

# UNITHOLDER CIRCULAR

## RELATING TO THE FOLLOWING PROPOSED SCHEMES OF ARRANGEMENT FOR THE MERGER OF:

Existing Funds		New Funds
Threadneedle Managed Bond Fund	into	Threadneedle Managed Bond Fund II
Threadneedle Managed Bond Focused Fund	into	Threadneedle Managed Bond Focused Fund II
Threadneedle Managed Equity & Bond Fund	into	Threadneedle Managed Equity & Bond Fund II
Threadneedle Managed Equity Focused Fund	into	Threadneedle Managed Equity Focused Fund II
Threadneedle Managed Equity Fund	into	Threadneedle Managed Equity Fund II
Threadneedle Managed Equity Income Fund	into	Threadneedle Managed Equity Income Fund II
(each an “Existing Fund”, and together the “Existing Funds”)	into	(each a “New Fund”, and together the “New Funds”)

### EXISTING FUNDS:

Each of the Existing Funds is a standalone authorised unit trust constituted as a UK UCITS Retail Scheme.

### NEW FUNDS:

Each New Fund is a sub-fund of Threadneedle Opportunity Investment Funds ICVC, a UK authorised open-ended investment company constituted as a Non-UCITS Retail Scheme.

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt about the contents of this document and the action to be taken you should consult your financial adviser. If you are unclear about the contents of this document, or have any further questions, please call us on 0800 953 0134 (calls may be recorded) for Unitholders located within the UK, or on +44 1268 44 4321 (calls may be recorded) for Unitholders located outside of the UK. An example of the NURS-KII for each of the New Funds is also enclosed with this Circular.**

- This document contains a Notice of Meeting of Unitholders in respect of each of the Existing Funds (the “Meetings”).
- The Meetings will be held by telephone conference through the Microsoft Teams conferencing platform on 10 March 2021, at the time set out in the relevant notice and in the section of this document with the heading “Timetable”.
- Investors should join the meeting using the dial-in details set out below:  
Dial in number: **+44 (0)203 821 1176**  
Then, when prompted, please enter the Conference ID set out in the relevant Notice in Appendix 5 to enable you to join the Meeting.
- You are requested to either complete and return the enclosed Form(s) of Proxy (and the power(s) of attorney (if any) under which they are/it is signed) or a notarially certified copy thereof in the in the pre-paid return envelope provided to Civica Election Services Ltd., The Election Centre, 33 Clarendon Road, London N8 ONW, United Kingdom, in accordance with the instructions printed on the Form of Proxy as soon as possible and in any event so that it arrives at least 48 hours before the time fixed for the relevant Meeting.

Unless stated otherwise, defined terms used in this Circular shall have the meaning set out in the Glossary of Terms on pages 2 to 3.

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# TIMETABLE

Below is our proposed timetable for the Schemes in relation to the Existing Funds.

Action	Date
Qualification date for Unitholder voting	1 February 2021
Documentation to be sent to Unitholders	11 February 2021
Forms of Proxy to be returned by Unitholders	by no less than 48 hours before the time of the Meeting
<b>Meeting of the Threadneedle Managed Bond Fund</b>	10:00am UK time on 10 March 2021
<b>Meeting of the Threadneedle Managed Bond Focused Fund</b>	10:20am UK time on 10 March 2021
<b>Meeting of the Threadneedle Managed Equity &amp; Bond Fund</b>	10:40am UK time on 10 March 2021
<b>Meeting of the Threadneedle Managed Equity Focused Fund</b>	11:00am UK time on 10 March 2021
<b>Meeting of the Threadneedle Managed Equity Fund</b>	11:20am UK time on 10 March 2021
<b>Meeting of the Threadneedle Managed Equity Income Fund</b>	11:40am UK time on 10 March 2021
<b>If the relevant resolution for the Scheme is passed at the Meeting for the Existing Fund, the timetable for the Mergers is set out as below:</b>	
Last Dealing Day before the Effective Date	8 April 2021
Suspension of dealing in Units of the Existing Funds	12 noon on 8 April 2021
Valuation for the purpose of the Merger, and end of accounting period for final distribution of income in relation to the Existing Funds	12 noon on 9 April 2021
Effective Date of the Merger	9 April 2021
First day of dealing in New Shares in the New Funds	12 April 2021
Dispatch confirmation of number of New Shares	By 26 April 2021
Final distribution payment for income paying Existing Units	Within 3 months of the Merger

The Effective Dates are subject to change at the discretion of Threadneedle Investment Services Limited, with the agreement of Citibank Europe plc, UK Branch.

# GLOSSARY OF TERMS

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

<b>Authorised Corporate Director (ACD)</b>	TISL is the authorised corporate director (ACD) of the Company
<b>Business Day</b>	For the Existing Funds and the New Funds: Monday to Friday excluding public holidays and bank holidays in England and Wales and any other days at TISL's discretion
<b>Citibank UK</b>	Citibank Europe plc, UK Branch, the depositary of the Company and the trustee and depositary of the Existing Funds
<b>COLL</b>	The Collective Investment Schemes Sourcebook which forms part of the FCA Rules
<b>Company</b>	Threadneedle Opportunity Investment Funds ICVC
<b>Dealing Day</b>	Monday to Friday excluding public holidays and bank holidays in England and Wales and any other days at TISL's discretion
<b>Effective Date</b>	The effective date of the relevant Scheme, which shall be the date set out in the Timetable for the relevant Fund, or such other date as may be agreed in accordance with paragraph 12 (contained in Appendix 2 of this document) of the Scheme
<b>Existing Fund(s)</b>	Threadneedle Managed Bond Fund, a standalone authorised unit trust Threadneedle Managed Bond Focused Fund, a standalone authorised unit trust Threadneedle Managed Equity & Bond Fund, a standalone authorised unit trust Threadneedle Managed Equity Focused Fund, a standalone authorised unit trust Threadneedle Managed Equity Fund, a standalone authorised unit trust Threadneedle Managed Equity Income Fund, a standalone authorised unit trust
<b>Existing Fund's Value</b>	The value of the property of the Existing Fund calculated in accordance with the Trust Deed on the Effective Date, less the Retained Amount
<b>Extraordinary Resolution(s)</b>	An extraordinary resolution set out in a Notice of Meeting for the relevant Existing Fund (contained in Appendix 5 of this document) approving the Scheme
<b>FCA</b>	The Financial Conduct Authority, the financial services regulator for funds in the United Kingdom
<b>FCA Rules</b>	The FCA Handbook of Rules and Guidance as amended or re-enacted from time to time, including the rules contained in COLL
<b>Form of Proxy</b>	The form enclosed with this Unitholder Circular, which are to be completed by Unitholders and returned to TISL
<b>Funds</b>	The Existing Funds and the New Funds
<b>ICVC</b>	Investment Company with Variable Capital
<b>Investment Manager</b>	Threadneedle Asset Management Limited, the investment manager of the Existing Funds and the New Funds
<b>Meeting(s)</b>	The extraordinary general meetings of Unitholders of the Existing Funds to be held on 10 March 2021 to consider and vote on the proposal for the Scheme (or any adjourned meeting for those purposes)

<b>Merger</b>	The merger of the relevant Existing Fund with the corresponding New Fund, in accordance with the Scheme
<b>New Fund(s)</b>	Threadneedle Managed Bond Fund II, a sub-fund of the Company Threadneedle Managed Bond Focused Fund II, a sub-fund of the Company Threadneedle Managed Equity & Bond Fund II, a sub-fund of the Company Threadneedle Managed Equity Focused Fund II, a sub-fund of the Company Threadneedle Managed Equity Fund II, a sub-fund of the Company Threadneedle Managed Equity Income Fund II, a sub-fund of the Company
<b>New Shares</b>	Shares in the New Funds to be issued to Unitholders in the Existing Funds pursuant to the transfer of the Existing Funds on the terms set out in the Scheme
<b>NURS</b>	Non-UCITS Retail Scheme
<b>NURS-KII</b>	NURS Key Investor Information document
<b>OEIC</b>	Open-Ended Investment Company
<b>OEIC Regulations</b>	The Open-Ended Investment Companies Regulations 2001 (as amended)
<b>Prospectus</b>	The current prospectus of the Existing Funds or the Company, as appropriate
<b>Retained Amount</b>	A retention from the value of the Existing Funds, which is a sum estimated by TISL and agreed with Citibank UK to be necessary to meet all the actual and contingent liabilities of that Existing Fund. The retention is to be retained by Citibank UK as attributable to the relevant Existing Fund for the purposes of discharging such liabilities
<b>Scheme</b>	The scheme of arrangement for the transfer of the Existing Funds to the New Funds as set out in Appendix 2 in this document
<b>Shareholder</b>	A holder of Shares
<b>Shares</b>	Shares in the New Funds
<b>TISL</b>	Threadneedle Investment Services Limited
<b>Trust Deed</b>	The Trust Deed of the relevant Existing Fund
<b>UK UCITS Retail Scheme</b>	An undertaking for collective investment in transferable securities under the UK UCITS Rules
<b>UK UCITS Rules</b>	COLL and the Collective Investment Schemes (Amendment etc) (EU Exit) Regulations 2019 No.325.
<b>UK</b>	The United Kingdom of Great Britain and Northern Ireland
<b>Units</b>	Units in the Existing Funds
<b>Regulations</b>	The FCA Rules, the Financial Services and Markets Act 2000, the Collective Investment Schemes (Amendment etc) (EU Exit) Regulations 2019 No.325 and/or the Open-Ended Investment Companies Regulations 2001 as amended
<b>Unitholders</b>	A holder of Units
<b>Valuation Point</b>	The point at which the valuation of a Fund is determined for the purposes of determining the price at which Units, or Shares as appropriate, of a class may be issued, cancelled, sold, redeemed, or transferred

In addition, where relevant in the context, terms which are defined in the Regulations have the same meaning in this document and the Scheme.



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11 February 2021

To: Unitholders in the Existing Funds

Dear Unitholder

**Proposed schemes of arrangement for the mergers of the Existing Funds into the New Funds.**

We are writing to you as a Unitholder in one or more of the Existing Funds to explain our proposal to convert these funds into New Funds of an existing open-ended investment company managed by us, Threadneedle Opportunity Investment Funds ICVC (the "**Proposal**"). In practice, this is done through the merger of the Existing Funds into the New Funds, by way of schemes of arrangement (each a "**Scheme**").

The proposed Mergers are set out in the table below. This Circular describes the background to the Mergers, the procedure by which the proposed Scheme will be carried out, the options available to you, and the implications of the Proposal for you as a Unitholder in one or more of the Existing Funds.

