

檔 號：  
保存年限：

## 富盛證券投資顧問股份有限公司 函

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附件：



- 一、OMGI UK Cover Letter 中英文版(共 2 份)
- 二、OMGIS plc Shareholder Notice 中英文版(共 2 份)

主 旨： 謹通知本公司總代理先機環球基金系列之投資管理公司-先機環球投資（英國）有限公司(OMGI) 之投資管理公司控股股東之變更，詳如說明，敬請 查照。

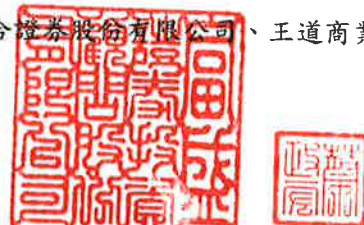
說 明：

- 一、先機環球基金系列之投資管理公司-先機環球投資（英國）有限公司(OMGI) 之最終母公司為 Old Mutual plc，2016 年 3 月，Old Mutual plc 宣布一項名為「管理分拆」之新策略。前揭事業體之其中之一為 Quilter plc（前稱為 Old Mutual Wealth Management Limited）。作為 OMGI 管理分拆策略之一環，Quilter plc 將與 Old Mutual plc 進行分割，以成為一個獨立之事業。此項變更之生效日期將為 2018 年 6 月 25 日或其前後，即自股東通知書所載日期起不少於一個月（下稱「控股股東首次變更生效日」）。
- 二、OMGI 及數家關聯公司均係 Quilter plc 之子公司。2017 年 12 月，Quilter plc（當時稱為 Old Mutual Wealth Management Limited）宣布，其擬將 OMGI 業務中，主要專攻單一資產類別投資管理之業務部分（以下稱為 OMGI 之「單一策略業務」），出售予該項業務之經營團隊及由一家國際成長型私募股權公司—TA Associates 所負責管理之基金。目前預計買賣合約之完成日期之生效日期將為 2018 年 6 月 29 日至 2018 年 9 月 30 日或其前後，即自本通知函所載日期起不少於一個月（下稱「控股股東後續變更生效日」）。

- 三、縱有控股股東變更，投資管理公司之營運、組織及公司治理仍將持續正常運作。控股股東變更不會導致子基金現行之運作或管理方式發生任何變化、子基金投資目標與政策及風險概況之變更及子基金管理費用水位/支出之變更。有鑑於此，控股股東變更將不會對投資人之權益產生任何不利影響。
- 四、投資人如不欲於控股股東變更生效後繼續持有相關子基金，得透過發出買回交易指示之方式要求買回其持有之相關子基金股份。此等買回可在控股股東首次變更生效日或控股股東後續變更生效日之前（視情況而定），於任一交易日依據公開說明書所載程序為之。
- 五、相關之公開說明書與投資人須知，將於修訂後更新上傳至境外基金資訊觀測站。

正本：宏遠證券投資顧問股份有限公司、安睿證券投資顧問股份有限公司、瑞邦證券投資顧問股份有限公司、富達投信股份有限公司、群益金鼎證券股份有限公司、元大寶來證券股份有限公司、台灣銀行股份有限公司、台灣土地銀行股份有限公司、合作金庫商業銀行股份有限公司、華南商業銀行股份有限公司、彰化商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、國泰世華商業銀行股份有限公司、高雄銀行股份有限公司、兆豐國際商業銀行股份有限公司、花旗(台灣)商業銀行股份有限公司、台灣中小企業銀行股份有限公司、渣打國際商業銀行、台中商業銀行股份有限公司、京城商業銀行股份有限公司、華泰商業銀行股份有限公司、台灣新光商業銀行股份有限公司、聯邦商業銀行股份有限公司、遠東國際商業銀行、元大商業銀行股份有限公司、星展(台灣)商業銀行股份有限公司、日盛國際商業銀行股份有限公司、安泰商業銀行股份有限公司、匯豐(台灣)商業銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、元富證券股份有限公司、凱基商業銀行股份有限公司、板信商業銀行股份有限公司、陽信商業銀行股份有限公司、三信商業銀行股份有限公司、台新國際商業銀行股份有限公司、玉山商業銀行股份有限公司、瑞興商業銀行股份有限公司、核聚證券投資顧問股份有限公司、先鋒證券投資顧問股份有限公司、凱基證券股份有限公司、新光證券投資信託股份有限公司、國泰綜合證券股份有限公司、國泰證券投資顧問股份有限公司、國泰證券投資信託股份有限公司、日盛證券股份有限公司、中國信託商業銀行股份有限公司、基富通證券股份有限公司、安聯人壽保險股份有限公司、宏泰人壽保險股份有限公司、合作金庫人壽保險股份有限公司、英屬百慕達商安達人壽保險股份有限公司台灣分公司、元大人壽保險股份有限公司、台灣人壽保險股份有限公司、統一綜合證券股份有限公司、華南永昌綜合證券股份有限公司、王道商業銀行股份有限公司。

