

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this Prospectus, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom, without delay.

This document comprises a prospectus (the "**Prospectus**") relating to AVI Japan Opportunity Trust PLC (the "**Company**" or "**AJOT**"), in connection with the issue of Shares in the Company (the "**New Shares**") pursuant to a scheme of reconstruction and members' voluntary winding-up of Fidelity Japan Trust PLC ("**FJV**") under section 110 of the Insolvency Act 1986 (the "**Scheme**"), prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("**FCA**") made under the UK Prospectus Regulation.

This Prospectus has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or of the quality of the Shares that are the subject of this Prospectus. This Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the UK Prospectus Regulation. Investors should make their own assessment as to the suitability of investing in the New Shares. This Prospectus will be made available to the public in accordance with the Prospectus Regulation Rules by being made available at the Company's website: <http://www.ajot.co.uk>.

Applications will be made to the FCA for the New Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the Main Market. If the Scheme becomes effective, it is expected that Admission will become effective, and dealings in the New Shares will commence, at 8.00 a.m. on 28 November 2025.

AVI JAPAN OPPORTUNITY TRUST PLC

*(Incorporated in England and Wales with registered number 11487703 and
registered as an investment company under section 833 of the Companies Act 2006)*

Prospectus relating to the issue of new ordinary shares pursuant to a scheme of reconstruction and members' voluntary winding-up of Fidelity Japan Trust PLC under section 110 of the Insolvency Act 1986

The Directors of the Company, whose names appear on page 30 of this Prospectus, and the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Directors and the Company, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect its import.

Asset Value Investors Limited (the "**AIFM**" and "**Investment Manager**") accepts responsibility for the information and opinions contained in: (a) the risk factors contained under the heading 'Risks relating to the Company and its investment objective and policy' in the Risk Factors section of this Prospectus; (b) Part 2 (*Market Outlook, Investment Strategy, Performance and Portfolio*) of this Prospectus; (c) paragraphs 2.1 and 4 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus; (d) paragraph 2 of Part 7 (*Additional Information*) of this Prospectus; and (e) any other information or opinion in this Prospectus related to or attributed to it or to any of its affiliates. To the best of the knowledge of the Investment Manager, the information and opinions contained in the Prospectus related to or attributed to it or any affiliate are in accordance with the facts and those parts of the Prospectus make no omission likely to affect their import.

Singer Capital Markets Advisory LLP ("**Singers**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as sponsor and financial adviser to the Company only and for no-one else in connection with the Issue, the Scheme, Admission and the other arrangements referred to in this Prospectus. Singers will not regard any other person (whether or not a recipient of this Prospectus) as its client in relation to the Issue, the Scheme, Admission and the other arrangements referred to in this Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the Issue, the Scheme, Admission, the contents of this Prospectus or any other transaction or arrangement referred to in this Prospectus. This does not exclude any responsibilities that Singers may have under FSMA or the regulatory regime established thereunder.

Apart from the responsibilities and liabilities, if any, that may be imposed on Singers by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, Singers, its affiliates, officers, directors, employees and agents make no representations or warranties, express or implied, nor accept any responsibility whatsoever for the contents of this Prospectus (or any supplementary prospectus published by the Company prior to Admission) or for any statement made or purported to be made by it or on its behalf or by any other party in connection with the Company, the Issue, the Scheme, the Shares, Admission or any other transaction or arrangement referred to in this Prospectus. Singers, its affiliates, officers, directors, employees and agents accordingly, to the fullest extent permitted by law, disclaim all and any responsibility or liability, whether arising in tort or contract or otherwise (save as referred to above), which it or they might otherwise have in respect of this Prospectus or any such statement.

Singers and its affiliates may have engaged in transactions with, and provided various financial advisory and other services to, the Company and/or the AIFM for which they would have received customary fees. Singers and its affiliates may provide such services to the Company and/or the AIFM and any of their respective affiliates in the future.

The contents of this Prospectus or any subsequent communication from the Company, the Investment Manager, Singers or any of their respective affiliates, officers, directors, members, employees or agents are not to be construed as legal, financial, business, investment or tax advice. FJV Shareholders should consult their own legal adviser, financial adviser or tax adviser for legal, financial, business, investment or tax advice. Investors must inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer, repurchase or other disposal of New Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of New Shares which they might encounter; and (c) the income and other tax consequences that may apply

in their own countries as a result of the purchase, holding, transfer or other disposal of, or subscription for, New Shares. Investors must rely on their own representatives, including their own legal advisers and accountants, as to legal, financial, business, investment, tax, or any other related matters concerning the Company and an investment therein. None of the Company, Investment Manager or Singers nor any of their respective representatives is making any representation regarding the legality of an investment in the New Shares. FJV Shareholders should also consider the risk factors relating to the Company set out on pages 11 to 19 of this Prospectus.

THE NEW SHARES ARE ONLY AVAILABLE TO ELIGIBLE FJV SHAREHOLDERS AND ARE NOT BEING OFFERED TO EXISTING SHAREHOLDERS (SAVE TO THE EXTENT AN EXISTING SHAREHOLDER IS ALSO AN ELIGIBLE FJV SHAREHOLDER) OR OTHERWISE TO THE PUBLIC.

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase, subscribe for or otherwise acquire, any securities by any person in any circumstances or jurisdiction in which such offer or solicitation would be unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Investment Manager or Singers.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been taken, nor will any action be taken, by the Company or Singers that would permit an offer of the New Shares or possession, issue or distribution of this Prospectus (or any other offering or publicity material relating to the New Shares) in any jurisdiction where action for that purpose is required or where doing so is restricted by law. Accordingly, neither this Prospectus, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus (or any other offering materials or publicity relating to the New Shares) comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. None of the Company, the Investment Manager, Singers or any of their respective affiliates, directors, employees or agents accepts any legal responsibility to any person, whether or not a prospective investor, for any such restrictions.

In particular, the New Shares described in this Prospectus have not been, and will not be, registered under the securities laws of any of Australia, Canada, Japan, the Republic of South Africa or any EEA Member State, or their respective territories or possessions. Accordingly, the New Shares may not (unless an exemption from such legislation or such laws is available) be offered, sold or delivered, directly or indirectly, in or into Australia, Canada, Japan or the Republic of South Africa or any EEA Member State, or their respective territories or possessions. Persons resident in territories other than the UK should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to apply for, acquire, hold or dispose of the New Shares.

The New Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), and the New Shares may not be offered, sold, resold, pledged, delivered, assigned or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the US Securities Act) (“**US Persons**”), except pursuant to an exemption from the registration requirements of the US Securities Act, and under circumstances that would not result in the Company being in violation of the US Investment Company Act of 1940, as amended (the “**US Investment Company Act**”). There has not been and there will not be any public offer or sale of the New Shares in the United States. The New Shares are being offered and sold solely (i) outside the United States to persons who are not US Persons in “offshore transactions” as defined in and pursuant to Regulation S under the US Securities Act (“**Regulation S**”); and (ii) within the United States to persons that are, or to US Persons that are, both “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the US Securities Act and “qualified purchasers” (“**QPs**”) as defined in Section 2(a)(51) of the US Investment Company Act, pursuant to an exemption from the registration requirements of the US Securities Act, and that, in the case of (ii), have executed a US Investor Representation Letter and returned it to the addressees.

The Company will not be registered under the US Investment Company Act, and investors will not be entitled to the benefits of such legislation.

This Prospectus does not address US tax considerations applicable to an investment in the New Shares. Each prospective investor should consult its own tax advisers regarding the US tax consequences of such investment.

Neither the US Securities and Exchange Commission (the “**SEC**”) nor any other US federal or state securities commission or regulatory authority has approved or disapproved of the New Shares or passed upon or endorsed the merits of the offering of the New Shares or the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

The New Shares are also subject to restrictions on transferability and resale in certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. For further information on restrictions on offers, sales and transfers of the New Shares, please refer to the section titled “Overseas FJV Shareholders” at paragraph 9 of Part 4 (*Details of the Scheme and the Issue*) of this Prospectus.

Persons resident in territories other than the United Kingdom should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to apply for, acquire, hold or dispose of the New Shares.

The publication or delivery of this Prospectus shall not under any circumstances imply that the information contained in this Prospectus is correct as at any time subsequent to the date of this Prospectus or that there has not been any change in the affairs of the Company since that date. In the event that a significant new factor, material mistake or material inaccuracy concerning the information in this Prospectus arises prior to Admission which requires the publication of a supplementary prospectus, a supplementary prospectus will be published.

Without limitation, neither the contents of the Company’s website, AVI’s website, Singers’ website nor any other website nor the content of any website accessible from hyperlinks on the Company’s website, AVI’s website, Singers’ website or any other website are incorporated into, or form part of this Prospectus, or have been approved by the FCA.

Prospective investors should read this entire Prospectus and, in particular, the section titled “Risk Factors” beginning on page 11 when considering an investment in the Company.

14 October 2025

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SUMMARY

1 Introduction and warnings

(a) Name and ISIN of securities

Ordinary Shares of one penny each

TIDM: AJOT

ISIN: GB00BD6H5D36

(b) Identity and contact details of the issuer

The issuer is AVI Japan Opportunity Trust PLC (the “**Company**” or “**AJOT**”) incorporated in England and Wales with limited liability under the Companies Act 2006 (the “**Companies Act**”) with registered number 11487703.

Registered Office: 19th Floor, 51 Lime Street, London, United Kingdom EC3M 7DQ

Tel: +44 (0)20 7659 4800

Legal Entity Identifier (LEI): 894500IJ5QQD7FPT3J73

(c) Identity and contact details of the authority approving this prospectus

Name: Financial Conduct Authority

Address: 12 Endeavour Square, London, E20 1JN, United Kingdom

Tel: +44 (0) 20 7066 1000

(d) Date of approval of this prospectus

14 October 2025

(e) Warnings

This summary should be read as an introduction to this Prospectus. Any decision to invest in the shares in AJOT (the “**New Shares**”) should be based on a consideration of this Prospectus as a whole by the investor. An investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the New Shares.

It should be remembered that the price of the New Shares, and the income from such New Shares (if any), may go down as well as up. An investment in the Company is only suitable for investors who are capable of evaluating the risks and merits of such investment and who understand the potential risk of capital loss (which may be equal to the whole amount invested).

2 Key information on the issuer

(a) Who is the issuer of the securities?

(i) Domicile and legal form, LEI, applicable legislation and country of incorporation

The Company was incorporated and registered in England and Wales on 27 July 2018 as a public company limited by shares with registered number 11487703. The Company is an investment company under section 833 of the Companies Act. The Company's LEI number is 894500IJ5QQD7FPT3J73. The principal legislation under which the Company operates is the Companies Act, and the regulations made thereunder.

The Company is a closed-ended investment company and operates as an investment trust approved by HMRC in accordance with the Corporation Tax Act 2010.

(ii) Principal activities

The principal activity of the Company is to invest in accordance with the Company's published investment policy with a view to achieving its investment objective.

(iii) Investment objective

The Company's investment objective is to provide shareholders with a total return in excess of the MSCI Japan Small Cap Index, through the active management of a focused portfolio of equity investments listed or quoted in Japan which have been identified by AVI as undervalued and having a significant proportion of their market capitalisation held in cash, listed securities and/or realisable assets.

(iv) **Major Shareholders**

So far as is known to the Company, as at 9 October 2025 (the “**Latest Practicable Date**”), the following persons held, directly or indirectly, 3 per cent. or more of the existing issued Shares (“**Existing Shares**”) or the Company’s voting rights:

<i>Name</i>	<i>Number of Existing Shares held</i>	<i>% of voting rights</i>
Finda Telecoms Oy	30,000,000	22.09%
City of London Investment Management Company Limited	12,214,914	8.99%
Hargreaves Lansdown	9,312,068	6.86%
Rathbones	6,522,141	4.80%
Interactive Investor	6,429,451	4.73%
Charles Stanley	5,932,483	4.37%

As at the Latest Practicable Date, the Company and the Directors are not aware of any other person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company. All shareholders have the same voting rights in respect of the share capital of the Company.

(v) **Directors**

The current directors of the Company are Norman Crighton (Chair), Margaret Stephens, Andrew Rose and Thomas Yoritaka.

(vi) **Statutory auditor**

BDO LLP of 55 Baker Street, London, W1U 7EU.

(b) **What is the key financial information regarding the issuer?**

Table 1: Additional information relevant to closed end funds

<i>Share class</i>	<i>Total NAV* (unaudited)</i>	<i>No. of Existing shares (excluding treasury shares)*</i>	<i>NAV per share*</i>	<i>Historical performance of the Company</i>
Ordinary	£235.89 million	135,838,227	173.65 pence	Over the 12 months to the Latest Practicable Date, the Company has delivered Net Asset Value and share price total returns of 21.3 per cent. and 26.2 per cent., respectively.

* As at the Latest Practicable Date.

The selected historical financial information set out below has been extracted without material adjustment from the annual report and audited financial statements of the Company for the financial year ended 31 December 2024 and the half-year report and unaudited financial statements for the six months ended 30 June 2025.

Table 2: Income statement data for closed end funds

	<i>Year ended 31 December 2024 (£'000)</i>	<i>Six months ended 30 June 2024 (unaudited) (£'000)</i>	<i>Six months ended 30 June 2025 (unaudited) (£'000)</i>
Investment income	4,761	2,764	4,068
Gains on investments held at fair value	36,663	12,408	21,896
Exchange losses on currency balances	(1,106)	(1,221)	(36)
	40,318	13,951	25,928
Investment management fee	(1,871)	(904)	(1,048)
Other expenses	(959)	(490)	(560)
Profit before finance costs and tax	37,488	12,557	24,320
Finance costs	(297)	(143)	(239)
Exchange gains on revolving credit facility	1,422	1,892	912
Profit before taxation	38,613	14,306	24,993
Taxation	(488)	(289)	(411)
Profit for the year/period	38,125	14,017	24,582
Earnings per Ordinary Share (pence)	27.21	9.99	18.06

Table 3: Balance sheet data for closed end funds

	As at 31 December 2024 (£'000)	As at 30 June 2025 (unaudited) (£'000)
Non-current assets		
Investments held at fair value through profit or loss	220,865	253,199
Current assets		
Total return swap assets	–	–
Receivables	1,256	1,417
Cash and cash equivalents	5,403	14,056
	6,659	15,473
Total assets	227,524	268,672
Current liabilities		
Revolving credit facility	–	(33,340)
Other payables	(664)	(1,234)
Total assets less current liabilities	226,860	234,098
Non-current liabilities		
Revolving credit facility	(14,879)	–
Net assets	211,981	234,098
Equity attributable to equity shareholders		
Ordinary share capital	1,372	1,372
Capital redemption reserve	36	36
Share premium	64,255	64,255
Special reserve	70,653	69,818
Capital reserve	73,223	94,837
Revenue reserve	2,442	3,780
Total equity	211,981	234,098
Net asset value per Ordinary Share: basic and diluted (pence)	155.44	172.34

(c) What are the key risks that are specific to the issuer?

The following is a brief description of what the Directors believe, at the time of publication of this Prospectus, to be the key material risks specific to an investment in the Company:

- Should there be insufficient suitable investment opportunities, should investments not perform to the expected level, or should suitable investment opportunities be less available, the Company's investment approach may not produce attractive returns to the Company and its shareholders.
- The Company will invest predominantly in Japanese equities. Investing in a single country is generally considered a higher risk investment strategy than investing more widely, as it exposes the investor to the fluctuations of a single geographical market and currency, in this case the Japanese market and the Yen.
- There can be no assurance that the analysis of Asset Value Investors Limited (the "Investment Manager" or "AVI") with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating that investment opportunity. Any failure by the Investment Manager to identify relevant facts through its investment process may lead to inappropriate investment decisions, which could have a material adverse effect on the Company's profitability, Net Asset Value and the market price of the Shares.
- Changes in Japanese and other governments' policies towards regulation of the companies or securities in which the Company invests and their industries may have a material adverse effect on the value of the Company's investments in those companies.
- The past performance of other funds or investments managed or advised by the Investment Manager is not and cannot be relied upon as an indicator of the future performance of the Company.
- The departure of the Investment Manager's key investment professionals could prevent the Company from achieving its investment objective, which may affect the returns to shareholders.

- Loss of investment trust status by the Company, including as a result of a change in tax law or practice, could result in the Company not being able to benefit from the current exemption for investment trusts from UK corporation tax on chargeable gains and could affect the Company's ability to provide returns to shareholders.
- The Company may use borrowings and other gearing to seek to enhance investment returns, which exposes the Company to risks associated with borrowings and gearing.
- Any change in the law and regulation affecting the Company may have a material adverse effect on the ability of the Company to carry on its investment activities and successfully pursue its investment policy and on the value of the Company and the Shares.

3 Key information on the securities

(a) What are the main features of the securities?

(i) Type, class and ISIN of the securities being admitted to trading on a regulated market

The securities that are in issue at the date of this Prospectus and may be issued under the issue pursuant to the Scheme are ordinary shares of one penny each in the capital of the Company (the "**Shares**").

The ISIN of the New Shares is GB00BD6H5D36.

(ii) Currency, denomination, par value, number of securities issued and term of the securities

The Shares are denominated in sterling and have a nominal value of one penny each.

The issue price of the New Shares will be determined on the Calculation Date and will be released by way of a RIS announcement on or around 27 November 2025. The issue price will be equal to the AJOT formula asset value ("**FAV**") per share.

As at the Latest Practicable Date, the issued share capital of the Company comprised 137,198,943 fully paid Shares, of which 1,360,716 Shares were held in treasury.

(iii) Rights attached to the securities

The New Shares will rank *pari passu* in all respects (including voting rights) with each other and the Existing Shares (other than in respect of dividends or other distributions declared, made or paid on the Existing Shares by reference to a record date prior to the Effective Date). In summary, the rights attaching to the Shares are:

Dividends

Subject to the provisions of the Companies Act, the Company may from time to time declare dividends and make other distributions on the Shares.

Capital

On a winding-up or other return of capital, after meeting the liabilities of the Company and after taking into account any net assets attributable to any C Shares, the surplus assets will be paid to shareholders in proportion to their shareholdings. There are no C Shares in issue as at the date of this Prospectus.

Voting rights

Holders of Shares are entitled to attend, speak and vote at general meetings of the Company. Each Shareholder present in person or by proxy at a general meeting of the Company shall on a show of hands have one vote and, on a poll, have one vote for each Share held.

(iv) Relative seniority of the securities in the event of insolvency

On a winding-up or a return of capital by the Company, the holders of Shares shall be entitled to all the Company's remaining net assets after taking into account any creditors' claims and any net assets attributable to any C Shares.

(v) Restrictions on free transferability of the securities

There are no restrictions on the free transferability of the Shares or C Shares, subject to compliance with applicable securities laws and the restrictions on transfer contained in the Company's Articles.

Under the Articles, the Directors may refuse to register the transfer of a Share in certificated form which is not fully paid, or a Share in uncertificated form where it is entitled to refuse to register the transfer under the CREST Regulations, provided that such refusal does not prevent dealings in the shares from taking place on an open and proper basis.

The Directors may also refuse to register a transfer of a share in certificated form unless the instrument of transfer:

- is lodged, duly stamped, at the registered office of the Company or such other place as the Directors may appoint and is accompanied by the certificate for the share to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- is in respect of only one class of share; and
- is not in favour of more than four transferees.

There are also certain limited circumstances in which the Board may, under the Articles and subject to certain conditions, compulsorily require the transfer of Shares.

(vi) **Dividend policy**

The Company does not have any formal policy to achieve any specified level of dividend. However, the Board will distribute substantially all of the net revenue arising from the Company's portfolio of investments. Accordingly, the Company is expected to pay an annual dividend but this may vary each year.

The Company intends to conduct its business so as to continue to satisfy the conditions to retain approval as an investment trust under section 1158 of the Corporation Tax Act 2010. In accordance with regulation 19 of the Investment Trust Tax Regulations, the Company does not (except to the extent permitted by those regulations) intend to retain more than 15 per cent. of its income (as calculated for UK tax purposes) in respect of an accounting period.

(b) **Where will the securities be traded?**

Applications will be made to the FCA for the New Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the Main Market. It is expected that such admission will become effective, and dealings in the New Shares will commence, at 8.00 a.m. on 28 November 2025.

(c) **What are the key risks that are specific to the securities?**

The following is a brief description of what the Directors believe, at the time of publication of this Prospectus, to be the key material risks specific to an investment in the Shares:

- If the Directors decide to issue further Shares on a non-pre-emptive basis, any such issue may dilute the percentage of the Company held by the Company's existing shareholders as each Share carries the right to one vote.
- The market price of the Shares may fluctuate significantly and independently of their underlying Net Asset Value and the Shares may trade at a discount or premium to their underlying Net Asset Value, depending on factors such as supply and demand for the Shares, dividend yields, prevailing interest rates, market conditions and general investor sentiment. Accordingly, the market price of a Share may not fully reflect its underlying Net Asset Value.
- The Company is a closed-ended company and, as such, shareholders will have no right to have their Shares redeemed or repurchased by the Company at any time. Shareholders wishing to realise their investment in the Company may be required to dispose of their Shares on the market but there may not be a liquid market in the Shares.

4 Key information on the offer of securities to the public and the admission to trading on a regulated market

(a) **Under which conditions and timetable can I invest in this security?**

(i) **General terms and conditions**

The New Shares proposed to be issued pursuant to the issue in connection with the Scheme are only available to eligible Fidelity Japan Trust PLC ("**FJV**") shareholders pursuant to the terms of the scheme of reconstruction and members' voluntary winding-up of FJV under section 110 of the Insolvency Act 1986 (the "**Insolvency Act**") (the "**Scheme**") and are not being offered to the Company's existing shareholders (save to the extent an existing shareholder of the Company is also an eligible FJV shareholder) or otherwise to the public.

The Scheme is conditional upon:

- the Directors and the FJV's Directors resolving to proceed with the Scheme;
- passing of AJOT's resolution and such resolution becoming unconditional in all respects;
- passing of the FJV's resolutions to approve the Scheme and the winding-up of FJV at the FJV General Meetings and the Scheme becoming unconditional in all respects; and
- the FCA having acknowledged to the Company or its agents (and such acknowledgement not having been withdrawn) that the application for the admission of the New Shares to the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject (for the purposes of this paragraph, the "listing conditions")) will become effective as soon as notice of admission to the Official List has been issued by the FCA and any listing conditions having been satisfied, and the London Stock Exchange having acknowledged to the Investment Manager or its agents (and such acknowledgement not having been withdrawn) that the New Shares will be admitted to trading on the Main Market, subject only to allotment.

If any of the above conditions are not satisfied by 28 November 2025 the Scheme will not become effective and no New Shares will be issued to FJV shareholders.

(ii) **Expected Timetable of Principal Events**

General Meeting

Latest time and date for receipt of forms of proxy and electronic proxy appointments for the General Meeting 3.00 p.m. on 6 November 2025

General Meeting 3.00 p.m. on 6 November 2025

Announcement of results of the General Meeting 6 November 2025

Scheme

First FJV General Meeting 8.30 a.m. on 6 November 2025

Record Date 6.00 p.m. on 7 November 2025

FJV Shares disabled in CREST (for settlement) close of business on 7 November 2025

Trading in FJV Shares on the London Stock Exchange suspended 10 November 2025

Announcement of the results of elections 10 November 2025

Calculation Date 5.00 p.m. on 20 November 2025

Reclassification of FJV Shares 8.00 a.m. on 26 November 2025

Suspension of listing of FJV Shares 7.30 a.m. on 27 November 2025

Second FJV General Meeting 9.00 a.m. on 27 November 2025

Effective Date 27 November 2025

Announcement of the FJV rollover FAV per share, the FJV adjusted cash NAV per share and the AJOT FAV per share 27 November 2025

Admission 8.00 a.m. on 28 November 2025

CREST accounts credited with, and dealings commence in, New Shares 28 November 2025

Certificates despatched by post in respect of New Shares in certificated form within ten Business Days of the Effective Date

Cancellation of listing of Reclassified FJV Shares as soon as practicable after the Effective Date

Note:

All references to time in this Prospectus are to UK time. Each of the times and dates in the above expected timetable (other than in relation to the general meetings) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to shareholders by an announcement through a Regulatory Information Service.

(iii) **Details of admission to trading on a regulated market**

The Existing Shares are currently listed in the closed-ended investment funds category of the Official List and traded on the Main Market. Applications will be made to the FCA for the New Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the Main Market. If the Scheme becomes effective, it is expected that the New Shares will be admitted to listing in the closed-ended investment funds category of the Official List, and dealings in the New Shares will commence on the Main Market, at 8.00 a.m. on 28 November 2025.

(iv) **Plan for distribution**

The New Shares proposed to be issued pursuant to the issue in connection with the Scheme are available only to eligible FJV shareholders pursuant to the terms of the Scheme and are not being offered to the Company's existing shareholders (save to the extent an existing shareholder of the Company is also an eligible FJV shareholder) or otherwise to the public.

The Company will notify FJV shareholders of the number of New Shares to which each eligible FJV shareholder is entitled and the results of the issue pursuant to the Scheme will be announced by the Company on or around 27 November 2025 via a RIS announcement.

The New Shares will be available to be issued in either certificated form or uncertificated form. Where applicable, share certificates are expected to be dispatched by post within ten Business Days of the Effective Date.

(v) **Amount and percentage of immediate dilution resulting from the issue pursuant to the Scheme**

The Company's existing shareholders are not entitled to participate in the issue pursuant to the Scheme (unless they are eligible FJV shareholders at the Record Date) and will suffer a dilution to their voting rights based on the actual number of New Shares issued under the Scheme.

For illustrative purposes only, if 74,272,534 New Shares were to be issued (being the estimated number of New Shares that would be issued pursuant to the issue in connection with the Scheme, assuming that: (i) no FJV shareholders exercised their right to dissent from participation in the Scheme; (ii) 50 per cent. of the total FJV Shares were elected for the Cash Option; and (iii) the ratio between the AJOT FAV per share and the FJV rollover FAV per share was 1.31) then, based on the issued share capital of the Company as at the Latest Practicable Date, and assuming that: (a) an existing shareholder of the Company was not an eligible FJV shareholder and was therefore not entitled to participate in the issue pursuant to the Scheme; and (b) there had been no change to the Company's issued share capital prior to Admission, an existing shareholder of the Company holding 1 per cent. of the Company's issued share capital (excluding Shares held in treasury) as at the Latest Practicable Date would then hold approximately 0.65 per cent. of the Company's issued share capital (excluding Shares held in treasury) following the issue pursuant to the Scheme.

(vi) **Estimate of the total expenses of the issue**

Subject as noted below, if the Scheme is implemented, the Company and FJV have each agreed to bear their own costs associated with the proposals. The direct transaction costs payable by the Company are expected to be approximately £808,600, inclusive of VAT, where applicable. In addition, the Company will incur listing fees in respect of the listing of the New Shares issued under the Scheme and any transaction costs, stamp duty or similar transaction taxes incurred by the Company for the acquisition of FJV's rollover pool.

Contingent on the Scheme being fully implemented, and to the extent that FJV's rollover pool's allocation of FJV's Scheme Costs after FJV's rollover pool costs adjustment (which caps those costs at £1,000,000), are not fully defrayed by its allocation of the discount applied to FJV's cash pool, AVI has undertaken to make a cash contribution to the costs of FJV's rollover pool equal to the balance of the FJV's rollover pool's allocation of FJV's Scheme Costs, pursuant to the cost contribution agreement with AVI. The value of the AVI Costs Contribution will be determined by the liquidators of FJV (the "**Liquidators**") (in consultation with the parties to the cost contribution agreement with AVI and reviewed by the Independent Accountant) (the "**AVI Costs Contribution**").

The value of the AVI Costs Contribution and the discount applied to FJV's cash pool* shall be applied for the benefit of those FJV shareholders who are deemed to have elected for the Rollover Option.

* The discount applied to FJV's cash pool shall also be partly applied for the benefit of AJOT.

(b) **Why is this Prospectus being produced?**

- (i) The Company announced on 12 August 2025 that it had entered into non-binding heads of terms with FJV in respect of a proposed combination of the assets of the Company with the assets of FJV. The combination, if approved by Shareholders and FJV shareholders, will be effected by way of the Scheme and the associated transfer of the undertaking, cash and other assets of FJV comprising FJV's rollover pool to the Company in exchange for the issue of New Shares.

Under the terms of the proposed Scheme, subject to the passing of the Company's resolution and subject to the satisfaction (or where permitted, waiving) of the other conditions (including the passing of FJV's resolutions) and the Scheme becoming effective, FJV will be placed into members' voluntary liquidation and the Liquidators will procure the transfer of the undertaking, cash and other assets of FJV comprising FJV's rollover pool to the Company in consideration for the issue of New Shares in the Company of an equivalent value to FJV shareholders who elect, or are deemed to elect, for the Rollover Option. Each FJV shareholder may elect to receive cash in respect of part or all of their holding of FJV Shares, subject to an aggregate limit of 50 per cent. of FJV's issued share capital (excluding any treasury shares) at the Calculation Date (the "**Cash Option**"). This Prospectus is required to be produced to facilitate the Admission of the New Shares in accordance with the Scheme.

Applications will be made to the FCA for the New Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the Main Market.

(ii) **The use and estimated amount of proceeds**

The New Shares will be issued to FJV shareholders who elect, or are deemed to elect, for the Rollover Option in consideration for the transfer of FJV's rollover pool from FJV to the Company. FJV's rollover pool will consist of investments aligned with the Company's investment objective and policy, together with cash and cash equivalents. Any cash in FJV's rollover pool and any proceeds of the realisation of cash equivalents in FJV's rollover pool will be used to acquire investments in accordance with the Company's investment objective and policy.

(iii) **Underwriting**

The issue pursuant to the Scheme has not been underwritten.

(iv) **Material conflicts of interest**

There are no conflicts of interest that are material to the issue pursuant to the Scheme or Admission.

RISK FACTORS

An investment in the Shares should not be regarded as short-term in nature and carries a number of risks including the risk that the entire investment may be lost. In addition to all other information set out in this Prospectus, the following specific factors should be considered when deciding whether to make an investment in, or otherwise acquire, the Shares. The risks set out below are those which are considered to be the material risks relating to an investment in the Shares as at the date of this Prospectus but are not the only risks relating to the Shares or the Company. No assurance can be given that Shareholders will realise a profit on, or recover the value of, their investment in the Shares, or that the Company will achieve any of its target returns or pay any dividends. It should be remembered that the price of securities, and the income from them, can go down as well as up.

The success of the Company will depend on the ability of the Investment Manager to pursue the investment policy of the Company successfully and on broader market conditions and the risk factors set out below.