Existing Fund		New Fund
Threadneedle Managed Bond Fund	into	Threadneedle Managed Bond Fund II
Threadneedle Managed Bond Focused Fund	into	Threadneedle Managed Bond Focused Fund II
Threadneedle Managed Equity & Bond Fund	into	Threadneedle Managed Equity & Bond Fund II
Threadneedle Managed Equity Focused Fund	into	Threadneedle Managed Equity Focused Fund II
Threadneedle Managed Equity Fund	into	Threadneedle Managed Equity Fund II
Threadneedle Managed Equity Income Fund	into	Threadneedle Managed Equity Income Fund II
(each an "Existing Fund", and together the "Existing Funds")	into	(each a "New Fund", and together the "New Funds")

**Why are we proposing these changes?**

Columbia Threadneedle Investments and its affiliates, including TISL, will become subject to U.S. federal banking laws, including certain parts of the U.S. Bank Holding Company Act (the "**US Banking Laws**"), from the end of May 2021. This is because their ultimate parent company, Ameriprise Financial, Inc., has become a savings and loan holding company and a financial holding company. Please note that Columbia Threadneedle Investments continues to operate as an asset management group of companies and its primary regulator in the UK remains the FCA.

The Existing Funds are structured as 'fund of funds', which invest in a number of other underlying Columbia Threadneedle funds to gain investment exposure. At the end of May 2021, it is likely that TISL will be deemed to control the Existing Funds under the US Banking Laws, and as a result the Existing Funds will be restricted in their ownership levels of certain Columbia Threadneedle funds or cause such underlying funds to be limited in their equity investments.

We believe that the Existing Funds, following the Mergers, would not be considered controlled under the US Banking Laws in their new structure. As a result, the Existing Funds would effectively be able to continue to be managed in the same way as they are currently, without the need for additional restrictions to be considered with respect to the extent of their ownership of other Columbia Threadneedle funds.

\*Calls may be recorded.

We believe the proposed Mergers are in the best interests of Unitholders and provide a sensible way to effectively allow the Existing Funds to continue to be managed in the same way as they are currently, whilst retaining the greatest possible investment flexibility for the portfolio managers to pursue the investment objectives of each Fund. If you are a Unitholder in the Threadneedle Managed Equity Income Fund, however, you may also notice we have taken the opportunity to make some changes to the corresponding New Fund (see page 26).

In addition, the Existing Funds will move from a UK UCITS structure to a NURS which may provide some additional portfolio management benefits in the future.

#### **What does this mean for my investment(s)?**

If the Merger for each Existing Fund is approved, each New Fund will be managed in the same way as its corresponding Existing Fund, but within an umbrella NURS OEIC structure rather than as a stand-alone unit trust. The Existing Funds would be wound-up once the Mergers have taken place and the New Funds are launched.

If the Merger of an Existing Fund is not approved, that Existing Fund will remain a unit trust but is likely to be considered controlled by TISL under the US Banking Laws and therefore subject to the investment restrictions described above. In such instance, the Existing Fund would be prevented from owning more than 5% of the shares of certain Columbia Threadneedle funds, and portfolio management of the Existing Fund could be impacted. In these circumstances, should it be necessary to invest in alternative funds, the Existing Fund may incur higher overall costs.

#### **Will there be any cost to me as an investor?**

There will be no change to the fees and charges that you currently pay. All costs associated with the Mergers will be borne by Columbia Threadneedle Investments.

#### **Can I redeem or switch my holding to another fund?**

If you do not wish to participate in the Merger and do not wish to hold shares in a New Fund, you may redeem your units or alternatively you may switch your investment from the Existing Fund to another fund within our UK range free of charge, including any of our other UK UCITS funds.

Any redemption or switch made up to and including the 12 noon (UK time) valuation point on 8 April 2021 will be free of initial or redemption charges.

In order to redeem your units or switch your holding before the Merger we must receive your instructions by 12 noon (UK time) on 8 April 2021. Instructions received after this time will be deemed to apply to your shares in the New Fund. If you do wish to redeem or switch your units, please contact us on 0800 953 0134 for Unitholders located in the UK or on 0044 1268 444 321 for Unitholders located outside of the UK (calls may be recorded).

If the vote in favour of the Merger is passed, and you take no action to redeem or switch your holding in an Existing Fund, you will receive shares in the corresponding New Fund from the Effective Date.

**Please note that a redemption or switch will be treated as a disposal of units for tax purposes and you may be liable to capital gains tax on any gains arising from the redemption or switch of your units.**

#### **What action is required?**

You are able to vote on the Proposal for each Existing Fund in which you are a Unitholder. The Proposal is set out in detail in Appendix 2. The proposed Mergers each require the passing of an Extraordinary Resolution at an extraordinary general meeting of Unitholders of the relevant Existing Fund (the "**Meeting**"). To be passed, each Extraordinary Resolution requires a majority in favour of not less than 75% of the votes cast. The Notices of the Meetings and resolution for each of the Existing Funds are set out in Appendix 5.

We would encourage you to read the NURS Key Investor Information document(s) (NURS-KII) enclosed with this Circular for the New Fund(s) that correspond(s) to the Existing Fund(s) you are invested in.

**How to vote:**

You can vote for or against the Proposals for the Existing Fund(s) you are invested in, by completing the enclosed Form of Proxy. Please note that due to the exceptional circumstances resulting from the ongoing COVID-19 public health crisis, voting cannot take place in person. Instead the Chair of the Meeting can vote on your behalf as instructed by you on the Form of Proxy. Unitholders may join the meeting virtually if they wish to do so, as set out on the cover to this Circular, and the Chair will take questions.

**If you wish to vote, please complete the Form of Proxy, and return it/them in the pre-paid return envelope enclosed with this document, to enable your vote to be counted.**

You should return the completed Form of Proxy in the pre-paid return envelope provided to Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom, to reach us no less than 48 hours before the time of the relevant Meeting. The Form of Proxy can be found enclosed with this Circular.

Failure to return the Form of Proxy by the required time will result in it being void, which means the Chair will not be entitled to vote on your behalf as directed.

**Next steps**

If you are in any doubt about the contents of this Circular and the action to be taken you should consult your financial adviser. If you are unclear about the contents of this Circular, or have any further questions, please call us on 0800 953 0134 (calls may be recorded) for Unitholders located within the UK or on +44 1268 444 321 (calls may be recorded) for Unitholders located outside of the UK.

## 1. WHY ARE WE PROPOSING THE MERGERS?

The proposed Mergers are shown in the following table:

Existing Fund		New Fund
Threadneedle Managed Bond Fund	into	Threadneedle Managed Bond Fund II
Threadneedle Managed Bond Focused Fund	into	Threadneedle Managed Bond Focused Fund II
Threadneedle Managed Equity & Bond Fund	into	Threadneedle Managed Equity & Bond Fund II
Threadneedle Managed Equity Focused Fund	into	Threadneedle Managed Equity Focused Fund II
Threadneedle Managed Equity Fund	into	Threadneedle Managed Equity Fund II
Threadneedle Managed Equity Income Fund	into	Threadneedle Managed Equity Income Fund II
(each an "Existing Fund", and together the "Existing Funds")	into	(each a "New Fund", and together the "New Funds")

**US Banking Laws**

Columbia Threadneedle Investments and its affiliates, including TISL, will become subject to U.S. federal banking laws, including certain parts of the U.S. Bank Holding Company Act (the "**US Banking Laws**"), at the end of May 2021. This is because their ultimate parent company, Ameriprise Financial, Inc., has become a savings and loan holding company and financial holding company. Please note that Columbia Threadneedle continues to operate as an asset management group of companies, and its primary regulator in the UK remains the FCA.

The Existing Funds are structured as 'fund of funds', which invest in a number of other Columbia Threadneedle funds to gain investment exposure. At the end of May 2021, it is likely that TISL will be deemed to control the Existing Funds under the US Banking Laws, and as a result, the Existing Funds will be restricted in their ownership levels of certain Columbia Threadneedle funds or cause such underlying funds to be limited in their equity investments. These restrictions could impact the way in which the Existing Funds are currently managed.



We believe that the Existing Funds, following the Mergers, will not be considered controlled under US Banking Laws in their new structure. As a result, the Existing Funds will effectively be able to continue to be managed in the same way as they are currently, without the need for additional restrictions to be considered with respect to the extent of their ownership of other Columbia Threadneedle funds.

In addition, the structure of an OEIC has advantages for investors over that of an authorised unit trust in that it is a more modern and transparent structure whilst containing many of the best elements of an authorised unit trust such as daily dealing and good investor protection.

If the Merger of an Existing Fund is not approved, that Existing Fund will remain a unit trust but is likely to be considered controlled by TISL under US Banking Laws, and therefore become subject to the investment limitations described above. In such instance, the Existing Fund would be prevented from owning more than 5% of the shares of certain Columbia Threadneedle funds, and portfolio management of the Existing Fund could be impacted. In these circumstances, should it be necessary to invest in alternative funds, the Existing Fund may incur higher overall costs.

### **NURS structure**

The Existing Funds are constituted as 'UK UCITS Retail Schemes'. As a result, the Existing Funds are subject to the investment restrictions set out in the UK UCITS Rules, such as to the spread and concentration of investments which can be held within a UK UCITS.

In the United Kingdom, a second type of authorised fund is available, known as a Non-UCITS Retail Scheme or a "NURS". A NURS has a slightly more flexible set of investment and borrowing powers and restrictions than a UK UCITS. TISL already operates a NURS that accommodates other funds of funds: Threadneedle Opportunity Investment Funds ICVC. TISL believes this is the most appropriate structure in which to operate the New Funds through the proposed Mergers.

Please note, however, that it is not intended that the New Funds would take full advantage of all the additional flexibility offered by a NURS. The New Funds will continue to be managed in the same way and to the same strategy as the Existing Funds – save for the Threadneedle Managed Equity Income Fund II (as further described at section 2 below), but will simply be subject to certain less restrictive requirements, for instance in relation to the use of money-market instruments. A UK UCITS may invest only in approved money-market instruments (within the meaning of the definition provided in the FCA Rules). A NURS on the other hand, may invest in approved money-market instruments (within the meaning of the same definition) but also up to a maximum of 20% in a broader range of money-market instruments, provided that these are liquid and have a value which can be determined accurately at any time.

We believe the proposed Mergers are in the best interests of Unitholders and will effectively allow the Existing Funds to continue to be managed in the same way and to retain the greatest possible investment flexibility for the portfolio managers.

There are, however, some changes resulting from the Mergers. They are explained in the next section, which you should read carefully.

## **2. WHAT ARE THE MAIN SIMILARITIES AND DIFFERENCES BETWEEN THE EXISTING FUNDS AND THE NEW FUNDS?**

The New Funds are newly established sub-funds of Threadneedle Opportunity Investment Funds ICVC, an existing investment company with variable capital that is a Non-UCITS Retail Scheme (NURS). Currently, the New Funds have no assets and no investors and have been established specifically to act as the receiving funds for the Mergers with the Existing Funds.

Each New Fund has the same name as its corresponding Existing Fund with the addition of "II" to distinguish it from the Existing Fund. For example, the Threadneedle Managed Bond Fund's corresponding New Fund is called Threadneedle Managed Bond Fund II. However, if the proposed Mergers take place, TISL will then wind-up the Existing Funds and rename the New Funds. The end result is that your investment will have the same name as it does currently.

Although the New Funds will be able to take some advantage of the greater flexibility available to a NURS, in practice, they will be restricted in their investment powers as described in the investment objective and policy of each New Fund. A comparison of each of the investment objectives and policies is set out in Appendix 1. There is no current intention to take full advantage of all the additional flexibility offered by a NURS, such as investment into commodities or property.

