

Order Handling and Execution Policy

Purpose

This document provides you with information about the steps we take to ensure that you receive a fair outcome when we make decisions to deal on your behalf or we receive an instruction from you to trade. This obligation is referred to as 'best execution.'

When executing an order, the best execution factors which the Manager will take into account are the characteristics of the Investor, the order, the financial instruments that are the subject of the order, and the execution venues to which the order can be directed (where relevant). There are many factors which can affect how investment firms obtain this result and our approach is set out below.

1. Scope of Policy

1.1 The Manager will treat decisions to deal in investments for the Service as 'orders' to execute transactions in Investments.

1.2 For the purposes of best execution, we treat all Investors as retail clients.

1.3 Due to the nature of the trading activities, transactions and financial instruments involved, whilst the best execution obligation technically applies, in practice the application of the execution criteria is limited. For example, single venue transactions, such as when dealing directly with the issuer, precludes the use of comparable prices and the only variable is time of execution.

The Manager's policies and procedures are designed to obtain the best possible execution result for each order. This does not impose a requirement to achieve the best possible price, viewed in isolation in each case – but the focus is on establishing and adhering to a process whereby we are likely to achieve the best outcome.

2. Consent

The Manager is required to obtain Investor consent to this policy, and Investors will need to confirm that they have consented to its terms in the Application Form.

3. Trading Venues

3.1 The Manager will not use third party execution venues and will deal directly with buyers, sellers, and issuers of securities as it does not anticipate the existence of alternative trading venues in portfolio investments. The Manager will accordingly trade outside of a regulated market or a multilateral or organised trading facility.

4. How we Handle your Orders

Any investment or disinvestment from a Company (or Companies) entered into by the Manager on behalf of Investors in the Service will be subject to the best execution and order handling arrangements.

4.1 Subscriptions

Upon receipt of cleared funds and an application being accepted, our Administrator will provide confirmation to the Manager that your subscription is ready to be invested via the Service. The Service invests in unlisted securities and your investment will be facilitated via either an issuance of new shares in a Company (or Companies) or the acquisition of existing shares via a Matched Bargain.

4.2 Withdrawals

The Manager aims to satisfy Withdrawal Requests within 3 months of receiving the request. Transactions made to facilitate a Withdrawal from the Service will be subject to our best execution and order handling arrangements.

Withdrawal requests are subject to there being sufficient liquidity. The Manager offers a matched bargain service, in which withdrawals are processed by means of matching new investments with those being withdrawn. This service can only be utilised to the extent that there are incoming investors to purchase the existing investor's shares.

Withdrawal requests are processed on a weekly basis, subject to liquidity and orders will be fulfilled sequentially. Transactions will be executed at the published price of the instrument at the time of disinvestment.

A realisation in value from an Investor's Portfolio may be facilitated by the Manager by way of either a sale of the applicable Shares (Matched Bargain) or a Capital Reduction. Any return for an Investor from investments held in their Portfolio will be subject to either income or capital gains tax and will be dependent on the form of the transaction.

If a realisation is achieved by way of a Matched Bargain, any gain will be subject to capital gains tax. If a Capital Reduction is undertaken, income tax charges may apply to any returns. The form of the transaction will depend on the liquidity available at the time of the request, and the Manager cannot guarantee that payments will attract capital treatment in all cases. Where payments are subject to income tax, exit fees are not deductible from the profits for tax purposes.

5. Pricing Factors

As customers of the Service are all classed as retail clients, the best possible result will always be determined in terms of the "Total Consideration". The Total Consideration represents: the price of the financial instrument; and the costs related to execution, which will include any expenses incurred by the Investors, which are directly related to the execution of the order. This can include: execution venue fees; clearing and settlement fees; and any other fees paid to third parties involved in the execution of the order.

6. Execution Factors

In meeting our best execution obligations, the Manager will take into account the following execution factors: price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of an order. In the absence of any specific instruction from the Investor, the Manager prioritises these factors as follows:

Price	Prices in unquoted securities are set by the Company (or Companies) and fixed at a specified point; therefore, best execution is limited in its application as trading will always be conducted at the published price of the security.
Costs	Trades are conducted directly with the Company (or Companies) - we do not use third party execution venues. These costs are fixed and whilst they are monitored by the Manager, are not considered an important factor on a transaction-by-transaction basis. Best execution is limited in its application as trading will always be conducted in this manner.
Speed	<p>Subscriptions into the Service will be invested into the underlying Company (or Companies) on the first allocation date following the approval of the Investor into the Service, or expiry of the cancellation period, whichever is the later.</p> <p>Investors who waive their cancellation rights will be invested on the first allocation date following the approval of their application. Allocations are undertaken weekly. Speed is a factor that may be taken into consideration.</p> <p>For Withdrawals, speed may be an important factor for particular types of order, for example when funds are required in an expedited timeframe to meet an IHT liability falling due. Specific instructions received from the Investor will be accommodated where possible, but disinvestments from the underlying Company (or Companies) following a Withdrawal Request where speed is an important factor for the Investor, may impact the overall value of the transaction.</p>
Likelihood of Execution and Settlement	As trades are conducted directly with the Company (or Companies) and will not be processed until we are in receipt of cleared funds, the likelihood of settlement does not vary. The application to Best Execution is limited since there is no variation between individual trades.
Size	The size of an order may have an influence on the best execution process. Where an Investor is exiting the Service, the size of their investment may impact the speed or manner in which the Investor is disinvested from the underlying security.
Nature	Transactions in the Service are in unquoted shares. The nature of these investments is such that liquidity is sometimes constrained, and trades are made on a weekly basis. The shares in unquoted companies are intended to benefit from tax reliefs and the availability of these may be an overriding factor above the price of the security. This is an integral factor in how our best execution policy and practices are arranged.
Any other consideration relevant	Tax treatment of disposal of shares upon exiting the Service impacts how an Investor disinvests from the underlying security. The overall value of the transaction to the Investor may be impacted by the tax treatment applied to the specific transaction. Therefore, there are times when this factor will be the primary factor in attaining best execution.

7. Specific instructions from an Investor

Due to the nature of the Investment, it is not always possible for us to accept specific instructions from Investors. However, where these can be accommodated, Investors should be aware that this may impact the quality or timeliness of execution. Examples of specific instructions include, waiving of cancellation rights on entry into the Service or a request to prioritise speed on exit which may override the total consideration the Investor may achieve.

8. Changes to the Order Execution Policy

8.1 The Manager reviews the effectiveness of this policy at least on an annual basis and will notify Investors of any changes.