FJV Shareholders should note that the risks relating to the Company, its investment policy and strategy and the Shares summarised in the section of this Prospectus headed “Summary” are the risks that the Directors believe to be the most essential to an assessment by an FJV Shareholder as to whether to consider an investment in the Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, FJV Shareholders should consider not only the information on the key risks summarised in the section of this Prospectus headed “Summary” but also, among other things, the risks and uncertainties described in this “Risk Factors” section of this Prospectus. Additional risks and uncertainties not currently known to the Company, the Directors or that the Company or the Directors consider to be immaterial as at the date of this Prospectus may also have a material adverse effect on the Company’s financial condition, business, prospects and results of operations and, consequently, the Company’s NAV and/or returns to Shareholders and/or the market price of the Shares.

FJV Shareholders should review this Prospectus carefully, and in its entirety, and consult with their professional advisers before making an election for the New Shares.

Risks relating to the Company and its investment objective and policy

There can be no guarantee that there will be sufficient suitable investment opportunities to enable the Company to achieve its investment objective.

The investment objective of the Company is to provide Shareholders with a total return in excess of the MSCI Japan Small Cap Index, through the active management of a focused portfolio of equity investments listed or quoted in Japan which have been identified by AVI as undervalued and having a significant proportion of their market capitalisation held in cash, listed securities and/or realisable assets. Should there be insufficient suitable investment opportunities or should suitable investment opportunities be less available, the Company’s investment approach may not produce attractive returns to the Company and its Shareholders. In such circumstances the Directors will consider the future of the Company and may recommend that the Company’s investments are sold, it is wound up and cash returned to Shareholders.

Meeting the investment objective is a target but the existence of such an objective should not be considered an assurance or guarantee that it can or will be met.

The investments of the Company are subject to the risk of changes in market prices and/or macroeconomic factors. Downward movements in the value of the investments held by the Company will adversely affect the Company’s financial performance.

The Company is dependent upon the Investment Manager’s successful implementation of the Company’s investment policy and ultimately on the Investment Manager’s ability to create an investment portfolio capable of generating attractive returns. The Company’s investments are primarily in equities and, accordingly, the success of the Company will depend on the performance of equity markets in Japan, and the Company will be at risk due to changes in market prices and/or macroeconomic factors.

The Company predominantly invests in the securities of companies which are quoted, domiciled, listed or have operations in Japan and it will therefore be particularly influenced by changes in market practices and/or macroeconomic factors in Japan, the performance of other currencies relative to Sterling as well as changes that impact the global economy more generally. While the Company holds and will continue to hold a diversified portfolio, there are certain general market conditions in which any investment strategy is unlikely to be profitable. The Investment Manager does not have the ability to control or predict such market conditions.

The financial performance of the Company may differ materially from that of the Benchmark Index.

The Benchmark Index is a recognised index of stocks, which should not be taken as wholly representative of the Company's investment universe. The Portfolio is the result of the Investment Manager's investment process and as a result is not correlated with the Benchmark Index. The financial performance of the Company may differ materially from that of the Benchmark Index and there may be periods of underperformance with a consequential adverse effect on the returns to Shareholders and the market value of the Shares.

The Company has no employees and is reliant on the performance of third party service providers and other third parties.

The Company has no employees and all of the Directors have been appointed on a non-executive basis. The Company must therefore rely upon third party service providers to perform certain functions. In particular, the Investment Manager, the Depositary, the Custodian, the Registrar and their respective delegates, if any, will perform services that are integral to the Company's operations and financial performance. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, to exercise due care and skill, or to perform its obligations to the Company at all as a result of insolvency, bankruptcy or other causes, could have a material adverse effect on the Company's operations and performance and on returns to Shareholders. The termination of the Company's relationship with any third party service provider, or any delay in appointing a replacement for such service provider, could materially disrupt the business of the Company and could have a material adverse effect on the Company's performance and returns to Shareholders. Furthermore, the Investment Manager, the Depositary and the Custodian also rely on other third parties such as sub-custodians and global and/or local brokers and their respective delegates. Failure by any such third party to carry out its obligations in connection with the operation of the Company, to exercise due care and skill, or to perform its obligations in connection with the operation of the Company at all as a result of insolvency, bankruptcy or other causes, could have a material adverse effect on the Company's performance and returns to Shareholders. The lack of any direct contractual relationship between the Company and any such third party, the termination of the services of any such third party, or any delay in finding a replacement for any such third party, could materially disrupt the business of the Company and could have a material adverse effect on the Company's performance and returns to Shareholders.

Past performance cannot be relied upon as an indicator of its future performance.

The past performance of other funds or investments managed or advised by the Investment Manager is not and cannot be relied upon as an indicator of the future performance of the Company. The success of the Company will depend, amongst other things, on the Investment Manager's ability to identify, acquire and realise investments in accordance with the Company's investment objective and policy. This, in turn, will depend on the ability of the Investment Manager to apply its investment processes in a way that is capable of identifying suitable investments for the Company to invest in. Furthermore, the performance of the Company depends also to a great extent on the correct assessments of the future income derived from and price movements of securities and other investments selected by the Investment Manager. There can be no assurance that the Investment Manager will be able to successfully apply its investment processes in a way that is capable of identifying suitable investments for the Company to invest in, or to accurately predict the price movements of securities and other investments selected by it, and there can be no assurance that the Company will be able to invest its assets on attractive terms or generate any investment returns for Shareholders or avoid investment losses.

Use of borrowings and the possibility that the gearing effect of borrowing can work against, as well as for, Shareholders.

The Company may use borrowings and other gearing to seek to enhance investment returns. Whilst the use of borrowings should enhance the total return on the Shares where the return on the Company's underlying assets is positive and exceeds the cost of the borrowings, it will have the opposite effect where the return on the Company's underlying assets is at a lower rate than the cost of the borrowings, reducing the total return on the Shares. As a result, the use of borrowings by the Company may increase the volatility of the Net Asset Value per Share. As a result of gearing, any reduction in the value of the Company's investments may lead to a correspondingly greater percentage reduction in its Net Asset Value (which is likely to adversely affect the price of a Share). Any reduction in the number of Shares in issue (for example, as a result of buy backs) will, in the absence of a corresponding reduction in gearing, result in an increase in the Company's level of gearing. To the extent that a fall in the value of the Company's investments causes gearing to rise to a level that is not consistent with the Company's gearing policy or borrowing limits, the Company may have to sell investments in order to reduce borrowings, which may give rise to a significant loss of value compared to the book value of the investments, as well as a reduction in income from investments. No assurance can be given that any sales of the Company's investments would realise proceeds which would be sufficient to repay any borrowings. There is no guarantee that any borrowings of the Company will be refinanced on their maturity, either on terms that are acceptable to the Company or at all. The Company will pay interest on any borrowings and, as such, the Company will be exposed to interest rate risk due to fluctuations in the prevailing market rates.

The Company may experience fluctuations in its operating results and investor returns will be dependent upon the performance of the Portfolio.

The Company may experience fluctuations in its operating results due to a number of factors, including changes in the values of investments made by the Company, changes in the amount of distributions, dividends or interest paid by issuers in the Portfolio, changes in the Company's operating expenses, currency and exchange rate fluctuations, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Company encounters competition and general economic and market conditions. Such variability may lead to volatility in the market price of the Shares and cause the Company's results for a particular period not to be indicative of its performance in a future period.

Changes in governmental, political, fiscal or monetary policies or business and economic conditions (for example, interest rates and rates of inflation, industry conditions, unemployment levels, consumer confidence, competition, political and diplomatic events, the outbreak of war, the levels and volatility of equity markets and other factors) could substantially and adversely affect the profitability, prospects and value of the investments in the Portfolio and the Company's performance and returns for Shareholders. Investors contemplating an investment in the Shares should recognise that their market value can fluctuate and may not always reflect their underlying value. No assurance is given, express or implied, that Shareholders will receive back the amount of their original investment in the Shares.

An offering of an exit opportunity is at the discretion of the Directors (including as to the extent, terms and/or timing of any such offer). Where an exit opportunity is offered, it may be subject to conditions which, if not satisfied, could result in it failing to complete/proceed or otherwise lapsing.

Whilst it is the intention of the Board that an exit opportunity is offered to Shareholders every year, the decision as to whether or not an exit opportunity is offered (and if offered, the extent/terms/timing of such offer) is ultimately at the discretion of the Directors. Where an exit opportunity is offered, there can also be no guarantee as to the exact mechanism which is to be employed for each such opportunity. For example, the mechanism may be by way of a tender offer (being the mechanism chosen for the exit opportunity in 2024) or by way of alternative structures.

Whilst the Directors are intending to offer an exit opportunity in 2025 for up to 100 per cent. of the Company's share capital (with such exit opportunity expected to take place in Q4 2025), as with other exit opportunities, it may be subject to conditions which, if not satisfied, could result in the opportunity failing to proceed/complete, or otherwise lapsing. The terms and conditions of an exit opportunity will typically also contain provisions which provide for the Directors (and/or brokers, in the case of a tender offer carried out through an intermediary broker firm acting as principal) to exercise their discretion to terminate it under

certain circumstances. Therefore, there can be no guarantee that the offering of an exit opportunity will necessarily result in such opportunity successfully proceeding to completion.

If too many Shares are elected to participate in an exit opportunity, there is the risk that this may result in the winding up of the Company.

If a sufficiently large proportion of the Company's shares are elected to participate in an exit opportunity, this may result in the Board being required to terminate the exit opportunity and instead, to put forward alternative proposals to Shareholders for the future of the Company, which could include winding up proposals. In the event of the winding up of the Company, the amount of the payments available for distribution to Shareholders will depend on the value of the Portfolio at such time. The amount of the payments made to Shareholders may be lower than expected, particularly if market conditions are adverse at such time. Should Shareholders elect for a full or partial exit (and potentially triggering the winding up of the Company), the market prices of investments may differ from their actual realisable value.

Distributions

There can be no guarantee that any distributions will be paid by the Company in respect of any financial period and there can be no guarantee that an investment in the Company will deliver any returns to Shareholders. The Company's ability to make distributions is dependent on a number of factors, including the level of dividends and interest earned from its Portfolio and the net revenue profits available for that purpose. Any change in the tax treatment of dividends received by the Company from investments or income received by the Company may reduce the distributions made to Shareholders. Any change to the basis upon which dividends can be paid by the Company under UK law or accounting rules and standards could have an adverse effect on the Company's ability to pay dividends or distributions.

Risks relating to the Portfolio

The Company invests in a single country which increases the volatility of its Portfolio.

The Company will invest predominantly in Japanese equities. Investing in a single country is considered a higher risk investment strategy than investing more widely, as it exposes the investor to the fluctuations of a single geographical market and currency, in this case the Japanese market and the Yen. Any adverse effect on the Japanese market and/or the value of the Yen could have an adverse effect on the Portfolio, financial condition, results of operations and prospects, with a consequential adverse effect on the market value of the Shares.

There are risks associated with investments in Japan.

The value of Japanese securities may be affected by factors not typically associated with investments in the UK. Liquidity and settlement risk of investment in Japanese securities and the accounting standards that apply to Japanese issuers may differ from those that would apply in the UK. Changes in economic conditions (for example, inflation, rates of tax and regulatory protection) and the political environment in Japan could substantially and adversely affect the Company's prospects and returns.

The Company does not expect to control companies in its Portfolio and cannot therefore ensure that they do not make decisions that decrease the returns to the Company from that investment.

The Company does not expect to take controlling stakes in the companies in its Portfolio. As a result, the Company is subject to the risk that companies in its Portfolio may make business decisions with which it disagrees and which may decrease the value of the Company's investment in that company or, in some circumstances, cause reputational damage to the Company. If this were to happen, it could have an adverse effect on the Portfolio, financial condition, results of operations and prospects, with a consequential adverse effect on the market value of the Shares.

There are risks associated with the lack of sectoral diversification.

The Company is not subject to restrictions on the amount it may invest in any particular sector. The Company may have significant exposure to portfolio companies from certain sectors from time to time. As there is no hard limit on the amount the Company may invest in any sector the entire Portfolio may, at certain times, be

invested solely in one sector. Greater concentration of investments in any one sector may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value and may materially and adversely affect the performance of the Company and returns to Shareholders.

The Portfolio could include unquoted investments.

Whilst the Portfolio comprises predominantly of listed or quoted assets, the Company may become invested in unquoted investments (whether directly or indirectly through funds with underlying unquoted assets). Furthermore, if the Scheme is implemented, the assets comprising the Rollover Pool would be transferred to the Company in exchange for the issue of New Shares, and such assets comprising the Rollover Pool are expected to include some unlisted and unquoted Japanese stocks. Unquoted investments may not have readily ascertainable market prices and may have reported valuations that differ from their true and actual realisable value. Valuations can be infrequent and subject to significant fluctuations. Some investee companies may not have ongoing valuations provided by third parties. The Investment Manager's investment recommendations are based on analysis and valuations which may be materially inaccurate. In addition, the Investment Manager may have to rely on old valuations in its investment process. If values realised for underlying investments made by such investee companies are materially different from those values contained in reported valuations for such investee companies, there is a risk that investors may be carrying their investment in their books at an incorrect value and the price at which they buy and sell shares in such companies in the secondary market may not reflect the true value of such shares. As the Company is expected to be an investor in such investee companies this may impact the Net Asset Value of the Company.

Foreign exchange rate risk

The Company's functional and reporting currency is Sterling. However, the Company will invest in assets which will be denominated predominantly in Yen and the companies in which the Company invests are likely to conduct their operations in currencies other than Sterling. As a result, movements in exchange rates may affect the Sterling value of these assets and their returns, favourably or unfavourably. Foreign exchange rate risk may increase the volatility of the Net Asset Value per Share. The Company does not, and does not currently intend to enter into any arrangements to hedge its underlying currency exposure to investments denominated in Yen, but even if it chooses to do so in the future, there can be no assurance that the Company will be able to successfully hedge against such currency exposure risks or that adequate hedging arrangements will be available on an economically viable basis. In addition, any hedging arrangements may result in additional costs being incurred by the Company or losses being greater than if hedging had not been used.

Stock concentration may carry more risk than funds whose portfolio is spread across a larger number of countries because an adverse event only impacting country-specific holdings can create significant volatility or losses for the Company.

The Company may invest in other investment funds.

The Company may make investments in other vehicles for collective investment (including other funds managed by the Investment Manager and the Investment Manager's group). The Company is unlikely to be able to influence significantly, or at all, the management of those vehicles. The Company is, therefore, reliant upon the skills of the investment managers of the funds in which it invests and may not be in a position to remove any such manager or to exit its investment in the event of underperformance by those funds and/or managers.

The Company may make use of derivative instruments.

The Company may use derivatives for gearing and efficient portfolio management purposes. The use of derivatives gives rise to a number of specific potential risks. Derivative instruments can be highly volatile and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract or the underlying securities may result in a profit or loss which is high in proportion to the amount of funds actually placed as the initial margin and may result in further loss exceeding any margin deposited. In addition, daily limits on price fluctuations and speculative position limits on exchanges may prevent prompt liquidation of positions resulting in potentially greater losses. Furthermore, the use of derivative instruments involves certain special risks for a company, including dependence on movements in the price of underlying securities and movements in interest rates

and credit exposure to the counterparty with whom it trades. Counterparty risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Cash

A proportion of the Portfolio may be held in cash and cash equivalents from time to time. This proportion of the Company's assets will not be invested in the market and will not benefit from positive market movements. Any holdings in cash may therefore adversely affect the Company's ability to achieve its investment objective.

Risks relating to the Investment Manager

Reliance on the Investment Manager's investment processes.

Before making investments on behalf of the Company, the Investment Manager conducts such investment analysis as it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. There can be no assurance that the Investment Manager's analysis with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating that investment opportunity. Any failure by the Investment Manager to identify relevant facts through its investment process may lead to inappropriate investment decisions, which could have a material adverse effect on the Company's profitability, Net Asset Value and the market price of the Shares.

The departure of some or all of the Investment Manager's key investment professionals could prevent the Company from achieving its investment objective, which may affect the returns to Shareholders.

The Company depends on the diligence, skill and judgment of the Investment Manager's investment professionals and the information and investment opportunities they identify during the normal course of their activities. The Company's success depends on the continued service of these individuals, who are not obligated to remain employed with the Investment Manager, and the Investment Manager's ability to recruit, retain and motivate new talented personnel. There can be no assurance that the existing investment professionals of the Investment Manager will be retained nor that the Investment Manager will be successful in its efforts to recruit, retain and motivate suitable personnel as the market for qualified investment professionals is competitive.

There can be no assurance that the Directors will be able to find a replacement investment manager if the Investment Manager resigns, is removed or otherwise no longer serves as the Investment Manager.

Under the terms of the Investment Management Agreement, either the Investment Manager or the Company may terminate the agreement by giving the other 12 months' written notice. The Company or the Investment Manager may also terminate the Investment Management Agreement immediately by giving written notice to the other in certain circumstances, for example, material breach of the agreement. If the Investment Management Agreement is terminated, the Directors would have to find a replacement alternative investment fund manager and investment manager for the Company and there can be no assurance that such a replacement with the necessary skills and experience could be appointed on terms acceptable to the Company. In this event, the Directors would have to formulate and put forward to Shareholders proposals for the future of the Company, which may include its merger with another investment company, reconstruction or winding up.

The Investment Manager may allocate some of its resources to activities in which the Company is not engaged, which could have a negative impact on the Company's ability to achieve its investment objective.

The Investment Manager is not required to commit all of its resources to the Company's affairs. Insofar as the Investment Manager devotes resources to its responsibilities to other business interests, its ability to devote resources and attention to the Company's affairs will be limited. This could adversely affect the Company's ability to achieve its investment objective, which could have a material adverse effect on the Company's profitability, Net Asset Value and the market price of the Shares.

Risks relating to regulation and taxation

Risks associated with market regulation in Japan or elsewhere affecting companies or securities in which the Company invests and their industries.

Changes in Japanese and other governments' policies towards regulation of the companies or securities in which the Company invests and their industries may have a material adverse effect on the value of the Company's investments in those companies.

Loss of investment trust status could affect the Company's ability to provide returns to Shareholders.

It is the intention of the Directors to conduct the affairs of the Company so as to continue to satisfy the conditions under section 1158 of the Corporation Tax Act and the Investment Trust Tax Regulations and, accordingly, for the Company to retain approval as an investment trust. There is a risk that if the Company fails to maintain its status as an investment trust, including as a result of a change in tax law or practice, the Company would not be able to benefit from the current exemption for investment trusts from UK corporation tax on chargeable gains and this could affect the Company's ability to provide returns to Shareholders. It is not possible to guarantee that the Company will remain a non-close company, which is a requirement to obtain and maintain status as an investment trust, as the Shares are freely transferable. The Company, in the event that it becomes aware that it is a close company, or otherwise fails to meet the criteria for approval as an investment trust, will, as soon as reasonably practicable, notify Shareholders of this fact.

Changes in laws or regulations governing the Company's activities may adversely affect the Company's performance.

The Company is subject to laws and regulations enacted by European, national and local governments. In particular, the Company is subject to and is required to comply with certain regulatory requirements that are applicable to listed closed-ended investment companies, including the Listing Rules, the Prospectus Regulation, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation, the AIFMD and the PRIIPs Regulation. In addition, the Company is subject to the continuing obligations imposed by the FCA on all investment companies whose shares are listed on the Official List and is subject to the admission and disclosure standards of the London Stock Exchange. A failure by the Company to comply with those obligations and standards may result in the Shares being suspended from listing.

Any change in the law and regulation affecting the Company may have a material adverse effect on the ability of the Company to carry on its investment activities and successfully pursue its investment policy and on the value of the Company and the Shares. In such event, the investment returns of the Company may be materially adversely affected.

Accounting standards or practice changes

Any change in accounting standards or accounting practice in the UK may adversely affect the value of the Company's assets and liabilities in its books of account or restrict the ability of the Company to pay dividends or distributions and/or buy back Shares.

Changes in taxation legislation or practice may adversely affect the Company and the tax treatment for Shareholders investing in the Company.

Changes in tax legislation or practice, whether in the Japan, UK or elsewhere, could affect the value of investments held by the Company, affect the ability of the Company to provide returns to Shareholders, and affect the tax treatment for Shareholders of their investments in the Company.

Risks relating to the Shares

The Company may in the future issue new Shares which may dilute Shareholders' equity or have a detrimental effect on the market price of the Shares.

The Company seeks authority on an annual basis to issue up to 20 per cent. of its issued share capital on a non-pre-emptive basis, where such issuance would typically be expected to take place on an ad hoc basis to meet excess demand in the market, with Shares being issued at a premium to NAV. Further issues

of Shares may, subject to compliance with the relevant provisions of the Companies Act and the Articles, be made on a non-pre-emptive basis. Any such issue may dilute the percentage of the Company held by existing Shareholders. Additionally, such issues could have an adverse effect on the market price of the Shares.

The Shares may trade at a discount or premium to their Net Asset Value.

The market price of the Shares may fluctuate significantly and independently of their underlying Net Asset Value and the Shares may trade at a discount or premium to their underlying Net Asset Value, depending on factors such as supply and demand for the Shares, dividend yields, prevailing interest rates, market conditions and general investor sentiment. Accordingly, the market price of a Share may not fully reflect its underlying Net Asset Value.

In relation to Shares: Whilst the Board will monitor the level of the discount or premium at which the Shares trade and under the Company's discount control policy the Company will seek to maintain a mid market share price which is close to the Net Asset Value per Share through buy backs or issues of Shares, the ability of the Company to control the level of discount or premium will depend on the Company being able to buy back or issue Shares, which is dependent upon Shareholders in general meeting conferring authority on the Board to buy back or issue Shares. Whilst the Board will seek the renewal of such Shareholder authorities annually and at other times should this prove necessary, there can be no guarantee that the requisite Shareholder authorities will be obtained. Where such authorities are obtained, the extent to which the Company can buy back and issue Shares will be limited to certain percentages of the Company's issued share capital as at the date on which the authorities are granted.

Furthermore, the ability of the Company to buy back or issue Shares will also be subject to the Companies Act and all other applicable legislation, rules and regulations of any government, regulatory body or market applicable to the Company, and the Company will only buy back or issue Shares where the Directors believe that it will be in the best interests of Shareholders.

Share buy backs will also be subject to the availability of sufficient distributable reserves and cash in the Company. There can be no guarantee that the Company will buy back or issue Shares nor that any buy backs or issues will ensure that the mid market share price will remain close to the Net Asset Value per Share.

It may be difficult for Shareholders to realise their investment and there may not be a liquid market in the Shares.

The Company is a closed-ended company and, as such, Shareholders will have no right to have their Shares redeemed or repurchased by the Company at any time.

Shareholders wishing to realise their investment in the Company may be required to dispose of their Shares on the market. Accordingly, the ability of Shareholders to realise any value in respect of their Shares is dependent on, *inter alia*, the existence of a liquid market in the Shares. Although the Shares are admitted to the closed-ended investment funds category of the Official List and to trading on the London Stock Exchange's main market, there may not be a liquid market for the Shares and accordingly Shareholders may find it difficult or be unable to realise their investment at the Net Asset Value per Share or at all. The price at which the Shares will be traded and the price at which Shareholders may realise their investment will be influenced by a large number of factors, some specific to the Company and its investments and some which may affect companies generally. There can be no guarantee that the Shares will trade at prices close to the price paid by a Shareholder to acquire their Shares or close to the underlying Net Asset Value per Share.

Potential future Share buybacks (including tender offers) undertaken by the Company may make the residual Shares less liquid or increase the Company's level of gearing.

Any reduction in the issued share capital of the Company as a result of any Share buyback(s) undertaken by the Company or any tender offer undertaken by the Company, may, depending on the size and nature of such buyback(s) or tender offer, reduce the liquidity of the remaining Shares in issue and will reduce the Shareholder base over which fixed costs are spread. In addition, as noted above, any reduction in the number of Shares in issue will, in the absence of a corresponding reduction in gearing, result in an increase in the Company's level of gearing.

The Shares are subject to certain provisions that may cause the Board to require the transfer of Shares.

Pursuant to the Articles, the Directors may give notice in writing to the holder of any Share which appears to them to be a Prohibited Share requiring him within 21 days (or such extended time as in all the circumstances the Directors shall consider reasonable) to transfer (and/or procure the disposal of interests in) such Share to another person so that it will cease to be a Prohibited Share.

Risks relating to the Scheme

Implementation of the Scheme is subject to certain conditions which, if not satisfied, would result in the Company and FJV remaining as separate investment trusts.

Implementation of the Scheme is conditional, amongst other things, upon: (i) the passing of the Issue Resolution; and (ii) FJV Shareholders approving the Scheme. If any condition of the Scheme is not met, the Scheme will not be implemented and certain costs and expenses incurred in connection with the Scheme will be borne by the Company. In the event the Scheme is not implemented, the costs of the Scheme to be borne by the Company are expected to be approximately £808,600. In the event the Scheme does not proceed, the Company and FJV would remain as separate investment trusts. Shareholders and FJV Shareholders would not therefore realise the benefits which may be associated with the Proposals.

IMPORTANT INFORMATION

General

This Prospectus should be read in its entirety. FJV Shareholders should rely only on the information contained in this Prospectus or any supplementary prospectus published by the Company prior to the date of Admission. No person has been authorised to give any information or make any representations in connection with the Issue other than the information contained in, or incorporated by reference into, this Prospectus (or any supplementary prospectus published by the Company prior to the date of Admission) and, if given or made, such information or representations about the Company or the Issue must not be relied upon as having been authorised by or on behalf of the Company, the Investment Manager, Singers or any of their respective affiliates, officers, directors, members, employees or agents.

Without prejudice to the Company's obligations under the UK Prospectus Regulation, the UK Listing Rules, the Disclosure Guidance and Transparency Rules and UK MAR, neither the delivery of this Prospectus nor the issue of New Shares made pursuant to the Issue shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company since the date of this Prospectus or that the information contained herein, including any forward-looking statements, is correct as at any time subsequent to the date of this Prospectus.

The Shares are designed to be held over the long term and may not be suitable as a short-term investment. The value of an investment in the Company and any income derived from it, if any, may go down as well as up. An investment in the Shares is suitable only for long-term investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses which might result from such an investment (which may be equal to the whole amount invested). The Directors believe that the Company's shares are intended for investors, including retail investors, professionally-advised private clients and institutional investors who are seeking a total return in excess of the MSCI Japan Small Cap Index, through the active management of a focused portfolio of equity investments listed or quoted in Japan and who understand and are willing to accept the risks of exposure to listed equities and who view their investment in the Company as long term in nature.

FJV Shareholders should carefully consider all the information contained in this Prospectus. However, FJV Shareholders should not treat the contents of this Prospectus or any subsequent communication from the Company, the Investment Manager, Singers or any of their respective affiliates, officers, directors, members, employees or agents as advice relating to legal, financial, taxation, accounting, regulatory, investment or any other related matters.

Singer Capital Markets Advisory LLP ("**Singers**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as sponsor and financial adviser to the Company only and for no-one else in connection with the Issue, the Scheme, Admission and the other arrangements referred to in this Prospectus. Singers will not regard any other person (whether or not a recipient of this Prospectus) as its client in relation to the Issue, the Scheme, Admission and the other arrangements referred to in this Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the Issue, the Scheme, Admission the contents of this Prospectus or any other transaction or arrangement referred to in this Prospectus. This does not exclude any responsibilities that Singers may have under FSMA or the regulatory regime established thereunder.

Apart from the responsibilities and liabilities, if any, that may be imposed on Singers by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, Singers, its affiliates, officers, directors, employees and agents make no representations or warranties, express or implied, nor accept any responsibility whatsoever for the contents of this Prospectus (or any supplementary prospectus published by the Company prior to Admission) nor for any statement made or purported to be made by it or on its behalf or by any other party in connection with the Company, the Issue, the Scheme, the Shares, Admission or any other transaction or arrangement referred to in this Prospectus. Singers, its affiliates, officers, directors, employees and agents accordingly, to the fullest extent permitted by law, disclaim all and any responsibility or liability, whether arising in tort or contract or otherwise (save as referred to above), which it or they might otherwise have in respect of this Prospectus or any such statement.

All Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of the Articles. A summary of the provisions in the Articles relating to the rights attaching to the Shares is set out in paragraph 5 of Part 7 (*Additional Information*) of this Prospectus.

If you are in doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other professional or financial adviser.

Selling restrictions

The New Shares are only available to eligible FJV Shareholders and are not being offered to Existing Shareholders (save to the extent an Existing Shareholder is also an eligible FJV Shareholder) or otherwise to the public.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or an invitation to apply for any New Shares by any person: (i) in any jurisdiction in which such offer or invitation is not authorised; or (ii) in any jurisdiction in which the person making such offer or invitation is not qualified to do so; or (iii) to any person to whom it is unlawful to make such offer or invitation; or (iv) or which would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Investment Manager or Singers.

The distribution of this Prospectus and the offering of New Shares in certain jurisdictions may be restricted by law. Accordingly, persons into whose possession this Prospectus comes are required to inform themselves about and observe any restrictions as to the offer or sale of New Shares and the distribution of this Prospectus under the laws and regulations of any jurisdiction relevant to them in connection with any proposed applications for New Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such jurisdiction.

Save for in the United Kingdom, no action has been taken or will be taken in any jurisdiction by the Company that would permit a public offering of New Shares in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Prospectus in any other jurisdiction where action for that purpose is required.

Notice to prospective investors who are located outside the United Kingdom

The distribution of this Prospectus in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been taken, nor will any action be taken, by the Company or Singers that would permit an offer of the New Shares or possession, issue or distribution of this Prospectus (or any other offering or publicity material relating to the New Shares) in any jurisdiction where action for that purpose is required or where doing so is restricted by law. Accordingly, neither this Prospectus, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus (or any other offering materials or publicity relating to the New Shares) comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

In particular, the New Shares described in this Prospectus have not been, and will not be, registered under the securities laws of any of Australia, Canada, Japan, the Republic of South Africa or any EEA Member State, or their respective territories or possessions. Accordingly, the New Shares may not (unless an exemption from such legislation or such laws is available) be offered, sold or delivered, directly or indirectly, in or into Australia, Canada, Japan or the Republic of South Africa or any EEA Member State, or their respective territories or possessions. Persons resident in territories other than the UK should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to apply for, acquire, hold or dispose of the New Shares.

Notice to prospective investors with respect to U.S. federal securities law

The New Shares have not been and will not be registered under the US Securities Act and the New Shares may not be offered, sold, resold, pledged, delivered, assigned or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, US Persons, except pursuant to an exemption from the registration requirements of the US Securities Act, and under circumstances that would

not result in the Company being in violation of the US Investment Company Act. There has not been and there will not be any public offer or sale of the New Shares in the United States.