副本：



董事長 蔡政宏

Old Mutual Global Investors (UK) Limited  
Millennium Bridge House  
2 Lambeth Hill  
London  
EC4P 4WR



親愛的股東，您好：

台端身為由先機環球投資（OMGI）管理之一檔或多檔基金之投資人，請參見後附關於公司及其部分關聯公司所有權若干變更之正式通知函。

提供此份非正式說明之目的係為摘述所有權變更之部分重點。然而，我們謹在此強調，本說明並非一份全面或詳盡之說明。有關前揭變更之細節，請詳見後附通知函所載，謹強烈建議 台端閱讀該份文件。

### 前揭變更之背景資訊

目前，OMGI 之最終母公司為 Old Mutual plc，該公司是一家國際金融服務公司。2016 年 3 月，Old Mutual plc 宣布一項名為「管理分拆」之新策略，該策略乃尋求為其股東開創顯著長期價值，並將透過將其旗下四大事業體分拆為四個強健之獨立事業以達成此項目標。

前揭事業體之其中之一為 Quilter plc（前稱為 Old Mutual Wealth Management Limited）。作為 OMGI 管理分拆策略之一環，Quilter plc 將與 Old Mutual plc 進行分割，以成為一個獨立之事業。

OMGI 及數家關聯公司均係 Quilter plc 之子公司。2017 年 12 月，Quilter plc（當時稱為 Old Mutual Wealth Management Limited）宣布，其擬將 OMGI 業務中，主要專攻單一資產類別投資管理之業務部分（以下稱為 OMGI 之「單一策略業務」），出售予該項業務之經營團隊及由一家國際成長型私募股權公司—TA Associates 所負責管理之基金。

我們謹在此強調，OMGI 業務中之其他主要部分，亦即主要專攻於提供跨多重資產類別投資策略之業務部分（下稱「多重資產業務」），仍將維持為 Quilter plc 之一部分，並將適時更名為「Quilter Investors」。

同樣地，我們亦在此強調，OMGI 之單一策略業務所有權之變動將不致造成單一策略業務之營運或管理，或由單一策略業務所負責管理基金之運作方式，發生任何重大變更。

除了提供關於因 OMGI 之單一策略業務所有權變動而受到影響之數家公司的所有權架構變動之進一步特定細節外，後附通知函亦提供了 台端如有任何問題所應採取行動之相關資訊。

我們相信，本說明可就後附正式通知函所載變更之完整細節，提供有助益之摘要資訊。

先機環球投資

A handwritten signature in black ink, appearing to be the name of the representative of Old Mutual Global Investors.

謹啟

### 重要資訊

若 台端與 Quilter 集團有一種以上之業務關係，則可能會收到不只一種版本之本信函，但本公司已試圖將重複寄發情事降至最低。

本信函不構成投資建議或構成從事任何投資活動之邀請。若 台端需要尋求建議，則應洽詢 台端之財務顧問。

本信函不構成任何司法管轄區之證券出售要約或證券買進要約之招攬。Quilter plc 之證券未曾且將不會依 1933 年美國證券法暨其修訂（下稱「證券法」）註冊，亦不得在美國募集或銷售，但若該證券可豁免於證券法之註冊規定或該證券之交易不受前述註冊規定之規範，則不在此限。Quilter plc 之證券未曾且將不會於任何司法管轄區向公眾募集。

