

## AIFMD Investor Information Disclosure

<b><u>Name of Alternative Investment Fund ('AIF'):</u></b>	<b>British Empire Trust Plc</b>
<b><u>Name of Alternative Investment Fund Manager ('AIFM'):</u></b>	<b>Asset Value Investors Limited ("AVI")</b>
<b><u>Name of Depository:</u></b>	<b>J.P. Morgan Europe Limited</b>
<b><u>Name of Auditor:</u></b>	<b>KPMG LLP</b>
<b><u>Date of disclosure:</u></b>	<b>15 November 2017</b>

<b><u>Latest share price &amp; net asset value per share of the AIF:</u></b>	This can be found on the AIF's website: <a href="http://www.british-empire.co.uk">www.british-empire.co.uk</a>
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### **1. Introduction**

Pursuant to the Alternative Investment Fund Managers Directive, this investor reporting disclosure document is provided to all potential investors in AIFs located in the European Economic Area ("EEA") and also to EEA investors in AIFs located outside the EEA.

For ISA and Share Plan investors: This document should be viewed in conjunction with the Key Features Document and Terms and Conditions Document.

For any other investor: This document should be viewed in conjunction with the Annual Report and Accounts.

This document does not purport to provide complete details of the AIF and potential investors should not solely rely upon this document when determining whether to make this investment.

Furthermore, ISA and Share Plan investors should refer to the disclaimers contained within the Key Features Document and Terms and Conditions Document.

### **2. Performance Summary**

Refer to monthly newsletters which can be found on the AIF's website: [www.british-empire.co.uk](http://www.british-empire.co.uk)

### **3. Particulars of the AIF**

3a	Domicile of fund	United Kingdom
3b	Process by which the AIF may change its investment strategy or investment policy, or both	A Shareholder resolution is required to change the investment strategy or investment policy or both.
3c	Legal description of the contractual relationship entered into for the purpose of investment	British Empire Trust plc (the "AIF") was incorporated on 6 February 1889 and is a Public Limited Company which issues shares in return for cash sums. It is closed ended. Asset Value Investors Limited, a United Kingdom company, is

		<p>the investment manager of the AIF (the "Investment Manager"). The Investment Manager also serves as the investment manager of other investment funds and segregated accounts that may utilize investment strategies similar to the strategies used by the AIF.</p> <p>The Depository of the AIF is J.P. Morgan Europe Ltd, 25 Bank Street, London E14 5JP.</p> <p>The Depository may only re-use the assets with the consent of the AIFM and subject to any conditions that may be agreed with the AIFM.</p> <p>The Custodian of the AIF is JPMorgan Chase Bank, London Branch. The Custodian is entitled to delegate safekeeping to sub-custodians.</p> <p>The Depository retains liability for the loss of a financial instrument held in custody, and is only able to discharge that liability in certain limited circumstances.</p>
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**4. Investment Strategy, Objectives and Restrictions**

4a	AIF's investment strategy and objectives	<p>The investment objective of the AIF is to achieve capital growth through a focused portfolio of investments, particularly in companies whose share prices stand at a discount to estimated underlying net asset value.</p> <p>Investments are principally in companies listed on recognised stock exchanges in the UK and/or overseas, which may include investment holding companies, investment trusts and other companies, the share prices of which are assessed to be below their estimated net asset value or intrinsic worth.</p>
		<p><i>Investment Philosophy</i></p> <p>The Investment Manager's investment philosophy that is applied stresses economic return and absolute, rather than relative, value. This philosophy often means that the AIF will buy out-of-favour securities and will sell into periods of market enthusiasm. While this approach may lead to periods of relative underperformance, the Investment Manager believes that it offers significant investment opportunities that will produce substantial returns over the long term. Accordingly, the Investment Manager expects to take advantage of periods of market enthusiasm to sell, and times when lack of investor interest or despondency offers attractive buying opportunities.</p> <p>In selecting securities, the Investment Manager will</p>

