

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the UK Financial Services and Markets Act 2000, the Dutch Financial Supervision Act or, if outside the United Kingdom or the Netherlands, another appropriately authorised financial adviser without delay.

This document comprises a prospectus relating to European Assets Trust N.V. for the admission to trading of shares in the share capital of the Company to the standard segment of the Official List and to the London Stock Exchange's Main Market, and has been approved by and filed with the Netherlands Authority for the Financial Markets (the Stichting Autoriteit Financiële Markten). The Company has requested that the AFM provide the competent authority in the United Kingdom, the FCA, with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Dutch Financial Supervision Act and regulated regulations which implement the Prospectus Directive in Dutch law.

The Company is a closed-end investment company with variable capital incorporated and registered in the Netherlands.

EUROPEAN ASSETS TRUST N.V.

(Incorporated and registered in the Netherlands with its corporate seat in Rotterdam and with registered number 33039381)

Share Issuance Programme in respect of up to 9 million New Shares

This Prospectus does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Shares to any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation in such jurisdiction. Persons outside the United Kingdom into whose possession this Prospectus comes are required to inform themselves about and to observe any restrictions as to the offer or sale of Shares and distribution of this Prospectus. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or any applicable securities laws of any state or other jurisdiction in the United States or under any of the relevant securities laws of Australia, Canada or Japan or with any securities regulatory authority of Australia, Canada or Japan. Accordingly, the New Shares may not (unless any exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the United States, Australia, Canada or Japan, as the case may be. The Company will not be registered under the United States Investment Company Act of 1940 (as amended) and investors will not be entitled to the benefits of such Act.

Prospective investors should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser and should read this Prospectus in its entirety before investing in the Company. The attention of prospective investors is drawn in particular to pages 16 to 21 of this Prospectus which sets out the principal risk factors associated with an investment in the Company.

Applications will be made to the UK Listing Authority for the New Shares to be admitted to the standard segment of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on its Main Market. It is expected that such admissions will become effective, and dealings in the New Shares will commence, during the period from 10 July 2015 to 2 July 2016.

3 July 2015

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SUMMARY

Summaries are made up of disclosure requirement known as 'Elements'. These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted into the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Section A – Introduction and warnings

Element		
A.1	Introduction and warning	<p>This summary should be read as an introduction to the Prospectus.</p> <p>Any decision to invest in the securities should be based on consideration of this Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	Subsequent resale of securities or final placement of securities through financial intermediaries	Not applicable. The Company is not engaging any financial intermediaries for any resale of securities or final placement of securities after publication of this Prospectus.

Section B – Issuer

Section 2 – Assets

Element																															
B.1	Legal and commercial name	European Assets Trust N.V.																													
B.2	Domicile / legal form / legislation / country of incorporation	The Company was incorporated under the laws of the Netherlands on 20 February 1931. The Company qualifies as an investment company with variable capital and a closed-end structure, and has the legal name European Assets Trust N.V. and registered number 33039381.																													
B.5	Group description	Not applicable.																													
B.6	Shareholders	<p>As at 1 July 2015 (being the latest practicable date prior to publication of this Prospectus), the only notifiable interest in the issued share capital of the Company of which the Company was aware was as follows:</p> <table><tr><td>Investor</td><td>No. of Shares</td><td>% of Issued Share Capital</td></tr><tr><td>Jupiter Asset Management Ltd</td><td>842,806</td><td>3.14</td></tr></table> <p>In so far as is known to the Company, there is no person who can, will or could, directly or indirectly, jointly or severally, exercise control over the Company.</p> <p>None of the Company's shareholders has or will have different voting rights attached to the shares that they hold in the Company.</p>		Investor	No. of Shares	% of Issued Share Capital	Jupiter Asset Management Ltd	842,806	3.14																						
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Jupiter Asset Management Ltd	842,806	3.14																													
B.7	Key financial information	<p>The selected financial information set out below has been extracted without material adjustment from the published audited accounts of the Company for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014.</p> <table><tr><td></td><td>Audited financial results for year ended 31 December 2012</td><td>Audited financial results for the year ended 31 December 2013</td><td>Audited financial results for year ended 31 December 2014</td></tr><tr><td>Net Asset Value</td><td></td><td></td><td></td></tr><tr><td>Net asset value (€'000)</td><td>135,286</td><td>209,077</td><td>273,127</td></tr><tr><td>Net asset value per Share – basic (€)</td><td>9.17</td><td>11.64</td><td>12.63</td></tr><tr><td>Net asset value per Share – treasury (€)¹</td><td>9.12</td><td>11.64</td><td>12.63</td></tr><tr><td>Share price (€)²</td><td>8.54</td><td>11.59</td><td>12.72</td></tr><tr><td>Income</td><td></td><td></td><td></td></tr></table>			Audited financial results for year ended 31 December 2012	Audited financial results for the year ended 31 December 2013	Audited financial results for year ended 31 December 2014	Net Asset Value				Net asset value (€'000)	135,286	209,077	273,127	Net asset value per Share – basic (€)	9.17	11.64	12.63	Net asset value per Share – treasury (€) ¹	9.12	11.64	12.63	Share price (€) ²	8.54	11.59	12.72	Income			
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Share price (€) ²	8.54	11.59	12.72																												
Income																															

¹ In accordance with the AIC calculation method where shares are held in treasury; subject to the Company's resale policy, including limiting dilution to 0.5% of net asset value per annum. Based on Shares held in treasury since the Company's liquidity enhancement policy was put in place in 2005.

² London Stock Exchange prices converted into Euros at relevant exchange rate during the year.

		<p>Net Profit (€'000) 33,469 50,018 34,791</p> <p>Earnings per share (€) 2.27 3.07 1.72</p> <p>Dividend per Share (€)³ 0.4698 0.5757 0.7221</p> <p><i>Ongoing charges</i></p> <p>As a percentage of average Shareholders' funds (%) 1.70 1.41 1.33</p> <p><i>Portfolio summary</i></p> <p>Investments (€'000) 143,798 222,966 290,695</p> <p>Shareholders' equity (€'000) 135,286 209,077 273,127</p> <p><i>NAV/share price returns</i></p> <p>Net asset value total return (%)⁴ 32.0 34.4 15.3</p> <p>Share price total return (%) 40.1 43.9 16.6</p> <p>There was no significant change to the Company's financial and operating results in the period covered by the historical financial information.</p> <p>The unaudited NAV per Share at 1 July 2015 was €15.27 (£10.85). This compares to the audited NAV per Share at 31 December 2014 of €12.63 (£9.80). The Euro NAV total return per Share for this period was 25.2%. The Sterling NAV total return for this period was 14.6%. Since 31 December 2014, the Company has issued 5,256,929 Shares. Net assets of the Company have increased from €273.1 million (£212.0 million) to €410.4 million (£291.5 million) as at 1 July 2015.</p> <p>Save in respect of the above, since 31 December 2014 (being the date of the last published financial statements of the Company) there has been no significant change to the Company's financial condition or operating results.</p>
B.8	Key pro forma financial information	Not applicable. No pro forma financial information is included in this Prospectus.
B.9	Profit forecast / estimate	Not applicable. This Prospectus does not contain any profit forecast or estimate.
B.10	Audit report - qualifications	Not applicable. There are no qualifications in the accountant's reports on the historical financial information incorporated by reference into this Prospectus.
B.11	Insufficient working capital	Not applicable. The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements, that is, for at least the next 12 months from the date of this Prospectus.

³ Gross of Dutch withholding tax.

⁴ Based on net asset value per Share – basic.

B.34	Investment objective and policy	<p><i>Investment objective</i></p> <p>The Company's investment objective is to aim to achieve long-term growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom. A high distribution policy has been adopted and dividends have been paid out of current year net profits and other reserves.</p> <p><i>Investment policy</i></p> <p>The Company invests in quoted small and medium-sized companies in Europe, excluding the United Kingdom, defined as those with a market capitalisation below that of the largest company in the Euromoney Smaller European Companies (ex UK) Index or to a monetary value of €2.5 billion, whichever is the greater.</p> <p>The Company will not invest more than 20% of its total assets in any one company and does not take legal or management control of any company in which it invests.</p> <p>The Company does not restrict its investments to any specific industrial sectors and a diversified geographical spread has been maintained.</p> <p>The Company does not seek to create a portfolio to take advantage of anticipated currency fluctuations.</p>
B.35	Borrowing limits	<p>The Company's borrowings shall not (without the sanction of a general meeting of the Company) exceed an amount equal to the aggregate for the time being of:</p> <ul style="list-style-type: none"> (a) 20% of the book value of the securities portfolio of the Company and its subsidiaries (if any); and (b) 60% of the book value of the real property of the Company and its subsidiaries (if any), where the monies borrowed are secured by a mortgage on that property.
B.36	Regulatory status	<p>In the Netherlands, the Company qualifies as a closed-end alternative investment fund. The Company has no obligation to redeem or to issue shares. F&C Investment Business Limited has been appointed as the Company's AIFM under the AIFM Directive and is authorised by the FCA to manage and market the Company in the UK and the Netherlands. In order to be able to market the Company to retail investors in the Netherlands, F&C Investment Business Limited has to comply with certain additional requirements set forth by the Dutch Financial Markets Supervision Act.</p> <p>In addition, the Company is subject to certain continuing obligations under the Listing Rules and certain elements of the Prospectus Rules.</p>
B.37	Typical investor	<p>An investment in Shares is only suitable for investors capable of evaluating the risks (including the potential risk of capital loss) and merits of such investment and who have sufficient resources to bear any loss which may result from such investment. Accordingly, typical investors in the Company are expected to be institutional investors, private client fund managers and private client brokers, as well as professionally advised</p>

		<p>private investors, who are prepared to tolerate a degree of risk or potential for loss, investing in quoted small and medium-sized companies in Europe, excluding the United Kingdom.</p> <p>An investment in Shares may also be suitable for investors who are financially sophisticated, non-advised private investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss that may result from such an investment (such investors may wish to consult an independent financial adviser who specialises in advising on the acquisition of shares and other securities before investing in the Shares).</p>
B.38	Investment of 20% or more in a single underlying asset or collective investment undertakings	Not applicable.
B.39	Investment of 40% or more in collective investment undertakings	Not applicable.
B.40	Services providers	<p><i>The Investment Manager</i></p> <p>The Company has appointed F&C Investment Business Limited as its Investment Manager. The Investment Manager is a private limited company and was incorporated in Scotland under the UK Companies Act 1985 with registered number SC151198 on 1 June 1994. The Investment Manager operates under the UK Companies Act 2006 and is authorised and regulated by the FCA.</p> <p>The Company has entered into the Investment Management Agreement with the Investment Manager under which the Investment Manager is responsible for the day-to-day management of the Company's investment portfolio, subject to the overall control and supervision of the Management Board. The Investment Manager manages the Company's investments in accordance with the investment policy and investment restrictions and specifications set out in the Investment Management Agreement. The Investment Manager is also responsible under the Investment Management Agreement (and for no separate fee) for ensuring that the Net Asset Value of the Company is calculated and released daily or at such other intervals as may be agreed with the Company.</p> <p>Following the implementation of the AIFMD which became fully effective on 22 July 2014, the Investment Manager has been appointed as AIFM.</p> <p>The Investment Manager is entitled to a quarterly management fee, payable in advance, equal to 0.2% of the value of total assets of the Company. For this purpose, the "value of total assets of the Company" is defined, broadly, as the total aggregate value of the assets of the Company less current liabilities (excluding borrowings from current liabilities) and any dividends declared but unpaid, both at the end of the preceding quarter. Certain other factors may also, in certain</p>

		<p>specified circumstances, operate to reduce the “value of total assets of the Company” when calculating the fee payable to the Investment Manager.</p> <p>The Investment Management Agreement can be terminated at any time by the Company giving six months’ written notice of termination or by the Investment Manager giving twelve months’ written notice of termination. The Investment Management Agreement may also be terminated immediately if either party is in breach of its obligations under the agreement (and such breach is not remedied within 30 days), guilty of gross misconduct or gross negligence or is the subject of insolvency proceedings.</p> <p>In addition to investment management, the F&C Group provides other services to the Company pursuant to the Investment Management Agreement, including company secretarial, financial and marketing services. A separate marketing fee is charged. The rate of fee is set annually. The fee for the year ending 31 December 2015 is €55,451.</p> <p><i>The Depositary</i></p> <p>Pursuant to the Depositary Agreement, KAS Trust & Depositary Services B.V., a subsidiary of KAS Bank N.V., has been appointed as Depositary for the Company.</p> <p>KAS Trust & Depositary Services B.V. as depositary for the Company is responsible for (i) the safekeeping of the assets of the Company, and (ii) the oversight and supervision of the Company and the management of the Company by the Investment Manager, including cash monitoring.</p> <p>KAS Trust & Depositary Services B.V. is entitled, under the terms of the Depositary Agreement, to a fee for depositary services, payable on a monthly basis, equal to 0.013% of the value of funds under management less the amount used under the Company’s credit facility at the end of the preceding month, divided by twelve, plus VAT, with a minimum fee of €15,000 per annum.</p> <p>The Depositary Agreement may be terminated by either party giving six months’ written notice of termination.</p> <p><i>The Custodian</i></p> <p>Under the terms of the Depositary Agreement, KAS Trust & Depositary Services B.V. has been appointed as custodian to the Company, with responsibility for providing custody services to the Company, including safekeeping of financial instruments.</p> <p>KAS Trust & Depositary Services B.V. is entitled to fees for these custody services, payable on a monthly basis, equal to the sum of 0.0325% of the value under custody up to €100 million plus 0.03% of the value under custody from €100 million up to €150 million plus 0.0275% of the value under custody above €150 million, divided by twelve. KAS Trust & Depositary Services B.V. currently charges VAT on 40% of the value of its fees. The value under custody is determined at the end of the preceding month.</p>
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		<p>Pursuant to a Custody Delegation Agreement, KAS Trust & Depositary Services B.V. has delegated its responsibility for custody services, including safekeeping of financial instruments, to KAS Bank N.V. The Custody Delegation Agreement may be terminated by either party giving four months' written notice of termination.</p> <p><i>The Administrator</i></p> <p>KAS Bank N.V. has been appointed as the Administrator for the Company pursuant to the Administration Agreement. Under the terms of the Administration Agreement KAS Bank N.V. is responsible for, amongst other matters, conducting the Company's financial administration, and preparing the Company's interim and annual figures in consultation with the Company and its auditors.</p> <p>KAS Bank N.V. is entitled, under the terms of the Administration Agreement, to a fee for services provided to the Company, payable on a monthly basis, equal to the sum of €16,500 plus the sum of 0.05% of the value of the Company's assets up to €100 million plus 0.0375% of the value of the Company's assets from €100 million up to €150 million plus 0.025% of the value of the Company's assets above €150 million, divided by twelve. The Administration Agreement can be terminated by either party at any time by giving six months' written notice to the other.</p> <p><i>The Management Board Directors</i></p> <p>The Company has a two-tier board structure comprising a Management Board and a Supervisory Board. FCA Management B.V. has been appointed as the Company's Management Board Director pursuant to the terms of the Management Board Engagement Letter.</p> <p>Under the terms of the Management Board Engagement Letter, Freeland Corporate Advisors N.V., through its wholly owned subsidiary FCA Management B.V., provides management and legal compliance services to the Company. This ensures that the corporate management functions are separated from the administration function performed by KAS Bank N.V., the custody and depositary function performed by KAS Trust & Depositary Services B.V. and investment management and other functions performed by the Investment Manager.</p> <p>An annual fee, as of the date of this Prospectus, (including VAT and any contingent or deferred compensation but excluding expenses) of €103,976, is payable in quarterly instalments in advance. An additional fee is also payable for additional services which may be requested by the Company from time to time. The fee for such additional services shall be calculated on the basis of the time actually spent by relevant partners and staff on those services, according to hourly rates which may be set from time to time.</p> <p>The Management Board Engagement Letter may be terminated by either party giving 3 months' written</p>
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		notice of termination, in which case the termination will take effect as of the end of the calendar year in which the notice is given. In addition, either party may terminate the Management Board Engagement Letter with immediate effect if the other party has (i) failed to perform a material obligation under the agreement or (ii) becomes insolvent, is dissolved or ceases to exist.
B.41	Regulatory status of investment manager and custodian	<p>The Investment Manager is authorised and regulated by the FCA.</p> <p>The Custodian is registered in the Netherlands and is regulated in the Netherlands by the AFM. It is a wholly owned subsidiary of KAS Bank N.V., whose activities in the UK are regulated by the FCA.</p>
B.42	Calculation of Net Asset Value	The Net Asset Value per Share is calculated by the Company in accordance with the Company's accounting policies and is published daily through a Regulatory Information Service. The calculation of the Net Asset Value per Share will be suspended only in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.
B.43	Cross liability	Not applicable. The Company is not an umbrella collective investment undertaking and as such there is no cross liability between classes or investment in another collective investment undertaking.
B.44	No financial statements have been made up	Not applicable. The Company has commenced operations and historical financial information is included within section B.7 of this Summary.
B.45	Portfolio	The Company's portfolio consists primarily of quoted European equities (excluding the UK).
B.46	Net Asset Value	As at 1 July 2015 (being the latest practicable date prior to publication of this Prospectus), the unaudited Net Asset Value per Share was €15.27 (£10.85).

Section C - Securities

Element		
C.1	Type and class of securities	The Company will issue a maximum of 9 million New Shares pursuant to the Share Issuance Programme. The ISIN number for the Shares (including the New Shares) is NL0000226090. The ticker is EAT.L.
C.2	Currency of issue	The New Shares will be issued in Sterling.
C.3	Issued share capital	As at 1 July 2015 (being the latest practicable date prior to publication of this Prospectus) the aggregate nominal value of the issued share capital of the Company is €12,362,258 divided into 26,874,473 Shares of €0.46 each, which are issued fully paid.
C.4	Description of the rights attaching to the securities	<p>The New Shares will rank equally with the existing Shares.</p> <p>Each of the Shares entitles its holder to equal ranking rights as regards dividends and other distributions, including the right to participate on a winding up.</p> <p>Each holder of Shares shall be entitled to attend general meetings, to address such meetings and, to the extent applicable, to exercise his voting rights. Each Share entitles the holder to one vote at general meetings. Where Shares are held by the Company, the voting rights attached to those Shares will be suspended.</p>
C.5	Restrictions on the free transferability of the securities	Not applicable. There are no restrictions on the free transferability of the Shares.
C.6	Admission	<p>Applications will be made to the UK Listing Authority for the New Shares to be admitted to the standard segment of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on its Main Market.</p> <p>No application will be made for the New Shares to be listed or dealt in any other stock exchange or investment exchange.</p>
C.7	Dividend policy	<p>It is the Company's intention, barring unforeseen circumstances, to pay an annual dividend (paid out of current year net profits and other reserves) equivalent to 6% of the Net Asset Value of the Company at the end of the preceding year. The dividend is paid in three equal instalments in January, May and August each year. Dividends are grossed to eliminate the impact of any Dutch withholding tax. A scrip alternative is available.</p> <p>There are no assurances that any dividends will be paid and the above statements do not constitute a profit forecast.</p>

Section D - Risks

Element		
D.2	Key information on the key risks specific to the issuer or its industry	<ul style="list-style-type: none"> • Stock market movements and changes in economic conditions (including, for example, interest rates, foreign exchange rates and rates of inflation), political and diplomatic events, changes in industry conditions, competition, natural disasters, changes in laws (including taxation and regulation), investors' perceptions and other factors can substantially and adversely affect the value of the securities in which the Company invests and, therefore, the Company's performance and prospects. • The Company may use borrowings to seek to enhance investment returns. While the use of borrowings may enhance the total return on the Shares where the return on the Company's underlying assets is rising and exceeds the cost of borrowing, it will have the opposite effect where the underlying return is rising at a lower rate or falling, further reducing the total return on the Shares. • The Company accounts for its activities, reports its results and pays dividends in Euros while investments may be made and realised in other currencies. Accordingly, the Company will therefore have an exposure to foreign exchange rate risk. The Company does not currently hedge its currency exposure. • The Company qualifies as a Dutch fiscal investment institution (<i>fiscale beleggingsinstelling</i>) and as such is subject to tax on both income and capital gains at a zero rate. Failure to maintain this fiscal investment institution status could increase the Company's liability to tax and have an adverse impact on the financial position of the Company. • During the existence of the Company, the applicable tax regime may change such that a favourable circumstance at the time of subscription could later become less favourable, whether or not with retroactive effect. A number of important fiscal aspects of the Company are described in Part 5 'Taxation' of this Prospectus. The Company expressly advises Shareholders to consult their own advisor in order to obtain advice about the tax implications associated with any investment in the Company. • The past performance of the Company, and of other investments managed by the Investment Manager, is not indicative of future performance. • The Company has no employees and relies on the performance of third-party service providers. The departure of key skilled professionals from the Investment Manager could have a material adverse effect on the Company's business, financial condition and results and operations.