The New Funds are very similar to the Existing Funds and will be managed by the same portfolio manager who will use the same investment process that is used currently to manage your investment. This means the New Funds will have the same investment strategy and associated risks as the Existing Funds. **The fees and charges payable by you in the New Fund will remain at the same level as your Existing Fund.**

However, the investment objective and policy of the Threadneedle Managed Equity Income Fund's corresponding New Fund has been rewritten. The New Fund's investment objective includes a target benchmark to provide a more readily measurable investment objective for Shareholders. The other changes are clarificatory in nature and have been made to more clearly describe how the New Fund is managed. It follows that the investment strategy and risk profile of the New Fund is substantially the same as that of the Existing Fund.

There are also some differences between the operational and administrative features of the Existing Funds and the New Funds. These are described below.

The portfolio of the Funds will not be re-balanced as a result of the Mergers. **All costs associated with the Mergers will be borne by Columbia Threadneedle Investments.**

For a detailed comparison of the Existing Funds and the New Funds, please refer to the relevant section of Appendix 1.

## 2.1. COMPARISON OF INVESTMENT OBJECTIVES AND POLICIES

The investment objective and policy for each of the Existing Funds and the New Funds are set out in Appendix 1.

With the exception noted above, the investment objectives of the New Funds are the same, and the risk profile of each New Fund is unchanged from that of its corresponding Existing Fund.

## 2.2. RISK FACTORS

The risks relating to the Existing Funds are the same as the risks relating to their corresponding New Funds. As evidence of this, the New Funds will have the same Synthetic Risk Reward Indicator (SRRI) as the Existing Funds. The enclosed NURS Key Investor Information document (NURS-KII) for the New Funds discloses the key fund risks.

## 2.3. COMPARISON OF OPERATIONAL FEATURES

### 2.3.1. Fee structure

The Annual Management Charge for your New Shares will be the same as for your Existing Units.

### 2.3.2. Dealing cut-off

For both the Existing Funds and the New Funds, all subscriptions, redemptions, conversions or switches will be applied using the Net Asset Value calculated after the order is received (e.g. an unknown Net Asset Value).

For the Existing Funds, if we receive your instructions before 12 noon UK time on a Business Day, we will process your order using the price for Units for that day. This is known as the "Dealing Cut-Off Time". For the New Funds, the Dealing Cut-Off Time is also 12 noon UK time on each Business Day.

### 2.3.3. Valuation Point

The price for the Units or Shares of each Fund is determined using that Fund's "Valuation Point". The Valuation Point for the Existing Funds is 12 noon UK time. The Valuation Point for the New Funds is also 12 noon UK time.

### Accounting dates and income allocation dates

There will be different accounting dates, and dates on which income will be paid for each New Fund, as set out below:

Existing Fund				New Fund			
Fund name	Annual accounting dates	XD dates	Income payment date	Fund name	Annual accounting dates	XD dates	Income payment date
Threadneedle Managed Bond Fund	15 May	16 May (annual) 16 November (semi-annual)	15 July (annual) 15 January (semi-annual)	Threadneedle Managed Bond Fund II	25 May	26 May (annual) 26 November (semi-annual)	25 July (annual) 25 January (semi-annual)
Threadneedle Managed Bond Focused Fund	15 May	16 May	15 July	Threadneedle Managed Bond Focused Fund II	25 May	26 May	25 July
Threadneedle Managed Equity & Bond Fund	15 May	16 May (annual) 16 November (semi-annual)	15 July (annual) 15 January (semi-annual)	Threadneedle Managed Equity & Bond Fund II	25 May	26 May (annual) 26 November (semi-annual)	25 July (annual) 25 January (semi-annual)
Threadneedle Managed Equity Focused Fund	15 May	16 May	15 July	Threadneedle Managed Equity Focused Fund II	25 May	26 May	25 July
Threadneedle Managed Equity Fund	15 May	16 May (annual) 16 November (semi-annual)	15 July (annual) 15 January (semi-annual)	Threadneedle Managed Equity Fund II	25 May	26 May (annual) 26 November (semi-annual)	25 July (annual) 25 January (semi-annual)
Threadneedle Managed Equity Income Fund	25 February	26th day of each month	21st day of each month	Threadneedle Managed Equity Income Fund II	25 May	26th day of each month	21st day of each month

#### 2.3.4. Base currency

The base currency (the currency in which the funds are accounted) of the Existing Funds and the New Funds is sterling.

#### 2.3.5. Settlement periods

Trades for the Existing Funds and the New Funds settle four Business Days after a buy or sell transaction is placed.

#### 2.3.6. ISA investments

The Existing Funds and the New Funds are eligible as ISA investments.

#### 2.3.7. Income equalisation

The Existing Funds and the New Funds apply income equalisation.

Where income equalisation is applied, investors who buy Shares in the New Funds during a distribution period will have their first distribution on those Shares split between an income amount and an equalisation amount. The equalisation amount represents an estimate of the income that has been accrued in the relevant fund before the investor purchased the Shares. As such, this income has not been “earned” by the investor.

The equalisation portion of the distribution is not treated as income that may be subject to income tax. Instead, it is considered as a return of capital for UK capital gains tax purposes. Where investors have held their Shares for the entire distribution period, they will receive the same amount of distribution as those who bought their Shares during the distribution period. However, the entire amount of their distribution will be treated as income for UK tax purposes, and no portion of it will be treated as capital.

**2.3.8. Unit Classes in the Existing Funds and corresponding Share Classes in the New Funds**

There are some differences to note between the unit class names in the Existing Funds and the shares class names in the New Funds.

The Existing Funds issue:

- Class A Units (Class 1 Shares in the Company) – all investors not precluded by law or by the terms of the Prospectus, and typically where rebates are paid to the investor or commission is paid to an intermediary.
- Class B Units (Class 2 Shares in the Company) – Institutional investors and retail investors at TISL’s discretion. At the discretion of TISL, to eligible distributors who have entered into separate fee arrangements with their clients.
- Class T Units (Class T Shares in the Company) – All investors not precluded by law or by the terms of the Prospectus in the Threadneedle Managed Bond Fund, Threadneedle Managed Equity & Bond Fund and Threadneedle Managed Equity Fund.
- Class Z Units (Class Z Shares in the Company) – all investors not precluded by law or the terms of the Prospectus. At the discretion of TISL, to eligible distributors that have entered into fee arrangements with their clients.
- The Existing Funds issue income and accumulation units, except for the Threadneedle Managed Equity Focused Fund which issues accumulation units only and the Threadneedle Managed Equity Income Fund which issues income units only.

Unitholders in the Existing Funds will receive New Shares as set out in the following table:

Existing Units (unit class type)		New Shares (share class type)	
<b>Threadneedle Managed Bond Fund</b>	Class A Accumulation	<b>Threadneedle Managed Bond Fund II</b>	Class 1 Accumulation
	Class B Accumulation		Class 2 Accumulation
	Class T Income		Class T Income
	Class Z Accumulation		Class Z Accumulation
<b>Threadneedle Managed Bond Focused Fund</b>	Class A Accumulation	<b>Threadneedle Managed Bond Focused Fund II</b>	Class 1 Accumulation
	Class A Income		Class 1 Income
	Class B Accumulation		Class 2 Accumulation
	Class Z Accumulation		Class Z Accumulation
	Class Z Income		Class Z Income
<b>Threadneedle Managed Equity &amp; Bond Fund</b>	Class A Accumulation	<b>Threadneedle Managed Equity &amp; Bond Fund II</b>	Class 1 Accumulation
	Class B Accumulation		Class 2 Accumulation
	Class T Income		Class T Income
	Class Z Accumulation		Class Z Accumulation
<b>Threadneedle Managed Equity Focused Fund</b>	Class A Accumulation	<b>Threadneedle Managed Equity Focused Fund II</b>	Class 1 Accumulation
	Class B Accumulation		Class 2 Accumulation
	Class Z Accumulation		Class Z Accumulation
<b>Threadneedle Managed Equity Fund</b>	Class A Accumulation	<b>Threadneedle Managed Equity Fund II</b>	Class 1 Accumulation
	Class B Accumulation		Class 2 Accumulation
	Class T Income		Class T Income
	Class Z Accumulation		Class Z Accumulation
<b>Threadneedle Managed Equity Income Fund</b>	Class A Income	<b>Threadneedle Managed Equity Income Fund II</b>	Class 1 Income
	Class B Income		Class 2 Income
	Class Z Income		Class Z Income

**2.3.9. ISIN codes**

There are differences in the unit or share class codes of the Existing Funds and the New Funds, as set out in Appendix 1.

**2.4. COMPARISON OF SERVICE PROVIDERS AND ADMINISTRATIVE FEATURES**

The key service providers of the Existing Funds will remain the same in the New Funds, as set out in Appendix 1.

**3. TERMS OF THE PROPOSAL**

Each Merger will only take place if the relevant Extraordinary Resolution in the respective Existing Fund is approved. The Scheme is set out in full in Appendix 2 to this Circular. If the resolution is passed at a Meeting for any of the Existing Funds, it is intended that the relevant Merger will be implemented in accordance with the terms of the Scheme. If the Proposal is not approved by the requisite majority of votes, the Scheme will not go ahead in respect of that Existing Fund and it will continue to operate as a unit trust, but may be subject to the investment limitations under US Banking Laws described in Section 1.

If the Proposals are approved, Unitholders in the Existing Funds will receive New Shares in the corresponding New Funds in exchange for the transfer of the assets of the Existing Fund to the New Fund on the terms set out in the Scheme. No initial charge or switching charge will be applied on the issue of New Shares as part of the transfer.

Units in the relevant Existing Fund will then be deemed to have been cancelled and will cease to be of any value and the Existing Fund will be wound up. New Shares will be issued in place of Existing Units.

There will be a Valuation Point for each of the Existing Funds, as detailed in the proposed timetable for the relevant Merger, to facilitate the transfer of assets. Any income available for allocation to income Units from the end of the previous accounting period to the Effective Date will be transferred to the distribution account of the relevant Existing Fund and will be distributed to holders of income Units within 3 months. In the case of accumulation Units, income allocated will be accumulated and reflected in the value of those Units before the transfer is implemented.

Shares of the Company will be valued in accordance with the Instrument of Incorporation of the Company.

Unitholders will receive New Shares in the New Fund in place of the Units they hold in the corresponding Existing Fund on a "one for one" basis.

**TAX CONSEQUENCES OF THE PROPOSAL**

Based on our understanding of the tax legislation and the tax clearances that have been obtained from HM Revenue & Customs, for UK resident investors the Scheme will not involve a disposal of Units for capital gains tax purposes, whatever the size of your holding.

The above reflects our understanding of current UK legislation and HM Revenue & Customs practice relevant to UK resident investors regarding the issue of New Shares under the Scheme. It may be subject to change. The tax consequences of implementation of the Scheme may vary depending on the law and regulations of your country of residence, citizenship or domicile. If you are in any doubt about your potential liability to tax you should seek professional advice.