本文件並非直接或間接在美國或向美國公布或散布。本文件之散布可能受若干司法管轄區法律之限制，持有本信函所述任何文件或其他資訊之人，應瞭解及遵守此等限制。未能遵守此等限制可能構成違反任何前述司法管轄區之證券法律。

請注意，本信函所記載之一切意見與事實於本信函日期以後均有可能變更，且如有任何變更，本公司並無義務須在日後向 台端提供更新內容。

**先機環球基金**  
**33 Sir John Rogerson's Quay,**  
**Dublin 2**  
**Ireland**

此為重要文件，需要 台端立即注意。倘若 台端對應採取的行動有任何疑問，應諮詢 台端的投資顧問、稅務顧問及/或法律顧問（視情況而定）。

如 台端已出售或轉讓 台端在先機環球基金（下稱「本公司」）的所有股份，請立即將本文件送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。

本公司董事就本文件所載之資訊負責。於董事之最大所知所信範圍內（已盡一切合理注意確保此為真），本文件所載之資訊與事實相符且未遺漏任何可能影響該資訊意涵之內容。

本文件內大寫的用語應與日期為 2017 年 11 月 29 日的本公司公開說明書（經不時修訂）（下稱「公開說明書」）內大寫的用語具有相同定義。公開說明書可於一般營業時間內向本公司的登記營業處索取。

2018 年 5 月 23 日

親愛的股東，您好：

**關於：本公司及其子基金（下稱「子基金」）之投資管理公司控股股東之變更**

**A. 引言**

本公司經愛爾蘭中央銀行許可為 UCITS 傘型基金，各子基金之間責任分別獨立，並為根據愛爾蘭法律成立的有限責任開放式投資公司。

本函旨在通知 台端，即本公司相關子基金之股東，關於本公司及子基金之投資管理公司最終股權之所擬變更。

**B. 本公司及子基金之投資管理公司控股股東之所擬變更**

**(1) 背景**

先機環球投資（英國）有限公司（下稱「投資管理公司」）目前擔任本公司及子基金之投資管理公司。投資管理公司目前亦擔任子基金之投資顧問，但不包括先機完全回報美元債券基金，該基金之全權委託投資管理業務已委任 Janus Capital International Limited 辦理；亦不包括先機中國基金，該基金之全權委託投資管理業務已委任中國平安資產管理（香港）有限公司辦理；亦不包括先機歐洲精選股票基金，該基金之全權委託投資管理業務已委任 Liontrust Investment Partners LLP、Wellington Management International Ltd. 及 Odey Asset Management LLP 辦理。

目前，投資管理公司係由 Old Mutual Global Investors Holdings Limited（下稱「OMGI Holdings」）百分之百持股。OMGI Holdings 則由 Quilter plc（前身為 Old Mutual Wealth Management Limited，是先機環球投資集團母公司）（下稱「母公司」）百分百持股，母公司則由 Old Mutual plc 持有重大股權。因此，Old Mutual plc 目前是投資管理公司之最終控股股東。

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**董事：Adrian Waters、Tom Murray、  
Paul Simpson(英國)、Bronwyn Wright 及 Jessica Brescia(英國)**  
登記營業處：見上文  
公司註冊編號 271517  
(子基金之間責任分別獨立之傘型基金)

2016年年初，Old Mutual plc 宣布擬將其旗下事業體（其中的一個事業體乃包括母公司在內）進行分拆（下稱「**管理分拆**」）。

(2) 因上市案與分割所致之控股股東所擬變更

作為管理分拆之一環，母公司預計於倫敦證交所上市，此為第一次上市，並將於約翰尼斯堡證交所進行第二次上市（以下合稱為「**上市案**」）。針對 Old Mutual plc 所持有之大多數母公司股份，Old Mutual plc 將分配予 Old Mutual plc 之既有股東（下稱「**分割**」），其餘股份（低於 10%）則將提供予新投資人。母公司已於 2018 年 3 月 27 日重新註冊為公開發行有限公司，並變更名稱為 Quilter plc。