D.3	Key information on the key risks specific to the securities	<ul style="list-style-type: none"> • The value of an investment in the Company, and the income derived from it, may go down as well as up and may not always reflect the Net Asset Value per Share. • While the Shares are traded in Sterling, they are denominated in Euros. Accordingly, the Shares will therefore have an exposure to foreign exchange rate risk. • The market value of, and the income derived from, the Shares can fluctuate and may not always reflect the Net Asset Value per Share. • The Shares may trade at a discount to Net Asset Value per Share and Shareholders may be unable to realise their investments at Net Asset Value per Share. • Although the New Shares will be listed on the Official List and admitted to trading on the London Stock Exchange's Main Market, there may not be a liquid market in the New Shares and Shareholders may have difficulty selling them. • The Company will pay dividends on the Shares only to the extent that it has profits (including available reserves) available for that purpose pursuant to the Dutch Civil Code. The amounts of dividends payable by the Company may fluctuate and the level of freely distributable reserves per Share will be diluted by the issue of any New Shares.
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Section E - Offer

Element		
E.1	Net proceeds and costs of the Share Issuance Programme	<p>The aggregate costs of and incidental to the publication of this Prospectus, which have been or will be borne by the Company, are approximately €409,000. This represents approximately 0.1% of the Net Asset Value as at 1 July 2015. These costs are charged by the Company to reserves.</p> <p>The net proceeds of issue of any New Shares under the Share Issuance Programme are dependent on the number of New Shares issued and the relevant Issue Price(s).</p>
E.2a	Reasons for the Share Issuance Programme and use of proceeds	<p>The Share Issuance Programme is being implemented to facilitate the issuance of New Shares by the Company to meet ongoing demand for its Shares in the secondary market.</p> <p>The Company believes that the Share Issuance Programme will enable the Company to grow over time in a cost effective manner. This should also improve liquidity in the market for the Company's Shares and may broaden its shareholder base. Further, the Share Issuance Programme will maintain the Company's ability to issue New Shares in a timely and efficient manner to respond to market demand for Shares, so as to better manage the market rating of its Shares. The Company expects that any growth of the Company through such issuance will enable it to spread its operating costs over a larger capital base which should reduce the ratio of ongoing charges per Share.</p> <p>The Company intends to apply the net proceeds of any issues of New Shares pursuant to the Share Issuance Programme in accordance with the Company's investment policy.</p>
E.3	Terms and conditions of the offer	<p>No public offer is being made pursuant to this Prospectus.</p> <p>The Company will issue a maximum of 9 million New Shares under the Share Issuance Programme. Each issue shall be conditional upon admission of the relevant New Shares to the standard segment of the Official List and to trading on the London Stock Exchange's Main Market becoming effective.</p> <p>The Company currently intends that any New Shares will be issued at a price not less than the aggregate of the Net Asset Value per Share and a premium to cover the commissions and expenses associated with such issue.</p> <p>New Shares will only be issued pursuant to the Company's liquidity enhancement arrangements with the Investment Manager and the Broker or under any specific placing exercise which the Company may choose to implement in due course.</p>
E.4	Material interests	Not applicable.
E.5	Name of person selling securities	Not applicable. No person or entity is offering to sell securities as part of the Share Issuance Programme.

E.6	Dilution	Not applicable. No offer is being made.
E.7	Estimated expenses charged to the investor	<p>Not applicable. There are no direct costs charged to the investor.</p> <p>The immediate dilution in the Net Asset Value per Share arising from or incidental to the production of this Prospectus (on the assumption that no New Shares are issued pursuant to the Share Issuance Programme and based on the Net Asset Value per Share as at 1 July 2015) is approximately 0.1%). It is intended that New Shares will be issued at a level of premium to the Net Asset Value per Share such that, disregarding the Documentation Costs, it is expected that the Share Issuance Programme will not be dilutive to the New Asset Value per Share after taking into account the other costs of the Share Issuance Programme.</p>

RISK FACTORS

The risks described below are those risks that the Company considered to be material at the date of this Prospectus, but are not the only risks relating to the Company or the Shares. If any of the adverse events described below actually occur, the Company's financial condition, performance and prospects and the share price of the Shares could be materially adversely affected and Shareholders may lose all or part of their investment. Additional risks which were not known to the Company at the date of this Prospectus, or that the Company considered at the date of this Prospectus to be immaterial, may also have an effect on the Company's financial condition, performance and prospects and the share price of the Shares.

Prospective investors should note that the risks relating to the Company, its industry and the Shares summarised in the section of this Prospectus headed 'Summary' are the risks that the Company believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Prospectus headed 'Summary' but also, among other things, the risks and uncertainties described below.

If prospective investors are in any doubt as to the consequences of their acquiring, holding or disposing of Shares or whether an investment in the Company is suitable for them, they should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA, the Dutch Financial Supervision Act or, if outside the United Kingdom or the Netherlands, another appropriately authorised independent financial adviser.

Risks relating to the Shares

General

- The value of an investment in the Company, and the income derived from it (if any), can fluctuate and may go down as well as up and may not always reflect the Net Asset Value per Share. An investment in Shares should be regarded, therefore, as medium to long-term in nature and may not be suitable as a short-term investment.
- An investment in Shares represents an indirect investment in the securities owned by the Company and attributable to those Shares. The value of those securities, like other market investments, may go down as well as up, sometimes rapidly and unpredictably. Changes in the value of the Company's investments will affect the NAV of the Shares to which they are attributable. Accordingly, the NAV of a Share may go down as well as up, sometimes rapidly and unpredictably, and at any point in time may be worth less than the original investment, even after taking into account dividends paid by the Company in respect of that Share. As a result, investors in the Shares may not be able to realise the full amount of their original investment.
- The share price of a Share, as well as being affected by its underlying NAV, also takes into account its dividend yield, prevailing interest rates, the interaction of supply and demand for them in the market, market conditions generally and general investor sentiment. As a result, and notwithstanding the existence of powers to buy back Shares through the market, the market value of, and the income derived from, the Shares can fluctuate and may not always reflect the NAV per Share and may fall when the underlying NAV is rising, or *vice versa*.
- The published share price of a Share is typically its mid-share price. Due to the potential difference between the mid-share price of a Share and the price at which it can be sold, there is no guarantee that the realisable value of a Share will reflect its published share price.
- Shareholders have no right to have their Shares repurchased or redeemed by the Company. Accordingly, Shareholders wishing to realise their investment in the Company will be required to dispose of their Shares on the stock market. Although the Shares are listed on the Official List (standard segment) and admitted to trading on the London Stock Exchange's Main Market, market liquidity in the shares of London-listed closed-end investment companies is frequently inferior to the market liquidity in shares issued by larger companies traded on the London Stock Exchange. There can be no guarantee that a liquid market in the Shares will exist or be maintained. Accordingly, Shareholders may be unable to realise their Shares at their quoted share price.
- In accordance with the Articles, the New Shares will be issued on a non-pre-emptive basis. The proportion of voting rights controlled by holders of existing Shares will be diluted following

the issue of New Shares pursuant to the Share Issuance Programme as each New Share carries the right to one vote at general meetings of the Company. As a result, the shareholding of a Shareholder who does not acquire any New Shares will be diluted as a result of any issues of New Shares. For illustrative purposes only, on the assumption that the Share Issuance Programme is utilised in full by way of a single issue of New Shares on 1 July 2015, and the Issue Price per New Share is at least £10.85 (being the NAV per Share as at 1 July 2015), a Shareholder who holds 1.0% of the Shares in the Company before the issue of the New Shares would hold 0.7% of the Shares in the Company following such issue. These percentages are provided for illustrative purposes only and the extent of such dilution will depend on the number of New Shares issued pursuant to the Share Issuance Programme and the relevant Issue Price of such New Shares at the relevant time.

- At the extraordinary general meeting of the Company held on 1 July 2015, Shareholders approved an amendment to the Articles to increase the Company's authorised share capital to 50 million Shares. As under the Articles no pre-emption rights apply to the issue of Shares by the Company, this amendment to the Articles gives the Company the ability to issue up to 20 million new Shares without first offering such shares to existing Shareholders. While this Prospectus authorises the Company to issue up to 9 million New Shares pursuant to the Share Issuance Programme, if the Company were to seek to issue more than 9 million New Shares, any additional new Shares up to the 50 million authorised share capital limit, the shareholding of a Shareholder who does not acquire any additional new Shares will be diluted as a result of any such further issue.

Dividends

- The Company will only pay dividends on the Shares to the extent that it has sufficient financial resources available for the purpose in accordance with the Dutch Civil Code and the Articles. While the Company dividend objective is to pay an annual dividend equivalent to 6% of the Net Asset Value of the Company as at the end of the preceding year, dividends are funded from a combination of accumulated capital gains and income, as such the ability of the Company to maintain, or increase, its dividends on the Shares may be dependent upon the availability of such funds to the Company and these cannot be guaranteed. Accordingly, there is no guarantee that the Company's dividend objective will be met and the amount of the dividends paid to Shareholders may fluctuate and may go down as well as up. Furthermore, in line with the Company's dividend objective, the dividends paid to Shareholders will be proportionate to the Company's Net Asset Value as at the end of the preceding year. The amount of any dividends paid to Shareholders will fluctuate in accordance with the Net Asset Value and may go down as well as up and the level of freely distributable reserves per Share will be diluted by the issue of any New Shares.

Foreign Exchange

- While the Shares are traded in Sterling, they are denominated in Euros. Accordingly the movement of exchange rates between Euros and Sterling may have a material effect on the capital returns to Shareholders or sums received by Shareholders upon any disposal of Shares.

Risks relating to the Company

Investment Objective

- The ability of the Company to achieve its investment objective is largely dependent on:
 - (i) market conditions and responses to market conditions that are subject to uncertainties due to possible changes in economic or industry conditions, competition, political and diplomatic events, natural disasters, changes in laws (including taxation and regulation) and other factors beyond the control of the Company or the Investment Manager; and
 - (ii) the performance of the Investment Manager in acquiring, managing and disposing of assets for the Company in accordance with the Company's investment policy (and, whilst the Investment Manager applies investment techniques and risk analyses in making investment decisions for the Company, there can be no guarantee that these will produce the desired results).

There is, therefore, no guarantee that the Company will achieve its investment objective.

Borrowings

- Pursuant to the limits in its Articles, the Company may, in broad terms, borrow up to an amount equal to 20% of the book value of its securities portfolio (further details of the Company's borrowing powers are set out in paragraph 3.9 of Part 6 of this Prospectus). As at 1 July 2015, the Company had drawn down borrowings of an amount equal to 1.2% of the book value of its securities portfolio. While the use of borrowings generally should enhance the total return on the Shares where the return on the Company's underlying assets is rising and exceeds the cost of borrowing, it will have the opposite effect where the underlying return is rising at a lower rate or falling, further reducing the total return on the Shares. Accordingly, the use of borrowings by the Company may increase the volatility of the NAV of the Shares, and the share price of the Shares.
- Interest rate movements may affect the interest payable on any variable rate cash borrowings drawn down by the Company.
- As at 1 July 2015, the Company is not aware of any potential breaches of the financial covenants contained in the Facility Agreement referred to in paragraph 8.2 of Part 6 of this Prospectus. However, should it breach any financial covenants contained in any loan facility entered into by it, the Company may be required to repay, in whole or in part, borrowings drawn under that facility together with any accrued interest and resulting costs. This could adversely affect the income and capital returns to Shareholders.
- Repayment of any borrowings by the Company will rank ahead of capital repayments to Shareholders in a winding-up of the Company.

Foreign Exchange

- The Company accounts for its activities, reports its results and the NAV per Share and declares dividends in Euros while its investments may be made and realised in other currencies. The Company does not currently hedge its currency exposure, and accordingly the movement of exchange rates between Euros and the other currencies in which the Company's investments are denominated or its borrowings are drawn down may have a material effect on the returns otherwise experienced on the investments made by the Company and may affect the Company's ability to pay dividends. Foreign exchange risk may increase the volatility of the NAV and share price of the Shares.
- Although the Investment Manager may seek to manage all or part of the Company's foreign exchange exposure, there is no assurance that this can be performed effectively. The Company does not employ any derivatives to hedge its exposure to other currencies. Were the Company to hedge all or part of its currency exposure, there is no guarantee that such arrangements would be successful in reducing exchange risks and such arrangements may result in the Company incurring additional costs.
- Movements in the foreign exchange rate between Euros and the currency applicable to a particular Shareholder may have an impact upon that Shareholder's returns in their own currency of account.

Taxation and Exchange Controls

- Statements in this Prospectus concerning taxation are based on current taxation law and what is understood to be current practice, both of which are subject to change, possibly with retrospective effect. Any change in the Company's tax status, in tax treaty rates, in taxation legislation, the interpretation of taxation legislation or the tax treatment of dividends, interest or other investment income received by the Company could affect the value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders or alter the post-tax returns to Shareholders.
- The Company is tax resident in the Netherlands as it is incorporated under Dutch law and its place of management is in the Netherlands. As the location of a company's management is a question of fact, there is a risk that a tax authority in a different jurisdiction could treat the Company as tax resident in that jurisdiction. However, the Company should not be treated as a UK tax resident due to a special provision for Alternative Investment Funds which are incorporated and registered outside the UK (section 363A, Taxation (International and Other Provisions) Act 2010). Therefore, the Company should not be subject to UK corporation tax, income tax or capital gains tax.

- The Company may purchase investments that may be subject to exchange controls or withholding taxes in various jurisdictions. In the event that exchange controls or withholding taxes are imposed with respect to any of the Company's investments, the effect will generally be to reduce the capital value of the affected investments and the income received by the Company on affected investments.
- The Company qualifies as a Dutch fiscal investment institution (*fiscale beleggingsinstelling*) and as such is subject to tax on both income and capital gains in the Netherlands at a zero rate. The conditions which have to be satisfied in order for the Company to maintain its fiscal investment institution status are set out in detail under the heading 'Corporate Tax in the Netherlands' in Part 5 of this Prospectus. These conditions are, in summary:
 - (i) the company must be exclusively or almost exclusively engaged in investment in securities or in real estate or in loans secured by mortgage on real estate;
 - (ii) investments may be funded by borrowing only as follows:
 - (a) loans of up to 20% of the book value of the securities portfolio of the company and its subsidiaries; and
 - (b) loans of up to 60% of the book value of the real property of the company and its subsidiaries, where the moneys borrowed are secured by mortgage on that property;
 - (iii) distributable profit must be distributed within the eight months following the end of the related financial year; and
 - (iv) an individual person may not own a 25% or more interest and a legal entity may not own a 45% or more interest, in each case either directly or indirectly, in the Company.

Failure to maintain this fiscal investment institution status could increase the Company's liability to tax and have an adverse impact on the financial position of the Company.

- In addition, the ability of the Company to obtain debt financing may be constrained by its qualification as a fiscal investment institution under Dutch tax law and the resulting limitations on the level of its indebtedness or restrictions contained in its current or future credit agreements. Failure to obtain financing could have an adverse effect on the business, financial condition and results of operations of the Company.
- During the existence of the Company, the applicable tax regime may change such that a favourable circumstance at the time of subscription could later become less favourable, whether or not with retroactive effect. A number of important fiscal aspects of the Company are described in Part 5 'Taxation' of this Prospectus. The Company expressly advises Shareholders to consult their own tax advisor in order to obtain advice about the tax implications associated with any investment in the Company.

Accounting Practices and Policies

- Any change in financial reporting standards or accounting practices could affect the reported value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders or alter the post-tax returns to Shareholders.

Past Performance

- The past performance of the Company, and of other investments managed by the Investment Manager or the F&C Group, is not indicative of future performance and should not be relied upon as a guide to the future performance of the Company.

Reliance on Third-party Service Providers

- The Company has no employees and relies on the performance of third-party service providers to perform its executive functions. In particular, the Company is reliant on the Investment Manager, which has significant discretion as to the implementation of the Company's investment policy and process. The departure of skilled professionals from the Investment Manager could have a material adverse effect on the Company's business, financial condition and results and operations. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment without exercising due care and skill could also have a material adverse effect on the Company's financial condition, performance and prospects and, accordingly, on returns to Shareholders.

- The Company's third party service providers are themselves subject to operational risks, which can arise from inadequate or failed processes, systems or resources or from external factors affecting these. The information technology and other systems of such service providers, or their business processes and procedures on which the Company may depend, may not perform as expected, including recovery from unanticipated disruptions to their business. Any such inadequacies or failures could have a material adverse effect on the Company's financial condition, performance and prospects and, accordingly, on returns to Shareholders.
- The termination of the Company's relationship with any third-party service provider (and, in particular, the Investment Manager), or any delay in appointing a replacement for any such service provider, could materially disrupt the Company's business and could have a material adverse effect on the Company's financial condition, performance and prospects and, accordingly, on returns to Shareholders.

Potential Conflicts of Interest

- The Investment Manager and its officers and employees may be involved in other financial, investment or professional activities that may on occasion give rise to conflicts of interest with the Company. In particular, the Investment Manager may provide investment management, investment advice or other services in relation to a number of funds that may have similar investment policies to that of the Company. As a result, the Investment Manager may have conflicts of interest in allocating investments among the Company and other funds and in effecting transactions between the Company and other funds. The Investment Manager may give advice or take action with respect to such other funds that differs from the advice given or actions taken with respect to the Company.

Regulatory Changes

- The Company is subject to a number of European Directives and implementing regulations. In the event that there are any future regulatory changes arising from amendments to existing European Directives or the implementation of new European Directives which are applicable to the Company, this may adversely affect the Company's ability to carry out its investment strategy and achieve its investment objective. Furthermore, in responding to those changes or implementations, the annual operating costs of the Company could increase, which may have an adverse effect on the NAV.

General

- The Company's portfolio is constructed without reference to the composition of any stock market index or benchmark and, in particular, may bear little resemblance to the Benchmark Index. It is likely, therefore, that there will be periods when its performance will be quite unlike that of any index or benchmark and there can be no assurance that such divergence will be wholly or even primarily to the Company's advantage.
- The Company does not have a fixed life and, therefore, unless Shareholders vote to wind up the Company, Shareholders will only be able to realise their investment through the market.

Risks relating to the Company's investments

Market and Economic Conditions

- Stock market movements and changes in economic conditions (including, for example, interest rates, foreign exchange rates and rates of inflation), political and diplomatic events, changes in industry conditions, competition, natural disasters, changes in laws (including taxation and regulation), investors' perceptions and other factors beyond the control of the Company or the Investment Manager can substantially and either adversely or favourably affect the value of the securities in which the Company invests and, therefore, the Company's financial condition, performance and prospects.
- The Company's investments are subject to normal market fluctuations and, accordingly, the value of the Company's investments, and the income derived from them, may go down as well as up.
- An adverse event affecting the issuer of a particular security held by the Company, such as a profit warning, may depress the value of that particular security.

- There can be no guarantee that any realisation of an investment will be on a basis which necessarily reflects the Company's valuation of that investment for the purposes of calculating the NAV of a Share and, the sale of any investment at a price below the Company's valuation of that investment will result in a diminution of the relevant NAV.

Portfolio Concentration

- The Company is not constrained from weighting to any sector, industry or geographical location within Europe (other than the United Kingdom). This may lead to the Company having significant exposure to portfolio companies from certain business sectors, industries or geographical areas from time to time. Greater concentration of investments in any one sector, industry or geographical location may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value and may materially and adversely affect the performance of the Company and returns to its Shareholders.

Illiquid Securities

- The Company invests in quoted small and medium-sized companies in Europe, excluding the UK. The Company may therefore invest in securities that are not readily tradable or may accumulate investment positions that represent a significant multiple of the normal trading volumes of an investment, which may make it difficult for the Company to sell its investments and may lead to volatility in the share price of the Shares. Investors should not expect that the Company will necessarily be able to realise, within a period which they would otherwise regard as reasonable, its investments and any such realisations that may be achieved may be at a considerably lower price than prevailing indicative share prices.