The New Shares are being offered and sold solely (i) outside the United States to persons who are not US Persons in “offshore transactions” as defined in and pursuant to Regulation S under the US Securities Act; and (ii) within the United States to persons that are, or to US Persons that are, both “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the US Securities Act and “qualified purchasers” (“**QPs**”) as defined in Section 2(a)(51) of the US Investment Company Act, pursuant to an exemption from the registration requirements of the US Securities Act, and that, in the case of (ii), have executed a US Investor Representation Letter and returned it to the addressees.

The Company will not be registered under the US Investment Company Act and investors will not be entitled to the benefits of such legislation.

Notice to persons resident in territories other than the United Kingdom

Persons resident in territories other than the United Kingdom should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to apply for, acquire, hold or dispose of the New Shares.

The New Shares are also subject to restrictions on transferability and resale in certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

Notice to prospective investors in the EEA

In relation to each EEA Member State, no New Shares have been offered or will be offered pursuant to the Issue to the public in that EEA Member State prior to the publication of a prospectus in relation to the New Shares which has been approved by the competent authority in that EEA Member State, or, where appropriate, approved in another EEA Member State and notified to the competent authority in that EEA Member State, all in accordance with the EU Prospectus Regulation, except that the New Shares may be offered to the public in that EEA Member State at any time under the following exemptions under the EU Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined in Article 2 of the EU Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in that EEA Member State; or
- (c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of New Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement to a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of this provision, the expression “offer to the public” in relation to any offer of New Shares in any EEA Member State means a communication in any form and by any means of sufficient information on the terms of the offer and any New Shares to be offered so as to enable an investor to decide to purchase or subscribe for the New Shares.

Further, the AIFM has not made any notifications or applications or received approvals for the marketing of the New Shares to “professional investors” (as defined in the EU AIFM Directive) in any EEA Member State. Notwithstanding any other statement in this Prospectus, this Prospectus should not be made available to any FJV Shareholder (or any other person) domiciled in any EEA Member State. FJV Shareholders domiciled in the EEA that have received the Prospectus in any EEA Member State are not, save as otherwise agreed with the Company, entitled to receive New Shares in connection with the Scheme (and the Company reserves the right to reject any application so made or deemed made, without explanation).

Notwithstanding that the AIFM may confirm, from time to time, that it is able to market New Shares to FJV Shareholders who are professional investors in an EEA Member State, the New Shares may not be marketed to retail investors (as this term is defined in the EU AIFM Directive as transposed in the relevant EEA Member State) in any EEA Member State unless the New Shares have been qualified for marketing to retail investors

in that EEA Member State in accordance with applicable local laws. As at the date of this Prospectus, the New Shares are not eligible to be marketed to retail investors in any EEA Member State. Accordingly, no retail investor in any EEA Member State is entitled to receive New Shares in connection with the Scheme and, as such, the New Shares may not be offered, sold or delivered and neither this Prospectus nor any other offering materials relating to such New Shares may be distributed or made available to retail investors in any EEA Member State.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) the UK's implementation of EU Directive 2014/65/EU on markets in financial instruments, as amended ("**UK MiFID II**"); and (b) the UK's implementation of Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing UK MiFID II, and, in particular, Chapter 3 of the Product Intervention and Product Governance Sourcebook of the FCA (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that the New Shares to be issued pursuant to the Issue are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in UK MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by UK MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors (such term to have the same meaning as in the MiFID II Product Governance Requirements) should note that: (i) the price of the New Shares may decline and investors could lose all or part of their investment; (ii) the New Shares offer no guaranteed income and no capital protection; and (iii) an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses which may be equal to the whole amount invested from such an investment. Accordingly, typical investors in the New Shares are expected to be institutional investors, private clients through their wealth managers, experienced investors, high net worth investors, professionally advised investors and retail investors who may have basic or no knowledge and experience of investing in financial markets who have taken appropriate steps to ensure that they understand the risks involved in investing in the Company. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of UK MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares when determining appropriate distribution channels.

Key information document

The AIFM prepares a key information document ("**KID**") in respect of the Company. This KID is made available by the AIFM to retail investors prior to them making any investment decision and is available on the Company's website. Neither the Company nor Singers is responsible for the information contained in the KID. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

Non-mainstream pooled investments status and UK MiFID II

As the Company is a closed-ended investment company which is an investment trust domiciled in the United Kingdom, the New Shares will be "excluded securities" under the FCA's rules on non-mainstream pooled investments. Accordingly, the promotion of the Shares is not subject to the FCA's restriction on the promotion of non-mainstream pooled investments. The Board has reviewed UK MiFID II and the ESMA guidance published in relation thereto and has concluded that the Shares constitute a "non-complex" product for the purposes of UK MiFID II.

Data protection

The information that FJV provides to the Company or its agents in relation to the Issue or subsequently, by whatever means, which relates to the FJV Shareholders who are individuals or a third-party individual (“**personal data**”) will be held and processed by the Company in compliance with relevant data protection legislation and regulatory requirements. Such personal data may include:

- personal details such as name, title, date of birth, addresses, telephone numbers and email addresses;
- identification and verification information and documents, such as signatures, passports, driving licences, birth/marriage certificates and tax/credit references; and
- financial and transactional information, and instructions, relating to an investment.

By electing (or being deemed to have elected) to receive the New Shares each FJV Shareholder acknowledges that such information will be held and processed by the Company for the following purposes:

- the performance of the Company’s contract with an FJV Shareholder;
- acting in a way that is necessary for the Company’s legitimate interests, including carrying out the business of the Company and the administering of interests in the Company;
- complying with the legal, regulatory, reporting and/or financial obligations of the Company in the UK or elsewhere, including verifying the identity of an FJV Shareholder to comply with statutory and regulatory requirements in relation to anti-money laundering procedures; and
- disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Each FJV Shareholder acknowledges that, where appropriate, it may be necessary for the Company to:

- disclose personal data to third-party service providers, affiliates, agents or functionaries appointed by the Company or its agents to provide services to the FJV Shareholder; and
- transfer personal data outside of the UK to countries or territories which may not offer the same level of protection of personal data provided that, in each case, adequate safeguards are in place for the protection of such personal data in accordance with the relevant data protection legislation and regulatory requirements in the United Kingdom.

Personal data relating to FJV Shareholders shall be retained by the Company for as long as necessary to fulfil the purposes it was collected for, including for the purposes of satisfying any legal or regulatory requirements.

Individuals have certain rights in relation to their personal data – specifically, the right to be informed, the right of access, the right to rectification, the right to erasure, the right to restrict processing, the right to data portability, the right to object to processing and the right to complain to the relevant supervisory authority (which, in the United Kingdom, is the UK Information Commissioner’s Office).

FJV Shareholders acknowledge that personal data shall be held and processed by the AIFM in compliance with relevant data protection legislation and regulatory requirements, and the AIFM’s privacy policy (available at <https://www.assetvalueinvestors.com/privacy-policy/>). FJV Shareholders are responsible for informing and obtaining any required consent of any third-party individual to whom the personal data relates to the disclosure and use of such data in accordance with these provisions.

Forward-looking statements

This Prospectus includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts and include statements regarding the intentions, beliefs or current expectations of the Company, the Directors or the Investment Manager concerning, amongst other things, the Company’s investment performance, financial condition, prospects and dividend policy, and the markets in which the Company invests and/or operates.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances that may or may not occur. The Company's actual investment performance, financial condition, dividends paid and its financing strategies may differ materially from the impression created by the forward-looking statements contained in this Prospectus. In addition, even if the investment performance, financial condition of the Company and its financing strategies are consistent with the forward-looking statements contained in this Prospectus, those results, its condition or strategies may not be indicative of results, its condition or strategies in subsequent periods. Important factors that could cause these differences include, but are not limited to, the factors set out in the "Risk Factors" section of this Prospectus.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this Prospectus reflect the Company's view with respect to future events as at the date of this Prospectus and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations and strategy. The Company, the Investment Manager and Singers undertake no obligation to revise or update any forward-looking statements contained herein (save where required by the Prospectus Regulation Rules, the UK Listing Rules, UK MAR, the Disclosure Guidance and Transparency Rules or the UK AIFMD Laws), whether as a result of new information, future events, conditions or circumstances, any change in the Company's or the Investment Manager's, or Singers' expectations with regard thereto or otherwise. However, Shareholders are advised to read any communications that the Company may make directly to them, and any additional disclosures in announcements that the Company may make through a RIS following the date of this Prospectus.

Given these uncertainties, FJV Shareholders are cautioned not to place any undue reliance on such forward-looking statements and should carefully consider the section of this Prospectus titled "Risk Factors" for a discussion of additional factors that could cause the Company's actual results to differ materially before making any investment decision.

Notwithstanding the foregoing, nothing contained in this Prospectus shall in any way be taken to qualify the working capital statement contained in paragraph 4 of Part 5 (*Financial Information*) of this Prospectus.

Tax reporting, FATCA and Common Reporting Standard ("CRS")

Shareholders should furnish any information and documents the Company may from time to time request, including but not limited to information required under FATCA or CRS. Shareholders may be subject to tax reporting under applicable laws. FATCA and CRS documentation and reporting obligations can also arise in respect of Shareholders where third parties hold shares or act on their behalf.

Defined terms

Capitalised terms contained in this Prospectus have the meanings ascribed to them in Part 8 (*Definitions*) of this Prospectus, save where the context indicates otherwise.

No incorporation of website information

Save for the incorporation by reference of the 2024 Annual Report and 2024 Half Year Report, without limitation, neither the content of the Company's website nor the website of the Investment Manager (or any other website) nor the content of any website accessible from hyperlinks on the Company's or the Investment Manager's website (or any other website) is incorporated into, or forms part of this Prospectus, or has been approved by the FCA. Investors should base their decision as to whether or not to invest in the New Shares on the contents of this Prospectus (and any supplementary prospectus published by the Company prior to Admission) alone.

Governing law

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales and are subject to changes therein.

Enforcement of civil liabilities

The Company is organised as a public limited company incorporated under the laws of England and Wales. All the Company's current Directors and officers are citizens and residents of jurisdictions outside the United States. In addition, the majority of the Company's assets and the assets of the Directors and officers are located outside the United States. As a result, it may not be possible for US investors to effect service of process within the United States upon the Company or the Directors and officers located outside the United States or to enforce in the US courts or outside the United States judgments obtained against them in US courts or in courts outside the United States, including judgments predicated upon the civil liability provisions of the US federal securities laws or the securities laws of any state or territory within the United States. There is doubt as to the enforceability in England and Wales, whether by original actions or by seeking to enforce judgments of US courts, of claims based on the federal securities laws of the United States. In addition, punitive damages in actions brought in the United States or elsewhere may be unenforceable in England and Wales.

Available information

For so long as any of the Company's securities are "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act the Company will, during any period in which it is not subject to Section 13 or 15(d) under the US Exchange Act, nor exempt from reporting under the US Exchange Act pursuant to Rule 12g3-2(b) thereunder, make available to any holder or beneficial owner of such restricted securities, or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner, upon request the information required to be delivered pursuant to Rule 144A(d)(4) under the US Securities Act.

EXPECTED TIMETABLE

General Meeting

Latest time and date for receipt of forms of proxy and electronic proxy appointments for the General Meeting	3.00 p.m. on 4 November 2025
General Meeting	3.00 p.m. on 6 November 2025
Announcement of results of the General Meeting	6 November 2025

Scheme

First FJV General Meeting	8.30 a.m. on 7 November 2025
Record Date	6.00 p.m. on 7 November 2025
FJV Shares disabled in CREST (for settlement)	close of business on 7 November 2025
Trading in FJV Shares on the London Stock Exchange suspended	10 November 2025
Announcement of the results of elections	10 November 2025
Calculation Date	5.00 p.m. on 20 November 2025
Reclassification of FJV Shares	8.00 a.m. on 26 November 2025
Suspension of listing of FJV Shares	7.30 a.m. on 27 November 2025
Second FJV General Meeting	9.00 a.m. on 27 November 2025
Effective Date	27 November 2025
Announcement of the FJV Rollover FAV per Share, the FJV Adjusted Cash NAV per Share and the AJOT FAV per Share	27 November 2025
Admission	8.00 a.m. on 28 November 2025
CREST accounts credited with, and dealings commence in, New Shares	28 November 2025
Certificates despatched by post in respect of New Shares in certificated form	within ten Business Days of the Effective Date
Cancellation of listing of Reclassified FJV Shares	as soon as practicable after the Effective Date

Note:

All references to time in this Prospectus are to UK time. Each of the times and dates in the above expected timetable (other than in relation to the general meetings) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

ISSUE STATISTICS

Number of New Shares to be issued	74,272,534*
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*Based on the following assumptions:

- (1) a ratio between the AJOT FAV per Share and FJV Rollover FAV per Share of 1.31 (which in turn, is based on the Company's NAV and the FJV NAV (each as at the Latest Practicable Date); and
- (2) 50 per cent. of FJV's issued share capital (excluding treasury shares) being elected for the Cash Option.

DEALING CODES

ISIN	GB00BD6H5D36
SEDOL	BD6H5D3
Ticker code	AJOT
Legal Entity Identifier (LEI) of the Company	894500IJ5QQD7FPT3J73

DIRECTORS, AIFM, INVESTMENT MANAGER AND OTHER ADVISERS

Directors	Norman Crighton (<i>Chair</i>) Andrew Rose Margaret Stephens Thomas Yoritaka
Registered office	19 th Floor 51 Lime Street London EC3M 7DQ
AIFM and Investment Manager	Asset Value Investors Limited 2 Cavendish Square London W1G 0PU
Corporate Secretary	MUFG Corporate Governance Limited Central Square 29 Wellington Street Leeds LS1 4DL
Financial adviser and sponsor to the Company	Singer Capital Markets Advisory LLP One, Bartholomew Lane London EC2N 2AX
Additional financial adviser to the Company	Marex Financial 155 Bishopsgate London EC2M 3TQ
Legal adviser to the Company	Stephenson Harwood LLP 1 Finsbury Circus London EC2M 7SH
Legal adviser to the Company (as to US securities law)	Proskauer Rose (London) LLP 8 Bishopsgate London EC2N 4BQ
Legal adviser to the sponsor and financial adviser	Travers Smith LLP 10 Snow Hill London EC1A 2AL
Depository	J.P. Morgan Europe Limited 25 Bank Street Canary Wharf London E14 5JP
Auditor	BDO LLP 55 Baker Street London W1U 7EU
Independent Accountant	Johnston Carmichael LLP Bishop's Court 29 Albyn Place Aberdeen, Scotland AB10 1YL
Registrar and Receiving Agent	Equiniti Limited Aspect House, Spencer Road Lancing, West Sussex BN99 6DA

PART 1

THE COMPANY

1 Introduction

AVI Japan Opportunity Trust PLC (the “**Company**” or “**AJOT**”) is a closed-ended public limited company incorporated on 27 July 2018 in England and Wales with registered number 11487703. The Company is an alternative investment fund or “AIF” for the purposes of the UK AIFMD Laws, is registered as an investment company under section 833 of the Companies Act and operates as an investment trust approved by HMRC in accordance with the Corporation Tax Act. Its Shares are listed in the closed-ended investment funds category of the Official List of the FCA and traded on the Main Market.

The Company’s investment objective is to provide Shareholders with a total return in excess of the MSCI Japan Small Cap Index, through the active management of a focused portfolio of equity investments listed or quoted in Japan which have been identified by AVI as undervalued and having a significant proportion of their market capitalisation held in cash, listed securities and/or realisable assets.

As at the Latest Practicable Date, the Company had a Net Asset Value (unaudited, with debt at fair value) of approximately £235.89 million and the Net Asset Value per Share (unaudited) was 173.65 pence.

Asset Value Investors Limited (the “**AIFM**”, “**Investment Manager**” or “**AVI**”) has been appointed as the Company’s investment manager and alternative investment fund manager. The AIFM is authorised and regulated by the FCA.

2 Overview of the Proposals

The Company announced on 12 August 2025 that it had entered into non-binding heads of terms with FJV in respect of a proposed combination of the assets of the Company with the assets of FJV.

The combination, if approved by Shareholders and FJV Shareholders, will be effected by way of a scheme of reconstruction and members’ voluntary winding-up of FJV under section 110 of the Insolvency Act (the “**Scheme**”) and the associated transfer of the undertaking, cash and other assets comprising the Rollover Pool to the Company in exchange for the issue of New Shares. The New Shares will be issued on the basis of the ratio between the AJOT FAV per Share and the FJV Rollover FAV per Share.

FJV Shareholders (who are not Excluded FJV Shareholders) will be entitled to elect to receive cash in respect of part or all of their shareholding, subject to an aggregate limit of 50 per cent. of FJV’s issued share capital (excluding any treasury shares) at the Calculation Date (the “**Cash Option**”). In respect of any FJV Shares which are not deemed to have been validly elected under the Cash Option (including to the extent any elections for the Cash Option are scaled back as a result of the Cash Option being oversubscribed), FJV Shareholders will be issued New Shares in the Company (the “**Rollover Option**”), subject to the separate arrangements for Excluded FJV Shareholders detailed in paragraph 4 below.

Implementation of the Scheme is conditional upon, amongst other things, approval by Shareholders at the General Meeting and the approval of FJV Shareholders at the FJV General Meetings.

3 Benefits of the Proposals

The combination is expected to result in the following benefits for FJV Shareholders who elect (or are deemed to elect) for the Rollover Option and Existing Shareholders:

For FJV Shareholders who elect (or are deemed to elect) for the Rollover Option:

- **The Opportunity to invest in an investment company with a better record of shares trading at a narrower discount to NAV per share:** of their shareholding. Since AJOT’s IPO on 23 October 2018 to 7 August 2025, the latest practicable date ahead of the announcement that non-binding heads of terms had been entered into, AJOT’s shares have traded at an average discount of 0.2 per cent. to NAV versus 9.2 per cent. average discount to NAV for FJV. As at close of business on 7 August 2025,

AJOT's shares traded at a discount of 4.2 per cent. to NAV, and FJV's shares traded at a discount of 5.4 per cent. to NAV (source: Refinitiv Workspace).

- **Access to liquidity:** It is the intention of the Board that an exit opportunity, for up to 100 per cent. of AJOT's share capital, is offered to Shareholders every year. The next opportunity is expected to take place in Q4 2025, which FJV Shareholders who have elected for the Rollover Option and receive New Shares are expected to be able to participate in. In 2024, an exit opportunity was offered by AJOT and this was undertaken through an uncapped tender offer at a discount to the prevailing net asset value per share at the calculation date less any transaction costs directly associated with realising the assets to satisfy elections under the tender offer (the "**2024 Tender Offer**").
- **Attractive opportunity in Japanese companies:** AJOT has a clearly defined investment philosophy which seeks to exploit material undervaluation amongst Japanese equities via careful stock selection and active engagement with management, boards and other stakeholders. AJOT is, therefore, well-positioned to profit from the ongoing corporate governance reform in Japan.
- **The Opportunity for FJV Shareholders to remain invested in a Japanese strategy via AJOT, which has a strong investment performance track record:** since its inception AJOT has delivered strong performance driven by structural change in Japan, with a NAV total return of 101.17 per cent., materially in excess of the 43.44 per cent. recorded for the MSCI Japan Small Cap Index and 56.51 per cent. recorded for the TOPIX Composite Index. Over this period, AJOT has been one of the top performing funds in the Japan Smaller Companies sector (as well as against all seven remaining Japanese investment trusts).
- **Cost Contributions:** FJV's Scheme Costs which are allocated to the Rollover Pool will be mitigated for the benefit of FJV Shareholders rolling over into AJOT: (i) by a cap of £1,000,000 being applied to these costs (as described in paragraph 4(f) below); (ii) by a proportion of the Cash Option Charge being applied to the benefit of the Rollover Pool (as described in paragraph 4(d) below); and (iii) through the AVI Costs Contribution (as described in paragraph 4(g) below).

For Existing Shareholders:

- **Larger scale:** A combination of AJOT and FJV should result in both sets of shareholders benefiting from a more liquid, larger fund, targeting attractive investment opportunities in Japanese equities. The enlarged AJOT is also expected to have increased capability to take influential positions in companies where AVI has identified a significant opportunity to unlock value through AVI's active engagement, in line with AJOT's existing investment strategy. Assuming full take up of the Cash Option, the enlarged AJOT is expected to have net assets in excess of £360 million.
- **Reduced management fee:** subject to the Scheme becoming effective, the Investment Manager has agreed to reduce its management fee from 1 per cent. per annum (based on the lower of market capitalisation or NAV) to a tiered structure on assets above £300 million (see the New Management Fee in paragraph 2.1 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus. Additionally, 25 per cent. of the management fee will continue to be reinvested by the Investment Manager into AJOT shares.
- **Lower ongoing charges:** the new reduced management fee structure and the economies of scale, which the combination will bring, is expected to result in an estimated annual ongoing charge of 1.25 per cent. on a normalised basis¹.

4 Overview of the Scheme

The issue of the New Shares under the Scheme will be effected on a formula asset value ("**FAV**") to FAV basis. FAVs for the purposes of the Scheme will be calculated in accordance with AJOT's and FJV's normal accounting policies and will take into account the adjustments outlined below. FAVs will be calculated based on the NAVs (cum income with debt at fair value) of the respective companies, on the Calculation Date.

Under the Scheme, FJV Shareholders (who are not Excluded FJV Shareholders) will be entitled to elect to receive cash in respect of part or all of their shareholding, subject to an aggregate limit of 50 per cent. of FJV's issued share capital (excluding any shares held in treasury) at the Calculation Date. FJV Shareholders

¹ On the assumption that the Net Asset Value of the Company is approximately £363,600,000 on the Scheme becoming effective.

are entitled to elect for the Cash Option in respect of more than their *pro rata* entitlement to the Cash Option under the terms of the Scheme (the “**Basic Entitlement**”, such excess amount being an “**Excess Application**”). However, if aggregate elections have been made for the Cash Option which exceed 50 per cent. of the FJV Shares in issue (excluding any shares held in treasury) at the Calculation Date, FJV Shareholders who have made an election for the Cash Option in excess of their Basic Entitlement shall have their Excess Applications scaled back in a manner which is, as near as practicable, *pari passu* and *pro rata* among all FJV Shareholders who have made such Excess Applications.

Subject to the separate arrangements for Excluded FJV Shareholders detailed below, New Shares will be issued as the default option under the Scheme in the event that either no election, or a partial election, for the Cash Option is made by an FJV Shareholder or because an election for the Cash Option is scaled back in accordance with the Scheme.

Pursuant to the Scheme, on the Calculation Date, once the NAV of each of FJV and the Company has been determined, FJV’s assets and undertaking will be split into three pools:

- (i) the Liquidation Pool, into which there will be appropriated such assets and costs of FJV (including the Liquidators’ Retention) which is estimated by the Liquidators to be sufficient to meet the current and future, actual and contingent liabilities of FJV (including any unpaid FJV’s Scheme Costs), together with any holdings of FJV which are determined by the Liquidators (in consultation with FJV and the Company) not to be suitable for transfer to the Company and will not have been realised prior to the Effective Date; and
- (ii) the Residual Net Asset Value (being the balance after the appropriation of cash and assets to the Liquidation Pool) shall then, on a Pro Rata Allocation basis, be split into: (a) the interests of FJV Shareholders who elect, or are deemed to elect, for the Rollover Option (the “**Rollover Pool**”); and (b) the interests of FJV Shareholders who elect, or are deemed to elect, for the Cash Option (the “**Cash Pool**”). The NAV of the Rollover Pool and the Cash Pool will then be adjusted as detailed further below.

In order to effect the Scheme and in accordance with valid elections (including deemed elections) made, FJV will be required to reclassify its FJV Share capital into shares with “A” rights (“**A” Shares**”) and shares with “B” rights (“**B” Shares**”). “A” Shares will entitle the holders thereof to be issued with New Shares and “B” Shares will entitle the holders thereof to cash under the Cash Option, in accordance with the terms of the Scheme.

Adjustments under the Scheme Cash Pool

- (a) On the Calculation Date, the Cash Pool NAV will be adjusted for the following:
 - (i) the Cash Pool Costs Adjustment (if any, as described in paragraph 4(f) below); and
 - (ii) a reduction for the Cash Option Charge (as described in paragraph 4(d) below),(the Cash Pool NAV as adjusted by the above being the “**FJV Adjusted Cash Pool NAV**”).

Under the Scheme, a holder of “B” Shares will be entitled to an amount of cash equal to the FJV Adjusted Cash NAV per Share multiplied by the number of “B” Shares they hold. The FJV Adjusted Cash NAV per Share will be equal to the FJV Adjusted Cash Pool NAV divided by the total number of “B” Shares (expressed in pence and rounded down to six decimal places).

Rollover Pool

- (b) On the Calculation Date, the Rollover Pool NAV will be adjusted for the following:
 - (i) the Rollover Pool Costs Adjustment (if any, as described in paragraph 4(f) below);
 - (ii) an uplift arising from the Rollover Pool’s allocation of the Cash Option Charge (as described in paragraph 4(d) below); and
 - (iii) an uplift from the AVI Costs Contribution (if any, as described in paragraph 4(g) below),(the Rollover Pool NAV as adjusted by the above being the “**FJV Rollover FAV**”).

The FJV Rollover FAV per Share shall be equal to the FJV Rollover FAV divided by the total number of “A” Shares (expressed in pence and rounded down to six decimal places).

FJV Shareholders who elect (or are deemed to elect) for the Rollover Option shall have New Shares issued to them based on the ratio of the FJV Rollover FAV per Share to the AJOT FAV per Share, multiplied by the total number of “A” Shares held by the relevant FJV Shareholder.

AJOT

- (c) On the Calculation Date, the AJOT NAV will be adjusted for:
- (i) a reduction for the AJOT Costs, to the extent only such costs have not already been accrued in the AJOT NAV;
 - (ii) a reduction for any Unpaid AJOT Dividends; and
 - (iii) an uplift arising from AJOT’s allocation of the Cash Option Charge (as described in paragraph 4(d) below),
- (the AJOT NAV as adjusted by the above being the “**AJOT FAV**”).

Cash Option Charge

- (d) The Cash Option Charge (being an amount equal to one per cent. of the Cash Pool NAV as adjusted for the Cash Pool Costs Adjustment (if any)) shall be allocated between the Rollover Pool and AJOT, based on the number of FJV Shares which have validly elected, or are deemed to have elected, for the Rollover Option as follows:
- (i) first, the Rollover Pool shall be allocated a percentage of the Cash Option Charge equal to the percentage of elections made, or deemed to have been made, for the Rollover Option;
 - (ii) second, AJOT shall be allocated an amount equal to the lesser of: (i) the balance of the Cash Option Charge after the allocation under paragraph (i) above; and (ii) the AJOT Costs; and
 - (iii) lastly, the Rollover Pool shall be allocated the balance (if any) of the Cash Option Charge after the allocations under paragraphs (i) and (ii) above.

Termination Costs

- (e) On 13 October 2025 FJV served notice in respect of the termination of the FJV Management Agreement on the FJV AIFM and the FJV Investment Management Services Agreement on the FJV AIFM and the FJV Investment Manager, to end on the day falling five Business Days after the Effective Date. It has been agreed between FJV, the FJV AIFM and the FJV Investment Manager that the FJV Investment Manager and the FJV AIFM will provide such assistance to FJV, and, from the Effective Date, to the Liquidators, as may be reasonably requested in respect of giving effect to the Scheme. This shall include, without limitation, providing assistance to FJV in relation to the transfer or other realisation of unlisted investments pursuant to the Scheme after the termination of the FJV Management Agreement and the FJV Investment Management Services Agreement as the Liquidators may request, in each case at no additional cost. The FJV Board entered into the Notice Agreement with the FJV Investment Manager on 6 May 2025, which effectively reduced the normal notice period, to minimise the costs associated with terminating those arrangements. It has been agreed that, pursuant to the terms of the Notice Agreement, there are no Termination Costs as full notice has been given pursuant to the Notice Agreement and any assistance provided by the Investment Manager and the AIFM following the end of the notice period will be provided without further charge.

FJV’s Scheme Costs

- (f) FJV’s Scheme Costs (which for the avoidance of doubt includes both the Transaction Costs and the Termination Costs, as described above) are expected to be approximately £820,889 inclusive of VAT (where applicable, which is assumed to be irrecoverable), in aggregate. The expected FJV’s Scheme Costs have already been included in FJV’s published NAV at the Latest Practicable Date. Each of the Rollover Pool and the Cash Pool shall bear its respective Pro Rata Allocation of FJV’s Scheme Costs, however, the Rollover Pool’s share of FJV’s Scheme Costs are capped at £1,000,000 (with any balance over such cap being allocated to the Cash Pool) and to the extent they are not fully offset by the Rollover Pool’s allocation of the Cash Option Charge, will be met through the AVI Costs Contribution, as described in paragraph (g) below. For the avoidance of doubt, FJV’s Scheme Costs exclude the Liquidators’ Retention (estimated at £100,000) to cover unknown or unascertained liabilities of FJV. The Rollover Pool is not expected to suffer any reduction for FJV’s Scheme Costs (other than through

the Liquidators' Retention, as applicable). For the avoidance of doubt, FJV's Scheme Costs also exclude any portfolio realisation costs.

AVI Costs Contribution

- (g) To the extent the Rollover Pool's allocation of FJV's Scheme Costs after the Rollover Pool Costs Adjustment (which caps the allocation of these costs to the Rollover Pool at £1,000,000 as described in paragraph (f) above), are not fully defrayed by its allocation of the Cash Option Charge (as described in paragraph (d) above), AVI has undertaken to make a cash contribution to the costs of the Rollover Pool equal to the balance of the Rollover Pool's allocation of FJV's Scheme Costs, pursuant to the Cost Contribution Agreement. The value of the AVI Costs Contribution will be determined by the Liquidators (in consultation with the parties to the Cost Contribution Agreement and reviewed by the Independent Accountant) and will be settled by transfer to cleared funds by AVI to an account designated by FJV for that purpose on the terms of the Cost Contribution Agreement (the "**AVI Costs Contribution**"). The availability of the AVI Costs Contribution to the Rollover Pool is subject to the Scheme becoming effective.

The Liquidators' Retention is estimated at £100,000 and will be retained by the Liquidators to meet any unknown or unascertained liabilities of FJV. To the extent some or all of the Liquidators' Retention remains when the Liquidators decide to close the liquidation, this will be returned to FJV Shareholders on the FJV Register as at the Record Date (other than any Dissenting FJV Shareholders), provided that if any such amount payable to any FJV Shareholder is less than £5.00, it shall not be paid to the FJV Shareholder but instead shall be retained by the Liquidators for the Nominated Charity.

Basis of Calculation

The calculations as described in this paragraph 4 will be calculated in accordance with the companies' respective normal accounting policies (NAV calculated on a cum-income basis and debt at fair value) and will take into account the adjustments outlined in this paragraph 4. In determining the Residual Net Asset Value, in respect of any unlisted investments in FJV, their valuations as at 12 August 2025 will be used.

