



Alternative Investment Fund Managers Directive (AIFMD) investor information

Invesco Perpetual UK Smaller Companies Investment Trust plc

This document has been prepared by Invesco Fund Managers Limited and provides you with key information about this investment trust as required by the AIFMD. It is not marketing material. You are advised to read it so you can make an informed decision about whether to invest.

1. Investment objective and policy

Investment objective

The Company's investment objective is to achieve long-term total return for shareholders primarily by investment in a broad cross-section of small to medium sized UK quoted companies.

Investment policy

The portfolio primarily comprises shares traded on the London Stock Exchange including those traded on AIM. The investment managers can also invest in unquoted securities, though these are limited to a maximum of 5% of gross assets at the time of acquisition.

The Manager seeks to outperform the benchmark index. As a result, the Manager's approach can, and often does, result in significant overweight or underweight positions in individual stocks or sectors compared with the benchmark. Sector weightings are ultimately determined by stock selection decisions.

Risk diversification is sought through a broad exposure to the market, where no single investment may exceed 5% of the Company's gross assets at the time of acquisition. The Company may utilise index futures to hedge risk of no more than 10% and other derivatives (including warrants) of no more than 5%. In addition, the Company will not invest more than 10% in collective investment schemes or investment companies, nor more than 10% in non-UK domiciled companies. All these limits are referenced to gross assets at the time of acquisition.

Borrowings may be used to raise market exposure up to the lower of 30% of net asset value and £25 million.

The Manager is required under the Directive to set limits on leverage. This is calculated on a different basis to commonly used gearing ratios and includes market and credit exposure gained by any method, not just borrowings. Limits are set intentionally above the levels that the Company would normally expect to employ. For these purposes the limits are that aggregate exposure as a percentage of NAV may not exceed 200% measured by the commitment method and 250% measured by the gross method. See paragraph 1 of the key information on page 3 for an explanation of these terms.

ESG Integration

The Manager is committed to ensuring it has robust systems and processes to take Sustainability Risks into account when making investment decisions in a way that best serves its clients and seeks continuous improvement in this area. A Sustainability Risk is an environmental, social or governance event or condition that Invesco considers could have a material negative impact on the financial value of one or more investments in the Company.

The Manager's approach to integrating a consideration of Sustainability Risks into its investment decision-making processes is founded on three central pillars: (i) focus on financially material risks; (ii) research basis and (iii) a systematic approach.

The Manager integrates Sustainability Risks into investment decisions through a multi-step process. The process starts with the identification of Sustainability Risk indicators considered to be financially material to a given issuer or industry, in the context of the relevant investment objective and policy. Investments of the Company will be assessed and/or assigned scores for these identified indicators, using one or more proprietary Invesco methodologies, depending on the strategy. These assessments will be taken into account in investment decisions, and also in any engagement activities.

The assessment of Sustainability Risk is not conclusive and does not necessarily mean that the Manager will refrain from taking or maintaining an investment position in the Company. Rather, the Manager will consider such assessment together with other material factors in the context of the specific investee company or issuer and the investment objective and policy of the Company.

For information on the Invesco policy on integration of Sustainability Risks, please refer to the website of the Manager.

2. Alternative Investment Fund Manager (AIFM) and fees

The investment trust has appointed Invesco Fund Managers Limited ('the Manager') as its Alternative Investment Fund Manager. The Manager is an associated company of Invesco Asset Management Limited ('IAML'), the Company's previous investment manager, which will continue to act as portfolio manager under delegated authority from the Manager and as company secretary and administrator. No changes are proposed to the way the investment trust's assets are invested as a result of the implementation of AIFMD.

The Manager is entitled to a management fee payable at the rate of 0.75% of the Company's gross assets under management.

3. Service providers

The Company has appointed service providers to assist the Board and the Manager in meeting regulatory requirements and the needs of investors:

- The Company's statutory auditor is Ernst & Young LLP, which audits the Company's Annual Financial Report and report to shareholders thereon;
- The Company's depository is The Bank of New York Mellon (International) Limited, which is responsible for safe-keeping of the Company's financial assets and for monitoring its cash flows; and
- The Company's registrar is Link Asset Services, which is responsible for maintaining and updating the register of members.

4. Specific risk factors applying to Invesco Perpetual UK Smaller Companies Investment Trust plc

The product invests in smaller companies which may result in a higher level of risk than a product that invests in larger companies. Securities of smaller companies may be subject to abrupt price movements and may be less liquid, which may mean they are not easy to buy or sell.

The investment trust may invest in derivatives. This means that the net asset value of the investment trust may, at times, be highly volatile. The use of derivative instruments involves certain risks (including market or communication breakdown, counterparty failure and credit risk) and there is no assurance that the objectives for the use of such instruments will be achieved.

85% of the annual management charge and finance cost and 100% of any performance related fee which becomes payable will be deducted from the Investment Trust's capital, which may boost income but constrain or erode long-term capital growth.

The investment trust may use borrowings to invest in the market. The use of borrowings by an investment trust may enhance the total return on its shares when the value of the company's assets is rising and exceeds the cost of borrowings, but it will have the opposite effect when the value is falling and when the underlying return is less than the cost of borrowing, thus reducing the total return on the shares. The use of borrowings may increase the volatility of the returns to shareholders and the net asset value per share. In certain circumstances, a fall in the underlying asset value of the investment company could result in it having to repay borrowings in whole or in part together with associated costs. This could adversely affect income and capital returns to shareholders. Repayment on any borrowings will rank ahead of capital payments to shareholders on a winding-up.

The investment trust expects to increase dividend payments by making use of its ability to distribute capital. To the extent the investment trust uses its ability to fund dividends using capital profit this will reduce capital growth.

As a result of COVID-19, markets have seen a noticeable increase in volatility as well as, in some cases, lower liquidity levels; this may continue and may increase these risks in the future. In addition, some companies are suspending, lowering or postponing their dividend payments, which may affect the income received by the investment trust during this period and in the future.

5. General risk factors applying to investment trusts

When making an investment in an investment trust you are buying shares in a company that is listed on a stock exchange. The price of the shares will be determined by supply and demand. Consequently, the share price of an investment trust may be higher or lower than the underlying net asset value of the investments in its portfolio and there can be no certainty that there will be liquidity in the shares.

The value of investments and any income will fluctuate (this may partly be the result of exchange rate fluctuations) and investors may not get back the full amount invested.

Potential investors should consider the following general risk factors before investing.

Market risk

An investment in an investment trust will involve exposure to those risks normally associated with investment in stocks and shares such as general economic conditions, market events and the performance of the underlying investments. As such, the price of shares and the income from them can go down as well as up and an investor may not get back the full amount invested. There is no assurance that the investment objectives of any investment trust will actually be achieved.

Currency exchange risk

An investment trust may be invested in securities denominated in currencies other than Sterling. Changes in exchange rates may adversely affect the value of any investment, which will have a related effect on the price of shares.

Investing in private and unquoted securities

An investment trust may have the ability to invest a proportion of its portfolios in private and unquoted securities. In addition to typical investment risks there may also be some additional specific risks, including: lack of liquidity which could impact the investment trust's ability to sell such investments at their true value; lack of pricing transparency; and less readily available information on the company. Ownership may be highly concentrated and certain company action may be driven by these majority owners.

Use of financial derivative instruments

An investment trust may use derivatives for the purposes of efficient portfolio management or for specific investment purposes. There may not be a precise correlation between price movements in the underlying securities, currency or index, on the one hand, and price movements in the investments, which are the subject of the hedge, on the other. In addition, an active market may not exist for a particular derivative instrument at any particular time. Should the manager's expectations in employing such techniques and instruments be incorrect, an investment trust may suffer a substantial loss, having an adverse effect on the Net Asset Value of the shares. Such instruments may cause greater fluctuations of the net asset value of the investment trust concerned. An investment trust's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations.

Counterparty risk

An investment trust may enter into derivatives transactions or place cash in bank deposit accounts, which would expose the investment trust to the credit of its counterparties and their ability to satisfy the terms of such contracts. In the event of a bankruptcy or insolvency of a counterparty, the investment trust could experience delays in liquidating positions and significant losses, including declines in the value of investments during the period in which an investment trust seeks to enforce its rights, inability to realise any gains on its investments during such period and fees and expenses incurred in enforcing its rights.

Use of warrants

An investment trust may invest in warrants. Warrants are instruments where the price, performance and liquidity are linked to that of an underlying security. However, the warrants market is generally more volatile and there may be more fluctuations in the price of the warrant than in the underlying security.

Custody risk

Each investment trust has appointed a Depository which is responsible for the safe-keeping of the assets owned by the investment trust. The Financial Conduct Authority requires that there is legal separation of non-cash assets held under custody and that records are maintained which clearly identify the nature and amount of all assets under custody, the ownership of each asset and where the documents of title to that asset are located. The Depository may, subject to certain conditions, delegate safe-keeping to a third party custodian but is liable to the investment trust for the loss by it or any delegate of financial instruments held in custody. In case of a potential bankruptcy of the Depository or delegated custodian, cash positions of the investment trust are not protected and there may be a delay in regaining full control of the non-cash assets.

Market suspension risk

An investment trust may invest in securities dealt on a market or exchange. Trading on a market or exchange may be halted or suspended due to market conditions, technical problems or other events and during such circumstances, the investment trust will not be able to sell the securities traded on that market until trading resumes. Further, trading of the securities of a specific issuer may be suspended by a market due to circumstances relating to the issuer. If trading of a particular security is halted or suspended, the relevant investment trust will not be able to sell that security until trading resumes.

Market liquidity risk

An investment trust may be affected by a decrease in market liquidity for the securities in which it invests which may mean that the Manager may not be able to sell shares in those securities at their true value.

Sustainability risk

An investment trust may be exposed to Sustainability Risks (an environmental, social or governance event or condition that the Manager considers could have a material negative impact on the financial value of one or more investments in an investment trust). The Manager seeks to mitigate the likely impacts of Sustainability Risks on the investment trust's returns, by taking these risks into account in its investment decisions, based on the likelihood of each risk occurring and the probable impact if it did. The Manager considers that its process for integration of Sustainability Risks into investment decisions should limit the potential financial impacts of Sustainability Risks on the overall financial returns of the investment trust. The choice of monitored Sustainability Risks is based on the judgement of the Manager and is not an exhaustive monitoring of all risks related to the environment, society or governance which could have a negative impact (whether or not material) on the value of an investment. The assessment of the likely impact of Sustainability Risks on the financial returns of the investment trust also relies on the judgement of the Manager and on the availability of reliable data. There can be no guarantee that the actual impact of the Sustainability Risks on the investment trust's returns will be correctly predicted, as the exposure to and materiality of Sustainability Risks changes over time and is difficult to predict, detect and quantify.

Key information

1. Investment strategy

See the Company's Investment policy and strategy set out in section 1 on page 1.

Leverage, for the purposes of the Alternative Investment Fund Managers Directive (AIFMD), is not synonymous with gearing as the term is commonly used. In addition to borrowings it encompasses anything that increases the Company's exposure, including foreign currency and exposure through derivatives. Two methods of calculating such exposure are provided in the AIFMD, gross and commitment, each of which is expressed as a ratio of the Company's net asset value. Under the gross method, exposure represents the sum of the Company's exposures, without any offsetting and excluding cash held in sterling. Under the commitment method, sterling cash balances, hedging and other netting arrangements designed to limit risk, are taken into account.

2. Changes to investment strategy

Material changes to investment policy may only be made with the prior approval of shareholders as required by the Listing Rules. Minor changes may be made by the Board from time to time. In each case changes will be disclosed to the market in accordance with applicable regulation.

3. Legal consequences of investment

Purchase of shares in the Company by an investor does not give rise to any contractual relationship between the investor and the Company.

While investors acquire an interest in the Company on subscribing for Shares, the Company is the sole legal and/or beneficial owner of its investments. Consequently, Shareholders have no direct legal or beneficial interest in those investments. The liability of Shareholders for the debts and other obligations of the Company is limited to the amount unpaid, if any, on the Shares held by them.

Shareholders' rights in respect of their investment in the Company are governed by the Company's articles of association and applicable company law.

4. Service providers

A list of the Company's principal service providers and their respective duties is set out in section 3 on page 1.

5. Professional liability

The Manager is required by the AIFMD regulations to cover any professional liability risk. It does so by retaining a portion of its capital reserves in accordance with the levels and standards required by the regulations, and by maintaining an appropriate level of professional indemnity insurance.

6. Delegation

- The Manager delegates the Company's portfolio management to Invesco Asset Management Limited as set out in section 2 on page 1.
- The Depositary delegates safe-keeping of investments to sub-custodians.
- The Manager has delegated fund accounting and pricing/valuation functions to The Bank of New York Mellon.

7. Valuation

The majority of the Company's investments are quoted on one or more exchanges and are valued using prices sourced from third party vendors of market data.

Where there is no active market, unlisted/illiquid investments are valued by the Directors at fair value based on recommendations from the Manager's Pricing Committee, which in turn is guided by the International Private Equity and Venture Capital Valuation Guidelines, using valuation techniques such as earnings multiples, recent arm's length transactions and net assets.

8. Liquidity risk

The Company's Ordinary Shares are not ordinarily redeemable at the option of shareholders. The Company's liquidity risk is measured and monitored daily.

9. Fees and expenses

The Manager is entitled to a management fee as set out in section 2 on page 1. In addition the Company will incur annual fees and expenses including fees for: depositary, registration services, directors and other operating expenses. Such expenses are all paid by the Company and thus indirectly borne by its shareholders.

The aggregate fees and expenses incurred each year are set out in the Company's annual financial report as Ongoing Charges.

The expenses of managing the Company are not subject to any maximum but are carefully monitored by the Board and the ongoing charges ratio provides a guide to the effect on performance of the annual operating costs. The Board reviews expenditure using an annual budgetary process.

10. Fair treatment

The Listing Rules set out Principles and Rules, to which the Company is subject, for the fair treatment of investors, notably Listing Principles 3 and 5. The Manager and the Company are required to ensure fair treatment of investors. This is achieved through application of relevant Financial Conduct Authority (FCA) rules and regulations that the AIFM and its delegates employ in its day-to-day activities in managing the Company.

11. Preferential treatment

The Company does not give any investor preferential treatment.

12. Issue and sale of shares

The Company's shares are not generally available for subscription by investors, but are available for investment on the Main market of the London Stock Exchange. From time to time the Company is permitted to issue shares subject to applicable limits and regulation including the Listing Rules and Prospectus Rules. Shares can be bought and sold directly through a stockbroker or an execution-only dealing service, or you can invest via a provider of packaged products such as savings schemes, ISA/NISA accounts and pension schemes.

13. NAV

The Company's net asset value per share (NAV) is announced daily to the market. Its shares are quoted on the London Stock Exchange and prices are available through a wide range of market data sources. NAVs and prices are also available on the Manager's website at www.invesco.co.uk/investmenttrusts

14. Annual report

The Company's most recent Annual Reports are available on the Manager's website at www.invesco.co.uk/ipukscit

15. Performance

Factsheets, including data relating to the Company's performance, are available on the Manager's website at www.invesco.co.uk/ipukscit

16. Prime broker

The Company does not have a prime brokerage firm.

17. Periodic reporting

Periodic reporting of information relating to liquidity and leverage will be made to the market through a Regulatory Information Service and will be available through a wide range of market data sources.

A link to regulatory news services can be found on the Manager's website at www.invesco.co.uk/ipukscit

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Further information

Client Services

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Important information

The information contained in this document is accurate as at 10 March 2021.

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