

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) or, if you are not resident in the UK, from another appropriately authorised independent financial adviser in your own jurisdiction.

This document comprises a supplementary prospectus (the “Supplementary Prospectus”) relating to Nippon Active Value Fund plc (the “Company”) and this Supplementary Prospectus has been approved by the Financial Conduct Authority (“FCA”) as competent authority under Regulation (EU) 2017/1129 (the “Prospectus Regulation”). This document is supplementary to, and should be read in conjunction with, the prospectus (the “Prospectus”) published by the Company on 7 January 2020. Words or expressions defined in the Prospectus have the same meaning when used in this document unless the context requires otherwise. Save as disclosed in this document there has been no significant new change affecting any matter contained in the Prospectus and no significant new matter has arisen since publication of the Prospectus.

Potential investors are recommended to seek advice from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under FSMA if you are in the United Kingdom or, if not, from another appropriately authorised independent adviser before investing in the Company. Potential investors should read the Prospectus and this Supplementary Prospectus in their entirety and in particular, should consider the risk factors relating to the Company set out on pages 11 to 21 of the Prospectus and supplemented as described on page 4 of this Supplementary Prospectus.

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## **NIPPON ACTIVE VALUE FUND PLC**

*(Incorporated and registered in England and Wales with registered number 12275668  
and registered as an investment company under section 833 of the Companies Act 2006 (as amended))*

### **Supplementary Prospectus**

**Initial Placing, Offer for Subscription and Intermediaries Offer of up to 200 million Ordinary Shares at an Issue Price of 100 pence per Ordinary Share<sup>1</sup>**

**and**

**Placing Programme of up to 400 million Ordinary Shares and/or C Shares  
(inclusive of any Ordinary Shares issued under the Initial Placing,  
Offer for Subscription and Intermediaries Offer)**

**and**

**Admission to trading on the Specialist Fund Segment**

*Investment Adviser*

**Rising Sun Management Ltd**

*Financial Adviser and Sole Bookrunner*

**Shore Capital**

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The Company, whose registered office is set out on page 7, and the Directors, whose names are set out on page 6, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus contains no omissions likely to affect the import of such information.

The Specialist Fund Segment securities are not admitted to the Official List of the Financial Conduct Authority. Therefore the Company has not been required to satisfy the eligibility criteria for admission to listing on the Official List and is not required to comply with the Financial Conduct Authority’s Listing Rules. The London Stock Exchange has not examined or approved the contents of this document.

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<sup>1</sup> The Directors have reserved the right, in consultation with Shore Capital, to increase the size of the Issue up to 400 million Ordinary Shares if overall demand exceeds 200 million Ordinary Shares. Any such increase will be announced through an RNS announcement.

The Specialist Fund Segment is intended for institutional, professional, professionally advised and knowledgeable investors who understand, or who have been advised of, the potential risk of investing in companies admitted to the Specialist Fund Segment. Further, the Shares are only suitable for investors: (i) who understand and are willing to assume the potential risks of capital loss; (ii) for whom an investment in the Shares is part of a diversified investment programme; and (iii) who fully understand and are willing to assume the risks involved in such investment. It should be remembered that the price of the Shares can go down as well as up and that investors may not receive, on the sale or cancellation of the Shares, the amount that they invested. If you are in any doubt about the contents of the Prospectus or this Supplementary Prospectus, you should consult your accountant, legal or professional adviser or financial adviser.