For details on the taxation of the Existing Fund and the New Fund, please see Appendix 1.

## 4. PROCEDURE FOR THE MEETINGS

The procedure for the Meetings is set out in Appendix 3. Details of the various consents, clearances and a list of the documents relating to the Proposals which are available for inspection are set out in Appendix 4.

The Extraordinary Resolution proposed for each Existing Fund in relation to the Scheme is set out in the Notice of Meeting of Unitholders in Appendix 5. If the resolution is passed at a Meeting for an Existing Fund, it is intended that the transfer will be implemented in accordance with the terms of the Scheme. If the Proposal is not approved by the requisite majority of votes, the Scheme will not go ahead in respect of the relevant Existing Fund.

## 5. COSTS

The costs of convening and holding the Meetings and any adjourned meetings, and of implementing the Proposal, will be met by TISL and not by the Existing Funds. TISL will also cover the costs associated with the subsequent wind-up of the Existing Funds. There will be no initial charge or switching charge applied as part of the Mergers.

## 6. REMINDER OF THE ACTION TO BE TAKEN

If you have any queries concerning the Proposal, or would like to receive a copy of the Depositary's report following the Mergers, please contact us on 0800 953 0134\* for Unitholders located in the UK or on 0044 1268 444 321\* for Unitholders located outside of the UK. You may also wish to consult your professional adviser if you are uncertain about the contents of this document.

The Extraordinary Resolution requires at least 75% of the votes cast at the Meeting to be in favour of the resolution in order to be passed, so it is important that you exercise your right to vote.

Please note that if you choose not to exercise your vote, and the Extraordinary Resolution is passed, your Existing Units will automatically transfer to the relevant New Fund on the Effective Date.

We recommend that you exercise your right to vote on the Proposals by completing and returning the enclosed Form of Proxy in the pre-paid return envelope provided, to arrive by no later than 48 hours prior to the time of the relevant Meeting on 10 March 2021.

As noted above, due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis, it is not possible for you to attend and vote at a Meeting in person. Instead the Chair of the Meeting can vote on your behalf as instructed by you on the Form of Proxy.

Please note that we cannot accept returns by fax, email or any other electronic medium.

Yours sincerely



**Richard Vincent**  
**Director**

For and on behalf of  
**Threadneedle Investment Services Limited**

\*Calls may be recorded.

# APPENDIX 1

## COMPARISON BETWEEN THE EXISTING FUNDS AND THE NEW FUNDS

The Existing Funds are UK UCITS Retail Schemes structured as standalone authorised unit trusts. The New Funds are structured as NURS sub-funds of an umbrella UK Investment Company with Variable Capital, a type of investment company sometimes also known as an Open-Ended Investment Company (OEIC). Both the Existing Funds and the New Funds are authorised and regulated by the FCA. There are, however, some relatively minor differences in the way that unit trusts and OEICs operate.

### Part A – Differences between Unit Trusts and OEICs

We set out a comparison of the main features of unit trusts and OEICs in the table below.

LEGAL STRUCTURE AND REGULATION		
Feature	Unit Trust	OEIC
Legal Structure	Trust	Company
Fund Structure	Single trust or umbrella unit trust	Single fund company or umbrella company
Regulator	Financial Conduct Authority	Financial Conduct Authority
Regulations	Financial Services and Market Act 2000 and COLL	The OEIC Regulations and COLL
Investor's Interest	Units	Shares
Management and Administration	Manager	Authorised Corporate Director (plus additional director(s) if desired)
Investments held by	Trustee	Depositary
Switching facility	Unitholders in a single unit trust are generally permitted to switch their units for units in any other trust managed by the same manager.	Shares can be switched between sub-funds of an umbrella OEIC, and into shares of a sub-fund of a different umbrella OEIC managed by the same authorised corporate director.
Pricing	Dual pricing (most commonly)	Single pricing (most commonly)
Taxation	Exempt from capital gains tax within the unit trust. Investors personally liable to income tax and capital gains tax unless units are held within an ISA.	Broadly, the same as for a unit trust.

#### Legal structure

A unit trust is governed by a trust deed made between its manager and trustee. The money invested by Unitholders in the unit trust is pooled together and invested in a range of investments. These investments are the property of the unit trust and are held on trust by the trustee for the benefit of Unitholders. Unitholders have a right to participate in the property of the unit trust and any income which arises from it. The nature of this right is a beneficial interest under the trust.

An authorised unit trust is authorised by the FCA under the Financial Services and Markets Act 2000.

An OEIC differs from a unit trust in that it is structured as a company and is governed by an Instrument of Incorporation. This means it has many of the usual characteristics of a company such as a separate corporate identity, directors and shareholders. Shareholders in the OEIC do not themselves own the property of the OEIC but, instead, they own shares in the OEIC.

An OEIC is incorporated as an investment company with variable capital under the OEIC Regulations. These regulations establish a separate corporate regime for the operation of open-ended investment companies which is different from the laws which govern other UK companies. For example, the share capital of other UK companies may only be reduced restrictively out of surplus on distribution and share premium accounts or by buy-ins in the market, whereas an OEIC's share capital has no par value and may be increased and decreased, at net asset value, to reflect investor demand.

An OEIC is authorised by the FCA under the OEIC Regulations.

### **Regulators and regulations**

The FCA is the body which regulates the authorisation, establishment and administration of both OEICs and authorised unit trusts in the UK. The FCA has made regulations which govern the operation of OEICs and authorised unit trusts. TISL, as manager of the Existing Funds and as ACD of the Company, Citibank UK as Trustee of the Existing Funds and Depositary of the Company, are authorised persons under the Financial Services and Markets Act 2000.

### **Fund structure**

A unit trust may have one underlying fund or may be structured as an umbrella unit trust with a number of different funds, each with its own portfolio of underlying assets invested in accordance with the investment objective and policy applicable to that fund. Similarly, an OEIC may have only one underlying fund or may be an umbrella OEIC with a number of different funds.

Each fund of an umbrella OEIC has a specific portfolio of securities to which its assets and liabilities are attributable. So far as shareholders are concerned, each fund is generally treated as a separate entity. Each fund is treated as bearing the liabilities, expenses, costs and charges attributable to it (plus a share of any general liabilities, expenses and costs which are not attributable to any particular fund).

In the event that a unit trust manager is unable to fulfil its financial obligations to an investor, that investor may, in certain circumstances, be entitled to compensation under the Financial Services Compensation Scheme. An investor in an OEIC will be entitled to the same protection in respect of the financial obligations of the authorised corporate director.

The investment and borrowing restrictions and efficient portfolio management powers applicable to unit trusts and OEICs are very similar.

### **Investors' interests**

Unit trusts issue units. Each unit represents the right or interest of the unitholder in the underlying assets of the unit trust. In contrast an OEIC issues shares which represent a shareholder's interest in the OEIC itself and not in the underlying assets of the company.

### **Management of the fund**

A unit trust is managed by a manager. The manager's main function is to select and manage the portfolio of investments of the unit trust in accordance with the trust deed, its most recently published prospectus and the FCA Rules. In addition to administering the unit trust, the manager also buys and sells units in the unit trust.

Each OEIC appoints an authorised corporate director (ACD), who is responsible for managing the OEIC on a day-to-day basis. Like the manager of a unit trust, the ACD is responsible for the investment management function and also buys and sells shares issued by the OEIC.

### **Custody of investments**

Unit trusts have a trustee. The trustee must be independent from the manager and has a duty to take reasonable care to ensure that the manager complies with its obligations in relation to the management of the unit trust in accordance with the FCA Rules. The trustee is also required to take into its custody or under its control the investments of the unit trust and is responsible for the collection of the income produced by these investments.

In the case of an OEIC, instead of a trustee, there is a depositary who is responsible for the safekeeping of the scheme property of the OEIC entrusted to it. The depositary also has a duty to take reasonable care to ensure that the OEIC is being managed in accordance with certain of the FCA Rules which govern OEICs.



**Pricing**

For unit trusts, the prices of units may be calculated on the dual pricing system (i.e. units are bought and sold at different prices) or on a single pricing basis as explained below. The manager of the unit trust decides which system is to be adopted. In the dual pricing system, the offer price is calculated on the basis of the offer value of the underlying investments after adding a provision for dealing expenses and includes the initial charge. The bid price is calculated on the basis of the bid value of the underlying investments, after deducting a provision for dealing expenses and stamp duty.

Shares in an OEIC are usually issued and redeemed at a single price. The single price is based on the mid-market valuation of a fund's underlying investments (less any liabilities), the Net Asset Value (NAV). The NAV is calculated in accordance with the FCA Rules and the company's Instrument of Incorporation. The price of a share is the NAV of each fund and share class divided by the number of shares in issue in that class. This has the effect that both the issue and the redemption price of a share at a particular valuation point will be the same. However, the cost of shares purchased will be increased by any applicable initial charge and any dilution adjustment (see below). Similarly, the proceeds from selling shares will be reduced by any applicable redemption charge and by any dilution adjustment.

For both purchases and redemptions of shares in an OEIC no provision is made in the price for any spread on the OEIC's underlying investments, dealing costs, stamp duty or any other foreign transfer taxes. However, a dilution adjustment may be imposed in certain circumstances, for example, where there are large volumes of deals or where an OEIC is in continual growth or decline, which may have an adverse effect on continuing shareholders' interests in the OEIC. In order to reduce or prevent this effect, called dilution, a dilution adjustment may be applied to the NAV on the purchase and/or redemption of shares. When applied, a dilution adjustment affects the price for all investors dealing at a particular valuation point. In practical terms, where an OEIC is experiencing net acquisitions of its shares a dilution adjustment increases the price of shares above their mid-market value. Where an OEIC is experiencing net redemptions, a dilution adjustment decreases the price of shares to below their mid-market value.

# COMPARISON BETWEEN THE EXISTING FUNDS AND THE NEW FUNDS

## Part B – Comparison of the main features of the Existing Funds and New Funds

### THREADNEEDLE MANAGED BOND FUND INTO THREADNEEDLE MANAGED BOND FUND II

Threadneedle Managed Bond Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Bond Fund II, please refer to the NURS-KII enclosed with this Circular. The respective prospectuses of the Existing Fund and the New Fund are also available free of charge upon request to TISL or at [columbiathreadneedle.com](http://columbiathreadneedle.com).