Derivatives

- The Company may invest in derivatives for investment purposes and/or efficient portfolio management and, in particular, may hedge market and currency risks using futures, options and forward exchange contracts within the limits in the Company's Investment objective and policy as set out in the section headed 'Investment Objective, Policy and Benchmark' in Part 1 of this Prospectus. There may not be a price correlation between price movements in the underlying securities, currency or index, on the one hand, and price movements in the investments which are the subject of the derivative, on the other hand, and accordingly, such instruments may not always achieve the intended effect under all or any market conditions. In addition, an active market may not exist for a particular derivative instrument at any particular time. The Company does not currently invest in derivatives, does not currently seek to create a portfolio to take advantage of anticipated currency fluctuations and has no current intention of seeking to hedge its currency exposure.
- The Company will be exposed to credit risk on the counterparties with which it trades in respect of derivative instruments. The Company will seek to transact only with major established counterparties but there can be no guarantee that counterparty defaults will not occur.
- The use of derivatives may lead to a higher volatility in the NAV and share prices of the Shares than would otherwise be the case. Although the Company does not currently invest in derivatives, it retains the ability to do so.

IMPORTANT INFORMATION

No person has been authorised to issue any advertisement, give any information or make any representations other than the information contained in this Prospectus and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by or on behalf of the Company or the Investment Manager. Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to section 87G(1) of FSMA or section 5:23 of the Dutch Financial Supervision Act, the delivery of this Prospectus shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Company since the date of this Prospectus or that the information contained in this Prospectus, including any forward-looking statement, is correct as of any time subsequent to the date of this Prospectus.

This Prospectus should be read in its entirety and prospective investors should rely only on the information contained in this Prospectus. However, prospective investors should not treat the contents of this Prospectus as advice relating to legal, tax, investment or any other matters. Prospective investors should inform themselves as to:

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

Accordingly, prospective investors must rely upon their own advisers as to legal, tax, investment or any other related matters concerning the Company and an investment in the Shares.

Statements made in this Prospectus are based on the law and practice currently in force in the United Kingdom and the Netherlands and are subject to changes therein.

Responsibility for Information Contained in this Prospectus

The Company accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company (which has taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Typical Investors in the Company

An investment in Shares is only suitable for investors capable of evaluating the risks (including the potential risk of capital loss) and merits of such investment and who have sufficient resources to bear any loss which may result from such investment. Accordingly, typical investors in the Company are expected to be institutional investors, private client fund managers and private client brokers, as well as professionally advised private investors, who are prepared to tolerate a degree of risk or potential for loss, investing in quoted small and medium-sized companies in Europe, excluding the United Kingdom.

An investment in Shares may also be suitable for investors who are financially sophisticated, non-advised private investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss that may result from such an investment (such investors may wish to consult an independent financial adviser who specialises in advising on the acquisition of shares and other securities before investing in the Shares).

An investment in Shares should constitute part of a diversified investment portfolio. As the Company's portfolio is constructed without reference to any stock market index, the Shares are an unsuitable investment for those who seek investments that are in some way correlated to a stock market index. An investment in Shares should be regarded as long-term in nature and may not be suitable as a short-term investment.

Forward-looking Statements

This Prospectus includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including, without limitation, the terms "believes", "expects", "intends", "anticipates",

"aims", "estimates", "may", "will", "would", "could" or "should" or other variations or comparable terminology or, in each case, their negative. Forward-looking statements appear in a number of places throughout this Prospectus and include, without limitation, statements regarding the current beliefs, expectations or intentions of the Company and/or the Investment Manager concerning, among other things, the performance and prospects of the Company and the Shares.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and, accordingly, forward-looking statements may, and often do, differ materially from actual results. Given these risks and uncertainties, investors are cautioned not to place any undue reliance on such forward-looking statements.

Forward-looking statements in this Prospectus apply only as at the date of this Prospectus. Subject to its legal and regulatory obligations (including under the Listing Rules and the Prospectus Rules), the Company undertakes no obligation publicly to update or revise any forward-looking statement contained in this Prospectus to reflect any change in expectations with regard to any such statement, or any change in events, conditions or circumstances on which any such statement is based, after the date of this Prospectus.

For the avoidance of doubt, nothing in this section "Forward-looking Statements" constitutes a qualification of the working capital statement contained in paragraph 8 of Part 4 of this Prospectus.

Selling Restrictions

No action has been taken to permit the distribution of this Prospectus in any jurisdiction outside the UK or the Netherlands where such action is required to be taken. Accordingly, the distribution of this Prospectus in jurisdictions other than the UK and the Netherlands may be restricted.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or an invitation to apply for any New Shares by any person.

The information in this section "Selling Restrictions" is for general guidance only and it is the responsibility of any person in possession of this Prospectus to inform themselves about and observe any restrictions as to the distribution of this Prospectus under the laws and regulations of any relevant jurisdiction outside the UK, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such jurisdiction. Any failure to comply with any such restrictions may constitute a violation of the securities laws of the jurisdiction concerned.

United States

The Shares have not been, and will not be, registered under the US States Securities Act of 1933 (as amended) or any applicable securities laws of any state or other jurisdiction in the United States. Accordingly, the Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940 (as amended) and investors will not be entitled to the benefits of that Act.

Australia, Canada or Japan

The Shares have not been, and will not be, registered under the laws of Australia, Canada or Japan, or with any securities regulatory authority of Australia, Canada or Japan. Accordingly, unless an exemption under such laws is applicable, the Shares may not be offered, sold or delivered, directly or indirectly, within Australia, Canada or Japan (as the case may be).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS⁵

	<i>Date</i>
Share Issuance Programme opens	10 July 2015
Publication of Issue Price in respect of each issue of New Shares	As soon as practicable following each issue pursuant to the Share Issuance Programme
Relevant CREST stock accounts credited with Depositary Interests in respect of New Shares issued in uncertificated form	8.00 a.m. on each day New Shares are issued pursuant to the Share Issuance Programme
Share certificates in respect of New Shares issued in certificated form despatched	Approximately one week following the issue of any New Shares
Share Issuance Programme closes and last date for New Shares to be issued pursuant to the Share Issuance Programme	2 July 2016

Note: New Shares will be issued pursuant to the Share Issuance Programme only at such times (if any) as the Company (or, if issues of New Shares are made by reference to the Liquidity Enhancement Arrangement, the Investment Manager) believe it is advantageous to Shareholders to do so. New Shares will be issued only during the period commencing at 8.00 a.m. on 10 July 2015 and ending at 5.00 p.m. on 2 July 2016.

Issue Statistics

Maximum size of Share Issuance Programme	9 million New Shares
Issue Price	Typically not less than the Net Asset Value per Share at the time of allotment and a premium to cover the commissions and expenses of each issue of New Shares under the Share Issuance Programme
ISIN of Shares (including New Shares) (London Stock Exchange)	NL0000226090
ISIN of Bearer Shares (Euronext Amsterdam Stock Market)	NL0000288017
Ticker	EAT.L

⁵ All references to times in this document are to London times. All times and dates in the "Expected Timetable of Principal Events", elsewhere in this document are indicative only and may be adjusted by the Company (with the agreement of the Investment Manager) and any such adjustment will be notified by publication of a notice through a RIS.

DIRECTORS, MANAGER AND ADVISERS

Supervisory Board

Jack Perry CBE (Chairman)
Professor Robert van der Meer (Vice Chairman
and Chairman of Audit)
Julia Bond (Senior Independent Director)
Neville Cook
Laurence Jacquot
Sir John Ward CBE
all non-executive and of Weena 210-212
3012 NJ Rotterdam

Investment Manager and AIFM

F&C Investment Business Limited
80 George Street
Edinburgh EH2 3BU

UK Corporate Broker

Cenkos Securities plc
6.7.8 Tokenhouse Yard
London EC2R 7AS

Dutch Law Advisers to the Company

De Brauw Blackstone Westbroek N.V.
Debussylaan 80
1082 MD Amsterdam

Auditors

PricewaterhouseCoopers Accountants N.V.
Fascinatio Boulevard 350
3065 WB Rotterdam

Administrator

KAS Bank N.V.
Nieuwezijds Voorburgwal 225
1012 RL Amsterdam

Registrar

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ

Management Board Director

FCA Management BV
(represented by Wilbert van Twuijver and
Tim Koster)
Weena 210-212
3012 NJ Rotterdam

Netherlands Broker

SNS Securities BV
Nieuwezijds Voorburgwal 162
1012 SJ Amsterdam

Legal Advisers to the UK Corporate Broker

Wragge Lawrence Graham & Co LLP
4 More London Riverside
London SE1 2AU

UK Solicitors to the Company

Shepherd and Wedderburn LLP
1 Exchange Crescent
Conference Square
Edinburgh EH3 8UL

Tax Advisers

Ernst & Young Belastingadviseurs LLP
Boompjes 258
3011 XZ Rotterdam

Depository and Custodian

KAS Trust & Depository Services B.V.
Nieuwezijds Voorburgwal 225
1012 RL Amsterdam

Lending Bank

KAS Bank N.V.
Nieuwezijds Voorburgwal 225
1012 RL Amsterdam

PART 1

EUROPEAN ASSETS TRUST N.V.

Introduction

European Assets Trust N.V. is a Netherlands incorporated closed-end investment company with variable capital. The Company was incorporated under the laws of the Netherlands on 20 February 1931. The Company is registered in the Dutch Trade Register with number 33039381.

The Company is managed by F&C Investment Business Limited.

The Company's capital structure consists of a single class of Shares only, all of which have been admitted to the standard segment of the Official List and are traded on the London Stock Exchange's Main Market. The Bearer Shares are traded on the Euronext Amsterdam Stock Market. As the Shares are admitted to the standard segment of the Official List, the Company is subject only to the continuing obligations for standard segment listed companies set out in Chapter 14 of the Listing Rules.

The Company was originally founded on 20 February 1931 as a Dutch investment company under the name 'Mijbebe'. It has been quoted on the Euronext Amsterdam Stock Market since 3 August 1959. The basis of the present business of the Company was established following the acquisition in 1972 of over 90% of its issued share capital by a consortium of United Kingdom institutional investors and the appointment of F&C as investment managers to the Company. The investment policy adopted at that time placed an emphasis on the European Community. Subsequently, the geographical spread of the portfolio has been expanded to include companies throughout Europe, other than the United Kingdom. From 1973 to 1978, investments were also held in the United States.

Between 1972 and 1980, the Company developed a broad based portfolio seeking a balance between capital growth and a reasonable level of income. Following a change of investment policy in 1980, the Company began concentrating on investment in companies which it considered had potential for higher than average capital growth. In 1983 the Shares were listed on the London Stock Exchange. The high distribution policy was adopted by the Company from 2001.

Background to the Share Issuance Programme

Investor demand for the Shares in the 12 months to 1 July 2015 has meant that during this period the Company issued and sold from treasury an aggregate of 6,195,141 Shares. Shares continue to trade at a premium to the Net Asset Value per Share. As at 1 July 2015 the Euro equivalent of the closing mid-share price of the Shares was €15.37 and the Net Asset Value per Share was €15.27. This demand has provided the opportunity to the Company both to sell Shares from treasury at a premium or a lower average discount to their purchase discount and issue new Shares at a small premium to NAV, to help satisfy that demand. This has, as a result, also increased the Company's assets to the benefit of existing Shareholders.

FSMA and the associated Prospectus Rules provide that where a company wishes to apply for the admission to trading on a regulated market in the UK of shares representing, over a period of 12 months, 10% or more of that company's shares which are already admitted to trading on that regulated market (excluding any shares admitted pursuant to any exemption), then the company concerned is required to issue a prospectus before the application is made. In light of the level of demand for the Company's Shares, the publication of this Prospectus is necessary in order to allow the Company to continue to issue New Shares.

The Share Issuance Programme is being implemented to facilitate the issuance of New Shares by the Company to meet the ongoing demand for its Shares in the secondary market. The Company believes that the Share Issuance Programme will enable the Company to grow over time in a cost effective manner. This should improve liquidity in the market for the Shares and may broaden its shareholder base. Further, the Share Issuance Programme will maintain the Company's ability to issue New Shares tactically so as to better manage the market rating of its Shares. The Company expects that any growth of the Company through such issuance will enable it to spread its operating costs over a larger capital base which should reduce the ratio of ongoing charges per Share.

New Shares may be issued pursuant to the Share Issuance Programme both under the Company's liquidity enhancement arrangements with the Investment Manager and the Broker and also under any specific placing exercise which the Company may choose to implement in due course. Issues of

New Shares may be implemented on an ad hoc basis by the Investment Manager on behalf of the Company under the terms of the Liquidity Enhancement Agreement and pursuant to the Company's arrangements with the Broker (and particularly pursuant to the Share Issuance Programme Agreement). The New Shares to be admitted pursuant to the Prospectus will also be issued when the Company believes that it is in the best interests of the Company to do so. The Company currently intends that New Shares will be issued at a price not less than the aggregate of the Net Asset Value per Share and a premium to NAV to cover the commissions and expenses of the issue of the New Shares under the Share Issuance Programme.

This Prospectus will be in force for a period of 12 months and the maximum number of New Shares which may be issued by the Company pursuant to the Share Issuance Programme under this Prospectus is 9 million New Shares.

Investment Objective, Policy and Benchmark

Investment Objective

The investment objective of the Company is to aim to achieve long-term growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom. A high distribution policy has been adopted and dividends have been paid out of current year net profits and other reserves.

Investment Policy

The Company's investment policy seeks investments in quoted small and medium-sized companies in Europe, excluding the United Kingdom, defined as those with a market capitalisation below that of the largest company in the Euromoney Smaller European Companies (ex UK) Index or to a monetary value of €2.5 billion, whichever is the greater. The Company will not invest more than 20% of its total assets in any one company and does not take legal or management control of any company in which it invests.

The Company does not restrict its investments to any specific industrial sectors and a diversified geographical spread has been maintained. The Company does not seek to create a portfolio to take advantage of anticipated currency fluctuations.

The Company has the powers under its Articles to borrow an amount up to 20% of its securities portfolio.

In the event of a breach of the Company's investment policy, the Investment Manager shall promptly inform the Company of the same and if the Company considers the breach to be material, notification will be made to a Regulatory Information Service.

The investment objective and policy may be amended by the Company subject to the control of and review by, the Directors (both Supervisory and Management Board). Any such amendments shall be notified to the Investment Manager as the AIFM in writing from time to time. Any amendment to the investment policy shall not be effective against a Shareholder before one month has lapsed after the notification in accordance with section 116b of the Dutch Market Conduct Supervision Decree (*Besluit gedragstoezicht financiële markten*) has taken place.

Benchmark Index

The Company does not seek to replicate the Euromoney Smaller European Companies (ex UK) Index (its Benchmark Index) in constructing its portfolio and its portfolio is managed without reference to any index. It is likely, therefore, that there will be periods when the Company's performance will be quite unlike that of any benchmark or index.

Investment Strategy and Market Outlook

The Company invests in quoted small and medium-sized companies in Europe, excluding the United Kingdom in order to achieve long-term growth of capital. The Company utilises the resources of the Investment Manager's European Equities team. The portfolio is relatively concentrated (40-50 holdings). The team focuses on detailed fundamental analysis with particular scrutiny on balance sheets and cashflows with an aim to invest in businesses with a long term time horizon. A key tenet of the approach is the belief that the most important factors that influence stock returns are both the value creation of the business and the initial price paid to own the equity. Consequently, a significant emphasis is placed on valuation.

The Company offers investors access to small and mid-cap investing in Europe. As a broad and diverse area of the market, the European small and mid-cap universe can provide an attractive environment for fundamental company research-based, active fund management.

Stock picking is the key driver of portfolio composition. Only those companies in which the Investment Manager has a high degree of conviction are included in the portfolio. The Investment Manager does not allocate actively between sectors or countries, but instead works to ensure the Company is adequately diversified throughout the portfolio construction process. There are no targeted investment horizons with regards to any of the investments in the Company's portfolio.

Further information on the Company's investment portfolio is set out in Part 3 of this Prospectus.

Borrowings

As at 1 July 2015, the Company had gross assets of €415.3 million, and net assets of €410.4 million. The Company has a banking Facility with KAS Bank N.V. under the terms of the Facility Agreement. The total amount of the Facility available to the Company may vary from time to time depending on the value of the Company's investments, and as at 1 July 2015 will not exceed €45 million.

The Facility Agreement is part of the overall custody arrangements between the Company and KAS Trust & Depositary Services B.V. The Facility Agreement is entered into for an indefinite period of time and can be terminated by either party with due observance of a notice period of at least 30 days. For amounts drawn under the Facility, an interest rate equal to the one month Euribor plus 1.53% per annum is applied; for the undrawn part of the Facility an availability commission of 0.18% per annum is paid. As at 31 December 2014, the Company had drawn down €17,485,254 under this Facility. As part of the custody arrangements and pursuant to the Facility Agreement the Company has granted to KAS Bank N.V. a first right of pledge over its investments as a continuing security for due payments of all liabilities to KAS Bank N.V., including amounts drawn under the Facility.

Dividend Policy

The Company will pay dividends on the Shares only to the extent that it has profits (including available reserves) available for that purpose pursuant to the Dutch Civil Code.

The level of dividend paid by the Company each year is determined by the Management Board in accordance with the Company's distribution policy and with the approval of the Supervisory Board. It is the intention of the Company, barring unforeseen circumstances, to pay an annual dividend equivalent to 6% on the Net Asset Value of the Company at the end of the preceding year. The Company expects to pay the dividend in three equal instalments in January, May and August each year. Dividends are grossed to eliminate the impact of any Dutch withholding tax. A scrip alternative is available. The dividend is funded from a combination of accumulated capital gains and income.

The New Shares will rank *pari passu* in all respect with the existing Shares, including as to dividends. There are, however, no assurances that any dividends will be paid. Dividends on the Shares are non-cumulative.

Currency Hedging

While the Company's functional currency is Euros and dividends are declared in Euros, the Shares are traded in Sterling and the New Shares issued pursuant to the Share Issuance Programme shall be issued in Sterling. Additionally, due to its investment focus, some of the Company's investments are denominated and quoted in currencies other than Sterling or Euros. The Company does not seek to create a portfolio to take advantage of anticipated currency fluctuations and has no current intention of seeking to hedge its currency exposure.

Capital Structure

Shares

The Company's capital structure consists of a single class of Shares only. All of the Shares have been admitted to the standard segment of the Official List and are traded on the London Stock Exchange's Main Market. The Bearer Shares are traded on the Euronext Amsterdam Stock Market. As the Shares are admitted to the standard segment of the Official List, the Company is subject only to the continuing obligations for standard segment listed companies set out in Chapter 14 of the Listing Rules.

Each of the Shares entitles its holder to equal ranking rights as regards dividends and other distributions, including the right to participate on a winding up.

Each holder of Shares is entitled to attend general meetings, to address such meetings and, to the extent applicable, to exercise voting rights in respect of his holding of Shares. Each Share entitles the holder to one vote at general meetings.

Further Issues of Shares

At the extraordinary general meeting of the Company held on 1 July 2015, Shareholders approved an amendment to the Articles to increase the Company's authorised share capital to 50 million Shares. As under Dutch law no pre-emption rights apply to the issue of Shares by the Company, this amendment to the Articles gives the Company the ability to issue up to 20 million new Shares without offering such shares to existing Shareholders. The Company intends, however, to issue a maximum of 9 million New Shares under the Share Issuance Programme. This Prospectus will be in force for a period of 12 months and therefore the maximum number of New Shares which may be issued by the Company pursuant to the Share Issuance Programme under this Prospectus is 9 million New Shares (equivalent to 33% of the Shares in issue as at 1 July 2015 (being the latest practicable date prior to publication of this Prospectus)).

Liquidity Enhancement Agreement

The Company entered into the Liquidity Enhancement Agreement with the Investment Manager in November 2005, which was then subsequently amended in April 2015 and again on 3 July 2015. The purpose of this agreement is to enable the Investment Manager, on behalf of the Company, to enhance the liquidity in the trading of the Shares on the London Stock Exchange. The Liquidity Enhancement Agreement is for a continuous period and may be terminated with immediate effect by either party at any time.

The Liquidity Enhancement Agreement allows the Investment Manager, on behalf of the Company and on an ad hoc basis, to:

- (i) implement Share buy backs;
- (ii) sell shares from treasury; and
- (iii) issue new Shares.

The Broker has been appointed by the Company to provide customary UK broking services to the Company, including to act as a market maker in the UK in the Shares. In that capacity and by reference to the Liquidity Enhancement Agreement and the Share Issuance Programme Agreement, the Broker liaises with the Investment Manager to assist the Company in implementing the buybacks, sales and new issues referred to above.

The new Shares which may be issued under the terms of the Liquidity Enhancement Agreement include both the New Shares pursuant to the Share Issuance Programme and any other Shares which are capable of being issued in accordance with the Prospectus Rules.

Share Issuance Programme Agreement

The Company has entered into the Share Issuance Programme Agreement with the Broker on 3 July 2015 in order to document the terms and conditions on which the Broker will carry out customary broking activities in connection with any issues of New Shares (whether on an ad hoc basis to meet ongoing demand for Shares in the secondary market or under any specific placing exercise) under the Share Issuance Programme.