		generally concentrate on securities that it believes will provide long term capital appreciation. The AIF will typically seek to invest in issuers having “high intrinsic value” (essentially having assets for which there would normally be a ready demand, even in unfavourable conditions) that are trading at what the Investment Manger believes to be a discount to their underlying value. Although the AIF does not anticipate taking a management position in any of its investments, the Investment Manager may work in conjunction with the management of companies that the AIF has invested in to increase shareholder value by measures such as, among others, stock buy-backs.
4b	Summary of the type of assets in which AIF may invest	Publicly traded equities, fixed income, securities convertible into equity and rights and warrants to purchase equity.
4c	Investment techniques that may be employed on behalf of the AIF and all associated risks	<p>Investment Techniques: Research and analysis focussing on companies whose shares stand at a discount to estimated underlying net asset value.</p> <p>Risks: An investment in the AIF may be deemed to be speculative and is not intended as a complete investment program. An investment in the AIF is subject to substantial risks – as follows:</p>
		<ul style="list-style-type: none"> <li>• The market value of investments and the income from the shares can go down as well as up, and the market price can reflect the underlying net asset value (NAV) and investor confidence in the future prospects of the AIF. Investment in Investment Trusts may be subject to sudden and large falls in value and you may not get back anything at all.</li> <li>• Past performance should not be seen as an indication of future performance.</li> <li>• Investment Trusts are specialised investments and may not be suitable for all investors. They should not form a disproportionate part of any portfolio and you should not invest more than you can afford.</li> </ul>
		<p><b>GEARING</b></p> <p>Investment Trusts are capable of borrowing in order to finance further investments. This is known as ‘gearing’.</p> <p>A ‘Geared Investment Company’ is an investment company that:</p> <ul style="list-style-type: none"> <li>• Uses or proposes to use, gearing as an investment strategy; or</li> <li>• Invests, or proposes to invest, in securities issued by other investment companies which use or propose to use gearing as an investment strategy. Gearing is an investment strategy adopted with a view to enhancing</li> </ul>

		<p>investment return, involving one or more of the following:</p> <ul style="list-style-type: none"> <li>• Borrowing money using one of the different forms of debt available to investment companies ('financial gearing');</li> <li>• Investing in securities, such as warrants or derivatives, for which a relatively small movement in the value of the underlying rights to which such security relates, whether favourable or adverse, results in a larger movement in the value of the security; or</li> <li>• Structuring the rights of holders of a security so that a relatively small movement in the value of the underlying assets, whether favourable or adverse, results in larger movements in the value of the security.</li> </ul> <p>The use of gearing by an investment company can result in:</p> <ul style="list-style-type: none"> <li>• The price of its securities being more volatile than the price of the underlying assets held by that investment company;</li> <li>• The securities being subject to sudden or large falls in value, which could result in investors in such securities getting nothing back.</li> </ul> <p>The impact of gearing as a strategy can, depending on market conditions, be both favourable and unfavourable. It will tend to be more positive in a rising market, though it will probably be unfavourable when markets move downwards. The impact may also vary depending on the rights attached to the individual security issued by the investment company in question.</p> <p>The decision to gear is a matter for the AIF's Board. Typically, the degree of financial gearing is stated in terms of a ratio, e.g. a gearing factor of 120 means that a company with equity of £100 million, has £20 million of bank borrowings. The level of gearing is not fixed and can change significantly over a period of time due to changes in assets, borrowings or structure.</p>
		<p><b>CHARGES</b></p> <ul style="list-style-type: none"> <li>• The AIF deducts part of its management charge from capital, which increases distributable income, at the expense of capital, which will either be eroded, or future growth constrained.</li> <li>• Your investment return will also be affected by the charges levied.</li> </ul>
		<p><b>EXCHANGE RATES</b></p> <p>Changes in exchange rates can affect the value of your investments. For example, if sterling strengthens against the currency in which the underlying investments of the</p>

		<p>trust are made, the net asset value of your investment trust holding will reduce, and vice versa.</p>
		<p><b>BONDS</b></p> <p>Bond yields (and as a consequence bond prices) are determined by market perception as to the appropriate level of yield given the economic background. Key determinants include economic growth prospects, inflation, the government’s fiscal position, short-term interest rates and international market comparisons. Projected returns from bonds are fixed as at the time of purchase, when the fixed coupon payments and final redemption proceeds are known.</p> <p>This means that, in the absence of default, if a bond is held until its redemption date, the total return achieved will be determined at its issue date. However, over the life of a bond, the yield (and hence market price) at any given time will depend on the market environment at that time. Therefore a bond sold before its redemption date is likely to have a different price to its purchase level and a profit or loss may be incurred.</p> <p>Convertibles are bond-type investments with rights to convert to company shares (or equities) or preference shares (these rank above equities but below bonds in the order of payment should a company go into liquidation) at some stated time in the future.</p> <p>Bonds and convertibles are subject to two types of risk, market (interest rate) risk and credit risk. Interest rate fluctuations affect the capital value of investments. Where long term interest rates rise the capital value of units is likely to fall, and vice versa. In addition to the interest rate risk, bond investments are also exposed to credit risk reflecting the ability of the borrower (i.e. bond issuer) to meet its obligations (i.e. pay the interest on a bond and return the capital on the redemption date).</p> <p>Generally, the higher the quality of issuer, the lower the interest rate at which they can borrow money. Issuers of a lower quality will tend to have to pay more to borrow money to compensate the lender (the purchaser of a bond) for the extra risk taken. The impact of any default is reduced by diversifying the portfolio across a wide spread of issuers and sectors.</p>

		<p><b>DEALING SPREADS (INCLUDING GOVERNMENT STAMP DUTY)</b></p> <p>The difference between the market dealing offer price (the price you pay to buy the share) and the market dealing bid price (the price which you would receive for the share if selling) is known as the dealing spread. This varies from day to day, and can be very wide on occasions. The price of the share must rise by this amount (together with charges and government stamp duty) before you will be able to realise your shares at a profit.</p>
		<p><b>EMERGING MARKETS</b></p> <p>Emerging markets tend to be more volatile than more mature markets and the value of your investments could in some circumstances move sharply either up or down. In some circumstances the underlying investments may become illiquid which may constrain the Investment Managers' ability to realise these.</p> <p>The registration and settlement arrangements in emerging markets may be less developed than in more mature markets so the operational risks of investing are higher. Political risks and adverse economic circumstances are more likely to arise putting the value of your investment at risk. Portfolios may also invest indirectly in emerging markets via American Depositary Receipts (ADRs) or Global Depositary Receipts (GDRs). Though operational risks here are significantly reduced, the value of these securities will also be impacted by political and economic developments in the underlying markets.</p>
		<p><b>DISCOUNT TO NET ASSET VALUE &amp; SHARE BUYBACKS</b></p> <p>The shares of Investment Trusts frequently trade at a discount to their published net asset value. The Board of the AIF seeks to manage the risk of any widening of the discount by regularly reviewing the level of discount at which the AIF's shares trade, and it will, if necessary and appropriate, limit any significant widening through measured buybacks of shares.</p>
4d	Investment restrictions	<p><b>General Restrictions</b></p> <p>The Investment Manager will generally adhere to the following restrictions in making its investment decisions for the AIF (each measured at the time of investment):</p> <ul style="list-style-type: none"> <li>• No holding to represent more than <b>15%</b> by value of the Company's investment portfolio at the time of investment.</li> </ul>

		<p><i>Hedging</i></p> <p>The Company may hedge exposures through the use of derivative instruments and may also hedge its foreign currency exposures, subject to Board approval.</p>
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**5. Liquidity and Risk Management**

5a	Description of the AIF's liquidity risk management	<p>Since the AIF is a UK Closed End Investment Trust there are no investor liquidity obligations to monitor the liquidity profile of the holdings within the portfolio against.</p> <p>However, the AIF does utilise leverage through the issuance of debenture stock, therefore the objective of liquidity risk management is to ensure that the AIF can comply with these obligations to its creditors.</p> <p>Monitoring is assessed as follows:</p> <ol style="list-style-type: none"> <li>1) Using the 30 day average trading volume of each holding a liquidity report to the AIFM's senior management will detail the percentage of the AIF that could be liquidated within 3,10 and 30 days.</li> <li>2) The results from point (1) will be assessed relative to the average and maximum leverage ratio defined for the AIF under the Leverage Policy to ensure that the debt obligations can be met.</li> <li>3) The liquidity report will also specifically name those assets and their respective value and weight within the AIF that, due to their illiquid nature, cannot be expected to be traded at all within 30 days.</li> </ol> <p>The liquidity report will be considered by AVI's Executive Directors on a monthly basis.</p>
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**6. Leverage**

6a	Circumstances in which the AIF may use leverage	<p>The AIF may use gearing to increase potential returns to shareholders.</p> <p>As an Investment Trust, the AIF is capable of leveraging (gearing) via 3 methods:</p> <ul style="list-style-type: none"> <li>- Borrowing money via the issuance of debt, including bank debt</li> <li>- Investing in securities such as warrants or derivatives</li> <li>- Structuring the rights of holders of a security</li> </ul> <p>The primary methods of gearing applied within the AIF are:</p> <ul style="list-style-type: none"> <li>- Debenture Stock: As at 15 November 2017 the AIF had an issue of £15,000,000 8 1/8 per cent</li> </ul>
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		<p>2023 Debenture stock.</p> <ul style="list-style-type: none"> <li>- Loan Notes: As at 15 November 2017 the AIF had two tranches of fixed rate, long-dated Loan Notes issued in January 2016 of £30m and €30m respectively, and a further €20m fixed rate, long-dated Loan Notes issued in November 2017.</li> </ul>
6b	Types and sources of leverage and associated risks	<ul style="list-style-type: none"> <li>- Borrowing money via the issuance of debt, including bank debt</li> <li>- Investing in securities such as warrants or derivatives</li> <li>- Overdraft facilities</li> </ul>
6c	Restrictions on the use of leverage and any collateral and asset reuse arrangements	Gearing not to be greater than twice the nominal capital and reserves of the Company. Stock lending is not permitted.
6d	Maximum level of leverage which may be employed on behalf of the AIF	Subject to 6c above, it is expected that no more than <b>50%</b> of NAV would be employed as gearing under the Gross method and no more than <b>30%</b> of NAV under the Commitment method.

## 7. Valuation

7a	Summary description of the AIF's valuation procedure	<p>1. Valuation of AIF Assets.</p> <p>Each asset will be priced using the prior business day closing bid price according to one of the following three levels of pricing transparency and/or availability.</p> <p><b>Level 1 – Easily observable market values</b></p> <p>For assets where quoted prices/values are readily available in active/liquid markets</p> <p><b>Level 2 – Observable markets that provide a good guide to the price of the asset, even though there is no direct market.</b></p> <p>It is the opinion of the AIFM that the Level 1 pricing principles (above) will not cover some of the assets in the AIF's portfolio as, in current markets, prices are either:</p> <ul style="list-style-type: none"> <li>(a) unavailable on a daily basis;</li> <li>or</li> <li>(b) available, but bearing little or no relation to fair market value or an executable level.</li> </ul> <p>Such assets will be valued by using a recognised proxy asset which does itself have an observable market price, or where a third party (i.e. a broker dealer) is willing and able to provide a pricing grid. The Investment Manager can determine suitable proxy assets and will document these in support of the price used, pending scrutiny and final sign off by the Valuation Team Manager of the</p>
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		<p>AIFM. This proxy asset price and/or any supporting documentation will be made available to any parties as required.</p> <p><b>Level 3 – No observable or direct markets</b></p> <p>If, in the opinion of the AIFM, the closing prices of the investments do not reflect their fair value, or are not available, the AIFM can utilise values that are estimated with care and in good faith by the Investment Manager pending scrutiny and final sign off by the AIFM.</p> <p>Investments not listed or traded on any regulated stock exchange or markets are valued by a competent person designated by the Directors of the Investment Manager.</p> <p>Fair values for unquoted investments, or investments for which the market is inactive, are established by using various valuation techniques in accordance with IPEVC guidelines. These may include arm’s length market transactions, the current fair value of another instrument which is substantially the same, discounted cash flow analysis and option pricing models. Where there is a valuation technique commonly used by market participants to price the instrument and that technique has been demonstrated to provide reliable estimates of prices obtained in actual market transactions, that technique is utilised. Where no reliable fair value can be estimated for such instruments, they are carried at cost subject to any provision for impairment.</p> <p><b>Interrogation of Pricing</b></p> <p>In addition to being the AIFM, Asset Value Investors Ltd also acts as Valuer. The Valuer is required to interrogate all prices within all pricing levels detailed above in order to prove accuracy, and will do this via two methods:</p> <ol style="list-style-type: none"> <li><b>1. Daily Price Variation Analysis.</b> <ol style="list-style-type: none"> <li>a. On a daily basis the change in price over the prior business day for all assets held within the portfolio will be monitored, and where any asset has moved by more than 5% the Valuer will go back to source data (Bloomberg and/or supporting price evidence) and verify that the price variation is correct.</li> <li>b. Where the price is incorrect it will be amended to the correct price within the Valuer’s database accordingly.</li> </ol> </li> <li><b>2. Monthly Price Verification</b></li> </ol>
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		<p>The Valuer must interrogate the validity of prices irrespective of price source, however the level of interrogation will alter depending on which pricing level the assets fall into. Below is set out the proposed verification process for each level.</p> <p><b>Level 1 – Easily observable market values</b></p> <ul style="list-style-type: none"> <li>- Since these prices are independently received from Bloomberg they can be treated with the greatest level of certainty, therefore for level 1 securities the Valuer will monitor daily to see stock that have either a) moved by more than 5% or b) have not changed price at all, and will investigate to ensure that those stocks are pricing correctly. If there is an issue the price will be corrected within the Valuer’s systems to reflect the correct price.</li> </ul> <p><b>Level 2 – Observable markets that provide a good guide to the price of the asset, even though there is no direct market</b></p> <ul style="list-style-type: none"> <li>- The Investment Manager will provide an explanation of, and justification for, the pricing methodology to be used for that security, including definition of proxy assets that do have an observable market price, or defining the third party (i.e. a broker dealer) who is willing and able to provide a pricing grid.</li> <li>- This will need to be assessed and agreed by the AIFM.</li> <li>- The AIFM will then continue to price level 2 assets based on the agreed pricing methodology and, on a monthly basis, save copies of the supporting evidence, either from the proxy assets or the third party.</li> </ul> <p><b>Level 3 – No observable or direct markets</b></p> <ul style="list-style-type: none"> <li>- For each security within Level 3 the Investment Manager will provide a model to support the pricing methodology for the asset. The Investment Manager will also need to detail when and how often this model is expected to be updated.</li> <li>- This model will need to be assessed and signed off by the AIFM.</li> <li>- The AIFM will continue to price the security at this model price and; <ul style="list-style-type: none"> <li>o On a monthly basis seek confirmation from the Investment Manager whether the model and/or price have changed.</li> <li>o Every 6 months request an updated model (whether it has changed or not) to support the ongoing pricing.</li> </ul> </li> </ul>
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		<p>On a monthly basis the AIFM will produce a report detailing all the assets and their respective pricing level within the AIF.</p> <p>2. Calculation of NAV</p> <p>The calculation of the NAV is delegated by the AIFM to the Administrator who will calculate the NAV in accordance with the AIF's pricing policy. The Administrator will report the NAV to the AIFM in line with the valuation schedule of the AIF and the AIFM will reconcile the NAV prior to sign-off.</p>
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### **8. Fair Treatment of Investors**

8a	Brief description on how a fair treatment of investors is ensured	<p>All investors are treated in an equal and fair manner in accordance with the Investment Manager's own 'Treating Customers Fairly' Policy.</p> <p>The AIF does not accept side letters.</p>
8b	Description of preferential treatment by investors	N/A. See 8a above.

### **9. Delegation**

9a	Description of any portfolio management or risk management function delegated by the AIFM	Neither the portfolio management or risk management functions are delegated.
9b	Description of other AIFM functions delegated by the AIFM	Fund administration, fund accounting and company secretarial services have been delegated to Capita Sinclair Henderson Limited, which is authorised and regulated in the UK by the FCA.
9c	Description of any safe-keeping function delegated by the depositary	The Depositary of the AIF (J.P. Morgan Europe Ltd) has delegated custody of the AIF's assets to JPMorgan Chase Bank, London Branch. Save where liability has been lawfully discharged, the liability of J.P. Morgan Europe Ltd with respect to the AIF's assets will not be affected.
9d	Description of any conflict of interest that may arise pursuant to any of the delegations described above	None.

### **10. Additional Disclosure Requirements**

10a	Most recent AIF Annual Report	The most recent AIF Annual Report can be obtained from the AIF's website <a href="http://www.british-empire.co.uk">www.british-empire.co.uk</a> or by contacting Asset Value Investors Ltd on +44 (0) 207 659 4800.
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10b	<p>Description of how the following periodic disclosure items will be disclosed to investors:</p> <p>(i) the percentage of the AIF's assets that are subject to special arrangements arising from their illiquid nature</p> <p>(ii) any new arrangements for managing the liquidity of the AIF</p> <p>(iii) the current risk profile of the AIF and the risk management systems employed by the AIFM to manage those risks</p>	<p>The periodic disclosure items are disclosed in the Monthly Newsletter to investors which can be obtained from the AIF's website <a href="http://www.british-empire.co.uk">www.british-empire.co.uk</a></p>
10c	<p>Description of how the following periodic leverage disclosure will be disclosed to investors:</p> <p>(i) any changes to (a) the maximum level of leverage that the AIFM may employ on behalf of the AIF; and (b) any right of reuse of collateral or any guarantee granted under the leveraging arrangement</p> <p>(ii) the total amount of leverage employed by that AIF.</p>	<p>The periodic leverage disclosure items are disclosed in the Monthly Newsletter to investors which can be obtained from the AIF's website <a href="http://www.british-empire.co.uk">www.british-empire.co.uk</a></p>

## **11. Fees, Charges and Expenses**

11.1		
	<p><b>CHARGES</b></p>	<p>Investment Management Fees: the annual fee payable to the Investment Manager is 0.7% of net assets. Performance fees are not payable.</p> <p>The AIF also incurs fees and expenses in connection with administration, directors' fees, promotional activities, legal fees, depositary and custodian charges and various sundry expenses. The fees for the last financial year are set out on page 58 of the Annual Report and Accounts for the AIF.</p> <p>Dealing Charges – Stamp Duty: Government Stamp Duty is payable on the purchase of any UK registered investment trust of 0.5%.</p> <p>Shares can be purchased through any authorised stockbrokers or online trading platform and will be subject to their charges.</p>

**12. Subscription and Redemption of Shares**

12.1	<b><u>Subscriptions:</u></b>	<p>Shares may be issued subject to Board consent, the appropriate shareholder authorities in place and FCA listing rule requirements.</p> <p>Shares can be bought and sold through a stockbroker, or a number of online platforms.</p>
12.2	<b><u>Redemptions:</u></b>	<p>Shares may be sold through a stockbroker or various online platforms.</p>

**13. Professional Liability Risk**

		<p>Professional liability risk is covered by the AIFM with a policy from QBE Insurance (Europe) Ltd (50%) &amp; Chubb Insurance Company Europe SE (50%).</p> <p>Notice period: 30 days</p> <p>Excess: £50,000</p> <p>Individual claim amount: £10,000,000</p> <p>Aggregate claim amount: £10,000,000</p>
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