	EXISTING FUND	NEW FUND
	Threadneedle Managed Bond Fund	Threadneedle Managed Bond Fund II
<b>Investment objective</b>	<p>The Fund aims to provide income with potential for long term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 56% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 24% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 10% MSCI ACWI ex UK Index,</li> <li>■ 5% FTSE All-Share Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>	<p>The Fund aims to provide income with potential for long term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 56% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 24% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 10% MSCI ACWI ex UK Index,</li> <li>■ 5% FTSE All-Share Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>
<b>Investment policy</b>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to bonds (including corporate and government bonds), and to a lesser extent, funds investing in equities (company shares).</p> <p>The balance of the exposure between these different asset types may vary over time, however, equity exposure will usually not exceed 20% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, global equities (excluding the UK), UK equities, and cash, against which Fund performance can be evaluated over time.</p>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to bonds (including corporate and government bonds), and to a lesser extent, funds investing in equities (company shares).</p> <p>The balance of the exposure between these different asset types may vary over time, however, equity exposure will usually not exceed 20% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, global equities (excluding the UK), UK equities, and cash, against which Fund performance can be evaluated over time.</p>
<b>Use of derivatives</b>	For efficient portfolio management.	For efficient portfolio management.
<b>Fees charged to capital</b>	No.	No.
<b>Ongoing charges figure (as at 15 November 2020)</b>	Class A: 0.99% Class B: 0.94% Class T: 0.65% Class Z: 0.64%	Class 1: 0.99% Class 2: 0.94% Class T: 0.65% Class Z: 0.64%

	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Bond Fund</b>	<b>Threadneedle Managed Bond Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 0.90% Class B: 0.85% Class T: 0.55% Class Z: 0.55%	Class 1: 0.90% Class 2: 0.85% Class T: 0.55% Class Z: 0.55%
Trustee/Depository charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income?	Yes	Yes
Classes of Units/ Shares offered	Class A Accumulation units Class B Accumulation units Class T Income units Class Z Accumulation units	Class 1 Accumulation shares Class 2 Accumulation shares Class T Income shares Class Z Accumulation shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class T - £2,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class T - £2,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class T - n/a Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class T - n/a Class Z - £50,000
Holding	Class A - £500 Class B - £500 Class T - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class T - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	15 May	25 May
Interim	15 November	25 November
<b>Income payment dates</b>		
Annual/semi-annual	For Class A Units, Class B Units and Class Z Units: 15 July For Class T Units: 15 July, 15 January	For Class 1 Shares, Class 2 Shares and Class Z Shares: 25 July For Class T Shares: 25 July, 25 January
<b>XD dates</b>		
Annual/semi-annual	For Class A Units, Class B Units and Class Z Units: 16 May For Class T Shares: 16 May, 16 November	For Class 1 Shares, Class 2 Shares and Class Z Shares: 26 May For Class T Shares: 26 May, 26 November
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depository	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON OF THE MAIN FEATURES OF THE EXISTING FUNDS AND NEW FUNDS

## THREADNEEDLE MANAGED BOND FOCUSED FUND INTO THREADNEEDLE MANAGED BOND FOCUSED FUND II

Threadneedle Managed Bond Focused Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Bond Focused Fund II, please refer to the NURS-KII enclosed with this Circular. The respective prospectuses of the Existing Fund and New Fund are also available free of charge upon request to TISL or at [columbiathreadneedle.com](http://columbiathreadneedle.com).

	EXISTING FUND	NEW FUND
	<b>Threadneedle Managed Bond Focused Fund</b>	<b>Threadneedle Managed Bond Focused Fund II</b>
<b>Investment objective</b>	<p>The Fund aims to provide a combination of income and long-term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 47.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 20% Bloomberg Barclays Sterling Aggregate Index;</li> <li>■ 20% MSCI ACWI ex UK Index,</li> <li>■ 7.5% FTSE All-Share Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>	<p>The Fund aims to provide a combination of income and long-term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 47.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 20% Bloomberg Barclays Sterling Aggregate Index;</li> <li>■ 20% MSCI ACWI ex UK Index,</li> <li>■ 7.5% FTSE All-Share Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>
<b>Investment policy</b>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to bonds (including corporate and government bonds), and to a lesser extent, funds investing in equities (company shares), particularly the shares of UK companies.</p> <p>The balance of the exposure between these different asset types may vary over time, however, equity exposure will usually not exceed 35% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, global equities (excluding the UK), UK equities, and cash, against which Fund performance can be evaluated over time.</p>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to bonds (including corporate and government bonds), and to a lesser extent, funds investing in equities (company shares), particularly the shares of UK companies.</p> <p>The balance of the exposure between these different asset types may vary over time, however, equity exposure will usually not exceed 35% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, global equities (excluding the UK), UK equities, and cash, against which Fund performance can be evaluated over time.</p>
<b>Use of derivatives</b>	For efficient portfolio management.	For efficient portfolio management.
<b>Fees charged to capital</b>	No.	No.
<b>Ongoing charges figure (as at 15 November 2020)</b>	Class A: 1.19% Class B: 0.99% Class Z: 0.69%	Class 1: 1.19% Class 2: 0.99% Class Z: 0.69%

	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Bond Focused Fund</b>	<b>Threadneedle Managed Bond Focused Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 1.10% Class B: 0.90% Class Z: 0.60%	Class 1: 1.10% Class 2: 0.90% Class Z: 0.60%
Trustee/Depository charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income?	Yes	Yes
Classes of Units/ Shares offered	Class A Accumulation units Class A Income units Class B Accumulation units Class Z Accumulation units Class Z Income units	Class 1 Accumulation shares Class 1 Income Shares Class 2 Accumulation shares Class Z Accumulation shares Class Z Income Shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class Z - £50,000
Holding	Class A - £500 Class B - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	15 May	25 May
Interim	15 November	25 November
<b>Income payment dates</b>		
Annual	15 July	25 July
<b>XD dates</b>		
Annual/semi-annual	16 May	26 May
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depository	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON OF THE MAIN FEATURES OF THE EXISTING FUNDS AND THE NEW FUNDS

## THREADNEEDLE MANAGED EQUITY & BOND FUND INTO THREADNEEDLE MANAGED EQUITY & BOND FUND II

Threadneedle Managed Equity & Bond Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Equity & Bond Fund II, please refer to the NURS-KII enclosed with this Circular. The respective prospectuses of the Existing Fund and New Fund are also available free of charge upon request to TISL or at [columbiathreadneedle.com](http://columbiathreadneedle.com).

	EXISTING FUND	NEW FUND
	Threadneedle Managed Equity & Bond Fund	Threadneedle Managed Equity & Bond Fund II
<b>Investment objective</b>	<p>The Fund aims to provide a combination of long-term capital growth and income. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 35% MSCI ACWI ex UK Index,</li> <li>■ 31.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 15% FTSE All- Share Index,</li> <li>■ 13.5% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>	<p>The Fund aims to provide a combination of long-term capital growth and income. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 35% MSCI ACWI ex UK Index,</li> <li>■ 31.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 15% FTSE All- Share Index,</li> <li>■ 13.5% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>
<b>Investment policy</b>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), and bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure will usually not exceed 60% of the Fund's value, with at least 30% exposure maintained to bonds, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), investment grade bonds (hedged to sterling), UK equities, investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), and bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure will usually not exceed 60% of the Fund's value, with at least 30% exposure maintained to bonds, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), investment grade bonds (hedged to sterling), UK equities, investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>
<b>Use of derivatives</b>	For efficient portfolio management.	For efficient portfolio management.
<b>Fees charged to capital</b>	No.	No.
<b>Ongoing charges figure (as at 15 November 2020)</b>	Class A: 1.23% Class B: 1.08% Class T: 0.73% Class Z: 0.74%	Class 1: 1.23% Class 2: 1.08% Class T: 0.73% Class Z: 0.74%

	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Equity &amp; Bond Fund</b>	<b>Threadneedle Managed Equity &amp; Bond Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 1.15% Class B: 1.00% Class T: 0.65% Class Z: 0.65%	Class 1: 1.15% Class 2: 1.00% Class T: 0.65% Class Z: 0.65%
Trustee/Depository charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income?	Yes	Yes
Classes of Units/ Shares offered	Class A Accumulation units Class B Accumulation units Class T Income units Class Z Accumulation units	Class 1 Accumulation shares Class 2 Accumulation shares Class T Incomes shares Class Z Accumulation shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class T - £2,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class T - £2,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class T - n/a Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class T - n/a Class Z - £50,000
Top-up	Class A - £500 Class B - £500 Class T - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class T - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	15 May	25 May
Interim	15 November	25 November
<b>Income payment dates</b>		
Annual/semi-annual	For Class A Unit, Class B Units and Class Z Units: 15 July For Class T Units: 15 July, 15 January	For Class 1 Shares, Class 2 Shares and Class Z Shares: 25 July For Class T Shares: 25 July, 25 January
<b>XD dates</b>		
Annual/semi-annual	For Class A Units, Class B Units and Class Z Units: 16 May For Class T Units: 16 May, 16 November	For Class 1 Shares, Class 2 Shares and Class Z Shares: 26 May For Class T Shares: 26 May, 26 November
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depository	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON OF THE MAIN FEATURES OF THE EXISTING FUNDS AND NEW FUNDS

## THREADNEEDLE MANAGED EQUITY FOCUSED FUND INTO THREADNEEDLE MANAGED EQUITY FOCUSED FUND II

Threadneedle Managed Equity Focused Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Equity Focused Fund II, please refer to the NURS-KII enclosed with this Circular. The respective prospectuses of the Existing Fund and New Fund are also available free of charge upon request to TISL or at [columbiathreadneedle.com](http://columbiathreadneedle.com).

	EXISTING FUND	NEW FUND
	Threadneedle Managed Equity Focused Fund	Threadneedle Managed Equity Focused Fund II
<b>Investment objective</b>	<p>The Fund aims to provide a combination of long term capital growth and some income. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 50% MSCI ACWI ex UK Index,</li> <li>■ 22.5% FTSE All-Share Index,</li> <li>■ 15.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 7% Bloomberg Barclays Sterling Aggregate Index</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>	<p>The Fund aims to provide a combination of long term capital growth and some income. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 50% MSCI ACWI ex UK Index,</li> <li>■ 22.5% FTSE All-Share Index,</li> <li>■ 15.5% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 7% Bloomberg Barclays Sterling Aggregate Index</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>
<b>Investment policy</b>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), but also has some exposure to bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure is usually between 50-85% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), UK equities, investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), but also has some exposure to bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure is usually between 50-85% of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), UK equities, investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>
<b>Use of derivatives</b>	For efficient portfolio management.	For efficient portfolio management.
<b>Fees charged to capital</b>	No.	No.
<b>Ongoing charges figure (as at 15 November 2020)</b>	Class A: 1.33% Class B: 1.13% Class Z: 0.78%	Class 1: 1.33% Class 2: 1.13% Class Z: 0.78%



	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Equity Focused Fund</b>	<b>Threadneedle Managed Equity Focused Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 1.25% Class B: 1.05% Class Z: 0.70%	Class 1: 1.25% Class 2: 1.05% Class Z: 0.70%
Trustee/Depositary charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income	Yes	Yes
Classes of Units/ Shares offered	Class A Accumulation units Class B Accumulation units Class Z Accumulation units	Class 1 Accumulation shares Class 2 Accumulation shares Class Z Accumulation shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class Z - £50,000
Holding	Class A - £500 Class B - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	15 May	25 May
Interim	15 November	25 November
<b>Income payment dates</b>		
Annual	15 July	25 July
<b>XD dates</b>		
Annual/semi-annual	16 May	26 May
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depositary	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON OF THE MAIN FEATURES OF THE EXISTING FUNDS AND NEW FUNDS

## THREADNEEDLE MANAGED EQUITY FUND INTO THREADNEEDLE MANAGED EQUITY FUND II

Threadneedle Managed Equity Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Equity Fund II, please refer to the NURS-KII enclosed with this Circular. The respective prospectuses of the Existing Fund and New Fund are also available free of charge upon request to TISL or at **columbiathreadneedle.com**.

