

15 February 2021

Dear Investor

Ballot letter - Amalgamation of the Ashburton Multi Manager Equity Fund and the Ashburton Growth Fund with the FNB Multi Manager Equity Fund

This letter is important and requires your immediate attention.

The purpose of this letter is to obtain your approval on the amalgamation of the Ashburton Multi Manager Equity Fund and the Ashburton Growth Fund established under the Ashburton Collective Investment Scheme with the FNB Multi Manager Equity Fund established under the FNB Funds Collective Investment Scheme.

This amalgamation ballot is conducted by the CIS Managers namely Ashburton Management Company (RF) (Pty) Ltd at the request of Ashburton Fund Managers (Pty) Ltd (FSP 40169), an investment manager of the Ashburton Multi Manager portfolios which post the amalgamation will be known as and continue as the FNB Multi Manager Equity Fund. The investment manager wants to consolidate their unit trust portfolio range under one brand and distribution strategy, namely FNB. The consolidation will allow the group to have a focused strategy to provide investors with quality investment solutions at reduced costs and a single point of access to a wide range of risk profiled products.

Please see the details below

Source Portfolios (under Ashburton Collective Investment Scheme)

Ashburton Multi Manager Equity Fund and
Ashburton Growth Fund

Destination Portfolio (under FNB Funds Collective Investment Scheme)

FNB Multi Manager Equity Fund

The proposed changes will be effected at no cost or loss of value to you as the investor in the existing portfolios with the FNB Multi Manager Funds established under the FNB Funds Collective Investment Scheme.

A vote in favour of the amalgamation will terminate the services offered by Ashburton Collective Investment Scheme and replace those with services to be offered by the FNB Funds Collective Investment Scheme. This affords you, as an investor, an opportunity to vote in favour of, or against, the proposed amalgamation. If you are in any doubt about what action to take, **please consult your financial adviser, or contact Ashburton Investments directly on +27 (0) 860 000 339.**

Action required

- *Please complete the enclosed Ballot Form and return it to our auditors, PWC in the accompanying pre-paid self-addressed envelope, or email the Ballot Form to za_ashburtonballots@pwc.com, before **30 March 2021**.*
- *If you have already disposed of your investment, no action is required.*

In terms of section 99 of the Collective Investment Schemes Control Act 45 of 2002, the ballot will be valid if the majority of investors vote in favour of the amalgamation. **Absence of a response will be regarded as a vote in favour of the amalgamation.**

How the proposed amalgamation affects your investment

Section 99 (3) (a) of the Collective Investment Schemes Control Act stipulates that on the effective date, every investor "shall... hold in the new scheme or portfolio, such participatory interests with an aggregate money value that is not less than the lower of the net asset value or market value, as may be fair and reasonable in the circumstances of the participatory interests which such investor, immediately before the date on which the proposed transaction becomes effective, held in an original scheme or portfolio."

In other words, when the portfolios are amalgamated, investors will be issued with replacement participatory interests in the new portfolio. The replacement participatory interests will be equal in market/monetary value to the participatory interests held before the amalgamation, although the number of participatory interests held may change.

Tax implications

From an income tax perspective, the roll-over relief provided for in terms of section 44 of the Income Tax Act No 58 of 1962 will apply, with the result that the amalgamation will not trigger income tax or capital gains tax (CGT) and the cost and acquisition date of the participatory interests in the Source Portfolio will be carried over to the participatory interests in the Destination Portfolio.

Charges, performance and unit pricing

- Investors will not be liable for the payment of any additional fees, charges, taxes or brokerage as a result of the amalgamation.
- Future performance and unit pricing will be determined by the new amalgamated portfolios.

Please refer to Appendix A for a summary of the similarities and differences of the portfolios to be amalgamated.

Commitment to Treating Customers Fairly principles

The Ashburton Management Company (RF) Proprietary Limited and the FNB CIS Manco (Pty) Ltd, who respectively offer the Ashburton Collective Investment Scheme and the FNB Funds Collective Investment Scheme, are committed to the fair treatment of its customers and the six TCF outcomes are deeply engrained in how both deal with customers. With specific reference to the proposed amalgamations of the Ashburton Multi Manager portfolios with the FNB Multi Manager portfolios, we would like to reiterate that clients will not face unreasonable post-sale barriers in changing product, switching providers, submitting a claim or making a complaint.