Shore Capital, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no one else in relation to First Admission, the Initial Placing, the Offer for Subscription, each Programme Admission and the Placing Programme and the other arrangements referred to in the Prospectus and this Supplementary Prospectus. Shore Capital will not regard any other person (whether or not a recipient of the Prospectus and this Supplementary Prospectus) as its client in relation to First Admission, the Initial Placing, the Offer for Subscription, the Intermediaries Offer, each Programme Admission and the Placing Programme and the other arrangements referred to in the Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing any advice in relation to First Admission, the Initial Placing, the Offer for Subscription, each Programme Admission and the Placing Programme the contents of the Prospectus and this Supplementary Prospectus or any transaction or arrangement referred to in the Prospectus and this Supplementary Prospectus. Apart from the responsibilities and liabilities, if any, which may be imposed on Shore Capital by the FSMA or the regulatory regime established thereunder, Shore Capital does not make any representation express or implied in relation to, nor accepts any responsibility whatsoever for, the contents of the Prospectus or this Supplementary Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the Ordinary Shares and C Shares (together, the “**Shares**”), the First Admission, the Initial Placing, the Offer for Subscription, the Intermediaries Offer, each Programme Admission and the Placing Programme. Shore Capital (and its affiliates) accordingly, to the fullest extent permissible by law, disclaims all and any responsibility or liability (save for any statutory liability) whether arising in tort, contract or otherwise which it might have in respect of the contents of the Prospectus or this Supplementary Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the Shares, First Admission, the Initial Placing, the Offer for Subscription, the Intermediaries Offer, each Programme Admission and the Placing Programme.

### **Intermediaries**

Intermediaries are reminded that they are required under Article 23 of the Prospectus Regulation to contact, on the date of this Supplementary Prospectus, any investors for whom or on whose behalf they have made an application pursuant to the Intermediaries Offer so as to inform them of their withdrawal rights.

### **Overseas Shareholders**

The distribution of this Supplementary Prospectus in certain jurisdictions may be restricted by law. No action has been taken by the Company or Shore Capital that would permit an offer of the Shares or possession or distribution of this Supplementary Prospectus or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than in the United Kingdom. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Shares described in the Prospectus have not been, and will not be, registered under the relevant securities laws of any EEA State (other than any EEA member state, including the United Kingdom, where the Shares are lawfully marketed), Canada, Australia, the Republic of South Africa or Japan or their respective territories or possessions. Accordingly, the Shares may not (unless an exemption from such legislation or such laws is available) be offered, sold or delivered, directly or indirectly, in or into any EEA State (other than any EEA member state, including the United Kingdom, where the Shares are lawfully marketed), Canada, Australia, the Republic of South Africa or Japan or their respective territories or possessions.

The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and the Ordinary Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons. There will be no public offer of the Ordinary Shares in the United States. The Ordinary Shares are being offered and sold solely (i) outside the United States to persons who are not U.S. Persons in “offshore transactions” as defined in and pursuant to Regulation S under the Securities Act (“**Regulation S**”); and (ii) within the United States to, or to U.S. Persons that are, both “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the Securities Act and “qualified purchasers” (“**QPs**”) as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Company will not be registered under the Investment Company Act and investors will not be entitled to the benefits of such legislation. Persons resident in territories other than the United Kingdom should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to apply for, acquire, hold or dispose of the Shares.

In particular, the attention of persons resident in the United States, any EEA State (other than any EEA member state, including the United Kingdom, where the Shares are lawfully marketed), Canada, Australia, the Republic of South Africa or Japan is drawn to paragraph 12 of Part 2 (*Important Information*) of the Prospectus. Neither the Prospectus nor this Supplementary Prospectus constitutes an offer to sell or issue or the solicitation of an offer to buy or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

#### **Notice to Singaporean investors**

Neither this Supplementary Prospectus, nor the Prospectus has been registered and neither will be registered as a prospectus with the Monetary Authority of Singapore, and the Company is not authorised or recognised by the Monetary Authority of Singapore. Accordingly, this Supplementary Prospectus, the Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of interests in the Company may not be circulated or distributed, nor may such interests in the Company be offered and sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore unless permitted under any applicable exemption. Moreover, neither this Supplementary Prospectus nor the Prospectus is a prospectus as defined in the Securities and Futures Act (Cap. 289) of Singapore (the “**SFA**”). Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. Investors should consider carefully whether the investment is suitable in light of their own personal circumstances.

13 February 2020

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## **PART 1**

### **BACKGROUND AND OVERVIEW**

#### **1. Introduction**

On 31 January 2020 the Company announced that it has extended the timetable for the Initial Placing and Offer for Subscription to accommodate investor interest.

The Company announced that there has been a positive response from investors to the IPO with approximately 40 institutional, aggregated intermediary and other orders received to date. Accordingly, the minimum size of the Issue remains at £100 million.