	EXISTING FUND	NEW FUND
	Threadneedle Managed Equity Fund	Threadneedle Managed Equity Fund II
<b>Investment objective</b>	<p>The Fund aims to achieve long term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 60% MSCI ACWI ex UK Index,</li> <li>■ 25% FTSE All-Share Index,</li> <li>■ 7% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 3% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>	<p>The Fund aims to achieve long term capital growth. It looks to outperform a composite index over rolling 3-year periods, after the deduction of charges.</p> <p>This composite index comprises:</p> <ul style="list-style-type: none"> <li>■ 60% MSCI ACWI ex UK Index,</li> <li>■ 25% FTSE All-Share Index,</li> <li>■ 7% Bloomberg Barclays Global Aggregate ex GBP (GBP Hedged) Index,</li> <li>■ 3% Bloomberg Barclays Sterling Aggregate Index,</li> <li>■ 5% Sterling Overnight Index Average (SONIA)</li> </ul>
<b>Investment policy</b>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), with only limited exposure taken to bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure usually exceeds two-thirds of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), UK equities, investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>	<p>The Fund is actively managed, and invests at least 80% of its assets in other funds.</p> <p>The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide.</p> <p>The Fund focuses on investment in funds providing exposure to equities (company shares), with only limited exposure taken to bonds (including corporate and government bonds).</p> <p>The balance of the exposure to these different asset types may vary over time, however, equity exposure usually exceeds two-thirds of the Fund's value, under normal market conditions.</p> <p>The Fund may also hold money market instruments, deposits, cash, and near cash.</p> <p>Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes.</p> <p>The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), UK equities, investment grade bonds (hedged to sterling), investment grade sterling-denominated bonds, and cash, against which Fund performance will be evaluated over time.</p>
<b>Use of derivatives</b>	For efficient portfolio management.	For efficient portfolio management.
<b>Fees charged to capital</b>	No.	No.
<b>Ongoing charges figure (as at 15 November 2020)</b>	Class A: 1.39% Class B: 1.19% Class T: 0.85% Class Z: 0.84%	Class 1: 1.39% Class 2: 1.19% Class T: 0.85% Class Z: 0.84%

	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Equity Fund</b>	<b>Threadneedle Managed Equity Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 1.30% Class B: 1.10% Class T: 0.75% Class Z: 0.75%	Class A: 1.30% Class B: 1.10% Class T: 0.75% Class Z: 0.75%
Trustee/Depository charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income?	Yes	Yes
Classes of Units/ Shares offered	Class A Accumulation units Class B Accumulation units Class T Income units Class Z Accumulation units	Class 1 Accumulation shares Class 2 Accumulation shares Class T Income shares Class Z Accumulation shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class T - £2,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class T - £2,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class T - n/a Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class T - n/a Class Z - £50,000
Holding	Class A - £500 Class B - £500 Class T - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class T - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	15 May	25 May
Interim	15 November	25 November
<b>Income payment dates</b>		
Annual/semi-annual	For Class A Units, Class B Units and Class Z Units: 15 July For Class T Units: 15 July, 15 January	For Class 1 Shares, Class 2 Shares and Class Z Shares: 25 July For Class T Shares: 25 July, 25 January
<b>XD dates</b>		
Annual/semi-annual	For Class A Units, Class B Units and Class Z Units: 16 May For Class T Units: 16 May, 16 November	For Class 1 Shares, Class 2 Shares and Class Z Shares: 26 May For Class T Shares: 26 May, 26 November
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depository	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON OF THE MAIN FEATURES OF THE EXISTING FUNDS AND NEW FUNDS

## THREADNEEDLE MANAGED EQUITY INCOME FUND INTO THREADNEEDLE MANAGED EQUITY INCOME FUND II

Threadneedle Managed Equity Income Fund II is a newly established sub-fund of Threadneedle Opportunity Investment Funds ICVC and will launch on 9 April 2021.

The table below provides a comparison of the main features of the Existing Fund and the New Fund.

For further details of the Threadneedle Managed Equity Income Fund II, please refer to the NURS-KII that is enclosed with this Circular. The respective prospectuses of the Existing Fund and New Fund are also available free of charge upon request to TISL or at [columbiathreadneedle.com](http://columbiathreadneedle.com).

	EXISTING FUND	NEW FUND
	Threadneedle Managed Equity Income Fund	Threadneedle Managed Equity Income Fund II
Investment objective	To provide a growing income with potential for capital growth.	The Fund aims to provide income with the prospect of some capital growth over the long term. It looks to achieve an income yield higher than a composite index over rolling 3-year periods, after the deduction of charges. This composite index comprises: <ul style="list-style-type: none"> <li>■ 60% FTSE All-Share Index,</li> <li>■ 15% Iboxx Sterling Non-Gilts Index,</li> <li>■ 10% MSCI Europe Index,</li> <li>■ 10% MSCI ACWI Index,</li> <li>■ 5% ICA BofA Euro High Yield (GBP hedged) Index</li> </ul>
Investment policy	The Fund will invest at least two-thirds of its assets in funds managed or operated by companies in the Threadneedle group. These funds may invest worldwide. The Fund will invest at least two-thirds of its assets in funds that invest in company shares, but will also have some exposure to fixed income securities. The Fund may also hold cash, near cash and money market instruments. Up to 20% of the value of the Fund may be invested in funds that invest in derivatives for purposes other than Efficient Portfolio Management.	The Fund is actively managed, and invests at least 70% of its assets in other Funds. The Fund usually invests in other Threadneedle funds, however, funds managed by companies outside the Threadneedle group may also be held, when this is considered appropriate. These funds may invest worldwide. The Fund focuses on investment in funds providing exposure to equities (company shares), but also has some exposure to bonds (which may include both corporate and government bonds). The balance of the exposure to these different asset types may vary over time, however, equity exposure is usually between 70-90% of the Fund's value, under normal market conditions. The Fund may also hold money market instruments, deposits, cash, and near cash. Derivatives may be used with the aim of reducing risk or managing the Fund more efficiently, and up to 20% of the value of the Fund may be invested in funds that use derivatives for investment purposes. The composite index is representative of the Fund's investment exposure, and provides a suitably weighted target benchmark of global equities (excluding the UK), UK equities, investment grade bonds (hedged to sterling), investment grade sterling denominated bonds, and cash, against which Fund performance will be evaluated over time.
Use of derivatives	For efficient portfolio management.	For efficient portfolio management.
Fees charged to capital	Yes	Yes
Ongoing charges figure (as at 25 August 2020)	Class A: 1.41% Class B: 1.26% Class Z: 0.86%	Class A: 1.41% Class B: 1.26% Class Z: 0.86%

	<b>EXISTING FUND</b>	<b>NEW FUND</b>
	<b>Threadneedle Managed Equity Income Fund</b>	<b>Threadneedle Managed Equity Income Fund II</b>
<b>Charges, fees and expenses</b>		
Redemption charge	None	None
Switching charge	None	None
Initial charge	None	None
Annual management charge	Class A: 1.25% Class B: 1.10% Class Z: 0.70%	Class 1: 1.25% Class 2: 1.10% Class Z: 0.70%
Trustee/Depository charge	0.01%	0.01%
Registrar's fee/ Operating Expenses	N/A	None
Charges taken from income?	No	No
Classes of Shares offered	Class A Income units Class B Income units Class Z Income units	Class 1 Income shares Class 2 Income shares Class Z Income shares
<b>Minimum investment amounts</b>		
Lump sum	Class A - £2,000 Class B - £5,000,000 Class Z - £1,000,000	Class 1 - £2,000 Class 2 - £5,000,000 Class Z - £1,000,000
Top-up	Class A - £1,000 Class B - £10,000 Class Z - £50,000	Class 1 - £1,000 Class 2 - £10,000 Class Z - £50,000
Holding	Class A - £500 Class B - £500 Class Z - £500,000	Class 1 - £500 Class 2 - £500 Class Z - £500,000
Regular Savings	Unavailable	Unavailable
Regular Withdrawals	Unavailable	Unavailable
Deal cut off	12.00 noon each Dealing Day	12.00 noon each Dealing Day
Valuation Point	12.00 noon each Dealing Day	12.00 noon each Dealing Day
<b>Accounting periods end</b>		
Annual	25 February	25 May
Interim	25 August	25 November
<b>Income payment dates</b>		
Monthly	26th day of each month	26th day of each month
<b>XD dates</b>		
Monthly	26th day of each month	26th day of each month
<b>Service providers</b>		
Authorised Fund Manager/Authorised Corporate Director	Threadneedle Investment Services Limited	Threadneedle Investment Services Limited
Trustee/Depository	Citibank Europe plc, UK branch	Citibank Europe plc, UK branch
Custodian	Citibank N.A.	Citibank N.A.
Administrator	Citibank N.A.	Citibank N.A.
Investment Manager	Threadneedle Asset Management Limited	Threadneedle Asset Management Limited
Registrar	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited	Threadneedle Investment Services Limited, delegated to SS&C Financial Services Europe Limited
Auditor	PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP

# COMPARISON BETWEEN THE EXISTING FUNDS AND THE NEW FUNDS

## Part C – ISIN codes

There are some differences in the unit class ISIN codes of the Existing Funds and the share class ISIN codes of the New Funds. The full list is provided in the tables below.

Existing Units (unit class type)			New Shares (share class type)		
<b>Threadneedle Managed Bond Fund</b>	Class A Accumulation Units	GB0032010042	<b>Threadneedle Managed Bond Fund II</b>	Class 1 Accumulation Shares	GB00BMGRVR29
	Class B Accumulation Units	GB00B0882P42		Class 2 Accumulation Shares	GB00BMGRVS36
	Class T Income Units	GB00BYTLGH01		Class T Income Shares	GB00BMGRVT43
	Class Z Accumulation Units	GB00BRTM3L73		Class Z Accumulation Shares	GB00BMGRVW64
<b>Threadneedle Managed Bond Focused Fund</b>	Class A Accumulation Units	GB0032009937	<b>Threadneedle Managed Bond Focused Fund II</b>	Class 1 Accumulation Shares	GB00BMGRH304
	Class A Income	GB00BYZHVV41		Class 1 Income	GB00BMGRVM73
	Class B Accumulation	GB00B0882Q58		Class 2 Accumulation	GB00BMGRVN80
	Class Z Accumulation	GB00BRTM3K66		Class Z Accumulation	GB00BMGRVP05
	Class Z Income	GB00BLLXH478		Class Z Income	GB00BMGRVQ12
<b>Threadneedle Managed Equity &amp; Bond Fund</b>	Class A Accumulation Units	GB0001439834	<b>Threadneedle Managed Equity &amp; Bond Fund II</b>	Class 1 Accumulation Shares	GB00BMGRVW71
	Class B Accumulation Units	GB00B0882R65		Class 2 Accumulation Shares	GB00BMGRVX88
	Class T Income Units	GB00BYTLGJ25		Class T Income Shares	GB00BMGRVY95
	Class Z Accumulation Units	GB00BRTM3J51		Class Z Accumulation Shares	GB00BMGRVZ03
<b>Threadneedle Managed Equity Focused Fund</b>	Class A Accumulation Units	GB0001439727	<b>Threadneedle Managed Equity Focused Fund II</b>	Class 1 Accumulation Shares	GB00BMGRW022
	Class B Accumulation Units	GB00B0882T89		Class 2 Accumulation Shares	GB00BMGRW139
	Class Z Accumulation Units	GB00BRTM3H38		Class Z Accumulation Shares	GB00BMGRW246
<b>Threadneedle Managed Equity Fund</b>	Class A Accumulation Units	GB0001448892	<b>Threadneedle Managed Equity Fund II</b>	Class 1 Accumulation Shares	GB00BMGRW352
	Class B Accumulation Units	GB00B0882V02		Class 2 Accumulation Shares	GB00BMGRW469
	Class T Income Units	GB00BYTLGK30		Class T Income Shares	GB00BMGRW576
	Class Z Accumulation Units	GB00BRTM3G21		Class Z Accumulation Shares	GB00BMGRW683
<b>Threadneedle Managed Equity Income Fund</b>	Class A Income Units	GB0001449197	<b>Threadneedle Managed Equity Income Fund II</b>	Class 1 Income Shares	GB00BMGRW790
	Class B Income Units	GB00B0882Y33		Class 2 Income Shares	GB00BMGRW808
	Class Z Income Units	GB00BRTM3M80		Class Z Income Shares	GB00BMGRW915

# APPENDIX 2

## SCHEMES OF ARRANGEMENT FOR THE MERGERS OF THE EXISTING FUNDS INTO THE NEW FUNDS

### **1. Definition and interpretation**

- 1.1 In this Appendix 2, unless the context otherwise requires, the terms shall have the meaning set out in the Glossary of Terms at the beginning of this document.
- 1.2 In addition, where relevant in the context, terms which are defined in the FCA Rules shall have the same meaning in this Scheme.
- 1.3 References to paragraphs are to paragraphs of the Scheme set out in this Appendix.
- 1.4 If there is any conflict between the Scheme and the Trust Deed or Prospectus of the Existing Fund, then the Scheme will prevail. If there is any conflict between the Scheme and the FCA Rules, then the FCA Rules will prevail.
- 1.5 This Scheme applies separately to each Existing Fund.

### **2. Meeting of Unitholders of the Existing Fund**

- 2.1 The Scheme, and the transfer of the assets of the Existing Fund into the New Fund that the Scheme involves, is conditional on the passing of the Extraordinary Resolution at the Meeting of Unitholders of the Existing Fund by which the Unitholders approve the Scheme in relation to the Existing Fund and instruct TISL and Citibank UK to implement the Scheme.
- 2.2 If the Extraordinary Resolution is passed at the Meeting, the Scheme will be binding on all Unitholders in the Existing Fund (whether or not they voted in favour of it, or voted at all) and the Scheme will be implemented in relation to the Existing Fund as set out in the following paragraphs.

### **3. Suspension of dealings in the Existing Fund**

- 3.1 To facilitate implementation of the transfer under the Scheme, if the Extraordinary Resolution is passed, dealing in Units in the Existing Fund will be suspended immediately after 12 noon on the date set out in the Timetable for each of the Existing Funds.
- 3.2 On implementation of the Scheme, a Shareholder may transfer or sell all or some of his/her New Shares on and from the first Dealing Day in accordance with the Prospectus of the Company.

### **4. Income allocation arrangements**

- 4.1 Any income available for allocation to income Units from the end of the previous accounting period to the Effective Date will be transferred to the distribution account of the Existing Fund and will be distributed to holders of income Units within 3 months of the Effective Date. In the case of accumulation Units, income allocated will be accumulated and reflected in the value of those Units before the Merger is implemented.
- 4.2 For Unitholders who have chosen to have their income reinvested rather than being paid out as distributions, TISL will purchase additional Shares in the relevant New Fund in respect of the income distribution on the pay date.

### **5. Calculation of the value of the Existing Fund**

- 5.1 The Existing Fund's value shall be calculated as at 12 noon on the Effective Date and in accordance with the basis of valuation set out in the Trust Deed.
- 5.2 This valuation shall be used in the calculation of the number of New Shares to be issued to each relevant Unitholder under paragraph 6 below.

**6. Transfer of property of the Existing Fund to the New Fund and issue of New Shares**

- 6.1 The property of the Existing Fund will become part of the property of the New Fund in exchange and in full payment for the issue of New Shares. Citibank UK shall cease to hold the property of the Existing Fund less the Retained Amount as attributable to the Existing Fund, and shall hold the property as attributable to the New Fund and Citibank UK shall make or ensure the making of such transfers and re-designations as may be necessary as a result.
- 6.2 All Units in the Existing Fund will be deemed to be cancelled and will cease to be of any value immediately after 12:01pm on the Effective Date.
- 6.3 Shareholders will be treated as exchanging their Units in the Existing Fund for New Shares in the New Fund free from any initial charge.

**7. Basis for the issue of New Shares**

- 7.1 Unitholders will receive New Shares in the New Fund in place of the Units they hold in the corresponding Existing Fund on a “one for one” basis.
- 7.2 New Shares of the appropriate class and type will be issued to each Unitholder invested in the Existing Fund in proportion to that Unitholder’s individual entitlement to the Existing Fund value on the Effective Date.

**8. Notification of the New Shares**

- 8.1 Certificates will not be issued in respect of New Shares.
- 8.2 TISL will send details of the number of New Shares issued to each Shareholder (or, in the case of joint holders, the first named of such holders in the register of holders of the Existing Fund) within 14 days of the Effective Date.

**9. Winding-up of the Existing Fund**

- 9.1 On the Scheme becoming effective, TISL shall proceed to wind-up the Existing Fund in accordance with the terms of the Existing Fund’s Trust Deed and Prospectus, the Scheme and the Regulations. TISL has given the required notice to the FCA of the proposal to make the alterations to the Trust Deed and Prospectus required for the winding-up of the Existing Fund.
- 9.2 Citibank UK shall hold cash and other assets out of the property of the Existing Fund (the “Retained Amount”), which will be utilised by Citibank UK to pay outstanding liabilities of the Existing Fund in accordance with the provisions of the Trust Deed and the Regulations.
- 9.3 If there are any surplus monies remaining in the Existing Fund on completion of the winding-up they, together with any income arising therefrom, shall be transferred to the New Fund to be held by Citibank UK as attributable to that New Fund but no further issue of shares in the New Fund shall be made as a result.
- 9.4 If the Retained Amount is insufficient to meet all the liabilities of the Existing Fund, such excess liabilities shall be paid in accordance with the Instrument of Incorporation of the Company and the Regulations. Any such liabilities which cannot properly be paid out of the property of the New Fund shall be paid by TISL.
- 9.5 On completion of the winding-up of the Existing Fund, Citibank UK shall be fully discharged from all obligations and liabilities in respect of the Existing Fund (other than those arising from any breach prior to such time).



**10. Costs, charges and expenses of the Scheme**

- 10.1 TISL and Citibank UK shall continue to receive their usual fees and expenses for respectively managing and being trustee of the Existing Fund insofar as these are attributable to the Existing Fund out of the property of the Existing Fund which accrues prior to the Effective Date. or, in the case of expenses of Citibank UK properly incurred in connection with the Scheme on the winding-up of the Existing Fund, after the Effective Date.
- 10.2 The costs of preparing and implementing the transfer under the Scheme, including:
- the costs of convening and holding the Meeting (and any adjourned meetings) of the Existing Fund; the fees and expenses payable to professional advisers in connection with the transfer and the Scheme;
  - any non-UK tax liabilities, including transfer taxes, re-designation and registration fees and transaction costs,
- will be payable by TISL and not by the Existing Fund.
- 10.3 The costs associated with the subsequent winding-up of the Existing Fund will be borne by TISL.
- 10.4 No initial charge or switching charge shall be taken by TISL on the issue of the New Shares.

**11. TISL and Citibank UK to rely on register and certificates**

TISL and Citibank UK shall each be entitled to assume that all information contained in the registers of Unitholders of the Existing Fund on and immediately prior to the Effective Date is correct, and to utilise the same in calculating the number of New Shares in the New Fund to be issued and registered pursuant to the Scheme. TISL and Citibank UK may each act and rely upon any certificate, opinion, evidence or information furnished to it by the other or by its respective professional advisers of the Scheme, and shall not be liable or responsible for any resulting loss.

**12. Alterations to the Scheme**

- 12.1 TISL and Citibank UK may agree that the Effective Date is to be a different date than that detailed in this Circular and if they do so, such consequential adjustments shall be made to the other elements in the Timetable of the Scheme as they consider appropriate.
- 12.2 The terms of the Scheme may be amended as agreed by TISL and Citibank UK.

**13. Governing law**

The Scheme shall be governed by and shall be construed in accordance with the law of England and Wales.

Dated: 11 February 2021

# APPENDIX 3

## PROCEDURE FOR THE UNITHOLDER MEETINGS

The notices of the Meeting (the “**Notice**”) of Unitholders in the Existing Funds setting out the Extraordinary Resolutions to approve the proposed schemes of arrangement in respect of the Existing Funds, is set out in Appendix 5.

The quorum for the Meetings is two Unitholders present by proxy. If no quorum is present by proxy at any of the Meetings, that Meeting will be adjourned to a date and time at least 7 days later. Citibank UK has appointed Richard Vincent or other such employee of TISL or person as Citibank UK nominates to be chair of the Meeting.

The resolutions will be proposed as an “extraordinary resolution” and must be carried by a majority in favour of at least 75% of the total number of votes cast at the Meetings. Persons who are Unitholders in the Existing Funds on the date 10 days before the Notice is sent out, but excluding persons who are known to TISL not to be Unitholders at the time of the Meetings, are entitled to vote and be counted in the quorum.

Once passed, an Extraordinary Resolution is binding on all Unitholders in the Existing Fund.

TISL is only entitled to be counted in the quorum and vote at the Meetings in respect of Units which it holds on behalf of or jointly with a person who, being the registered Unitholder, would be entitled to vote and from whom TISL has received voting instructions.

Associates of TISL are entitled to be counted in a quorum. They may vote at the Meetings in respect of Units which they hold on behalf of or jointly with a person who, being the registered holder, would be entitled to vote and from whom they have received voting instructions.

In view of the importance of the Proposal, the chair of the Meeting will order a poll to be taken in respect of the resolutions. On a poll, each Unitholder may vote by proxy. The voting rights attaching to each Unit of the Existing Funds are weighted according to the value of the Units in issue at the date 10 days before the Notice is sent out. A Unitholder entitled to more than one vote on a poll need not, if he or she votes, use all votes or cast all votes in the same way.

The quorum at any adjourned meeting is one or more Unitholders present by proxy, whatever their number and the number and the value of Units held by them. Any Forms of Proxy returned as required for the Meeting will remain valid, unless otherwise instructed, for the adjourned meeting.

