

[LETTER TO BE TYPED ON THESIS UNIT TRUST MANAGEMENT LIMITED HEADED
NOTEPAPER]

15 January 2024

Dear Investor

Changes to TM CRUX OEIC (the “Company”) and the sub-funds of the Company (each a Sub-Fund):

- **TM CRUX European Special Situations Fund**
- **TM CRUX European Fund**
- **TM CRUX UK Special Situations Fund**

We are writing to you as a shareholder in the above-named Company to inform you of certain changes affecting the Company and the Sub-Funds.

We received confirmation from the Financial Conduct Authority (**FCA**) on 4 January 2024 that these changes do not affect the ongoing authorisation of the Company. We have discussed the treatment of these changes with State Street Trustees Limited (the **Depository**) and they have not raised any concerns.

1. Changes to the Company and TM CRUX European Special Situations Fund following the acquisition by Lansdowne Partners (UK) LLP of CRUX Asset Management Limited

1.1 The current investment manager of TM CRUX European Special Situations Fund is CRUX Asset Management Limited (**CRUX**). With effect from 14 August 2023, Lansdowne Partners (UK) LLP (**Lansdowne**) acquired 100% of CRUX.

1.2 Following this acquisition and in consultation with CRUX and Lansdowne we have decided to make some changes to the Company and TM CRUX European Special Situations Fund as set out below. CRUX continues in its role as distributor, co-manufacturer and sponsor of all of the Sub-Funds.

1.3 Change to the name of the Company

1.3.1 With effect from 18 March 2024, the name of the Company will be changed from “TM CRUX OEIC” to “**TM OEIC**”.

1.4 Changes in relation to TM CRUX European Special Situations Fund

1.4.1 With effect from 18 March 2024:

- (a) CRUX will cease to be investment manager and Lansdowne will become the investment manager of TM CRUX European Special Situations Fund; and
- (b) “TM CRUX European Special Situations Fund” will be renamed “**TM Lansdowne European Special Situations Fund**”.

- 1.4.2 We are proposing some clarificatory changes to the investment objective and policy of TM CRUX European Special Situations Fund (to be renamed as above) in order to make this information easier for investors to understand. A new investment strategy section is also being added in order to provide investors with more information regarding the specific investment strategy used by the investment manager. The proposed clarifications to the investment objective and policy and the new investment strategy section are shown in the table attached as Annexure 1.
- 1.4.3 We are also proposing to introduce an additional comparator benchmark for performance comparison purposes. The proposed changes are shown in Annexure 1.

2. Introduction of a dilution adjustment trigger for TM CRUX UK Special Situations Fund and TM CRUX European Special Situations Fund

- 2.1 By way of background, where a Sub-Fund buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost which is not reflected in the issue or redemption price paid by or to an investor, made up of dealing costs and any spread between the bid and offer prices of the investments concerned. These costs could have an adverse effect on the value of a Sub-Fund, which is known as “dilution”.
- 2.2 Currently, we adjust the sale and purchase price of shares in the Sub-Funds in order to take into account the possible effects of dilution. This practise is known as making a “dilution adjustment” and will only ever be actioned for the purpose of reducing dilution in the Sub-Funds.
- 2.3 We have been considering the circumstances in which a dilution adjustment currently applies and believe TM CRUX UK Special Situations Fund and TM CRUX European Special Situations Fund and investors would benefit from the introduction of a dilution adjustment where the relevant Sub-Fund is experiencing a large net subscription position or a large net redemption position relative to its size. For these purposes a large net subscription or redemption position will typically be larger than a specific percentage of the net asset value of the relevant Sub-Fund, as set out below:

Name of Sub-Fund	Percentage of the net asset value
TM CRUX UK Special Situations Fund	1%
TM CRUX European Special Situations Fund	3%

- 2.4 The Sub-Funds have different dilution adjustment triggers due to the way that each Sub-Fund is invested. The bid/offer spread of the assets held in the TM CRUX UK Special Situations Fund is wider than TM CRUX European Special Situations Fund and therefore the dilution adjustment trigger has been set at 1% for TM CRUX UK Special Situations Fund to minimise any impact on potential and existing investors.
- 2.5 We believe the introduction of the new dilution adjustment triggers (as set out above) will help to reduce the impact of dilution on the relevant Sub-Funds. A dilution

adjustment may also be made in any case where we are of the opinion that the interests of investors require the imposition of a dilution adjustment.