In addition to demand from institutional and wealth management investors, there has been stronger than expected demand from certain Dalton Clients, which is likely to result in Rosenwald Associates holding in excess of the previously anticipated limit of 30 per cent. referred to in the Prospectus. In addition, certain investors have requested a formal ESG statement. Rising Sun has therefore applied to become a signatory to the United Nations' Principles for Responsible Investment.

#### **2. Purpose of Supplementary Prospectus**

This document constitutes a Supplementary Prospectus required under the Prospectus Regulation and is being published to note the following factors, which the Directors and the Company consider to be significant new factors in relation to the information included in the Prospectus:

- 2.1 the application of the Takeover Code to the Company;
- 2.2 the Company's commitment to principles of environmental, social and governance responsibility; and
- 2.3 a revision to the expected timetable.

This Supplementary Prospectus gives further details of these matters. This Supplementary Prospectus has been approved for publication by the FCA.

#### **3. Withdrawal rights**

In accordance with Article 23(2) of the Prospectus Regulation, investors who have agreed before this Supplementary Prospectus is published to purchase or subscribe for Ordinary Shares, the allotment of which has not become fully unconditional, have the right, exercisable within two working days after publication of the Supplementary Prospectus, to withdraw their agreement. Such investors should contact Computershare Investor Services plc, The Pavilions, Bridgewater Road, Bristol BS13 8AE, United Kingdom (in respect of the Offer for Subscription), or Shore Capital, Cassini House, 57 St James's Street, London SW1A 1LD (in respect of the Initial Placing), or their relevant Intermediary should they wish to exercise their right of withdrawal.

If you have any queries regarding the procedure for withdrawal please call the Computershare Investor Services plc shareholder helpline on +44(0)370 707 1600 (in respect of the Offer for Subscription) or Shore Capital on +44(0)207 408 4050 (in respect of the Initial Placing). Neither Computershare Investor Services plc nor Shore Capital can provide advice on the merits of the Issue nor give any financial, legal or tax advice. Please contact your Intermediary in connection with any queries regarding the procedure for withdrawal in respect of the Intermediaries Offer.

The final date on which investors may exercise their right of withdrawal under Article 23(2) of the Prospectus Regulation is 17 February 2020.

#### **4. The application of the Code to the Company**

- 4.1 Paragraph 1 of Part 2 of this Supplementary Prospectus contains further information on changes to paragraph 4 of Part 12 (General Information) of the Prospectus, which sets out how Rule 9 of the Takeover Code might apply to the Company in respect of any person who acquires an interest (as

defined in the Takeover Code) in shares which, taken together with shares in which he is already interested and shares in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code or acquires further interests in shares when he, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company, but does not hold more than 50 per cent. of such voting rights.

4.2 In addition:

- (a) the Risk Factors in Part 1 (Risk Factors) of the Prospectus are supplemented as set out in paragraph 2 of Part 2 of this Supplementary Prospectus; and
- (b) the Prospectus Regulation Summary which is set out on pages 4 to 10 of the Prospectus is supplemented as set out in paragraph 3 of Part 2 of this Supplementary Prospectus.

## **5. Environmental, social and governance responsibility**

The following wording shall be added as a new paragraph 20 of Part 6 (Information on the Company) of the Prospectus.

### **“20. Environmental, social and governance responsibility**

Rising Sun is in the process of applying to become a signatory to the United Nations’ Principles for Responsible Investment (“**UNPRI**”). The UNPRI is the world’s leading proponent of responsible investment. It works to understand the investment implications of environmental, social and governance (“**ESG**”) factors and to support its international network of investor signatories in incorporating these factors into their investment and ownership decisions. The UNPRI acts in the long-term interests of its signatories, of the financial markets and economies in which they operate and ultimately of the environment and society as a whole. The principles have in the region of 2,000 signatories across the globe, including major international investment management firms.

Rising Sun has adopted a sustainability policy incorporating principles based on the UNPRI and which covers the integration of ESG risk analysis into its investment process and its policy on the stewardship of its client assets.

