

This document is issued by Temple Bar Investment Trust Plc solely in order to make certain particular information available to investors of Temple Bar Investment Trust Plc (the “Company”) before they invest, in accordance with the requirements of the United Kingdom Financial Conduct Authority (“FCA”) Handbook rules implementing in the United Kingdom the UK version of the Alternative Investment Fund Managers Directive (2011/61/EU) as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended, as further amended by UK legislation (“AIFM Directive”).

It is made available to investors (“investors” or “shareholders”) in the Company by being made available on the Company’s website: <https://www.templebarinvestments.co.uk>.

Potential investors in the ordinary shares of 5p each in the Company (the “Ordinary Shares”) should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

TEMPLE BAR INVESTMENT TRUST PLC

INVESTOR DISCLOSURE DOCUMENT

IMPORTANT INFORMATION

Name of Alternative Investment Fund (“AIF”):	Temple Bar Investment Trust Plc
Name of Alternative Investment Fund Manager (“AIFM”):	Frostrow Capital LLP
Name of Portfolio Manager:	RWC Asset Management LLP, trading as “Redwheel”
Name of Depository:	The Bank of New York Mellon (International) Limited
Name of Custodian:	The Bank of New York Mellon (International) Limited
Name of Auditor:	BDO LLP
Stockbroker:	Cavendish Securities plc
Date of Investor Disclosure Document:	September 2024

Regulatory status of the Company and its Alternative Investment Fund Manager (“AIFM”)

Temple Bar Investment Trust Plc is an “Alternative Investment Fund” (“AIF”) for the purposes of the AIFM Directive and the Company has appointed Frostrow Capital LLP (“Frostrow”), to act as its AIFM. Frostrow is authorised and regulated by the FCA as a “full scope UK AIFM” for the purposes of the AIFM Directive.

The Ordinary Shares are listed on the premium segment of the Official List of the FCA and are admitted to trading on the main market of the London Stock Exchange. The Company is subject to its articles of association, the UK Listing Rules (“UKLR”), the Disclosure Guidance and Transparency Rules, the Companies Act 2006 and the Financial Services and Markets Act 2000. The provisions of the Company’s articles of association are binding on the Company and its shareholders.

Implications of the contractual relationship entered into for the purpose of investment

While investors acquire an interest in the Company on subscribing for the Company’s Ordinary Shares, the Company is the sole legal and/or beneficial owner of its investments. Consequently, shareholders have no direct legal or beneficial interest in those investments. The liability of shareholders for the debts and other obligations of the Company is limited to the amount unpaid, if any, on the shares held by them.

Shareholders' rights in respect of their investment in the Company are governed by the Company's articles of association and the Companies Act 2006. The articles of association set out the respective rights and restrictions attaching to the Ordinary Shares. These rights and restrictions apply equally to all shareholders. All shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the Company's articles of association. The Company's articles of association are governed by English law.

Under English law, the following types of claim may in certain circumstances be brought against a company by its shareholders: contractual claims under its articles of association; claims in misrepresentation in respect of statements made in its prospectus and other marketing documents; unfair prejudice claims; and derivative actions. In the event that a shareholder considers that it may have a claim against the Company in connection with such investment in the Company.

Limited purpose of this document

This document is not being issued for any purpose other than to make certain, required regulatory disclosures to investors and, to the fullest extent permitted under applicable law and regulations, the Company and its AIFM, Frostrow, and their directors and members will not be responsible to persons other than the shareholders for their use of this document, nor will they be responsible to any person (including the shareholders) for any use which they may make of this document other than to provide information to invest in the Ordinary Shares.

This document does not purport to provide complete details of the Company and potential investors should not solely rely upon this document when determining whether to make an investment. Furthermore, investors should refer to the risks and disclaimers contained within the Company's latest annual report, which can be found on the Company's website: <https://www.templebarinvestments.co.uk>.

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

This document is not a prospectus and it is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and the Ordinary Shares.

No advice

The Company, its Directors and Frostrow as its AIFM are not advising any person in relation to any investment or other transaction involving the Ordinary Shares in the Company. Recipients must not treat the contents of this document or any subsequent communications from the Company, the AIFM or any of their respective affiliates, officers, directors, partners, employees or employees or agents, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own professional advisers, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment and any other related matters concerning the Company and an investment in the Company's Ordinary Shares.