Your rights as an investor

The rights of investors are firmly entrenched in the Collective Investment Schemes Control Act and the Deed. In terms of section 99 of the Act, the Financial Sector Conduct Authority (“the Authority”) requires that:

- All investors invested in the affected portfolios will be advised, in writing, of the details of the proposed amalgamation of the collective investment scheme portfolios.
- All investors are given an opportunity to vote in favour of, or against, the proposed amalgamation.
- An independent auditor will verify the outcome of the ballot.
- The Authority will not consent to the amalgamation of portfolios unless it is satisfied that the amalgamation will not be detrimental to investors.
- Should you not be comfortable with the amalgamation proposal, in so far as it relates to the portfolio in which you hold participatory interests, you may switch your investments to any of the funds available, at no switching cost, provided that we receive your switching instructions before **30 March 2021**. Should you not be comfortable with the proposal and do not wish to switch your investments you may elect to redeem your participatory interests at any time and withdraw your money at the net asset value price, as defined in the Deed, subject to that it is a discretionary investment. Please note that redeeming or switching your participatory interests will trigger a tax event.

Enclosed is a ballot form. Please complete, sign and return the ballot form below to our auditors in the enclosed pre-paid, self-addressed envelope to reach us by no later than midnight on **30 March 2021**.

If investors do not participate in the amalgamation ballot timeously, they will be deemed to have voted in favour of the amalgamation.

COVID-19 contingency

Due to the impact of the current COVID-19 crisis we have implemented various contingency plans, amongst others:

- In the event that you are unable to provide us with a copy of your signed ballot letter, then please contact us via email or call us and we will arrange for alternative arrangements to assist you in getting your vote to the auditors before the due date.
- In the event of the ballot being aborted or delayed before the response deadline, **30 March 2021**, we will stop the ballot process. In such case we will agree a new effective date with the Authority and recirculate ballot letters once we can recommence with the ballot process.
- In the event that the response deadline is met and the ballot is successful, but the effective date has to be postponed, then we will agree a new effective date with intermediary investment platforms and obtain approval from the FSCA where after we will notify investors of the change.

Effective date of amalgamation

The effective date of the proposed amalgamation shall be **3 May 2021**, provided that the necessary consent is obtained from investors and the Authority.

Special income distribution

The Authority requires that all accrued income in Portfolios to be transferred be distributed prior to the amalgamation taking place. In line with this requirement, the Source Portfolios will distribute a special income declaration and the pay out or reinvestment thereof will be handled in accordance with your current income distribution instructions.

For more information

Should you require further information about what action to take, please consult your **financial advisor, or contact Ashburton Investments directly on +27 (0) 860 000 339.**

Attachments

Appendix A: Comparison between the source and target portfolios

Appendix B: Ballot Form

Yours sincerely

Ashburton Investments



Appendix A: Portfolio Comparisons (with investment policy changes underlined)

ASHBURTON GROWTH FUND	ASHBURTON MULTI MANAGER EQUITY FUND	FNB MULTI MANAGER EQUITY FUND
<p>Investment policy</p> <p>The objective of the Ashburton Growth Fund is to achieve capital growth over the longer term, by investing primarily in equities <u>and similar growth-orientated instruments.</u></p> <p>In order for the portfolio to meet its investment objectives, it will apart from assets in liquid form, the portfolio will maintain <u>an overweight asset allocation to local equities, whilst retaining the</u></p>	<p>Investment policy</p> <p>The Ashburton Multi Manager Equity Fund's <u>primary</u> objective is to provide investors with above average growth in capital over the medium to long term. The portfolio has an aggressive risk profile and volatility of capital values can happen over the short term and this will be achieved in terms of the investment policy of the portfolio, based on the types of assets the portfolio will be allowed to invest in.</p> <p>Apart from assets in liquid form as allowed by the Act, the portfolio will consist of selected equities <u>throughout all the sectors of the JSE Limited.</u> The portfolio will also be allowed to invest in listed and</p>	<p>Investment policy</p> <p>The objective of the FNB MULTI MANAGER EQUITY FUND is to provide investors with above average growth in capital over the medium to long term. The portfolio has an aggressive risk profile and volatility of capital values can happen over the short term; this will be achieved in terms of the investment policy of the portfolio, based on the types of assets the portfolio will be allowed to invest in.</p> <p><u>The portfolio will be a general equity portfolio.</u></p> <p>Apart from assets in liquid form as allowed by the Act, the portfolio will consist of selected equities (<u>“shares”</u>)</p>



<p><u>ability to actively allocate a smaller exposure to other asset classes, including money market instruments, bond, income and property instruments.</u> The portfolio will also be allowed to invest in listed and unlisted financial instruments as allowed by the Act. <u>Such decisions will be made by the Manager through the careful monitoring of trends and cycles in the investment markets.</u></p> <p>The portfolio may also invest in participatory interest in portfolios of collective investment schemes registered in the Republic of South</p>	<p>unlisted financial instruments as allowed by the Act. The exposure to equity will range between a minimum of 80% (including international equity) and 100% (or such limits as permitted by the legislation) and the investment manager will be allowed to invest in securities as allowed by the Act from time to time in order to achieve these limits. The manager will also be permitted to invest on behalf of the portfolio in offshore investments as permitted by legislation.</p> <p>The manager will in executing the investment policy as contained herein manage this portfolio on a multi manager basis. <u>The manager will appoint the best breed of underlying asset managers to manage the portfolio. The managers will be selected according to the Ashburton Multi Manager investment philosophy and process as approved by the Ashburton Multi Manager Investment Committee.</u></p> <p>The Trustee shall ensure that the investment policy set out in the preceding clauses is adhered to; provided that nothing contained in this clause shall</p>	<p><u>and “preference shares” as allowed by the Act).</u>The portfolio will also be allowed to invest in listed and unlisted financial instruments as allowed by the Act. The exposure to equities will range between a minimum of 80% (including international equity) and 100% (or such limits as permitted by the legislation) and the Manager will be allowed to invest in securities as allowed by the Act from time to time in order to achieve these limits. <u>The exposure to securities as allowed by the Act other than equities will thus be limited to 20%.</u> The Manager will also be permitted to invest on behalf of the portfolio in offshore investments as permitted by legislation.</p> <p>The Manager will in executing the investment policy as contained herein manage this portfolio on a multi manager basis. The Manager will appoint the underlying asset managers to manage the portfolio.</p> <p>The portfolio may also invest in participatory interests or any other form of participation in portfolios of collective investment schemes or other similar</p>
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<p>Africa or of participatory interests in collective investment schemes or other similar schemes operated in territories with a regulatory environment which is to the satisfaction of the manager and the trustee of a sufficient standard to provide investor protection which is at least equivalent to that in South Africa. These underlying CIS portfolios will have an investment policy that supports the investment objective and investment policy of the Ashburton Growth Fund.</p> <p>The Trustee shall ensure that the investment policy, as set out above, is adhered to, providing that nothing contained in the investment policy shall preclude the Manager from varying the ratio of the aforementioned securities relative to each other (except as required by the Act) or the securities themselves, <u>should changing economic factors or market conditions so demand or to meet the requirements, if applicable, of any exchange formally</u></p>	<p>preclude the Manager from varying the proportions of securities in terms of changing economic factors or market conditions or from retaining each in the portfolio and/or placing cash on deposit.</p> <p>The Manager from time to time invest in participatory interests or any other form of participation in portfolios of collective investment schemes or other similar schemes as the Act may allow from time to time, and which are consistent with the portfolio's investment policy. Where the aforementioned schemes are operated in territories other than South Africa, participatory interests or any other form of participation in portfolios of these schemes will be included in the portfolio only where the regulatory environment is, to the satisfaction of the Manager and the trustee, of sufficient standard to provide investor protection at least equal to that in South Africa.</p>	<p>schemes as the Act may allow from time to time, and which are consistent with the portfolio's investment policy. Where the aforementioned schemes are operated in territories other than South Africa, participatory interests or any other form of participation in portfolios of these schemes will be included in the portfolio only where the regulatory environment is, to the satisfaction of the Manager and the Trustee, of sufficient standard to provide investor protection at least equal to that in South Africa.</p> <p>The Trustee shall ensure that the investment policy set out in the preceding clauses is adhered to, provided that nothing contained in this clause shall preclude the Manager from varying the proportions of securities in terms of changing economic factors or market conditions or from retaining cash in the portfolio and/or placing cash on deposit.</p>
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<p><u>recognized in terms of legislation.</u> Nothing contained in the investment policy shall preclude the Manager from retaining cash in the portfolio and/or placing cash on deposit in terms of the deed.</p> <p>For the purpose of this portfolio, the Manager shall reserve the right to close the portfolio <u>of</u> new investors on a date determined by the Manager. This will be done in order to be able to manage the portfolio in accordance with its mandate. The Manager may, once a portfolio has been closed, open that portfolio again to new investors on a date determined by the Manager.</p> <p>The Trustee shall ensure that the investment policy set out in this supplemental deed is carried out.</p>		<p>For the purpose of the FNB Multi Manager Equity Fund the Manager shall reserve the right to close the portfolio to new investors. This will be done in order to be able to manage the portfolio in accordance with its mandate. This critical size shall be determined from time to time by the Manager. The Manager may, once a portfolio has been closed, open that portfolio again to new investors on a date determined by the Manager.</p>
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Portfolio Benchmark CPI + 4% over a 5-year rolling period	Portfolio Benchmark FTSE/JSE All Share Index (Total Return)	Portfolio Benchmark FTSE/JSE All Share Index (Total Return)
Service charges Class A: 1.50%, Class B2: 2.10% Class B3: 0.85%	Service charges Class B1: 0.90%, Class A1: 1.25%, Class A2:1.00% Class B2: 1.10%, Class L: 0.70%	Service charges Class B1: 0.90%, Class A2:1.00% Class B2: 1.10%, Class L: 0.70%
Performance Fees None	Performance Fees None	Performance Fees None
Distribution declaration dates 30 June/31 December	Distribution declaration dates 30 June/31 December	Distribution declaration dates 30 June/31 December
ASISA Category SA Multi Asset Flexible	ASISA Category SA Equity General	ASISA Category SA Equity General
Trustee Standard Bank of South Africa Limited	Trustee Standard Bank of South Africa Limited	Trustee Standard Chartered Bank Limited

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A part of the FirstRand Group
Ashburton Management Company (RF) Proprietary Limited (Reg number 1996/002547/07) is an approved collective investments scheme manager and is regulated by the Financial Sector Conduct Authority and is a full member of the Association for Savings and Investments South Africa

Impact of changes to the investment policy:

The Ashburton Multi Manager Equity and Ashburton Growth funds had been managed in a similar manner. There is thus no change in the expected levels of income, risk and return that clients will experience before and after the merger.

Change in benchmark

The benchmark of the Ashburton Multi Manager Equity fund and the FNB Multi Manager Equity fund is the same, but the Ashburton Growth Fund had a benchmark of CPI+4%. The change to an equity index as benchmark is a better reflection of the investment universe and how the fund has been managed. Over a long investment horizon, equities are expected to outperform local CPI by a margin which has historically been in the order of 4-5%, provided that investors stayed invested throughout the period. There should thus be no change in the risk and return profile clients experience.

Change in service charges

For investors in the Ashburton Growth Fund, the service charge will be lower in the new portfolio as existing classes (A, B1, B2 and B3) will be moving into corresponding classes in the FNB Multi Manager Equity Fund. The service charges will remain the same for investors in the Ashburton Multi Manager Equity Fund, except for investors in A1 that will be switched into A2 of the FNB Multi Manager Equity Fund, a lower fee class.

Change to distribution periods

The distribution periods of the old and new portfolios remain the same.

Appendix B: Ashburton Ballot Form

I, the undersigned,

(please print full names)

Account number/Investor ID

and date of birth/registration number.....

Administrative financial services provider (LISP) name:

do hereby vote to accept/reject the proposed amalgamation of the Ashburton Growth Fund and the Ashburton Multi Manager Equity Fund established under the Ashburton Collective Investment Scheme with the FNB Multi Manager Equity Fund established under the FNB Funds Collective Investment Scheme, in terms of section 99 of the Collective Investment Schemes Control Act 45 of 2002, as set out in this Ballot Letter.

Please tick the appropriate box (only for portfolios in which you hold participatory interests):

	Source Portfolios	Target Portfolio	Accept	Reject
1	Ashburton Growth Fund	FNB Multi Manager Equity Fund		
2	Ashburton Multi Manager Equity Fund			

SIGNED AT _____ on this day of _____ 2021

(please sign in full)

If you are signing in a representative capacity, please insert your own name and the name of the person / trust / deceased estate / company / close corporation on whose behalf you are signing.

Note: Please complete, sign and return the ballot form to our auditors in the enclosed pre-paid, self-addressed envelope or via email to za_ashburtonballots@pwc.com, to reach them by no later than midnight on **30 March 2021**.