The calculations relating to each of the adjusted values, as well as the calculation of entitlements using the FAV-to-FAV ratio as described in paragraph (b) above, will be reviewed by the Independent Accountant, acting on behalf of both the Company and FJV.

Overseas FJV Shareholders

The terms of the Proposals, as they relate to Overseas FJV Shareholders, may be affected by laws of the relevant jurisdiction. Overseas FJV Shareholders should inform themselves about, and observe, any applicable legal requirements. It is the responsibility of Overseas FJV Shareholders to satisfy themselves (and the Directors) as to the full observance of the laws of the relevant jurisdiction in connection with the issue of New Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction. To the extent a US Shareholder validly executes and returns a US Investor Representation Letter to the satisfaction of the Directors, FJV Directors and the Liquidators, such US Shareholder will not be deemed an Excluded FJV Shareholder.

Shareholders who will otherwise be Excluded FJV Shareholders who wish to receive New Shares in respect of their entitlement under the Scheme should contact FJV directly as soon as possible and, in any event, by no later than 7 November 2025 if they are able to demonstrate, to the satisfaction of the Directors, the FJV Directors and the Liquidators that they can be issued New Shares without breaching any relevant laws or regulations.

Excluded FJV Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New Shares for the remainder of their FJV Shares. Such New Shares will be retained (and not renounced) by the Liquidators as nominees for the relevant Excluded FJV Shareholder and sold by the Liquidators as nominees in the market for the relevant Excluded FJV Shareholder (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded FJV Shareholder and the value of the FJV Shares held by the relevant Excluded FJV Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid: (i) to the relevant Excluded FJV Shareholder entitled to them as soon as reasonably practicable, save that entitlements of less than £5.00 per Excluded FJV Shareholder will be paid by the Liquidators to the Nominated Charity;

or (ii) in respect of Sanctions Restricted Persons, at the sole and absolute discretion of the Liquidators and will be subject to applicable laws and regulations.

US FJV Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded FJV Shareholders. US FJV Shareholders should see the “Notice to US FJV Shareholders” (on page 53).

Use of proceeds

The New Shares will be issued to FJV Shareholders who elect, or are deemed to elect, for the Rollover Option in consideration for the transfer of the Rollover Pool from FJV to the Company. The Rollover Pool will consist of investments aligned with the Company’s investment objective and investment policy, together with cash and cash equivalents. Any cash in the Rollover Pool and any proceeds of the realisation of cash equivalents in the Rollover Pool will be used to acquire investments in accordance with the Company’s investment objective and policy as soon as reasonably practicable following the Effective Date and no material changes to the investment objective and policy of the Company are being proposed in connection with the Scheme.

5 Investment objective and policy

The Company’s investment objective and policy are as follows:

Investment objective

The Company’s investment objective is to provide Shareholders with a total return in excess of the MSCI Japan Small Cap Index, through the active management of a focused portfolio of equity investments listed or quoted in Japan which have been identified by AVI as undervalued and having a significant proportion of their market capitalisation held in cash, listed securities and/or realisable assets.

Investment policy

The Company invests in a diversified portfolio of equities listed or quoted in Japan which are considered by the Investment Manager to be undervalued and where cash, listed securities and/or realisable assets make up a significant proportion of the market capitalisation. AVI seeks to unlock this value through proactive engagement with management and taking advantage of the increased focus on corporate governance and returns to shareholders in Japan. The Board has not set any limits on sector weightings or stock selection within the portfolio. Whereas it is not expected that a single holding (including any derivative instrument) will represent more than 10 per cent. of the Company’s gross assets at the time of investment, the Company has discretion to invest up to 15 per cent. of its gross assets in a single holding, if a suitable opportunity arises.

No restrictions are placed on the market capitalisation of investee companies, but the portfolio is weighted towards small and mid-cap companies. The portfolio normally consists of between 15 and 25 holdings although it may contain a lesser or greater number of holdings at any time.

The Company may invest in exchange traded funds, listed anywhere in the world, in order to gain exposure to equities listed or quoted in Japan.

On acquisition, no more than 15 per cent. of the Company’s gross assets will be invested in other UK listed closed-ended investment funds.

The Company’s portfolio may include Japanese securities which are unlisted or unquoted (the “**Unlisted Japanese Securities**”), although it is not expected that the Company’s direct holding of Unlisted Japanese Securities will represent more than 5 per cent. of the Company’s gross assets at the time of investment.

The Company may also use derivatives for gearing and efficient portfolio management purposes.

The Company will not be constrained by any index benchmark in its asset allocation.

Cash management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include short-term investments in money market type funds (“**Cash and Cash Equivalents**”). There is no restriction

on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant Cash and Cash Equivalents position. For the avoidance of doubt, the restrictions set out above in relation to investing in collective investment vehicles do not apply to money market type funds.

Borrowing policy

The Company may use borrowings for settlement of transactions, to meet ongoing expenses and may be geared through borrowings and/or by entering into long-only contracts for difference or equity swaps that have the effect of gearing the Company's portfolio to seek to enhance performance.

The aggregate of borrowings and long-only contracts for difference and equity swap exposure will not exceed 25 per cent. of NAV at the time of drawdown of the relevant borrowings or entering into the relevant transaction, as appropriate. It is expected that any borrowings entered into will principally be denominated in JPY.

Material change to the investment policy

No material change will be made to the investment policy without the prior approval of the FCA and Shareholders by ordinary resolution.

6 Hedging policy

The Company does not hedge its currency exposure using financial instruments such as derivatives, forward contracts, or options. Although there are no current plans to hedge investments denominated in JPY, the Investment Manager and the Board will periodically review this policy.

7 Dividend policy

The Company does not have any formal policy to achieve any specified level of dividend. However, the Board will distribute substantially all of the net revenue arising from the Company's portfolio of investments. Accordingly, the Company is expected to pay an annual dividend but this may vary each year.

The Company intends to conduct its business so as to continue to satisfy the conditions to retain approval as an investment trust under section 1158 of the Corporation Tax Act. In accordance with regulation 19 of the Investment Trust Tax Regulations, the Company does not (except to the extent permitted by those regulations) intend to retain more than 15 per cent. of its income (as calculated for UK tax purposes) in respect of an accounting period.

8 Discount management policy

The Board monitors the discount to NAV at which the Company's Shares trade and continues to review and adopt measures intended to create additional demand for the Company's shares, both from existing and new Shareholders, and to reduce the discount.

In accordance with the Company's discount control policy, if, under normal market conditions, the four-month moving average discount of the Shares to Net Asset Value is greater than 5 per cent., the Board will endeavour to buy back Shares with the intention of reducing the discount to a level no greater than 5 per cent.

It is the intention of the Board that an exit opportunity, for up to 100 per cent. of the Company's share capital, is offered to Shareholders every year, although the decision as to whether or not an exit opportunity is offered (and if offered, the extent/terms/timing of such offer) is at the discretion of the Directors. The Directors are intending to offer an exit opportunity in 2025 for up to 100 per cent. of the Company's share capital, with such exit opportunity expected to take place in Q4 2025. Further details of this opportunity are expected to be published shortly.

The Directors have been granted authority at the 2024 AGM (held in May 2025) to purchase in the market up to 20,404,872 Shares (being 14.99 per cent. of the Company's issued share capital as at close of business on 1 April 2025). As at the Latest Practicable Date, no buybacks have been carried out pursuant to this authority.

All Share repurchases will be conducted in accordance with the Companies Act and the UK Listing Rules. Shareholders and prospective Shareholders should note that such repurchases of Shares by the Company are entirely discretionary and no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions.

Shares repurchased by the Company may be cancelled or held in treasury (or a combination of both). Any Shares held in treasury may be subsequently cancelled or sold for cash. The sale of Shares from treasury will be subject to the Companies Act and the provisions relating to the rights of pre-emption contained therein to the extent not disapplied. Further, such sales will not, unless authorised by Shareholders, be at a price per Share which would be less than the Net Asset Value per Share at the relevant time, so the economic interests of existing Shareholders are not thereby diluted.

PART 2

MARKET OUTLOOK, INVESTMENT STRATEGY, PERFORMANCE AND PORTFOLIO

1 Market Outlook

AVI's investment strategy focuses on specifically targeting under-valued, high-quality companies with excess cash where there is potential to unlock value through active engagement with management. The AVI Japan strategy was founded on the belief that the Japanese stock market provides a rich and compelling opportunity to find companies with these characteristics, while the ongoing corporate governance reform provides an increasingly constructive environment for active engagement.

The corporate governance reform roadmap in Japan began a decade ago with the onset of "Abenomics" and in recent years, has accelerated thanks to a coordinated effort from the Government, large asset owners, the Tokyo Stock Exchange and regulators. Effects of reform can be seen across the market, from increasing shareholder return to more robust board independence.

Outside of the direct impact of corporate governance reform on the market, the macro backdrop also remains encouraging. Resilient domestic consumption and a tight labour market are powering base pay growth and providing the most consistent wage pressure Japan has seen in decades. Core inflation remains under control and although sentiment around tariffs remain volatile, some of that pressure has recently eased.

The increased interest in Japan's corporate governance reform and the rise of activist investors has coincided with strong inflows from foreign investors. At the same time, domestic retail investors have begun to return to their home market through a nascent shift from savings to investment among Japanese households via the new Nippon Individual Savings Account ("**NISA**") program.

Given Japan's macro resilience, reform momentum and, importantly, a more assertive foreign and domestic investor base, the market seems well-positioned for the medium-long term.

2 Investment strategy and process

AVI's investment philosophy is based on the belief that markets are inefficient, with areas of the stock market being neglected or overlooked by investors, creating mis-pricings that AVI seeks to exploit through bottom-up fundamental research.

AVI believes that in Japan, there is an abundance of severely mispriced and overlooked high-quality companies. The level of undervaluation is particularly egregious amongst small-cap companies which suffer from limited sell-side research and weaker company disclosure. AVI has a track record of identifying companies where the low valuation is not a reflection of low business quality, and by working with management to improve business performance and shareholder communication, AVI aims to help those companies achieve multiple expansion.

AVI's strategy for the Company is rooted in the belief that active engagement combined with management consulting expertise can drive companies toward enhancing corporate value and generating shareholder return.

With the strategy's focus on valuation, the portfolio tends to have a "value" bias, with aggregate valuation metrics far below a comparable benchmark. However, the strategy's emphasis on value is coupled with deep fundamental research surrounding the quality of the business and the opportunity for engagement. This protects AVI from value traps where either the company's value is deteriorating, or there is little prospect for a change in the undervaluation.

(a) *Research and stock selection methodology*

AVI's investment approach begins with a monthly screening of the approximately 4,000 non-financial companies in Japan to identify around 800 with sufficient trading volume, profitability, a discounted EV/EBIT multiple, and substantial net cash and securities relative to market cap. AVI further narrows the list by focusing on companies with strong balance sheets, sufficient liquidity, and by avoiding low-quality sectors and companies with significant allegiant shareholders (e.g., cross-shareholders).

Additional ideas are sourced through sell-side analyst meetings and internal industry research. Value can also be hidden off-balance sheet in real estate or listed consolidated entities, which financial screening alone may miss.

After screening, AVI builds detailed models for the approximately 5-10 companies per month that meet their quality and valuation criteria. These models track each company's discount to AVI's fair value using relative EV/EBIT multiples adjusted for quality and excluding overvalued peers. AVI's research, which includes 150-200 company meetings annually, continuously expands the number of companies that AVI models.

Refining the universe into a core portfolio of 15-25 stocks involves a two-pronged approach, focusing on fundamentals and engagement prospects.

Once an investment meets AVI's initial criteria, the Investment Manager conduct detailed qualitative research. While AVI's strategy is based on the belief that improved governance leads to better management and value creation, the Investment Manager first ensures that the underlying value of the investment is appreciating, even without management improvement.

AVI thinks about value appreciation through characteristics inherent in quality companies, such as return on assets, earnings stability, and growth outlook. As part of AVI's business quality due diligence, it assesses the resilience of Companies under challenging market conditions, and carefully selects those that consistently outperform their sector peers.

Conviction in a company's fundamental quality is developed through a multi-step process led by the investment team, including discussions with management, industry experts, peers, and ex-employees. This typically takes 1–3 months, depending on the complexity of the business, and culminates in an engagement thesis. Once AVI is confident in the business quality, the Investment Manager assesses the likelihood of engagement success leading to a higher share price, with support from a Tokyo-based senior engagement consultant.

Before investing, AVI evaluates management's openness to their suggestions and analyse the shareholder register to gauge likely support. The Investment Manager avoids companies where management is unresponsive or where radical change is needed to address undervaluation. AVI's engagement includes ESG factors, using our proprietary scoring and monitoring system to guide constructive dialogue. While AVI aims to influence positive change as long-term investors, divestment may occur if engagement on material ESG issues proves ineffective and risks become untenable. AVI's buy, hold, and sell decisions balance ESG considerations with financial performance and fiduciary responsibilities.

In summary the Investment Manager is seeking undervalued companies with appealing business characteristics that have an identifiable catalyst for unlocking value.

(b) ***Decision-making process***

All portfolio decisions are ultimately made by Joe Bauernfreund in his capacity as CIO and portfolio manager, although the investment process itself is team-oriented and research-driven. Formal team meetings are held bi-weekly to discuss the Portfolio, engagement activity and new ideas, and on an ad hoc basis when events within the Portfolio may arise. The investment team sits together in an open-plan office which is conducive to the informal exchange of ideas and discussions. AVI are also in regular contact with our team member based in Tokyo, who has ongoing interactions with directors and other shareholders.

(c) ***Portfolio construction methodology & Buy/Sell Discipline***

Given the nature of the types of companies AVI focuses on, AVI believes a time horizon of approximately 3 years is required in order to build a relationship with management and see the required changes to corporate governance and/or corporate strategy be implemented. Events that lead to a change in corporate control, or a re-rating of the share price can dramatically shorten the holding period as they result in the under-valuation being eliminated or materially reduced.

As value-conscious investors, AVI closely monitors the discount at which the companies in the Portfolio trade to their fair value. Should the discount narrow to such an extent that the upside is limited, AVI will recycle cash into more attractive opportunities. The Investment Manager has exited several investments where the valuation has increased or where the share price has increased above AVI's target price before the Investment Manager had the chance to fully build a position.

Furthermore, where facts have changed and the original investment thesis is no longer valid, an investment may be sold within a shorter timeframe. This most often happens when there is a deterioration in the business' earnings where AVI cannot foresee a recovery, or AVI are not seeing sufficient progress with their engagement.

Buy decisions are made at the sole discretion of Joe Bauernfreund with the input from the wider team. Investment ideas are sourced from the dedicated Japanese analyst team. The criteria considered for making an investment include:

- (i) quality of the business and robust competitive moat;
- (ii) quality of non-operational assets;
- (iii) management quality;
- (iv) clear path to unlock value through activism;
- (v) attractive valuation upside; and
- (vi) liquidity.

The combined aim of these criteria is to find companies that have a large upside potential, whose underlying value appears likely to appreciate over time and where AVI can engage with management. The quantitative metrics considered for each include: EV/EBIT multiple, peer valuation adjusted for relative quality, net cash and investment securities as per cent. of market cap, ROIC, ROE, operating margin, percentage of foreign shareholders and percentage of shareholders likely to passively vote alongside management.

AVI's engagement activities are also considered when making investment decisions. Where it is deemed necessary to increase AVI's influence with management, the Investment Manager is likely to purchase additional shares ahead of a potential engagement campaign.

Alongside the factors mentioned above, the portfolio construction considers sector diversity and liquidity to ensure a well-balanced overall allocation and to avoid excessive exposure to any one sector.

3 Performance

The Company has delivered NAV total return performance over the five years to the Latest Practicable Date of 71.6 per cent. against the Benchmark return of 32.1 per cent. Share price total return over the same period was 73.5 per cent.

The table below shows the Company's performance, alongside the Benchmark and the peer group, to the Latest Practicable Date over one, three and five, and since inception under the existing management team.

<i>Total Return performance (%)</i>	<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>Inception¹</i>
AJOT NAV total return	21.2	55.4	71.4	93.6
AJOT share price total return	26.2	61.0	73.5	85.7
MSCI Japan Small Cap Index	18.5	35.3	32.1	45.1
Topix Total Return Index	17.9	45.6	50.2	66.8

¹ Being 23 October 2018, the date that Joe Bauernfreund was appointed as portfolio manager of AJOT.

Source: Morningstar

Past performance is not a guarantee of future results

4 Portfolio²

As at the Latest Practicable Date, the Portfolio comprised 21 investments, with an aggregate unaudited value of approximately £260 million. The information in this section, which has not been audited, has been sourced from information supplied by the Investment Manager.

As at the Latest Practicable Date, the Company's top six investments, representing over 50 per cent. of the value of the Portfolio, were as follows:

<i>Security description</i>	<i>Percentage of value of total Portfolio (%)</i>
WACOM ORD SHS	11.22
EIKEN CHEMICAL ORD SHS	10.31
RAITO KOGYO ORD SHS	9.94
ROHTO PHARMACEUTICAL ORD SHS	9.88
ATSUGI ORD SHS	8.16
KURABO INDUSTRIES ORD SHS	7.99
	<hr/>
	57.49
	<hr/>

As at the Latest Practicable Date, 100 per cent. of the Portfolio was invested in Japan.

As at the Latest Practicable Date, the breakdown of the Portfolio by sector was:

<i>Sector</i>	<i>Percentage of value of total Portfolio (%)</i>
Industrials	19.99
Communication Services	18.25
Consumer Discretionary	16.44
Information Technology	16.99
Health Care	10.87
Consumer Staples	8.95
Real Estate	6.81
Materials	1.70
	<hr/>
	100.0
	<hr/>

5 ESG policy

The enlarged AJOT will continue to apply a responsible environmental, social and governance (ESG) policy to investing. The Company will continue to operate within the parameters of the Investment Manager's ESG investment policy. This approach is consistent with investing in Japanese companies with sustainable business models and good corporate governance.

² Figures as at 26 August 2025.

PART 3

DIRECTORS, MANAGEMENT AND ADMINISTRATION OF THE COMPANY

1 Directors

The Directors, each of whom is non-executive and independent of the Investment Manager, are responsible for the determination of the investment policy of the Company and the overall supervision of the Company, including the review of the Company's investment activity and performance and the control and supervision of the AIFM's activities in relation to the Company. The Company operates with an experienced Board of Directors, bringing investment and corporate skills and experience of closed-ended funds to their oversight roles. The Directors are as follows:

Norman Crighton (Chair): Norman Crighton was appointed as a Director and Chair in 2018. Norman Crighton is an experienced public company director, having served on the boards of eight closed-end funds and one operating company. Presently, Norman is also non-executive chair of RM Infrastructure Income plc. Norman has extensive fund experience, having previously been Head of Closed-end Funds at Jefferies International and Investment Manager at Metage Capital Limited, leveraging his 35 years of experience in investment trusts. His career in investment banking covered research, sales, market making and proprietary trading, servicing major international institutional clients over 15 years. His work in many countries included restructuring closed-end funds, as well as several IPOs. As a fund manager, Norman managed portfolios of closed-end funds on a hedged and unhedged basis covering developed and emerging markets.

Margaret Stephens: Margaret Stephens was appointed as a Director in 2018. Margaret is a non-executive director of Sequoia Economic Infrastructure Income Fund Limited. She was a partner of KPMG until 2016, having qualified as a Chartered Accountant in 1988. From 2007, she played a key role in building KPMG's Global Infrastructure Practice, also leading UK and international due diligence and structuring services on major merger and acquisition transactions and public private partnerships. Margaret was a trustee director of the Nuclear Liabilities Fund and chair of the audit committee until January 2024, non-executive board member and chair of the audit and risk assurance committee of the Department for Exiting the European Union and was a board trustee of the London School of Architecture. Margaret was also on the board of and chaired the audit committee of VH Global Energy Infrastructure Plc from January 2021 until May 2025. Margaret is British and resident in the United Kingdom.

Andrew Rose: Andrew Rose was appointed as a Director in 2025. Andrew retired from Schroders in 2019 after a distinguished 38-year career specialising in Japanese equities. His career included 11 years in Tokyo over three separate secondments, where he was involved in various research and fund management responsibilities across the market capitalisation spectrum. His specific responsibilities included managing several open and closed-end Japanese equity funds, as well as institutional portfolios. After retirement from full-time fund management, Andrew served as a non-executive director and member of the Audit and Supervisory Committee at Uhuru Corporation in Tokyo for three years. Andrew is a British citizen, fluent in reading and speaking Japanese, and resides in the United Kingdom.

Thomas Yoritaka: Thomas Yoritaka was appointed as a Director in 2025. Thomas is a venture capital investor, software executive, and board member with over 30 years of experience in the technology industry in the UK, North America, and Japan. He invests in early-stage technology and science-backed startups, working and works closely with founders and co-investors, many of whom are leading venture capital funds or C-suite executives of multinational companies. He also sits on the Board of Trustees of SOAS University of London, as well as on boards of various technology industry organisations in the UK. Previously, Thomas served in software product and corporate development executive roles at Cisco Systems, Yahoo!, and Microsoft in the US. Early in his career, he worked as a strategy consultant at The Boston Consulting Group in the US and Japan. Thomas is fluent in English and Japanese. He holds dual British/American citizenship and resides in the United Kingdom.

Directors' remuneration

Each Director is entitled to receive a fee from the Company. As at the date of this Prospectus, Norman Crighton, as Chair of the Board, is entitled to receive £45,800 per annum, Margaret Stephens, as Chair of the Audit Committee, is entitled to receive £41,700 per annum and all other Directors are entitled to receive £38,600 per annum.

At present, under the Articles the aggregate cap on Directors' remuneration per annum is £250,000.

All the Directors are also entitled to be paid all reasonable expenses properly incurred by them in connection with the performance of their duties. These expenses may include those associated with attending general meetings, Board or committee meetings. If the Board requests one or more of the Directors to perform services outside of those considered to be ordinary course on behalf of the Company, the Board may determine that additional remuneration may be paid to the Director.

2 Managerial, corporate secretarial, administration and depositary arrangements

2.1 Managerial arrangements

The Company has entered into an Investment Management Agreement with Asset Value Investors Limited (the "**AIFM**" and the "**Investment Manager**"), under which the Investment Manager is responsible for the discretionary management of the Company's assets. The Investment Manager has also been appointed as the Company's AIFM for the purposes of the AIFMD.

The AIFM is currently entitled to annual management fees equal to 1.00 per cent. of the lesser of NAV or the Company's market capitalisation.

The management fee shall be calculated quarterly (but paid monthly in arrears), based on the Net Asset Value or market capitalisation of the Company on the last Business Day of the relevant preceding calendar quarter, except in the event where a new admission of Shares or a buy back or redemption of Shares (a "**specified event**") occurs, in which case the management fee relating to the relevant month shall be adjusted so that it shall be based (or partly-based, on a *pro-rata* basis to reflect the point in time during the relevant month in which a specified event occurs) on the Net Asset Value or market capitalisation of the Company as at the effective/completion date of the most recently specified event.

As mentioned above, the management fee is paid monthly in arrears. Each month, the Investment Manager shall invest 25 per cent. of the management fee it receives in Shares. This shall be achieved through the purchase of Shares in the secondary market or, if this is not possible, the issue of Shares by the Company, following consultation with the Board. The Investment Manager shall be required to hold the Shares for a period of two years from the date on which the relevant management fee is calculated.

A summary of the Investment Management Agreement is set out in paragraph 10.1 of Part 7 (*Additional Information*) of this Prospectus.

Reduction in fees payable for enlarged asset base under the Management Agreement

The Company and the Investment Manager have agreed, pursuant to a side letter dated 13 October 2025, a new management fee based on a tiered structure pursuant to which, if the Scheme becomes effective, the Investment Manager shall be entitled to receive reduced annual management fees, calculated as follows:

- (i) 1.0 per cent. on the first £300 million of the lesser of NAV and the Company's market capitalisation;
- (ii) 0.95 per cent. (reduced from 1.0 per cent.) on the lesser of NAV and the Company's market capitalisation over £300 million up to £350 million; and
- (iii) 0.90 per cent. (reduced from 1.0 per cent.) on the lesser of NAV and the Company's market capitalisation over £350 million,

(the "**New Management Fee**").

Portfolio manager

Joe Bauernfreund is the Lead Portfolio Manager and he is assisted by Kaz Sakai as head of Japan research, Nicola Takada Wood as Managing Director Japan and the investment team of Luke Hutcherson, Shuntaro Shimizu, Ben Levy and Jason Bellamy.

Joe Bauernfreund is the portfolio manager of AVI Global Trust plc and AVI Japan Opportunity Trust plc, and has ultimate responsibility for all investment decisions across the Investment Manager's Global and Japan strategies. Before joining the Investment Manager in 2002, Joe worked six years for a real estate investment organisation in London. He has a Masters in Finance from the London Business School.

2.2 Corporate secretarial arrangements

MUFG Corporate Governance Limited was appointed as the Company's Corporate Secretary on 27 July 2018. In such capacity, the Corporate Secretary is responsible for general secretarial functions and for assisting the Company with compliance with its continuing obligations as a company listed on the closed-ended investment funds category of the Official List. The Corporate Secretary is also responsible for the Company's general administrative functions as set out in the Company Secretarial Agreement.

The current annual fee is £81,990, which is subject to an annual RPI increase. The agreement may be terminated by either party on six months' written notice.

A summary of the Company Secretarial Agreement is set out in paragraph 10.2 of Part 7 (*Additional Information*) of this Prospectus.

2.3 Administration arrangements

Waystone Administration Solutions (UK) Limited has been appointed to provide general administrative functions to the Company. The Administrator currently receives an annual fee of £130,949.24, which is subject to an annual RPI increase. In addition, the Administrator receives a monthly variable fee, with the total variable fees for the year as at 30 September 2025 being £3,814.51. The agreement can be terminated by either the Administrator or the Company on 12 months' written notice, subject to an initial term of one year.

A summary of the Administration Agreement is set out in paragraph 10.3 of Part 7 (*Additional Information*) of this Prospectus.

2.4 Depositary and Custodian arrangements

J.P. Morgan Europe Limited has been appointed as the Company's depositary. The Depositary Agreement which has been entered into between the Company and the Depositary provides, *inter alia*, that the Depositary carries out the core duties under Article 21 of the AIFMD which include cash management, safekeeping of assets and general oversight of the Portfolio. The Depositary receives fees for its services as agreed between the Depositary and the Company from time to time. The Company can terminate the Depositary Agreement by giving 90 days' prior written notice to the Depositary.

The Depositary has delegated the safekeeping functions to the Custodian, JPMorgan Chase Bank, National Association, London Branch. Pursuant to the terms of the Custody Agreement, the Custodian holds, or arranges for sub-custodians to hold, all of the cash, securities and other assets of the Company and it arranges and settles (directly or acting through sub-custodians) all transactions relating to those assets as agent for the Company. The Custodian receives fees for its services as agreed between the Custodian and the Company, and subject to the Custodian's fee schedule as updated from time to time. The Custody Agreement will continue for so long as the Depositary Agreement is in effect and it will terminate automatically on the termination of the Depositary Agreement.

Further details of the terms of the Depositary Agreement and Custody Agreement are set out in paragraph 10.4 of Part 7 (*Additional Information*) of this Prospectus.

2.5 **Registrar**

Equiniti Limited has been appointed as the Company's Registrar pursuant to the Registrar Agreement dated 31 October 2023. The Registrar is responsible for, among other things, the maintenance of the Register and for the transfer and settlement of Shares. The Registrar is currently entitled to an annual registration fee of approximately £7,287 from the Company, which is subject to an annual RPI increase. This fee is exclusive of other service fees, such as those for investor analytics, which may be charged separately.

A summary of the Registrar Agreement is set out in paragraph 10.5 of Part 7 (*Additional Information*) of this Prospectus.

2.6 **Auditor**

The statutory auditor to the Company is BDO LLP of 55 Baker Street, London, W1U 7EU. BDO LLP is independent of the Company and is registered to carry on audit work in the United Kingdom by the Institute of Chartered Accountants in England and Wales.

3 **Corporate governance**

The Board is required to report on how the principles of the UK Corporate Governance Code (the “**UK Code**”) have been applied. Being an investment company, a number of the provisions of the UK Code are not applicable as the Company has no executive directors or internal operations. The Board has therefore considered the principles and recommendations of the AIC Code published by the Association of Investment Companies, of which the Company is a member. The AIC Code addresses the principles set out in the UK Code as well as additional principles and recommendations on issues that are of specific relevance to investment companies. The Financial Reporting Council has endorsed the AIC Code and confirmed that, by following it, the boards of investment companies should meet fully their obligations under the UK Code and associated disclosure requirements under the UK Listing Rules.

The Company applies the principles and adheres to the provisions of the AIC Code. The Company has no chief executive or other executive directors and therefore has no need to consider the remuneration of executive directors. In addition, the Company does not have any internal operations and therefore does not maintain an internal audit function, although the Audit Committee considers the need for such a function at least annually. A separate remuneration committee has not been established as the Board currently consists of only four non-executive directors and the Company has no employees. The remit of the Nomination and Remuneration Committee includes a review of remuneration.

3.1 **Audit Committee**

The Audit Committee comprises all the Directors and is chaired by Margaret Stephens. The role of the Audit Committee is to ensure the integrity of the Company's financial reporting, evaluating the effectiveness of the systems of internal control and risk management, and monitoring the effectiveness and objectivity of the external auditor. The Audit Committee usually meets formally two times per year and its effectiveness is reviewed on an annual basis as part of the Board's performance evaluation process. The Auditor and the Investment Manager's Financial Reporting Senior Manager are invited to attend meetings as appropriate.

3.2 **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises all the Directors and is chaired by Thomas Yoritaka. The Nomination and Remuneration Committee is responsible for ensuring Board composition remains balanced, ensuring a transparent approach is used in the appointment of Directors and that appropriate plans are in place for succession planning. The Nomination and Remuneration Committee further considers the overall policy and approach to the remuneration of the non-executive Directors and makes recommendations to the Board on the level of remuneration for individual roles.

The Nomination and Remuneration Committee meets at least once a year to consider the composition of the Board, succession planning, to review the outcome of the Board evaluation and to consider the remuneration of individual Directors. The Nomination and Remuneration Committee meets more frequently when the recruitment process for new Directors is underway.

4 Conflicts of interest

The Investment Manager and its respective officers and employees may be involved in other financial, investment or professional activities that may on occasion give rise to conflicts of interest with the Company. In particular, the Investment Manager may provide investment management, investment advice or other services in relation to a number of funds that may have similar investment policies to that of the Company. The Investment Manager has a written conflicts of interest policy which specifies the procedures that it follows and the measures that it has adopted in order to identify such conflicts and to avoid or to manage and/or disclose such conflicts in a way that ensures fair treatment for the Company.