Further details of the Share Issuance Programme Agreement are set out in paragraph 8.1 of Part 6 of this Prospectus.

Buy-backs of Shares

Any Share buy-backs will be subject to the rules applicable to the Company from time to time. Pursuant to the Liquidity Enhancement Agreement, the Investment Manager has sole discretion, in the name of the Company, to implement Share buy backs or sales assuming the parameters and requirements laid down by the Management Board in the agreement are met. In summary, where there are Shareholders wishing to sell and the average Share price discount to Net Asset Value measured over a rolling five business day period is 5% or more, subject to other relevant requirements, Shares may be bought back based upon the Share price equivalent to a discount of 5% to the Net Asset Value, adjusted for portfolio realisation costs depending upon market circumstances. The maximum number of Shares that can be bought back in any three month period is 10% of the Company's issued share capital.

The making and timing of any Share buy-backs is at the absolute discretion of the Management Board (or, in the case of buybacks carried out pursuant to the Liquidity Enhancement Agreement, the Investment Manager) and purchases of Shares may be made only in accordance with the Articles, the Dutch Civil Code, the Listing Rules and any applicable insider dealing rules.

Any Shares bought back may be cancelled or held in treasury.

Treasury Shares

The Company may hold Shares acquired by way of market purchase "in treasury", meaning that the Shares remain in issue owned by the Company rather than being cancelled. Where Shares are held by the Company, the voting rights attached to those Shares will be suspended.

Shares held in treasury may be subsequently cancelled or sold for cash. Pursuant to the Liquidity Enhancement Agreement, the price at which Shares are sold from treasury is subject to limitation on asset dilution. The absolute level of dilution through the sale of treasury shares is restricted to 0.5% of Net Asset Value in any one year, and treasury shares which are sold at a discount to Net Asset Value will only be sold where the discount at which the Shares are to be sold is lower than the average discount at which the Shares have been acquired by the Company measured over preceding financial periods and in addition at a price which is not less than the market bid price at the time of sale.

As at 1 July 2015 the Company did not hold any Shares in treasury. The Company believes that it is in the interest of Shareholders to retain the flexibility to hold Shares in treasury. Holding Shares in treasury should give the Company the ability to sell such shares quickly and cost efficiently and should provide the Company with additional flexibility in the management of its capital base. In addition, the Company believes that the effective use of treasury shares could assist the Company in improving liquidity in the Shares and managing any imbalance between supply and demand, and the Investment Manager (on behalf of the Company) may seek to sell Shares held in treasury in accordance with the Liquidity Enhancement Agreement.

Management and Administration

Introduction

The Investment Manager, which is authorised and regulated by the FCA, is a company within the F&C Group, a global investment management business with a wide variety of clients. On 7 May 2014, F&C Asset Management plc, the parent company of the Investment Manager became a wholly owned subsidiary of Bank of Montreal and is part of BMO Global Asset Management. As at 31 December 2014, BMO Global Asset Management had £166 billion of assets under management.

Investment Manager

The Investment Manager was appointed as the investment manager of the Company pursuant to the Investment Management Agreement. The Investment Manager has, from 22 July 2014, been appointed as the AIFM to the Company, as required by the AIFM Directive.

The Management Board has overall responsibility for the Company's activities and is responsible for the determination of the Company's investment policy. Under the terms of the Investment Management Agreement, the Investment Manager has been appointed with responsibility for the day-to-day management of the Company's investment portfolio, subject to the overall control and supervision of the Management Board, and to provide other services to the Company including company secretarial, financial and marketing. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Management Board from time to time and in accordance with the investment policy and investment restrictions and specifications set out in the Investment Management Agreement. The Investment Manager is also responsible under the Investment Management Agreement (and for no separate fee) for ensuring that the Net Asset Value of the Company is calculated and released daily or at such other intervals as may be agreed with the Company.

The Investment Management Agreement can be terminated at any time by the Company giving six months' written notice of termination or by the Investment Manager giving twelve months' written notice of termination. The Investment Management Agreement may also be terminated immediately if either party is in breach of its obligations under the agreement (and such breach is not remedied within 30 days), guilty of gross misconduct or gross negligence or is the subject of insolvency proceedings.

The Investment Manager is entitled to a quarterly management fee, payable in advance, equal to 0.2% of the value of total assets of the Company. For this purpose, the "value of total assets of the Company" is defined, broadly, as the total aggregate value of the assets of the Company less current

liabilities (excluding borrowings from current liabilities) and any dividends declared but unpaid, both at the end of the preceding quarter. Certain other factors may also, in certain specified circumstances, operate to reduce the “value of total assets of the Company” when calculating the fee payable to the Investment Manager.

Sam Cosh is the Company’s lead manager and in such role he is responsible for the overall construction (in accordance with the Company’s investment policy) of the Company’s investment portfolio and, in conjunction with the Management Board, the asset allocation of the portfolio on a regional basis. Sam joined the F&C Group in 2010 and was appointed lead manager for the Company during 2011. Sam is also the lead manager of F&C European Small Cap Fund and manages the European investment of F&C Global Smaller Companies plc. He has fifteen years’ experience in European equities, principally within the small and mid-cap mandates.

An analysis of the Company’s performance over the 12 month, 36 month and 60 month periods to 31 May 2015 is detailed below:

	Euros	Sterling
<i>Total return performance for the 12 months ended 31 May 2015</i>		
Net asset value per Share	34.9%	19.4%
Market price per Share	37.4%	21.4%
Euromoney Smaller European Companies (ex UK) Index	16.3%	2.8%
<i>Total return performance for the 36 months ended 31 May 2015</i>		
Net asset value per Share	135.5%	110.8%
Market price per Share	171.0%	142.3%
Euromoney Smaller European Companies (ex UK) Index	104.6%	83.0%
<i>Total return performance for the 60 months ended 31 May 2015</i>		
Net asset value per Share	191.6%	148.0%
Market price per Share	247.5%	195.2%
Euromoney Smaller European Companies (ex UK) Index	97.2%	67.6%

Note: total return in this table means capital performance with dividends reinvested.

Further information on the Investment Manager and details of the Investment Management Agreement are set out in paragraph 7.1 of Part 6 of this Prospectus.

Administrator

KAS Bank N.V. has been appointed as the Administrator for the Company pursuant to the Administration Agreement. Under the terms of the Administration Agreement, KAS Bank N.V. is responsible for, amongst other matters, (i) conducting the Company’s financial administration, and (ii) preparing the Company’s interim and annual figures in consultation with the Company and its auditors. In addition, the Company can request KAS Bank N.V. to calculate the daily NAV of the Company, although the Company currently instructs the Investment Manager to do so.

Details of the Administration Agreement entered into with KAS Bank N.V. are set out in paragraph 7.2.4 of Part 6 of this Prospectus.

Corporate Structure

The Company has a two-tier board structure comprising a Supervisory Board and a Management Board. The Supervisory Board is responsible for supervising the policy of the Management Board and the general course of the Company’s affairs and business.

With FCA Management B.V. appointed as Management Board Director, the corporate management functions are separated from the administration function performed by KAS Bank N.V., the custody and depositary function performed by KAS Trust & Depositary Services B.V. and investment management and other functions performed by the Investment Manager. The Company believes that this arrangement enhances the Company's management and corporate governance.

The Management Board is entrusted with the corporate management of the Company and is obliged to act in accordance with the general directives of the Supervisory Board concerning the financial and investment policy of the Company. A contract with the Management Board Director sets out its responsibilities.

The Management Board has overall day-to-day responsibility for the Company's activities (including its investment policy, activity and performance), notwithstanding the delegation of the overall management of the Company to the Investment Manager. The Management Board supervises the Investment Manager and other service providers appointed by the Company.

Supervisory Board

The Supervisory Board currently comprises:

- **Jack Perry CBE (Chairman)**, aged 60, was Managing Partner, Glasgow and Regional Industry Leader (Technology, Communications and Entertainment and Consumer Products) for Scotland and Northern Ireland for Ernst and Young. He was also Chief Executive of Scottish Enterprise and a non-executive director of Silent Herdsman Holdings Limited. He is currently Chairman of ICG-Longbow Senior Secured UK Property Debt Investments Limited and is a member of the Institute of Chartered Accountants of Scotland.
- **Professor Robert van der Meer (Vice Chairman and Chairman of Audit)**, aged 66, has formerly held positions on the management boards of Fortis and AEGON. He currently holds supervisory board positions at Klepierre Nederland Holding, KAS Bank and Conhold, as well as advisory roles with a number of pension funds and charities. He serves as Deputy Justice with the High Court Amsterdam (Ondernerningskamer).
- **Julia Bond (Senior Independent Director)**, aged 56, has 27 years' experience of capital markets in the financial sector and held senior positions within Credit Suisse, including Head of One Bank Delivery. She is currently a non-executive director and trustee of several governmental bodies and charities including the supervisory and management board of the British Foreign and Commonwealth Office and a non-executive advisor to the CEO of the Association of Certified Chartered Accountants.
- **Neville Cook**, aged 70, was formerly chairman of Anglo Irish Bank Suisse A.A., a bank in Geneva. He is also a director of various public and private companies.
- **Laurence Jacquot**, aged 58, has 37 years' experience of financial markets and asset management in Continental Europe, having worked at COB, the French financial services authority regulator, and SCOR, the leading French reinsurance company. Latterly, she has been an investment consultant involving asset allocation and equity fund selection.
- **Sir John Ward CBE**, aged 74, was formerly chairman of Scottish Enterprise and has held a wide range of public and private appointments and chairmanships. He is a past chairman of CBI Scotland.

All of the Supervisory Directors are non-executive. Each of the Directors is independent of the Investment Manager and other members of the F&C Group. None of the Directors have any common directorships.

Professor Robert van der Meer is a member of the Supervisory Board as well as a member of the supervisory board of KAS Bank N.V. The Company does not expect that this will cause a conflict with the duties he has towards the Company. However, the Supervisory Board rules include arrangements to ensure that the Supervisory Board will in each relevant situation handle and decide on any conflicts of interest. The Supervisory Board will procure that relevant transactions, in relation to which it has been determined that a conflict of interest exists, are published in the Company's annual report

Sir John Ward CBE and Neville Cook have indicated their intention to step down as Supervisory Directors in the second half of 2015.

Management Board

The Management Board consists of a single Director, FCA Management B.V., a limited liability company incorporated in the Netherlands. It has its registered office in Rotterdam. FCA Management

B.V. carries out the day-to-day management of the Company. FCA Management B.V. is supervised by the Supervisory Board.

FCA Management B.V. was appointed as the Management Board Director of the Company pursuant to the Management Board Engagement Letter between Freeland (FCA Management B.V.'s parent company) and the Company.

Wilbert van Twuijver and Tim Koster represent FCA Management B.V. on the Management Board of the Company.

Corporate Governance

The Netherlands

Corporate Governance policy and framework

The Company has adopted principles and best practices of good corporate governance, which, as far as possible, practicable and advisable, are in line with those of the prevailing Dutch Corporate Governance Code (the “**Dutch Code**”). The Company believes there are no differences of principle or inconsistencies between the Dutch Code and the UK Corporate Governance Code (the “**UK Code**”).

As the Company is an externally managed investment institution without its own organisation, it is not possible to apply the Dutch Code in full, as the preamble to the Dutch Code also acknowledges explicitly. For instance, many of the provisions of the Dutch Code deal with management and remuneration by and of individuals. These cannot be applied in full in the case of the Company, because its statutory and corporate management and investment management have been outsourced to FCA Management B.V. and the Investment Manager respectively. In addition, the Company's Articles provide indemnification for the directors by the Company.

The provisions of the Dutch Code that relate to the appointment and remuneration of management are therefore not fully complied with. The remuneration for these functions is governed by contractual arrangements as described under the heading “Corporate Structure” in this Part 1 and in paragraph 5 of Part 6 of this Prospectus. For example, such contracts have been entered into for a period in excess of the maximum of four years according to the Dutch Code. However, the contract with the Management Board Director can be terminated with a notice period of three months and can be terminated per the end of a calendar year, whereas the contract with the Investment Manager can be terminated by the Company at six months' notice.

In addition, these contracts do not provide for severance payments to individual Directors or managers. All Dutch regulated investment institutions, including the Company are subject to detailed and clearly described conditions and associated unambiguous remuneration and corporate governance structures. The Company is covered by the regime of the Dutch Financial Supervision Act and subject to the supervision of the AFM, while the AIFM is supervised by the FCA in the UK.

These conditions offer investors clarity about what they are entitled to expect from an investment in the Company and place specific demands on management, reporting and information supply, as well as the accountability of the managers.

No amendments to these conditions can be made without the approval of the Supervisory Board and due observance of regulatory restrictions.

United Kingdom

As a matter of good practice, the Company has adopted corporate governance arrangements which follow the general principles of the UK Code and the AIC Code of Corporate Governance (the “**AIC Code**”). Significant differences in actual practice from the UK Code and the AIC Code are detailed below.

The Supervisory Board

The Supervisory Board is the Company's non-executive supervisory body. The Company has no employees. A management contract between the Company and the Investment Manager sets out the matters over which the Investment Manager has authority and the limits above which Board approval must be sought. All other matters, including strategy, investment and dividend policies, gearing, and corporate governance procedures, are reserved for the approval of the Supervisory and Management Board of Directors. With regard to these matters it is the responsibility of the Supervisory Board to provide the Management Board Director with general instruction and guidance. It is the responsibility of the Management Board Director to act and manage the Company in

accordance with these general directives and to report to the Supervisory Board upon their corporate management. A contract with the Management Board Director sets out its responsibilities.

The Supervisory Board currently meets at least four times a year. In order to enable them to discharge their responsibilities, all Supervisory Directors have full and timely access to relevant information. At each meeting the Supervisory Board reviews the Company's management information, which includes reports on investment performance and strategic matters and financial analyses. The Management Board Director and key representatives of the Investment Manager attend each meeting. Supervisory Board meetings are also held on an ad-hoc basis to consider particular issues when they arise.

Supervisory Directors do not have service contracts but new Supervisory Directors are provided with a letter of appointment. The terms of Supervisory Directors' appointment provide that Supervisory Directors are subject to periodic retirement and re-election by Shareholders.

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties. The Supervisory Board has direct access to the company secretarial advice and services provided by the Investment Manager. The proceedings at all Supervisory Board meetings are fully recorded through a process that allows any Supervisory Director's concerns to be recorded in the minutes. The Supervisory Board through the Management Board Director has the power to appoint or remove and replace the company secretary. The Company maintains appropriate Directors' and Officers' liability insurance in addition to indemnity provisions in the Articles.

Appointments and succession planning

Under the requirements of the Articles, Supervisory Directors retire by rotation at general meetings and Supervisory Directors are appointed for a specified term of no more than four years, subject to reappointment by Shareholders. The Supervisory Board has agreed, however, that Supervisory Directors will seek re-election at the completion of each three years' service and annually after serving on the Supervisory Board for more than nine years.

Appointments of all new Supervisory Directors are made on a formal basis using professional search consultants, with the Supervisory Board agreeing the selection criteria and the method of selection, recruitment and appointment. A Supervisory Director role specification is prepared to assist with this process.

The Supervisory Board keeps under review its structure, size, composition, experience, diversity and skills ranges. In considering the appointment of additional Supervisory Directors, the Supervisory Board takes into account the ongoing requirements of the Company and the need to have a balance of skills and experience within the Supervisory Board. The Supervisory Board favours diversity and welcomes appointments that contribute to it, but its first objective is to select Supervisory Directors on merit with relevant and complementary skills.

Full details of the duties of a Supervisory Director are provided at the time of appointment.

An introduction process takes place for new appointees, who meet the lead manager, Management Board Director, company secretary and other key employees of the Investment Manager and are given a briefing on the workings and processes of the Company.

Independence of Supervisory Directors

All Supervisory Directors are considered by the Supervisory Board to be independent of the Company's Investment Manager. Sir John Ward CBE and Neville Cook have both served on the Supervisory Board for longer than nine years and seek re-election from Shareholders annually. The Company does not consider that a Supervisory Director's tenure necessarily reduces his ability to act independently and, following performance evaluations, believes that each Supervisory Director is independent in character and judgement and that continuity and experience add to the strength of the Supervisory Board.

Sir John Ward CBE and Neville Cook have indicated their intention to step down as Supervisory Directors in the second half of 2015.

Supervisory Board committees

Given the size and structure of the Company, the limited number of Supervisory Directors and taking account of Dutch corporate governance principles, the Supervisory Board performs the functions of the audit committee, the management engagement committee, the nomination committee and the remuneration committee.

The Supervisory Board performs the duties of an audit committee including reviewing the annual and interim accounts, the system of internal controls and risk management, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors.

The Supervisory Board meets twice a year specifically to consider audit matters and this provides a forum through which the auditors may report to the Supervisory Board. Professor Robert van der Meer chairs the part of the meeting of Supervisory Directors that considers audit matters.

The Supervisory Board considers Director's remuneration on an annual basis. Remuneration is compared to a peer group of similar investment companies. The approval of Shareholders at a general meeting is required for any changes to the remuneration of Supervisory Directors.

Taxation

Information concerning the tax status of the Company and the taxation of Shareholders in the UK is contained in Part 5 of this Prospectus.

Investor Relations and Marketing

The Shares may be acquired through one of the savings plans, including the F&C Private Investor Plan, the F&C Investment Trust ISA, the F&C Child Trust Fund, the F&C Children's Investment Plan and the F&C Junior ISA, operated by the F&C Group.

The Company publishes monthly factsheets, which include details of the Company's performance, analysis of the Company's portfolio and other financial information, together with a brief report by the lead manager.

The Company has its own website (www.europeanassets.eu), which includes:

- Key facts for the Company (including a profile of the lead manager and information of the portfolio);
- the latest closing mid-share price of the Shares; and
- access to the Company's monthly fact sheets, financial reports and other announcements concerning the Company.

Duration of the Company

The Company does not have a fixed life.

PART 2

DETAILS OF THE SHARE ISSUANCE PROGRAMME

The Share Issuance Programme

New Shares may be issued pursuant to the Share Issuance Programme both under the Company's liquidity enhancement arrangements with the Investment Manager and the Broker and also under any specific placing exercise which the Company may choose to implement in due course. New Shares will be issued pursuant to the Share Issuance Programme to allow the Company to satisfy demand from investors for Shares and to increase the liquidity of the trading of the Shares on the Official List. Issues of New Shares may be implemented by the Investment Manager on behalf of the Company under the terms of the Company's Liquidity Enhancement Agreement and pursuant to the Company's arrangements with the Broker (and particularly pursuant to the Share Issuance Programme Agreement). New Shares will also be issued when the Company believes that it is in the best interests of the Company to do so.

New Shares will be issued pursuant to the Share Issuance Programme only during the period commencing at 8.00 a.m. on 10 July 2015 and ending at 5.00 p.m. on 2 July 2016. The Company will, however, continue its aim of monitoring and controlling the discount/premium at which Shares trade following the expiry of this period and may seek to issue further prospectuses and/or utilise available exemptions as and when required under FSMA, the associated Prospectus Rules and the Dutch Financial Supervision Act.

The currency of the issues of New Shares pursuant to the Share Issuance Programme shall be Sterling. The Company will issue a maximum of 9 million New Shares pursuant to the Share Issuance Programme under this Prospectus. Each issue of New Shares will be conditional upon admission of the relevant New Shares to the standard segment of the Official List and to trading on the London Stock Exchange's Main Market becoming effective. None of the issues of New Shares under the Share Issuance Programme will be underwritten.

The Share Issuance Programme has been proposed in principle by the Company primarily to allow the Company to issue New Shares to satisfy demand from investors at times when Shares are trading at a premium to the Net Asset Value per Share. Accordingly, each specific issue of New Shares pursuant to the Share Issuance Programme is not expected to result in a dilution of the Net Asset Value per Share. The Company intends to apply the net proceeds of any issues New Shares in accordance with the Company's investment policy.

The New Shares will rank *pari passu* in all respects with the existing issued Shares.

Issue Price

The Issue Price of each issue of New Shares under the Share Issuance Programme will be determined by the Management Board (or by the Investment Manager pursuant to the Liquidity Enhancement Agreement). The Company currently intends that New Shares will be issued at a price not less than the aggregate of the Net Asset Value per Share and a premium to cover the commissions and expenses of the specific issue of the New Shares under the Share Issuance Programme. The Share Issuance Programme is, therefore, not expected to be dilutive to the Net Asset Value per Share after taking into account the other costs of the Share Issuance Programme. The Net Asset Value per Share will be calculated in accordance with the Company's normal accounting policies. The Issue Price of each New Share will be announced through a Regulatory Information Service as soon as practicable following each issue.