## **6. Revision to the timetable**

The expected timetable of key events has been amended to extend such that Admission of the Shares to trading on the Specialist Fund Segment of the London Stock Exchange and commencement of dealings in the Shares are expected to occur at 8.00 a.m. on 20 February 2020 and to incorporate information on withdrawal rights. Details of the revised timetable are set out in Part 3 of this Supplementary Prospectus.

## **7. Additional information**

### **7.1 Responsibility**

The Company, whose registered office appears below, and the Directors, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus contains no omissions likely to affect the import of such information.

The Directors of the Company are:

Rosemary Morgan (*Chair*)  
Ayako Weissman  
Rachel Hill  
Chetan Ghosh  
Alicia Ogawa

\*All directors are appointed on a non-executive basis

The registered office of the Company is at:

Mermaid House  
2 Puddle Dock  
London EC4V 3DB

## 7.2 **Documents Available for Inspection**

A copy of this Supplementary Prospectus will be available at The National Storage Mechanism which is located at <http://www.morningstar.co.uk/uk/nsm> and, for as long as Shares are available for issue under the Prospectus and the Supplementary Prospectus, copies of the Prospectus and the Supplementary Prospectus are available for collection, free of charge from the offices of the Administrator.

The Prospectus and the Supplementary Prospectus will also be available on the Company's website – [www.nipponactivevaluefund.com](http://www.nipponactivevaluefund.com). Investors should note, however, that contents of the Company's website, and the contents of any websites which can be accessed through links on the Company's website, do not form part of either the Prospectus or this Supplementary Prospectus.

## 7.3 **General**

To the extent that there is any inconsistency between any statement in this Supplementary Prospectus and any other statement in the Prospectus, the statements in this Supplementary Prospectus will prevail.

## 7.4 **Significant changes**

Save as disclosed in this Supplementary Prospectus, no significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus which may affect the assessment of the Ordinary Shares has arisen or been noted since the publication of the Prospectus.

## PART 2

### APPLICATION OF TAKEOVER CODE TO A CONCERT PARTY

#### 1. Supplements to Part 12 (General Information)

Paragraph 4.1 of Part 12 (General Information) of the Prospectus is supplemented by the addition of the following wording at the end of paragraph 4.1:

“The Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to a maximum of 49.9 per cent. of the minimum number of Shares that might be issued under the Issue. Further details regarding individual members of the Rosenwald Associates and their potential shareholding on Admission is set out in paragraph 4.2 below.

The Takeover Panel has confirmed to the Company that no mandatory offer for the Company need be made as a result of the Rosenwald Associates acquiring 30 per cent. or up to a maximum of 49.9 per cent. of the voting rights attached to the issued share capital of the Company as a result of the Issue on the basis that the participation by the Rosenwald Associates in the Issue and the maximum controlling interest that the concert party could have as a result of the Issue are disclosed in this Supplementary Prospectus.

After Admission, if the Rosenwald Associates hold more than 30 per cent. of the voting rights of the Company, neither James B. Rosenwald, III nor any other member of the Rosenwald Associates will be able to increase their aggregate holding in the Company, save as described below, without triggering the requirement to make a cash offer for the outstanding Shares in the Company at the highest price paid by any of the Rosenwald Associates in the preceding 12 months, as provided for in Rule 9 of the Takeover Code.”

A new paragraph 4.2 is then added as follows:

#### “4.2 *The Rosenwald Associates Concert Party*

At Admission, the following investors, defined as the “**Rosenwald Associates**”, are regarded as acting in concert for the purposes of the Takeover Code:

- James B. Rosenwald, III (together with his family and related trusts);
- Gifford Combs (together with his related trust);
- Paul ffolkes Davis;
- Dalton Clients;
- Rising Sun; and
- Shore Capital.

The Rising Sun Management Team includes six key individuals, three of whom will be shareholders in the Company, namely James B. Rosenwald, III, Gifford Combs and Paul ffolkes Davis (in each case together with their family and related trusts, associates and/or connected persons). They are considered to be acting in concert with each other because they are among the principals of the Investment Adviser. Details of the Investment Adviser and the biographies of these individuals is set out in Part 7 (Directors, Management and Administration) of the Prospectus.