As the Investment Manager's management fees are based on a percentage of the Company's NAV and the Investment Manager is responsible for valuing the Portfolio under the Management Agreement, there is the potential for conflict in any valuations it proposes in relation to the Company's investments as higher valuations will increase the NAV and, therefore, the fees payable. However, the Portfolio comprises listed securities in respect of which there is ordinarily little or no judgement as to valuation. Where there is any element of judgement by the Investment Manager or its affiliates as to valuation, this conflict is managed through the use of a written valuation policy and through Board review and approval of valuations.

The Investment Manager will have regard to its obligations under the Management Agreement or otherwise to act in the best interests of the Company, so far as is practicable having regard to their obligations to other clients or funds, should actual potential conflicts of interest arise.

The Investment Manager has established internal control frameworks to provide reasonable assurances as to the effectiveness of the internal control systems operated on behalf of its clients. The Investment Manager reports to the Board on a regular basis with regard to the operation of its internal controls and risk management within its operations in so far as it impacts the Company.

5 Annual running expenses

In addition to the management, performance, depositary, custodian and registrar fees referred to in paragraph 2 of this Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus, the Company will pay all other fees and expenses incurred in the operation of its business including, without limitation:

- Directors' fees and expenses;
- fees and expenses of its corporate broker, legal, audit and other professional services;
- any borrowing costs;
- Directors' and officers' insurance premiums;
- promotional expenses (including membership of any industry bodies, including the AIC, and promotional initiatives by the AIFM as approved by the Board); and
- costs of printing the Company's financial reports and posting them to Shareholders.

If the Scheme becomes effective, the new reduced management fee structure and the economies of scale, which the combination will bring, will result in an estimated annual ongoing charge of 1.25 per cent. on a normalised basis. Investors should note, however, that some expenses are inherently unpredictable and, depending on circumstances, ongoing expenses may exceed this estimation.

Shareholders do not bear any fees, charges and expenses directly, other than any fees, charges and expenses incurred as a consequence of acquiring, transferring or otherwise selling Shares.

6 NAV calculations and valuation policy

The Net Asset Value is the value of all assets of the Company less liabilities to creditors (including provisions for such liabilities) determined in accordance with applicable accounting standards and the Company's valuation principles and procedures.

The unaudited Net Asset Value per Share will be calculated in Sterling by the Administrator and approved by the Investment Manager on a daily basis, as described below. Such calculations will be notified daily, on a cum-income basis with debt at par value and debt at fair value through a Regulatory Information Service.

Quoted investments will be valued by reference to their bid prices on the relevant exchange. Third party fund valuations will be received from the fund managers and reviewed by the Directors. Unquoted or illiquid investments will be valued by the Directors based on recommendations from the Investment Manager's pricing committee.

The Board will review detailed portfolio valuations on a regular basis throughout the year and receive confirmation from the Investment Manager that the pricing basis is appropriate, in line with relevant accounting standards as adopted by the Company, and that the carrying values are materially correct.

The Company may enter into derivative contracts to serve as components of the Company's investment strategy and these will be used primarily to structure and hedge investments, to enhance performance and reduce risk to the Company (the Company does not designate any derivative as a hedging instrument for hedge accounting purposes).

The Company recognises financial assets and financial liabilities when it becomes party to the contractual provisions of the instrument. Derivatives are recognised at fair value through profit or loss valued by reference to the underlying market value of the corresponding security, traded prices and/or third party information.

The Directors may temporarily suspend the calculation, and publication, of the Net Asset Value if the Company is unable to procure accurate and up to date prices or valuations for a substantial proportion of the assets in the Portfolio, or during a period when, in the opinion of the Directors:

- there are political, economic, military or monetary events or any circumstances outside the control, responsibility or power of the Board, and disposal or valuation of investments of the Company or other transactions in the ordinary course of the Company's business is not reasonably practicable without this being materially detrimental to the interests of Shareholders or if, in the opinion of the Board, the Net Asset Value cannot be fairly calculated;
- there is a breakdown of the means of communication normally employed in determining the calculation of the Net Asset Value; or
- it is not reasonably practicable to determine the Net Asset Value on an accurate and timely basis.

Any suspension in the calculation of the Net Asset Value will be notified through a Regulatory Information Service as soon as practicable after any such suspension occurs.

7 UK MAR and the Disclosure Guidance and Transparency Rules

As a company whose shares are admitted to trading on the Main Market, the Company complies with all provisions of UK MAR and the Disclosure Guidance and Transparency Rules which are applicable to it. The Directors have adopted a share dealing code that is compliant with UK MAR. The Board is responsible for taking all proper and reasonable steps to ensure compliance with the share dealing code by the Directors.

The Disclosure Guidance and Transparency Rules provide that certain persons (including certain Shareholders) must notify the Company if the proportion of the Company's voting rights which they then hold directly or indirectly as a Shareholder or through a direct or indirect holding of certain financial instruments reaches, exceeds or falls below thresholds of 3 per cent. and each 1 per cent. thereafter up to 100 per cent.

PART 4

DETAILS OF THE SCHEME AND THE ISSUE

1 Introduction

The Issue is being undertaken pursuant to the proposed scheme of reconstruction and members' voluntary winding-up of FJV under section 110 of the Insolvency Act (the "**Scheme**"), which the FJV Board has resolved to recommend to FJV Shareholders. The Scheme involves FJV being placed into members' voluntary liquidation and FJV Shareholders receiving New Shares issued by the Company in exchange for the transfer to the Company the undertaking, cash and other assets of FJV comprised in of the Rollover Pool. FJV Shareholders (other than Excluded Shareholders) may elect to receive cash, in respect of some or all of their holdings of FJV Shares under the terms of the Scheme up to a maximum of 50 per cent. of the total number of FJV Shares in issue (excluding FJV Shares held in treasury) as at the Calculation Date. The Issue has not been underwritten.

The New Shares are only available to eligible FJV Shareholders who elect, or are deemed to elect, for the Rollover Option under the Scheme. The New Shares are not being offered to Existing Shareholders (save to the extent an Existing Shareholder is also an eligible FJV Shareholder) or otherwise to the public.

2 Details of the Scheme

Subject to the passing of the Issue Resolution, and subject to the satisfaction of the other conditions of the Issue (details of which are set out in paragraph 5 of this Part 4), the Scheme will take effect on the Effective Date.

The Scheme will be implemented in accordance with the terms of the Transfer Agreement that will be entered into by the Company, FJV and the Liquidators, which provides for the undertaking, cash and other assets of FJV comprised in the Rollover Pool to be transferred to the Company on, or as soon as practicable after, the Effective Date in consideration for the issue of New Shares to FJV Shareholders who elect, or are deemed to elect, for the Rollover Option under the Scheme. Further details of the Transfer Agreement are provided in paragraph 10.8 of Part 7 (*Additional Information*) of this Prospectus.

Ahead of the Effective Date, FJV's portfolio will be realigned to ensure that FJV has sufficient cash to fund the Liquidation Pool and the Cash Pool, and has assets suitable for transfer to the Company, taking account of the realignment of the Rollover Pool on or around the Effective Date so that the transferring assets fall within the scope of the Company's investment objective and policy.

On or shortly after the Calculation Date, the FJV Board, in consultation with the proposed Liquidators, shall finalise the division of FJV's assets into three separate and distinct pools (the Liquidation Pool, the Cash Pool and the Rollover Pool). After allocating cash and other assets to the Liquidation Pool to meet all known and unknown liabilities of FJV and other contingencies, including the costs of the Proposals to be borne by FJV, any dividends declared as at the Calculation Date but not yet paid to FJV Shareholders, the Liquidators' Retention and the entitlements of any Dissenting FJV Shareholders, there shall be appropriated to the Cash Pool and the Rollover Pool the remaining assets of FJV.

Elections under the Scheme

Under the Scheme:

- (a) eligible FJV Shareholders will be entitled to elect to receive cash in respect of some or all of their FJV Shares (subject to an overall limit of 50 per cent. of the FJV Shares in issue at the Calculation Date, excluding treasury shares) (the "**Cash Option**"). Eligible FJV Shareholders are entitled to elect for the Cash Option in respect of more than their *pro rata* entitlement to the Cash Option under the terms of the Scheme (the "**Basic Entitlement**", such excess amount being an "**Excess Application**"). However, if aggregate elections have been made for the Cash Option which exceed 50 per cent. of the FJV Shares in issue at the Calculation Date, excluding treasury shares, FJV Shareholders who have made an election for the Cash Option in excess of their Basic Entitlement shall have their Excess Applications scaled back in a manner which is, as near as practicable, *pari passu* and *pro rata* among all FJV Shareholders who have made such Excess Applications; and

- (b) eligible FJV Shareholders will by default receive New Shares (the “**Rollover Option**”) to the extent that they do not make a valid election for the Cash Option in respect of some or all of their FJV Shares or to the extent that their elections for the Cash Option are scaled back in accordance with the Scheme.

For illustrative purposes only, had the Calculation Date been close of business on the Latest Practicable Date and assuming that no FJV Shareholders had exercised their right to dissent from participation in the Scheme, and assuming that the maximum number is elected for the Cash Option:

- the FJV Rollover FAV per Share would have been 226.13 pence and the AJOT FAV per Share would have been 173.05 pence which, for the Rollover Option, would have produced a conversion ratio of 1.31 (i.e. for every FJV Share, 1.31 AJOT Shares would be issued) and, in aggregate, 74,272,534 New Shares would have been issued to FJV Shareholders who elected, or were deemed to have elected, for the Rollover Option under the Scheme; and
- the FJV Adjusted Cash NAV per Share would have been 222.75 pence.

For the avoidance of doubt, the illustrative FJV Rollover FAV per Share does not take into account any portfolio realignment costs as this is unquantifiable as at the Latest Practicable Date.

The above figures are for illustrative purposes only and do not represent forecasts. The actual Residual Net Asset Value, Residual Net Asset Value per Share, FJV Rollover FAV, FJV Rollover FAV per Share, AJOT FAV, AJOT FAV per Share, FJV Adjusted Cash Pool NAV and FJV Adjusted Cash NAV per Share will each be calculated as at the Calculation Date, which is currently expected to be at 5.00 p.m. on 20 November 2025. The conversion ratio and the number of New Shares to be issued to FJV Shareholders who elect (or are deemed to elect) for the Rollover Option under the Scheme will be determined on the Calculation Date based on those FAVs per share calculated as at the Calculation Date. The actual values of those FAVs and FAVs per share may materially change up to the Effective Date as a result of, *inter alia*, changes in the value of investments. Furthermore, as mentioned in Part 1 (The Company) of this Prospectus, in determining the Residual Net Asset Value, in respect of any unlisted investments in FJV, their valuations as at 12 August 2025 will be used.

Each FJV Shareholder who elects, or is deemed to elect, for the Cash Option will receive an amount in cash equal to their *pro rata* share of the realisation proceeds of the Cash Pool to reflect the number of FJV Shares held by such shareholder that have been elected, or are deemed to have been elected, for the Cash Option.

The New Shares will be issued on a non-pre-emptive basis and will rank equally in all respects with the existing issued Shares other than in respect of any dividends which have a record date prior to the Effective Date.

The Company will notify Shareholders of the results of the Scheme and the Issue, including the calculations of the FJV Rollover FAV per Share, the AJOT FAV per Share, the FJV Adjusted Cash NAV per Share and the number of New Shares to be issued under the Scheme, through a RIS announcement as soon as reasonably practicable following the Calculation Date and prior to the Issue.

3 Costs and expenses of the Proposals

Subject to the AVI Costs Contribution, the Company and FJV have each agreed to bear their own costs in relation to the Proposals, as specified in paragraph 4 of Part 1 (*The Company*) of this Prospectus.

If either Shareholders or FJV Shareholders resolve not to proceed to implement the Scheme or the Directors or the FJV Directors decide not to implement the Scheme on the terms described in this Prospectus, then each party will bear its own abort costs. For the avoidance of doubt, in any event where the Scheme is not implemented, the listing fees and transfer taxes/costs that would have been payable by AJOT, as enlarged, will not be payable, but dealing costs will have been incurred by FJV in disposing of assets in order to meet elections made or deemed to have been made and in reorganising FJV's portfolio in respect of the Rollover Pool to be established pursuant to the Scheme.

4 Details of the Issue

New Shares are being issued to FJV Shareholders in consideration for the transfer of the Rollover Pool to the Company in connection with the recommended proposals to combine the Company and FJV pursuant to the Scheme. The number of New Shares to be issued under the Scheme is not known at the date of this Prospectus as it will be calculated in accordance with the formula set out in paragraph 4 of Part 1 (*The Company*) of this Prospectus as at the Calculation Date and will depend on the elections and deemed elections made under the Scheme. The number of New Shares to be issued will be announced through a RIS announcement as soon as practicable following the Calculation Date.

5 Conditions of the Issue and the Scheme

The Issue and the Scheme are conditional upon:

- the Directors and the FJV Directors resolving to proceed with the Scheme.
- passing of the Issue Resolution and such resolution becoming unconditional in all respects;
- passing of the FJV Resolutions to approve the Scheme and the winding-up of FJV at the FJV General Meetings and the Scheme becoming unconditional in all respects; and
- the FCA having acknowledged to the Company or its agents (and such acknowledgement not having been withdrawn) that the application for the admission of the New Shares to the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject (for the purposes of this paragraph, the “listing conditions”)) will become effective as soon as notice of admission to the Official List has been issued by the FCA and any listing conditions having been satisfied, and the London Stock Exchange having acknowledged to the Investment Manager or its agents (and such acknowledgement not having been withdrawn) that the New Shares will be admitted to trading on the Main Market, subject only to allotment.

Unless the conditions referred to above have been satisfied or, to the extent permitted, waived by both the Company and FJV on or before 28 November 2025, the Scheme will not become effective and the New Shares will not be issued.

6 Dissenting FJV Shareholders

Provided that an FJV Shareholder does not vote in favour of the FJV Resolutions to be proposed at the First FJV General Meeting, such FJV Shareholder may, within seven days following the First FJV General Meeting, express his or her dissent to the Liquidators in writing at FJV’s registered office and require the Liquidators to purchase the FJV Shareholder’s interest in FJV. The Liquidators will offer to purchase the interests of the Dissenting FJV Shareholders at the realisation value, this being an estimate of the amount an FJV Shareholder would receive per FJV Share in an ordinary winding-up of FJV if all assets of FJV had to be realised and distributed to FJV Shareholders after repayment of the liabilities of FJV. The realisation value of an FJV Share is expected to be below the unaudited cum-income NAV per FJV Share and the Liquidators will not purchase the interests of Dissenting FJV Shareholders until all other liabilities of FJV have been settled.

In order to purchase the interests of any Dissenting FJV Shareholders, the FJV Board, in consultation with the Liquidators, will appropriate an amount of the cash and other assets of FJV to the Liquidation Pool which it believes will be sufficient to purchase the interests of such FJV Shareholders. Save as otherwise provided in this paragraph 6, any FJV Shares held by persons who validly exercise their rights to dissent under section 111(2) of the Insolvency Act shall be disregarded for the purposes of the Scheme and shall be treated as if those FJV Shares were not in issue.

7 Dilution

Existing Shareholders are not entitled to participate in the Issue (unless they are eligible FJV Shareholders at the Record Date) and will suffer a dilution to their voting rights based on the actual number of New Shares issued under the Scheme.

For illustrative purposes only, if 74,272,534 New Shares were to be issued under the Scheme (being the estimated number of New Shares that would be issued pursuant to the Issue, assuming that: (i) no FJV

Shareholders had exercised their right to dissent from participation in the Scheme; (ii) 50 per cent. of the total FJV Shares were elected for the Cash Option; and (iii) the ratio between the AJOT FAV per Share and the FJV Rollover FAV per Share was 1.31 as outlined in paragraph 2 of this Part 4) then, based on the issued share capital of the Company as at the Latest Practicable Date, and assuming that: (a) an Existing Shareholder was not an eligible FJV Shareholder at the Record Date and was therefore not entitled to participate in the Issue; and (b) there had been no change to the Company's issued share capital prior to Admission, an Existing Shareholder holding 1 per cent. of the Company's issued share capital (excluding Shares held in treasury) as at the Latest Practicable Date would then hold 0.65 per cent. of the Company's issued share capital (excluding Shares held in treasury) following the Issue.

8 Admission and dealings

Applications will be made to the FCA and to the London Stock Exchange for the New Shares to be admitted to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market, respectively. If the Scheme becomes effective, it is expected that the New Shares will be admitted to listing in the closed-ended investment funds category of the Official List, and dealings on the Main Market will commence, at 8.00 a.m. on 28 November 2025. The Company will notify FJV Shareholders of the number of New Shares to which each eligible FJV Shareholder is entitled and the results of the Issue will be announced by the Company on or around 27 November 2025 via a RIS announcement.

The ISIN of the New Shares will be GB00BD6H5D36. The ticker symbol is AJOT. The New Shares will be in registered form and may be held in either certificated or uncertificated form. FJV Shareholders who elect, or are deemed to elect, for the Rollover Option and who hold their relevant FJV Shares in certificated form at the Record Date will receive their New Shares in certificated form and at their own risk. Temporary documents of title will not be issued. It is expected that certificates in respect of New Shares to be issued to such FJV Shareholders will be despatched within ten Business Days of the Effective Date.

FJV Shareholders who elect, or are deemed to elect, for the Rollover Option and who hold their relevant FJV Shares in uncertificated form as at the Record Date will receive their New Shares in CREST on 28 November 2025, although the Company reserves the right to issue such securities in certificated form. In normal circumstances, this right is only likely to be exercised by the Company in the event of an interruption, failure or breakdown of CREST or the facilities or system operated by the Registrar in connection with CREST. The Company will procure that instructions are given to credit the appropriate stock accounts in the CREST system with the relevant entitlements to New Shares in uncertificated form.

Fractional entitlements to New Shares will not be issued under the Scheme and entitlements will be rounded down to the nearest whole number of New Shares. No cash payments will be made or returned in respect of any fractional entitlements, which will be retained for the benefit of the Company.

9 Overseas FJV Shareholders

The terms of the Scheme, as they relate to Overseas FJV Shareholders, may be affected by the laws of the relevant jurisdiction. Overseas FJV Shareholders should inform themselves about, and observe, any applicable legal requirements.

It is the responsibility of Overseas FJV Shareholders to satisfy themselves (and the Directors) as to the observance of the laws of the relevant jurisdiction in connection with the issue of New Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

Overseas FJV Shareholders who are subject to taxation outside of the United Kingdom should consult their tax adviser as to the tax effect of the Scheme on them.

The relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, the Republic of South Africa or any EEA Member State. No offer is being made, directly or indirectly, under the Scheme in or into by the use of mails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a national securities exchange, of the United States (subject to certain

exceptions described herein), Australia, Canada, Japan, the Republic of South Africa or any EEA Member State.

Overseas FJV Shareholders who wish to participate in the Issue should contact FJV directly if they are able to demonstrate, to the satisfaction of the Directors, that they can be issued New Shares without breaching any relevant securities laws.

Overseas FJV Shareholders will not be able to access this Prospectus or participate in the Issue unless they have satisfied the Directors that they are entitled to receive and hold New Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company or FJV with any overseas laws, regulations, filing requirements or the equivalent.

Excluded FJV Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New Shares for the remainder of their FJV Shares. Such New Shares will be retained (and not renounced) by the Liquidators as nominees for the relevant Excluded FJV Shareholder and sold by the Liquidators as nominees in the market for the relevant Excluded FJV Shareholder (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded FJV Shareholder and the value of the FJV Shares held by the relevant Excluded FJV Shareholder) and the net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid: (i) to the relevant Excluded FJV Shareholder entitled to them as soon as reasonably practicable, save that entitlements of less than £5.00 per Excluded FJV Shareholder will be paid by the Liquidators to the Nominated Charity; or (ii) in respect of Sanctions Restricted Persons, at the sole and absolute discretion of the Liquidators and will be subject to applicable laws and regulations.

Notice to US FJV Shareholders

The New Shares have not been and will not be registered under the US Securities Act, and the New Shares may not be offered, sold, resold, pledged, delivered, assigned or otherwise transferred directly or indirectly, into or within the United States or to, or for the account or benefit of, US Persons, except pursuant to an exemption from the registration requirements of the US Securities Act, and under circumstances that would not result in the Company being in violation of the US Investment Company Act. There has not been and there will not be any public offer or sale of the New Shares in the United States.

The New Shares are being offered and sold solely (i) outside the United States to persons who are not US Persons in “offshore transactions” as defined in and pursuant to Regulation S under the US Securities Act; and (ii) within the United States to persons that are, or to US Persons that are, both “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the US Securities Act and “qualified purchasers” (“**QPs**”) as defined in Section 2(a)(51) of the US Investment Company Act pursuant to an exemption from the registration requirements of the US Securities Act, and that, in the case of (ii), have executed a US Investor Representation Letter and returned it to the addressees.

The Scheme is being implemented subject to United Kingdom disclosure requirements, which are different from certain United States disclosure requirements. In addition, this Prospectus has been prepared in accordance with a United Kingdom format and style, which differs from the United States format and style. In particular, parts of this Prospectus contain information concerning the Scheme required by United Kingdom disclosure requirements, which may be material and may not have been summarised elsewhere in this Prospectus. Furthermore, the Scheme will be subject to other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under United States procedures and law.

The New Shares are not, and will not be, listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the SEC. The Scheme is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act.

It may be difficult for US FJV Shareholders to enforce their rights and any claims arising out of US federal securities laws, since the Company is located in a foreign country, and all its Directors are citizens and residents of jurisdictions outside the United States. US FJV Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of US federal securities laws. Further, it

may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgment.

Whether located in the United States or elsewhere, US FJV Shareholders will receive any cash consideration in pounds sterling.

There are significant restrictions on the purchase and resale of the New Shares by persons that are located in the United States, that are US Persons, or who hold New Shares for the account or benefit of US Persons and on the resale of New Shares to any person who is located in the United States or to, or for the account or benefit of, a US Person. If in the future an initial purchaser, as well as any subsequent holder, decides to offer, sell, transfer, assign or otherwise dispose of the New Shares, they may do so only: (i) outside the United States in an "offshore transaction" complying with the provisions of Regulation S under the US Securities Act to a person not known by the transferor to be a US Person, by pre-arrangement or otherwise; or (ii) to the Company or a subsidiary thereof.

The Company will not be registered under the US Investment Company Act and investors will not be entitled to the benefits of such legislation.

US FJV Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded FJV Shareholders.

10 Taxation

The attention of FJV Shareholders is drawn to the summary of tax matters set out in Part 6 (*UK Taxation*) of this Prospectus. This does not constitute and should not be relied upon as tax advice. **FJV Shareholders should seek tax advice from their own tax adviser about the taxation consequences of acquiring, holding or disposing of New Shares.**

11 Interests

There are no interests, including any conflicting interests, that are material to the Issue.

PART 5

FINANCIAL INFORMATION

1 Historical financial information

The 2024 Annual Report was prepared in accordance with UK adopted international accounting standards and was audited by BDO LLP. BDO LLP is registered to carry on audit work by The Institute of Chartered Accountants in England and Wales.

The 2024 Annual Report (audited) and the 2025 Half Year Report (unaudited) included, on the pages specified in the table below, the following information (which is incorporated into this document by reference):

<i>Nature of information</i>	<i>2024</i>	<i>2025</i>
	<i>Annual Report</i> <i>Page No.</i>	<i>Half Year</i> <i>Report</i> <i>Page No.</i>
Performance Summary	2	2
Investment Proposition	4-5	–
Chairman's Statement	6-7	4-5
Fund Manager's Report	12-21	6-9
Investment Portfolio	24	10
Business Model and Section 172 Statement	25-26	–
Key Performance Indicators	32-33	–
Responsible Investment	34-35	–
Principal Risks and Uncertainties	36-37	11
Board Of Directors	38	–
Directors' Report	39-40	–
Corporate Governance Report	41-45	–
Directors' Remuneration Report	46-48	–
Statement of Directors' Responsibilities	49	11
Audit Committee Report	50-51	–
Independent Auditor's Report	52-55	–
Financial Statements	56-59	12-15
Notes to the Financial Statements	60-72	16-19

2 Significant change

There has been no significant change in the financial position of the Company since 30 June 2025, being the end of the last financial period for which financial information of the Company has been published.

3 Documents incorporated by reference

The parts of the 2024 Annual Report and the 2025 Half Year Report referenced in this Part 5 have been incorporated into this Prospectus by reference. The parts of those reports not referenced in this Part 5 are either not relevant for investors or are covered elsewhere in this Prospectus.

Any statement contained in the 2024 Annual Report or the 2025 Half Year Report which is incorporated by reference herein, shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Copies of the 2024 Annual Report and 2025 Half Year Report are available online at <https://www.assetvalueinvestors.com/annual-interim-reports/?filter+ajot>.

4 Working capital

The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements (that is, for at least the next 12 months from the date of this Prospectus).

5 Capitalisation and indebtedness

Statement of capitalisation

The following table sets out the capitalisation of the Company as at 31 August 2025. The figures have been extracted without material adjustment from the unaudited management accounts of the Company as at 31 August 2025:

	As at 31 August 2025 (unaudited) (£'000)
Total current debt (including current portion of non-current debt)	
– Guaranteed	–
– Secured	–
– Unguaranteed/unsecured	33,273
Total non-current debt (excluding current portion of non-current debt)	
– Guaranteed	–
– Secured	–
– Unguaranteed/unsecured	–
Shareholders' equity¹	
– Called-up share capital	1,372
– Share premium account	64,255
– Other reserves ²	179,035
Total	<u>277,935</u>

Notes:

- 1 Shareholders' equity does not include the revenue reserve in accordance with Primary Market Technical Note 619.1: *Guidelines on disclosure requirements under the Prospectus Regulation and Guidance on specialist issuers* published by the FCA in May 2022.
- 2 Other reserves comprise the capital redemption reserve, special reserve and capital reserve.

Statement of indebtedness

The following table shows the net indebtedness of the Company as at 31 August 2025. The figures have been extracted without material adjustment from the unaudited management accounts of the Company as at 31 August 2025.

	As at 31 August 2025 (unaudited) (£'000)
A. Cash	21,545
B. Cash equivalents	–
C. Other current financial assets	–
D. Liquidity (A+B+C)	<u>21,545</u>
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	(33,273)
F. Current portion of non-current financial debt	–
G. Current financial indebtedness (E+F)	<u>(33,273)</u>
H. Net current financial indebtedness (G-D)	(11,728)
I. Non-current financial debt (excluding current portion and debt instruments)	–
J. Debt instruments	–
K. Non-current trade and other payables	–
L. Non-current financial indebtedness (I+J+K)	<u>–</u>
M. Net financial indebtedness (H+L)	<u>(11,728)</u>

As at 31 August 2025, the Company had no indirect or contingent indebtedness.

PART 6

UK TAXATION

The following comments do not constitute tax advice. They are intended only as a general guide based on UK law and HMRC's published practice as at the date of this Prospectus. Both law and practice may change at any time (possibly with retrospective effect).

Except where express reference is made to the position of non-UK residents, these comments relate only to the Company and Shareholders who are, and have at all relevant times been, resident for tax purposes solely in the UK. They apply only to Shareholders who are the absolute beneficial owners of their Shares and of any dividends payable on them and who hold their Shares as investments.

Certain categories of Shareholders may be subject to special tax rules. These include dealers in securities, financial institutions, insurance companies, collective investment schemes and Shareholders who are treated as having acquired their Shares by reason of any office or employment. The position of such Shareholders is not addressed in these comments. Nor is the position of any Shareholders who are involved in arrangements to avoid tax or obtain a tax advantage.

All Shareholders, including those who may be subject to taxation in a jurisdiction outside the United Kingdom, are strongly advised to seek their own professional tax advice.

1 The Company

The Directors intend to conduct the affairs of the Company so that it satisfies, and continues to satisfy, the conditions necessary for approval as an investment trust to be maintained. However, no assurance can be given that this approval will be maintained.

In respect of each accounting period for which the Company continues to be treated as an approved investment trust the Company will be exempt from UK corporation tax on its chargeable gains. The Company will however (subject to what follows) be liable to UK corporation tax on its income in the normal way.

In principle, the Company will be liable to UK corporation tax on its dividend income. However, there are broad-ranging exemptions from this charge which would generally be expected to apply in respect of most dividends it receives.

Approved investment trusts are able to elect to take advantage of modified UK tax treatment in respect of their "qualifying interest income" for an accounting period (referred to here as the "streaming" regime). Under such treatment, the Company may designate as an "interest distribution" all or part of the amount it distributes to Shareholders as dividends, to the extent that it has "qualifying interest income" for the accounting period. Were the Company to designate any dividend it pays as an interest distribution, UK resident Shareholders would (broadly speaking) be taxed as if the dividend received were a payment of interest and the Company should be able to deduct the amount of the interest distribution from its income in calculating its taxable profit for the relevant accounting period. Given the nature of its investment portfolio, the Company does not expect to generate a significant amount of "qualifying interest income". The statements below regarding the taxation of dividends received by Shareholders from the Company assume that the streaming regime does not apply.

2 Taxation of dividends

No withholding

The Company is not required to withhold UK tax when paying a dividend on the Shares.

Individuals

UK resident individual Shareholders who receive dividends from the Company will generally pay UK income tax on those dividends at the following rates, to the extent in excess of the annual dividend allowance:

- 8.75 per cent. on dividend income within the basic rate band;
- 33.75 per cent. on dividend income within the higher rate band; and
- 39.35 per cent. on dividend income within the additional rate band.

Companies

Shareholders within the charge to UK corporation tax that receive dividends from the Company will be subject to corporation tax on those dividends unless the dividends qualify for exemption under Part 9A of the Corporation Tax Act 2009. It is likely that dividends paid by the Company will generally qualify for exemption, but it should be noted that the exemption is not comprehensive, requires a number of conditions to be met, and is subject to anti-avoidance rules. Shareholders should therefore seek professional tax advice where necessary.

3 Taxation of chargeable gains

A disposal of Shares by a UK resident Shareholder may, depending on the Shareholder's circumstances and subject to any available exemption or relief, give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains.

Shareholders that are not UK resident will not generally be subject to UK taxation of chargeable gains on a disposal of their Shares, provided that their Shares are not and have not been acquired, held or used in or for the purposes of any trade, profession or vocation carried on by the Shareholder in the UK through a branch, agency or permanent establishment. It should however be noted that, in certain circumstances, an individual Shareholder who is only temporarily non-UK resident may, on re-establishing UK tax residence, be subject to capital gains tax in respect of disposals which occurred in the period of temporary non-residence.

