earnings of Dunedin for the year ended 31 October 2017 as set out in the Dunedin audited statutory accounts for that period (summarised in Part 5B of this document) which have been prepared on a basis consistent with UK Accounting Standards, including FRS 102 'The Financial Reporting Standard' applicable in the UK and Republic of Ireland.

	<i>Standard Life UK Smaller Companies Trust plc (Note 1) (£'000)</i>	<i>Dunedin Smaller Companies Investment Trust PLC (Note 2) (£'000)</i>	<i>Adjustments (£'000)</i>	<i>Pro forma total (£'000)</i>
Net gains on investments held at fair value	73,456	36,652	—	110,108
Currency gains	—	12	—	12
Income	6,765	3,221	—	9,986
Investment management fee	(3,079)	(1,351)	—	(4,430)
Other administrative expenses	(722)	(456)	(1,797)	(2,975)
Net return before finance costs and taxation	76,420	38,078	(1,797)	112,701
Finance costs	(829)	(124)	—	(953)
Return on ordinary activities before taxation	75,591	37,954	(1,797)	111,748
Taxation	—	—	—	—
Return on ordinary activities after taxation	75,591	37,954	(1,797)	111,748
Return per Ordinary Share	108.06p	79.31p		

Notes

1. The earnings of the Company for the year ended 30 June 2018 have been extracted without material adjustment from their audited statutory accounts for that period which are summarised in Part 5A of this document.
2. The earnings of Dunedin for the year ended 31 October 2017 have been extracted without material adjustment from their audited statutory accounts for that period which are summarised in Part 5B of this document.
3. The adjustments reflect the estimated costs of the Proposals. These adjustments are not expected to have a continuing impact on the statement of comprehensive income.

Part 2 – Unaudited pro forma statement of financial position

The following unaudited pro forma statement of financial position has been prepared to illustrate the effect of the Scheme on the net assets of the Enlarged Company for the year ended 30 June 2018 as if the Scheme had occurred on 30 June 2018.

The unaudited pro forma statement of financial position has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the Enlarged Company's actual financial position or results.

The unaudited pro forma statement of financial position is based on the net assets of the Company as at 30 June 2018, as set out in the audited statutory accounts for the financial year ended 30 June 2018 (summarised in Part 5A of this document) which have been prepared on a basis consistent with UK Accounting Standards, including FRS 102 'The Financial Reporting Standard' applicable in the UK and Republic of Ireland and the net assets for Dunedin as at 30 April 2018 as set out in the Dunedin unaudited half yearly report for the six month period ended 30 April 2018 (summarised in Part 5B of this document) which have been prepared on a basis consistent with UK Accounting Standards, including FRS 102 'The Financial Reporting Standard' applicable in the UK and Republic of Ireland, being the most accurate and up to date source of information.

	<i>Standard Life UK Smaller Companies Trust plc (Note 1) (£'000)</i>	<i>Dunedin Smaller Companies Investment Trust PLC (Note 2) (£'000)</i>	<i>Adjustments (£'000)</i>	<i>Pro forma total (£'000)</i>
Non-current assets				
Investments held at fair value through profit or loss	424,194	158,595	—	582,789
Current assets				
Debtors and prepayments	1,161	988	—	2,149
Investments in AAA-rated money market funds	9,559	—	—	9,559
Cash and short-term deposits	415	4,098	—	4,513
Current liabilities				
Creditors: amounts falling due within one year	(2,265)	(1,812)	(1,797)	(5,874)
Net current (liabilities)/assets	8,870	3,274	(1,797)	10,347
Total assets less current liabilities	433,064	161,869	(1,797)	593,136
Creditors: amounts falling due after more than one year				
Bank loan	(24,790)	(4,995)	—	(29,785)
Net assets	408,274	156,874	(1,797)	563,351
Capital and reserves				
Called-up share capital	19,071	2,393	—	21,464
Share premium account	29,693	30	—	29,723
Special reserve	36,311	—	—	36,311
Capital redemption reserve	—	2,233	—	2,233
Capital reserve	314,924	148,233	(1,726)	461,431
Revenue reserve	8,275	3,985	(71)	12,189
Equity shareholders' funds	408,274	156,874	(1,797)	563,351
Net asset value per ordinary share	552.93p	327.80p		

Notes

1. The net assets of the Company as at 30 June 2018 have been extracted without material adjustment from their unaudited half yearly accounts for that period which are summarised in Part 5 A of this document.
2. The net assets of Dunedin as at 30 April 2018 have been extracted without material adjustment from their unaudited half yearly accounts for that period which are summarised in Part 5 B of this document.
3. The adjustments reflect the estimated costs of the Proposals.

PART 6

TAXATION

The information contained in this document relating to taxation is a summary of the taxation matters which the Directors consider should be brought to the attention of Dunedin Shareholders. The following statements are intended as a general guide only and do not constitute tax or legal advice to any prospective investor or Shareholder. They are based upon United Kingdom law and HMRC practice in force as at the date of this document, and relate only to the position of Shareholders who are beneficial owners of their Ordinary Shares. They may not relate to certain categories of Shareholders, such as dealers in securities. Dunedin Shareholders should consult their own professional advisers on the potential tax consequences of acquiring, holding or selling Ordinary Shares.

1. The Company

It is the intention of the Directors to continue to conduct the affairs of the Company so as to satisfy the conditions for approval as an investment trust under sections 1158 and 1159 of the CTA 2010. The Company will continue to be approved as an investment trust pursuant to the Investment Trust (Approved Company) (Tax) Regulations 2011 and will therefore continue to have investment trust status in each accounting period going forward, other than to the extent that the Company commits a serious breach of any of the conditions for qualification as an investment trust, and will be exempt from United Kingdom taxation on its capital gains. In order to maintain its investment trust status, the Company must not, *inter alia*, be a close company. The Directors do not anticipate that the Company will be a close company.

The Company will be liable to UK corporation tax on its income profits in the normal way, with dividend income generally being exempt from UK corporation tax. Income arising from overseas investments may be subject to foreign withholding taxes at varying rates, but double taxation relief may be available.

