

19 December 2019

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**MITONOPTIMAL OFFSHORE FUND**

(an umbrella unit trust established in Guernsey and authorised by the Commission as  
an authorised open-ended collective investment scheme of Class B)

**SUPPLEMENTAL SCHEME PARTICULARS**

**Special Situations Fund**

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These Supplemental Scheme Particulars, containing information relating to the Special Situations Fund (the “**Sub-Fund**”) of MitonOptimal Offshore Fund (the “**Fund**”) should be read and construed in conjunction with the scheme particulars relating to the Fund (the “**Scheme Particulars**”). This document is deemed to be incorporated in and to form part of the Scheme Particulars and may not be distributed unless it is accompanied by them and such other documentation as the Scheme Particulars may prescribe.

## **Definitions**

The following words shall have the meanings opposite them unless the context in which they appear requires otherwise:-

***Dealing Day***

Means Wednesday in each week (or if that is not a Business Day then the following Business Day). More frequent Dealing Days may be determined by the Manager from time to time. The Manager reserves the right to exclude a Dealing Day during the Christmas/New Year period. Notification of any exclusion will be made on [www.MitonOptimal.com](http://www.MitonOptimal.com).

***Valuation Point***

Means midnight on the Business Day immediately preceding each Dealing Day.

In any case of conflict or inconsistency between statements in these Supplemental Scheme Particulars and the Scheme Particulars, the Supplemental Scheme Particulars will, as to the Sub-Fund and the Units, supersede the Scheme Particulars as to that conflict.

## Investment Objectives & Details of the Sub-Fund

### Investment Objectives

The objective of the Sub-Fund is to achieve positive returns over the medium to long term by investing substantially all its assets in the Optimal Multi Asset Balanced Fund (the “**Optimal Fund**”). The Optimal Fund's Investment Manager is MitonOptimal UK Limited (formerly Coram Asset Management Limited) (09138865) which is regulated by the UK Financial Conduct Authority (the “**Coram Fund's Manager**”).

The Optimal Fund is a sub-fund of Optimal Global Investment Funds plc (the “Optimal Company”) (formerly Coram Investment Funds plc), an open ended umbrella investment company with segregated liability between sub-funds and variable capital established under the laws of Ireland with a registered number 550564. The Optimal Company has been authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) as amended, supplemented or consolidated from time to time. The investment objective of the Optimal Fund is to provide long-term capital growth by investing in a broad range of asset classes. The Optimal Fund's Manager will construct the portfolio of assets which it considers encompass the most advantageous asset classes, geographic regions, sectors and market capitalisations taking into consideration the macro environment (such as interest rates, performance of GDP, unemployment, monetary and fiscal trends) at the time of selection. Accordingly, the allocation across the asset classes at any time is determined by the Optimal Fund's Manager on an unconstrained basis. There is no geographic, economic or industry focus to the Optimal Fund.

The base currency of the Optimal Fund is GBP. The Optimal Company issues and redeems its shares on a daily basis and accordingly represents a highly liquid investment for the Special Situations Fund.

Further information in relation to the Optimal Fund is detailed in the prospectus relating to the Coram Fund. The prospectus relating to the Optimal Fund is available upon request from the Manager and the provisions thereof are deemed to be incorporated in full in this document. The Manager shall be under no obligation to keep Unitholders informed of amendments to the prospectus of the Optimal Fund. Where the Special Situations Fund is entitled to vote upon Optimal Fund business the Manager may, but is not obliged to, seek Unitholder approval on such matters.

### Base Currency of the Sub-Fund

The base currency of the Sub-Fund is GBP. Classes may be priced and valued in other currencies.

### Classes

The following Classes of Units are available for subscription:

- Special Situations GBP Class (the “**GBP Class**”)
- Special Situations GBP I Class (the “**GBP I Class**”)
- Special Situations GBP E Class (the “**GBP E Class**”)
- Special Situations US\$ Class (the “**US\$ Hedged Class**”)
- Special Situations US\$ I Class (the “**US\$ Hedged I Class**”)
- Special Situations US\$ E Class (the “**US\$ Hedged E Class**”)

- Special Situations Euro Class (the “**Euro Hedged Class**”)
- Special Situations Euro I Class (the “**Euro Hedged I Class**”)
- Special Situations Euro E Class (the “**Euro Hedged E Class**”)
- Special Situations Sing\$ Class (the “**Sing\$ Hedged Class**”)
- Special Situations Sing\$ I Class (the “**Sing\$ Hedged I Class**”)
- Special Situations Sing\$ E Class (the “**Sing\$ Hedged E Class**”)

Classes are priced and valued in their namesake currencies.

The Manager and Trustee may create additional Classes of Units from time to time, which Classes may apply a specific currency, denomination, hedging, initial or redemption charge structure, fee structure, minimum subscription amount or distribution policy or other terms as specified in these Supplemental Scheme Particulars from time to time. Increases and decreases in the Net Asset Value of the Sub-Fund attributable to a Class and other Class-specific items shall be allocated to the Class concerned as further detailed in the Trust Instrument.

### **Currency Overlay Programme**

The Manager may from time to time at its discretion enter into forward foreign exchange contracts in respect of the US\$ Hedged Class, the US\$ Hedged I Class, the US\$ Hedged E Class, the Euro Hedged Class, the Euro Hedged I Class, the Euro Hedged E Class, the Sing\$ Hedged Class, Sing\$ Hedged I Class, and the Sing\$ Hedged E Class (each, a “**Hedged Class**”) for the purpose of reducing (without necessarily providing a perfect hedge against) the effect of adverse currency movements in relation to the underlying investments. No such contract will have a duration of more than six months and the maximum amount which may be payable by way of premium or margin is 10 per cent of the Net Asset Value of the relevant Hedged Class. The costs of such hedging will be borne by the Class to which it relates.

### **Borrowings**

The Manager has power to borrow for the account of the Sub-Fund but such borrowings will be limited to 10 per cent of the Net Asset Value at the time of borrowing. The Manager may utilise this facility for the purpose of funding redemptions and short term liquidity requirements.

### **Distribution Policy**

There will be no distributions of income to Unitholders. All income accruing to each Class will be added to the capital of the Class from which it is derived and reflected in the Net Asset Value of that Class.

## **Offering and Dealing Particulars**

### **Subscriptions**

Under their initial offering, Units in the, the Euro Hedged I Class and the Sing\$ Hedged I Class will be available for subscription at £100, US\$100, €100 or Sing\$100 per Unit from the date of these Supplemental Scheme Particulars until the closing of the initial offering which will take place on such date as the Manager may determine.

In all other cases, Units will be available for subscription on any Dealing Day at a price calculated by reference to the Net Asset Value per Unit of the relevant Class calculated as at the Valuation Point for the relevant Dealing Day. Details as to the calculation of Net Asset Value can be found in the Scheme Particulars.

Applications for Units must be received by the Manager in Guernsey by not later than 3.00 pm (Guernsey time) on the second Business Day immediately preceding the Dealing Day in respect of which the application is made (the “**Relevant Business Day**”). Any Application Form received after 3.00 pm (Guernsey time) on the Relevant Business Day may be deemed to have been received on the next following Business Day and if so, will be carried over to the next following Dealing Day. The Manager reserves the right to accept any application after such cut-off time at its discretion.

If payment in full with cleared funds is not received by 3.00 pm (Guernsey time) on the second Business Day immediately preceding the relevant Dealing Day, the Manager has the right to cancel the issue of the relevant Units (or defer such subscription to the next following Dealing Day). The Manager reserves the right to accept settlement of funds after such cut-off time at its discretion.

Other details as to the application procedure are set out in the Scheme Particulars.

### **Minimum Subscription**

In relation to the GBP Class, GBP E Class, US\$ Hedged Class, US\$ Hedged E Class, Euro Hedged Class, Euro Hedged E Class, Sing\$ Hedged Class and Sing\$ Hedged E Class only: Unless the Manager otherwise agrees in any particular case the minimum initial subscription for Units is £5,000 exclusive of the Placement Fee (if any).

In relation to the GBP I Class, US\$ Hedged I Class, Euro Hedged I Class and Sing\$ Hedged I Class only: Unless the Manager otherwise agrees in any particular case the minimum initial subscription for Units is £1,000,000.

Minimum subscription limits shall also serve as minimum holding limits. The Manager, at its absolute discretion, may vary these amounts but not so as to require Unitholders to increase their holdings. Unitholders may make additional subscriptions on any Dealing Day subject, unless the Manager otherwise agrees in any particular case, to a minimum investment on any one occasion of at least £1,000 exclusive of the Placement Fee (if any).

### **Placement Fees**

In relation to the GBP Class, the US\$ Hedged Class, the Euro Hedged Class and the Sing\$ Hedged Class only: The Creation Price is exclusive of a Placement Fee which may be imposed from time to time at the discretion of the Manager of up to 5 per cent of the Creation Price or of the amount subscribed. Under the Trust Instrument, the Placement Fee may be retained for the use and benefit of the Manager.

## **Redemption Fees**

In relation to GBP E Class, the US\$ Hedged E Class, the Euro Hedged E Class and the Sing\$ Hedged E Class only: As an alternative to the Placement Fee, a Redemption Fee will be deducted, capped at 5 per cent. per individual subscription, which will be paid to the Manager (from the account of the relevant Class) and then capitalized and amortised over 60 months from the date of each individual subscription. A Redemption Fee will be deducted and paid back to the Sub-Fund (for the account of the relevant Class) in an amount equal to any unamortised provision per Unit.

## **Redemptions and Conversions**

Units may be redeemed at the applicable Redemption Price of the relevant Class on any Dealing Day, subject to receipt of a redemption request by the Administrator by 3.00 pm (Guernsey time) on the second Business Day immediately preceding the Dealing Day in respect of which the application is made.

Unitholders are only entitled to exchange Units on a Dealing Day, subject to receipt of a conversion request by the Manager by 3.00 pm (Guernsey time) on the second Business Day immediately preceding the Dealing Day in respect of which the application for conversion is made.

Any redemption request or conversion request received after 3.00 pm (Guernsey time) on the relevant Business Day may be deemed to have been received on the next following Business Day and if so, will be carried over to the next following Dealing Day.

The Manager reserves the right to accept any application after such cut-off time at its discretion.

Other details as to redemptions and conversions can be found in the Scheme Particulars.

At all times the minimum redemption for Units is £1,000. The Manager may vary this amount at its discretion.

## **Calculation of Net Asset Value**

The Net Asset Value per Unit for each Class is calculated as at each Valuation Point. Details as to the calculation of Net Asset Value can be found in the Scheme Particulars.

## **Publication of Prices**

Details as to the publication of prices can be found in the Scheme Particulars.

## **Fees and Expenses**

The fees payable in respect of the Sub-Fund are as follows:

### **The Manager**

Under the terms of the Trust Instrument the Manager is entitled to a periodic fee in respect of each Class equal to:

- 1.25 per cent per annum of the Net Asset Value of the GBP Class, the GBPE Class, the US\$ Hedged Class, the US\$ Hedged E Class, the Euro Hedged Class, the Euro Hedged E Class the Sing\$ Hedged Class and the Sing\$ Hedged E Class; and
- 0.9 per cent per annum of the Net Asset Value of the GBP I Class, US\$ Hedged I Class, the Euro Hedged I Class and the Sing\$ Hedged I Class,

calculated and accrued at each Valuation Point. The periodic fee is payable monthly in arrears on the last Dealing Day in each month. Management fees shall be deducted from the Net Asset Value of the Class to which they relate.

The Manager is responsible for the fees of the Administrator.

### **The Trustee**

The fees of the Trustee are set out in the Scheme Particulars. The minimum annual fee payable to the Trustee is £7,500.

### **Other Fees and Expenses**

The Sub-Fund will bear a pro rata proportion of the ongoing fees and expenses of the Optimal Fund by virtue of its investment in it. The fees and expenses of the Optimal Fund are detailed in the Optimal Fund prospectus, copies of which are available from the Manager, upon request.

## **Risk Factors**

An investment in the Sub-Fund carries substantial risk and is suitable only for persons which can assume the risk of losing their entire investment. Prospective investors should give careful consideration to the following factors in evaluating the merits and suitability of an investment in the Sub-Fund, including whether such an investment is suitable in light of their personal investment goals and financial condition.

**Potential investors who are in any doubt as to the risks involved in investment in the Sub-Fund are recommended to obtain independent financial advice before making an investment in the Sub-Fund.**

### ***Concentration of Investments***

The Sub-Fund will invest all of its assets (to the extent not retained in cash) in the Units of the Coram Fund and will accordingly not itself be diversified.

### ***Currency Exposure***

The Hedged Classes will enter into forward foreign exchange contracts to hedge against the possibility that their base currency may suffer a decline against Sterling. There can be no assurance as to the success of any hedging operations which the Manager may implement in respect of the Hedged Classes.

A forward foreign exchange contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward foreign exchange contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward foreign exchange contracts are effected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of telex or facsimile messages. There is no limitation as to daily price movements on this market and in exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward foreign exchange contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward foreign exchange contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. Whilst the costs of class-specific hedging will generally be allocated to, and borne by, the Hedged Classes, the Sub-Fund will be subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel the Sub-Fund to cover its commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

### ***Illiquidity***

It is not anticipated that there will be an active secondary market for the Units and it is not expected that such a market will develop. Further, a Unitholder's ability to redeem its Units may be limited by the deferred redemptions provisions.

### ***Manager Risk***

The success of the Sub-Fund will be dependent on the performance of the Manager and the performance of the Coram Fund's manager. No assurance can be given that the Manager will succeed in meeting its investment objectives in relation to the Sub-Fund or that its assessment of the short-term or long-term prospects, volatility and correlation of the types of investments referred to in these Supplemental Scheme Particulars will prove accurate.

The overall success of the Sub-Fund depends upon the ability of the Coram Fund's Manager to be successful in its own strategy. The past performance of such strategies is not necessarily indicative of their future profitability, and no strategy can consistently determine which security to purchase or sell at a profit. Any factor which would make it more difficult to execute more timely trades, such as a significant lessening of liquidity in a particular market, would also be detrimental to profitability. Further, the Coram Fund's Manager may modify its strategies from time to time in an attempt to evaluate market movements more favourably. As a result of such periodic modifications, it is possible that the strategies used by the Coram Fund's Manager in the future may be different from those presently in use. No assurance can be given that the strategies to be used by the Coram Fund's Manager will be successful under all or any market conditions. In addition, it is not known what effect, if any, the increase in total funds being managed by the Coram Fund's Manager will have on the performance of its trading methods.

### *Net Asset Value Considerations*

The Net Asset Value per Unit of any Class is expected to fluctuate over time with the performance of the Coram Fund. A Unitholder may not fully recover his initial investment when he redeems his Units or upon compulsory redemption if the Net Asset Value per Unit at the time of such redemption is less than the Creation Price paid by such Unitholder.