4 ISAs and SIPPS

On the basis that the Company has received and maintains approval by HMRC as an investment trust for the purposes of section 1158 Corporation Tax Act and that its Shares are listed on the Official List, Shares should in principle be eligible for inclusion in an ISA, subject to the annual ISA investment allowance. Shares should also generally be eligible for inclusion in a SIPP, subject to the discretion of the trustees of the SIPP.

Individuals wishing to invest in Shares through an ISA or SIPP should contact their professional advisers.

5 UK stamp duty and stamp duty reserve tax ("SDRT")

The following comments in relation to UK stamp duty and SDRT apply to Shareholders wherever they are resident or domiciled. They are intended only as a guide to the general UK stamp duty and SDRT position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected or involved with depository arrangements or clearance services, to whom special rules apply.

Issues of Shares

No UK stamp duty or SDRT should arise on an issue of Shares by the Company (including on the issue of New Shares pursuant to the Issue).

Transfers of Shares

Instruments transferring Shares will generally be subject to stamp duty at a rate of 0.5 per cent. of the consideration given for the transfer (rounded up to the nearest £5 of stamp duty, where relevant). Transfers with an aggregate consideration of £1000 or less are generally exempt from stamp duty provided that the instrument of transfer contains an appropriate certificate stating that the transfer does not form part of a larger transaction or series of transactions with an aggregate consideration in excess of £1000.

An unconditional agreement to transfer Shares will generally be subject to SDRT at a rate of 0.5 per cent. of the consideration given for the transfer. However, where an instrument of transfer is executed in pursuance of such an agreement and is duly stamped within six years, the charge to SDRT will generally be cancelled and any SDRT which has already been paid can generally be reclaimed.

Paperless transfers of Shares within CREST (i.e. effected without any instrument of transfer) will generally attract only SDRT and not stamp duty. The SDRT chargeable on such transactions will generally be collected through the CREST system.

The cost of any stamp duty or SDRT that arises in connection with a transfer of Shares would normally be borne by the purchaser.

6 Information reporting

The UK has entered into a number of international arrangements which provide for the exchange of information in order to combat tax evasion and improve tax compliance. These include, but are not limited to, FATCA, the Common Reporting Standard and a number of other arrangements with particular jurisdictions. In connection with agreements and arrangements of this kind, the Company may, among other things, be required to collect and report to HMRC certain information regarding Shareholders and other account holders of the Company and HMRC may pass this information on to the authorities in other jurisdictions.

PART 7

ADDITIONAL INFORMATION

1 The Company

- 1.1 The Company was incorporated in England and Wales on 27 July 2018 with registered number 11487703 as a public company limited by shares under the Companies Act 1985. The Company is registered as an investment company under section 833 of the Companies Act. The Company's LEI is 894500IJ5QQD7FPT3J73.
- 1.2 As a listed investment trust, the Company is not regulated as a collective investment scheme by the FCA. However, as a company with its shares admitted to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market, it is subject to the Prospectus Regulation Rules, the UK Listing Rules, the Disclosure Guidance and Transparency Rules, the Takeover Code, UK MAR and the rules of the London Stock Exchange. The Company is domiciled in England. The Company is an alternative investment fund pursuant to the UK AIFMD Laws. The principal legislation under which the Company operates is the Companies Act and the regulations made thereunder.
- 1.3 The address of the registered office and principal place of business of the Company is 19th Floor, 51 Lime Street, London, United Kingdom, EC3M 7DQ, with telephone number: 0333 300 1932.
- 1.4 The Company intends at all times to conduct its affairs so as to enable it to qualify as an investment trust for the purposes of section 1158 of the Corporation Tax Act and the Investment Trust Tax Regulations. In summary, the key conditions that must be met for approval by HMRC for any given accounting period as an investment trust are that:
 - 1.4.1 all, or substantially all, of the business of the Company is investing its funds in shares, land or other assets (being shares in the case of the Company) with the aim of spreading investment risk and giving members the benefit of the results of the management of its funds;
 - 1.4.2 the Company is not a close company at any time during the accounting period for which approval is sought;
 - 1.4.3 the Company is resident in the UK throughout that accounting period;
 - 1.4.4 the Company's ordinary share capital is admitted to trading on a regulated market (as defined in FSMA) throughout the accounting period;
 - 1.4.5 the Company is not a venture capital trust or a real estate investment trust; and
 - 1.4.6 the Company may not retain in respect of the accounting period an amount greater than the higher of: (i) 15 per cent. of its income for the period; and (ii) the amount of any income which the Company is required to retain in respect of the period by virtue of a restriction imposed by law. However, where the Company has relevant accumulated losses brought forward from previous accounting periods of an amount equal to or greater than the higher of the amounts mentioned in (i) and (ii) above, the Company may retain an amount equal to the amount of such losses.

2 The AIFM and the Investment Manager

Asset Value Investors Limited, a private limited company incorporated and registered in England and Wales under the Companies Act 1948 to 1981 with registered number 01881101, is the Company's AIFM and Investment Manager. The AIFM is authorised and regulated by the FCA. The registered office of the AIFM is at 2 Cavendish Square, London, England, W1G 0PU and its telephone number is 020 7659 4800.

3 The Depositary

J.P. Morgan Europe Limited has been appointed as depositary of the Company pursuant to the Depositary Agreement (further details of which are set out in paragraph 10.4 of this Part 7 below). The Depositary is a private limited company incorporated in England and Wales under the Companies Acts 1848 to 1867 with

company number 00938937. It is authorised by the PRA and regulated by the FCA and the PRA. The address of the registered office of the Depositary is 25 Bank Street, Canary Wharf, London, E14 5JP and its telephone number is 0203 493 1949. The Depositary's LEI is 549300EJYMJS22ND8Y17.

4 Share capital

- 4.1 As at the Latest Practicable Date the issued and fully paid share capital of the Company (excluding Shares held in treasury) consisted of 135,838,227 Shares of one penny each.
- 4.2 As at the Latest Practicable Date the Company held 1,360,716 Shares in treasury. The Shares are admitted to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market. The Company has no authorised share capital.
- 4.3 *For illustrative purposes only*, had the Calculation Date been on the Latest Practicable Date, and assuming that 74,272,534 New Shares are issued (such numbers being based on the illustration provided in paragraph 2 of Part 4 (*Details of the Scheme and the Issue*) of this Prospectus), the issued and fully paid Share capital of the Company immediately following the Issue (excluding Shares held in treasury) would have been 210,110,761 Shares of one penny each.
- 4.4 In addition to the ordinary business of the Company, resolutions were passed at the 2024 AGM to:
- 4.4.1 give authority to the Directors to allot Shares up to an aggregate nominal amount of £272,246 for a period expiring on the earlier of the date falling 15 months after the passing of the resolution, or from the conclusion of the next Annual General Meeting;
- 4.4.2 empower the Directors to allot equity securities or make offers or agreements to allot Shares for cash pursuant to the authority conferred by the resolution in paragraph 4.4.1 above or to sell Shares from treasury as if section 561 of the Companies Act did not apply to the allotment or sale. This power is limited to:
- (a) the allotment or sale from treasury of equity securities whether by way of a rights issue, open offer or otherwise to ordinary members and/or holders of any other shares in accordance with the rights of those shares where the shares respectively attributable to the interests of all ordinary members and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such shares held by them (or are otherwise allotted in accordance with the rights attaching to such shares) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or local or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever;
- (b) the allotment or sale from treasury (otherwise than pursuant to sub-paragraph (a) above) of shares up to a maximum aggregate nominal value of £136,123; and
- (c) the allotment or sale from treasury of shares at a price not less than the net asset value per share as at the latest practicable date before such allotment or sale as determined by the Directors in their reasonable discretion;
- and shall expire at the earlier of the date falling 15 months after the date of the passing of the resolution, or from the conclusion of the next Annual General Meeting;
- 4.4.3 authorise the Company to make market purchases of up to 20,404,872 Shares, such authority to expire at the earlier of the date falling 15 months after the passing of the resolution, or from the conclusion of the next Annual General Meeting.
- 4.5 At the General Meeting, the Directors will seek Shareholder authority, pursuant to section 551 of the Companies Act, to allot New Shares up to an aggregate nominal amount of £1,600,000 in connection with the Issue (such authority to expire on 31 December 2025). Such authority will be in addition to the authority referred to in paragraph 4.4.1 above.
- 4.6 The provisions of section 561 of the Companies Act which, to the extent not disapplied pursuant to section 570 or section 573 of the Companies Act, confer on Shareholders rights of pre-emption in respect of the allotment or sale of equity securities for cash, shall apply to any unissued share capital of the Company. As noted at sub-paragraph 4.4.2 above, the Company currently has authority to issue or sell from treasury up to 27,224,600 Shares on a non-pre-emptive basis.

- 4.7 As at the Latest Practicable Date:
- 4.7.1 no convertible securities, exchangeable securities or securities with warrants have been issued by the Company and remain outstanding; and
 - 4.7.2 save in connection with the Issue, there are no acquisition rights and/or obligations over any of the Company's authorised but unissued capital and no undertakings to increase the Company's capital.
- 4.8 As at the Latest Practicable Date there have been no public takeover bids in respect of the Company's equity, either during or since the financial year ended 31 December 2024.

5 Articles of Association

Below is a summary of the provisions in the Articles, including relating to the rights attached to the Shares, any limitation of those rights and procedures for the exercise of those rights.

5.1 Objects

The objects of the Company are unrestricted, save that the Company will operate as a closed-ended investment company and an investment trust pursuant to section 1158 of the Corporation Tax Act.

5.2 Variation of rights

All or any of the rights for the time being attached to any class of shares may from time to time (whether or not the Company is being wound up) be varied either with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise). All the provisions of the Articles as to general meetings of the Company (as described below) shall, *mutatis mutandis*, apply to any such separate general meeting, but so that the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal amount of the issued shares of the class (excluding any shares of that class held as treasury shares), but so that at any adjourned meeting one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum, that every holder of shares of the class present in person or by proxy (excluding any shares of that class held as treasury shares) shall be entitled on a poll to one vote for every share of the class held by him (subject to any rights or restrictions attached to any class of shares) and that any holder of shares of the class present in person or by proxy may demand a poll. The foregoing provisions shall apply to the variation of any special rights which only attach to certain shares of a particular class as if the shares carrying such special rights formed a separate class.

5.3 Alteration of share capital

Subject to the Companies Act, the Company may by ordinary resolution: (i) consolidate, or consolidate and divide, all or any of its share capital into shares of a larger nominal amount than its existing shares; and (ii) sub-divide its shares, or any of them, (whether or not following a consolidation) into shares of a smaller nominal amount than its existing shares and the resolution may determine that, as between the shares resulting from such sub-division, any of them may, as compared with the others, have any such preferred, deferred or other rights, or be subject to any such restrictions, as the Company has power to attach to new shares.

5.4 Dividends

Subject to the provisions of the Companies Act, the Company may, by ordinary resolution, declare dividends but no such dividend shall exceed the amount recommended by the Directors. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may declare and pay fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

Any dividend unclaimed for a period of 12 years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

In the event that a direction notice (as referred to below) has been served, and the person holding the restricted Shares holds at least 0.25 per cent. in number or nominal value of the Shares in the Company, the Board may withhold the payment of all or part of any dividend (including shares issued in lieu of dividends) due on those restricted Shares.

5.5 **Voting rights**

General voting rights: The holder of a Share shall be entitled to receive notice of, and to attend, speak and vote in person (or, if a corporation, by a duly authorised representative) or by proxy at, all general meetings of the Company. At any general meeting, on a show of hands every holder of Shares who is present and entitled to vote shall have one vote and upon a poll every such holder present in person, by duly authorised corporate representative or by proxy shall have one vote in respect of each Share held by him and every corporate representative present in person may exercise all the powers on behalf of the corporation which authorised him to act as its representative and shall have one vote for every Share in respect of which he is appointed the corporate representative. However, no member shall be entitled to exercise a vote at any general meeting (or class meeting): (i) in relation to a Share if any call or other sum immediately payable by him in respect of that Share remains unpaid; or (ii) in relation to any Shares if a member has been served with a statutory notice by the Directors in the manner described below and has failed to supply to the Company the information required thereby within 14 days.

Restrictions on voting: If a holder of Shares or any person appearing to be interested in those Shares is served with a statutory notice by the Company under section 793 of the Companies Act (which notice demands the disclosure of certain information regarding the recipient's interest in the Shares) but defaults in supplying to the Company the information thereby requested within 14 days of the service of such notice then the Directors may serve on the holder of those Shares a further notice (a "**restriction notice**") the effect of which is, *inter alia*, to prevent the holder from voting at any general meeting or class meeting of the Company in respect of those Shares.

5.6 **Redeemable shares**

Subject to the provisions of the Companies Act, and without prejudice to any rights attached to any class of shares for the time being in issue, any share may be issued: (i) on terms that it is, or is liable to be, redeemed at the option of the Company or the holder on such terms and conditions and in such manner as the Directors may, before the allotment of such shares, determine; and (ii) with such preferred, deferred or other rights or subject to such restrictions, whether as regards dividend, return of capital, voting, conversion or otherwise, as the Company may from time to time by ordinary resolution determine.

5.7 **Transfer of shares**

The Articles provide that shares may be transferred on the following basis:

- (i) any member may transfer all or any of his uncertificated shares by means of a relevant system in such manner provided for in, and subject to, the Uncertificated Securities Regulations 2001 and the rules of any relevant system, and accordingly no provision of the Articles shall apply in respect of an uncertificated shares to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the shares to be transferred; and
- (ii) any member may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the Board may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (in the case of a partly paid share) the transferee, and the transferor shall be deemed to remain the holder of the share concerned until the name of the transferee is entered in the register of members of the Company in respect of it.

However, the Board may, in its absolute discretion and without giving any reason for so doing, decline to register a transfer of any share which is not fully paid provided that where such share is admitted to

the closed-ended investment funds category of the Official List such discretion may not be exercised in such a way as to prevent dealings in shares from taking place on an open and proper basis.

The Board may also decline to register a transfer of an uncertificated share in the circumstances set out in the Uncertificated Securities Regulations 2001 and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

In relation to certificated shares, the Board may also decline to register any transfer unless:

- (i) the instrument of transfer is delivered for registration to the registrar's office or such other place as the Directors have specified, accompanied by the certificate(s) for the shares to which it relates (except in the case of a transfer by a financial institution where a certificate has not been issued 83 or in the case of a renunciation) and such other evidence as the Directors may reasonably require to prove the title of the transferor or person renouncing and the due execution by him of the transfer or renunciation or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so;
- (ii) (if stamp duty is generally chargeable on transfers of certificated shares) the instrument of transfer is duly stamped or adjudged or certified as not chargeable to stamp duty;
- (iii) the instrument of transfer is in respect of only one class of share; and
- (iv) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.

The Board may in addition decline, subject to the requirements of the Uncertificated Securities Regulations 2001, to register the transfer of a share which is the subject of a direction notice (as referred to above) where the person holding the restricted share(s) holds at least 0.25 per cent. in number or nominal value of the shares in the Company. This restriction cannot be applied where the transfer is pursuant to an "arm's length sale".

If at any time the holding or beneficial ownership of any shares in the Company by any person (whether on its own or taken with other shares), in the opinion of the Directors: (i) would cause the assets of the Company to be treated as "plan assets" of any Benefit Plan Investor; (ii) would or might result in the Company and/or its shares and/or any of its appointed investment managers or investment advisers being required to be registered or qualified under the US Investment Company Act and/or the US Investment Advisers Act of 1940 and/or the US Securities Act and/or the US Exchange Act and/or any similar legislation (in any jurisdiction) that regulates the offering and sale of securities; (iii) may cause the Company not to be considered a "Foreign Private Issuer" under the US Exchange Act; (iv) may cause the Company to be a "controlled foreign corporation" for the purpose of the US Tax Code; (v) may cause the Company to become subject to any withholding tax or reporting obligation under FATCA or any similar legislation in any territory or jurisdiction (including any reporting obligation under the International Tax Compliance Regulations 2015), or to be unable to avoid or reduce any such tax or to be unable to comply with any such reporting obligation (including by reason of the failure of the shareholder concerned to provide promptly to the Company such information and documentation as the Company may have requested to enable the Company to avoid or minimise such withholding tax or to comply with such reporting obligation); or (vi) creates a significant legal or regulatory issue for the Company under the US Bank Holding Company Act of 1956 (as amended), then the Directors may declare the Shareholder in question a "**Non-Qualified Holder**" and the Directors may require that any shares held by such Shareholder ("**Prohibited Shares**") shall (unless the Shareholder concerned satisfies the Directors that he is not a Non-Qualified Holder) be transferred to another person who is not a Non-Qualified Holder, failing which the Company may itself dispose of such Prohibited Shares at the best price reasonably obtainable and pay the net proceeds to the former holder as provided below. The Directors may at any time give notice in writing to the holder of a share requiring such holder to make a declaration as to whether or not the share is a Prohibited Share.

The Directors shall give written notice to the holder of any share which appears to them to be a Prohibited Share requiring such holder within 21 days (or such extended time as the Directors consider reasonable) to transfer (and/or procure the disposal of interests in) such share to another person so that it will cease to be a Prohibited Share. From the date of such notice until registration for such a transfer or a transfer arranged by the Directors as referred to below, the share will not confer any right on the holder to receive notice of or to attend and vote at a general meeting of the Company and of

any class of shareholder and those rights will vest in the Chair of any such meeting, who may exercise or refrain from exercising them entirely at the Chair's discretion. If the notice is not complied with within 21 days to the satisfaction of the Directors, the Directors shall arrange for the Company to sell the share at the best price reasonably obtainable to any other person so that the share will cease to be a Prohibited Share. The net proceeds of sale (after payment of the Company's costs of sale and together with interest at such rate as the Directors consider appropriate) shall be paid over by the Company to the former holder upon surrender by such former holder of the relevant share certificate (if applicable).

Upon transfer of a share the transferee of such share shall be deemed to have represented and warranted to the Company that such transferee is acquiring shares in an offshore transaction meeting 84 the requirements of Regulation S and is not, nor is acting on behalf of: (i) a benefit plan investor and no portion of the assets used by such transferee to acquire or hold an interest in such share constitutes or will be treated as "plan assets" of any benefit plan investor under Section 3(42) of ERISA; and/or (ii) a US Person.

5.8 *Distribution of assets on a winding-up*

If the Company is wound up (whether voluntarily or otherwise), the liquidator may, with the sanction of a special resolution, divide among the members in specie the whole or any part of the assets of the Company, and that whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for each purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like sanction shall think fit, but not so that no member shall be compelled to accept any shares in respect of which there is any liability.

5.9 *Restrictions on rights: failure to respond to a section 793 notice*

If a shareholder, or any other person appearing to be interested in shares held by that shareholder, fails to provide the information requested in a notice given to him under section 793 of the Companies Act by the Company in relation his interest in shares (the "default shares") within the relevant period, sanctions shall apply unless the Directors determine otherwise. The sanctions available are the suspension of the right to attend or vote (whether in person or by representative or proxy) at any general meeting or any separate meeting of the holders of any class or on any poll and, where the default shares represent at least 0.25 per cent. of their class (excluding treasury shares), the withholding of any dividend payable in respect of those shares and the restriction of the transfer of those shares (subject to the requirements of the Uncertificated Securities Regulations 2001). This restriction cannot be applied where the transfer is pursuant to an "arm's length sale".

5.10 *Untraced shareholders*

Subject to various notice requirements, the Company may sell on the London Stock Exchange at the best price reasonably obtainable any certificated Share provided that for a period of 12 years at least three dividends (whether interim or final) on those Shares have become payable and no dividend in respect of those Shares during that period has been claimed by presentation at a bank of the relevant cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of (or person entitled to) the Shares 60 or otherwise been transferred through CREST (or another relevant service), and so far as the Directors are aware the Company has not received any communication during the relevant period from the holder of, or person entitled to, those Shares.

5.11 *Borrowings*

The Board may, subject to the provisions of the Companies Act and the restrictions set out below, exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure (so far, as regards subsidiary companies, as by such exercise they can secure) that the

aggregate principal amount (including any fixed or minimum premium payable on final repayment) outstanding in respect of borrowings (whether secured or not) by the Company and/or any of its subsidiary companies (exclusive of money outstanding in respect of borrowings by the Company from any such subsidiary or by any such subsidiary from another such subsidiary or from the Company) shall not at the time of any drawdown, without the previous sanction of an ordinary resolution of the Company, exceed a sum equal to 20 per cent. of the adjusted total of capital and reserves at the time of drawdown.

The “adjusted total of capital and reserves” means the aggregate of: (a) the amount for the time being paid up or credited as paid up on the issued share capital of the Company; and (b) the aggregate amount standing to the credit of the consolidated capital and revenue reserves (including any share premium account, capital redemption reserve fund, undistributed profits and any appreciation of investments over book value) plus or minus the amount standing to the credit or debit as the case may be of the consolidated profit and loss account all as shown in the latest published consolidated balance sheet of the Company and its subsidiaries but: (c) adjusted as may be necessary or appropriate to reflect any variations since the date of such balance sheet in interests in subsidiaries or in the amount of the paid up share capital, share premium account and capital redemption reserve fund of the Company and so that for this purpose if the Company proposes to issue or has issued any shares for cash and the issue has been underwritten then the amount (including any premium) of the subscription monies so underwritten (not being monies payable later than three months after the date the underwriting becomes unconditional) shall be deemed to have been paid up at the date when the underwriting becomes unconditional; (d) excluding any sums attributable to outside interests in subsidiaries and any sums set aside for taxation (other than for the purpose of tax equalisation); (e) deducting any distributions (other than dividends paid out of profits earned since the date of such balance sheet) in cash or specie made since that date and not provided for in such balance sheets; (f) deducting any amount referable to goodwill or any intangible asset; and (g) making such other adjustments (if any) as the Board may determine to provide for the carrying into effect of the transaction for the purposes of which the adjusted total of capital and reserves requires to be calculated, or otherwise. In determining “the adjusted total of capital reserves”, the Board is entitled (but not required) to require the Auditors (or such other financial adviser as the Board may appoint for such purpose) to certify such determination.

5.12 Appointment of Directors

Unless the Company determines otherwise by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than two.

Subject to the Articles, the Company may by ordinary resolution appoint a person who is willing to act as, and is permitted by law to do so, to be a Director either to fill a vacancy or as an additional Director. The Directors may appoint a person who is willing to act, and is permitted by law to do so, to be a Director, either to fill a vacancy or as an additional Director. A person appointed as a Director by the other Directors is required to retire at the Company’s next annual general meeting and shall then be eligible for reappointment.

5.13 Powers of Directors

The business of the Company shall be managed by the Directors who, subject to the provisions of the Articles and to any directions given by special resolution to take, or refrain from taking, specified action, may exercise all the powers of the Company.

Any Director may appoint any other Director, or any other person approved by resolution of the Directors and willing to act and permitted by law to do so, to be an alternate Director.

5.14 Voting at board meetings

No business shall be transacted at any meeting of the Directors unless a quorum is present and the quorum may be fixed by the Directors; unless so fixed at any other number the quorum shall be two.

A Director shall not be counted in the quorum present in relation to a matter or resolution on which he is not entitled to vote but shall be counted in the quorum present in relation to all other matters or

resolutions considered or voted on at the meeting. An alternate Director who is not himself a Director shall, if his appointor is not present, be counted in the quorum.

Questions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

5.15 ***Directors' interests***

No Director or proposed or intending director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any contract in which any Director is in any way interested be liable to be avoided, nor shall any Director who is so interested be liable to account to the Company or the members for any remuneration, profit or other benefit realised by the contract by reason of the Director holding that office or of the fiduciary relationship thereby established.

A Director, notwithstanding his office, may be or become a director or other officer of, or hold any place of profit in, or act in a professional capacity for, or otherwise be interested in, any associated company. A Director who is a director or other officer of, or otherwise interested in, any associated company is authorised to act subject to any guidance from time to time issued by the Directors for dealing with conflict situations arising in relation to associated companies or any of them. The Directors may exercise any voting rights exercisable by the Company in any associated company in such manner and in such respects as they think fit, including voting in favour of any resolution appointing them or any of their number directors or officers of any associated company or voting or providing for the payment of remuneration to the directors or officers of any associated company.

A Director shall not vote on or be counted in the quorum in relation to any resolution of the Board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested.

A Director shall not vote (or, if he does vote, his vote shall not be counted) or be counted as part of the quorum on any resolution of the Directors in respect of any contract, arrangement, transaction or any other kind of proposal in which he has a direct or indirect interest unless: (i) his interest cannot reasonably be regarded as likely to give rise to a conflict of interests; or (ii) the resolution relates to one of the permitted matters listed in the Articles and he has no other interest beyond that matter.

Any authorisation given by the Board under the Articles may provide that the Director in question need not disclose to or use for the benefit of the Company any information relating to the relevant matter which he obtains or has obtained otherwise than as a Director or employee of the Company and in respect of which he owes a duty of confidentiality to a person other than the Company.

If a question arises at any time as to whether a Director's interest can reasonably be regarded as likely to give rise to a conflict of interests or as to his entitlement to vote or be counted in a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chair of the meeting and his ruling in relation to any Director other than himself shall be conclusive and binding on all concerned, except in a case where the nature or extent of the interest of such Director has not been fairly disclosed.

5.16 ***Indemnity***

Subject to the provisions of the statutes, the Company may indemnify any director, or other officer (or any person who was at any time a director, or other officer of the Company, or its predecessor in business, or of a holding undertaking or subsidiary undertaking of the Company) against any liability and may purchase and maintain for any such person insurance against any loss or liability, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company. Subject to those provisions but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director, former director or other officer of the Company shall be indemnified out of the assets of the Company against any loss or liability incurred by him in the execution of his duties in relation to the affairs of the Company, provided that the Articles shall be deemed not to provide for, or entitle any such person to, indemnification to

the extent that it would cause this Articles, or any element of it, or of such indemnification, to be treated as void under the statutes.

5.17 **General meetings**

Annual general meetings shall be convened by not less than 21 clear days' notice in writing. Subject to the Companies Act, all other general meetings shall be called by not less than 14 clear days' notice in writing. The notice shall specify the place, date and time of the meeting and the general nature of the business to be transacted. Notice of every general meeting shall be given to the Directors and all members other than any who, under the provisions of the Articles or the terms of issue of the Shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors or, if more than one, each of them.

The accidental omission to give notice of a general meeting or of any resolution intended to be moved at a general meeting or the accidental omission to send any document relating to any general meeting to, or the non-receipt of any such notice or document by, any person entitled to receive the notice or document shall not invalidate the proceedings at that meeting.

The Directors may from time to time make any arrangement and impose any restriction they consider appropriate to ensure the security of a meeting, including requiring evidence as to identity to be produced by a person attending the meeting, searching of a person attending the meeting and restricting the items of property which may be taken into the meeting place. The Directors may refuse entry to and/or remove from a meeting any person who refuses to comply with these arrangements or restrictions.

5.18 **C Shares and Deferred Shares**

The rights and restrictions attaching to the C Shares and the Deferred Shares arising on their conversion are summarised below.

5.18.1 The following definitions apply for the purposes of this paragraph 5.18 only:

"Calculation Date" means the earliest of the:

- (i) close of business on the date to be determined by the Directors occurring not more than 5 Business Days after the day on which the Investment Manager shall have given notice to the Directors that at least 90 per cent. of the Net Proceeds (or such other percentage as the Directors and the Investment Manager may agree) shall have been invested; or
- (ii) close of business on the date falling 12 calendar months after the allotment of the relevant class of C Shares or if such a date is not a Business Day the next following Business Day; or
- (iii) close of business on the day on which the Directors resolve that Force Majeure Circumstances have arisen or are imminent;

"Conversion" means conversion of a class of C Shares into Shares and Deferred Shares in accordance with paragraph 5.18.8 below;

"Conversion Date" means the close of business on such Business Day as may be selected by the Directors falling not more than 10 Business Days after the Calculation Date;

“Conversion Ratio” is the ratio of the net asset value per C Share of the relevant class to the net asset value per Share, which is calculated as:

$$\begin{aligned}\text{Conversion Ratio} &= \frac{A}{B} \\ A &= \frac{C - D}{E} \\ B &= \frac{F - C - I - G + D + J}{H}\end{aligned}$$

Where:

C is the aggregate of:

- (a) the value of the investments of the Company attributable to the C Shares of the relevant class, calculated by reference to the Directors’ belief as to an appropriate current value for those investments on the Calculation Date in accordance with the valuation policy adopted by the Company from time to time; and
- (b) the amount which, in the Directors’ opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company attributable to the relevant class of C Shares (excluding the investments valued under (a) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with the valuation policy adopted by the Company from time to time;

D is the amount (to the extent not otherwise deducted from the assets attributable to the relevant class of C Shares) which, in the Directors’ opinion, fairly reflects the amount of the liabilities of the Company attributable to the relevant class of C Shares on the Calculation Date (including the amounts of any declared but unpaid dividends in respect of such C Shares);

E is the number of C Shares of the relevant class in issue on the Calculation Date;

F is the aggregate of:

- (a) the value of all the investments of the Company, calculated by reference to the Directors’ belief as to an appropriate current value for those investments on the Calculation Date in accordance with the valuation policy adopted by the Company from time to time; and
- (b) the amount which, in the Directors’ opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company (excluding the investments valued under (a) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with the valuation policy adopted by the Company from time to time;

G is the amount (to the extent not otherwise deducted in the calculation of F) which, in the Directors’ opinion, fairly reflects the amount of the liabilities of the Company on the Calculation Date (including the amounts of any declared but unpaid dividends);

H is the number of Shares in issue on the Calculation Date (excluding any Shares held in treasury);

I is the aggregate of:

- (a) the value of the investments of the Company attributable to all other class(es) of C Shares in issue other than the class of C Shares as referred to in C above (the **“Other Class(es) of C Shares”**), calculated by reference to the Directors’ belief as to an appropriate current value for those investments on the Calculation Date in accordance with any valuation policy adopted by the Company from time to time; and

- (b) the amount which, in the Directors' opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company attributable to the Other Class(es) of C Shares (excluding the investments valued under (a) above but including cash and deposits with or without balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with any valuation policy adopted by the Company from time to time; and

J is the amount (to the extent not otherwise deducted from the assets attributable to the Other Class(es) of C Shares) which, in the Directors' opinion, fairly reflects the amount of the liabilities of the Company attributable to the Other Class(es) of C Shares on the Calculation Date (including the amounts of any declared but unpaid dividends in respect of such C Shares),

provided that the Directors shall make such adjustments to the value or amount of A and B having regard among other things, to the assets of the Company immediately prior to the date on which the Company first receives the Net Proceeds relating to the relevant class of C Shares and/or to the reasons for the issue of the relevant class of C Shares. In making such adjustments, the Directors shall be entitled (but not required) to require the Auditors (or such other financial adviser as the Directors may appoint for such purpose) to confirm as to the appropriateness of any adjustments;

"Deferred Shares" means deferred shares of £0.01 each in the capital of the Company arising on Conversion;

"Existing Ordinary Shares" means the Shares in issue immediately prior to Conversion;

"Force Majeure Circumstances" means (i) any political and/or economic circumstances and/or actual or anticipated changes in fiscal or other legislation which, in the reasonable opinion of the Directors, renders Conversion necessary or desirable; (ii) the issue of any proceedings challenging, or seeking to challenge, the power of the Company and/or its Directors to issue the C Shares of the relevant class with the rights proposed to be attached to them and/or to the persons to whom they are, and/or the terms upon which they are proposed to be issued; or (iii) the giving of notice of any general meeting of the Company at which a resolution is to be proposed to wind up the Company, whichever shall happen earliest; and

"Net Proceeds" means the net cash proceeds of the issue of the relevant class of C Shares (after deduction of those commissions and expenses relating thereto and payable by the Company).