Dealings and Settlement

Applications will be made to the UK Listing Authority for the New Shares issued pursuant to the Share Issuance Programme to be admitted to the standard segment of the Official List and to the London Stock Exchange for such New Shares to be admitted to trading on its Main Market. Where issues of New Shares are effected, it is expected that such admissions will occur not later than the fourth business day following the Management Board's resolution to allot those New Shares and that such admissions will become effective, and that dealings in the New Shares will commence, during the period from 10 July 2015 to 2 July 2016. Dealings in the New Shares issued pursuant to the Share Issuance Programme will not be permitted prior to Admission. The ISIN number for the New Shares is NL0000226090.

The New Shares may be issued in uncertificated form or in certificated form. The Company has a facility to allow holders of registered Shares who are CREST participants to hold and transfer interests in the Shares within CREST. The facility is in the form of Depository Interests and is operated by the CREST Depository. This facility will also be available in respect of any New Shares. Depository Interests in respect of New Shares issued in uncertificated form will be credited to the relevant CREST accounts upon Admission. It is expected that definitive certificates in respect of New Shares will, where requested, be dispatched by post in the week following the issue of the relevant New Shares. Temporary documents of title will not be issued pending the despatch of definitive certificates for New Shares issued in certificated form, and, pending such despatch, transfers of New Shares in certificated form will be certified against the Company's register of members. Dealings in New Shares in advance of the crediting of the relevant CREST accounts or the issue of certificates will be at the risk of the persons concerned.

Costs and Expenses of the Share Issuance Programme

The aggregate costs of and incidental to the publication of this Prospectus, which have been or will be borne by the Company, are approximately €409,000 (the “**Documentation Costs**”). This represents approximately 0.1% of the Net Asset Value as at 1 July 2015. These costs are charged by the Company to reserves.

The net proceeds of the Share Issuance Programme are dependent on the number of New Shares issued and the relevant Issue Price(s). The Company intend to apply the net proceeds of any issues of New Shares pursuant to the Share Issuance Programme in accordance with the Company's investment policy.

The immediate dilution in the Net Asset Value per Share arising from the costs of and incidental to the production of this Prospectus (on the assumption that no New Shares are issued pursuant to the Share Issuance Programme and based on the Net Asset Value per Share as at 1 July 2015) is approximately 0.1%. It is intended that New Shares will be issued at a level of premium to the Net Asset Value per Share such that, disregarding the Documentation Costs, it is expected that the Share Issuance Programme will not be dilutive to the Net Asset Value per Share after taking into account the other costs of the Share Issuance Programme.

PART 3

INVESTMENT PORTFOLIO

1. Introduction

The information in this Part 3, which provides a comprehensive and meaningful analysis of the Company's portfolio as at the date of this Prospectus is based on the unaudited valuation of the Company's assets, at the close of business on 1 July 2015.

2. Overview of the Company's Portfolio

At the close of business on 1 July 2015, the Company's portfolio comprised 43 investments with an aggregate value of €413.4 million, 100% of which was invested in equities, and the Company had cash balances of €nil.

The tables below show the geographical and sectoral breakdown of the Company's portfolio at the close of business on 1 July 2015:

<i>Sector analysis</i>	<i>% of portfolio</i>
Financial services	15.04
Banks	9.20
Support services	8.64
Automobiles and parts	8.50
Food producers	8.43
Travel and leisure	8.42
Industrial engineering	6.25
Media	4.66
Life insurance	4.16
General retailers	3.51
Leisure goods	3.15
Industrial transportation	3.00
Healthcare equipment and services	2.89
Construction and materials	2.88
Technology hardware and equipment	2.86
Pharmaceuticals and biotechnology	2.11
Electronic and electrical equipment	1.97
Nonlife insurance	1.71
Beverages	1.37
Chemicals	1.25
Total	100.0

<i>Geographic analysis</i>	<i>% of portfolio</i>
Ireland	21.0
Germany	18.1
Italy	14.1
Spain	8.8
Switzerland	8.4
Denmark	6.9
Norway	6.1
Sweden	4.4
Finland	3.2
France	3.1
Portugal	3.0
Netherlands	2.9
Total	100.0

3. 20 Largest Investments

At the close of business on 1 July 2015, the Company's 20 largest investments by value, which together represented more than 50% of the Company's unaudited total assets, were as set out in the following table.

	<i>% of portfolio</i>
Glanbia	3.6
Leonteq	3.2
Amer Sports	3.2
Origin Enterprises	3.2
Plastic Omnium	3.1
Grafton	3.1
Ringkjoebing Landbobank	3.1
CTT Correios De Portugal	3.0
Azimut	3.0
Gerresheimer	2.9
Forbo	2.9
ASM International	2.9
Cerved Information Solutions	2.8

CTS Eventim	2.7
Banca Generali	2.7
Irish Continental	2.7
Mediaset Espana Comunicacion	2.6
Interpump	2.5
Betsson	2.4
Bolsas Y Mercados Espanoles	2.4
Total	58.0

PART 4

FINANCIAL INFORMATION

1. Introduction

- 1.1 Statutory accounts of the Company (prepared in accordance with Dutch law) for the financial year ended 31 December 2014, in respect of which the Company's auditors, PricewaterhouseCoopers Accountants N.V. of Fascinatio Boulevard 350, 3065 WB Rotterdam, the "registeraccountants" of which are members of the NBA (The Royal Netherlands Institute of Chartered Accountants), gave an unqualified opinion on such financial statements, are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the addresses set out in paragraph 11 of Part 6 of this Prospectus.
- 1.2 Statutory accounts of the Company (prepared in accordance with Dutch law) for the two financial years ended 31 December 2012 and 31 December 2013, in respect of which the Company's then auditors, Ernst & Young Accountants LLP, Antonio Vivaldistraat 150, 1083 HP Amsterdam, the "registeraccountants" of which are members of the NBA (The Royal Netherlands Institute of Chartered Accountants), gave unqualified opinions on such financial statements, are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the addresses set out in paragraph 11 of Part 6 of this Prospectus.
- 1.3 Save for the historical information of the Company for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 set out, or incorporated by reference, in this Part 4, none of the information in this Prospectus has been audited. Unless otherwise indicated, all unaudited financial information relating to the Company contained in this Prospectus has been sourced, without material adjustment, from the Company's internal accounting records, which are maintained on a basis consistent with the Company's accounting policies.

2. Historic Financial Information

Historical financial information relating to the Company on the matters referred to below is included in the published annual report and audited accounts of the Company for the three financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 as set out in the table below and is expressly incorporated by reference into this Prospectus. Those parts of the annual reports and audited accounts which are not being incorporated into this Prospectus by reference are either not relevant for investors or are covered elsewhere in the Prospectus.

	<i>Annual report and accounts for year ended 31 December 2012</i>	<i>Annual report and accounts for the year ended 31 December 2013</i>	<i>Annual report and accounts for year ended 31 December 2014</i>
<i>Nature of Information</i>	<i>Page No(s)</i>	<i>Page No(s)</i>	<i>Page No(s)</i>
Financial highlights	2	2	2
Balance sheet	18	18	24
Statement of cash flow	20	20	26
Notes to the financial statements	21-29	21-29	27-35
Dividends paid	3	3	3
Independent auditor's report	31	31	38-41

3. Selected Financial Information

The information in this paragraph 3 is information regarding the Company which has been prepared by the Company and has been extracted directly from the historical financial information referred to in paragraph 2 of this Part 4. Selected historical financial information relating to the Company which summarises the financial condition of the Company for the three years ended 31 December 2012, 31 December 2013 and 31 December 2014 is set out in the following table:

	<i>Audited financial results for year ended 31 December 2012</i>	<i>Audited financial results for the year ended 31 December 2013</i>	<i>Audited financial results for the year ended 31 December 2014</i>
<i>Net Asset Value</i>			
Net assets (€'000)	135,286	209,077	273,127
Net asset value per Share – basic (€)	9.17	11.64	12.63
Net asset value per Share – treasury (€) ⁶	9.12	11.64	12.63
Share price (€) ⁷	8.54	11.59	12.72
<i>Income</i>			
Net profit (€'000)	33,469	50,018	34,791
Earnings per Share (€)	2.27	3.07	1.72
Dividend per Share (€) ⁸	0.4698	0.5757	0.7221
<i>Ongoing charges</i>			
As a percentage of average Shareholders' funds (%)	1.70	1.41	1.33
<i>Portfolio summary</i>			
Investments (€'000)	143,798	222,966	290,695
Shareholders' equity (€'000)	135,286	209,077	273,127
<i>NAV/share price returns (Euro)</i>			
Net asset value total return (%) ⁹	32.0	34.4	15.3
Share price total return (%)	40.1	43.9	16.6

4. Operating and Financial Review

The published annual report and accounts of the Company for the three financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 included, on the pages indicated in the table below, descriptions of the Company's financial condition, changes in its financial condition and details of the Company's portfolio of investments for each of those years

⁶ In accordance with the AIC calculation method where shares are held in treasury; subject to the Company's resale policy, including limiting dilution to 0.5% of net asset value per annum. Based on Shares held in treasury since the liquidity enhancement policy was put in place in 2005.

⁷ London Stock Exchange prices converted to Euros at relevant exchange rate during the year.

⁸ Gross of Dutch withholding tax.

⁹ Based on net asset value per Share - basic

	<i>Annual report and accounts for year ended 31 December 2012</i>	<i>Annual report and accounts for year ended 31 December 2013</i>	<i>Annual report and accounts for year ended 31 December 2014</i>
<i>Section</i>	<i>Page No(s)</i>	<i>Page No(s)</i>	<i>Page No(s)</i>
<i>Performance summary</i>	3	3	3
<i>Investment portfolio</i>	10-12	10-12	10-12
<i>Chairman's statement</i>	4-5	4-5	4-5
<i>Manager's review</i>	7-9	7-9	7-9
<i>Management Board Director's report</i>	14-16	14-16	14-16

The information referred to in the table above is incorporated by reference into this Prospectus.

Investors should note that statements regarding current circumstances and forward-looking statements made in the Company's annual reports and accounts referred to in the table above speak as at the date of the relevant annual report and accounts and, therefore, such statements do not necessarily remain up-to-date at the date of this Prospectus. Information included in this Prospectus, to the extent applicable, automatically updates and supersedes information included in the annual reports and accounts incorporated by reference and referred to in the table above.

5. Capitalisation and Indebtedness

- 5.1 The following table sets out the capitalisation and indebtedness of the Company (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) as at 31 December 2014 (being the end of the last financial year of the Company for which audited financial information has been published) and unaudited capitalisation and indebtedness as at 31 May 2015:

	<i>31 December 2014</i>	<i>31 May 2015</i>
	<i>€'000</i>	<i>€'000</i>
<i>Total Current Debt</i>		
Guaranteed	-	-
Secured	17,485	5,603
Unguaranteed/unsecured	252	3,691
Total	<u>17,737</u>	<u>9,294</u>
<i>Total Non-current Debt</i>		
Guaranteed	-	-
Secured	-	-
Unguaranteed/unsecured	-	-
Total	<u>-</u>	<u>-</u>
<i>Shareholders' Equity</i>		
Share capital	9,944	11,905
Legal reserve	-	-
Other reserves	263,183	385,889
Total	<u>273,127</u>	<u>397,794</u>

- 5.2 The following table, which has been derived from the Company's internal accounting records, shows the Company's unaudited net indebtedness at 31 May 2015.

	€'000
A. Cash	-
B. Cash equivalents	-
C. Trading securities	406,314
D. Liquidity (A + B + C)	406,314
E. Current financial receivable	774
F. Current bank debt	(5,603)
G. Current portion of non-current debt	-
H. Other current financial debt	(3,691)
I. Current financial debt (F + G + H)	(9,294)
J. Net current financial indebtedness (I - E - D)	397,794
K. Non-current bank loans	-
L. Bonds issued	-
M. Other non-current loans	-
N. Non-current financial indebtedness (K + L + M)	-
O. Net financial indebtedness (J + N)	397,794

6. Related Party Transactions

If transactions are carried out by the Company with the Investment Manager, KAS Bank N.V., KAS Trust & Depositary Services B.V. or the Management Board Director, these are treated as transactions with related parties and will take place on arm's length terms.

The Investment Manager provides the Company with management, marketing, secretarial and financial services. Pursuant to the Investment Management Agreement, the Investment Manager is entitled to the management fees referred to in paragraph 7.1 of Part 6 of this Prospectus. During the financial period ended 31 December 2014, management fees of €2,003,329 were paid in full. In addition, the Company pays the Investment Manager an annual marketing fee. The fee, which is set annually, for the year ended 31 December 2015 is £55,041.

KAS Bank N.V. and its subsidiary KAS Trust & Depositary Services B.V. provide the Company with administration, depositary and custody services. Pursuant to the Administration Agreement and the Depositary Agreement, KAS Bank N.V. and KAS Trust & Depositary Services B.V. are entitled to the fees referred to in paragraph 7.2 of Part 6 of this Prospectus. During the financial period ended 31 December 2014, aggregate fees of €216,145 were paid in full for such services. In addition, KAS Bank N.V. provides a revolving credit Facility to the Company, pursuant to which the Company pays interest and commission, based on the amount drawn down under this Facility, to KAS Bank N.V. as referred to in paragraph 8.2 of Part 6 of this Prospectus.

The Management Board Director provides management and legal compliance services to the Company. Pursuant to the Management Board Engagement Letter, the Management Board Director is entitled to an annual fee as referred to in paragraph 8.3 of Part 6 of this Prospectus. The annual fee, as of the date of this Prospectus, (including VAT and any contingent or deferred compensation but excluding expenses) of €103,976, is payable in quarterly instalments in advance.

Save for the arrangements described in this paragraph 6, the Company did not enter into any related party transactions at any time during the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 or the period from 1 January 2015 to 1 July 2015.

7. Significant Change

7.1 The unaudited NAV per Share at 1 July 2015 was €15.27 (£10.85). This compares to the audited NAV per Share at 31 December 2014 of €12.63 (£9.80), an increase in the Sterling NAV of 10.7%. The Euro NAV total return per Share for this period was 25.2%. The Sterling NAV total return for this period was 14.6%. This compares with the total Euro return from the Benchmark Index of 20.2% (Sterling return: 10.0%) over the same period. In addition, since 31 December 2014, the Company has issued 5,256,929 Shares. Net assets of the Company

have increased from €273.1 million (£212.0 million) to €410.4 million (£291.5 million) as at 1 July 2015. Save in respect of the above, there was no significant change in the financial or trading position of the Company since 31 December 2014 (being the end of the last financial year of the Company for which audited financial information has been published).

- 7.2 It is not the Company's intention for New Shares to be issued pursuant to the Share Issuance Programme by way of a single issue. However, for illustrative purposes only, if the Share Issuance Programme had been by way of a single issue of 9 million New Shares on 31 December 2014 (the last date in respect of which annual audited financial information on the Company has been published) at a price of €12.69 per Share, and that issue had been fully subscribed, approximately €114,210,000 (£88,632,448) would have been raised by way of this single issue of New Shares. The gross assets of the Company would therefore have been increased by approximately €114,210,000 (£88,632,448). On this basis, the aggregate costs of and incidental to the publication of this Prospectus, which would have been borne by the Company, would have been approximately €409,000, being 0.4% of the total proceeds of the Share Issuance Programme. The net proceeds available for investment by the Company would therefore be approximately €113,801,000 and these net proceeds would be invested in accordance with the Company's existing investment policy set out under the sub-heading "Investment Policy" in Part 1 of this Prospectus. If such issue had been made on 31 December 2014 the Company would have derived earnings from the investment of the net proceeds of such in the same manner as earnings are derived from the Company's current assets that are invested in accordance with the Company's investment policy.

8. Working Capital

The Company is of the opinion that the Company has sufficient working capital for its present requirements (that is, for at least the 12 months from the date of this Prospectus).

9. Annual Operating Expenses

In addition to management and administration fees (details of which are set out under the heading "Management and Administration" in Part 1 of this Prospectus), the Company pays all other fees and expenses incurred in the operation of its business, including, without limitation:

- (i) brokerage and other transaction charges;
- (ii) fees and expenses for corporate broking, custodial, registrar, legal, audit, tax and other professional services;
- (iii) the fees and out-of-pocket expenses of the Directors and the cost of Directors' insurance;
- (iv) any borrowing costs;
- (v) the ongoing costs of maintaining the listing of the Shares and their trading on the London Stock Exchange's Main Market and the trading of the Bearer Shares on the Euronext Amsterdam Stock Market;
- (vi) promotional and marketing fees and expenses (including membership of any industry bodies and marketing initiatives approved by the Management and Supervisory Boards);
- (vii) costs of printing the Company's financial reports and posting them to Shareholders; and
- (viii) costs of holding general meetings of the Company or of any class of Shareholders.

The annualised total expense ratio of the Company (including management and administration fees) for the financial period ended 31 December 2014 was 1.33% of the average Shareholders' funds over that year.

10. Expense Accounting

The Issue Costs will be charged to capital through the statement of changes in equity in the Company's financial statements. The management and secretarial fees payable to the Investment Manager, any finance costs and all other expenses are charged to income through the income statement in its financial statements.

11. NAV Calculations

- 11.1 The Net Asset Value per Share is calculated by the Company in accordance with the Company's accounting policies and is published daily through a Regulatory Information Service.

- 11.2 For the purpose of the Company's financial statements, the NAV per Share is calculated in accordance with accounting principles generally accepted in the Netherlands. Accordingly, NAV calculations are prepared on the following basis:
- (i) securities listed, traded or quoted on a stock exchange or over-the-counter market are valued by reference to the bid price on such stock exchange or market as at the close of business of the relevant exchange or market on the relevant valuation day;
 - (ii) any securities that are not listed, traded or quoted on a stock exchange or over-the-counter market and which are not securities issued by open-ended investment funds are valued at fair value as determined by the Management Board using appropriate valuation methodologies such as earnings multiples, recent transactions and net assets;
 - (iii) cash and bank deposits are valued by reference to their face value; and
 - (iv) assets and liabilities in currencies other than Euros (being the Company's functional currency) are translated into Euros at the rates of exchange applying on the relevant valuation date.
- 11.3 The calculation of the Net Asset Value per Share will be suspended only in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

PART 5

TAXATION

The information below, which relates only to the Netherlands and the United Kingdom taxation, summarises the advice received by the Company and is applicable to the Company and (except in so far as express reference is made to the treatment of other persons) to persons who are resident in the Netherlands or the United Kingdom for taxation purposes, who hold absolute beneficial title to their Shares as an investment and have acquired their Shares otherwise than by virtue of an office or employment. It is based on current Dutch and United Kingdom tax law and published practice, any of which law or practice is, in principle, subject to any subsequent changes therein (potentially with retrospective effect). The statements in this Part 5 may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes.

The information below is of a general nature only and should not be read or construed as tax advice for individual situations. Investors who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the Netherlands or the United Kingdom or hold their Shares otherwise than as an investment, are strongly recommended to consult their professional adviser.

1. Corporate Tax in the Netherlands

The Company qualifies as a Dutch fiscal investment institution (*fiscale beleggingsinstelling*) as set out in article 28 of the Dutch Corporate Income Tax Act 1969 (*Wet op de Vennootschapsbelasting 1969*).

Companies with fiscal investment institution status in the Netherlands are subject to tax on both income and capital gains in the Netherlands at a zero rate. The main conditions which have to be satisfied in order for a company to have investment institution status under Dutch tax law are summarised below:

- (i) The company must be exclusively or almost exclusively engaged in investments in securities, real estate and loans.
- (ii) Investments may be funded by borrowing only as follows:
 - (a) loans of up to 20% of the book value of the non-real estate investments of the company; and
 - (b) loans of up to 60% of the book value of the real estate investments of the company.For the purposes of this test, real property is not limited to immovable property, but includes also real estate companies (i.e. companies whose assets, on a consolidated basis, consist for at least 90% of immovable property).
- (iii) Distributable profit must be distributed within the eight months following the end of the related financial year. Distributable profit includes all fiscal profits but does not include:
 - (a) net realised or unrealised capital gains provided that these are added to the fiscal reinvestment reserve; and
 - (b) amounts set aside to an accumulation reserve which amounts may be set aside at the Company's option, subject to the reserve not exceeding a balance equal to 1% of the Company's paid in capital (the aggregate of the share capital and the share premium account).
- (iv) One quarter or more than one quarter of the interest in the entity is not held by one individual.
- (v) 45% of both the total number of shares or participation certificates and the shares or participation certificates that share in the reserves of the entity on its dissolution are not held by one entity (not being a fiscal investment institution or an undertaking for collective investments as meant in article 4, paragraph 4 of the Dutch General Tax Act) that is subject to any form of income tax or whose profits are subject to such tax at the level of the beneficiaries' of the assets or profits of the entity, or else of two or more such entities that are affiliated with each other, also taking into account the shares or participation certificates on which basis the aforementioned entities, whether or not pursuant to an agreement with others, can exercise their right to vote in the general shareholders' meeting.