2. Shareholders

2.1. Taxation of capital gains

Individual Shareholders resident in the UK for taxation purposes may, depending upon their personal circumstances, be liable to UK capital gains tax on chargeable gains arising from the sale or other disposal (which includes disposal upon a winding up) of their Ordinary Shares. A disposal by an individual Shareholder who is resident in the UK for taxation purposes will be subject to capital gains tax at a rate of tax of 20 per cent. where the individual pays income tax at the higher or additional rates of tax; otherwise a tax rate of 10 per cent. applies. An individual may be able to claim certain reliefs (including the annual exemption in respect of the first £11,700 of capital gains received in the fiscal year 2018/19).

Shareholders which are corporations resident in the UK will generally be liable to UK corporation tax on chargeable gains arising from the sale or other disposal of their Ordinary Shares. Shareholders which are corporations resident in the UK will benefit from an indexation allowance – intended to increase the tax base cost of an asset in line with inflation – calculated up until 31 December 2017. This applies regardless of the date of disposal. Indexation allowance may not create or increase an allowable loss.

Shareholders who are not resident in the UK for taxation purposes will not normally be liable to capital gains tax in the UK arising from the sale or other disposal of their Ordinary Shares unless (in the case of a corporate Shareholder) those Ordinary Shares are held through a UK branch or agency, although they may be subject to foreign taxation depending upon their personal circumstances.

2.2. Taxation of dividends

2.2.1. Individuals

Each individual who is resident in the UK for tax purposes is entitled to an annual tax free dividend allowance of £2,000 (tax year 2018/19). Dividends received in excess of this

threshold will be taxed, for the fiscal year 2018/19 at 7.5 per cent. (basic rate taxpayers), 32.5 per cent. (higher rate taxpayers) and 38.1 per cent. (additional rate taxpayers).

No UK withholding tax will be applied to dividends paid by the Company.

2.2.2. Other Shareholders

UK resident corporate Shareholders may be subject to corporation tax on dividends paid by the Company unless the dividends fall within one of the exempt classes on Part 9A of CTA 2009.

It is important that Dunedin Shareholders who are not resident in the UK for tax purposes obtain their own tax advice concerning tax liabilities on dividends received from the Company.

3. Stamp duty and stamp duty reserve tax

Issue of New Shares pursuant to the Issue

The issue of New Shares pursuant to the Issue should not give rise to any stamp duty or stamp duty reserve tax.

Subsequent transfers

An agreement to transfer Ordinary Shares through CREST will normally be subject to stamp duty reserve tax (“SDRT”) at the rate of 0.5 per cent. of the amount or value of the consideration given. However, if the transferee is a person to whom the depositary receipt or clearance service charge to SDRT may apply, SDRT at the rate of 1.5 per cent. may be applicable on the value of the consideration given. If an instrument of transfer of the Ordinary Shares is subsequently executed (for example, if the Ordinary Shares are not transferred through CREST), it will generally be subject to stamp duty at the rate of 0.5 per cent. of the amount or value of the consideration given. Where the transferee is a person to whom the depositary receipt or clearance service charge to stamp duty may apply, stamp duty at the rate of 1.5 per cent. may apply to the value of the consideration given. In either case, the stamp duty payable must be rounded up to the nearest multiple of £5. When such an instrument of transfer is duly stamped and stamp duty is paid within specified time limits, the SDRT charge will be cancelled and any stamp duty reserve tax already paid will be refunded.

Paperless transfers of Ordinary Shares (such as those occurring within CREST) are generally liable to SDRT, rather than stamp duty at the rate of 0.5 per cent. of the amount or value of the consideration given. When Ordinary Shares are transferred into the CREST system, there should generally be no SDRT on the transfer (unless made for a consideration, in which case SDRT will be payable at the rate of 0.5 per cent. of the actual consideration given).

Liability to pay stamp duty or SDRT is normally that of the transferee or purchaser.

Certain persons (e.g. brokers or custodians) may have SDRT liabilities and compliance obligations in respect of certain transactions and agreements involving Ordinary Shares. Such persons should seek their own professional advice in respect of these liabilities and obligations.

Special rules may apply to transfers, or agreements to transfer, treasury shares. Specific advice should be sought in respect of such transactions.

4. ISAs, SIPPs and SSASs

To the extent that Dunedin Shareholders hold their Dunedin Shares within an ISA, SIPP or SSAS, New Shares issued to the Dunedin Shareholders pursuant to the Scheme should also be eligible for inclusion within the same ISA, SIPP or SSAS.

5. Information reporting

The UK has entered into international agreements with a number of jurisdictions which provide for the exchange of information in order to combat tax evasion and improve tax compliance. These include, but are not limited to, FATCA. The UK has also introduced legislation implementing other international exchange of information arrangements, including the Common Reporting Standard developed by the

Organisation for Economic Co-operation and Development and the EU Directive on Administrative Cooperation in Tax Matters. In connection with such international agreements and arrangements the Company may, among other things, be required to collect and report to HMRC certain information regarding Shareholders and other account holders of the Company and HMRC may pass this information on to tax authorities in other jurisdictions in accordance with the relevant international agreements.