References to Shareholders, C Shareholders and Deferred Shareholders should be construed as references to holders for the time being of Shares, C Shares and Deferred Shares respectively.

5.18.2 The holders of the Shares, the C Shares and the Deferred Shares shall, subject to the provisions of the Articles, have the following rights to be paid dividends:

- (a) the Deferred Shares (to the extent that any are in issue and extant) shall entitle the holders thereof to a cumulative annual dividend at a fixed rate of one per cent. of the nominal amount thereof, the first such dividend (adjusted *pro rata temporis*) (the **"Deferred Dividend"**) being payable on the date six months after the Conversion Date on which such Deferred Shares were created in accordance with paragraph 5.18.8 (the **"Relevant Conversion Date"**) and thereafter on each anniversary of such date payable to the holders thereof on the register of members on that date as holders of Deferred Shares but shall confer no other right, save as provided herein, on the holders thereof to share in the profits of the Company. The Deferred Dividend shall not accrue or become payable in any way until the date six months after the Conversion Date and shall then only be payable to those holders of Deferred Shares registered in the register of members of the Company as holders of Deferred Shares on that date. It should be noted that given the proposed repurchase of the Deferred Shares as described below, it is not expected that any dividends will accrue or be paid on such shares;

- (b) the C Shareholders of each class shall be entitled to receive in that capacity such dividends as the Directors may resolve to pay out of net assets attributable to the relevant class of C Shares and from income received and accrued which is attributable to the relevant class of C Shares;
- (c) the Existing Ordinary Shares shall confer the right to dividends declared in accordance with the Articles;
- (d) the Shares into which C Shares shall convert shall rank *pari passu* with the Existing Ordinary Shares for dividends and other distributions made or declared by reference to a record date falling after the Calculation Date; and
- (e) no dividend or other distribution shall be made or paid by the Company on any of its shares (other than any Deferred Shares for the time being in issue) between the Calculation Date and the Conversion Date relating to such C Shares (both dates inclusive) and no such dividend shall be declared with a record date falling between the Calculation Date and the Conversion Date (both dates inclusive).

5.18.3 The holders of the Shares, the C Shares and the Deferred Shares shall, subject to the provisions of the Articles, have the following rights as to capital:

- (a) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when any C Shares are for the time being in issue and prior to the Conversion Date be applied (after having deducted therefrom an amount equivalent to (C-D) in respect of each class of C Shares in issue using the methods of calculation of C and D given in the definition of Conversion Ratio, save that the "Calculation Date" shall be such date as the liquidator may determine, which amount attributable to each class shall be applied amongst the C Shareholders of such class *pro rata* according to the nominal capital paid up on their holdings of C Shares), amongst the Shareholders *pro rata* according to the nominal capital paid up on their holdings of Shares; and
- (b) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when no C Shares are for the time being in issue be applied as follows:
 - (i) firstly, if there are Deferred Shares in issue, in paying to the holders of Deferred Shares £0.01 in aggregate in respect of every 1,000,000 Deferred Shares (or part thereof) of which they are respectively the holders; and
 - (ii) secondly, the surplus shall be divided amongst the Shareholders *pro rata* according to the nominal capital paid up on their holdings of Shares.

5.18.4 As regards voting:

- (a) the C Shares shall carry the right to receive notice of and to attend and vote at any general meeting of the Company. The voting rights of holders of C Shares will be the same as that applying to holders of Existing Ordinary Shares as set out in the Articles as if the C Shares and Existing Ordinary Shares were a single class; and
- (b) the Deferred Shares shall not carry any right to receive notice of, or to attend or vote at any general meeting of the Company.

5.18.5 The following shall apply to the Deferred Shares:

- (a) the C Shares shall be issued on such terms that the Deferred Shares arising upon their Conversion (but not the Shares arising on Conversion) may be repurchased by the Company in accordance with the terms set out in the Articles;
- (b) immediately upon a Conversion, the Company shall repurchase all of the Deferred Shares which arise as a result of that Conversion for an aggregate consideration of £0.01 for every 1,000,000 Deferred Shares and the notice referred to in paragraph 5.18.8(b) below shall be deemed to constitute notice to each C Shareholder of the relevant class (and any person or persons having rights to acquire or acquiring C Shares of the relevant class on or after the Calculation Date) that the relevant Deferred Shares shall be repurchased

immediately upon Conversion for an aggregate consideration of £0.01 for each holding of 1,000,000 Deferred Shares. On repurchase, each such Deferred Share shall be treated as cancelled in accordance with section 706 of the Companies Act without further resolution or consent; and

- (c) the Company shall not be obliged to: (i) issue share certificates to the holders of Deferred Shares in respect of the Deferred Shares; or (ii) account to any holder of Deferred Shares for the repurchase moneys in respect of such Deferred Shares.

5.18.6 Without prejudice to the generality of the Articles, for so long as any C Shares are for the time being in issue it shall be a special right attaching to the Existing Ordinary Shares as a class and to the C Shares as a separate class that without the sanction or consent of such holders given in accordance with the Company's Articles:

- (a) no allotment or issue will be made of any security convertible into or carrying a right to subscribe for any share capital of the Company other than the allotment or issue of further C Shares; and
- (b) no resolution of the Company shall be passed to wind up the Company.

For the avoidance of doubt but subject to the rights or privileges attached to any other class of shares, the previous sanction of a special resolution of the holders of Existing Ordinary Shares and C Shares, as described above, shall not be required in respect of:

- (i) the issue of further Shares ranking *pari passu* in all respects with the Existing Ordinary Shares (otherwise than in respect of any dividend or other distribution declared, paid or made on the Existing Ordinary Shares by the issue of such further Shares); or
- (ii) the sale of any shares held as treasury shares (as such term is defined in section 724 of the Companies Act) in accordance with sections 727 and 731 of the Companies Act or the purchase or redemption of any shares by the Company (whether or not such shares are to be held in treasury).

5.18.7 For so long as any C Shares are for the time being in issue, until Conversion of such C Shares and without prejudice to its obligations under applicable laws the Company shall:

- (a) procure that the Company's records, and bank and custody accounts shall be operated so that the assets attributable to each class of C Shares can, at all times, be separately identified and, in particular but without prejudice to the generality of the foregoing, the Company shall, without prejudice to any obligations pursuant to applicable laws, procure that separate cash accounts, broker settlement accounts and investment ledger accounts shall be created and maintained in the books of the Company for the assets attributable to each class of C Shares in issue;
- (b) allocate to the assets attributable to each class of C Shares in issue such proportion of the income, expenses and liabilities of the Company incurred or accrued between the date on which the Company first receives the Net Proceeds and the Calculation Date relating to such class of C Shares in issue (both dates inclusive) as the Directors consider to be attributable to the C Shares; and
- (c) give or procure the giving of appropriate instructions to the Investment Manager to manage the Company's assets so that such undertakings can be complied with by the Company.

5.18.8 A class of C Shares for the time being in issue shall be sub-divided and converted into Shares and Deferred Shares on the Conversion Date in accordance with the following provisions of this paragraph 5.18.8:

- (a) the Directors shall procure that, as soon as reasonably practicable and in any event within 5 Business Days of the Calculation Date:
 - (i) the Conversion Ratio as at the Calculation Date and the numbers of Shares and Deferred Shares to which each C Shareholder of the relevant class shall be entitled on Conversion shall be calculated; and

- (ii) the Auditors (or any other adviser the Directors may appoint for such purpose) shall be requested to confirm that such calculations as have been made by the Company have, in their opinion, been performed in accordance with the Articles and are arithmetically accurate whereupon such calculations shall become final and binding on the Company and all holders of the Company's shares and any other securities issued by the Company which are convertible into the Company's shares, subject to the proviso immediately after the definition of "J" in paragraph 5.18.1 above.
- (b) The Directors shall procure that, as soon as practicable following such confirmation and in any event within 7 Business Days of the Calculation Date, a notice is sent to each C Shareholder of the relevant class advising such C Shareholder of the Conversion Date, the Conversion Ratio and the numbers of Shares and Deferred Shares to which such C Shareholder will be entitled on Conversion.
- (c) On conversion each C Share of the relevant class shall automatically subdivide into 10 conversion shares of £0.01 each and such conversion shares of £0.01 each shall automatically convert into such number of Shares and Deferred Shares as shall be necessary to ensure that, upon such Conversion being completed:
 - (i) the aggregate number of Shares into which the same number of conversion shares of £0.01 each are converted equals the number of C Shares of the relevant class in issue on the Calculation Date multiplied by the Conversion Ratio (rounded down to the nearest whole Share); and
 - (ii) each conversion share of £0.01 which does not so convert into a Share shall convert into one Deferred Share.
- (d) The Shares and Deferred Shares arising upon Conversion shall be divided amongst the former C Shareholders of the relevant class *pro rata* according to their respective former holdings of C Shares of the relevant class (provided always that the Directors may deal in such manner as they think fit with fractional entitlements to Shares and Deferred Shares arising upon Conversion including, without prejudice to the generality of the foregoing, selling any Shares representing such fractional entitlements and retaining the proceeds for the benefit of the Company).
- (e) Forthwith upon Conversion, the share certificates relating to the C Shares of the relevant class shall be cancelled and the Company shall issue to each former C Shareholder of the relevant class new certificates in respect of the Shares which have arisen upon Conversion to which he or she is entitled. Share certificates in respect of the Deferred Shares will not be issued.
- (f) The Directors may make such adjustments to the terms and timing of Conversion as they in their discretion consider are fair and reasonable having regard to the interests of all Shareholders.

6 The City Code on Takeovers and Mergers

6.1 **Mandatory bid**

The Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, if:

- 6.1.1 any person acquires, whether by a series of transactions over a period of time or otherwise, an interest in shares which, when taken together with shares in which they and persons acting in concert with them are interested, carry 30 per cent. or more of the voting rights in the Company; or
- 6.1.2 any person, together with persons acting in concert with them, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of the Company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with them, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which they are interested,

such person would be required (except with the consent of the Panel) to make a cash or cash alternative offer for the outstanding shares at a price not less than the highest price paid for any interests in the shares by them or their concert parties during the previous 12 months.

6.2 **Compulsory acquisition**

Under sections 974 to 991 of the Companies Act, if an offeror acquires or contracts to acquire (pursuant to a takeover offer) not less than 90 per cent. of a class of shares of a company (in value and by voting rights) to which such offer relates it may then compulsorily acquire the outstanding shares of that class held by holders that have not assented to the offer. It would do so by sending a notice to the holders of shares of that class indicating that it is desirous of acquiring such outstanding shares whereupon the offeror will become entitled and bound to acquire such shares. At the end of six weeks from the date of such notice it would execute a transfer of such outstanding shares in its favour and pay the consideration to the company, which would hold the consideration on trust for the holders of such outstanding shares subject to the transfer. The consideration offered to the holders whose outstanding shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

In addition, pursuant to section 983 of the Companies Act, if an offeror acquires or agrees to acquire not less than 90 per cent. of the shares of a company (in value and by voting rights, pursuant to a takeover offer that relates to all the shares in the company) to which the offer relates, any holder of shares to which the offer relates who has not accepted the offer may require the offeror to acquire their shares on the same terms as the takeover offer ("**sell-out rights**").

The offeror would be required to give any relevant holder of shares notice of their right to be bought out within one month of that sell-out right arising. Such sell-out rights cannot be exercised after the end of the period of three months from the last date on which the offer can be accepted or, if later, three months from the date on which the notice is served on the holder of shares notifying them of their sell-out rights. If a holder of shares exercises their sell-out rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

7 **Disclosures under UK MAR**

The table below sets out a summary of the information disclosed by the Company under UK MAR over the 12-month period preceding the date of this Prospectus and which is relevant as at the date of this Prospectus:

<i>Date</i>	<i>Title</i>	<i>Nature of information</i>
12 August 2025	Rollover from Fidelity Japan Trust PLC	Announcement of the intention to implement the Scheme

8 Directors, Major Shareholders and related party transactions

8.1 Directors' other interests

8.1.1 Over the five years preceding the date of this Prospectus, the Directors have held the following directorships (apart from their directorships of the Company) and/or partnerships:

	<i>Current directorships/ partnerships</i>	<i>Past directorships/ partnerships</i>
Norman Crighton (Chair)	RM Infrastructure Income plc Universal Umwelt Ltd	Harmony Energy Income Trust plc Weiss Korea Opportunity Fund Limited RM ZDP PLC Great Point Entertainment Income Trust PLC GPEIT Limited
Margaret Stephens	Sequoia Economic Infrastructure Income Fund Limited	VH Global Energy Infrastructure plc Nuclear Liabilities Fund Limited Department for Exiting the European Union
Andrew Rose	–	Uhuru Corporation
Thomas Yoritaka	Nexus Frontier Tech Limited	Discentia Capital I LP Knowledgehook

8.1.2 As at the date of this Prospectus, there are no potential conflicts of interest between any of the Directors' duties to the Company and their private interests and/or other duties.

8.1.3 There are no lock-up provisions regarding the disposal by any of the Directors of any Shares.

8.1.4 None of the Directors in the five years before the date of this Prospectus:

- (c) has any convictions in relation to fraudulent offences;
- (d) has been associated with any bankruptcies, receiverships or liquidations of any partnership or company or any companies put into administration through acting in the capacity as a member of the administrative, management or supervisory body or as a partner, founder or senior manager of such partnership or company; or
- (e) has any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) and have not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer.

8.1.5 The Company maintains directors' and officers' liability insurance on behalf of the Directors at the expense of the Company.

8.2 Major Shareholders

8.2.1 As at the date of this Prospectus, in so far as it is known to the Company, the following persons held, directly or indirectly, 3.0 per cent. or more of the Existing Shares and voting rights.

<i>Name</i>	<i>Number of Existing Shares held</i>	<i>Percentage of voting rights</i>
Finda Telecoms Oy	30,000,000	22.09%
City of London Investment Management Company Limited	12,214,914	8.99%
Hargreaves Lansdown	9,312,068	6.86%
Rathbones	6,522,141	4.80%
Interactive Investor	6,429,451	4.73%
Charles Stanley	5,932,483	4.37%

8.2.2 As at the date of this Prospectus the Company is not aware of any person who, immediately following the Issue, will directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

8.2.3 None of the Shareholders has or will have voting rights attached to the Shares held by them which are different from the voting rights attached to any other Shares. So far as is known to the Company, as at the date of this Prospectus, the Company will not, immediately following the Issue, be directly or indirectly owned or controlled by any single person or entity and there are no arrangements known to the Company the operation of which may subsequently result in a change of control of the Company.

8.3 **Related party transactions**

Save for: (i) the payment of fees to the Directors, which are summarised in paragraph 1 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus; and (ii) the payment of fees and expenses to the Investment Manager pursuant to the Management Agreement, which are summarised in paragraph 2.1 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus, and the entry into of the side letter to the Management Agreement dated 13 October 2025 summarised in paragraph 10.1 below (which is conditional upon the Scheme becoming effective), the Company has not entered into any related party transaction (within the meaning of UK-adopted international accounting standards) at any time during the period from 31 December 2024 to the date of publication of this Prospectus.

9 **Other investment restrictions**

9.1 The Company will at all times invest and manage its assets with the objective of spreading investment risk and in accordance with its published investment policy and the investment restrictions set out therein as set out in Part 1 (*The Company*) of this Prospectus.

9.2 In the event of a material breach of the investment policy and/or restrictions applicable to the Company, Shareholders will be informed of the actions to be taken by the Investment Manager via a RIS announcement.

10 **Material contracts**

Save as summarised below, the Company has not: (i) been party to any material contracts (other than contracts in the ordinary course of business) within the two years immediately preceding the date of this Prospectus; or (ii) entered into any contracts that contain provisions under which the Company has any obligation or entitlement that is material to the Company as at the date of this Prospectus:

10.1 **Investment Management Agreement**

The Investment Management Agreement dated 6 September 2018 and amended by way of a side letter executed on 17 January 2020, pursuant to which the Company has appointed Asset Value Investors Limited as its alternative investment fund manager in accordance with the AIFMD.

Pursuant to the terms of the Investment Management Agreement and for the purposes of the AIFMD, the Investment Manager shall, *inter alia*, manage the investments and other assets of the Company with the responsibility for the portfolio management and risk management of the assets of the Company in each case in accordance with the Company's investment policy. In particular, the Investment Manager shall implement adequate risk management systems in order to identify, measure, manage and monitor appropriately all risks relevant to the Company's investment policy. It shall also undertake a valuation at least once a year of the assets within the Company's portfolio in accordance with the AIFMD.

The Investment Management Agreement is subject to an initial period of four years and thereafter will continue until terminated at any time by either party giving to the other not less than 12 months' written notice. If the Company gives less than the prescribed period of notice, the Investment Manager is entitled to receive management fees, reduced *pro rata* according to the amount of notice given. Either party may also terminate the Investment Management Agreement by notice in writing if either party (or any of its directors, officers, employees or agents) is guilty of any serious misconduct, negligence, wilful default or fraud, if either party commits a material breach or on the occurrence of certain insolvency events. The Company may also terminate the Investment Management Agreement if the Investment Manager ceases to be authorised under FSMA or ceases to maintain its permission with the FCA or if the Company ceases to satisfy the conditions for approval as an investment trust.

The Investment Manager has agreed to indemnify the Company in respect of all losses incurred as a result of the negligence, wilful default, fraud or bad faith of the Investment Manager or a breach of the Investment Management Agreement by the Investment Manager.

The Company has agreed to indemnify the Investment Manager in respect of all claims by third parties in relation to such acts and things as the Investment Manager shall lawfully do or cause to be done in the proper performance of its duties except to the extent that such claim is due to the negligence, wilful default, fraud or bad faith of the Investment Manager or a breach of any applicable laws or the Investment Management Agreement.

The Investment Management Agreement is governed by the laws of England and Wales.

The Investment Manager is entitled to management fees as consideration for performing its obligations under the Investment Management Agreement, details of which are set out in paragraph 2.1 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus.

The Company and the Investment Manager have agreed, pursuant to a side letter dated 13 October 2025 (the "**IMA Side Letter**"), a new management fee based on a tiered structure pursuant to which, if the Scheme becomes effective, the Investment Manager shall be entitled to receive the New Management Fee.

The Investment Manager has further agreed, pursuant to an agreement dated 13 October 2025 (the "**Cost Contribution Agreement**"), that it shall make the AVI Costs Contribution as described in paragraph 4(g) of Part 1 (*The Company*) of this Prospectus.

The Management Agreement is governed by the laws of England and Wales.

10.2 **Corporate Secretarial Agreement**

MUFG Corporate Governance Limited has been appointed as the Corporate Secretary pursuant to the Company Secretarial Agreement entered into between Link Market Services Limited, and the Company.

In such capacity, the Corporate Secretary is responsible for general secretarial functions and for assisting the Company with compliance with its continuing obligations as a company listed on the closed-ended investment funds category of the Official List.

The current annual fee of £81,990 is payable in relation to the services provided under the Company Secretarial Agreement, which is subject to an annual RPI increase.

Under the terms of the Company Secretarial Agreement either party may terminate the agreement (i) on six months' written notice subject to an initial term of one year automatically renewable for successive periods of 12 months, (ii) on three months' written notice should the parties not reach an agreement regarding any increase in the fees, (iii) upon service of written notice if the other party commits a material breach of the Company Secretarial Agreement which that party has failed to remedy within 45 days of receipt of a written notice or (iv) if a resolution is passed or an order made for the winding-up, dissolution or administration of the other party.

The Company Secretarial Agreement is governed by the laws of England and Wales.

10.3 **Administration Agreement**

Waystone Administration Solutions (UK) Limited has been appointed to provide general administrative functions to the Company pursuant to the Administration Agreement entered into between Waystone Administration Solutions (UK) Limited (formerly known as Link Alternative Fund Administrators) and the Company.

The current annual fee of £130,949.24 is payable in relation to the services provided under the Administration Agreement, which is subject to an annual RPI increase. In addition, the Administrator receives a monthly variable fee, with the total variable fees for the year as at 30 September 2025 being £3,814.51.

Under the terms of the Administration Agreement, either party may terminate the agreement (i) on 12 months' written notice; and (ii) on three months' written notice should the parties not reach an agreement regarding any increase in the fee, there are also certain circumstances (including material breach and certain insolvency events) in which the Administration Agreement will terminate automatically.

The Administration Agreement is governed by the laws of England and Wales.

10.4 **Depositary Agreement and Custody Agreement**

The Depositary Agreement dated 6 September 2018 pursuant to which the Company has appointed J.P. Morgan Europe Limited as the Company's depositary for the purposes of the AIFMD.

Under the terms of the Depositary Agreement, the Depositary performs, *inter alia*, safekeeping, cash flow monitoring and oversight services in accordance with the AIFMD. The Depositary receives fees for its services as agreed between the Depositary and the Company from time to time.

The Depositary Agreement will continue until terminated at any time by the Company giving the Depositary 90 days' written notice. Either party may also terminate the Depositary Agreement immediately by notice in writing (i) if the other party commits any material breach of the Depositary Agreement that has not been remedied within 30 days of notice, (ii) on the occurrence of certain insolvency events, (iii) if the Investment Manager ceases to be authorised to act as investment manager of the Company, (iv) if the Depositary ceases to be authorised to act as depositary, or (v) if the Investment Manager ceased to be the manager of the Company without the consent of the Depositary. The Depositary may also terminate the Depositary Agreement immediately if any provision of the Articles which relate to the liability of the Depositary is amended or removed without the prior written approval of the Depositary.

On termination of the Depositary Agreement, the Company shall pay to the Depositary such fees as are outstanding at the date of termination together with any outstanding expenses or disbursements.

In accordance with the terms of the Depositary Agreement, and subject to the provisions of the AIFMD, the Depositary may delegate its safekeeping functions in relation to securities and other assets of the Company. The Depositary must exercise due care, skill and diligence in the selection of a delegate to perform the safekeeping functions in respect of securities and other assets of the Company. The employment of any such delegate shall not relieve the Depositary of its responsibilities or liabilities under the Depositary Agreement.

Under the Depositary Agreement, the safekeeping function in respect of the Company's assets has been delegated to the Custodian, JPMorgan Chase Bank, National Association, London Branch pursuant to the Custody Agreement.

Pursuant to the terms of the Custody Agreement, the Custodian shall hold, or arrange for sub-custodians to hold, all of the cash, securities and other assets of the Company and it shall arrange and settle (directly or acting through sub-custodians) all transactions relating to those assets as agent for the Company. The Custody Agreement does not provide for any fees to be paid by the Company to the Custodian although the Company will reimburse the Custodian's expenses. The Custody Agreement will continue for so long as the Depositary Agreement is in effect and it will terminate automatically on the termination of the Depositary Agreement.

The Company has agreed to indemnify the Depositary and the Custodian (together with their sub-custodians, affiliates and their respective nominees, directors, officers, employees and agents) in respect of all liabilities in connection with the Depositary's status as a holder of the Company's securities and performance under the Depositary Agreement other than as a result of the Depositary's fraud, negligence, wilful misconduct or breach of the Depositary Agreement.

The Depositary Agreement and the Custody Agreement are governed by the laws of England and Wales.

10.5 **Registrar Agreement**

Equiniti Limited has been appointed as the Company's Registrar pursuant to the Registrar Agreement entered into between the Company and the Registrar dated 31 October 2023.

The Registrar is entitled to receive fees as consideration for performing its obligations under the Registrar Agreement, details of which are set out in paragraph 2.5 of Part 3 (*Directors, Management and Administration of the Company*) of this Prospectus.

The Registrar Agreement will continue for an initial term of five years in which either party may terminate during this term on six months' written notice should an agreement regarding any revision of fees has not been reached. Either party may also terminate the agreement immediately (i) if the other party commits any material breach of the Registrar Agreement that has not been remedied within 30 days of notice, (ii) on the occurrence of certain insolvency events, or (iii) if the other party ceases or threatens to cease to carry on the whole or any substantial part of its business.

The Registrar Agreement contains certain standard indemnities from the Company in favour of the Registrar and from the Registrar in favour of the Company. The Registrar's liability under the agreement is subject to a cap.

The Registrar Agreement is governed by the laws of England and Wales.

10.6 **Repurchase agreement**

The Company and Singers entered into a repurchase agreement on 15 November 2024 pursuant to which the Company agreed, subject to the satisfaction of certain conditions, to purchase from Singers, on the London Stock Exchange, such number of Shares as Singers shall purchase pursuant to the 2024 Tender Offer, at an aggregate price equal to the amount paid by Singers for its purchase of the Shares successfully tendered for purchase under the 2024 Tender Offer.

The agreement contains representations and warranties from the Company in favour of Singers and incorporates an indemnity in favour of Singers in respect of any liability which it or any of its associates may suffer in relation to its performance under the 2024 Tender Offer, subject to standard exclusions.

The agreement is governed by and construed in accordance with English law.

10.7 **Receiving Agent Agreement**

Equiniti Limited has been appointed as the Company's receiving agent in connection with the Scheme pursuant to the Receiving Agent Agreement entered into between the Company and the Receiving Agent dated 10 October 2025.

Under the terms of the Receiving Agent Agreement, the Receiving Agent is entitled to a fee of £34,115. The Receiving Agent is also entitled to reimbursement of reasonable out of pocket expenses incurred in connection with the provision of services under the Receiving Agent Agreement.

The Company has given certain market standard indemnities in favour of the Receiving Agent in respect of the Receiving Agent's potential losses in carrying on its responsibilities under the Receiving Agent Agreement. The Receiving Agent's liability under the Receiving Agent Agreement is subject to a cap.

The Receiving Agent Agreement is governed by the laws of England and Wales.

10.8 **Transfer Agreement**

Subject to the Scheme becoming unconditional, the Company will enter into the Transfer Agreement on the Effective Date pursuant to which the cash, undertaking and other assets of FJV comprising the Rollover Pool will be transferred to the Company in consideration for the issue by the Company of the New Shares to the Liquidators, as nominees for the FJV Shareholders who elect, or are deemed to elect for, the Rollover Option, which the Liquidators will renounce in favour of such FJV Shareholders.

Under the terms of the Transfer Agreement, nothing in the Scheme or in any document executed under or in connection with the Scheme will impose personal liability on the Liquidators or any of them (save for any liability arising out of any negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties) and this will, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Scheme, the Transfer Agreement or any act which the Liquidators do or omit to do at the request of the Company.

The Transfer Agreement will be governed by the laws of England and Wales.

The parties to the Transfer Agreement have entered into irrevocable undertakings to enter into the Transfer Agreement on the Effective Date.

10.9 **Sponsor Agreement**

The Company, the Investment Manager and Singers have entered into the Sponsor Agreement dated 14 October 2025 pursuant to which the Company has appointed Singers to act as sponsor and financial adviser to the Company, in each case in connection with the Proposals.

The Sponsor Agreement may be terminated by Singers in certain customary circumstances, including prior to Admission. The Company will pay Singers sponsor and financial advisory fees pursuant to the Sponsor Agreement. Singers is also entitled to reimbursement of reasonable out of pocket expenses incurred in connection with the provision of services under the Sponsor Agreement.

The Company and the AIFM have each given warranties to Singers concerning, *inter alia*, the accuracy of certain information in this Prospectus. The Company and the AIFM have given certain market standard indemnities in favour of Singers in respect of Singers' potential losses in carrying on its responsibilities under the Sponsor Agreement and in connection with the Proposals.

The Sponsor Agreement is governed by the laws of England and Wales.

11 **Litigation**

During the 12-month period prior to the date of this Prospectus there have been no governmental, legal or arbitration proceedings, and the Company is not aware of any governmental, legal or arbitration proceedings pending or threatened, which may have, or have had, in the recent past, a significant effect on the Company and/or the financial position or profitability of the Company.

12 **Third-party information and consents**

12.1 Where third-party information has been referenced in this Prospectus, the source of that third-party information has been disclosed. Where information contained in this Prospectus has been so sourced, the Company confirms that such information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

12.2 Singers has given and not withdrawn its written consent to the inclusion in this Prospectus of references to its name in the form and context in which it appears.

12.3 The AIFM has given and not withdrawn its written consent to the inclusion in this Prospectus of references to its name in the form and context in which it appears.

13 Auditor

The auditor of the Company is BDO LLP of 55 Baker Street, London, W1U 7EU, which is a member firm of The Institute of Chartered Accountants in England and Wales.

14 Profile of typical investors

The Shares are designed to be suitable for institutional investors and professionally-advised retail investors and non-advised retail investors with at least basic market knowledge and experience, seeking access to a diversified portfolio of equity investments listed or quoted in Japan.

An investment in the Company is only suitable for persons capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which may result from the investment (which may equal the whole amount invested).

Potential investors should consider with care whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them. Private investors in the UK who are unsure whether to invest should consider consulting a financial adviser authorised under FSMA to assess whether an investment in the Company is suitable.

15 Documents on display

15.1 The following documents will be available for inspection at the Company's website at <https://www.assetvalueinvestors.com/ajot/> from the date of this Prospectus until the date of Admission:

15.1.1 this Prospectus;

15.1.2 the 2024 Annual Report;

15.1.3 the 2025 Half Year Report; and

15.1.4 the Articles.