2.6 This change will take effect from 18 March 2024.

3. Change to the accrual method for the research payment account for each Sub-Fund

3.1 Following discussions with CRUX and Lansdowne, we have decided to change the accrual method with respect to the research payment account for each Sub-Fund.

3.2 With effect from 18 March 2024, the investment manager for the respective Sub-Funds (being CRUX in relation to TM CRUX European Fund and TM CRUX UK Special Situations Fund and Lansdowne in relation to TM CRUX European Special Situations Fund) will employ the “accounting method” of funding and operating the research payment account and will no longer use the “transaction basis” for the collection of research charges. A portion of the research charge will become due and payable in advance on the first business day of each calendar month (and on such other dates as CRUX and Lansdowne may determine). The Company on behalf of the Sub-Funds will then authorise the investment managers to instruct payment of the research charge (or portion thereof) from the Sub-Fund’s account to the research payment account.

3.3 CRUX and Lansdowne will set, on an annual basis, a research budget for the Sub-Funds in respect of the purchase of research during each calendar year (an **RPA Period**) which must be agreed and approved by Thesis Unit Trust Management Limited. The research budget for each RPA Period also includes each Sub-Fund’s specific estimated research charge. Previously, the research budget for each Sub-Fund was set in line with the Company’s annual accounting period. The research budget for each RPA Period also includes each Sub-Fund’s specific estimated research charge.

3.4 Up-to-date information on the research budget and each of the Sub-Fund’s specific estimated research charge in respect of the RPA Period may be obtained by contacting Thesis Unit Trust Management Limited on 0345 113 6965.

3.5 There will be no impact on investors as a result of the change to the research charge collection method or the change to the RPA Period. There will be no increase in fees for investors. This change will be effective on 18 March 2024.

4. Impact for you as an investor

4.1 There is no change to the risk level or strategy of the Sub-Funds as a result of the proposed changes set out in this letter.

4.2 You are not required to take any action as a result of this letter.

5. Costs

5.1 The cost of introducing the proposed changes set out in this letter will be paid by the relevant Sub-Funds (via the general administration charge relevant for each Sub-Fund). Costs are estimated to be approx. **£18,750** plus VAT and will be apportioned between the Sub-Funds.

6. Notice

We are required to give you notice of the above changes, and this letter forms this notice.

7. Further Information

- 7.1 If you have any queries concerning the changes set out in this letter, please contact Thesis Unit Trust Management Limited on 01243 531234 between 9.00am and 5.00pm (Monday to Friday). Additionally, you may wish to consult your financial adviser if you are uncertain about the contents of this document.
- 7.2 If you require any special assistance or have additional needs (for example, you require this document in large print, braille or audio), please get in touch with us. If you are deaf, have hearing loss or are speech impaired, you can contact us by using the Relay UK service. You can do this either by using the app, or by dialling 18001 before our number using your textphone.

Yours faithfully

**For and on behalf of
Thesis Unit Trust Management Limited**

Annexure 1

Part 1 TM CRUX European Special Situations Fund (to be renamed TM Lansdowne European Special Situations Fund)

	Current wording	Proposed new wording
Investment Objective	The investment objective of the Fund is to achieve long term capital growth by investing in European (excluding the UK) equities of companies in special situations.	The investment objective of the Fund is to achieve capital growth, net of fees, over 5 year rolling periods by investing in equities of European (excluding the UK) companies in special situations (which may also provide an element of income).
Investment Policy	<p>The Fund aims to achieve its objective primarily through investment in equity securities of European companies in special situations where it is believed the company is considered undervalued. The Fund's portfolio will be managed on a concentrated basis. The Fund will be able to invest without restriction by market cap or sector.</p> <p>The Fund may also invest in other transferable securities money market instruments, cash and near cash and deposits.</p> <p>The use of derivatives is permitted by the Fund for efficient portfolio management purposes (including hedging), and borrowing will be permitted under the terms of the Regulations. On giving 60 days' notice to shareholders, the Fund may, in addition to its other investments powers, use derivatives and forward transaction for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.</p>	<p>The Fund aims to achieve the investment objective by investing 80% or more in European listed equities ((ordinary or preference shares) of which up to 5% may be in UK companies (defined as companies incorporated or domiciled in the UK) and which are in special situations (as defined in the investment strategy below)). The Fund may also invest in debt securities convertible into ordinary stocks and shares, cash, near cash, money-market instruments and deposits. The exposure to European listed equities may fall below 80% under difficult market conditions in which the Investment Manager believes that markets are expensive or when higher volatility is anticipated. This could include (but is not limited to) markets resulting from, or anticipating, extreme events (for example, the 2008 global financial crisis).</p> <p>The Fund's portfolio will be managed on a concentrated basis, meaning the Fund will hold typically between 20-40 holdings. The Fund will be able to invest without restriction by market cap or sector.</p>