PART 7

ADDITIONAL INFORMATION

1. Incorporation and general

- 1.1. The Company was incorporated and registered in Scotland on 9 July 1993 as a public company limited by shares under the Companies Act with registered number SC145455. The principal legislation under which the Company operates is the Companies Act and regulations made under that Act. The Company's registered office is at Maven Capital Partners UK LLP, 1st Floor Kintyre House, 205 West George Street, Glasgow, G2 2LW (telephone number: 0141 306 7400).
- 1.2. As an investment trust, the Company is not regulated as a collective investment scheme by the FCA. However, as a company with its shares admitted to the premium listing segment of the Official List and trading on the Main Market, it is subject to the Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules, Market Abuse Regulation and the rules of the London Stock Exchange. The Company operates in conformity with its constitution.
- 1.3. In accordance with the Companies Act, the objects of the Company are unrestricted.
- 1.4. The AIFM is a private limited company incorporated in Scotland under the Companies Act on 7 June 1988 with registered number SC111488. The AIFM's registered office is at 1 George Street, Edinburgh, EH2 2LL (telephone number: 0345 600 2268). The AIFM is authorised and regulated by the FCA with firm reference number 143445.
- 1.5. The Investment Manager is a private limited company incorporated in Scotland under the Companies Act on 27 February 1990 with registered number SC123321. The Investment Manager's registered office is at 1 George Street, Edinburgh, EH2 2LL (telephone number: 0345 600 2268). The Investment Manager is authorised and regulated by the FCA with firm reference number 188406.
- 1.6. The Depositary is a foreign company incorporated in France and is registered in England and Wales with registration number FC023666. The Depositary's registered office in England is at 10 Harewood Avenue, London NW1 6AA (telephone number: 020 7595 2000). The Depositary is regulated by the FCA and PRA with firm reference number 206940.

2. Share capital

- 2.1. As at the 30 August 2018, being the latest practicable date prior to the publication of this document, the issued and fully paid share capital of the Company (excluding Ordinary Shares held in treasury) consisted of:

	<i>No. of</i>	
	<i>Ordinary Shares</i>	<i>Nominal value</i>
Ordinary Shares	73,297,475	£18,324,368.75

As at the 30 August 2018, being the latest practicable date prior to the publication of this document, the Company held 2,988,105 Ordinary Shares in treasury. The Ordinary Shares are admitted to the premium listed segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. The Company has an authorised share capital of £37,499,749 divided into 149,998,996 Ordinary Shares.

For illustrative purposes only, had the Calculation Date been 30 August 2018, being the latest practicable date prior to the publication of this document, the issued and fully paid share capital of the Company immediately following the Issue would have been as follows*:

	<i>No. of</i>	
	<i>Ordinary Shares</i>	<i>Nominal value</i>
Ordinary Shares	100,941,743	£25,235,435.75

* On the basis that 27,644,268 New Shares were issued. These figures exclude the 2,988,105 Ordinary Shares held in treasury.

- 2.2. The following changes have occurred in the share capital of the Company between 1 July 2015 and 30 June 2018:
- 2.2.1. in the financial year from 1 July 2015 to 30 June 2016, the Company issued 1,473,384 Ordinary Shares from treasury;
- 2.2.2. in the financial year from 1 July 2016 to 30 June 2017, the Company issued 1,274,097 Ordinary Shares from treasury and purchased 443,818 Ordinary Shares into treasury; and
- 2.2.3. in the financial year from 1 July 2017 to 30 June 2018, the Company issued 927,892 Ordinary Shares from treasury and 4,658,405 Ordinary Shares in relation to the final conversion of the 3.5 per cent. convertible unsecured loan stock.
- 2.3. As at close of business on 30 August 2018, being the latest practicable date prior to the publication of this document, the Company was aware of the following persons who have, directly or indirectly, voting rights representing 3 per cent. or more of the issued share capital of the Company.

<i>Registered shareholder</i>	<i>No. of Ordinary Shares</i>	<i>Percentage of issued share capital</i>
Brewin Dolphin	9,856,711	13.37
Hargreaves Lansdown	7,087,242	9.16
M&G Investment Management	4,856,859	6.59
Aberdeen Standard Investments	4,674,989	6.34
Alliance Trust Savings	4,588,200	6.22
Investec Wealth & Investment	4,098,874	5.56
Legal & General Investment Management	3,064,229	4.16
Speirs & Jeffrey	2,900,470	3.93

The Company is not aware of any person or persons who, following the Issue will or could, directly or indirectly, jointly or severally, exercise control over the Company. There are no different voting rights for any Shareholder.

- 2.4. No share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.
- 2.5. At the annual general meeting of the Company held on 26 October 2017, the Directors were authorised as follows:
- 2.5.1. generally and unconditionally, pursuant to section 551 of the Companies Act, to allot Ordinary Shares and to grant rights to subscribe for or to convert any securities into Ordinary Shares up to an aggregate nominal amount of £1,706,283 (equivalent to 6,825,132 Ordinary Shares) such authority to expire at the conclusion of the Company's next annual general meeting;
- 2.5.2. pursuant to sections 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560 of the Companies Act), including the grant of rights to subscribe for, or to convert any securities into, Ordinary Shares (i) for cash pursuant to the authority noted in paragraph 2.4.1 above or (ii) held by the Company in treasury, as if sub-section 561(1) of the Companies Act did not apply to any such allotment of equity securities, provided that this authority is to expire at the conclusion of the next annual general meeting of the Company (save that the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired) and is limited to the allotment of equity securities up to an aggregate nominal amount of £1,706,283 (equivalent to 6,825,132 Ordinary Shares); and

- 2.5.3. generally and unconditionally, pursuant to section 701 of the Companies Act, to make market purchases of Ordinary Shares either for retention as treasury shares for future reissue, resale, transfer or cancellation up to a maximum amount of 10,230,874 Ordinary Shares such authority to expire at the conclusion of the Company's next annual general meeting.
- 2.6. As at 30 August 2018, being the latest practicable date prior to the publication of this document, the Company had issued 927,892 Ordinary Shares in accordance with the authority granted under paragraph 2.5.1 and 2.5.2 above and therefore has remaining authority to issue up to 5,897,240 Ordinary Shares.
- 2.7. As at 30 August 2018, being the latest practicable date prior to the publication of this document, the Company had bought back 540,155 Ordinary Shares in accordance with the authority granted under paragraph 2.5.3 above and therefore has remaining authority to buy back up to 9,690,719 Ordinary Shares.
- 2.8. The Directors intend to request Shareholders renew the authorities set out in paragraph 2.5 above at the annual general meeting of the Company to be held on 25 October 2018.
- 2.9. At a general meeting of the Company to be held on 3 October 2018, the Directors will seek Shareholder authority generally and unconditionally, pursuant to section 551 of the Companies Act, to allot New Shares and to grant rights to subscribe for or to convert any securities into New Shares up to an aggregate nominal amount of £7,500,000 in connection with the Issue (such authority to expire on 31 December 2018).

3. Articles of Association

The Ordinary Shares (which at the date of this document are the only class of share in issue in the Company) have attached thereto the respective rights and privileges and are subject to the respective limitations and restrictions set out in this section 3.

3.1. Dividends

The Company in general meeting may by ordinary resolution declare dividends, but only on the recommendation of the Board and no dividend shall be exceed the amount recommended by the Board. The Board may also from time to time pay such interim dividends as appear to them to be justified by the profits of the Company. Any such dividend so declared shall be paid proportionately to the amounts paid up on the member's Shares in the accounting period in respect of which the dividend is paid. The Company may pay dividends of specific assets (rather than cash) where this is recommended by the Board and approved by ordinary resolution of the members.

Any dividend unclaimed for a period of 12 years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

In the event that a restriction notice has been served, and the person holding the restricted Shares holds at least 0.25 per cent. in number or nominal value of the Shares in the Company, the Board may withhold the payment of all or part of any dividend (including shares issued in lieu of dividends) due on those restricted Shares.

3.2. Voting rights

3.2.1. General voting rights

The holder of an Ordinary Share shall be entitled to receive notice of and to attend, speak and vote at all general meetings in person (or, if a corporation, by a duly authorised representative) or by proxy. At any general meeting, on a show of hands every holder of Ordinary Shares who is present and entitled to vote shall have one vote and upon a poll every such holder of shares present in person, by corporate representative or by proxy shall have one vote in respect of each share held by him. However, no member shall be entitled to exercise a vote at any general meeting (or class meeting) (i) in relation to an Ordinary Share if any call or other sum immediately payable by him in respect of that Ordinary Share remains unpaid; or (ii) in relation to any Shares

if a member has been served with a direction notice by the Directors in the manner described in paragraph (b) below and has failed to supply to the Company the information required thereby within 14 days.

3.2.2. *Restrictions on voting*

If a holder of Shares or any person appearing to be interested in those Shares, is served with a statutory notice by the Company under the Companies Act (which notice demands the disclosure of certain information regarding the receiver's interest in the Shares) but defaults in supplying to the Company the information thereby required within 14 days of the service of such notice then the Directors may serve on the holder of those Shares a further notice (a "restriction notice") the effect of which is, *inter alia*, to prevent the holder from voting at any general meeting or class meeting of the Company in respect of those Shares.

3.3. **Redemption rights**

The Company may (subject to company law and any rights conferred on the holders of any other Shares) issue Shares which are to be redeemed, or are liable to be redeemed, at the option of the Company or the holder of the Share.

3.4. **Issues of Shares**

The Directors may, subject to the provisions of the Companies Act 1985, the Companies Act and of the Articles, dispose of any unissued Shares and may offer, allot, grant options over, or otherwise deal with or dispose of them to such persons, at such times and for such consideration and upon such terms as the Board may decide.

3.5. **Transfer of Shares**

The Articles provide that Shares may be transferred on the following basis, subject to any specific restrictions set out in the Articles (including those detailed below) which may be applicable:

3.5.1. any member may transfer all or any of his uncertificated Shares by means of a relevant system in such manner provided for, and subject as provided in the Uncertificated Securities Regulations 2001 and the rules of any relevant system, and accordingly no provision of the Articles shall apply in respect of an uncertificated share to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the Share to be transferred; and

3.5.2. any member may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the Board may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (in the case of a partly paid share) the transferee, and the transferor shall be deemed to remain the holder of the share concerned until the name of the transferee is entered in the register of members of the Company in respect of it.

However the Board may, in its absolute discretion and without giving any reason for so doing, decline to register any transfer of any Share which is not fully paid provided that where such Share is admitted to the Official List such discretion may not be exercised in such a way as to prevent dealings in Shares of that class from taking place on an open and proper basis.

The Board may also decline to register a transfer of an uncertificated Share in the circumstances set out in the Uncertificated Securities Regulations 2001, and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

In relation to certificated Shares, the Board may also decline to register any transfer unless:

(a) the instrument of transfer is left at the registered office of the Company or such other place as the Board may from time to time determine accompanied (save

in the case of a transfer by a person to whom the Company is not required by law to issue a certificate and to whom a certificate has not been issued) by the certificate for the Share to which it relates and such other evidence as the Board may reasonably require to show the right of the person executing the instrument of transfer to make the transfer;

- (b) (if stamp duty is generally chargeable on transfers of certificated Shares) the instrument of transfer is duly stamped or adjudged or certified as not chargeable to stamp duty;
- (c) the instrument of transfer is in respect of only one class of Share; and
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four.

The Directors may in addition decline, subject to the Uncertificated Securities Regulations 2001, to register the transfer of a share subject to a restriction notice where the person holding the restricted Shares holds at least 0.25 per cent. in number or nominal value of the Shares in the Company. This restriction cannot be applied where the transfer is pursuant to an "arms length sale".

3.6. **Variation of Rights**

All or any of the rights for the time being attached to any class of Shares in issue may (whether or not the Company is being wound up) be varied either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class (excluding any Shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of those Shares. All the provisions of the Articles as to general meetings of the Company shall, *mutatis mutandis*, apply to any such separate general meeting, but so that the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued Shares of the class (excluding any Shares of that class held as treasury shares), (but so that at any adjourned meeting one holder present in person or by proxy (whatever the number of Shares held by him) shall be a quorum), that every holder of Shares of the class present in person or by proxy (excluding any Shares of that class held as treasury shares) shall be entitled on a poll to one vote for every Share of the class held by him (subject to any rights or restrictions attached to any class of Shares) and that any holder of Shares of the class present in person or by proxy may demand a poll. The foregoing provisions shall apply to the variation of any special rights which only attach to certain Shares of a particular class as if the shares carrying such special rights formed a separate class.

3.7. **Alteration of Capital**

The Company may from time to time by ordinary resolution:

- 3.7.1. increase its share capital by such sum to be divided into Shares of such amount as the resolution shall prescribe;
- 3.7.2. consolidate, or consolidate and then divide, all or any of its share capital into Shares of larger amount than its existing Shares;
- 3.7.3. sub-divide all or any of its Shares into Shares of smaller amounts and the resolution may determine that, as between the Shares resulting from the sub-division, any of them may be given any preferred, deferred or other rights or be subject to any restrictions as the Company has power to attach to unissued Ordinary Shares as compared with the others; and
- 3.7.4. cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.

The Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or any other undistributable reserve in any manner permitted by law.

3.8. **Untraced Shareholders**

Subject to various notice requirements, the Company may sell on the London Stock Exchange at the best price reasonably obtainable any certificated Share (including further Shares issued in respect of that Share) provided that for a period of 12 years at least three dividends on those Shares have become payable and no such dividend has been claimed by presentation at a bank of the relevant cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of (or person entitled to) the Shares or otherwise been transferred through CREST (or another relevant service), and so far as the directors are aware the Company has not received any communication during the relevant period from the holder of, or person entitled to those Shares.

3.9. **Capital Reserve**

The Board shall establish a reserve to be called the “capital reserve” and shall either carry to the credit of such reserve from time to time all capital profits or appreciations arising on the sale, transposition, payment of or revaluation of any investment or other capital asset of the Company in excess of the book value thereof or apply the same in providing for depreciation or contingencies. For the avoidance of doubt, accrued but unpaid interest or any sum received in respect of accrued but unpaid interest shall not be treated as capital profits or appreciations arising on the sale, transposition, payment off of or revaluation of any investment or other capital asset. Any losses realised on the sale, transposition, payment off of or revaluation of any investment or other capital asset and any other expenses, loss or liability (or provision thereof) considered by the Board to be of a capital nature shall be carried to the debit of the capital reserve except in so far as the Board may in its discretion decide to make good the same out of other funds of the Company. Any increase or diminution in the amount of any index-linked stock or other index-linked obligation of the Company shall be carried to the debit or credit of the capital reserve, except so far as the Board may in its discretion decide to make good the same out of or credit the same to other funds or reserves of the Company.

Subject to company law and without prejudice to the foregoing generality, the Board may determine whether any amount received by the Company is to be dealt with as income or capital or partly one and partly the other. The Board may determine whether any cost, liability or expense (including, without limitation, any costs incurred or sums expended in connection with the management of the assets of the Company or finance costs (including, without limitation, any interest payable by the Company in respect of any borrowings of the Company) is to be treated as a cost, liability or expense chargeable to capital or to revenues or partly one and partly the other, having regard, *inter alia*, to the investment objectives of the Company, and to the extent the Board determines that any such cost, liability or expense should reasonably and fairly be apportioned to capital the Board may debit or charge the same to the capital reserve.

Any surplus over the book value derived from the sale or realisation of any capital asset and any other sums representing capital profits within the meaning of section 265 of the Companies Act 1985 or section 832 of the Companies Act or any other accretions to capital assets, including in particular any sums resulting from the writing up of the book values of any capital assets and any surpluses arising from the realisation of investments, shall not be transferred to the revenue account or be regarded or treated as profits of the Company available for dividend or any other distribution within the meaning ascribed thereto by section 263(2) of the Companies Act 1985 or section 829 of the Companies Act (otherwise than by way of the redemption or purchase of any of the Shares in accordance with section 160 or 162 of the Companies Act 1985 or Chapter 3 or 4 of Part 18 of the Companies Act).

3.10. **Borrowing Powers**

The Board may, subject to the restrictions set out below, exercise all of the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to company law and the Articles, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) so as to

secure (so far, as regards subsidiaries, as by such exercise it can secure) that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Group (which expression in the Articles means and includes the Company and its subsidiaries for the time being with the phrase “company in the Group” being construed accordingly) exclusive of borrowings by one member of the Group from another, together with any fixed or minimum premium payable on final redemption or repayment thereof (or, in the case of an index-linked stock or other index-linked obligation, the highest amount that would be repayable thereon under the provisions of the instrument constituting or regulating such stock or obligation if such stock or obligation were to be redeemed on the date on which the calculation falls to be made) after deducting the amount of cash deposited shall not at the time of borrowing, without the previous sanction of an ordinary resolution of the Company in general meeting, exceed the aggregate of the amount paid up on the share capital of the Company and the amount standing to the credit of the capital and revenue reserves (including, without prejudice to the generality of the foregoing, any share premium account, capital reserve, capital redemption reserve, revaluation or other reserve and any balance on the revenue account), all as shown in the latest balance sheet but:

- 3.10.1. adjusted in respect of any variation in the paid up share capital, share premium account or capital redemption reserve since the date to which that balance sheet was made up;
 - 3.10.2. excluding any amounts set aside for taxation and any amounts attributable to minority or outside shareholders in subsidiaries;
 - 3.10.3. deducting any debit balance on the revenue account or other reserve account at the date to which that balance sheet was made up; and
 - 3.10.4. deducting the gross amount of any distributions (other than distributions made out of profits earned since the date to which that balance sheet is made up and distributions to another company in the Group) in cash or specie made since that date and not provided for in that balance sheet.
- 3.11. The term “moneys borrowed” shall include (but shall not be restricted to):
- 3.11.1. the principal amount for the time being outstanding of any debentures (as defined in section 738 of the Companies Act) together with any fixed or minimum premium payable on final redemption or repayment thereof (or, in the case of an index-linked stock or other index-linked obligation, the highest amount that would be repayable thereon under the provisions of the instrument constituting or regulating such stock or obligation if such stock or obligation were to be redeemed on the date on which the calculation falls to be made) notwithstanding that the same be issued in whole or in part for a consideration other than cash; and
 - 3.11.2. the nominal amount of any issued share capital of any corporate body and the principal amount of any moneys borrowed, the redemption or repayment whereof is guaranteed or secured or the subject of an indemnity by the Company or any of its subsidiaries, together in either case with any fixed or minimum premium payable on final redemption or repayment (or, in the case of an index-linked stock or other index-linked obligation, the highest amount that would be repayable thereon under the provisions of the instrument constituting or regulating such stock or obligation if such stock or obligation were to be redeemed on the date on which the calculation falls to be made), except so far as either (i) such share capital or the debt owing in respect of such borrowed moneys is for the time being beneficially owned by the Company or any of its subsidiaries; or (ii) such borrowed moneys are otherwise taken into account as moneys borrowed by the Company or any of its subsidiaries.

3.12. **Directors**

3.12.1. *Number of Directors*

The minimum number of Directors is two and the maximum number of Directors is seven.

3.12.2. *Appointment and removal of Directors*

The Company may by ordinary resolution appoint any person who is willing to act to be a Director (either as an addition to the Board or to fill a vacancy). The Board may also appoint any person to the Board (either as an addition or to fill a vacancy) for the period from the date of appointment until the next annual general meeting.

Each Director shall retire from office at the third annual general meeting after the annual general meeting at which they were last elected until the ninth anniversary of their appointment and shall retire from office annually thereafter.

The Company may remove a Director at any time by ordinary resolution.

The office of Director shall also be vacated if:

- (a) he resigns his office by notice in writing; or
- (b) by notice in writing he offers to resign and the Board resolves to accept such offer; or
- (c) by notice in writing his resignation is requested by all of the other Directors and all of the other Directors are not less than three in number; or
- (d) he is or has been suffering from mental ill health or becomes a patient for any purpose of any statute relating to mental health and the Board resolves that his office is vacated; or
- (e) he is absent without the permission of the Board from meetings of the Board (whether or not an alternate director appointed by him attends) for six consecutive months and the Board resolves that his office is vacated; or
- (f) he becomes bankrupt or compounds with his creditors generally; or
- (g) he is prohibited by law from being a Director; or
- (h) he ceases to be a Director by virtue of company law or is removed from office pursuant to the Articles.

3.12.3. *Directors' fees, expenses and remuneration*

The fees paid to Directors for their services as Directors shall not exceed £150,000 in aggregate or such higher amount as the Company may by ordinary resolution determine. A Director may also be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board (or any committee thereof) and any other meeting that he is entitled to attend and all other costs and expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of his duties. A Director who is appointed to any executive office or who performs services which, in the opinion of the Board, go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board (or any committee thereof) may think fit.

3.12.4. *Directors' interests*

No Director or proposed or intending director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any contract in which any Director is in any way interested be liable to be avoided, nor shall any Director who is so interested be liable to account to the Company or the members for any remuneration, profit or other benefit realised by the contract by reason of the Director holding that office or of the fiduciary relationship thereby established.

A Director may hold any other office or place of profit with the Company (except that of Auditor) for such period (subject to company law) and upon such terms as the Board

may decide, and may be paid such extra remuneration for so doing as the Board or any committee authorised by the Board may decide.

A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested or as regards which it has any power of appointment, and shall not be liable to account to the Company or the members for any remuneration, profit or other benefit received by him/her as a Director or officer of or from his interest in the other company.

A Director may act by himself or his firm in a professional capacity (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

A Director shall not vote on or be counted in the quorum in relation to any resolution of the Board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested.

A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board in respect of any actual or proposed transaction or arrangement with the Company in which he has an interest which (taken together with any interest of any person connected with him) is to his knowledge an interest of which he is aware, or ought reasonably to be aware, does conflict, or can reasonably be regarded as likely to give rise to a conflict, with the interests of the Company and, if he shall do so, his vote shall not be counted (subject to certain carve-outs).

A Director who is in any way, whether directly or indirectly, interested in a actual or proposed transaction or arrangement with the Company shall declare the nature and extent of his interest at the meeting of the Board at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.

In respect of any situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, the Board may authorise the matter, on such terms as they may determine, provided that:

- (a) the Director has declared the full nature and extent of the situation to the Board; and
- (b) it is proposed (either by the Director in question or another) that the Board authorise the matter and upon the resolution to do so the requirement for the quorum is met without counting the Director in question and the resolution was agreed to without such Director voting or would have been agreed to if that conflicted Director's vote had not been counted.

Subject to the Companies Act and the Listing Rules, the Company may by ordinary resolution suspend or relax the above provisions on Directors' conflicts to any extent or ratify any transaction not duly authorised by reason of a contravention of the Articles.

3.12.5. *Voting and quorum*

Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

The quorum at Board meetings shall be two Directors (unless fixed at another number by the Board).

3.13. **Winding Up**

On a winding up of the Company (whether the liquidation is voluntary or by the Court), the liquidator may, with the authority of a special resolution of the Company, divide among the members *in specie* or kind the whole or any part of the assets of the Company.

3.14. General Meetings

Annual general meetings shall be convened by not less than 21 clear days' notice in writing. All other general meeting shall be called by not less than 14 clear days' notice in writing. The notice shall specify the place, day and time of the meeting, and the general nature of the business to be transacted. Notice of every general meeting shall be given to all members other than any who, under the provisions of the Articles or the terms of issue of the Shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors.

The Directors may, from time to time, make such arrangements for the purpose of controlling the level of attendance at any such place as they shall, in their absolute discretion, consider appropriate, and may from time to time vary any such arrangements or make any new arrangements in place of them, provided that the entitlement of a member to attend a meeting or adjourned meeting shall be satisfied by his being given the entitlement to attend at such place as may be specified by the Directors for the purpose.

The Board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse entry to, or to eject from, such general meeting any person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

4. Directors' and other interests

- 4.1. It is estimated that the aggregate remuneration to be paid and benefits in kind to be granted to the Directors by the Company for the current financial period ending 30 June 2019 will be £133,416.67 split as follows.

<i>Director</i>	<i>Fees (£)</i>
Allister Langlands	34,000.00
Caroline Ramsay	27,000.00
Carol Ferguson*	7,666.67
Tim Scholefield	24,500.00
Ashton Bradbury	23,000.00
Alexa Henderson**	17,250.00

* It is intended that Carol Ferguson will step down from the Board at the annual general meeting of the Company to be held on 25 October 2018.

** If the Scheme becomes effective Alexa Henderson will join the Board on 8 October 2018.

- 4.2. The Directors' fees are reviewed annually. The total remuneration paid and benefits in kind granted to the Directors will not be varied as a consequence of the Issue. No Director is eligible for pension, retirement or similar benefits and no amounts have been set aside by the Company to provide pension, retirement or similar benefits.
- 4.3. No Director has a service contract with the Company, nor are any such contracts proposed. Each Director has been appointed pursuant to a letter of appointment entered into with the Company. Their appointments are subject to the Articles and can be terminated without notice and without compensation.
- 4.4. Any new Directors appointed during the year must stand for election at the first annual general meeting following their appointment. Thereafter, each of the Directors is obliged to retire and, subject to a performance evaluation, if they wish, offer themselves for re-election every three years. Directors who have served on the Board for longer than nine years will submit themselves for re-election every year.
- 4.5. No potential conflicts of interests exist between the duties owed by the Directors to the Company and their private interests and/or other duties.
- 4.6. No loan or guarantee has been granted or provided by the Company for the benefit of any Director.
- 4.7. Alexa Henderson a Dunedin Director has indicated her intention to rollover her investment in Dunedin into New Shares pursuant to the Scheme. Accordingly, following the implementation of

the Issue, the interests of the Directors in the issued share capital of the Company are expected to be as follows:

<i>Director</i>	<i>No. of Ordinary Shares as at 30 August 2018</i>	<i>% of issued share capital prior to the completion of the Issue</i>	<i>No. of Ordinary Shares following completion of the Issue*</i>	<i>% of issued share capital following completion of the Issue*</i>
Allister Langlands	95,000	0.129	95,000	0.094
Ashton Bradbury	—	—	—	—
Carol Ferguson	49,757	0.067	49,757	0.049
Caroline Ramsay	4,545	0.006	4,545	0.005
Tim Scholefield	3,964	0.005	3,964	0.004
Alexa Henderson	—	—	2,917**	0.003

* Assuming that 27,644,268 Ordinary Shares are issued in relation to the Scheme, based on the Net Asset Value of the Company and Dunedin as at 30 August 2018.

** Alexa Henderson currently holds 5,051 Dunedin Shares, had the Calculation Date of the Scheme been 30 August 2018, Alexa Henderson would have received 2,917 New Shares under the Scheme.

4.8. Details of those companies (other than the Company) and partnerships of which the Directors have been a member of the administrative, management or supervisory body or a partner at any time in the five years preceding the date of this document are as follows:

<i>Director</i>	<i>Current Directorships/ Memberships</i>	<i>Previous Directorships/ Memberships</i>
Allister Langlands	<ul style="list-style-type: none"> • D Brash & Sons Limited • D Brash Holdings Limited • Maven Capital (Telfer House) LLP • Maven Income and Growth VCT 5 PLC • Saffron UK Topco Limited • Step Change Engineering Holdings Limited • Starn Energy Services Group Limited • Three60 Energy Limited 	<ul style="list-style-type: none"> • Ethos Group Limited • Exova Group Limited • John Wood Group PLC • WS Atkins plc
Ashton Bradbury	<ul style="list-style-type: none"> • Hargreave Hale AIM VCT 1 plc 	<ul style="list-style-type: none"> • Golf Union of Wales Limited
Carol Ferguson	<ul style="list-style-type: none"> • Rivermead Court Limited • Vernalis PLC 	<ul style="list-style-type: none"> • Blackrock Greater Europe Investment Trust PLC • Chartered Accountants Compensation Scheme Limited • Invesco Asia Trust PLC • The Monks Investment Trust PLC
Caroline Ramsay	<ul style="list-style-type: none"> • Aegon UK plc • Brit Syndicates Limited • Tesco Underwriting Limited 	N/A
Tim Scholefield	<ul style="list-style-type: none"> • City Merchants High Yield Trust Limited • Fidelity Asian Values PLC • F&C Capital and Income Investment Trust PLC 	N/A

<i>Director</i>	<i>Current Directorships/ Memberships</i>	<i>Previous Directorships/ Memberships</i>
Alexa Henderson	<ul style="list-style-type: none"> • Dunedin Smaller Companies Investment Trust PLC • James Walker (Leith) Limited • JPMorgan Japan Smaller Companies Trust plc • F&C UK Real Estate Investments Limited • Bravura Solutions Limited 	<ul style="list-style-type: none"> • Adam & Company Group Limited • Adam & Company Investment Management Limited • SBS Mortgages Limited

4.9. As at the date of this document, none of the Directors:

4.9.1. have any convictions in relation to fraudulent offences for at least the previous five years;

4.9.2. have been the subject of any bankruptcies, receiverships or liquidations when acting in the capacity of a member of the administrative, management or supervisory body or a partner of the companies and/or partnerships referred to in paragraph 4.8 above; or

4.9.3. have been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

4.10. The Company Secretary maintains a conflicts of interest register to monitor any potential conflicts of interest between any duties of the Directors to the Company and their private interests and/or other duties. Save for those companies and/or partnerships referred to in paragraph 4.8 above, there are no potential conflicts of interest. All of the Directors are independent of the Investment Manager and any other company in the same group of companies as the Investment Manager.

5. Subsidiary undertakings

The Company has no subsidiary undertakings.

6. Related party transactions

The Company was not a party to, nor had any interest in, any related party transaction (as defined in the standards adopted according to the Regulation (EC) No 1606/2002) at any time since its incorporation.

7. Mandatory bids, squeeze-out and sell-out rules

7.1. Mandatory bids

As a company incorporated in Scotland with shares which will be admitted to trading on the Main Market, the Company will be subject to the provisions of the Takeover Code. Under Rule 9 of the Takeover Code, any person or group of persons acting in concert with each other who, taken together with shares already held by that person or group of persons, acquires 30 per cent. or more of the voting rights of the Company or holds not less than 30 per cent. but not more than 50 per cent. of the voting rights exercisable at a general meeting and acquires additional shares or interests in shares which increase the percentage of their voting rights, would normally be required to make a general offer in cash at the highest price paid within the preceding 12 months for all the remaining equity share capital of the Company.

Under Rule 37 of the Takeover Code, when a company purchases its own voting shares, a resulting increase in the percentage of voting rights carried by the shareholdings of any person or group of persons acting in concert will be treated as an acquisition for the purposes of Rule 9. A shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make an offer under Rule 9. However, under note 2 to Rule 37, where a shareholder has acquired shares at a time when it had reason to believe that a purchase by the company of its own voting shares might take place, an obligation to make a mandatory bid under

Rule 9 may arise in certain circumstances. The buying back by the Company of Ordinary Shares could, therefore, have implications for Shareholders with significant shareholdings.

7.2. *Squeeze-out and sell-out rules*

Other than as provided by the Companies Act, there are no rules or provisions relating to squeeze-out and sell-out rules in relation to the Ordinary Shares.

8. Material contracts

The following are all of the material contracts, other than contracts entered into in the ordinary course of business, to which the Company has been a party within the two years preceding the date of publication of this document and any other contract, not being a contract entered into in the ordinary course of business, that has been entered into by the Company which contains any provisions under which the Company has any obligation or entitlement which is material to the Company as at the date of this document.

- 8.1. The AIFM Agreement is terminable by either party on six months' notice or on shorter notice in certain circumstances. The terms of the AIFM Agreement have been amended, to provide that from 1 July 2018 the annual management fee which is payable to the AIFM is calculated at a rate of 0.85 per cent. per annum on the first £250 million of Net Assets, 0.65 per cent. per annum on any amounts above £250 million and up to and including £550 million and 0.55 per cent. per annum on any amounts above £550 million. Management fees are calculated quarterly and paid on a quarterly basis.

The AIFM has delegated the day-to-day management of the Portfolio to Standard Life Investments Limited. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Directors from time to time and in accordance with the investment restrictions referred to in the AIFM Agreement.

- 8.2. A depositary agreement between the Company and the Depositary whereby the Depositary is appointed to undertake certain functions required by the AIFMD including the safekeeping of assets and cash-flow monitoring. The depositary arrangements include a depositary service agreement together with a separate service level agreement. A property procedures agreement is also agreed which details the key obligations of the parties in respect of property assets of the Company. The Depositary Agreement does not currently contain provisions for the contractual discharge of the Depositary's liability. The Depositary may however discharge its liability in accordance with Article 21(13) and 21(14) of the AIFMD. If the Depositary does discharge its liability, the Company will notify investors by amending the investor disclosure document available on the Company's website. The Depositary Agreement provides for a notice period of not less than 90 days (although immediate termination is possible in certain prescribed circumstances). However, the Depositary cannot retire prior to a successor depositary having been appointed. The Depositary is paid an annual fee calculated as 0.0165 per cent. on the first £150 million of the property of the Company and 0.015 per cent. of the property of the Company above this level up to £500 million and 0.01 per cent. of the property of the Company above £500 million. The Depositary is also entitled to fees for safe keeping and other services.
- 8.3. If the resolution to be proposed at the Second General Meeting of Dunedin is passed, the Company will enter into the Transfer Agreement on or about the Effective Date, pursuant to which the cash, undertaking and other assets of Dunedin will be transferred to the Company in consideration for the issue of New Shares to Dunedin Shareholders. The parties to the Transfer Agreement have entered into irrevocable undertakings, to enter into the Transfer Agreement on the Effective Date.

9. Investment restrictions

- 9.1. In accordance with the requirements of the UK Listing Authority, the Company:

9.1.1. will not invest more than ten per cent. in aggregate of the value of the total assets of the Company in other investment companies or investment trusts which are listed on the premium listing segment of the Official List;

- 9.1.2. will not conduct any trading activity which is significant in the context of the Company as a whole; and
- 9.1.3. will, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk in accordance with its published investment policy.
- 9.2. As an investment trust, the Company aims to comply with section 1158 of the CTA 2010, which imposes on the Company an obligation to spread investment risk.
- 9.3. In accordance with the requirements of the UK Listing Authority, the Company will not make any material change to its published investment policy without the approval of its Shareholders by ordinary resolution. Such an alteration would be announced by the Company through a Regulatory Information Service.
- 9.4. In the event of any breach of the investment restrictions applicable to the Company, Shareholders will be informed of the actions to be taken by the Company by an announcement issued through a Regulatory Information Service.

10. General

- 10.1. There are no governmental, legal or arbitration proceedings (and, in so far as the Company is aware, there are no governmental, legal or arbitration proceedings pending or threatened) which may have, or have had since incorporation, significant effects on the Company's financial position or profitability.
- 10.2. Winterflood Securities Limited has given and not withdrawn its written consent to the issue of this document with the inclusion therein of references to its name in the form and context in which they are included.
- 10.3. The AIFM has given and not withdrawn its written consent to the issue of this document with the inclusion therein of references to its name in the form and context in which it is included. The Investment Manager accepts responsibility for the statements concerning itself within the section headed 'Risk Factors' and Part 2 of the document. To the best of the knowledge and belief of the Investment Manager, who has taken all reasonable care to ensure that such is the case, the information contained under the aforementioned headings is in accordance with the facts and contains no omission likely to affect its import.

11. Documents available for inspection

Copies of the following documents are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company Maven Capital Partners UK LLP, 1st Floor Kintyre House, 205 West George Street, Glasgow, G2 2LW and the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW until 8 October 2018:

- 11.1. the Articles; and
- 11.2. this document.

12. Availability of this document

This document is available for inspection at www.morningstar.co.uk/uk/NSM and, until 8 October 2018, copies are available for collection, free of charge, from the registered office of the Company, Maven Capital Partners UK LLP, 1st Floor Kintyre House, 205 West George Street, Glasgow, G2 2LW and the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW.