Professional advice should be sought in respect of any question relating to taxation.

A summary of taxation is set out below. It represents a general description only and should not be construed or read as advice on Shareholders' own tax positions, as individual circumstances may

affect the general tax consequences as described above. Shareholders should consult their own tax advisers with regard to their individual tax position.

2. Withholding Tax in the Netherlands

The Dutch dividend withholding tax rate is 15%. Therefore, where withholding tax is applicable to dividends paid by the Company, these dividends are subject to a Dutch dividend withholding tax of 15%. The Dutch dividend withholding tax rate may be reduced under a tax treaty.

The double taxation agreement between the Netherlands and the United Kingdom currently allows a general dividend withholding tax of 15%. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends. The withholding tax is also available as a credit against Dutch income or corporate income tax payable by a Dutch resident shareholder or will be refunded if there is no tax due, as in the case of a Dutch resident tax exempt entity. A distribution from the fiscal reinvestment reserve is in principle exempt from withholding tax.

3. Dividend Taxation

3.1 Netherlands Taxation

The information below is of a general nature only and relates to Dutch law. If you are in any doubt as to your tax position you should contact your own professional adviser.

3.2.1 Dividend Withholding Tax

The existing fiscal reinvestment reserve (roughly equalling the balance of realised and unrealised capital gains) is treated as paid in capital for dividend withholding tax purposes. This also applies to additions to this reserve in later years. Distributions which are made out of paid in capital can in principle be made free of withholding tax. In determining whether these payments can be made free of withholding tax out of paid in capital, certain mandatory ordering rules apply. In general these ordering rules deem a dividend to come out of earnings (income on an accruals basis) before coming out of paid in capital. For payments coming out, or deemed to come out, of earnings, withholding tax at a rate of 15% is due, however the Company intends to 'gross up' such payments to eliminate the impact of the Netherlands withholding tax. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends.

Dutch resident Shareholders who are taxed in the Netherlands on their worldwide income generally are able to credit the withholding tax against their overall Dutch income tax liability.

3.3.2 Tax on Income or Capital Gains

A Shareholder who is considered a UK resident under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of dividends distributed by the Company or in respect of capital gains realised on the disposition of Shares (other than the dividend withholding tax described above), provided that:

- (i) such UK resident Shareholder is not an individual who has been resident or is deemed to have been resident in the Netherlands during a period of five years preceding an alienation of the Shares;
- (ii) such UK resident Shareholder does not have a business, an interest in a business or a result from other activity that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business or part of a business, as the case may be, the Shares are attributable;
- (iii) the Shares owned by such UK resident Shareholder, whom is an individual, do not form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company; and
- (iv) the shares in the Company owned by such UK resident Shareholder, whom is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such shares do

form part of such a substantial interest, the shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the Shares cannot be attributed to the assets of an enterprise.

A Shareholder who is resident in the Netherlands for tax purposes and whose Shares do not:

- (i) form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company; or
- (ii) form part of a business, a result from other activity or are deemed to be income from labour,

will be taxed at a 30% tax rate on a notional return of 4% on the value of the shares owned at the start of the relevant calendar year, regardless of the actual income or gains on the shares.

A Shareholder who is not a resident of the Netherlands and who is not considered a resident of the UK under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of distributions made by the Company or in respect of capital gains realised on the disposition of shares in the Company (other than the dividend withholding tax of 15% described above), provided that:

- (i) such Shareholder does not have a business, an interest in a business or a result from other activity that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business, part of a business or a result from other activity, as the case may be, the Shares in the Company are attributable;
- (ii) the shares in the Company owned by such UK resident Shareholder, who is an individual, do not form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company; and
- (ii) the Shares in the Company owned by such Shareholder, who is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such Shares do form part of such a substantial interest, the Shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the Shares cannot be attributed to the assets of an enterprise.

Generally, a Shareholder will not have a substantial interest in the Company if he, his spouse, certain other relatives (including foster children) or certain persons sharing his household, do not hold, alone or together, whether directly or indirectly, the ownership of, or certain other rights over, Shares representing 5% or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company, or rights to acquire Shares, whether or not already issued, that represent at any time (and from time to time) 5% or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company or the ownership of certain profit participating certificates that relate to 5% or more of the annual profit of the Company and/or to 5% or more of the liquidation proceeds of the Company. A deemed substantial interest generally exists if (part of) a substantial interest has been disposed of or is deemed to have been disposed of without recognition of gain.

3.2 UK Resident Shareholders

The information below, which is of a general nature only and does not constitute tax advice, and which relates only to UK taxation, is applicable to persons who are resident in the UK and who hold Shares as an investment. The provisions set out below may not apply to certain classes of Shareholders, such as dealers in securities, or to Shareholders who are not absolute beneficial owners of their Shares. Any Shareholder or prospective investor in Shares who is in any doubt as to their tax position, or who is subject to tax in a jurisdiction other than the UK is strongly recommended to consult their professional adviser as soon as possible. Special provisions apply to certain kinds of Shareholder who are also strongly recommended

to seek their own professional advice. If you are in any doubt as to your tax position you should consult your own professional adviser.

3.2.1 *Individual Shareholders*

UK resident individual Shareholders will be liable to UK income tax on dividends received from the Company. An individual Shareholder who is resident in the UK for tax purposes, holding less than 10% of the Company's share capital will generally be entitled to a notional tax credit in respect of any dividend received equal to one-ninth of the amount of the dividend. The notional tax credit therefore equals 10% of the aggregate of the dividend and the tax credit. UK resident individual Shareholders, (including those who hold their shares through an ISA), who are not liable to income tax in respect of their dividends will not be entitled to reclaim any part of the notional tax credit. The income tax charge in respect of dividends for basic rate tax payers will be at the rate of 10% and, after offsetting the 10% notional tax credit, such Shareholders will have no further liability to UK tax on their dividends. As no further UK tax liability will arise, no tax relief is available for the Netherlands dividend withholding tax suffered. This withholding tax will not be refunded by HMRC or the Dutch tax authorities.

A higher rate taxpayer will be liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the higher rate of income tax, which is £42,385 for the tax year 2015/2016) at the rate of 32.5% of the gross dividend including any Netherlands dividend withholding tax and any notional tax credit which, after offsetting the 10% notional tax credit, equates to a rate of tax of 22.5% of the gross dividend, or an effective rate of 25% of the dividend paid. Netherlands dividend withholding tax may also be set against the UK income tax liability arising on dividends received from the Company. The relevant dividend voucher will show whether Netherlands dividend withholding tax has been applied or not.

An additional rate taxpayer is liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the additional rate of income tax, which is £150,000 for the tax year 2015/2016) at the rate of 37.5% of the gross dividend including any Netherlands dividends withholding tax and any notional tax credit which, after offsetting the 10% notional tax credit, equates to a tax rate of 27.5% of the gross dividend, or an effective rate of approximately 30.6% of the dividend paid.

Netherlands dividend withholding tax may also be set against the UK income tax liability arising on dividends received from the Company. The relevant dividend voucher will show whether Netherlands dividend withholding tax has been applied or not.

UK resident individual Shareholders who receive a scrip dividend will not, to the extent that it is paid up out of the tax exempt share premium reserve, be liable to UK income tax on such a dividend, nor should a disposal for chargeable gains purposes be deemed to arise at the time the scrip dividend is paid. Instead, the original holding of shares and the shares received from the scrip dividend will be treated as a single holding acquired at the time the original shares were acquired. A disposal for chargeable gains tax purposes will only arise at the time the shareholder subsequently disposes of the original holding of shares or the shares received from the scrip dividend.

3.2.2 *ISA, SSAS and SIPP*

Individuals wishing to invest in the Shares through an ISA, SSAS or SIPP should contact their professional advisers regarding their eligibility.

Shares acquired by a UK resident individual Shareholder pursuant to the Share Issuance Programme may be eligible to be held in an ISA, subject to the applicable annual subscription limit, which is £15,240 for the tax year 2015/2016.

Investments held in ISAs will be free of UK tax on both capital gains and income. Sums received by a Shareholder on disposal of Shares would not count towards the Shareholder's annual limited; but a disposal of Shares held in an ISA will not serve to make available any part of the annual subscription limit that has already been used by the Shareholder in that tax year.

Subject to the rules of the trustees of the SIPP or SSAS, the shares issued pursuant to the Share Issuance Programme should be eligible for inclusion in a SIPP or SSAS provided certain conditions are met.

3.2.3 *Corporate Shareholders*

UK companies will generally be exempt from corporation tax on dividends received from the Company, provided certain conditions are met.

4. Taxation on Disposals of Shares including Share Buy-backs and Resale of Shares Held in Treasury

4.1 *UK Taxation*

The information below is of a general nature only, does not constitute tax advice and shareholders should consult their professional advisers with regard to their individual tax position. It applies only to individuals and companies who are the absolute beneficial owners of their interest in the Company and who hold their interest in the Company for investment purposes.

4.1.1 *UK Capital Gains Tax*

Shareholders who are resident in the UK for taxation purposes who sell their Shares through the market (other than Shares held through an ISA) may, depending upon their own personal circumstances be subject to capital gains tax (or, in the case of a UK resident corporate Shareholder, corporation tax on capital gains) in respect of any gain arising on such sale.

Shareholders who are individuals will, to the extent that a gain on a disposal of Shares, together with other gains less allowable losses in a fiscal year, exceeds the annual exempt amount which, for the fiscal year 2015/2016 is £11,100, be liable to capital gains tax. Disposals by higher rate taxpayers will be liable to capital gains tax at the rate of 28%. Basic rate taxpayers will be taxed at the rate of 18%.

Shareholders within the charge to UK corporation tax may benefit from indexation allowance in respect of their period of ownership, which in general terms, may reduce the quantum of chargeable gain that is subject to corporation tax but may not create or increase an allowable loss.

4.1.2 *Share Buy-backs*

Provided that Shares are repurchased by an on-market intermediary acting as principal, such share repurchases will be treated as disposals for UK capital gains tax purposes and will follow the treatment set out in paragraph 4.1.1 above.

4.2 *UK Stamp Taxes*

The following comments are intended as a guide to the general stamp duty and stamp duty reserve position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with voluntary arrangements or clearance to whom special rules apply.

No UK stamp duty, or stamp duty reserve tax, will be payable on the issue of the Shares. A disposal of Shares, whether arising from a buyback by the Company or otherwise, will generally be subject to UK stamp duty if the document of transfer is executed in the UK or there is a matter to be done in the UK, which will include an update to the UK share register. Stamp duty will be chargeable at 0.5% of the consideration given (and will be rounded up to the nearest £5). Stamp duty is normally be paid by the purchaser.

4.3 *Netherlands Taxation – Netherlands Withholding Tax*

The information below, which is of a general nature only and which relates to certain Dutch dividend withholding tax consequences of the repurchase of Shares, does not represent a comprehensive description of all Dutch tax considerations that may be relevant to holding or disposition of the Shares.

This summary is based on the present tax laws of the Netherlands, as well as present regulations, rulings and decisions of the Netherlands tax and other authorities available and

now in effect. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary.

A buy back of Shares will not be subject to Dutch withholding tax as long as the price at which the Shares are repurchased does not exceed the average paid in capital on those Shares. For this purpose, paid in capital comprises for Dutch tax purposes recognised paid in capital and share premium, as well as the fiscal reinvestment reserve (as defined under Dutch law).

To the extent the repurchase price exceeds the average paid in capital made on those Shares, Dutch withholding tax at a 15% rate applies. Where applicable, a tax treaty may provide for a lower rate.

Notwithstanding the above, no withholding tax applies if the repurchase can be regarded as a temporary investment. Under a special deeming provision applicable to Dutch investment companies such as the Company, a repurchase of shares is considered a temporary investment by operation of law, unless the company elects otherwise.

If by the end of the year a company repurchased more shares as temporary investment than it issued to the market in the same year, the difference is deemed to be a repurchase of shares subject to withholding tax to the extent that the average fair market value of all shares repurchased during the year exceeds the average paid in capital. An exemption from withholding tax may nevertheless apply if and to the extent this excess is debited from the share premium reserve or the fiscal reinvestment reserve (as defined under Dutch law).

PART 6

ADDITIONAL INFORMATION

1. Incorporation, Company Structure and Conduct of Business

- 1.1 The Company is a closed-end investment company with variable capital (*beleggingsmaatschappij met veranderlijk kapitaal*) and has the legal form of a limited liability company (*naamloze vennootschap*). The Company was incorporated under the laws of the Netherlands on 20 February 1931. The Company is registered in the Dutch Trade Register with registered number 33039381.
- 1.2 The Company has its registered office and principal place of business at Weena 210-212, 3012 NJ Rotterdam, the Netherlands and its postal address at PO Box 1370, 3000 BJ Rotterdam, the Netherlands. The Company's telephone number at its registered office is +31 (0)10 201 3600.
- 1.3 Under the Articles, the objects of the Company are to invest funds exclusively or almost exclusively in real estate, stocks and shares and loans secured by mortgage, in such a way that the investment risk shall be spread, with the sole aim of benefitting its Shareholders as a result of the investments.
- 1.4 There were no governmental, legal or arbitration proceedings (including any such proceedings which were pending or threatened of which the Company was aware at the date of this Prospectus) during the 12 months immediately preceding the date of this Prospectus which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Company.
- 1.5 The Company invests and manages its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy, which is set out under the sub-heading "Investment Policy" in Part 1 of this Prospectus.
- 1.6 The Company does not have any employees, nor does it own any premises.
- 1.7 The Company does not have any parent undertakings, subsidiaries or associated companies.

2. Share Capital

- 2.1 The authorised share capital of the Company is €23,000,000 divided into 50 million Shares with a nominal value of €0.46 each.
- 2.2 All of the Shares in issue are fully paid up. The issued share capital of the Company as at 1 July 2015 (being the latest practicable date prior to publication of this Prospectus) and immediately following Admission (assuming the maximum number of New Shares are issued) will be as follows:

	<i>No. of Shares</i>	<i>Nominal Value</i>
As at 1 July 2015	26,874,473	€12,362,258
Immediately following Admission of all the New Shares	35,874,473	€16,502,258

- 2.3 As at the date of this Prospectus, the Company does not hold any Shares in treasury.
- 2.4 The following changes have occurred in the share capital of the Company between 1 January 2012 and 31 December 2014 and from 1 January 2015 to 1 July 2015 (the latest practicable date prior to publication of this Prospectus):
 - (i) in the period from 1 January 2012 to 31 December 2012, the Company purchased to treasury in total 140,000 of its own Shares and did not sell any Shares. The total consideration paid for the repurchase of its own Shares in this period amounted to €914,109, equal to an average of €6.53 per Share. In addition, 19,506 Shares were issued from treasury as scrip dividend;
 - (ii) in the period from 1 January 2013 to 31 December 2013, the Company sold in total 3,180,000 of its own Shares from treasury and did not purchase any Shares. The total net proceeds from the sale of own Shares in this period amounted to €32,581,600,

equal to an average of €10.25 per Share. In addition, 18,128 Shares were issued from treasury as scrip dividend; and

- (iii) in the period from 1 January 2014 to 31 December 2014, the Company sold in total 3,635,000 of its own Shares from treasury and did not purchase any Shares. The total net proceeds from the sale of own Shares in this period amounted to €43,287,078, equal to an average of €11.91 per Share. In addition, 23,542 Shares were issued from treasury as scrip dividend; and
- (iv) in the period since 1 January 2015 the Company has sold 3,312,057 of its own shares from treasury and has issued 1,930,000 new Shares pursuant to a blocklisting application approved on 2 April 2015. The total net proceeds from the sale and issue of these Shares amounted to €77,332,531, equal to an average of €14.75 per Share. In addition, 7,679 Shares were issued from treasury and 7,193 new Shares were issued, in each case as scrip dividend.

As at 1 January 2012, the Company had in issue (including Shares held in treasury) 24,937,280 Shares, as at 31 December 2013, the Company had in issue (including Shares held in treasury) 24,937,280 Shares, and as at 31 December 2014, the Company had in issue (including Shares held in treasury) 24,937,280 Shares.

2.5 At the date of this Prospectus:

- (i) the Company had no shares which did not represent capital;
- (ii) no convertible securities, exchangeable securities or securities with subscription rights had been issued by the Company;
- (iv) there were no acquisition rights and/or obligations over any of the Company's unissued capital and no undertakings to increase the Company's capital; and
- (v) no share or loan capital of the Company was under option or had been agreed, conditionally or unconditionally, to be put under option.

2.6 At the extraordinary general meeting of the Company held on 1 July 2015, Shareholders approved an increase in the authorised share capital of the Company from €13,800,000 divided into 30 million Shares of €0.46 each to €23,000,000 divided into 50 million Shares of €0.46 each. No pre-emption rights apply to the issue of Shares by the Company; accordingly no further authorisations are required in order to issue the New Shares.

2.7 It is expected that the New Shares to be issued pursuant to the Share Issuance Programme will be issued during the period from 10 July 2015 to 2 July 2016.

3. Articles of Association

The rights and restrictions attaching to the Shares as set out in the Articles are summarised under the sub-heading "Capital Structure" in Part 1 of this Prospectus. The Articles also contain provisions, *inter alia*, to the following effect:

3.1 **Issue of Shares**

The Management Board is authorised to issue Shares at such times and on such terms as the Management Board may determine, subject to the approval of the Supervisory Board if the consideration for the newly issued Shares is not in cash. This also applies to the granting of rights to subscribe for Shares, such as options.

3.2 **Voting Rights**

Each Share confers the right to cast one vote. Subject to certain exceptions provided by Dutch law or the Articles, resolutions of a general meeting of the Company are passed by an absolute majority of votes cast. Pursuant to Dutch law, no votes may be cast at a general meeting in respect of Shares which are held by the Company.

3.3 **Dividends and Other Distributions**

Distribution of profits only takes place following the adoption of the annual accounts if the Shareholders' equity exceeds the sum of the paid-up share capital plus the statutory reserves required to be maintained by Dutch law. Pursuant to the Articles, the profits and the freely distributable reserves will be available to the general meeting. Distributions may be made payable in shares or, if the Management Board with the consent of the Supervisory Board decides so, in shares or negotiable bonds issued by the Company or in participations or shares in other businesses.

The Management Board is authorised to decide to make interim distributions of profit and/or grant a distribution out of the reserves, subject to the prior approval of the Supervisory Board, subject to Dutch law and the Articles.

Entitlement to a distribution lapses five years from the date on which the distribution became payable.

3.4 **Form and Transfer of Shares**

The Shares are in bearer or registered form. Bearer Shares will be embodied in a single share certificate, which share certificate is currently held in custody with Euroclear Nederland on behalf of the holders of those Bearer Shares.

For Shares in registered form, no share certificates will be issued. The names and addresses of the holders of Shares in registered form and usufructuaries (*vruchtgebruikers*) and pledgees (*pandhouders*) in respect of such Shares are recorded in the Register of Shareholders of the Company and any other information prescribed by Dutch law.

The transfer of a Share in registered form shall be effected by means of a deed and, if the Company is not a party to the transfer, a written acknowledgment by the Company of the transfer.

3.5 **Variation of Rights**

Upon the proposal of the Supervisory Board, a general meeting of the Company may resolve to amend the Articles. A proposal to amend the Articles must be adopted by 75% of the votes cast at the general meeting.

3.6 **Capital Reduction and Purchase of Shares**

Subject to the provisions of the Dutch Civil Code and the Articles, a general meeting of the Company may resolve to reduce the issued share capital by (i) cancelling Shares or (ii) reducing the nominal value of the Shares through an amendment of the Articles. A resolution to cancel Shares may only relate to Shares held by the Company itself.

A resolution of the general meeting to reduce the share capital requires approval of a majority of the votes cast. Where less than half of the issued and outstanding share capital is represented at the general meeting, such a resolution requires the approval of a majority of at least two-thirds of the votes cast.

The Company may acquire Shares upon making payment of the full amount of their nominal value and any applicable share premium. The Company may not acquire Shares if, and to the extent that, the nominal issued capital less the amount of the Shares which the Company holds would thereby be reduced to less than one-tenth of the authorised capital. Own Shares acquired by the Company may be disposed of by the Company at such times and on such terms as the Management Board may determine.

3.7 **Disclosure of Share Ownership**

Pursuant to the Dutch Financial Supervision Act, any person who, directly or indirectly, acquires or disposes of an interest in the capital or voting rights of the Company must immediately notify the AFM by means of a standard form, if, as a result of such acquisition or disposal, the percentage of capital interest or voting rights held by such person in the Company reaches, exceeds or falls below any of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95% of the voting rights or capital interests in the issued capital of the Company.

Further information on the disclosure of the Company's share ownership is set out in paragraph 6 of this Part 6.

3.8 **General Meetings**

General meetings of the Company are held in Amsterdam, Rotterdam, the Hague, Schiphol Airport (municipality Haarlemmermeer), or Utrecht, the Netherlands. The annual general meeting must be held before the end of June each year. Additional extraordinary general meetings may also be held whenever considered appropriate by the Management Board or the Supervisory Board or in compliance with a written request to that effect, addressed to the Management Board or the Supervisory Board, by persons who are entitled to attend meetings and represent at least 10% of the issued share capital. Such a request must state precisely the matters which they wish to discuss.

The notice shall be given in such manner as shall be authorized by law (including but not limited to a written notice, a legible and reproducible message sent by electronic means and

an announcement published by electronic means) as well as in accordance with the regulations of regulated market where the shares in the company's share capital are admitted to trading at the company's request.

The general meeting is chaired by the Chairman of the Supervisory Board or, in his absence, by the Vice Chairman of the Supervisory Board and, if the latter is also absent, by a member of the Supervisory Board appointed by the members of the Supervisory Board who are present. If the chairman is not appointed as referred to above, the meeting appoints a chairman itself. The chairman appoints the secretary. Members of the Management Board and the Supervisory Board may attend a general meeting. In these meetings, they have an advisory vote. The chairman of the meeting may decide at his discretion to admit other persons to the meeting.

All persons who are registered as a Shareholder 28 days prior to the meeting, are authorised to attend the general meeting, to address the meeting and, in so far as they have such right, to vote.

3.9 Borrowing Powers

Subject to the approval of the Supervisory Board, the Management Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company provided that in the exercise of all such powers the Management Board shall restrict the borrowing of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies so as to secure that the aggregate amount for the time being remaining undischarged of all monies borrowed by the group shall not at any time, without the previous sanction of the general meeting of the Company, exceed an amount equal to the aggregate for the time being of:

- (a) 20% of the book value of the securities portfolio of the Company and its subsidiaries if any; and
- (b) 60% of the book value of the real property of the Company and its subsidiaries if any, where the monies borrowed are secured by a mortgage on that property.

3.10 Directors

3.10.1 Number and Duties

The Company shall have a Management Board consisting of one or more members, and a Supervisory Board consisting of at least three members. Subject as aforesaid, a general meeting of the Company may fix the number of Management Board Directors and the number of Supervisory Directors. The Management Board shall be entrusted with the management of the Company. The Management Board shall be obliged to act in accordance with the general directives of the Supervisory Board concerning the adherence to the Company's financial and investment policy.

3.10.2 Appointment and Retirement

The general meeting of the Company shall appoint the members of the Management Board upon the recommendation of the Supervisory Board and shall appoint the members of the Supervisory Board.

Natural persons as well as legal entities may be appointed as a member of the Management Board. However, only natural persons can be appointed as a member of the Supervisory Board.

Each member of the Management Board may at any time be suspended or dismissed by a general meeting of the Company. A resolution for suspension or dismissal of a Management Board Director proposed by the Supervisory Board requires to be approved by the majority of votes cast. If the resolution is not proposed by the Supervisory Board, the resolution requires the approval of both a majority of two thirds of the votes cast and more than 50% of the issued share capital represented at the meeting.

Any member of the Management Board may also at any time be suspended by the Supervisory Board. A suspension may be extended but shall not last longer than three months in total and shall not be extended thereafter.

The members of the Supervisory Board retire by rotation in accordance with a rotation schedule to be determined by the Supervisory Board, pursuant to which each Supervisory Director will be required to retire at least once every four years. Upon

retirement a Supervisory Director will be eligible to seek re-election to the Supervisory Board.

3.10.3 *Directors' Interests*

A member of the Management Board must declare to the Supervisory Board any conflict of interest which he may have with the Company in connection with any matter to be considered by the Management Board. Where there is such a conflict, the Company shall be represented by a member of the Supervisory Board or a member of the Management Board which has been authorised by the Supervisory Board.

A general meeting of Shareholders is authorised to designate one or more persons to represent the Company. Such persons may also be the member of the Management Board in respect of whom there is a conflict of interest.

A member of the Supervisory Board who may have a conflict of interest with the Company in connection with any matter to be considered by the Supervisory Board shall notify the other Supervisory Directors prior to the consideration of, and shall abstain from voting on, such matter.

3.10.4 *Remuneration*

The salary and other conditions of employment of each Management Board Director shall be fixed by the Supervisory Board. The general meeting of the Shareholders may decide the remuneration of each member of the Supervisory Board.

3.10.5 *Other*

Unless Dutch law provides otherwise, the following shall be reimbursed to current and former members of the Management Board and the Supervisory Board:

- (a) the reasonable costs of conducting a defence against claims based on acts or failures to act in the exercise of their duties or any other duties currently or previously performed by them at the Company's request;
- (b) any damages or fines payable by them as a result of an act or failure to act as referred to under (a) above; and
- (c) the reasonable costs of appearing in other legal proceedings in which they are involved as current or former members of the Management Board or the Supervisory Board, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.

There will be no entitlement to reimbursement as referred to above if and to the extent that (i) a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterised as wilful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable to standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss.

3.11 **Supervisory Board**

The Supervisory Board shall supervise the management of the Company's affairs and the administration of the Company's property by the Management Board and the general course of the Company's affairs and business. The Supervisory Board shall also assist the Management Board by providing advice. The following resolutions of the Management Board shall be subject to the approval of the Supervisory Board:

- (a) the entering into, variation or termination of any investment advisory contract or management contract;
- (b) any borrowing and the giving of any sureties or guarantees;
- (c) the exercise of voting right on shares in other companies, as far as the Company holds, either directly or indirectly, 30% or more of the issued share capital of such company;
- (d) the instigation or defence or any legal proceedings or the making of any compromise;
- (e) the appointment of executives with signing authority and the determination of their powers and titles;

- (f) the issuing, acquiring or withdrawing of debentures at the expense of the Company; and
- (g) any application for quotation or cancellation of the quotation of shares and debentures of the Company on an official list of any stock exchange.

3.12 *Alteration of the Articles of Association and Dissolution of the Company*

A resolution to alter the Company's articles of association or a resolution to dissolve the Company shall only be passed if proposed by the Supervisory Board. For a resolution by the general meeting of Shareholders to alter the articles of association of the Company or to dissolve the Company, a majority of at least three-quarters of the votes duly cast is required.

3.13 *Distribution of Assets upon a Winding-up*

In the event of dissolution of the Company by virtue of a resolution of a general meeting of the Company, the Management Board shall be entrusted with the winding-up of the Company's affairs and the Supervisory Board with the supervision thereof, unless the General Meeting decides otherwise, either at the time or during the liquidation. That meeting shall also fix the remuneration of the liquidators and of any Supervisory Directors entrusted with the supervision of the liquidation. The balance of the equity of the Company remaining after payment of all debts of the Company will be divided among the Shareholders in proportion to their nominal holdings of Shares.

4. *Mandatory Bids, Squeeze-out and Sell-out Rules*

4.1 *Mandatory Bids*

European Directive 2004/25/EC of 21 April 2004 (the "Takeover Directive") relating to public takeover bids has been implemented in the Dutch Financial Supervision Act and rules promulgated thereunder and in Book 2 of the Dutch Civil Code.

Pursuant to the Dutch Financial Supervision Act, any shareholder who (individually or when acting in concert with others) directly or indirectly obtains control of a Dutch listed company is required to make a public offer for all issued and outstanding shares or depositary receipts of shares in that company's capital. Such control is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights at a general meeting the shareholders of such listed company.

Furthermore, it is prohibited to launch a public offer for shares of a listed company, such as the Shares, unless an offer document has been approved by the AFM. A public offer will be launched by way of publication of the approved offer document. The public offer rules are intended to ensure, among other things, that in the event of a public offer, sufficient information will be made available to shareholders, shareholders will be treated equally and that there will be a proper and timely offer period.

4.2 *Squeeze-out Rules*

Pursuant to Section 2:92a of the Dutch Civil Code, a shareholder who for his own account holds at least 95% of a company's issued capital may institute proceedings against the company's minority shareholders jointly for the transfer of their shares to him or her. The proceedings are held before the Enterprise Chamber of the Amsterdam Court of Appeal and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim to buy out all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value of the shares. Once the order to transfer becomes final, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to him. Unless the addresses of all of them are known to him, he shall also publish this information in a daily newspaper with a national circulation.

With the implementation of the Takeover Directive, the rules for squeeze out procedures have been supplemented. Section 2:359c of the Dutch Civil Code provides that the offeror under a public offer is also entitled to start a squeeze out procedure if, following the public offer, the offeror holds shares for at least 95% of the share capital and at least 95% of the total voting rights. The claim of a takeover squeeze out needs to be filed with the Enterprise Chamber within three months following the expiry of the acceptance period of the offer. The Enterprise

Chamber may grant the claim to buy out all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value of the shares. In principle, the offer price is considered reasonable as long as 90% or more of the shares have been acquired at that price.

4.3 **Sell-out Rules**

Section 2:359c of the Dutch Civil Code also entitles those minority shareholders that have not previously tendered their shares under an offer to transfer their shares to the offeror, provided that the offeror has acquired shares for at least 95% of the share capital and at least 95% of the total voting rights. As regards price, the same procedure as for takeover squeeze out proceedings initiated by an offeror applies. The claim also needs to be filed with the Enterprise Chamber within three months following the expiry of the acceptance period of the offer.

5. **Directors**

- 5.1 At the date of this Prospectus, the interests (all of which were beneficial) of the Directors (and, so far as known to or could with reasonable diligence be ascertained by the Directors, any persons connected with them) in the Shares were as set out in the following table.

<i>Director</i>	<i>No. of Shares</i>	<i>% of Issued Share Capital</i>
<i>Supervisory Board</i>		
Jack Perry CBE (<i>Chairman</i>)	2,100	0.01
Professor Robert van der Meer (<i>Vice Chairman and Chairman of Audit</i>)	-	-
Julia Bond (<i>Senior Independent Director</i>)	1,081	0.01
Neville Cook	15,300	0.06
Laurence Jacquot	-	-
Sir John Ward CBE	7,600	0.03
<i>Management Board</i>		
FCA Management B.V.	-	-

Save as disclosed in this paragraph 5.1, at the date of this Prospectus, none of the Directors (and, so far as known to or could with reasonable diligence be ascertained by the Directors, any persons connected with them) had:

- (i) any interest in the share capital of the Company; or
- (ii) any options over shares in the Company's capital.

Supervisory Board

- 5.2 Under the requirements of the Articles, members of the Supervisory Board retire by rotation at Shareholder meetings and the Supervisory Directors are appointed for a specified term of no more than four years, subject to reappointment by Shareholders. The Supervisory Board has agreed, however that Supervisory Directors will seek re-election at the completion of each three years' service and annually after service on the Supervisory Board for more than nine years. The dates on which each of the Supervisory Directors initially became member of the Supervisory Board and the date of their last reappointment are set out in the following table:

<i>Supervisory Director</i>	<i>Date of entry into office</i>	<i>Date of last reappointment</i>
Jack Perry CBE (<i>Chairman</i>)	16 October 2014	16 October 2014
Professor Robert van der Meer (<i>Vice Chairman and Chairman of Audit</i>)	24 April 2007	23 April 2015
Julia Bond (<i>Senior Independent Director</i>)	16 October 2014	16 October 2014
Neville Cook	1 July 1982	23 April 2015
Laurence Jacquot	12 May 2011	24 April 2014
Sir John Ward CBE	26 April 1994	23 April 2015

- 5.3 There are no existing or proposed service contracts between any of the Supervisory Directors and the Company. The Supervisory Directors are entitled to the remuneration referred to in paragraph 5.4 of this Part 6, payable semi-annually in arrears, and will be entitled to out-of-pocket expenses and other expenses incurred in the proper performance of their duties as directors of the Company. The Supervisory Directors are not entitled to any compensation or benefits upon termination of their office as supervisory directors of the Company.

- 5.4 At the date of this Prospectus, the Supervisory Directors were entitled to aggregate annual remuneration (including any contingent or deferred compensation but excluding expenses) equal to:

- (i) in the case of Jack Perry CBE (the Chairman), €33,055 (financial period ended 31 December 2014: €25,409);¹⁰
- (ii) in the case of Sir John Ward CBE, €29,389 (financial period ended 31 December 2014: €34,535);¹¹
- (ii) in the case of Professor Robert van der Meer (Vice Chairman and the Chairman of Audit), €28,909 (financial period ended 31 December 2014: €27,409); and
- (iii) in the case of each of each of Julia Bond, Neville Cook and Laurence Jacquot, €26,409 (financial period ended 31 December 2014: €25,409).

Sir John Ward CBE and Neville Cook have indicated their intention to step down as Supervisory Directors in the second half of 2015.

Management Board

- 5.5 As at the date of this Prospectus, FCA Management B.V. (in its capacity as the sole member of the Management Board) was entitled to annual remuneration (including VAT and any contingent or deferred compensation but excluding expenses) of €103,976 (financial period ended 31 December 2014: €102,947 (including VAT)). In connection with the implementation of the AIFMD, a one-off additional remuneration payment amounting to €24,200 (including VAT) was paid during the financial period ended 31 December 2014 to FCA Management B.V. for services rendered. In addition, a one-off fee of €30,250 (including VAT) is payable by the Company to FCA Management B.V. in connection with the publication of this Prospectus.

General

- 5.6 There are no commission or profit sharing arrangements between the Directors and the Company. Similarly, none of the Directors is entitled to pension, retirement or similar benefits and no benefits in kind have been, or are expected to be, granted to the Directors.

¹⁰ Jack Perry CBE was appointed as Chairman of the Company on 23 April 2015.

¹¹ Sir John Ward CBE retired at the Chairman of the Company on 23 April 2015, although he continued in his role as a Supervisory Director from this date.

- 5.7 The Company maintains directors' and officers' liability insurance on behalf of the Directors at the expense of the Company to the extent that the Company is able to maintain such insurance.
- 5.8 As stated above in paragraph 5.2 of this Part 6, Professor Robert van der Meer is a member of the Supervisory Board as well as a member of the supervisory board of KAS Bank N.V. The Company does not expect that this will cause a conflict with the duties he has towards the Company. However, the Supervisory Board Rules include arrangements to ensure that the Supervisory Board will in each relevant situation handle and decide on any conflicts of interest. The Supervisory Board will procure that relevant transactions, in relation to which it has been determined that a conflict of interest exists, are published in the Company's annual report.
- Save as referred to in this paragraph 5.8, at the date of this Prospectus, there were no potential conflicts of interest between any duties to the Company of any of the Directors and their private interests and/or other duties.
- 5.9 The names of those companies and partnerships of which the Directors have been members of the administrative, management or supervisory bodies or partners at any time during the five years immediately preceding the date of this Prospectus (apart from their directorships of the Company and the subsidiaries of any companies of which the Directors are or have been members of the administrative, management or supervisory bodies) were as follows:
- 5.9.1 **Jack Perry CBE (Chairman)**
- Current directorships and partnerships:* Hospice Developments Limited; ICG-Longbow Senior Secured UK Property Debt Investments Limited; Perry-Net Limited; Scottish Aquaculture Innovation Centre.
- Previous directorships and partnerships:* Robert Wiseman Dairies PLC; Craigholme Foundation; Capital For Enterprise Ltd; Capital For Enterprise Fund Managers Ltd; Silent Herdsman Holdings Limited.
- 5.9.2 **Professor Robert van der Meer (Vice Chairman and Chairman of Audit)**
- Current directorships and partnerships:* Klepierre Nederland Holding B. V.; Kasbank N.V.; Conhold B.V.
- Past directorships and partnerships:* Greenfield Capital Partners N.V.; JP Morgan (SICAV); BNP Paribas Obam N.V.; Teslin Capital Management N.V.
- 5.9.3 **Julia Bond (Senior Independent Director)**
- Current directorships and partnerships:* none.
- Previous directorships and partnerships:* none.
- 5.9.4 **Neville Cook**
- Current directorships and partnerships:* Branif AG.
- Previous directorships and partnerships:* Braganza Investments Limited; Crichel Estates Limited; EMSAF (Mauritius company); FLYA Holdings SA.
- 5.9.5 **Laurence Jacquot**
- Current directorships and partnerships:* Tendance Finance.
- Past directorships and partnerships:* none.
- 5.9.6 **Sir John Ward CBE**
- Current directorships and partnerships:* none.
- Previous directorships and partnerships:* none.
- 5.9.7 **FCA Management B.V.**
- Current directorships and partnerships:* none.
- Past directorships and partnerships:* none.
- 5.10 Save as disclosed in relation to current and previous directorships in paragraph 5.9 of this Part 6, at the date of this Prospectus, none of the Directors:
- (i) had been a member of any administrative, management or supervisory body or partner of any company or partnership at any time during the five years immediately preceding the date of this Prospectus;

- (ii) had any convictions in relation to fraudulent offences in the five years immediately preceding the date of this Prospectus;
- (iii) had been associated with any bankruptcies, receiverships or liquidations in the five years immediately preceding the date of this Prospectus;
- (iv) had been the subject of any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies); or
- (v) had been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer in the five years immediately preceding the date of this Prospectus.

6. Substantial Share Interests

- 6.1 Pursuant to the Dutch Financial Supervision Act, any person who, directly or indirectly, acquires or disposes of an interest in the capital or voting rights of the Company must immediately notify the AFM by means of a standard form, if, as a result of such acquisition or disposal, the percentage of capital interest or voting rights held by such person in the Company reaches, exceeds or falls below any of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95% of the voting rights or capital interests in the issued capital of the Company.

A notification requirement also applies if a person's capital interest or voting rights reaches, exceeds or falls below the abovementioned thresholds as a result of a change in the Company's total share capital or voting rights. Such notification has to be made no later than the fourth trading day after the AFM has published the Company's notification as described below.

The Company is required to notify the AFM immediately of the changes to its total share capital or voting rights if its share capital or voting rights changes by 1% or more from the Company's previous notification. The Company must notify the AFM, in the event its share capital or voting rights have changed by less than 1% in that quarter, within eight days after the end of that relevant quarter.

Furthermore, every holder of 3% or more of the Company's share capital or voting rights whose interest at 12 midnight on 31 December each year differs from the previous notification to the AFM as a result of certain acts (including but not limited to the exchange of Shares for depository receipts and the exercise of a right to acquire Shares) must notify the AFM within four weeks.

- 6.2 As at 1 July 2015, the only major holdings in the Company disclosed in the register of major holdings maintained by the AFM were as set out in the following table:

<i>Investor</i>	<i>No. of Shares</i>	<i>% of Issued Share Capital</i>
Jupiter Asset Management Ltd	842,806	3.14

- 6.3 The major Shareholders do not have different voting rights from other Shareholders. The voting rights attached to the Shares are described under the sub-heading "Shares" in Part 1 of this Prospectus.
- 6.4 As at 1 July 2015, the Company was not aware of any person who, directly or indirectly, jointly or severally, exercised or could exercise control over the Company.
- 6.5 As at 1 July 2015, the Company was not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

7. Investment Management, Administration, Depositary and Custody Arrangements

7.1 Investment Management

- 7.1.1 By an investment management agreement dated 15 July 2014 between (i) the Investment Manager and (ii) the Company, the Company has appointed the Investment Manager, on an exclusive basis, as the Company's investment manager. Under the terms of the Investment Management Agreement, the Investment Manager is responsible for the day-to-day management of the Company's investment portfolio,

subject to the overall control and supervision of the Management Board. The Investment Manager manages the Company's investments in accordance with the investment policy and investment restrictions and specifications set out in the Investment Management Agreement. The Investment Manager is also responsible under the Investment Management Agreement (and for no separate fee) for ensuring that the Net Asset Value of the Company is calculated and released daily or at such other intervals as may be agreed with the Company.

The Investment Manager is entitled to a quarterly management fee, payable in advance, equal to 0.2% of the value of total assets of the Company. For this purpose, the "value of total assets of the Company" is defined, broadly, as the total aggregate value of the assets of the Company less current liabilities (excluding borrowings from current liabilities) and any dividends declared but unpaid, both at the end of the preceding quarter. Certain other factors may also, in certain specified circumstances, operate to reduce the "value of total assets of the Company" when calculating the fee payable to the Investment Manager.