	Current wording	Proposed new wording
	<p>Investors should note that while the investment objective of the Fund is to achieve long term capital growth there may be situations in which an income return is also achieved.</p> <p>Investors' attention is drawn to the detailed risk warnings in this prospectus.</p> <p>The Fund will be managed in a manner that maintains eligibility for ISAs.</p>	<p>The Fund may also invest up to 20% outside of Europe if the Investment Manager believes that it should be beneficial for the Fund.</p> <p>The use of derivatives is permitted by the Fund for efficient portfolio management purposes (including hedging), and borrowing will be permitted under the terms of the Regulations. It is not intended that the use of derivatives in this way will change the risk profile of the Fund. The Fund's use of derivatives is expected to be limited.</p> <p>Investors' attention is drawn to the detailed risk warnings in this prospectus.</p> <p>The Fund will be managed in a manner that maintains eligibility for ISAs.</p> <p>The Fund's investment portfolio is actively managed. This means that the Investment Manager actively makes decisions about how to invest the scheme property of the Fund instead of simply following a market index.</p>
Investment Strategy		<p>The strategy's aim is to identify specific situations of potential imbalances between supply and demand for the products of a company in which the Fund may seek to invest, thereby identifying potential for the company to increase in value.</p> <p>The magnitude or duration of growth for the company's products may be misunderstood and thus incorrectly discounted in equity valuations. Alternatively, the potential for capital withdrawal or industry consolidation may imply that supply will be removed from the company's sector, or divided</p>

	Current wording	Proposed new wording
		<p>between a fewer number of players such that future returns on capital can be higher than currently discounted.</p> <p>The Investment Manager seeks to continuously examine triggers which may accelerate a change in the market valuation for one or many European industries. These include changes in regulation, interest rates, the impact of technological progress and societal shifts in demand for a product or service.</p>
<p>Performance Comparator</p>	<p>The Fund uses the Investment Association Europe excluding UK Sector for performance comparison purposes only.</p> <p>The Performance Comparator was chosen because as an actively managed fund the Investment Association Europe excluding UK Sector provides a balanced view of the performance of the TM CRUX European Special Situations Fund in terms of a wider group of available funds with a similar geographical investment universe.</p> <p>The Performance Comparator is used to compare the Fund's rank or quartile as compared to the performance of other funds in the Investment Association Europe excluding UK Sector over a variety of time frames.</p> <p>The ACD reserves the right to change the comparator following consultation with the Depositary and in accordance with the rules of COLL. A change could arise, for example, where the ACD determines that an alternative may be more appropriate. Shareholders will be notified of such a change, in accordance with the rules in COLL.</p>	<p>The Fund uses the Morgan Stanley Capital International (MSCI) Europe excluding UK Index as a primary benchmark for performance comparison purposes.</p> <p>This index has been selected as a comparator for performance because the constituents are representative of the areas in which the Fund itself is likely to invest, and it is therefore an appropriate comparator for the Fund's performance.</p> <p>The Fund also uses the Investment Association Europe excluding UK Sector as a secondary benchmark for performance comparison purposes.</p> <p>The Investment Association Europe excluding UK peer group was chosen as a performance comparator because many funds sold in the UK are grouped into sectors by the Investment Association (a trade body that represents UK investment managers). The Investment Association Europe excluding UK Sector provides a balanced view of the performance of the TM Lansdowne European Special Situations Fund in terms of a wider group of available funds with a similar geographical investment universe.</p>

	Current wording	Proposed new wording
		<p>This performance comparator is used to compare the Fund's rank or quartile as compared to the performance of other funds in the Investment Association Europe excluding UK sector over a variety of time frames.</p> <p>These benchmarks are used for performance comparison purposes only and they are not target benchmarks and the Company is not constrained by them.</p> <p>The ACD reserves the right to change the comparator benchmarks following consultation with the Depositary and in accordance with the rules of COLL. A change could arise, for example, where the ACD determines that an alternative may be more appropriate. Shareholders will be notified of such a change, in accordance with the rules in COLL.</p>