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

Overseas investors

The distribution of this document in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions. No action has been taken by the Company that would permit an offer of the Ordinary Shares or distribution of any offering or publicity material in any jurisdiction where action for that purpose is required, other than the United Kingdom and the Republic of Ireland, where the Company may market to professional investors. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia or Japan. Accordingly, the Ordinary Shares may not (unless an exemption from such legislation or laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia or Japan. The Company is not registered under the United States Investment Company Act of 1940 (as amended) and investors are not entitled to the benefits of such Act.

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

THE COMPANY

Investment policy and objective

The Company's investment objective is to provide growth in income and capital to achieve a long-term total return greater than the benchmark FTSE All-Share Index, through investment primarily in UK Securities.

The Company's investment policy is to invest in a broad spread of securities with typically the majority of the portfolio selected from constituents of the FTSE 350 Index.

Investment strategy

The Company is actively managed and the Portfolio Manager has broad discretion to invest the Company's assets within the investment policy to achieve the investment objective. The Portfolio Manager seeks to ensure that the portfolio is appropriately diversified having regard to the nature and type of securities (such as performance and liquidity) and sector composition of the portfolio but without restricting the Company from holding a more or less concentrated portfolio from time to time as circumstances require.

The Company's long-term investment strategy emphasises the stocks of companies that are out of favour and whose share prices do not match the Portfolio Manager's assessment of their longer-term value.

In common with many investment trust companies, the Company uses leverage on a permanent basis with the objective of enhancing long-term returns to investors. For many decades this has been undertaken via long-term structural gearing in the form of fixed rate debentures, private placement loans or equivalent instruments with durations of 15 years or more.

The Company is able to employ the most cost effective form of borrowing available in the market at any given time, but prefers to employ long-term gearing.

The two private placement loans and the fixed rate debenture issued by the Company are secured by floating charges over the assets of the Company.

Investment limits and guidelines

The Board of the Company has set certain limits and guidelines to be considered in relation to the investment policy, including:

- The UK equity element of the assets of the Company, including cash (the "Portfolio"), will be mostly invested in the FTSE 350 Index; however, exceptional positions may be sanctioned by the Board and up to 30% of the total assets of the Company may be held in listed international equities, including a maximum of 10% held in emerging market equities.
- The Company may continue to hold securities that cease to be quoted or listed if the Portfolio Manager considers this to be appropriate.
- There is an absolute limit of 10% of the total assets of the Company in individual stocks with a maximum exposure to a specific sector not exceeding 35% of the total assets of the Company, in each case irrespective of their weightings in the benchmark FTSE All-Share Index.
- The Portfolio will typically contain between 30 and 50 holdings.
- Forward foreign exchange transactions may be utilised for hedging currency exposures. Any other derivative instruments which may be utilised for hedging purposes or to exploit a specific investment opportunity require prior consent from the Board of the Company.

- No more than 15% of the total assets of the Company will be invested in other listed investment companies (including listed investment trusts).
- As a general rule it is the Board’s intention that the Portfolio should be reasonably fully invested. An investment level of 90% is regarded as a guideline minimum investment level, dependent on market conditions.
- The Company’s gross gearing range may fluctuate between 0% and 30% based on the current balance sheet structure of the Company, with an absolute limit of 50%.
- The Portfolio may from time to time consist of fixed interest holdings or non-equity interests for yield enhancement and other purposes.

Leverage exposure

Leverage is any method by which the Company's investment exposure is increased. The Company may increase its exposure by using derivatives, by investing cash borrowings, using positions within repurchase or reverse repurchase agreements, through securities lending or borrowing arrangements, or by any other means (the Company's exposure incorporating any increase from leverage is referred to below as the “Leverage Exposure”).

The AIFM Directive prescribes two methodologies for calculating the Leverage Exposure of the Company: the 'gross methodology' and the 'commitment methodology'.

The AIFM and the Board have set limits on aggregate Leverage Exposure which is 250% of the net assets of the Company measured by the gross method or 200% of the net assets of the Company measured by the commitment method. Any change to these maximum limits will be set out in the Company's annual report as will the actual amount of leverage used by the Company in practice. In addition, the Company will notify shareholders of any such changes, rights or guarantees without undue delay by issuing an announcement via a Regulatory Information Service.

These methodologies are briefly summarised below.

- The gross methodology takes into account, as a percentage of the Company's net assets, all Leverage Exposure including the absolute value of the assets of the Company but excludes cash and cash equivalents which are in the base currency of the Company and are highly liquid. In calculating the Leverage Exposure under this method netting or hedging arrangements under derivative positions are not taken into consideration.
- By contrast the commitment methodology for calculating Leverage Exposure includes cash and cash equivalents in the base currency of the Company and also takes into consideration netting and hedging arrangements under derivative positions (purchased and sold derivative positions will be netted where both relate to the same underlying asset).

As at 31 December 2023, the Company’s latest financial year end, the leverage exposure was as follows.

Leverage Exposure	Gross Method (%)	Commitment Method (%)
Maximum Limit	250	200
Actual	110.4	109.8

Changes to the investment policy

No material change will be made to the investment policy without the approval of shareholders by ordinary resolution. Non-material changes to the investment policy may be approved by the Board. In the event of a breach of the investment policy set out above and the investment and gearing restrictions set out therein, the portfolio management team shall inform the AIFM and the Board upon becoming aware of the same and if the AIFM and/or the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

ADMINISTRATION AND MANAGEMENT OF THE COMPANY

The AIFM

The AIFM is Frostrow Capital LLP (“Frostrow” or the “AIFM”), a limited liability partnership, incorporated in England and Wales with registered number OC323835, whose registered office is at 25 Southampton Buildings, London WC2A 1AL.

The AIFM has been authorised by the FCA to act as an alternative investment fund manager pursuant to the AIFMD and has been appointed to act as AIFM of the Company.

The AIFM is responsible for ensuring compliance with the AIFM Directive.

Frostrow has overall responsibility to perform risk management, company secretarial and administration functions for the Company and to advise the Company on a day-to-day basis in accordance with the investment policy of the Company, subject to the supervision, review and control by the Company's Board.

As described elsewhere in this document, the AIFM has delegated a function with respect to its duties to a third party in accordance with the delegation arrangements of the AIFM Directive and has delegated the day-to-day management of the Company's portfolio to the Portfolio Manager. Notwithstanding any delegation, the AIFM shall remain liable to the Company for the proper performance of the portfolio management, risk management and valuation. The Portfolio Manager will be responsible to the AIFM in respect of the management of the investment of the Company's assets in accordance with its investment objectives and policies, subject always to the supervision and direction of the AIFM.

The AIFM does not consider that any conflicts of interest arise from the delegation of its portfolio management function to Redwheel.

Fees

Frostrow Capital LLP will receive:

- (i) 0.125% per annum of net assets up to £250 million; and
- (ii) 0.105% per annum of net assets in excess of £250 million.

The Portfolio Manager

The Company and the AIFM have appointed the Portfolio Manager, RWC Asset Management LLP, trading as "Redwheel", to provide portfolio management and related services in respect of the Company pursuant to the Portfolio Management Agreement.

The Portfolio Management Agreement is terminable on six months' notice given by either party. The Portfolio Management Agreement can be terminated at any time in certain standard circumstances. The Portfolio Management Agreement is governed by the law of England and Wales.

Fees

The Portfolio Manager receives an annual management fee of 0.325% per annum, of the Company's total assets.

The Depositary

The Bank of New York Mellon (International) Limited (the "Depositary") has been appointed as the Company's depositary, as required by the AIFM Directive. The Depositary will carry out the core duties under Article 21(7), (8) and (9) of the AIFM Directive which include cash monitoring, asset verification and general oversight of the Company's portfolio, in accordance with the provision of depositary services, as set out in the Depositary Agreement between the AIFM, the Company and the Depositary. The notice period on the Depositary Agreement is 90 days.

The Depositary holds or arranges for sub-custodians to hold, all of the cash, securities and other assets of the Company and arranges and settles (directly or through sub-custodians) all transactions relating to those assets on behalf of the Company.

Under the terms of the Depositary Agreement between the Company, the Depositary and the AIFM, the Depositary is permitted to procure that The Bank of New York (International) Limited ("BNYM"), or another custodial delegate, hold the Company's financial instruments in custody on the Depositary's behalf.

In this regard, the Company, the Depositary and BNYM have entered into a global custody agreement under which the Depositary has delegated custody of the Company's financial instruments to BNYM. BNYM has the authority to

sub-delegate the custody of the Company's financial instruments provided that BNYM must comply with the same requirements that would apply in the context of a delegation by the Depositary.

The Depositary procures that none of the Investments shall be re-used by BNYM or any other custodial delegate. The AIFM does not consider that any conflicts of interest arise from the delegation of the Depositary's safekeeping.

Liability and indemnity

The provisions in the Depositary Agreement relating to the liability of the Depositary shall be construed in accordance with the AIFM Directive. In the event that a provision in the Depositary Agreement conflicts with the AIFM Directive, the AIFM Directive shall prevail.

The Depositary's liability to the Company shall not be affected by any delegation of its custody functions in accordance with the terms of the Depositary Agreement.

The Depositary has not entered into any contractual arrangement to discharge itself of liability in accordance with Article 21(13) and 21(14) of the AIFM Directive and, therefore, the Depositary's liability is not affected by the delegation of its safe-keeping function as outlined above.

The AIFM does not consider that any conflicts of interest arise from the delegation of the Depositary's safekeeping

Fees

The fees of the Depositary are payable by the Company exclusive of VAT monthly in arrears. The Company pays the Depositary a fee between 0.007% and 0.008% on the Company's net assets per annum.

The Custodians' safekeeping fees are charged according to the jurisdiction in which the holdings are based. The majority of the Company's assets attract a fee of 0.0033% on their market value. Variable transaction fees are also chargeable

Transfer and use of the Company's assets

The Depositary may not use or re-use the Company's securities or other investments without the prior consent of the Company.

The Auditor

BDO LLP

The Auditor provides audit services to the Company.

Fees

Details of the fees paid to the Auditor are set out in the Company's annual report which can be found on the Company's website: <https://www.templebarinvestments.co.uk>.

The Registrar

Equiniti Limited

The Registrar maintains the Company's register of members.

Fees

Details of the fees paid to the Registrar are set out in the Company's annual report which can be found on the Company's website: <https://www.templebarinvestments.co.uk>.

The Prime Broker

The Company does not have a prime brokerage firm.

<p>Other fees, charges and expenses</p> <p>Additional fees payable by the Company to those set out above include: legal fees, broker commissions, directors' fees, professional services fees and expected expenses. Details can be found the Company's latest annual report which can be accessed on the Company's website: https://www.templebarinvestments.co.uk.</p>
<p>Shareholders do not bear any fees, charges and expenses directly, other than any fees, charges and expenses incurred as a consequence of acquiring, transferring, redeeming or otherwise selling their Ordinary Shares.</p>
<p>Conflicts of interest that may arise from the delegation of functions by the AIFM</p> <p>The Depositary, the AIFM and the Portfolio Manager may from time-to-time act as manager, administrator, custodian, alternative investment fund manager, portfolio manager or adviser or distributor in relation to, or be otherwise involved in, other funds or collective investment schemes which have similar investment objectives to those of the Company. It is, therefore, possible that any of them may, in the due course of their business, have potential conflicts of interests with the Company. Each will at all times have regard in such event to its obligations under the Company's articles of association and/or any agreements to which it is party or by which it is bound in relation to the Company and, in particular, but without limitation, to its obligations to act in the best interests of the shareholders when undertaking any investments where conflicts of interest may arise and they will each respectively endeavour to ensure that such conflicts are resolved fairly and, in particular, the Portfolio Manager has agreed to act in a manner which the AIFM in good faith considers fair and equitable in allocating investment opportunities to the Company.</p>
<p>Investor rights against third party service providers</p> <p>The Company is reliant on the performance of third-party providers including those set out above. No shareholder has any direct contractual claim against any service provider with respect to such service provider's default in providing its services to the Company. Any shareholder who believes they may have a claim against any service provider in connection with their investment in the Company should consult their own independent legal adviser.</p>
<p>SHAREHOLDER INFORMATION</p>
<p>Annual reports and accounts</p> <p>Copies of the Company's latest annual and half year reports may be accessed on the Company's website: https://www.templebarinvestments.co.uk or by writing to the Company Secretary at 25 Southampton Buildings, London WC2A 1AL.</p>
<p>Publication of Net Asset Values</p> <p>The previous business day's cum and ex-income Net Asset Value per Share are published each Business Day (a day on which the London Stock Exchange and banks in England and Wales are normally open for business) through a Regulatory Information Service and may be accessed at: https://www.templebarinvestments.co.uk.</p>
<p>Valuation policy</p> <p>The Net Asset Value of the Company and the Net Asset Value per Share will be calculated in sterling by the AIFM on each Business Day. All instructions to issue or cancel Ordinary Shares given for a prior Business Day shall be assumed to have been carried out (and any cash paid or received).</p> <p>The Net Asset Value is the value of all assets of the Company less liabilities to creditors (including provisions for such liabilities) determined in accordance with UK GAAP on the basis of market value. The Company's full accounting policy and valuation methodologies are set out in the company's latest annual report available at: https://www.templebarinvestments.co.uk.</p>

Valuation of the Net Asset Value per share will be suspended only in any circumstances in which the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Any such suspension will be announced to a Regulatory Information Service.

Historical performance of the Company

Details of the Company's historical financial performance are provided in the Company's annual reports and monthly factsheets, which are available on the Company's website: <https://www.templebarinvestments.co.uk>.

Investors should note that past performance of the Company is not necessarily indicative of future performance. Investors may not get back the amount invested.

Purchases and sales of Ordinary Shares by investors

The Company's Ordinary Shares are admitted to the premium segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange. Accordingly, the Company's shares may be purchased and sold on the main market of the London Stock Exchange. The value at which shares trade on the London Stock Exchange may be below (at a "discount" to) or above (at a "premium" to) the Net Asset Value per Share of the Company.

The conditions for the issue of the Company's Ordinary Shares is contained in the Company's annual report and accounts which are available on the Company's website: <https://www.templebarinvestments.co.uk>.

The Company's shares are not redeemable. While the Company will typically have shareholder authority to issue and to buy back shares, shareholders do not have the right to have their shares re-purchased by the Company or to have new shares issued to them. Shareholders may trade their shares on the secondary market but there is, however, no guarantee that there will be a liquid market in the Company's shares.

Jurisdiction and applicable law

As noted above, shareholders' rights are governed principally by the Company's articles of association and the Companies Act 2006. By purchasing Ordinary Shares investors are agreeing to be bound by the articles of association which are governed by, and construed in accordance with, the laws of England and Wales.

Regulation (EC) 593/2008 ("Rome I") must be applied in all member states of the European Union (other than Denmark). Rome I remains applicable in England following the UK leaving the European Union and continues to apply after the end of the transitional period, its provisions having been incorporated into English law under the Law Applicable to Contractual Obligations and Non-Contractual Obligations (Amendment etc.) (EU Exit) Regulations 2019.

A foreign judgment obtained in an EU member state may be recognised and enforced in England pursuant to Council Regulation (EC) 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters. A judgment which has been certified as a European Enforcement Order pursuant to Regulation (EC) 805/2004 may also be recognised and enforced in England.

Fair treatment of investors

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

The AIFM has procedures, arrangements and policies in place to ensure compliance with the principles more particularly described in the AIFM Directive relating to the fair treatment of investors. The principles of treating investors fairly include, but are not limited to:

- acting in the best interests of the Company and of the shareholders;
- ensuring that the investment decisions taken for the account of the Company are executed in accordance with the Company's investment policy and objective and risk profile;
- ensuring that the interests of any group of shareholders are not placed above the interests of any other group of shareholders;

- ensuring that fair, correct and transparent pricing models and valuation systems are used for the Company;
- preventing undue costs being charged to the Company and shareholders;
- taking all reasonable steps to avoid conflicts of interests and, when they cannot be avoided, identifying, managing, monitoring and, where applicable, disclosing those conflicts of interest to prevent them from adversely affecting the interests of shareholders; and
- recognising and dealing with complaints fairly.

The AIFM maintains and operates organisational, procedural and administrative arrangements and implements policies and procedures designed to manage actual and potential conflicts of interest. In addition, as its Ordinary Shares have been admitted to the Official list of the FCA, the Company is required to comply with, among other things, the FCA's UKLR and Disclosure Guidance and Transparency Rules and the Takeover Code, all of which operate to ensure a fair treatment of investors.

As directors of a company incorporated in the United Kingdom, the Directors have certain statutory duties under the Companies Act 2006 with which they must comply, including a duty to act in the way she or he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

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

The Company's Ordinary Shares rank *pari passu* with each other.

RISK FACTORS AND MANAGEMENT

An investment in the Company carries a number of risks. The Company's principal risks and the procedures in place to measure and monitor these risks are set out in the Company's latest annual report, a copy of which is available on the Company's website: <https://www.templebarinvestments.co.uk>. The risk factors set out in the annual report are those which the Directors consider to be material but are not the only risks relating to the Company or the Ordinary Shares. There may be additional risks that the Directors do not currently consider to be material or which are not presently known to the Directors.

The Company reports in its half year report and accounts, which are available on the Company's website: <https://www.templebarinvestments.co.uk> whether the principal risk have changed since the year end.

Risk profile

In accordance with the AIFM Directive, the AIFM will ensure that the current risk profile of the Company and the risk management systems employed by the AIFM to manage those risks in relation to the Company's portfolio is published in the Company's annual report, which can be found on the Company's website: <https://www.templebarinvestments.co.uk>.

Risk management systems

The AIFM has established risk management systems in order to manage key risks. The risk management function is responsible for ensuring that investment activity is monitored to ensure compliance with investment restrictions, guidelines and regulations. Further details regarding the risk management process is available from the AIFM, on request.

Liquidity risk management

The AIFM maintains a Liquidity Management Policy to monitor the liquidity risk of the Company. Shareholders have no right to redeem their Ordinary Shares from the Company but may trade their Ordinary Shares on the secondary market. However, there is no guarantee that there will be a liquid market in the Ordinary Shares.

Liquidity risk is therefore the risk that a position held by the Company cannot be realised at a reasonable value sufficiently quickly to meet the obligations of the Company as they fall due.

The Directors have considered the Company's leverage and liquidity in the context of its long-dated fixed-rate borrowings, its income and expenditure projections and the fact that the Company's investments comprise mainly of readily realisable quoted securities which can be sold to meet funding requirements if necessary. Under normal market trading volumes, the investment portfolio could be substantially realised within two weeks. As such, liquidity risk is considered not to be significant.

Investors will be notified, by way of a disclosure on its website: <https://www.templebarinvestments.co.uk>, in the event of any material changes being made to the liquidity management process or where any new arrangements for managing the Company's liquidity are introduced.

In accordance with the AIFM Directive, the AIFM will ensure that the following information in relation to the Company's portfolio is published in the Company's annual report, which can be found on the Company's website: <https://www.templebarinvestments.co.uk> once published:

- the percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature; and
- any new arrangements for managing the liquidity of the Company.

Professional negligence liability risks

The AIFM maintains professional indemnity insurance at the level required under the AIFM Directive in order to cover potential liability risks arising from professional negligence.

The manner in which sustainability risks are integrated into the investment decisions of the AIFM

The AIFM has delegated its portfolio management function to Redwheel and therefore does not take any investment decisions on behalf of the Company. The Board advocates the concept of active stewardship, requesting that Redwheel, as Portfolio Manager, monitors, evaluates and actively engages with investee companies with the aim of preserving or adding value to the Company's portfolio of investments. Redwheel reports back to the Board regularly on ESG related matters.

Redwheel has made an enduring commitment to being a responsible investor and believes: it has an important role to play in building a more sustainable future; and that environmental, social and governance ("ESG") issues can have a material financial impact on the value of a company alongside with its social licence to operate, and therefore on the value of its investors' capital. It is thus important as a long-term responsible investor to integrate these ESG issues into the investment process. In this respect, the Company's investment team at Redwheel is supported by Redwheel's Central Sustainability function and governance framework.

The list below represents a non-exhaustive list of characteristics that collectively Redwheel considers may form part of a responsible investment process in respect of the Company:

- the investment team gives due consideration to sustainability factors within research, security selection and portfolio management;
- the investment team undertakes stewardship relating to sustainability issues;
- as part of the ongoing development and enhancement of processes, the investment team gives regular consideration to emerging views on the materiality of sustainability factors within investment processes;
- the investment team documents its responsible investment processes and communicates thoughtfully and transparently on its investment activities, in particular as regards the consideration of sustainability factors.

ESG is integrated into Redwheel's stock research as one of the four risks they assess before investing in a company (along with valuation risk, business risk and balance sheet risk).

Within investment research, Redwheel's investment team is strongly encouraged to conduct due diligence to evaluate risks and opportunities holistically. Individual assessments naturally take into account a variety of conventional financial factors; some of these factors may also present sustainability characteristics. Holistic

assessments also take into account sustainability factors; some of these may present financial characteristics, some may not. Examples of sustainability factors that might be considered in a holistic assessment are as follows:

- **Systemic sustainability risk factors e.g. climate** – exposure of a company to physical and transitional risks relating to climate change.
- **Environmental** – operational resilience to depletion of natural resources e.g. water; extent to which liabilities are created through the course of manufacturing a product e.g. waste/pollution with potential to cause biodiversity/habitat loss.
- **Social** – external and internal factors affecting a business “licence to operate” e.g. human rights, labour rights.
- **Governance** – quality of Board oversight of management and extent of applicable controls; degree of alignment in practice between management and stakeholder interests (employees, investors, suppliers, communities, regulators), including the design of compensation award programmes; transparency.

The specific factors considered by a team to be most material in context should be given the greatest prominence within related research. The significance of those individual factors within the final analysis may vary however, depending for instance on the nature of the issuer, the sector in which it operates, and the nature of its business lines. As required, the research process may also include direct communication with company representatives as well as proactive investigation to help uncover additional information that can enhance the assessment of investments.

To support information discovery, Redwheel obtains independent sustainability data and research from specialist organisations, as well as third-party peer-reviewed frameworks such as the Sustainability Accounting Standards Board® materiality map and provides it to the investment team. These resources serve primarily as inputs to research processes; the investment team remain free, however, not only to determine the sustainability risks and opportunities deemed most material in context to a specific investment, but also to disagree with the opinions provided. Combination and comparison of such inputs can though, on a case by case basis, help the investment team both to identify factors considered to have potential to be material to long-term valuations, as well as to evaluate the quality of third-party data and research. Responsibility for scrutinising the third-party data used within investment processes rests with investment team who is encouraged to interact directly with external organisations as needed (e.g. to discuss issues including the contemporaneity and accuracy of data), escalating concerns over the quality of services/research/data to the Redwheel Central Sustainability function team, as considered appropriate.

Having established which sustainability factors are material within the context of a specific investment thesis, the investment team is encouraged to conduct periodic reviews of related research, including in relation to sustainability performance, and to reflect within related documentation any updates considered appropriate at that time.

Within investment selection, individual investment opportunities are reviewed to identify those considered to have potential to make a positive contribution to the delivery of the investment objectives of the Company. In the evaluation of the strengths and weaknesses of investment opportunities, the specific weighting allocated to sustainability factors, and the specific factors that are considered, can and do vary for reasons including:

- the nature of sustainability risks and opportunities inherent within the sector/industry within which the issuer operates;
- the variety and degree of environmental and/or social liabilities created in the course of the issuer’s business operations;
- the relative strength of commitment of management to improving standards of operating practice over time; and
- the extent to which the company is considered to provide potential to meet future market expectations as regards sustainability characteristics.

In parallel, Firm-level policies – in particular the Redwheel Controversial Weapons Policy – may bear upon security selection by prohibiting an investment team from investing in certain securities and/or practices. These policies form a key element of Redwheel’s approach to ensuring consistency and they are broadly communicated within Redwheel which helps to ensure efficiency in terms of both research and security selection. Importantly, nothing should be inferred about the underlying preferences of the investment team from the existence of such policies.

Having identified a basket of investments from which to construct a portfolio, the investment team determines on a relative basis the weight to assign to each investment, seeking to ensure that applicable product-level characteristics continue to be met as constituent level attributes change through time. Relevant characteristics may be expressed in relation to technical and financial goals for the product (volatility, tracking error etc); they may also be expressed in relation to sustainability goals. Where a commitment is made to demonstrate particular sustainability characteristics at the product level, products are regularly assessed by Redwheel's Sustainability Committee, typically at least quarterly. As required by the Redwheel Compliance team (working in partnership with the Central Sustainability function team), the investment team will be advised and instructed to take action to avoid or remediate breaches relating to sustainability considerations. The processes described in Redwheel's investment policies, in particular the Redwheel Breaches Policy, shall inform the specific actions required.

The likely impacts of sustainability risks on the returns of the Company

Both the Company and Redwheel firmly believe that environmental, social and governance issues can have a material financial impact on the value of a company alongside with its social licence to operate, and therefore on the value of its investors' capital. It is thus important for a long-term responsible investor to integrate these issues into the investment process. To reduce risks, including those related to sustainability, the Company believes that high standards of ESG matters make good business sense and have the potential to protect shareholder interests and contribute to long-term investment returns, set in the context of sustainability for all stakeholders.

The Redwheel Policy on Responsible Investment (the "Policy") defines the views of Redwheel in relation to responsible investment and the general approach followed by the Company's investment team. The Policy is incorporated into Redwheel's overall investment process for the Company in order to deliver long-term investment returns.

Amendment of this document

Any changes to this document will be notified to investors by way of disclosure on the Company's website: <https://www.templebarinvestments.co.uk>.