# APPENDIX 4

## CONSENTS AND CLEARANCES

### THREADNEEDLE INVESTMENT SERVICES LIMITED (TISL)

TISL, as authorised fund manager, confirms in relation to the Existing Funds that in its opinion the Schemes are not likely to result in any material prejudice to Shareholders in any other sub-funds of the Company.

TISL, as ACD of the New Funds, has confirmed that the receipt of property under the Schemes by the New Funds, is consistent with the objectives of the New Funds and can be effected without any breach of the relevant legislation.

### CITIBANK UK

Citibank UK has informed TISL that, while expressing no opinion as to the merits of the Schemes and not having been responsible for the preparation of this document and not offering any opinion on the fairness or merits of the Schemes, which are matters for the judgement of each Unitholder in the Existing Funds, they consent to the references made to them in this document in the form and context in which they appear.

### FINANCIAL CONDUCT AUTHORITY (FCA)

The FCA has confirmed in a letter to Eversheds Sutherland (International) LLP, solicitors for TISL in respect of the Mergers, that:

- the receipt of assets by the New Funds will not affect the ongoing authorisation of the Company; and
- subject to approval of the Mergers at the Meetings, TISL may commence wind-up of the Existing Funds.

### TAX CLEARANCES

HM Revenue & Customs has confirmed by letter to Eversheds Sutherland (International) LLP that section 103K of the Taxation of Chargeable Gains Act 1992 should not apply to the Schemes and consequently section 103H of that Act may apply whatever the size of holding. Accordingly, the Schemes should not involve a disposal of Units in the Existing Funds for the purposes of tax on capital gains. The New Shares will have the same acquisition cost and acquisition date for capital gains tax purposes for each UK Shareholder as their Existing Units.

HM Revenue & Customs has also given clearance by letter under section 701 of the Income Tax Act 2007 and section 748 of the Corporation Tax Act 2010 that the Schemes do not create a tax advantage which should be cancelled.

### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available on request by contacting TISL (please see contact details below) from 11 February 2021 until the date of the Meetings (or the adjournment of any of them):

1. The Trust Deed or Instrument and the Prospectus of the Existing Funds and the New Funds;
2. The Key Investor Information Documents of the Existing Funds and example NURS-KIIs of the New Funds;
3. The letter to TISL from Citibank UK referred to under “Citibank UK” above;
4. The letter to TISL from the FCA referred to under “Financial Conduct Authority” above; and
5. The letter from HM Revenue & Customs referred to under “Tax Clearances (United Kingdom)” above.

In addition, following the Mergers, Citibank UK’s Report will be available on request by contacting TISL on 0800 953 0134\* for Shareholders located in the UK or on 0044 1268 444 321 for Shareholders located outside of the UK between 9:00am and 5:00pm UK time (calls may be recorded).

# APPENDIX 5

## NOTICE OF MEETING

### THREADNEEDLE MANAGED BOND FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Bond Fund to be held virtually through the Microsoft Teams conferencing platform at 10:00am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following conference ID to enable you to join the meeting:

703 747 915#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

**THAT:**

The scheme of arrangement (the "Scheme") for the transfer of the Existing Fund into Threadneedle Managed Bond Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited ("TISL") to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**  
**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Bond Fund).

11 February 2021

**NOTES:**

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
- (3) On a poll, votes may be given by proxy, and the voting rights attached to each Unit shall be such proportion of the voting rights attached to all of the Units in issue as the price of the Units bears to the aggregate price(s) of all of the Units in issue on the date 10 days before the Notice of Meeting is sent out.
- (4) A Unitholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same manner.
- (5) The quorum for the Meeting is two Unitholders present by proxy. If no quorum is present by proxy, the Meeting will be adjourned to a date and time at least 7 days later. The quorum at an adjourned meeting is one Unitholder present by proxy.
- (6) The word "Unitholder" in notes (1) to (5) above means persons who were Unitholders in the Existing Fund on the date 10 days before the Notice concerning the Meeting was sent out but excluding persons who are known to TISL not to be Unitholders in the Existing Fund at the time of the Meeting and the expression "Unitholder" should be construed accordingly.

# NOTICE OF MEETING

## THREADNEEDLE MANAGED BOND FOCUSED FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Bond Focused Fund to be held virtually through the Microsoft Teams conferencing platform at 10:20am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following security code to enable you to join the meeting:

761 740 902#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

#### THAT:

The scheme of arrangement (the "Scheme") for the transfer of the Existing Fund into Threadneedle Managed Bond Focused Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited ("TISL") to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**

**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Bond Focused Fund).

11 February 2021

#### NOTES:

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
- (3) On a poll, votes may be given by proxy, and the voting rights attached to each Unit shall be such proportion of the voting rights attached to all of the Units in issue as the price of the Units bears to the aggregate price(s) of all of the Units in issue on the date 10 days before the Notice of Meeting is sent out.
- (4) A Unitholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same manner.
- (5) The quorum for the Meeting is two Unitholders present by proxy. If no quorum is present by proxy, the Meeting will be adjourned to a date and time at least 7 days later. The quorum at an adjourned meeting is one Unitholder present by proxy.
- (6) The word "Unitholder" in notes (1) to (5) above means persons who were Unitholders in the Existing Fund on the date 10 days before the Notice concerning the Meeting was sent out but excluding persons who are known to TISL not to be Unitholders in the Existing Fund at the time of the Meeting and the expression "Unitholder" should be construed accordingly.

# NOTICE OF MEETING

## THREADNEEDLE MANAGED EQUITY & BOND FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Equity & Bond Fund to be held virtually through the Microsoft Teams conferencing platform at 10:40am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following security code to enable you to join the meeting:

626 330 939#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

**THAT:**

The scheme of arrangement (the "Scheme") for the transfer of the Existing Fund into Threadneedle Managed Equity & Bond Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited ("TISL") to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**

**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Equity & Bond Fund).

11 February 2021

**NOTES:**

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
- (3) On a poll, votes may be given by proxy, and the voting rights attached to each Unit shall be such proportion of the voting rights attached to all of the Units in issue as the price of the Units bears to the aggregate price(s) of all of the Units in issue on the date 10 days before the Notice of Meeting is sent out.
- (4) A Unitholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same manner.
- (5) The quorum for the Meeting is two Unitholders present by proxy. If no quorum is present by proxy, the Meeting will be adjourned to a date and time at least 7 days later. The quorum at an adjourned meeting is one Unitholder present by proxy.
- (6) The word "Unitholder" in notes (1) to (5) above means persons who were Unitholders in the Existing Fund on the date 10 days before the Notice concerning the Meeting was sent out but excluding persons who are known to TISL not to be Unitholders in the Existing Fund at the time of the Meeting and the expression "Unitholder" should be construed accordingly.

# NOTICE OF MEETING

## THREADNEEDLE MANAGED EQUITY FOCUSED FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Equity Focused Fund to be held virtually through the Microsoft Teams conferencing platform at 11:00am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following security code to enable you to join the meeting:

948 785 286#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

**THAT:**

The scheme of arrangement (the “Scheme”) for the transfer of the Existing Fund into Threadneedle Managed Equity Focused Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited (“TISL”) to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**

**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Equity Focused Fund).

11 February 2021

**NOTES:**

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
- (3) On a poll, votes may be given by proxy, and the voting rights attached to each Unit shall be such proportion of the voting rights attached to all of the Units in issue as the price of the Units bears to the aggregate price(s) of all of the Units in issue on the date 10 days before the Notice of Meeting is sent out.
- (4) A Unitholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same manner.
- (5) The quorum for the Meeting is two Unitholders present by proxy. If no quorum is present by proxy, the Meeting will be adjourned to a date and time at least 7 days later. The quorum at an adjourned meeting is one Unitholder present by proxy.
- (6) The word “Unitholder” in notes (1) to (5) above means persons who were Unitholders in the Existing Fund on the date 10 days before the Notice concerning the Meeting was sent out but excluding persons who are known to TISL not to be Unitholders in the Existing Fund at the time of the Meeting and the expression “Unitholder” should be construed accordingly.

# NOTICE OF MEETING

## THREADNEEDLE MANAGED EQUITY FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Equity Fund to be held virtually through the Microsoft Teams conferencing platform at 11:20am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following security code to enable you to join the meeting:

822 606 914#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

**THAT:**

The scheme of arrangement (the "Scheme") for the transfer of the Existing Fund into Threadneedle Managed Equity Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited ("TISL") to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**

**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Equity Fund).

11 February 2021

**NOTES:**

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
- (3) On a poll, votes may be given by proxy, and the voting rights attached to each Unit shall be such proportion of the voting rights attached to all of the Units in issue as the price of the Units bears to the aggregate price(s) of all of the Units in issue on the date 10 days before the Notice of Meeting is sent out.
- (4) A Unitholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same manner.
- (5) The quorum for the Meeting is two Unitholders present by proxy. If no quorum is present by proxy, the Meeting will be adjourned to a date and time at least 7 days later. The quorum at an adjourned meeting is one Unitholder present by proxy.
- (6) The word "Unitholder" in notes (1) to (5) above means persons who were Unitholders in the Existing Fund on the date 10 days before the Notice concerning the Meeting was sent out but excluding persons who are known to TISL not to be Unitholders in the Existing Fund at the time of the Meeting and the expression "Unitholder" should be construed accordingly.



# NOTICE OF MEETING

## THREADNEEDLE MANAGED EQUITY INCOME FUND

**NOTICE IS HEREBY GIVEN** that TISL will hold an extraordinary general meeting of the Unitholders of Threadneedle Managed Equity Income Fund to be held virtually through the Microsoft Teams conferencing platform at 11:40am on 10 March 2021. Investors should join the meeting using the dial-in details set out below:

Dial in number: +44 (0)203 821 1176

Then, when prompted, please enter the following security code to enable you to join the meeting:

375 741 957#

The Chair will take any questions.

The purpose of the Meeting is to consider and, if thought fit, to pass the resolution below as an **EXTRAORDINARY RESOLUTION**:

### RESOLUTION

**THAT:**

The scheme of arrangement (the "Scheme") for the transfer of the Existing Fund into Threadneedle Managed Equity Income Fund II, a sub-fund of Threadneedle Opportunity Investment Funds ICVC, the terms of which are set out in a document dated 11 February 2021 and addressed by Threadneedle Investment Services Limited ("TISL") to Unitholders in the Existing Fund, is hereby approved and that TISL and Citibank Europe plc, UK Branch are hereby instructed to implement the Scheme in accordance with its terms.



**Richard Vincent**

**Director**

for and on behalf of

**Threadneedle Investment Services Limited**

(as authorised fund manager of Threadneedle Managed Equity Income Fund).

11 February 2021

**NOTES:**

- (1) An extraordinary resolution must be carried by a majority in favour of at least 75% of the total votes cast at the Meeting in order to be passed.
- (2) To be valid, Forms of Proxy and the power of attorney or other authority under which they are signed (or a notarially certified copy thereof) (if any) must be deposited with Civica Election Services Ltd, The Election Centre, 33 Clarendon Road, London N8 0NW, United Kingdom. Forms of Proxy should arrive no less than 48 hours before the time of the Meeting.
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