

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or the action you should take you should consult a person authorised under the Financial Services and Markets Act 2000 to advise on investments of the type referred to in this document such as your stockbroker, solicitor, tax adviser, accountant or other financial adviser.

CIRCULAR

INFORMATION AND NOTICES OF MEETINGS OF SHAREHOLDERS

IN RELATION TO

**PROPOSED SCHEMES OF ARRANGEMENT
FOR THE MERGERS OF THE MAJORITY OF THE ASSETS OF THE MERGING FUNDS AS FOLLOWS:**

Merging Fund	into	Receiving Fund
7IM Absolute Return Portfolio		7IM Real Return Fund
7IM Income Portfolio		7IM AAP Income Fund

Merging Funds:

7IM Absolute Return Portfolio and 7IM Income Portfolio referred to collectively as the “**Merging Funds**”, are sub-funds of 7IM Funds (the “Company”), an open-ended investment company authorised and regulated by the FCA as a UK UCITS scheme.

Receiving Funds:

7IM Real Return Fund and 7IM AAP Income Fund, referred to collectively as the “**Receiving Funds**”, are sub-funds of 7IM Opportunity Funds and 7IM Investment Funds respectively, both being open ended investment companies authorised and regulated by the FCA as UK UCITS schemes.

ABOUT THIS DOCUMENT PACK

This document contains a Notice of Meeting of the shareholders of each of the Merging Funds (the "Meetings"). A letter to Shareholders containing the relevant background to the mergers and related proposals, and setting out the contents of this document starts on page 4.

Your attention is drawn to the fact that, due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis, the Meetings will be held in a virtual capacity via the internet. The Meetings will be held on 21 June 2021 at the time set out in the relevant notices and in the section of this letter with the heading "Timetable", through the Teams video conferencing service, which will be treated as the venue for the Meetings. For details of how to join the Meetings please see below after the next section regarding Forms of Proxy.

Important note about return of Forms of Proxy

In order to vote at the Meetings, you are required to complete and return the enclosed Form of Proxy (and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof)) in the envelope provided appointing the chair of the Meeting as your proxy. Please complete the enclosed Form of Proxy in accordance with the instructions on the form in relation to the Merging Fund or Funds of which you are a Shareholder. The Form of Proxy must be returned to Seven Investment Management LLP, 55 Bishopsgate, London EC2N 3AS as soon as possible and, in any event, to be valid, must arrive at least 48 hours before the time fixed for the relevant Meeting. The Form of Proxy is located at Appendix 7.

Failure to return the Form of Proxy by the required time will result in the Form of Proxy being void and your proxy will not be entitled to vote on your behalf as directed.

This document does not constitute an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorised, or to any person to whom it is unlawful to make such an offer or solicitation.

How to join the Meetings

The Meetings will be held via the internet through the Teams video conferencing service. You can join each Meeting and any adjourned meeting through the Teams application if you have this installed on your device (mobile phone, tablet, laptop or desktop computer) or through a supported web browser on your device. Alternatively, you can call into each Meeting for audio only.

1. Open the web browser
2. Go to <https://tinyurl.com/AbsoluteReturnEGM> for 7IM Absolute Return Portfolio EGM or <https://tinyurl.com/IncomeEGM> for 7IM Income Portfolio EGM
3. select **continue** on this browser, allow microphone and/or camera, input name
4. select **join now**.

(There is no meeting ID or meeting passcode (all external attendees will wait in a lobby before we approve entry))

Alternatively join by calling into the meeting for audio only:

Dial +44 20 3855 5202 on your telephone and when prompted enter the following Meeting Passcode:

Absolute Return 369 132 867#

Income 626 826 914#

TIMETABLE

In this document, unless the context requires otherwise, the terms used shall have the meaning set out in the Glossary in Appendix 6.

The following is the proposed timetable in respect of the proposals.

Action	Date
Qualification Date for shareholder voting	26 May 2021
Despatch documentation to shareholders	3 June 2021
Forms of Proxy to be returned	by no less than 48 hours before the time of the Meeting
Meeting of Shareholders of 7IM Absolute Return Portfolio	11.00 am on 21 June 2021
Meeting of Shareholders of 7IM Income Portfolio	11.15 am on 21 June 2021
End of interim distribution period	12 noon on 24 June 2021
Interim distribution	24 June 2021
Valuation of the Merging Funds	12.02 p.m. on 25 June 2021
Effective Time of the Scheme	12.03 p.m. on 25 June 2021
First day of dealings in New Shares issued in the Receiving Funds	09.00 a.m. on 28 June 2021

Please note: All references in this document to times refer to UK time, unless specifically stated otherwise. These times and dates may differ if Seven Investment Management LLP (the “ACD” or “7IM”) and the Depositary, agree that the Effective Date or Effective Time are to be other than as set out above.

3 June 2021

To: Shareholders in 7IM Absolute Return Portfolio and 7IM Income Portfolio, the Merging Funds

Dear Shareholder,

Proposed schemes of arrangement for the mergers of the majority of assets of the Merging Funds into the Receiving Funds and related proposals for the termination of the Merging Funds

In this document, unless the context requires otherwise, the terms used shall have the meaning set out in the Glossary in Appendix 6.

We are writing to you as a Shareholder in one or more of the Merging Funds to explain certain proposals in respect of the Merging Funds.

The actions for you to take in respect of these proposals are set out in paragraph 5 on page 8 of this document.

1. Merger of the majority of assets of the Merging Funds into the Receiving Funds

For the reasons set out below, it is proposed to merge the majority of the assets of each of the Merging Funds into the relevant Receiving Fund by way of a scheme of arrangement, details of which are set out in Appendix 1, and as shown in the table below:

Merging Fund	Receiving Fund
7IM Absolute Return Portfolio	7IM Real Return Fund
Merging Fund	Receiving Fund
7IM Income Portfolio	7IM AAP Income Fund

Please note that two of the assets held within each Merging Fund (referred to as the Residual Assets in this document) will not be transferred under the schemes of arrangement, as explained further below at paragraph 1.1. Shareholders will receive the proceeds of the disposal of the Residual Assets separately as explained at paragraph 2 of this letter below.

Each proposed scheme of arrangement requires the passing of an Extraordinary Resolution at an extraordinary general meeting of Shareholders of the relevant Merging Fund. The Notice of the Meeting including the resolution of Shareholders for each Merging Fund is set out in Appendix 5.

In the event that an extraordinary resolution is passed in relation to either Merging Fund, the Scheme will be effected for that Fund, independent of whether Shareholders of the other Merging Fund approve or reject the proposal.

The purpose of this document is to explain the background to the proposals, outline details of the proposals and their impact on Shareholders, the procedure by which the proposals will be carried out and the action you should take.

The actions which you are required to take are set out on in paragraph 5 of this letter.

1.1 Background and rationale to the proposals

7IM wrote to you on 17 March 2021, to advise you that the Merging Funds were suspended and we refer you to that communication (which is on the ACD's website at <https://www.7im.co.uk/our-funds/fund-communications>) for the detail of the decision to suspend. The suspensions were revisited after 28 days, as is required under the FCA Rules, and there has been no new information which would lead the ACD to enable the suspension of the Merging Funds to be lifted (again, the updated communication is available on the ACD's website at <https://www.7im.co.uk/our-funds/fund-communications>).

We believe that the merger proposals will, if approved, be in the best interests of Shareholders in the Merging Funds in that they will effectively provide an exit route out of the suspensions in relation to the majority of Shareholders' investment in the Merging Funds. This is because Shareholders will be able to place trades in the Receiving Funds, once the mergers are effected and they own shares (New Shares) in the Receiving Funds.

The remainder of Shareholders' investment in the Merging Funds in respect of the Residual Assets will not be transferred under the mergers. The distribution of the proceeds of their disposal to Shareholders will take considerably longer – please see paragraph 2 of this letter below.

The ACD considers that there are additional potential benefits that would arise from the mergers. First, Shareholders will immediately benefit from moving into lower-cost funds, as each Receiving Fund has a lower Annual Management Fee than its proposed Merging Fund. These differences are set out in Appendix 2. Furthermore, the mergers should create economies of scale by spreading the fixed running costs across a larger number of shareholders in the Receiving Funds, as well as providing the Investment Team with operational efficiencies, which we believe will add value to investors over time.

Since 7IM's acquisition of Tcam, and the transfer of the Funds from Valu-Trac as ACD to 7IM in February 2019, the ACD's investment team has as far as possible aligned the assets of the Merging Funds and the Receiving Funds in terms of the overall strategy being applied, the underlying securities held within them, and the level of volatility experienced by investors.

The Merging Funds and the Receiving Funds all invest primarily in collective investment schemes run by third party managers across a range of asset classes and strategies that are actively selected.

The Merging Funds are very much aligned with the Receiving Funds in terms of portfolio composition.

The consequence of the alignment of the Merging Funds and the Receiving Funds is that the performance of the Funds has also been similar, with any variance principally due to the illiquid holdings in the Merging Funds. The ACD therefore considers that each Merging Fund is of a similar nature to its proposed Receiving Fund as they are managed to an almost identical asset allocation with the same risk profiles.

It is important to note that the Merging Funds, have a material exposure to two illiquid assets. (Please see Appendix 2 for information on the percentages of these assets currently held by each of the Merging Funds). As you will be aware, concerns over these assets led to the suspension of the Merging Funds on 16 March 2021. It would not, however, be fair to the current, ongoing investors in the Receiving Funds for these illiquid assets to be transferred as part of the mergers, and to therefore be exposed to the illiquid holdings.

The proposal is therefore to retain the illiquid assets in the Merging Funds, with investors' interests in these holdings retained by the Merging Funds as they enter formal termination. The ACD would then continue with its efforts to dispose of the illiquid holdings in the best interests of Shareholders, and subsequently distribute the proceeds of their disposal to Shareholders in due course as soon as these become available.

1.2 Information concerning the Receiving Funds

A comparison of the similarities and differences in the Funds is set out in Appendix 2.

The Key Investor Information Document(s) (KIIDs) of the relevant Receiving Fund(s) for you is included with this circular.

The KIID is a two-page document that must be provided to you under the FCA Rules. The KIID contains essential information on funds at a share class level, including the investment objective, details of any specific risks and any costs associated with holding the fund. It should enable you to assess whether or not the relevant Receiving Fund meets your investment needs and, in conjunction with this document, assist you in deciding how to vote in relation to the Scheme. Please make sure that you read the relevant KIID(s).

1.3 Terms of the proposal

The formal terms of each Scheme are set out in Appendix 1 and you are urged to read the terms under which the proposal will be implemented. The proposed mergers of the majority of the assets of each

Merging Fund will only take place if the Extraordinary Resolution of Shareholders for the relevant Merging Fund is approved at the relevant Shareholder meeting on 21 June 2021.

The Scheme(s) will then be effected in line with the timetable set out on page 3 of this document. The majority of the assets of the relevant Merging Fund will be transferred to the relevant Receiving Fund (as set out in the Scheme) and, in return, Shareholders in the relevant Merging Fund will receive New Shares in the relevant Receiving Fund. No initial charge will be applied on the issue of New Shares as part of the transfer.

Shares in the Merging Funds in respect of the assets transferring under the Scheme, referred to in this document as the Transferring Classes of Shares will then be deemed to have been cancelled and will cease to be of any value.

Please note that you will not have cancellation rights in respect of the New Shares which are issued to you under the Scheme.

Shareholders in the Merging Funds will receive New Shares as set out in Appendix 2.

Under the terms of the Scheme, investors will, as ongoing Shareholders in the Merging Funds, also retain their interest in the Residual Assets retained by the Merging Funds, as the Funds commence termination upon the Scheme being implemented. As noted above, we will continue our efforts to dispose of the Residual Assets in the best interests of Shareholders and you will receive your proportionate share of the proceeds after their disposal is completed. The Merging Funds will then be terminated. Please see paragraph 2 below for further details.

If an Extraordinary Resolution is not approved, the transfer under the Scheme will not take place in respect of the Merging Fund in question and we will review the options for the Fund, which will therefore remain suspended. Options may include the Merging Fund in due course being terminated. The other merger will, if approved, proceed.

Any income available for allocation to income Shares from the end of the previous accounting period to 12.00 noon on the Effective Date will be transferred to the distribution account of the relevant Merging Fund and will be distributed to holders in due course. In the case of accumulation Shares, income allocated will be accumulated and reflected in the value of those Shares before, in the case of the Transferring Classes of Shares, their transfer under the Scheme is implemented.

1.4 **Dealing in Shares**

As the Merging Funds are currently suspended, it is not possible to process any request for subscriptions, redemptions or switches in the Merging Funds. Requests for redemptions, or switches will be rejected and will need to be resubmitted when dealing in the New Shares resumes at 9:00 a.m. on 28 June 2021.

Dealings by Shareholders in their New Shares will be possible from 9.00 am on 28 June 2021, being the next business day following the Effective Date. You will receive confirmation of the Scheme being effected within 10 Business Days of the Effective Date. You may deal in your New Shares before you receive the letter of notification confirming the allocation of New Shares to you.

If, assuming that the Merger is approved at the EGM, you wish to redeem your New Shares after the Effective Date, please contact Northern Trust as Administrator for further information on 0333 300 0354. We will not make a charge for redeeming or transferring your shares.

1.5 **Mandates and other instructions**

Unless you instruct us otherwise, mandates and other instructions in force on the Effective Date in respect of your Transferring Classes of Shares will continue to be effective mandates and instructions in respect of New Shares, and in respect of later acquired shares in the Receiving Fund.

1.6 **Tax consequences of the merger proposal**

Based on our understanding of current UK tax legislation, HM Revenue & Customs practice and the tax clearances that have been sought from HM Revenue & Customs, the Scheme should not involve a disposal of shares in respect of the assets transferring under the Scheme for capital gains tax purposes by UK resident individuals, whatever the size of your holding.

On the basis of stated HM Revenue & Customs practice, it is not anticipated that any UK stamp duty reserve tax, stamp duty or equivalent overseas taxes or duties will be payable in respect of the Scheme. However, in the event that any stamp duty reserve tax, stamp duty or equivalent overseas taxes or duties are payable in respect of the Scheme, such taxes and duties will be borne by the ACD.

A subsequent disposal of New Shares may, depending on individual circumstances, give rise to a liability to UK tax on chargeable gains.

Please also see Paragraph 2 below for further information in relation to the tax treatment of the Residual Assets.

Please note that a redemption of your New Shares received under the Scheme will be treated as a disposal of shares for tax purposes and you may be liable to capital gains tax on any gains arising from the redemption or switch of your shares. This of course depends on your individual circumstances and if you are unsure of how this may affect you please contact your financial adviser or your independent tax adviser.

The above is a summary of our understanding of current UK legislation and HM Revenue & Customs practice relevant to UK resident investors and is not a substitute for tax advice. It may be subject to change. The tax consequences of implementation of the Scheme may vary depending on the law and regulations of your country of residence, citizenship or domicile. If you are in any doubt about your potential liability to tax as a result of the implementation of the Scheme you should seek professional advice.

2. **Termination of the 7IM Absolute Return Portfolio and 7IM Income Portfolio Funds following the mergers and the disposal of the Residual Assets**

If the Extraordinary Resolutions of Shareholders in the Merging Funds are approved and the Scheme takes effect, we will commence the termination process for 7IM Absolute Return Portfolio and 7IM Income Portfolio Funds as soon as practicable after the Effective Date. This involves causing the scheme property of each Fund to be realised and its liabilities to be settled.

As the remaining scheme property of each Fund will consist after the Effective Date of the Residual Assets, which we are currently not able to dispose of, we will continue our efforts to effect this as noted above, but this process will we anticipate take some time. When in due course we have disposed of the Residual Assets, we will be able to distribute the net proceeds to Shareholders and complete the termination of the Funds. If we are able to dispose of the Residual Assets in stages, we may make more than one such distribution to Shareholders. We will keep you informed on progress. Although we are not able to offer further certainty at this point, on the timing or progress of such distributions, it is our intention to return distribution proceeds as soon and as a frequently as it is practicable to so.

In the event that any additional monies come into the Fund (for example, due to a payment to the Fund after the Effective Date, as well as on the final disposal of the Residual Assets) then this will be paid as a final return of capital when the termination process for the Fund is completed in due course.

Please be aware this will be deemed a disposal of your Shares in the Fund for capital gains tax (CGT) purposes and may give rise to a CGT liability. This will depend upon your individual circumstances. If you are in any doubt about your potential liability to tax as a result of the implementation of the Scheme you should seek professional advice.

3. **Costs**

The ACD will pay all the costs of implementing the proposals.

4. **Procedure for the Meetings**

4.1 To approve the changes noted in paragraph 1 above (approval of scheme of arrangement), separate meetings will be convened for each of the Merging Funds.

4.2 Implementation of each Scheme is dependent on the passing of the relevant extraordinary resolution included in the Notice of Meetings of shareholders in the Merging Funds which are set out in Appendix 5.

- 4.3 The procedure for the Meetings to approve the Scheme is set out in Appendix 3. Details of the various consents, clearances and a list of the documents relating to the Schemes which are available for inspection, are set out in Appendix 4.
- 4.4 The Extraordinary Resolution to be passed in the Scheme for each Merging Fund included in each Notice of Meeting of Shareholders which are set out in Appendix 5.
- 4.5 Details of the outcome of the Meeting of Shareholders will be notified to you after the meeting.

5. **Action to be taken**

- 5.1 To be passed, the extraordinary resolution requires a majority in favour of not less than 75% of the votes cast by proxy at the relevant Meeting, so it is important that you exercise your right to vote.
- 5.2 In order to vote at the Meetings, please complete and return the enclosed Form of Proxy appointing the chair of the Meeting as your proxy as indicated to arrive not later than 48 hours before the time of the relevant Meeting as follows:

Fund	Time	Date
7IM Absolute Return Portfolio	11.00	19 June 2021
7IM Income Portfolio	11.15	19 June 2021

- 5.3 Completion and return of the Form of Proxy will not preclude you from joining the Meeting(s) (and any adjourned meeting) virtually if you wish to do so. Please note that due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis, voting will take place via proxy appointment of the chair only. Consequently, there will be no opportunity to change your vote at the Meeting. Shareholders may however join the meeting virtually if they wish to do so, as set out on page 2 of this document, and the chair will take questions only.
- 5.4 For the reasons set out above, we consider the proposals set out in this document to be in the best interests of Shareholders and urge Shareholders to vote in favour of the mergers.

If you have any questions about the Funds, the change to the Instrument, or the terms of the Scheme, please either contact your financial adviser or call Northern Trust as Administrator on 0333 300 0354.

Yours faithfully,



Dean M. Proctor

Chief Executive Officer

for and on behalf of

Seven Investment Management LLP (as authorised corporate director of 7IM Funds ICVC).

APPENDIX 1

SCHEME OF ARRANGEMENT FOR THE MERGER OF THE TRANSFERRING CLASSES INTO THE RECEIVING FUNDS

1. Definitions

- 1.1 In the scheme of arrangement unless the context otherwise requires, capitalised terms shall have the meanings set out in the Glossary to this document in Appendix 6.
- 1.2 In addition, where relevant in the context, terms which are defined in the FCA Rules shall have the same meaning in this Scheme.
- 1.3 The Scheme applies separately to each of the Merging Funds.
- 1.4 If there is any conflict between the Scheme and the Instrument or Prospectus of the Merging Funds or Receiving Funds then the Instrument or Prospectus shall prevail. If there is any conflict between the Scheme and the FCA Rules, then the FCA Rules will prevail.

2. Meeting of shareholders of the Merging Funds

The merger of the Transferring Classes in each Merging Fund into the relevant Receiving Fund is conditional upon the passing of the Extraordinary Resolution at the Meeting of Shareholders of that Merging Fund, by which the Shareholders in the Merging Fund approve the Scheme in relation to such Merging Fund and instruct the ACD and the Depositary respectively to implement the Scheme.

If the Extraordinary Resolution is passed in respect of a Merging Fund, the Scheme will be binding on all shareholders of that Merging Fund (whether or not they voted in favour of it, or voted at all) and the Scheme will be implemented in relation to that Merging Fund as set out in the following paragraphs.

If only one of the Extraordinary Resolutions is approved, the Scheme will take place in respect of such Merging Fund only. The remainder of this Scheme applies only to a Merging Fund for which the Extraordinary Resolution for its merger has been passed.

3. Suspension of dealings in the Merging Funds

Dealing in the Shares of each of the Merging Funds has been suspended since 16 March 2021.

Shareholders in a Merging Fund may transfer or sell all or some of the resulting New Shares received under the Scheme from the first Dealing Day and on all subsequent Dealing Days after the Effective Date in accordance with the terms of the Prospectus of the relevant Receiving Fund.

4. Income allocation arrangements

- 4.1 An additional interim distribution date of 12 noon on the Effective Date will be created in respect of each Merging Fund. In all other respects the distribution periods of the Company are unaffected. This will enable income (if any) of each of the Merging Funds for the then current distribution period to 12 noon on the Effective Date to be distributed as soon as reasonably practicable (which is not expected to be later than 25 August 2021) and in the case of accumulation Shares, to be accumulated to those accumulation Shares and reflected in their value for the purposes of calculating the value and number of New Shares to be issued under the Scheme.
- 4.2 The Scheme does not introduce an additional accounting date for the Receiving Funds. Consequently income (if any) accruing to each Merging Fund from the start of the then current distribution period to the Effective Date will be taken into account in the value of the property attributable to shares in the Transferring Class in that Merging Fund for the purpose of calculating the number of New Shares to be issued under the Scheme.

5. Allocation of the property of the Merging Funds to new classes

- 5.1 Shares in each class in each Merging Fund will be exchanged for shares in a corresponding new Retained Class and in a corresponding new Transferring Class as at 12:01 p.m. on the Effective Date as follows.

5.2 The Residual Assets in each Merging Fund will be deemed allocated to the Retained Classes and the Transferring Assets will be deemed allocated to the Transferring Classes. The respective proportions of the Retained Class and of the Transferring Class will be determined in accordance with the respective proportions of the values of each Merging Fund represented by the Residual Assets and the Transferring Assets respectively.

6. Calculation of the values of the Transferring Classes and Receiving Funds

6.1 The value of the property attributable to shares in the Transferring Classes in each Merging Fund shall be calculated in accordance with the FCA Rules (and the provisions of the Instrument) as at 12:02 p.m. on the Effective Date less:

6.1.1 any income to be distributed in respect of the income shares (see paragraph 4 above) but taking into account income allocated to accumulation shares; and

6.1.2 the Retained Amount.

6.2 The value of the property attributable to the shares of the Receiving Funds shall be the value of the income and capital property attributable to each of the respective Receiving Funds in accordance with the FCA Rules (and the provisions of the Instrument) as at 12:02 p.m. on the Effective Date.

6.3 These valuations shall be used in the calculation of the number of New Shares to be issued under paragraph 7 below.

7. Issue of New Shares and transfer of property to the Receiving Funds

As at 12.03 p.m. on the Effective Date:

7.1 The Depositary shall transfer the Transferring Property of each Merging Fund (less the Retained Amount) as attributable to the Scheme Property of the Merging Fund and shall hold it as attributable to the property of the relevant Receiving Fund and shall make or ensure the making of any transfers and re-designations as may be necessary as a result. The Transferred Property will be in full payment for the New Shares to be issued under paragraph 8 below, and shall at all times be held in accordance with the Instrument of the Receiving Fund; and

7.2 New Shares will be issued to each Shareholder in proportion to that Shareholder's individual entitlement to the value of the relevant Transferring Class on the basis set out in paragraph 8 below.

7.3 All Transferring Shares in each Merging Fund shall be deemed to have been cancelled and shall cease to be of any value.

7.4 The ACD shall issue New Shares to the Shareholders in each Merging Fund (who are registered as holding shares in the Merging Fund on the Effective Date) free of any initial charge on the basis set out in paragraph 9 below.

8. Basis for the issue of the New Shares

8.1 New Shares of the appropriate class will be issued in the relevant Receiving Fund to each holder of Transferring Shares in place of those shares to the value of that Shareholder's individual entitlement to the Transferring Assets being transferred to the relevant Receiving Fund (based on the value of the Transferring Assets and of the relevant Receiving Fund as at 12 noon on the Effective Date).

8.2 The entitlement of each Shareholder in the total value of the relevant Receiving Fund immediately after the Scheme will be the same as that in the relevant Merging Fund immediately before the Scheme less the proportionate value of the Residual Assets in the Merging Fund. The prices of shares in the Merging Fund and New Shares will therefore not be identical, and the total number of New Shares received will be different from the total number of Transferring Shares held.

8.3 The classes of New Shares issued to Shareholders will be as follows:

7IM Absolute Return Portfolio:

Class in the Merging Fund	Class in the relevant Receiving Fund
Transferring Class (Class A Accumulation)	Class C Accumulation
Transferring Class (Class B Accumulation)	Class S Accumulation

7IM Income Portfolio:

Class in the Merging Fund	Class in the relevant Receiving Fund
Transferring Class (Class A Gross Income shares held)	Class C Income
Transferring Class (Class A2 Income)	Class C Income

9. Notification of the New Shares

- 9.1 Certificates are not issued in respect of New Shares.
- 9.2 Shareholders in the Merging Funds (or, in the case of joint holders, the first named of such holders in the register of holders of the Merging Fund) will be notified by the ACD of the number of New Shares issued to them within ten days of the Effective Date.
- 9.3 Transfers or redemptions of New Shares issued under the Scheme may be effected from the next business day after the Effective Date in accordance with the Prospectus of the relevant Receiving Company.

10. Mandates and other instructions in respect of the New Shares

Subject to the ACD receiving any new mandates or instructions to the contrary, mandates and other instructions in force on the Effective Date in respect of a holder of shares in the Merging Fund shall be deemed to be effective mandates and instructions in respect of the New Shares in the relevant Receiving Fund issued to that Shareholder under the Scheme and any later acquired shares in Receiving Funds (unless that Shareholder already holds shares in the Receiving Funds in which case the existing mandates and instructions in respect of those shares shall apply to the New Shares issued to him/her).

11. Costs, charges and expenses of the Scheme

- 11.1 The ACD and the Depositary shall continue to receive their usual fees and expenses for respectively managing and being depositary of the Company out of the property of the Merging Funds which fall due or are incurred prior to the Effective Date or, in the case of expenses only, are incurred after the Effective Date.
- 11.2 The costs of preparing and implementing each Scheme and transfers under it, including the costs of convening and holding the Meetings (and any adjourned meetings) of the Merging Funds, foreign taxes and duties (if any), legal costs payable in connection with each Scheme and any re-designation or registration costs, shall be borne by the ACD. It is not expected that stamp duty reserve tax will be payable. If it is it will also be borne by the ACD.
- 11.3 The costs associated with the subsequent termination of the Merging Funds will be borne by the ACD.
- 11.4 No initial charge shall be taken by the ACD on the issue of the New Shares.

12. Termination of the Merging Funds

- 12.1 On a Scheme becoming effective, the ACD shall proceed to terminate the Merging Funds in accordance with the terms of the Company's Instrument and Prospectus, the Scheme and the Regulations.

- 12.2 In addition to retaining the Residual Assets in the Merging Funds, the Depositary shall hold the Retained Amount, being cash and other assets out of the property of the Merging Funds, as a retention which will be utilised by the Depositary to pay outstanding liabilities of the Merging Funds attributable to the Transferring Shares in accordance with the provisions of the Instrument and the Regulations.
- 12.3 If, on the completion of the termination, there are any surplus monies remaining in either of the Merging Funds out of the Retained Amount they, together with any income arising, shall be transferred to the relevant Receiving Fund to be held by the Depositary as attributable to the relevant Receiving Fund but no further issue of shares in the Receiving Fund will be made as a result.
- 12.4 For the avoidance of doubt, the proceeds of sale of the Residual Assets, together with any income arising from them, will not be dealt with under a Scheme and in accordance with paragraph 12.3 above, but shall be distributed as part of the termination of the relevant Merging Fund to the relevant Shareholders in proportion to their holding of Retained Class(es) on the Effective Date.
- 12.5 On completion of the termination of each Merging Fund, the ACD and the Depositary shall be fully discharged from all obligations and liabilities in respect of that Merging Fund (other than those arising from any breach prior to such time).

13. The ACD and the Depositary to rely on the register

- 13.1 The ACD and the Depositary shall each be entitled to assume that all information contained in the register of Shareholders of the Merging Funds on and immediately prior to the Effective Date is correct, and to utilise the same in calculating the number of New Shares in each of the Receiving Funds to be issued and registered pursuant to the Scheme.
- 13.2 The ACD and the Depositary may each act and rely upon any certificate, opinion, evidence or information furnished to it by its respective professional advisers or by the auditors of the Funds in connection with the Scheme and shall not be liable or responsible for any resulting loss.

14. Alterations to the Scheme

- 14.1 The ACD and the Depositary may agree that the date chosen to be the Effective Date may be changed and the Effective Time may be changed from 12.03 p.m. and, if so, such consequential adjustments shall be made to the other elements in the timetable of the Scheme as they consider appropriate.
- 14.2 The terms of the Scheme may be amended as agreed by the ACD, and the Depositary (and approved by the FCA if necessary) subject to the ACD and the Depositary confirming that such amendment does not involve any holders or potential holders of shares of the Merging Funds or any holders or potential holders of shares of any of the Receiving Funds in any material prejudice. If there is any conflict between the Scheme, the terms of the Instrument and/or the most recently published Prospectus, then the Scheme will prevail. If there is a conflict between the FCA Rules and the Scheme, then the FCA Rules shall prevail.

15. Governing law

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

Dated: 3 June 2021

APPENDIX 2

COMPARISON OF SOME OF THE MAIN FEATURES OF EACH MERGING FUND AND THE RELEVANT RECEIVING FUND

7IM Absolute Return Portfolio into 7IM Real Return Fund

The table below shows a comparison of some of the main features of the 7IM Absolute Return Portfolio and the 7IM Real Return Fund.

For further details on the features of the, please refer to the enclosed Key Investor Information Document. The full prospectus of the Receiving Company is also available free of charge on request and at www.7im.co.uk

	Merging Fund 7IM Absolute Return Fund	Receiving Fund 7IM Real Return Fund
<i>Authorised Corporate Director</i>	Seven Investment Management LLP	Seven Investment Management LLP
<i>Category of Scheme</i>	UK UCITS scheme	UK UCITS scheme
<i>Address for Correspondence</i>	Seven Investment Management LLP Seven Investment Management LLP, Sunderland SR43 4BG	Seven Investment Management LLP Seven Investment Management LLP, Sunderland SR43 4BG
<i>Investment Objective and policy</i>	<p>The investment objective of the 7IM Absolute Return Portfolio is to provide a positive capital return over a 12 month period, regardless of market conditions, with a low level of realised volatility. Capital is in fact at risk and there is no guarantee that a positive return will be achieved over a 12 month, or any, period.</p> <p>In order to achieve absolute returns, assets held are likely to include eligible collective investment schemes for UCITS funds which have total return objectives, strategic bond funds, qualifying structured products and warrants.</p> <p>The fund may also invest in other transferable securities, money market instruments, deposits, cash and near cash. There will be no constraints in respect of the fund's geographic exposure.</p> <p>The fund may use derivatives for investment purposes or for Efficient Portfolio Management as appropriate.</p>	<p>The investment objective of the Sub-Fund is to seek growth in real terms over the medium to longer term. The Sub-Fund will aim to provide a total return, net of fees, that exceeds UK inflation (as measured by Consumer Prices Index-All Items) by 2% on average over a rolling three year horizon. Capital invested in the Sub-Fund is at risk and there is no guarantee that a positive return will be delivered over any one or a number of rolling three year periods. There may be a moderate risk to capital.</p> <p>The Sub-Fund will have a flexible investment policy, allowing investment in transferable securities, money market instruments, units in collective investment schemes, deposits, cash, near cash, and derivative instruments including forward transactions in accordance with the FCA Rules.</p> <p>There will be no restrictions on the underlying content of the investments held, in terms of investment type, geographical or economic sector and as a consequence, the ACD has the absolute discretion to weight the portfolio towards any investment type or sector, including cash at any time.</p> <p>The Sub-Fund may use derivatives for investment purposes as well as for Efficient Portfolio Management.</p>

Charges, fees and expenses		
<i>Ongoing charges figure estimated at 30.11.2020</i>	Class A Acc: 1.21% Class B Acc: 1.06%	Class C Acc: 1.02% Class S Acc: 0.92%
<i>Initial Charge</i>	Class A Acc: Nil Class B Acc: Nil	Class C Acc: Nil Class S Acc: Nil
<i>Redemption charge</i>	Nil	Nil
<i>Annual Management Charge</i>	Class A: £12,000 (per Sub-fund) plus 0.75% Class B: 0.60%	Class C: 0.60% (per annum) of the Net Asset Value of the Sub-fund attributable to that class (plus VAT if applicable) Class S: 0.50% (per annum) of the Net Asset Value of the Sub-fund attributable to that class (plus VAT if applicable)
<i>Depositary Charges</i>	- Up to £25 million – 4 bps per annum - £25 million to £50 million – 3.75 bps per annum - £50 million to £100 million – 3.5 bps per annum - thereafter – 3bps per annum (plus VAT) subject to a minimum of £15,000 (plus VAT) per annum per Sub-fund.	No change.
<i>Transaction charges levied by the Depositary</i>	£0 to £40 per transaction, varying from country to country depending on the markets and type of transactions involved.	No change.
<i>Custody charges</i>	0.0% to 0.12%, varying from country to country depending on the markets and type of transactions involved.	No change.
Accounting period ends		
<i>Annual</i>	31 May	No change
<i>Interim</i>	30 November	No change
Income allocation dates		
<i>Annual</i>	31 July	No change
<i>Interim</i>	31 January	No change
Available share classes		

<i>Classes of shares offered under the Scheme</i>	Class A Acc Class B Acc	Class C Inc and Acc *Class B Inc and Acc Class S Inc and Acc *No longer available
Minimum investment levels		
<i>Lump Sum</i>	Class A: £1,000 Class B: £10,000,000	Class C: £1,000
<i>Minimum Holding</i>	Class A: £1,000 Class B: £10,000,000	Class C: £1,000 Class S: £100,000
<i>Subsequent</i>	N/A (providing minimum holding is maintained)	N/A (providing minimum holding is maintained)
<i>Regular Savings Plan</i>	£100	£100
<i>Redemption</i>	N/A (providing minimum holding is maintained)	N/A (providing minimum holding is maintained)
Service providers		
<i>Auditor</i>	BDO LLP	BDO LLP
<i>Depositary</i>	Northern Trust Global Services SE	Northern Trust Global Services SE
<i>Registrar</i>	Northern Trust Global Services SE	Northern Trust Global Services SE
Other		
Pricing Basis	Single priced	Single priced
Valuation Point	12pm UK time on each dealing day	12pm noon UK time on each dealing day
Illiquid Assets as a percentage of Fund NAV	13.5%	N/A

Shareholders should note that past performance is not necessarily indicative of future performance and that the value of New Shares may go down as well as up.

7IM Income Portfolio into 7IM AAP Income Fund

The table below shows a comparison of some of the main features of the **7IM Income Portfolio** and the **7IM AAP Income Fund**.

For further details on the features of the **7IM AAP Income Fund**, please refer to the enclosed Key Investor Information Document. The full prospectus of the Receiving Company is also available free of charge on request and at www.7im.co.uk

	Merging Fund 7IM Income Portfolio	Receiving Fund 7IM AAP Income Fund
<i>Authorised Corporate Director</i>	Seven Investment Management LLP	Seven Investment Management LLP
<i>Category of Scheme</i>	UK UCITS scheme	UK UCITS scheme
<i>Address for Correspondence</i>	Seven Investment Management LLP, Seven Investment Management LLP, Sunderland SR43 4BG	Seven Investment Management LLP, Seven Investment Management LLP, Sunderland, SR43 4BG
<i>Investment Objective and policy</i>	<p>The investment objective of the 7IM Income Portfolio is to provide a relatively high level of income along with some long term capital growth from a global portfolio of equities, bonds and collective investment schemes.</p> <p>There may be occasions when the Investment Manager chooses to hold a high level of cash or money market instruments. There will be no particular emphasis on any geographical area or any industrial or economic sector.</p> <p>The fund may use derivatives for investment purposes or for Efficient Portfolio Management as appropriate.</p>	<p>7IM AAP (Asset Allocated Passives) Income Fund aims to provide income, while seeking to maintain capital over the long term (5 years or more). In relation to "AAP" (Asset Allocated Passives), see the investment strategy section below.</p> <p>The Sub-Fund invests at least 80% of its assets in fixed interest and equity instruments that, for the most part, use passive strategies (that is, strategies designed to track the performance of particular indices, market sectors or asset classes). The Sub-Fund will also invest in other asset classes such as property, commodities and private equity, indirectly through holdings in equities including investment trusts, exchange traded funds or other funds. The asset allocation for the entire portfolio will be actively managed.</p> <p>The other 20% of the Sub-Fund will be invested in liquid assets such as cash, deposits, money market funds and money market instruments, as well as warrants.</p> <p>In extraordinary market conditions (such as political unrest economic instability, war, the bankruptcy of large financial institutions or closure of a relevant market(s)), the Sub-Fund may temporarily invest up to 100% of its total assets in deposits, cash, near cash, treasury bills, government bonds or short-term money market instruments.</p> <p>The Sub-Fund's investments will be more focussed on income generating assets such as corporate debt securities but there will be</p>

		<p>an allocation to growth generating assets such as global equities.</p> <p>The Sub-Fund is likely to invest in derivatives for efficient portfolio management (EPM) (i.e. to reduce risk or cost and, or to generate extra income) as well as for investment purposes.</p>
Charges, fees and expenses		
<i>Ongoing charges figure estimated as at 30.11.2021</i>	<p>A Gross Inc 1.25%</p> <p>A2 Inc 1.25%</p>	<p>C Inc: 0.88%</p> <p>C Inc: 0.88%</p>
<i>Initial Charge</i>	Nil.	Nil
<i>Redemption charge</i>	Nil.	Nil
<i>Annual Management Charge</i>	<p>A Gross Inc: £12,000 (per Sub-fund) plus 0.75%</p> <p>A2 Inc: £12,000 plus 0.75%</p>	<i>C Inc: 0.50%</i>
<i>Depositary Charges</i>	<p>- Up to £25 million – 4 bps per annum</p> <p>- £25 million to £50 million – 3.75 bps per annum</p> <p>- £50 million to £100 million – 3.5 bps per annum</p> <p>- thereafter – 3bps per annum</p> <p>(plus VAT) subject to a minimum of £15,000 (plus VAT) per annum per Sub-fund.</p>	No change
<i>Transaction charges levied by the Depositary</i>	£0 to £40 per transaction, varying from country to country depending on the markets and type of transactions involved.	No change.
<i>Custody charges</i>	0.0% to 0.12%, varying from country to country depending on the markets and type of transactions involved.	No change
Accounting period ends		
<i>Annual</i>	31 May	No change
<i>Interim</i>	30 November	No change
Income allocation dates		
<i>Annual</i>	31 July	No change

<i>Interim</i>	31 January	No change
Available share classes		
<i>Classes of shares offered under the Scheme</i>	Class A Gross Inc Class A Inc	Class C Inc and Acc Class S Inc and Acc
Minimum investment levels		
<i>Lump Sum</i>	Class A Gross Inc: £1,000 Class A Inc: £1,000	Class C: £1,000
<i>Minimum Holding</i>	Class C: £1,000	Class C: £1,000
<i>Subsequent</i>	N/A (providing minimum holding is maintained)	N/A (providing minimum holding is maintained)
<i>Regular Savings Plan</i>	£100	£100
<i>Redemption</i>	N/A (providing minimum holding is maintained)	N/A (providing minimum holding is maintained)
Service providers		
<i>Auditor</i>	BDO LLP	BDO LLP
<i>Depositary</i>	Northern Trust Global Services SE	Northern Trust Global Services SE
<i>Registrar</i>	Northern Trust Global Services SE	Northern Trust Global Services SE
Other		
Pricing Basis	Single priced	Single priced
Valuation Point	12pm UK time on each dealing day	12pm UK time on each dealing day
Illiquid Assets as a percentage of Fund NAV	13.3%	N/A

Shareholders should note that past performance is not necessarily indicative of future performance and that the value of New Shares may go down as well as up.

APPENDIX 3

PROCEDURE FOR SHAREHOLDER MEETINGS

Notices of the Meetings (each a "Notice") of Shareholders of in each Merging Fund setting out the Extraordinary Resolutions to approve the proposed Scheme in respect of each Merging Fund, as applicable, are set out in Appendix 5.

Please note that due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis the Meetings will be held in a virtual capacity via the internet. Voting will take place via proxy appointment of the chair only. Shareholders may join the Meetings virtually if they wish to do so, as set out on page 2 of this document, and the chair will take questions only.

The quorum for each Meeting is two Shareholders in the relevant Merging Fund (as applicable), present by proxy.

If a quorum is not present within half an hour after the time appointed for the relevant Meeting, the Meeting will be adjourned to a date and time at least seven days later. Notice will be given of the adjourned meeting and at that meeting if a quorum is not present within 15 minutes from the time appointed for the meeting, one person present by proxy at the adjourned meeting and entitled to be counted in a quorum present at the meeting is a quorum.

The Depositary has appointed Liz Paradine, or failing her, any duly appointed representative of the ACD, to chair each Meeting.

Each resolution will be proposed as an "Extraordinary Resolution" and must be carried by a majority in favour of not less than 75% of the total number of votes validly cast by proxy at each Meeting. Persons who are shareholders in the relevant Merging Fund on the date seven days before the Notice is sent out, but excluding persons who are known to the ACD not to be shareholders at the time of the Meeting, are entitled to vote and be counted in the quorum.

Once passed, an Extraordinary Resolution is binding on all Shareholders in the relevant Merging Fund whether or not they voted in favour of it, (or voted at all).

The ACD is only entitled to be counted in the quorum and vote in respect of Shares which it holds on behalf of or jointly with a person who, if himself the registered Shareholder, would be entitled to vote and from whom the ACD has received voting instructions.

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

In view of the importance of the proposal, the chair of the Meetings will order a poll to be taken in respect of each resolution. On a poll, the voting rights attaching to each Share of the relevant Merging Fund are weighted according to the value of the Shares in issue at the date ten days before the Notice is sent out. A Shareholder entitled to more than one vote on a poll need not, if he votes, use all his votes or cast all the votes he uses in the same way.

At any adjourned meeting, one person present by proxy at the adjourned meeting and entitled to be counted in a quorum present at the meeting shall constitute a quorum. Any Forms of Proxy returned as required for the Meetings, will remain valid, unless otherwise instructed for the adjourned meeting.

APPENDIX 4

CONSENTS AND CLEARANCES

The ACD

The ACD confirms that in its opinion, if the Scheme is implemented, it is not likely to result in any material prejudice to the Shareholders in the Merging Funds or any other sub-funds of the Company.

The Depositary

The Depositary has informed the ACD that, while not having been responsible for the preparation of this document and not offering any opinion on the fairness or merits of the Scheme, which are matters for the judgement of each Shareholder in the Merging Funds, it consents to the references made to it in this document in the form and context in which they appear.

The ACD

Seven Investment Management LLP, as ACD of the Receiving Company, confirms that it is reasonably satisfied that the receipt of property under the Scheme by any the Receiving Funds:

1. is not likely to result in any material prejudice to the interests of shareholders in any of the Receiving Funds;
2. is consistent with the objectives of the Receiving Fund(s); and
3. can be effected without any breach of Chapter 5 of the COLL Sourcebook.

Financial Conduct Authority

The Financial Conduct Authority has confirmed by letter to Eversheds Sutherland (International) LLP, that implementation of the Scheme will not affect the authorisation of the Company as an authorised scheme under the OEIC Regulations.

Tax Clearances

Eversheds Sutherland (International) LLP has applied on behalf of the ACD to HM Revenue & Customs for confirmation that section 103K of the Taxation of Chargeable Gains Act 1992 should not apply to the Scheme and consequently section 103H of that Act should not be prevented from applying whatever the size of the holding. Accordingly, the Scheme should not involve a disposal of shares in the Merging Fund for the purposes of tax on capital gains. The New Shares in the relevant Receiving Fund would have the same acquisition cost and acquisition date for capital gains tax purposes for each UK Shareholder as the appropriate proportion of their existing shares. The Scheme will not proceed unless and until such confirmation is received.

Eversheds Sutherland (International) LLP has on behalf of the ACD also sought clearance from HM Revenue & Customs under section 701 of the Income Tax Act 2007 and section 748 of the Corporation Tax Act 2010. Such clearance would confirm that the Scheme does not create a tax advantage which should be cancelled. The Scheme will not proceed unless and until such clearance is received.

Documents available for inspection

Copies of the following documents are available for inspection upon request from the following email address Legal@7IM.co.uk until the date of the Meeting (or any adjournment):

1. the Instrument, Prospectus and Key Investor Information Documents of the Company and each Receiving Company;
2. The letter to the ACD from the Depositary referred to above;
3. The letter to Eversheds Sutherland (International) LLP from the FCA referred to above;
4. The letter from HM Revenue & Customs referred to above (when received); and

5. The last annual and half yearly reports and accounts of the Company and each of the Receiving Company.

APPENDIX 5

NOTICE OF MEETING OF SHAREHOLDERS OF 7IM ABSOLUTE RETURN PORTFOLIO

NOTICE IS HEREBY GIVEN that a Meeting of shareholders of the 7IM Absolute Return Portfolio (the "**Meeting**") will be held in a virtual capacity via the internet through the Teams video conferencing service, which will be treated as the venue for the Meeting, on 21 June 2021 at 11.00am to consider and, if thought fit, vote on the following resolution which will be proposed as an **EXTRAORDINARY RESOLUTION**:

THAT:

the scheme of arrangement (the "Scheme") for the transfer of the majority of the assets of **7IM Absolute Return Portfolio** (the "Merging Fund") into 7IM Real Return Fund (the "Receiving Fund"), a sub-fund of 7IM Opportunity Funds, the terms of which are set out in Appendix 1 to a document dated 3 June 2021 and addressed by Seven Investment Management LLP (the "ACD") to shareholders in the Merging Fund be and is hereby approved, and accordingly the ACD, Seven Investment Management LLP and Northern Trust Global Services SE (UK Branch) as Depository are hereby authorised to implement and give effect to the Scheme in accordance with its terms.



Dean M. Proctor

Chief Executive Officer

for and on behalf of

Seven Investment Management LLP (as authorised corporate director of **7IM Absolute Return Portfolio**)

3 June 2021

NOTES:

1. Please note that due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis, voting will take place via proxy appointment of the chair only. Shareholders should join the Meeting virtually if they wish to do so, as set out on page 2 of this document, and the chair will take any questions. As the Meeting is to be held in a virtual capacity via the internet it will not be possible for Shareholders to provide voting instructions during the Meeting. Completion and submission of an instrument appointing a proxy will not preclude a member from attending the Meeting in a virtual capacity.
2. To be passed, an extraordinary resolution must be carried by a majority in favour of not less than 75% of the total votes validly cast by proxy at the Meeting.
3. To be valid Forms of Proxy and the power of attorney or other authority (if any) under which they are signed (or a notarially certified copy thereof) must be deposited with Seven Investment Management LLP, returning the enclosed Form of Proxy in the reply-paid envelope provided not later than 48 hours before the Meeting on 19 June 2021.
4. On a poll, the voting rights attached to each share shall be such proportion of the voting rights attached to all of the shares (and fractions of a share) in issue as the price of the share (and fractions of a share) bears to the aggregate price(s) of all the shares (and fractions of a share) in issue on the date seven days before the Notice of Meeting is sent out. A shareholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same way.
5. The quorum for the Meeting is two shareholders present by proxy. If a quorum is not present within half an hour after the time for the meeting, the meeting will be adjourned to a date and time at least 7 days later. Notice will be given to the adjourned meeting and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, one person present by proxy at the adjourned meeting and entitled to be counted in a quorum shall constitute a quorum.
6. In notes 1 to 4 above the expression "shareholders" means persons who were shareholders in the Merging Fund on the date seven days before the Notice of Meeting was sent out but excluding persons who are known to the ACD not to be shareholders in the Merging Fund at the time of the Meeting and the expression "shareholder" should be construed accordingly.

NOTICE OF MEETING OF SHAREHOLDERS OF 7IM INCOME PORTFOLIO

NOTICE IS HEREBY GIVEN that a Meeting of shareholders of the 7IM Income Portfolio (the "**Meeting**") will be held in a virtual capacity via the internet through the Teams video conferencing service, which will be treated as the venue for the Meeting, on 21 June 2021 at 11.15 am to consider and, if thought fit, vote on the following resolution which will be proposed as an **EXTRAORDINARY RESOLUTION**:

THAT:

the scheme of arrangement (the "Scheme") for the transfer of the majority of the assets of **7IM Income Portfolio** (the "Merging Fund") into 7IM AAP Income Fund (the "Receiving Fund"), a sub-fund of 7IM Investment Funds, the terms of which are set out in Appendix 1 to a document dated 3 June 2021 and addressed by Seven Investment Management LLP (the "ACD") to shareholders in the Merging Fund be and is hereby approved, and accordingly the ACD, Seven Investment Management LLP and Northern Trust Global Services SE as Depositary are hereby authorised to implement and give effect to the Scheme in accordance with its terms.



Dean M. Proctor

Chief Executive Officer

for and on behalf of

Seven Investment Management LLP (as authorised corporate director of **7IM Income Portfolio**)

3 June 2021

NOTES:

1. Please note that due to the extraordinary circumstances resulting from the ongoing COVID-19 public health crisis, voting will take place via proxy appointment of the chair only. Shareholders should join the Meeting virtually if they wish to do so, as set out on page 2 of this document, and the chair will take any questions. As the Meeting is to be held in a virtual capacity via the internet it will not be possible for Shareholders to provide voting instructions during the Meeting. Completion and submission of an instrument appointing a proxy will not preclude a member from attending the Meeting in a virtual capacity.
2. To be passed, an extraordinary resolution must be carried by a majority in favour of not less than 75% of the total votes validly cast by proxy at the Meeting.
3. To be valid Forms of Proxy and the power of attorney or other authority (if any) under which they are signed (or a notarially certified copy thereof) must be deposited with Seven Investment Management LLP returning the enclosed Form of Proxy in the reply-paid envelope provided not later than 48 hours before the Meeting on 19 June 2021.
4. On a poll, the voting rights attached to each share shall be such proportion of the voting rights attached to all of the shares (and fractions of a share) in issue as the price of the share (and fractions of a share) bears to the aggregate price(s) of all the shares (and fractions of a share) in issue on the date seven days before the Notice of Meeting is sent out. A shareholder entitled to more than one vote on a poll need not, if they vote, use all their votes or cast all the votes they use in the same way.
5. The quorum for the Meeting is two shareholders present by proxy. If a quorum is not present within half an hour after the time for the meeting, the meeting will be adjourned to a date and time at least 7 days later. Notice will be given to the adjourned meeting and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, one person present by proxy at the adjourned meeting and entitled to be counted in a quorum shall constitute a quorum.
6. In notes 1 to 4 above the expression "shareholders" means persons who were shareholders in the Merging Fund on the date seven days before the Notice of Meeting was sent out but excluding persons who are known to the ACD not to be shareholders in the Merging Fund at the time of the Meeting and the expression "shareholder" should be construed accordingly.

APPENDIX 6

GLOSSARY OF TERMS USED IN THIS DOCUMENT

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

ACD	Seven Investment Management LLP, the authorised corporate director of the Company;
Administrator	Northern Trust Global Services SE (UK Branch), the entity appointed to act as administrator of the Company;
Auditor	BDO LLP, the auditor to the Company;
Business Day	Monday to Friday excluding public and bank holidays in England and Wales;
COLL	the Collective Investment Schemes Sourcebook which forms part of the FCA Rules;
Company	the 7IM Funds ICVC, incorporated in England and regulated by the FCA as a UK UCITS scheme, of which the Merging Funds are sub-funds;
Dealing Day	Monday to Friday excluding public and bank holidays in England and Wales;
Depository	Northern Trust Global Services SE (UK Branch) in its capacity as the depository of the Company;
Effective Date	the effective date of the Scheme, which shall be 25 June 2021 or such other date as may be agreed in accordance with paragraph 14.1 of the Scheme (contained in Appendix 1 of this document);
Extraordinary Resolution	the extraordinary resolution set out in the Notice of Meeting for the Merging Funds (contained in Appendix 5 of this document) approving the relevant Scheme;
FCA	the Financial Conduct Authority or any successor authority;
FCA Rules	The FCA Handbook of Rules and Guidance (as amended);
Forms of Proxy	the forms of proxy (set out in Appendix 7), to be completed by investors;
FSMA	Financial Services and Markets Act 2000 (as amended);
Funds	each of the Merging Funds and the Receiving Funds;
Instrument	the current instrument of incorporation of the Company or a Receiving Company, as appropriate;
KIID	key investor information document which is required to be issued to investors before they invest in a collective investment scheme;
Meeting(s)	the extraordinary general meetings of Shareholders to be held on 21 June 2021 (or any adjournment thereof) to consider and vote on the proposals described in this document;
Merging Fund(s)	Each of the 7IM Absolute Return Portfolio and the 7IM Income Portfolio, sub-funds of 7IM Funds ICVC;

New Shares	Shares of the appropriate type and class in the relevant Receiving Fund to be issued to Shareholders pursuant to the transfer of the Merging Funds on the terms set out in the Scheme;
OEIC	an Open-Ended Investment Company incorporated pursuant to Regulation 3 of the OEIC Regulations;
OEIC Regulations	the Open-Ended Investment Companies Regulations 2001 (as amended);
Prospectus	the current prospectus of the Company or the Receiving Company as appropriate;
Regulations	FCA Rules, FSMA and/or the OEIC Regulations (as amended);
Receiving Company	7IM Opportunity Funds for the 7IM Real Return Fund and 7IM Investment Funds for the 7IM AAP Income Fund, both incorporated in England and regulated by the FCA as UK UCITS schemes;
Receiving Fund(s)	Each of 7IM Real Return Fund, a sub-fund of the 7IM Opportunity Funds, and 7IM AAP Income Fund, a sub-fund of 7IM Investment Funds;
Relevant Receiving Fund	the Receiving Fund in which the Shareholder will receive New Shares as part of the Scheme;
Residual Assets	each Merging Fund's holdings in the illiquid holdings discussed in paragraph 1.1 of the letter;
Retained Amount	a retention from the value of the Transferring Assets, which is a sum estimated by the ACD (and agreed with the Depositary and the Auditor) to be necessary to meet the actual and contingent liabilities of the Merging Funds attributable to the Transferring Classes, and which shall be used for the purposes of discharging those liabilities;
Retained Class	the classes of Share in each Merging Fund as described in paragraph 5 of the Scheme;
Scheme	the scheme of arrangement for the merger of the Transferring Classes in the Merging Funds to the Receiving Funds as set out in Appendix 1 to this document;
Shareholder	a holder of Shares;
Shares	shares in the Merging Funds and Receiving Funds;
Sub-Funds	the sub-funds of the Company;
Transferring Assets	For the purposes of the Scheme, in relation to each Merging Fund, that proportion of the scheme property attributable to the Transferring Classes less the Retained Amount;
Transferring Classes or Transferring Classes of Share	the classes of Share in each Merging Fund as described in paragraph 5 of the Scheme;
Transferring Shares	Shares in each Merging Fund in the Transferring Classes of Share; and
UK UCITS scheme	A UK UCITS as defined in the glossary of definitions to the FCA Handbook.

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

APPENDIX 7

FORM OF PROXY – SCHEME OF ARRANGEMENT

For use at the meeting of Shareholders of the Merging Funds, to be held at the following dates and times and at any adjournment thereof:

Merging Fund	Date and Time	Please return by
7IM Absolute Return Portfolio	11.00 on 21 June 2021	11.00 on 19 June 2021
7IM Income Portfolio	11.15 on 21 June 2021	11.15 on 19 June 2021

Full Name (Capitals):

Address:

Account Number (if known):

Number of Shares (if known):

I/We being a shareholder/s of one or more of Merging Funds hereby appoint the chair of the meeting to act as my/our proxy at the meeting of shareholders to be held in a virtual capacity via the internet through the Teams video conferencing service, which will be treated as the venue for the Meeting, on 21 June 2021 (and at any adjournment thereof) and to vote on a poll for me/us and in my/our name(s) on the extraordinary resolution set out in the Notice of Meeting dated 3 June 2021 as indicated below.

EXTRAORDINARY RESOLUTION	FOR	AGAINST
<p>THAT the scheme of arrangement (the "Scheme") for the transfer of the majority of the assets of 7IM Absolute Return Portfolio (the "Merging Fund") into 7IM Real Return Fund (the "Receiving Fund"), a sub-fund of 7IM Opportunity Funds, the terms of which are set out in Appendix 1 to a document dated 3 June 2021 and addressed by the ACD to shareholders in the Merging Fund be and is hereby approved, and accordingly the ACD, Seven Investment Management LLP, and Northern Trust Global Services SE are hereby authorised to implement and give effect to the Scheme in accordance with its terms.</p>		
<p>THAT the scheme of arrangement (the "Scheme") for the transfer of the majority of the assets of 7IM Income Portfolio (the "Merging Fund") into 7IM AAP Income Fund (the "Receiving Fund"), a sub-fund of 7IM Investment Funds, the terms of which are set out in Appendix 1 to a document dated 3 June 2021 and addressed by the ACD to shareholders in the Merging Fund be and is hereby approved, and accordingly the ACD, Seven Investment Management LLP and Northern Trust Global Services SE are hereby authorised to implement and give effect to the Scheme in accordance with its terms.</p>		

Signature(s): (see Notes 3 and 4)

Dated:

NOTES:

1. Please indicate with a cross how you wish your votes to be cast in relation to the Extraordinary Resolution for the relevant Merger(s). If you do not do so your proxy may vote or abstain from voting at his discretion.
2. In the case of a body corporate, this Form of Proxy must be executed under the hand of an officer or attorney properly authorised in writing to sign on its behalf.
3. In the case of joint investors, only one investor needs to sign this Form of Proxy. If more than one investor votes, only the votes of the investor whose name stands first in the register of shareholders will be accepted to the exclusion of the others.
4. On a poll, each investor present (or being a corporation is present by its representatives properly authorised in that regard) by proxy has one vote for each complete undivided share in the property of the sub fund and a further part of one vote proportionate to any fraction of such an undivided share of which he is the holder. An investor entitled to more than one vote need not, if he votes, use all his votes, or cast all the votes he uses in the same way.
5. This Form of Proxy, to be valid, must reach the offices of Seven Investment Management LLP not later than 48 hours before the time fixed for holding the meeting of shareholders. A prepaid envelope has been provided for your convenience.
6. If this Form of Proxy is completed by an attorney, it must be accompanied by the power of attorney or other authority (if any) under which it is signed (or a notarially certificated copy thereof).
7. The completion and return of this Form of Proxy will not preclude you from attending the meeting should you decide to do so. Shareholders should join the meeting virtually if they wish to do so, as set out on page 2 of this document, and the chair will take any questions. As the meeting is to be held in a virtual capacity via the internet it will not be possible for shareholders to provide voting instructions during the meeting.