PART 8

DEFINITIONS

In this Prospectus, the words and expressions listed below have the meanings set out opposite them (except where the context otherwise requires):

“2024 AGM”	the Company’s annual general meeting held on 20 May 2025
“2024 Annual Report”	the annual report and audited financial statements of the Company for the financial year ended 31 December 2024
“2024 Tender Offer”	the invitation by Singers to eligible Shareholders to tender Shares for purchase on the terms and subject to the conditions set out in, amongst other things, the circular to Shareholders dated 15 November 2024
“2025 Half Year Report”	the half year report and unaudited financial statements of the Company for the six months ended 30 June 2025
““A” Shares”	has the meaning given in paragraph 4 of Part 1 (<i>The Company</i>) of this Prospectus
“Administration Agreement”	the administration agreement entered into between the Company, the AIFM and the Administrator on 22 October 2018, as summarised in paragraph 10.3 of Part 7 (<i>Additional Information</i>) of this Prospectus
“Administrator”	Waystone Administration Solutions (UK) Limited
“Admission”	the admission of the New Shares issued pursuant to the Issue to listing in the closed-ended investment funds category of the Official List and to trading on the Main Market
“AGM” or “Annual General Meeting”	an annual general meeting of the Company
“AIC Code”	the AIC Code of Corporate Governance, as revised or updated from time to time
“AIC”	the Association of Investment Companies
“AIFM”, “AVI” or “Investment Manager”	Asset Value Investors Limited
“AJOT Costs”	means: (i) any Transaction Costs incurred or to be incurred by AJOT (including any listing fees to be borne by AJOT in respect of the listing of the New Shares or any stamp duty); and (ii) any transaction tax or investment costs incurred or to be incurred by AJOT in connection with the transfer of the Rollover Pool;
“AJOT FAV per Share”	the AJOT FAV divided by the number of Shares in issue (excluding Shares held in treasury) at the Calculation Date (expressed in pence and rounded down to six decimal places)
“AJOT FAV”	has the meaning given to it in paragraph 4 of Part 1 (<i>The Company</i>) of this Prospectus
“Articles”	the articles of association of the Company, as amended from time to time

“Audit Committee”	the committee of this name established by the Board and having the duties described in paragraph 3.1 of Part 3 (<i>Directors, Management and Administration of the Company</i>) of this Prospectus
“Auditor”	BDO LLP
“AVI Costs Contribution”	has the meaning given in paragraph 4(g) of Part 1 (<i>The Company</i>) of this Prospectus
““B” Shares”	has the meaning given in paragraph 4 of Part 1 (<i>The Company</i>) of this Prospectus
“Basic Entitlement”	subject to the Scheme becoming effective in accordance with its terms, the entitlement of each FJV Shareholder to elect for, and have accepted in full an election for, the Cash Option, subject to a limit on elections for the Cash Option not exceeding 50 per cent. of the issued share capital of FJV (excluding shares held in treasury) at the Record Date
“Benchmark” or “Benchmark Index”	MSCI Japan Small Cap Index
“Board”	the board of Directors of the Company from time to time, including any duly constituted committee thereof
“Business Day”	a day on which the London Stock Exchange and banks in the UK are normally open for business
“C Shares”	C shares with a nominal value of £0.10 each in the capital of the Company
“Calculation Date”	the time and date to be determined by the Directors and the FJV Directors (but expected to be at 5.00 p.m. on 20 November 2025) at which the value of FJV’s assets and liabilities will be determined for the creation of the Liquidation Pool, the Cash Pool and the Rollover Pool, and at which the Residual Net Asset Value, the Residual Net Asset Value per Share, the FJV Rollover FAV per Share, the AJOT FAV per Share and the FJV Adjusted Cash NAV per Share will be calculated for the purposes of the Scheme
“Cash and Cash Equivalents”	means cash on deposit and cash equivalent investments, which may include short-term investments in money market type funds
“Cash Option Charge”	an amount equal to one per cent. of the Cash Pool NAV as adjusted for the Cash Pool Costs Adjustment (if any), to be allocated between AJOT and the Rollover Pool, as set out in paragraph 4(d) of Part 1 (<i>The Company</i>) of this Prospectus
“Cash Option”	the option for FJV Shareholders to elect to receive cash under the terms of the Scheme
“Cash Pool”	the pool of cash and other assets attributable to the FJV Shares in respect of which elections are made, or deemed to have been made, for the Cash Option
“Cash Pool Costs Adjustment”	an adjustment to the Cash Pool NAV: (i) so that, taking into account the effect of the cash and other assets appropriated to the Liquidation Pool to meet FJV’s Scheme Costs, the Cash Pool has a <i>Pro Rata</i> Allocation of FJV’s Scheme Costs (excluding the effect of any adjustment for Excess Rollover Costs); and (ii) to deduct an

	amount equal to any Excess Rollover Costs (which for the avoidance of doubt will have the effect of increasing the Cash Pool's allocation of FJV's Scheme Costs accordingly)
"Cash Pool NAV"	the Residual Net Asset Value per Share multiplied by the total number of "B" Shares
"certificated" or "in certificated form"	a share or other security which is not in uncertificated form
"Companies Act"	the UK Companies Act 2006, as amended
"Company" or "AJOT"	AVI Japan Opportunity Trust PLC
"Cost Contribution Agreement"	the agreement relating to the AVI Costs Contribution dated 13 October 2025 between the Company, the AIFM and FJV and summarised in paragraph 10.1 of Part 7 (<i>Additional Information</i>) of this Prospectus, as amended
"Corporate Secretarial Agreement"	the agreement dated 27 July 2018, as amended, entered into between the Company, the AIFM and the Corporate Secretary, which is summarised in paragraph 10.2 of Part 7 (<i>Additional Information</i>) of this Prospectus
"Corporate Secretary"	MUFG Corporate Governance Limited
"Corporation Tax Act"	the UK Corporation Tax Act 2010, as amended
"CREST Manual"	the compendium of documents entitled "CREST Manual" issued by Euroclear from time to time
"CREST Regulations"	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
"CREST"	the Relevant System as defined in the Uncertificated Securities Regulations in respect of which Euroclear is operator (as defined in the Uncertificated Securities Regulations), in accordance with which securities may be held in uncertificated form
"CRS" or "Common Reporting Standard"	the global standard for the automatic exchange of financial information between tax authorities developed by the OECD
"Depositary Agreement"	the agreement dated 6 September 2018, as amended, entered into between the Company, the AIFM and the Depositary, which is summarised in paragraph 10.4 of Part 7 (<i>Additional Information</i>) of this Prospectus
"Depositary"	J.P. Morgan Europe Limited
"Direct Transaction Costs"	any costs, fees or other expenses incurred, or to be incurred, by AJOT in connection with the Proposals, including, but not limited to, paying legal advisers, corporate finance, broking or financial advisers, accountants, tax advisers, debt advisers, company secretaries, registrars, receiving agents, administrators, printers or PR agencies, but excluding any listing fees to be borne by AJOT in respect of the listing of the New Shares or any stamp duty, SDRT or other transaction tax or investment costs incurred, or to be incurred, by AJOT in connection with the transfer of the Rollover Pool
"Directors"	the directors of the Company, from time to time

“Disclosure Guidance and Transparency Rules”	the UK disclosure guidance and transparency rules made by the FCA under Part VI of FSMA
“Dissenting FJV Shareholder”	an FJV Shareholder who validly dissents from the Scheme pursuant to section 111(2) of the Insolvency Act
“EEA Member State”	any member state of the EEA from time to time
“EEA”	the European Economic Area
“Effective Date”	the date on which the Scheme becomes effective, which is expected to be 27 November 2025
“election”	the choice made by an FJV Shareholder for the Rollover Option and/or the Cash Option pursuant to the Scheme (including, where the context so permits, a deemed choice for the Rollover Option or the Cash Option) and any reference to “elect”, “elected” or “election” shall, except where the context requires otherwise, mean “elect or deemed to elect”, “elected or deemed to have elected” or “election or deemed election”, respectively
“EPM”	efficient portfolio management
“EU AIFM Delegated Regulation”	the Commission Delegated Regulation (EU) No. 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision
“EU AIFM Directive”	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010 and the EU AIFM Delegated Regulation
“EU Market Abuse Regulation”	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing the Directive of the European Parliament and of the Council of 28 January 2003 and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC
“EU Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC
“EU”	the European Union
“Euroclear”	Euroclear UK & International Limited
“Excess Application”	that portion of an election by an FJV Shareholder for the Cash Option that exceeds that FJV Shareholder’s Basic Entitlement
“Excess Rollover Costs”	any amount by which, taking into account the effect of the cash and other assets appropriated to the Liquidation Pool to meet FJV’s Scheme Costs, the Rollover Pool’s <i>Pro Rata</i> Allocation of FJV’s Scheme Costs is in excess of £1,000,000
“Excluded FJV Shareholder”	(i) Overseas FJV Shareholders unless they have satisfied the Directors and the FJV Directors that they are entitled to receive and hold New Shares without breaching any relevant securities laws and without

the need for compliance on the part of the Company or FJV with any overseas laws, regulations, filing requirements or the equivalent; (ii) Sanctions Restricted Persons; and (iii) a US Shareholder that does not return the US Investor Representation Letter to the addressees

“Existing Shareholders”	holders of Shares prior to the Effective Date
“Existing Shares”	the issued share capital as at the date of this Prospectus
“FATCA”	Sections 1471 to 1474 of the US Tax Code, known as the US Foreign Account Tax Compliance Act (together with any regulations, rules and other guidance implementing such sections and any applicable IGA or information exchange agreement and related statutes, regulations, rules and other guidance thereunder)
“FAV”	formula asset value
“FCA” or “Financial Conduct Authority”	the Financial Conduct Authority of the United Kingdom, and any regulatory body or person succeeding, in whole or in part, to the functions thereof
“First FJV General Meeting”	the general meeting of FJV in relation to the Scheme convened for 8.30 a.m. on 7 November 2025 or any adjournment of that meeting
“FJV AIFM”	FIL Investment Services (UK) Limited
“FJV Board”	the board of directors of FJV from time to time, including any duly constituted committee thereof
“FJV Adjusted Cash NAV per Share”	the FJV Adjusted Cash Pool NAV divided by the total number of “B” Shares (expressed in pence and rounded down to six decimal places)
“FJV Adjusted Cash Pool NAV”	The Cash Pool NAV as adjusted (i) by the Cash Pool Costs Adjustment (if any); and (ii) to deduct the Cash Option Charge
“FJV Directors”	the directors of FJV, from time to time
“FJV General Meetings”	the First FJV General Meeting and/or the Second FJV General Meeting, as the context requires
“FJV Investment Manager”	FIL Investments International
“FJV Investment Management Services Agreement”	the amended and restated investment management services agreement in respect of FJV dated 21 July 2021, in accordance with which the FJV Investment Manager provides investment management services to FJV
“FJV Management Agreement”	the amended and restated management agreement in respect of FJV dated 21 July 2021, in accordance with which the FJV AIFM has agreed to act as FJV’s alternative investment fund manager and pursuant to which the FJV AIFM has delegated the provision of investment management services in respect of FJV to the FJV Investment Manager
“FJV Register”	the register of members of FJV
“FJV Resolutions”	the resolutions to be proposed at the First FJV General Meeting and/or the Second FJV General Meeting, or any of them as the context may require

“FJV Rollover FAV”	the Rollover Pool NAV as adjusted: (i) by the Rollover Pool Costs Adjustment; (ii) to add the Rollover Pool’s allocation of the Cash Option Charge; and (iii) to add the AVI Costs Contribution (if any), as described in paragraph 4(d) of Part 1 (<i>The Company</i>) of this Prospectus
“FJV Rollover FAV per Share”	the FJV Rollover FAV divided by the total number of “A” Shares (expressed in pence and rounded down to six decimal places)
“FJV Shareholders”	holders of FJV Shares whose names are entered on the FJV Register as at the Record Date
“FJV Shares”	ordinary shares of 25 pence each in the capital of FJV
“FJV”	Fidelity Japan Trust PLC
“FJV’s Scheme Costs”	together, the Transaction Costs and the Termination Costs incurred or to be incurred by FJV, in each case whether already paid, or to be paid prior to the Effective Date or from the Liquidation Pool
“FSMA”	the UK Financial Services and Markets Act 2000, as amended
“General Meeting”	the general meeting of the Company convened for 3.00 p.m. on 6 November 2025 or any adjournment of that meeting
“HMRC”	HM Revenue & Customs in the UK
“Independent Accountant”	Johnston Carmichael LLP
“IGA”	intergovernmental agreement
“IMA Side Letter”	the side letter to the Management Agreement dated 13 October 2025 between the Company and the Investment Manager and summarised in paragraph 10.1 of Part 7 (<i>Additional Information</i>) of this Prospectus, as amended
“Insolvency Act”	the UK Insolvency Act 1986, as amended
“Investment Trust Tax Regulations”	the UK Investment Trust (Approved Company) (Tax) Regulations 2011
“IRS”	the US Internal Revenue Service
“ISA”	an individual savings account operated in accordance with the UK Individual Savings Account Regulations 1998
“ISIN”	international securities identification number
“Issue Resolution”	the resolution to be proposed at the General Meeting relating to the allotment of New Shares pursuant to the Issue
“Issue”	the issue of New Shares to FJV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme
“KID”	key information document
“Latest Practicable Date”	close of business on 9 October 2025
“LEI”	legal entity identifier

“Liquidation Pool”	the pool of assets of FJV to be retained by the Liquidators to meet all known and unknown liabilities of FJV and other contingencies, as further described in paragraph 2 of Part 4 (<i>Details of the Scheme and the Issue</i>) of this Prospectus
“Liquidators’ Retention”	an amount to be retained by the Liquidators to meet any unknown or unascertained liabilities of FJV, which is currently estimated by FJV at £100,000
“Liquidators”	the liquidators of FJV being, initially, the persons appointed jointly and severally upon the relevant resolution to be proposed at the Second FJV General Meeting becoming effective
“London Stock Exchange”	London Stock Exchange plc
“Main Market”	the main market for listed securities operated by the London Stock Exchange
“Management Agreement”	the amended and restated management agreement dated 6 February 2025 and having an effective date of 24 November 2024 between the Company and the Investment Manager summarised in paragraph 10.1 of Part 7 (<i>Additional Information</i>) of this Prospectus, as amended
“MiFID II Product Governance Requirements”	has the definition given in the section titled “Information to Distributors” in the Part titled “Important Information” of this Prospectus
“NAV” or “Net Asset Value”	net asset value
“Net Asset Value per Share” or “NAV per Share”	the NAV of the Company divided by the number of Shares in issue (excluding any Shares held in treasury) at the relevant time
“New Management Fee”	has the meaning given in paragraph 2.1 of Part 3 (<i>Directors, Management and Administration of the Company</i>) of this Prospectus
“New Shares”	the Shares to be issued to FJV Shareholders who have elected, or are deemed to have elected, for the Rollover Option pursuant to the Scheme
“NISA”	has the meaning given in paragraph 1 of Part 2 (<i>Market Outlook, Investment Strategy, Performance and Portfolio</i>) of this Prospectus
“Nominated Charity”	Royal National Lifeboat Institution
“Nomination and Remuneration Committee”	the committee of this name established by the Board and having the duties described in paragraph 3.2 of Part 3 (<i>Directors, Management and Administration of the Company</i>) of this Prospectus
“Notice Agreement”	the notice agreement in respect of protective notice dated 6 May 2025, entered into between FJV, the FJV AIFM and the FJV Investment Manager
“Official List”	the Official List of the Financial Conduct Authority
“Overseas FJV Shareholder”	an FJV Shareholder who has a registered address outside of, or who is a resident in, or citizen, resident or national of, any jurisdiction outside the United Kingdom, the Channel Islands or the Isle of Man
“Panel”	the Panel on Takeovers and Mergers

“personal data”	has the meaning given in the subsection titled “Data protection” in the section titled “Important Information” of this Prospectus
“Pools”	the Cash Pool, the Rollover Pool and/or the Liquidation Pool, as the context requires and each a “Pool”
“Portfolio”	the portfolio of investments in which the funds of the Company are invested from time to time
“Pro Rata Allocation”	the allocation between the Rollover Pool and the Cash Pool, on a <i>pro rata</i> basis to the relative size of each Pool
“Prohibited Share”	a Share held by a Shareholder which has been declared by the Directors to be a “non-qualified holder” in accordance with the Articles
“Proposals”	the proposals for the Company's participation in the Scheme and the Issue as set out in further detail in this Prospectus
“Prospectus Regulation Rules”	the UK prospectus regulation rules made by the FCA under Part VI of FSMA, as amended from time to time
“Prospectus”	this document
“QIB”	a “qualified institutional buyer” within the meaning of Rule 144A of the US Securities Act
“Qualified Purchaser” or “QP”	a “qualified purchaser” as defined in Section 2(a)(51)(A) of the US Investment Company Act
“Receiving Agent Agreement”	the agreement dated 10 October 2025 between the Company and the Receiving Agent, as summarised in paragraph 10.7 of Part 7 (<i>Additional Information</i>) of this Prospectus
“Receiving Agent” or “Registrar”	Equiniti Limited
“Reclassified FJV Shares”	the FJV Shares reclassified for the purposes of the Scheme as FJV Shares with “A” rights or “B” rights
“Record Date”	6.00 p.m. on 7 November 2025 (or such other date as determined at the sole discretion of the FJV Directors) being the date for determining FJV Shareholders’ entitlements under the Scheme
“Register”	the register of members of the Company
“Registrar Agreement”	the agreement dated 31 October 2023 between the Company and the Registrar, as summarised in paragraph 10.5 of Part 7 (<i>Additional Information</i>) of this Prospectus
“Regulation S”	Regulation S under the US Securities Act
“Regulatory Information Service” or “RIS”	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
“Residual Net Asset Value”	the gross assets of FJV as at the Calculation Date less the value of the cash and other assets appropriated to the Liquidation Pool (which includes any assets attributable to any Dissenting FJV Shareholders, any costs of the Proposals, any dividends declared as at the Calculation Date but not yet paid to FJV Shareholders or accounted for in the Residual Net Asset Value and the value of the Liquidators’ Retention)

“Residual Net Asset Value per Share”	the Residual Net Asset Value divided by the number of FJV Shares in issue at the Calculation Date (excluding shares held in treasury) (expressed in pence and rounded down to six decimal places)
“Rollover Option”	the option for FJV Shareholders to be deemed to have elected to receive New Shares in respect of some or all of their holding of FJV Shares on the winding up of FJV under the terms of the Scheme
“Rollover Pool”	the pool of cash and other assets attributable to the FJV Shares in respect of which elections are made, or deemed to have been made, for the Rollover Option which will be transferred by FJV to the Company pursuant to the Transfer Agreement
“Rollover Pool Costs Adjustment”	an adjustment to the Rollover Pool NAV: (i) so that, taking into account the effect of the cash and other assets appropriated to the Liquidation Pool to meet FJV’s Scheme Costs, the Rollover Pool has a <i>Pro Rata</i> Allocation of FJV’s Scheme Costs (excluding the effect of any adjustment for Excess Rollover Costs); and (ii) to add an amount equal to any Excess Rollover Costs (which for the avoidance of doubt will have the effect of decreasing the Rollover Pool’s allocation of FJV’s Scheme Costs, accordingly)
“Rollover Pool NAV”	the Residual Net Asset Value per Share multiplied by the total number of “A” Shares
“Repurchase Agreement”	the agreement 15 November 2024 between the Company and Singers, as summarised in paragraph 10.6 of Part 7 (<i>Additional Information</i>) of this Prospectus
“Resolution”	the resolution to be proposed at the General Meeting to approve the issue of New Shares in connection with the Scheme
“Review”	the formal review process conducted by FJV to consider the future of FJV after the ordinary resolution in relation to the continuation of FJV was not passed at the annual general meeting held on 21 May 2025
“Sanctions Authority”	each of: <ul style="list-style-type: none"> (a) the United States government; (b) the United Nations; (c) the United Kingdom; (d) the European Union (or any of its member states); (e) any other relevant governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; or (f) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty’s Treasury

“Sanctions Restricted Persons”	<p>each person or entity:</p> <ul style="list-style-type: none"> (a) that is organised or resident in a country or territory which is the target of comprehensive country sanctions administered or enforced by any Sanctions Authority; or (b) that is, or is directly or indirectly owned or controlled by a person that is, described, or designated in (i) the current “Specially Designated Nationals” list (which as of the date hereof can be found at: https://sanctionslist.ofac.treas.gov/Home/SdnList); and/or (ii) the current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en); or (iii) the current “Consolidated list of financial sanctions targets in the UK” (which as at the date hereof can be found at: https://sanctionssearchapp.ofsi.hmtreasury.gov.uk); or (c) that is otherwise the subject of or in violation of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (a) the current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: https://ofac.treasury.gov/sanctions-list-search-list-tool) (the “SSI List”), (b) Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014 (the “EU Annexes”), or (c) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes
“Scheme”	the proposed scheme of reconstruction and members’ voluntary winding-up of FJV under section 110 of the Insolvency Act, pursuant to which the Issue shall be undertaken
“SDRT”	stamp duty reserve tax imposed under Part IV of the UK Finance Act 1986
“SEC”	the US Securities and Exchange Commission and any organisation which may replace it or take over the conduct of its affairs
“Second FJV General Meeting”	the general meeting of FJV in relation to the Scheme convened for 9.00 a.m. on 27 November 2025 or any adjournment of that meeting
“SEDOL”	the Stock Exchange Daily Official List
“Senior Independent Director”	the senior independent director of the Company from time to time
“Shareholder”	a holder of Shares, including a holder of New Shares if the context so requires
“Shares” or “Ordinary Shares”	ordinary shares with a nominal value of one penny each in the capital of the Company, including the New Shares following their issue if the context so requires
“Singers”	Singer Capital Markets Advisory LLP
“SIPP”	self-invested personal pension
“Sponsor Agreement”	the sponsor agreement entered into between the Company, the AIFM and Singers on 14 October 2025, as summarised in paragraph 10.9 of Part 7 (<i>Additional Information</i>) of this Prospectus
“Sterling” or “£”	pounds sterling, the lawful currency of the UK
“Takeover Code”	the City Code on Takeovers and Mergers

"Target Market Assessment"	has the meaning given in the subsection titled "Information to distributors" in the section titled "Important Information" of this Prospectus
"Termination Costs"	any amount payable which arises from FJV's liability to pay the FJV AIFM or the FJV Investment Manager in respect of the early termination of the FJV Management Agreement or the FJV Investment Management Services Agreement (each as applicable)
"Transaction"	together the Scheme and the Issue
"Transaction Costs"	any costs, fees or other expenses incurred or to be incurred by the Company or, as the case may be, by FJV, in paying advisers or service providers including but not limited to legal advisers, corporate finance, broking or financial advisers, accountants, tax advisers, dataroom providers, company secretaries, registrars, receiving agents, administrators, printers, PR agencies or liquidators in connection with the implementation of the Proposals (and, in respect of FJV, in respect of the Review), including any VAT payable thereon and any disbursements, in each case in connection with the Proposals, and which shall exclude the Liquidators' Retention and any costs relating to any quoted portfolio realisation
"Transfer Agreement"	the agreement for the transfer of the cash, undertaking and other assets comprising the Rollover Pool from FJV to the Company pursuant to the Scheme to be dated on the Effective Date between the Company, FJV and the Liquidators, with the terms of the agreed form of such agreement being summarised in paragraph 10.8 of Part 7 (<i>Additional Information</i>) of this Prospectus
"UK AIFMD Laws"	<ul style="list-style-type: none"> (a) the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773) and any other implementing measure which operated to transpose the EU AIFM Directive into UK law before 31 January 2020 (as amended from time to time); and (b) the UK versions of the EU AIFM Delegated Regulation and any other delegated regulations in respect of the EU AIFM Directive, each being part of UK law by virtue of the European Union (Withdrawal) Act 2018, as further amended and supplemented from time to time
"UK Code"	the UK Corporate Governance Code published by the Financial Reporting Council in July 2018
"UK Listing Rules"	the listing rules made by the FCA under Part VI of FSMA, as amended from time to time
"UK MAR"	the UK version of the EU Market Abuse Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time
"UK MiFID II"	the UK's implementation of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (" MiFID "), together with the UK version of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 (" MiFIR "), which forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time

“UK Prospectus Regulation”	the UK version of the EU Prospectus Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time)
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“Uncertificated Securities Regulations”	any provision of the Companies Act relating to uncertificated shares (including the holding, evidencing of title to, or transfer of uncertificated shares) and any legislation, rules or other arrangements made under or by virtue of such provision, including without limitation the CREST Regulations, as amended from time to time
“uncertificated” or “in uncertificated form”	a share recorded on the register of members of a company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Unpaid AJOT Dividends”	any dividends announced and/or declared by AJOT but not yet paid and not accounted for in the AJOT NAV prior to the Effective Date
“US Exchange Act”	the US Securities Exchange Act of 1934, as amended
“US FJV Shareholder”	an FJV Shareholder who is located in the United States or is a US Person
“US Investment Company Act”	the US Investment Company Act of 1940, as amended
“US Investor Representation Letter”	a representation letter that can be completed by US FJV Shareholders that are both Qualified Purchasers and QIBs
“US Person”	a “U.S. person” as such term is defined under Regulation S
“US Securities Act”	the US Securities Act of 1933, as amended
“US Tax Code”	the US Internal Revenue Code of 1986, as amended
“US-UK IGA”	the IGA between the UK and the US pursuant to which parts of FATCA have effectively been incorporated into UK law
“VAT”	UK value added tax

APPENDIX

US INVESTOR REPRESENTATION LETTER

AVI Japan Opportunity Trust PLC
19th Floor
51 Lime Street
London EC3M 7DQ
(the “**Company**”)

Singer Capital Markets Advisory LLP
One, Bartholomew Lane
London EC2N 2AX
(“**Singers**”)

[Date]

We are delivering this representation letter in connection with our election (or deemed election) to receive new ordinary shares (the “**New Shares**”) of the Company, to be issued pursuant to a scheme of reconstruction and members’ voluntary winding-up of Fidelity Japan Trust PLC (“**FJV**”) under section 110 of the Insolvency Act 1986 (the “**Scheme**”).

We hereby represent, warrant, acknowledge and agree as follows:

- 1 We are a “qualified institutional buyer” (or “**QIB**”), as defined in Rule 144A under the US Securities Act of 1933, as amended (the “**Securities Act**”).
- 2 We are a “qualified purchaser” (or “**QP**”), as defined in Section 2(a)(51) of the US Investment Company Act of 1940, as amended (the “**US Investment Company Act**”).
- 3 We are not a broker-dealer that owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers.
- 4 We have had access to all information we believe necessary or appropriate in connection with our decision to subscribe for the New Shares.
- 5 We are not formed for the purpose of investing in the New Shares.
- 6 We understand that the New Shares are being offered in a transaction not involving any public offering in the United States within the meaning of the Securities Act and that the New Shares have not been and will not be registered under the Securities Act or under any laws of, or with any securities regulatory authority of, any state or other jurisdiction of the United States.
- 7 We are knowledgeable, sophisticated and experienced in business and financial matters and fully understand the limitations on ownership and transfer and the restrictions on sales of the New Shares.
- 8 We are able to bear the economic risk of our investment in the New Shares and are currently able to afford the complete loss of such investment and are aware that there are substantial risks incidental to our subscription for the New Shares.
- 9 We agree that (A) if in the future we decide to offer, resell, pledge or otherwise transfer any of the New Shares, such New Shares may be offered, resold, pledged or otherwise transferred only in an offshore transaction (as defined in Regulation S) complying with the provisions of Rule 903 or Rule 904 of Regulation S to a person outside the United States and not known to us to be a U.S. person, by pre-arrangement or otherwise and (B) we will notify any subsequent purchaser of the New Shares of the re-sale restrictions referred to in (A) above.
- 10 We understand and acknowledge that the Company has not registered, and does not intend to register, as an “investment company” (as such term is defined under the US Investment Company Act and related rules) and that the Company has imposed the transfer and offering restrictions with respect to persons in the United States and U.S. persons described herein so that the Company will qualify for the exemption provided under Section 3(c)(7) of the US Investment Company Act and will have no obligation to register as an investment company.

- 11 We understand that, subject to certain exceptions, to be a QP, entities must have at least US\$25 million in “investments” as defined in Rule 2a51-1 of the US Investment Company Act.
- 12 We understand and acknowledge as follows:
- (a) the Company and its agents will not be obligated to recognize any resale or other transfer of the New Shares made other than in compliance with the restrictions set forth in this certificate;
 - (b) if we breach any covenant or agreement herein or make any misrepresentation herein, the Company may require us to sell our New Shares to the Company or a person designated by the Company at the offering price; and
 - (c) if the obligation to sell is not met, the Company is irrevocably authorized, without any obligation, to sell the New Shares on an offshore stock exchange on such terms as the Company’s board directors think fit.
- 13 We acknowledge that any New Shares in certificated form may bear the legend set out below:

This security has not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws in the United States and has been initially placed pursuant to exemptions from the US Securities Act and the US Investment Company Act of 1940, as amended, and may not be reoffered, resold, pledged or otherwise transferred, except as permitted by this legend. The holder hereof, by its acceptance of this security, represents, acknowledges and agrees that it will not reoffer, resell, pledge or otherwise transfer this security, except (x) in compliance with the Securities Act and other applicable laws to a transferee outside the United States, that is not known to be a U.S. person (as defined in Regulation S under the US Securities Act (“**Regulation S**”)) and that is purchasing this security in an offshore transaction complying with the provisions of Rule 903 or Rule 904 of Regulation S and (y) (1) upon delivery of any certifications, opinions and other documents that the Company may require and (2) in accordance with any applicable securities law of any state of the United States and any other jurisdiction. Further, no purchase, sale or transfer of this security may be made, unless such purchase, sale or transfer will not result in (i) the assets of the Company constituting “plan assets” within the meaning of the US Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), that are subject to Part 4 of Subtitle B of Title I of ERISA or Section 4975 of the US Internal Revenue Code of 1986, as amended (the “**US Tax Code**”) or (ii) the Company being required to register as an investment company under the US Investment Company Act. Each purchaser or transferee of this security will be required to represent or will be deemed to have represented that (i) it is not and is not using assets of a plan that is subject to Title 1 of ERISA or Section 4975 of the US Tax Code and (ii) if it is a U.S. person, that it is a “qualified purchaser”.

This security is not transferable, except in accordance with the restrictions described herein. Each transferor of this security agrees to provide notice of the transfer restrictions set forth herein to the transferee.

- 14 We are not a “**Plan**” (which term includes (i) employee benefit plans that are subject to part 4 of subtitle B of Title I of the US Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), or plans, individual retirement accounts and other arrangements that are subject to Section 4975 of the US Internal Revenue Code of 1986, as amended (the “**US Tax Code**”) and (ii) entities the underlying assets of which are considered to include “plan assets” under ERISA) and we are not purchasing the New Shares on behalf of, or with the “plan assets” of, any Plan. If we are a “governmental plan” (as defined in Section 3(32) of ERISA), a “church plan” (as defined in Section 3(33) of ERISA) that has not made an election under Section 410(d) of the US Tax Code, or a non-US plan that is subject to any federal, state, local or non-US law that regulates its investments (a “**Similar Law**”), we represent and warrant that our acquisition of the New Shares will not constitute or result in a violation of Similar Law.

[Name of Investor]

By:

Name:

Title:

Date:

