

AIFMD Disclosure Document for MIGO Opportunities Trust Plc

Dated: 29th November 2022

Article 23(1) and (2) of the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (the "**AIFMD**") requires that AIFMs shall for each of the AIFs that they market in the EEA make available to AIF investors, in accordance with the AIF rules or instruments of incorporation, certain information before they invest in the AIF, as well as any material changes thereto. Article 23 of the AIFMD has been implemented in the United Kingdom through Chapter 3.2 of the Investment Funds sourcebook of the Financial Conduct Authority Handbook ("**FUND 3.2**").

This document is issued by Premier Portfolio Managers Limited (the "**AIFM**") solely in order to make available the information required by Article 23(1) and (2) of the AIFMD/FUND 3.2 to be made available to investors in MIGO Opportunities Trust Plc (the "**Company**") before they invest in the Company. This document either contains that information or cross-refers to the relevant document available to investors that contains such information.

REGULATORY REFERENCE		INFORMATION OR DOCUMENT AND REFERENCE
AIFMD Article 23(1)	FUND 3.2.2	
	(1)	
(a)	(a) a description of the investment strategy and objectives of the AIF;	Annual Report for the year ended 30 April 2022, Pages 12 and 13
(a)	(b) if the AIF is a feeder AIF, information on where the master AIF is established;	Not applicable
(a)	(c) if the AIF is a fund of funds, information on where the underlying funds are established;	Annual Report 2022, Page 13
(a)	(d) a description of the types of assets in which the AIF may invest;	Annual Report 2022, Page 13
(a)	(e) the investment techniques that the AIF, or the AIFM on behalf of the AIF, may employ and all associated risks;	Pages 12 and 13 of the Annual Report 2022 set out the investment techniques the AIFM may employ and associated risks are on pages 16 to 23 and 90.
(a)	(f) any applicable restrictions; investment	Annual Report 2022, Page 13
(a)	(g) the circumstances in which the AIF may use leverage	Annual Report 2022, Pages 13 and 83 to 84.

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(a)	(h) the types and sources of leverage permitted and the associated risks;	Annual Report 2022, Pages 13 and 85 to 86
(a)	(i) any restrictions on the use of leverage and any collateral and asset reuse arrangements; and	Annual Report 2022, Page 85 There are no collateral and asset reuse arrangements.
(a)	(j) the maximum level of leverage which the AIFM is entitled to employ on behalf of the AIF;	The Board's current policy is to use gearing up to 20 per cent. of net asset value calculated at the time of borrowing. The AIFMD prescribes two methods of measuring and expressing leverage and requires disclosure of the maximum amount of leverage the Company might be subject to. The definition of leverage is wider than that of gearing and includes exposures that are not considered to contribute to gearing. The Company has set the following leverage limit: 200 per cent. on both a gross and commitment basis.
(b)	(2) a description of the procedures by which the AIF may change its investment strategy or investment policy, or both;	The investment policy of the Company may be amended from time to time by the Board. No material change will be made to the investment policy without the approval of Shareholders by ordinary resolution.
(c)	(3) a description of the main legal implications of the contractual relationship entered into for the purpose of investment, including information on jurisdiction, the applicable law and the existence or absence of any legal instruments providing for the recognition and enforcement of judgments in the territory where the AIF is established;	Implications of the contractual relationship entered into for the purpose of investment While investors acquire an interest in the Company on subscribing for the Company's 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

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	<p>the Company's Articles of Association and the Companies Act 2006. The Articles of Association set out the respective rights and restrictions attaching to the Company's shares. Under English law, the following types of claim may in certain circumstances be brought against a company by its shareholders: contractual claims under its Articles of Association; claims in misrepresentation in respect of statements made in its prospectus and other marketing documents; unfair prejudice claims; and derivative actions. In the event that a shareholder considers that it may have a claim against the Company in connection with such investment in the Company, such shareholder should consult its own legal advisers.</p> <p>Jurisdiction and applicable law</p> <p>As noted above, shareholders' rights are governed principally by the Articles of Association and the Companies Act 2006. By subscribing for shares, investors agree to be bound by the Articles of Association which is governed by, and construed in accordance with, the laws of England and Wales.</p> <p>Recognition and enforcement of foreign judgments</p> <p>Regulation (EC) 593/2008 ('Rome I') must be applied in all member states of the European Union (other than Denmark). Rome I stopped applying to the UK on a reciprocal basis at the end of the UK-EU transition period, except in respect of contracts concluded before the end of the transition period. Rome I was converted into UK law as retained EU law, and was amended by UK legislation. Where a matter comes before the courts of a relevant member state, the choice of a governing law in any given agreement is subject to the provisions of Rome I. Under Rome I, the member state's courts may apply any rule of that member state's own law which is mandatory irrespective of the governing law and may refuse to apply a rule of governing law if it is manifestly incompatible with the public policy of that member state. Further, where all other elements relevant to the situation at the time of the choice are located in a country other than the country whose law has been chosen, the choice of the parties shall not prejudice the application of provisions of the law of that</p>

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	<p>other country which cannot be derogated from by agreement.</p> <p>Shareholders should note that there are a number of legal instruments providing for the recognition and enforcement of foreign judgments in England. Depending on the nature and jurisdiction of the original judgment, Council Regulation (EC) No 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, Regulation(EC) No 805/2004 of the European Parliament and of the Council of 21 April 2004 creating a European Enforcement Order for uncontested claims, the Convention on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters done at Lugano on 30 October 2007, the Administration of Justice Act 1920 and the Foreign Judgments (Reciprocal Enforcement) Act 1933 may apply. There are no legal instruments providing for the recognition and enforcement of judgments obtained in jurisdictions outside those covered by the instruments listed above, although such judgments might be enforceable at common law.</p>
(d)	<p>(4) the identity of the AIFM, the AIF's depositary, the auditor and any other service providers and a description of their duties and the investors' rights;</p> <p>Premier Portfolio Managers Limited is the Company's AIFM with responsibility for portfolio management and risk management of the Company's investments. The AIFM has appointed Premier Fund Managers Limited as investment manager to the Company pursuant to a delegation agreement.</p> <p>The Bank of New York Mellon (International) Limited ("BNY Mellon") has been appointed to carry out the AIFMD depositary functions of cash monitoring (described in article 21(7) of the AIFMD), safekeeping of financial instruments (described in article 21(8)(a) of the AIFMD), safekeeping of assets that are not financial instruments (described in article 21(8)(b) of the AIFMD) and oversight (described in article 21(9) of the AIFMD).</p>

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	<p>The auditors to the Company are Grant Thornton UK LLP.</p> <p>Frostrow Capital LLP (the Administrator) is appointed to provide certain marketing, administrative and secretarial services to the Company, including book-keeping and accounts preparation services and providing assistance with the calculation of NAV, some of which are delegated to Link Alternative Fund Administrators Limited.</p> <p>Computershare Investor Services PLC is appointed as the Company's registrar.</p> <p>Absent a direct contractual relationship between a Shareholder and a service provider to the Company, Shareholders generally have no direct rights against the relevant service provider and there are only limited circumstances in which a Shareholder may potentially bring a claim against the relevant service provider. Instead, the proper plaintiff in an action in respect of which a wrongdoing is alleged to have been committed against the Company by the relevant service provider is, prima facie, the Company itself.</p>
(e)	<p>(5) a description of how the AIFM complies with the requirements referred to in IPRU-INV 11.3.11G (Professional negligence) or GENPRU 2.1.67G (Requirements relevant to collective portfolio management investment firms) relating to professional liability risk;</p> <p>To cover potential professional liability risks resulting from its activities the AIFM may carry out pursuant to the AIFMD, the AIFM has additional own funds and holds professional indemnity insurance against liability arising from professional negligence which is appropriate to the risks covered.</p>
	(6) a description of:
(f)	<p>(a) any AIFM management function delegated by the AIFM;</p> <p>The AIFM has delegated portfolio management responsibility to Premier Fund Managers Limited.</p>
(f)	<p>(b) any safe-keeping function delegated by the depositary;</p> <p>The Bank of New York Mellon (International) Limited is the Depositary and also acts as global custodian and delegate safekeeping to one or more global sub-custodians (such delegation may include the powers of sub-delegation). The Depositary has delegated safekeeping of the assets of the AIF to The Bank of New York Mellon SA/NV and/or The Bank of New York Mellon (the "Global Sub-Custodians").</p>

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(f)	(c) the identity of each delegate appointed in accordance with FUND 3.10 (Delegation); and	The AIFM has appointed Premier Fund Managers Limited as investment manager to the Company pursuant to a delegation agreement.
(f)	(d) any conflicts of interest that may arise from such delegations;	<p>The AIFM does not consider that any conflicts of interest arise from any delegation by it of AIFM management functions to Premier Fund Managers Limited.</p> <p>The AIFM does not consider that any conflicts of interest arise from any safe-keeping function delegated by BNY Mellon to any of its affiliates.</p>
(g)	(7) a description of the AIF's valuation procedure and of the pricing methodology for valuing assets, including the methods used in valuing any hard-to-value assets, in line with FUND 3.9 (Valuation);	<p>The valuation function is performed by the AIFM. The valuation function is performed independently from the portfolio management function. The Administrator has been engaged by the AIFM to assist it in calculating the net asset value of the Company. The Company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends or increases in fair value. This portfolio of financial assets is managed and its performance evaluated on a fair value basis, in accordance with a documented investment strategy and information is provided internally on that basis to the Company's Board of Directors.</p> <p>Accordingly, upon initial recognition the investments are designated by the Company as held at fair value through the profit and loss. They are included initially at fair value which is taken to be their cost, excluding expenses incidental to purchase which are written off in the capital column of the income statement at the time of acquisition. Subsequently the investments are valued at fair value, which are quoted bid prices for listed investments or closing prices for SETS stocks sourced from the London Stock Exchange.</p>

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	<p>For investments which are not traded in active markets, unlisted and restricted investments, the AIFM takes into account the latest traded prices, and other observable market data including prices of recent investments, earnings multiples, net asset values, discounted cash flow techniques or available market prices.</p>
(h)	<p>(8) a description of the AIF's liquidity risk management, including the redemption rights of investors in normal and exceptional circumstances, and the existing redemption arrangements with investors;</p> <p>The AIFM has a liquidity management policy in relation to the Company which is intended to ensure that the Company's investment portfolio maintains a level of liquidity which is appropriate to the Company's obligations.</p> <p>The liquidity management policy ensures that the Company's investment portfolio is sufficiently liquid to meet the Company's ongoing cash requirements for the payment of operating expenses. This requires the AIFM to identify and monitor its investment in asset classes which are considered to be relatively illiquid. The investment strategy is to ensure that there are a sufficient number of investments that are readily realisable and can be sold to meet any funding requirements. The Company has a £9 million Revolving Credit Facility provided by the Royal Bank of Scotland.</p> <p>The liquidity management policy is reviewed and updated, as required, on at least an annual basis. Shareholders do not have the right to redeem their shares.</p>
(i)	<p>(9) a description of all fees, charges and expenses, and the maximum amounts directly or indirectly borne by investors;</p> <p><i>AIFM</i></p> <p>The AIFM is entitled to receive from the Company an investment management fee calculated at an annual rate of 0.65 per cent. of the adjusted market capitalisation of the Company valued at the close of business on the last business day of each month and 0.5% of the adjusted market capitalisation of any Realisation Shares in issue at this time. The investment management fee accrues daily and is payable in arrears in respect of each calendar month.</p>

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	<p data-bbox="807 264 986 293"><i>Administrator</i></p> <p data-bbox="807 309 1477 562">An annual management services fee of 25 basis points of the market capitalisation of the Company, charged quarterly in arrears, is payable, subject to a minimum annual fee of £120,000. Frostrow’s fees will reduce from 25 basis points to 20 basis points on market capitalisation of the Company in excess of £100 million.</p> <p data-bbox="807 607 927 636"><i>Registrar</i></p> <p data-bbox="807 680 1477 855">The Registrar is entitled to an annual maintenance fee of £1.84 per Shareholder account per annum, subject to a minimum fee of £4,725 per annum (exclusive of VAT). The Registrar is also entitled to activity fees under the Registrar Agreement.</p>

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	<p><i>Depositary</i></p> <p>BNY Mellon is entitled to be paid a fee of 0.025 per cent. per annum of net asset value, subject to a minimum annual charge of £15,000.</p> <p><i>Directors</i></p> <p>During the year ended 30 April 2022, the fees were set at the rate of £29,800 per annum for the Chairman, £22,300 per annum for other non-executive Directors, and an additional £4,000 per annum for the Chairman of the Audit Committee.</p> <p>All of the Directors are also entitled to be paid all reasonable expenses properly incurred by them in attending general meetings, board or committee meetings or otherwise in connection with the performance of their duties.</p> <p><i>Other operational expenses</i></p> <p>Other ongoing operational expenses (excluding fees paid to service providers as detailed above) of the Company will be borne by the Company including travel, accommodation, printing, audit, finance, costs, due diligence and legal fees. All reasonable out of pocket expenses of the AIFM, the Administrator, the Registrar, the Depositary and the Directors relating to the Company will be borne by the Company and indirectly, therefore, its investors.</p> <p>The expenses and fees which will be borne by the Company and its investors are limited as set out above, but there is no formal cap on the level of those expenses.</p>
(j)	<p>(10) a description of how the AIFM ensures a fair treatment of investors;</p> <p>The AIFM will treat all of the Company's investors fairly and will not allow any investor to obtain preferential treatment, unless such treatment is appropriately disclosed.</p>

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	(11) whenever an investor obtains preferential treatment or the right to obtain preferential treatment, a description of:	
(j)	(a) that preferential treatment;	No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(j)	(b) the type of investors who obtain such preferential treatment; and	No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(j)	(c) where relevant, their legal or economic links with the AIF or AIFM;	No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(l)	(12) the procedure and conditions for the issue and sale of units or shares;	<p>The Company's shares are admitted to the Official List of the UKLA and to trading on the main market of the London Stock Exchange. Accordingly, the Company's shares may be purchased and sold on the main market of the London Stock Exchange.</p> <p>New shares may be issued at a premium to net asset value, at the Board's discretion and providing relevant shareholder issuance authorities are in place. While the Company will typically have shareholder authority to buy back shares, shareholders do not have the right to have their shares purchased by the Company.</p>
(m)	(13) the latest net asset value of the AIF or the latest market price of the unit or share of the AIF, in line with FUND 3.9 (Valuation);	The Company's NAV is published by way of an announcement on a regulatory information service. For internet users, additional data on the Company, including the latest published NAV and the closing price of shares for the previous day of trading on the London Stock Exchange is available on the Company's website at www.migoplco.co.uk .
(k)	(14) the latest annual report, in line with FUND 3.3 (Annual report of an AIF);	The latest annual report of the Company will be made available on the Company's website at www.migoplco.co.uk .
(n)	(15) where available, the historical	The Company's historical performance data,

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	performance of the AIF;	including copies of the Company's previous annual report and accounts, are available on the Company's website at www.migopl.c.o.u.k .
	(16)	
(o)	(a) the identity of the prime brokerage firm;	Not applicable
(o)	(b) a description of any material arrangements of the AIF with its prime brokerage firm and the way any conflicts of interest are managed;	Not applicable
(o)	(c) the provision in the contract with the depositary on the possibility of transfer and reuse of AIF assets; and	Neither BNY Mellon nor any sub-custodian appointed by it has any right of re-use in respect of the Company's assets.
(o)	(d) information about any transfer of liability to the prime brokerage firm that may exist; and	Not applicable
(p)	(17) a description of how and when the information required under FUND 3.2.5 R and FUND 3.2.6 R will be disclosed.	<p>Under FUND 3.2.5 R, the AIFM must disclose to investors periodically:</p> <p>(1) the percentage of the Company's assets that are subject to special arrangements arising from their illiquid nature;</p> <p>(2) any new arrangements for managing the liquidity of the Company; and</p> <p>(3) the current risk profile of the Company and the risk management systems employed by the AIFM to manage those risks.</p> <p>The information shall be disclosed as part of the Company's periodic reporting to investors and, at a minimum, at the same time as the Company's annual report is made available.</p> <p>Under FUND 3.2.6 R, the AIFM must disclose on a regular basis:</p> <p>(1) any changes to:</p>

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		<p>(a) the maximum level of leverage that the AIFM may employ on behalf of the Company; and</p> <p>(b) any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and</p> <p>(2) the total amount of leverage employed by the Company.</p> <p>Information on changes to the maximum level of leverage and any right of re-use of collateral or any guarantee under the leveraging arrangements shall be provided without undue delay.</p> <p>Information on the total amount of leverage employed by the Company shall be disclosed as part of the Company's periodic reporting to investors, and at least at the same time as the Company's annual report is made available.</p> <p>Without limitation to the generality of the foregoing, any information required under FUND 3.2.5 R and FUND 3.2.6 R may be disclosed (a) in the Company's annual report, (b) in the Monthly Factsheets that are available on the Company's website at www.migopl.com, (c) by the Company issuing an announcement via a Regulatory Information Service or (d) by the Company publishing the relevant information on the Company's website.</p>
AIFMD Article 23(2)	FUND 3.2.3	
23(2)	(1) An AIFM must inform investors before they invest in the AIF of any arrangement made by the depositary to contractually discharge itself of liability, in accordance with regulation 30 of the AIFMD UK Regulation.	BNY Mellon has entered into an arrangement to contractually discharge itself of liability in accordance with Articles 21(13) and 21(14) of the AIFMD.

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23(2)	(2) The AIFM must also inform investors without delay of any changes with respect to depositary liability.	Without limitation, Shareholders may be informed (a) in the Company's annual report, (b) in the Monthly Factsheets that are available on the Company's website at www.migopl.com , (c) by the Company issuing an announcement via a Regulatory Information Service or (d) by the Company publishing the relevant information on the Company's website.

Disclaimer

This document is not being issued for any purpose other than to make certain, required regulatory disclosures to investors and, to the fullest extent permitted under applicable law and regulations, the AIFM, the Company and its Directors will not be responsible to persons other than the Company's shareholders for their use of this document, nor will they be responsible to any person (including the Company's shareholders) for any use which they may make of this document other than to inform a decision to invest in shares in the Company. This document does not form a prospectus and is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its shares. Prospective investors should rely on their own professional advisers in relation to any investment they may make in the Company. Overseas investors should note that the distribution of this document in certain jurisdictions may be restricted and persons into whose possession this document comes are required to inform themselves about and observe such restrictions.