The Investment Management Agreement can be terminated at any time by the Company giving six months' written notice of termination or by the Investment Manager giving twelve months' written notice of termination. The Investment Management Agreement may also be terminated immediately if either party is in breach of its obligations under the agreement (and such breach is not remedied within 30 days), guilty of gross misconduct or gross negligence or is the subject of insolvency proceedings.

The Investment Management Agreement contains indemnity provisions (which are standard for this type of agreement) in favour of the Investment Manager against all claims and demands except where these result from fraud, negligence, wilful default, material breach or intent on the part of the Investment Manager.

Following the implementation of the AIFMD, which became fully effective on 22 July 2014, the Investment Manager has been appointed as AIFM.

- 7.1.2 The Investment Manager was incorporated and registered in Scotland as a private company limited by shares under the laws of Scotland with registered number SC151198 on 1 June 1994. The Investment Manager operates under the UK Companies Act 2006 and regulations made under thereunder. The Investment Manager has its registered office and principal place of business at 80 George Street, Edinburgh EH2 3BU. The Investment Manager's telephone number at its principal place of business is +44 (0) 131 718 1000. The Investment Manager is regulated in the United Kingdom by the FCA.

7.2 Depositary, Custody and Administration

Depositary

- 7.2.1 By a Depositary Agreement dated 16 July 2014 between (i) KAS Trust & Depositary Services B.V., (ii) the Investment Manager and (iii) the Company, the Company has appointed KAS Trust & Depositary Services B.V. as depositary for the Company, with responsibility for (i) the safekeeping of the assets of the Company, and (ii) the oversight and supervision of the Company and the management of the Company by the Investment Manager, including cash monitoring.

KAS Trust & Depositary Services B.V. is entitled, under the terms of the Depositary Agreement, to a fee for depositary services, payable on a monthly basis, equal to 0.013% of the value of funds under management less the amount used under the credit facility at the end of the preceding month, divided by twelve, plus VAT, with a minimum fee of EUR 15,000 per annum. The Depositary Agreement may be terminated by either party by giving six months' written notice of termination.

Custody

- 7.2.2 Under the terms of the Depositary Agreement, KAS Trust & Depositary Services B.V. has been appointed as custodian to the Company, with responsibility for providing custody services to the Company, including safekeeping of financial instruments.

KAS Trust & Depositary Services B.V. is entitled to fees for these custody services, payable on a monthly basis, equal to the sum of 0.0325% of the value under custody up to €100 million plus 0.03% of the value under custody from €100 million up to €150 million plus 0.0275% of the value under custody above €150 million, divided by

twelve. KAS Trust & Depositary Services B.V. currently charges VAT on 40% of the value of its fees. The value under custody is determined at the end of the preceding month.

- 7.2.3 Pursuant to a Custody Delegation Agreement, KAS Trust & Depositary Services B.V. has delegated its responsibility for custody services, including safekeeping of financial instruments, to KAS Bank N.V. The Custody Delegation Agreement may be terminated by either party giving four months' written notice of termination. The delegation pursuant to the Custody Delegation Agreement does not relieve KAS Trust & Depositary Services B.V. from any of its responsibilities and liabilities to the Investment Manager or the Company under the Depositary Agreement and shall ensure that KAS Bank N.V., amongst other matters, shall (i) hold and administer the financial instruments in such a manner so that the rights of the Company will be adequately safeguarded, (ii) exercise all due skill, care and diligence in the selection or appointment of any sub-custodians, and (iii) act honestly, fairly and professionally, independently and in the interest of the Company and the investors in the Company to the best of its ability.

Under the Custody Delegation Agreement KAS Bank N.V. shall observe all due care, skill and diligence which may be expected from a reasonable, prudent and competent professional custodian and shall act honestly, fairly, professionally, independently and in the best interest of KAS Trust & Depositary Services B.V. and the Company. Subject to certain limitations, KAS Bank N.V. will be liable under the Custody Delegation Agreement for any losses suffered by KAS Trust & Depositary Services B.V. as a result of the negligence, wilful default, fraud or, or breach of contract by, KAS Bank N.V.

Administration

- 7.2.4 KAS Bank N.V. has been appointed as the Administrator for the Company pursuant to an Administration Agreement dated 15 August 2003 between (i) KAS Bank N.V. and (ii) the Company. Under the terms of the Administration Agreement KAS Bank N.V. is responsible for, amongst other matters, (i) conducting the Company's financial administration, and (ii) preparing the Company's interim and annual figures in consultation with the Company and its auditors. In addition, the Company can request KAS Bank N.V. to calculate the daily NAV of the Company, although the Company currently instructs the Investment Manager to do so.

KAS Bank N.V. is entitled, under the terms of the Administration Agreement, to a fee for services provided, payable on a monthly basis, equal to the sum of €16,500 plus the sum of 0.05% of the value of the Company's assets up to €100 million plus 0.0375% of the value of the Company's assets from €100 million up to €150 million plus 0.025% of the value of the Company's assets above €150 million, divided by twelve. The Administration Agreement can be terminated by either party at any time by giving six months' written notice to the other.

- 7.2.5 KAS Trust & Depositary Services B.V. was incorporated and registered in the Netherlands, with registered number 33117326 on 9 June 1966. KAS Trust & Depositary Services B.V. is a wholly owned subsidiary of KAS Bank N.V., which is also the ultimate parent entity. Its activities in the UK are regulated by the FCA. KAS Trust & Depositary Services B.V. has its registered office and principal place of business at Nieuwezijds Voorburgwal 225, 1012 RL Amsterdam, the Netherlands. Its telephone number at its principal place of business is +31 (0)20 557 5911. KAS Trust & Depositary Services B.V. is regulated in the Netherlands by the AFM.

8. Material Contracts

8.1 Share Issuance Programme Agreement

The Company entered into the Share Issuance Programme Agreement with the Broker on 3 July 2015 in order to document the terms and conditions on which the Broker will carry out customary broking activities in connection with any issues of New Shares under the Share Issuance Programme.

The Share Issuance Programme Agreement provides for the Broker conducting its activities in connection with any ad hoc issues of New Shares implemented by the Investment Manager, on behalf of the Company, by reference to the Liquidity Enhancement Agreement. It also provides for the appointment of the Broker as the Company's placing agent in connection with any specific placing exercise which the Company may choose to implement in due course.

In consideration for the provision of its services under the Share Issuance Programme Agreement and a related broking engagement letter, the Broker is entitled to a variable commission in respect of each admission of New Shares, based on the issue proceeds of each admission, and a fee of £15,000 (together with any VAT payable thereon) in relation to its role as corporate adviser to the Company payable on publication of this Prospectus.

The Share Issuance Programme Agreement may be terminated by the Broker in certain circumstances, including by giving one month's notice to the Company. It can also be terminated by the Company giving one month's notice to the Broker. Under the terms of the Share Issuance Programme Agreement, the Company has given certain warranties and indemnities (which are customary for this type of agreement) to the Broker concerning, amongst other things, the accuracy of the information included in this Prospectus.

8.2 Facility Agreement

By a Facility Agreement dated 11 March 2015 between (i) KAS Bank N.V. and (ii) the Company, KAS Bank N.V. agreed to provide a revolving credit facility to the Company. The total amount of the Facility available to the Company may vary from time to time depending on the value of the Company's investments, and as at 1 July 2015 will not exceed €45 million. The Facility is part of the overall custody arrangements between the Company and KAS Bank N.V.

The Facility Agreement is for an indefinite period of time and can be terminated by either party giving the other not less than 30 days' written notice of termination. For amounts drawn under the Facility, an interest rate equal to the one month Euribor plus 1.53% per annum applied; for the undrawn part of the Facility an availability commission of 0.18% per annum is paid. As at 31 December 2014, the Company had drawn down €17,485,254 under this Facility. The Company has granted to KAS Bank N.V. a first right of pledge over its investments as a continuing security for due payments of all liabilities to KAS Bank N.V., including amounts drawn under the Facility.

8.3 Management Board Engagement Letter

Pursuant to a Management Board Engagement Letter dated 11 July 2014 between (i) Freeland and (ii) the Company, FCA Management B.V. was appointed as the Management Board Director of the Company. Pursuant to the Management Board Engagement Letter, Freeland, through its wholly owned subsidiary FCA Management B.V., provides management and legal compliance services to the Company.

An annual fee, as of the date of this Prospectus, (including VAT and any contingent or deferred compensation but excluding expenses) of €103,976, is payable in quarterly instalments in advance. An additional fee is also payable for additional services which may be requested by the Company from time to time. The fee for such additional services shall be calculated on the basis of the time actually spent by relevant partners and staff on those services, according to hourly rates which may be set from time to time.

8.4 Liquidity Enhancement Agreement

The Company entered into the Liquidity Enhancement Agreement with the Investment Manager in November 2005, which was then subsequently amended in April 2015 and again on 3 July 2015. The purpose of this agreement is to enable the Investment Manager, on behalf of the Company, to enhance the liquidity in the trading of the Shares on the London Stock Exchange. The Liquidity Enhancement Agreement is for a continuous period and may be terminated with immediate effect by either party at any time.

The Liquidity Enhancement Agreement allows the Investment Manager, on behalf of the Company and on an ad hoc basis, to:

- (i) implement Share buy backs;
- (ii) sell shares from treasury; and
- (iii) issue new Shares.

The Broker has been appointed by the Company to provide customary UK broking services to the Company, including the act as a market maker in the UK in the Shares. In that capacity and by reference to the Liquidity Enhancement Agreement and the Share Issuance Programme Agreement, the Broker liaises with the Investment Manager to assist the Company in implementing the buybacks, sales and new issues referred to above.

The new Shares which may be issued under the terms of the Liquidity Enhancement Agreement include both the New Shares pursuant to the Share Issuance Programme and any other Shares which fall within any applicable exemption under FSMA and the associated Prospectus Rules.

The Company and the Investment Manager shall agree such fees, if any, as may be payable to the Investment Manager under the Liquidity Enhancement Agreement, and the Company shall bear all reasonable costs incurred by the Investment Manager in connection with the performance of its obligations under the Liquidity Enhancement Agreement.

- 8.5 Save for the agreements summarised in paragraphs 7.1, 7.2, 8.1, 8.2, 8.3 and 8.4 of this Part 6, the Company has not:
- (i) entered into any material contract (not being a contract entered into in the ordinary course of business) in the two years immediately preceding the date of this Prospectus; or
 - (ii) entered into any other contract (not being a contract entered into in the ordinary course of business) which contains any provision under which the Company has any obligation or entitlement which is material to the Company at the date of this Prospectus.

9. Conflicts of Interest

- 9.1 The Investment Manager and its officers and employees may be involved in other financial, investment or professional activities that may on occasion give rise to conflicts of interest with the Company. In particular, the Investment Manager may provide investment management, investment advice or other services in relation to a number of funds that may have similar investment policies to that of the Company.
- 9.2 The Investment Manager will have regard to its obligations under the Investment Management Agreement or otherwise to act in the best interest of the Company, so far as is practicable having regard to its obligations to other clients or funds, should potential conflicts of interest arise.
- 9.3 The Investment Manager has put in place effective organisational and administrative arrangements to ensure that reasonable steps are taken to prevent a conflict giving rise to a material risk of damage to the interests of its clients. In addition, where the Investment Manager pays or accepts any fee or commission, or provides or receives any non-monetary benefit in relation to its investment services, the Investment Manager takes care to ensure that such benefits do not place it or any third party firm in a situation which would not be in compliance with the general duty to act in accordance with the best interest of its clients.
- 9.4 The Investment Manager maintains a firm-wide conflicts matrix which identifies conflicts and potential conflicts of interest that exist within the firm, and the procedures and controls that have been adopted to manage these conflicts. This is subject to annual review and approval by the compliance committee.

10. Miscellaneous

- 10.1 Certain information contained in this Prospectus has been sourced from third parties. Such information has been accurately reproduced, the source of such information has been identified and, so far as the Company is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 10.2 As stated in paragraphs 2, 3 and 4 of Part 4 of this Prospectus, certain information in the annual report and accounts of the Company for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 have been incorporated by reference into this Prospectus. The information in such annual report and accounts not incorporated by reference into this Prospectus is either covered elsewhere in this Prospectus or is not relevant for the purposes of prospective investors considering the Share Issuance Programme.
- 10.3 Save as disclosed in paragraphs 7, 8 and 9 of this Part 6, no persons involved in the Share Issuance Programme have any interests that are material to the Share Issuance Programme.

11. Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of the Company and at the offices of FCA Management B.V., Weena 210-212 3012 NJ Rotterdam and KAS

Bank N.V., Nieuwezijds Voorburgwal 225 1012 RL Amsterdam, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until 2 July 2016:

- (i) this Prospectus;
- (ii) the Articles;
- (iii) the annual report and accounts of the Company for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014; and
- (iv) the agreements summarised in paragraphs 7.1, 7.2, 8.1, 8.2, 8.3 and 8.4 of this Part 6.

12. Availability of this Prospectus

A copy of this Prospectus is available on the Company's website at [www. www.europeanassets.eu](http://www.europeanassets.eu).

PART 7

DEFINITIONS

The words and expressions listed below have the meanings set out opposite them throughout this Prospectus except where the context otherwise requires:

"Administration Agreement"	the agreement between the Administrator and the Company, details of which agreement are set out in paragraph 7.2.4 of Part 6 of this Prospectus
"Administrator"	KAS Bank N.V.
"Admission"	in respect of New Shares, the admission of such New Shares to the standard segment of the Official List and to trading on the London Stock Exchange's Main Market becoming effective in accordance with the Listing Rules and the LSE Admission Standards, respectively
"AIC"	Association of Investment Companies, the UK trade body for closed-end investment companies (www.theaic.co.uk)
"AIFM"	Alternative Investment Fund Manager pursuant to the UK SI 2013/1773, the Alternative Investment Fund Managers Regulations 2013
"AIFM Directive"	Directive 2011/6/EU of the European Parliament and of the Council
"AFM"	the Netherlands Authority for the Financial Markets (<i>Stichting Autoriteit Financiële Markten</i>)
"Articles"	the articles of association of the Company (as amended from time to time)
"Bearer Shares"	those of the Shares which are held in bearer form
"Benchmark Index"	the benchmark against which the Company measures its performance, being the Euromoney Smaller European Companies (ex UK) Index
"Broker"	Cenkos Securities plc, the Company's appointed UK broker, whose registered office is at 6.7.8 Tokenhouse Yard, London EC2R 7AS
"certificated form"	not in uncertificated form
"Company"	European Assets Trust N.V.
"CREST"	the computerised settlement system enabling securities to be held otherwise than by certificates and transferred otherwise than by written instrument and operated by Euroclear UK & Ireland Limited
"CREST Depositary"	Computershare Investor Services plc, in its capacity as the Company's appointed depositary in relation to the Depositary Interests
"CREST member account ID"	the identification code or number attached to any member account in CREST
"CREST participant ID"	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
"Custodian" or "Depositary"	KAS Trust & Depositary Services B.V.
"Custody Delegation Agreement"	the custody delegation agreement between KAS Trust & Depositary Services B.V. and KAS Bank N.V., details of which agreement are set out in paragraph 7.2.3 of Part 6 of this Prospectus

"Depositary Agreement"	the depositary agreement between the Company and KAS Trust & Depositary Services B.V., details of which agreement are set out in paragraphs 7.2.1 and 7.2.2 of Part 6 of this Prospectus
"Depositary Interests"	interests representing registered Shares issued by the CREST Depositary to CREST participating shareholders and which are capable of being traded and settled through CREST
"Directors"	the members of the Management Board and of the Supervisory Board from time to time
"Dutch Civil Code"	the Dutch Civil Code (<i>Burgerlijk Wetboek</i>)
"Dutch Financial Supervision Act"	the Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>)
"EU"	European Union
"F&C Group" or "F&C"	F&C Asset Management plc and its subsidiary undertakings from time to time
"Facility"	the up to €45 million credit facility provided to the Company pursuant to the Facility Agreement
"Facility Agreement"	the facility agreement dated 11 March 2015 between KAS Bank N.V. and the Company, details of which agreement are set out in paragraph 8.2 of Part 6 of this Prospectus
"FCA"	the UK Financial Conduct Authority
"Freeland"	Freeland Corporate Advisors N.V.
"FSMA"	the UK Financial Services and Markets Act 2000
"HMRC"	the UK HM Revenue & Customs
"IFRS"	international financial reporting standards, as adopted by the EU
"Investment Management Agreement"	the investment management agreement between the Investment Manager and the Company, details of which agreement are set out in paragraph 7.1.1 of Part 6 of this Prospectus
"Investment Manager"	F&C Investment Business Limited
"ISA"	an individual savings account maintained in accordance with the UK Individual Savings Account Regulations 1998 (as amended)
"Issue Costs"	the costs and expenses incurred or payable by the Company in connection with the issue of New Shares pursuant to the Share Issuance Programme
"Issue Price"	the price at which any New Shares are to be issued under the Share Issuance Programme, which will be determined as set out in Part 2 of this Prospectus
"Liquidity Enhancement Agreement"	the liquidity enhancement agreement between the Company and the Investment Manager dated 22 November 2005 (as amended), details of which agreement are set out in paragraph 8.4 of Part 6 of this Prospectus
"Listing Rules"	the listing rules made by the FCA under section 73A of FSMA
"London Stock Exchange"	London Stock Exchange plc
"LSE Admission Standards"	the rules issued by the London Stock Exchange in relation to the admission to trading of, and continuing requirements for, securities admitted to the Official List
"Main Market" or "London Stock Exchange's Main Market"	the London Stock Exchange's market for larger and established companies
"Management Board"	the management board of the Company (or any duly authorised committee thereof) from time to time

"Management Board Director"	FCA Management B.V.
"Management Board Engagement Letter"	the management board engagement letter dated 11 July 2014 between Freeland and the Company, details of which engagement letter are set out in paragraph 8.3 of Part 6 of this Prospectus
"Member State"	any member state of the European Economic Area
"Net Asset Value" or "NAV"	in relation to (i) the Company, the value of the assets of the Company less its liabilities and (ii) Shares, the value of the assets less the liabilities attributable to the Shares divided by the number of Shares in issue (excluding any Shares held in treasury)
"New Shares"	the new Shares to be issued pursuant to the Shares Issuance Programme
"Official List"	the list maintained by the UK Listing Authority pursuant to Part VI of FSMA
"Prospectus"	this document, which comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules in connection with the Share Issuance Programme and the applications for Admission
"Prospectus Rules"	the prospectus rules made by the FCA under section 73A of FSMA
"Regulatory Information Service" or "RIS"	a regulatory information service that is on the list of regulatory information services maintained by the FCA
"Shareholders"	holders of Shares
"Share Issuance Programme"	the programme for the issue of New Shares by the Company at the Issue Price for such issue, as described in this Prospectus
"Share Issuance Programme Agreement"	the agreement dated 3 July 2015 between the Company and the Broker relating to the Share Issuance Programme, details of which agreement are set out in paragraph 8.1 of Part 6 of this Prospectus
"Shares"	shares of €0.46 each in the capital of the Company, the rights, restrictions and other provisions relating to which are set out in the Articles
"SIPP"	a self-invested personal pension (as defined in the Personal Pension Schemes (Restriction on Discretion to Approve) (Permitted Investments) Regulations 2001 (SI 2001 No 117))
"SSAS"	a small self-administered scheme (as defined in the Retirement Benefits Schemes (Restriction on Discretion to Approve) (Small Self-administered Schemes) Regulations (SI 1991 No 1614))
"Supervisory Board"	the supervisory board of the Company (or any duly authorised committee thereof) from time to time
"Supervisory Directors"	the persons appointed to the Supervisory Board of the Company from time to time
"UK Listing Authority"	the FCA acting in its capacity as the competent authority for the purpose of admissions to the Official List
"uncertificated form"	recorded in the Company's register of members as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"United States" or "US"	the United States of America, its territories and possessions, any state or other political sub-division of the United States of America and the District of Columbia

"US Person"	a person who is either (i) a "US person" within the meaning of Regulation S under the US Securities Act of 1933 (as amended), or (ii) not a "Non-United States person" within the meaning of the US Commodity Futures Trading Commission Rule 4.7(a)(I)(iv)
"US Securities Act"	the United States Securities Act of 1933 (as amended)

Notes:

1. All references to "£","Sterling" and "pence" (including the abbreviation "p") are to the lawful currency of the United Kingdom.
2. All references to "€" and "Euros" are to the lawful currency introduced at the start of the third stage of the European economic and monetary union pursuant to the treaty establishing the European Community, as amended.
3. All times referred to in this Prospectus are references to London time.
4. All references in this Prospectus to 1 July 2015 should be regarded as the being references to the latest practicable date prior to the publication of this Prospectus.
5. Amounts shown in Sterling are converted based on the Sterling/Euro exchange rate prevailing on the relevant date.