James B. Rosenwald, III is a Portfolio Manager at Dalton and the President of Dalton’s managing member, Rosenwald Capital. Dalton and Rosenwald Capital are the investment managers for the Dalton Clients. Accordingly, the Dalton Clients will be presumed to be acting in concert with James B. Rosenwald, III in relation to any interest acquired in the Company by Dalton Clients (in each case either directly or through a custodian or nominee). As a result, Dalton Clients are members of the Rosenwald Associates concert party.

James B. Rosenwald, III is a director of certain companies in Shore Capital’s group and sits on its board and Shore Capital is therefore considered to be acting in concert with him.

Each of the Directors are considered to be independent of James B. Rosenwald, III and are therefore considered not to be acting in concert with James B. Rosenwald, III or any other member of the Rosenwald Associates concert party.

A new paragraph 4.3 is then added as follows:

#### **“4.3 Share Buyback Authorisations**

When a company redeems or purchases its own voting shares, under Rule 37 of the Takeover Code, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the Takeover Code. Rule 37 of the Takeover Code provides that, subject to prior consultation, the Takeover Panel will normally waive any resulting obligation to make a general offer if there is a vote of independent shareholders and a procedure along the lines of that set out in Appendix 1 to the Takeover Code is followed. Appendix 1 to the Takeover Code sets out the procedure which should be followed in obtaining the consent of independent shareholders. Under Note 1 on Rule 37.1 of the Takeover Code, a person who comes to exceed the limits in Rule 9.1 in consequence of a company's purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. The investment manager of an investment trust is treated for these purposes as if it were a director. Since Rising Sun is the Investment Adviser and James B. Rosenwald, III, Gifford Combs and Paul ffolkes Davis are principals of the Investment Adviser, the exception under Note 1 of Rule 37.1 of the Takeover Code will not apply to these persons.

Subject to certain limits, the Company has the authority to purchase Shares under the terms of the shareholder resolutions summarised in paragraph 2 of Part 12 (General Information) of the Prospectus (the **“Shareholder Resolutions”**). This authority is for the period between the date of the resolution and the first annual general meeting of the Company subject to a limit of 14.99 per cent. of the total Shares in issue immediately following Admission. If the Company were to exercise that authority then the shareholding of the Rosenwald Associates would increase.

The aggregate interest of the Rosenwald Associates concert party in voting Shares could, as a result of the Company purchasing its own voting Shares pursuant to the Shareholder Resolutions, result in an increase in the percentage of voting Shares held by the Rosenwald Associates in circumstances where a member of the Rosenwald Associates would usually be required to make a mandatory offer for the Company under Rule 9 of the Takeover Code. The Takeover Panel has agreed with the Company that provided that the percentage of voting Shares held by the Rosenwald Associates as a result of the Company purchasing its own voting Shares does not exceed 49.9 per cent., no member of the Rosenwald Associates concert party group will be required to make a mandatory offer in consequence of such purchase by the Company. In any other circumstances where there is an increase in the percentage of voting Shares held by the Rosenwald Associates, the Rosenwald Associates concert party would either need to participate pro rata in such purchase by the Company so as to ensure that its aggregate percentage interest in the Company's voting Shares did not exceed 49.9 per cent. or any such increase may need to be approved by a vote of independent Shareholders.”

The existing paragraphs 4.2 and 4.3 shall be renumbered 4.4 and 4.5 respectively.

## **2. Supplements to the Risk Factors**

As a result of the changes made to the prospectus in paragraph 1 of this Part 2, in the section headed “RISKS RELATING TO THE SHARES” on page 20 of the Prospectus, the first risk factor in that section shall be removed and shall be replaced with the following two risk factors:

***“The Rosenwald Associates are expected to own at Admission, and may retain in the medium or long term a significant interest in the Company and, given the relationship between the Rosenwald Associates and the Investment Adviser, their interest may conflict with those of other Shareholders in certain circumstances***

Assuming the minimum proceeds of the Issue of £100 million are raised, the Rosenwald Associates (described in greater detail in paragraph 4 of Part 12 (General Information) of this Prospectus) are expected to subscribe for in excess of 30 per cent. and may subscribe for up to a maximum of 49.9 per cent. of the total issued share capital of the Company. The precise shareholdings of the Rosenwald Associates will depend on the outcome of the Issue as a whole.

James B. Rosenwald, III is the chief investment officer at Rising Sun. In addition to any influence acquired through this role with Rising Sun, James B. Rosenwald, III may be in a position to influence through the votes attaching to the Rosenwald Associates' shareholdings the outcome of matters relating to the Company, including approval of significant changes such as a change to the investment policy or the appointment or removal of Directors. In particular, this potential control may have the effect of making certain transactions more difficult to implement without the support of the Rosenwald Associates, and may have the effect of delaying or preventing decision making on significant matters relating to the Company. To the extent that the Rosenwald Associates' interests conflict with those of the other Shareholders, this may have a material adverse effect on the value of the Shares, the performance of the Company and the Company's returns to Shareholders.

***Members of the Rosenwald Associates may, in certain circumstances, be required to make a mandatory offer under Rule 9 of the Takeover Code***

At Admission, the Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to a maximum of 49.9 per cent. of the total issued share capital of the Company (assuming the minimum proceeds of the Issue of £100 million are raised). To the extent that the Rosenwald Associates acquire 30 per cent. or more of the total issued share capital of the Company on Admission, the Takeover Panel has confirmed that no mandatory offer under the Takeover Code for the Company need be made on the basis that the maximum controlling interest that the concert party could have as a result of the Issue is disclosed in the Prospectus. Further, whether or not the Rosenwald Associates hold 30 per cent. or more of the total issued share capital of the Company on Admission, any exercise of the Company's buyback authority may increase its shareholding in circumstances where a member of the Rosenwald Associates could be required to make a mandatory offer under Rule 9 of the Takeover Code. The Takeover Panel has confirmed that, notwithstanding Rule 37 of the Takeover Code, it would not require any member of the Rosenwald Associates to make a mandatory offer under Rule 9 of the Takeover Code under such circumstances, provided that they do not go over 49.9 per cent., since the consequences of such a purchase by the Company of its own Shares has been disclosed to prospective investors in the Prospectus. Please see paragraph 4 of Part 12 (General Information) of the Prospectus for further details regarding the confirmations and waivers granted by the Takeover Panel.

If, however, any member of the Rosenwald Associates acquired further Shares otherwise than as set out above as a result of which the Rosenwald Associates either (i) increase their aggregate shareholdings in the Company to 30 per cent. or more; or (ii) to the extent that the Rosenwald Associates hold in excess of 30 per cent. of the issued share capital of the Company on Admission, increase their aggregate shareholdings to between 30 per cent. and 50 per cent. of the issued share capital of the Company at the relevant time, then a member of the Rosenwald Associates may be required to make a mandatory offer under Rule 9 of the Takeover Code, irrespective of its individual shareholding in the Company."

### **3. Supplements to the Prospectus Regulation Summary**

3.1 As a result of the changes made to the Prospectus in paragraphs 1 and 2 of this Part 2, the following wording shall be deleted from page 5 of the Prospectus Regulation Summary which is set out on pages 4 to 10 of the Prospectus and paragraph 5.5 of Part 12 (General Information) on page 102 of the Prospectus:

"On First Admission, the Company is not aware of any person who will directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company is not aware of any arrangement, the operation of which may at a subsequent date result in a change of control of the Company."

and shall be replaced with the following:

"On First Admission, the Company expects James B. Rosenwald, III and his connected persons will form a concert party referred to herein as the "**Rosenwald Associates**". Assuming the minimum proceeds of the Issue of £100 million are raised, the Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to 49.9 per cent. of the total issued share capital of the Company. The precise shareholdings of the Rosenwald Associates will depend on the outcome of the Issue as a whole. The Company is not aware of any arrangement, the operation of which may at a subsequent date result in a change of control of the Company."

3.2 In addition, the following should be inserted on page 8 of the Prospectus Regulation Summary in the section headed “What are the key risks that are specific to the securities” immediately after the sentence “The key risks relating to the Shares which are known to the Directors are detailed below:”

- At Admission, assuming the minimum proceeds of the Issue are £100 million, the Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to 49.9 per cent. of the total issued share capital of the Company. As a result, James B. Rosenwald, III may be in a position to influence through the votes attaching to the Rosenwald Associates’ shareholdings the outcome of matters relating to the Company. To the extent that the Rosenwald Associates’ interests conflict with those of the other Shareholders, this may have a material adverse effect on the value of the Shares, the performance of the Company and the Company’s returns to Shareholders.
- At Admission, the Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to 49.9 per cent. of the total issued share capital of the Company. While the Takeover Panel has confirmed that at present no mandatory offer under the Takeover Code need to be made by the Rosenwald Associates for the entire issued share capital of the Company, should the Rosenwald Associates increase their aggregate shareholdings in the Company in the future they may, depending on the circumstances at the time, be required to make a mandatory offer under Rule 9 of the Takeover Code.”

#### **4. Supplements to the description of the cornerstone investors**

4.1 As a result of the changes made to the Prospectus in paragraphs 1 and 2 of this Part 2, the following paragraphs shall be deleted:

- (a) the paragraph starting “The Company expects Dalton to ...”;
- (b) the paragraph starting “In addition, Dalton shall not be...”; and
- (c) the paragraph starting “The Company has also secured a commitment...”,

in each case that appear on pages 41 (under the heading “5. Cornerstone investors”) and 66 (under the heading “1. Introduction”) of the Prospectus, and shall be replaced with the following:

“On First Admission, the Company expects James B. Rosenwald, III and his connected persons will form a concert party referred to herein as the Rosenwald Associates. Assuming the minimum proceeds of the Issue of £100 million are raised, the Rosenwald Associates are expected to subscribe for in excess of 30 per cent. and may subscribe for up to 49.9 per cent. of the total issued share capital of the Company. As part of the participation of the Rosenwald Associates, the Company has secured a commitment from a group company of Shore Capital to invest £1 million although it is possible that Shore Capital will invest in excess of £1 million albeit within the context of the limits placed on the Rosenwald Associates concert party that are described in paragraph 4 of Part 12 (*General Information*). The precise shareholdings of the Rosenwald Associates will depend on the outcome of the Issue as a whole.”

#### **5. Supplement to the Definitions and Interpretation section**

The definition of “Rosenwald Associates” in Part 14 (Definitions and Interpretation) of the Prospectus shall be amended to read as follows:

““**Rosenwald Associates**” has the meaning given to such term in paragraph 4.2 of Part 12 (*General Information*).”

## PART 3

### REVISED EXPECTED TIMETABLE

#### Expected Timetable of Principal Events

Statutory right to withdraw opens	9.00 a.m. on 14 February 2020
Latest time and date for receipt of Initial Placing orders	4.00 p.m. on 17 February 2020
Statutory right to withdraw closes	close of business 17 February 2020
Latest time and date for receipt of applications from Intermediaries in respect of the Intermediaries Offer	12.00 noon on 18 February 2020
Latest time and date for receipt of Application Forms under the Offer for Subscription and payment in full or settlement of the relevant CREST instruction	1.00 p.m. on 18 February 2020
Results of the Initial Placing, Offer for Subscription and Intermediaries Offer announced	19 February 2020
Latest time and date for applicants under the offer for Subscription settling via DVP to match their instructions to the registrar's participation amount	1.00 p.m. on 20 February 2020
First Admission of the Ordinary Shares to the Specialist Fund Segment and dealings commence	8.00 a.m. on 21 February 2020
CREST accounts credited in respect of Ordinary Shares issued in uncertificated form	as soon as practicable after 8.00 a.m. on 21 February 2020
Certificates despatched in respect of Ordinary Shares issued in certificated form	week commencing 24 February 2020
Placing Programme opens	22 February 2020
Placing Programme closes	6 January 2021

#### Notes:

- (1) References to times above and in this Supplementary Prospectus generally are to London times unless otherwise specified.
- (2) All times and dates in the expected timetable and in this Supplementary Prospectus may be adjusted by the Company in consultation with Shore Capital. Any material changes to the timetable will be notified via an RIS.