因分割之故，Old Mutual plc 將不再是投資管理公司之最終控股股東，而母公司將成為投資管理公司之新任最終控股股東（下稱「**控股股東首次變更**」）。

(3) 因出售交易所致之控股股東所擬變更

2017 年 12 月 18 日，母公司宣布其已同意出售旗下全部單一策略資產管理業務（該業務下之各基金均係專門採行某一類型之策略而非採多重資產策略），亦即，將 OMGI Holdings（包括身為 OMGI Holdings 子公司之投資管理公司）出售予：(i) 目前經營 OMGI Holdings 及其子公司之單一策略資產管理業務之管理階層成員（下稱「**高階經營團隊**」），以及(ii)由一家全球成長型私募股權公司 TA Associates 所管理之基金。

單一策略資產管理業務是投資管理公司旗下業務的管理事業部門，專攻單一策略而非多重資產策略。子基金均由投資管理公司的單一策略事業部門管理，其中部分子基金之全權委託投資管理業務則委由數家投資顧問辦理。此等委任之說明請詳見上文所述。

關於出售 OMGI Holdings 一事（下稱「**出售交易**」），母公司與 Mintaka Bidco Limited（下稱「**買受人**」）已於 2017 年 12 月 18 日簽訂股權買賣合約（下稱「**買賣合約**」），同意依照買賣合約之約定條款，將 OMGI Holdings 之發行股本全數出售予買受人（買受人係由(i)高階經營團隊與(ii) TA Associates 負責管理之基金所間接持有）。

買受人係 Mintaka Midco Limited（下稱「**Midco**」）百分百持股之子公司，Midco 本身則為 Mintaka Topco Limited（下稱「**Topco**」）的全資子公司。買受人、Midco 及 Topco 是為了出售交易之目的而新成立的工具。TA Associates Cayman, Ltd（下稱「**TA Cayman**」）透過其管理之私募股權基金（下稱「**私募基金**」）將控制 Topco 表決權的 44.80%，其餘 55.20% 的表決權則將由高階經營團隊持有，其中每一團隊成員持有 Topco 不到 10% 的表決權。Topco 過半數的經濟利益總和將由私募基金持有。故出售交易完成後，TA Cayman 將成為投資管理公司之新任最終控股股東（下稱「**控股股東後續變更**」）。

*TA Associates 背景資訊*

私募基金是在開曼群島設立之有限合夥公司。TA Cayman 是私募基金普通合夥人之普通合夥人。TA Cayman 的業務僅限擔任各私募基金普通合夥人之普通合夥人，將負責管理私募基金投資業務。TA Cayman 股東由 14 個自然人組成，平均持有 TA Cayman 之股份，每人約持有該公司發行股本之 7.14%。

TA Associates Management, L.P. 是私募基金之投資顧問。TA Associates Management, L.P. 是一家私募股權公司，專精於股權與債務資本，夾層融資

(mezzanine)，管理階層收購(management buyouts)，公開發行股票之私募，轉機證券，少數股權資本重組，股東槓桿資本重組或槓桿流動性，向所有權人買進股票，成長型企業之擴展期、成長期資本及營運資本，中型企業，次順位債，以及中型企業與成熟企業之融資收購等。TA Associates Management, L.P.成立於1968年，位於麻薩諸塞州波士頓，另於加州 Menlo Park、印度孟買、香港中環以及英國倫敦均設有辦公室。

(4) 生效日

完成分割與上市案之前提是獲得主管機關許可(包括母公司在倫敦證交所及在約翰尼斯堡證交所上市之許可)及 Old Mutual plc 股東同意，以及滿足或(如適用)豁免若干條件。

因此，控股股東首次變更應於滿足(或豁免(如適用))為完成分割(包括完成上市案)與控股股東首次變更所需之所有條件(例如，取得相關主管機關許可)後方為生效。目前預計分割與上市案之完成日期，以及控股股東首次變更之生效日期將為2018年6月25日或其前後，即自本通知函所載日期起不少於一個月(下稱「**控股股東首次變更生效日**」)。控股股東首次變更生效日之實際日期將於網址 [www.oldmutualwealth.co.uk/quilter](http://www.oldmutualwealth.co.uk/quilter) 公告。

完成買賣合約之前提是滿足或(如適用)豁免若干條件。因此，控股股東後續變更應於滿足(或豁免(如適用))為完成買賣合約所需之所有條件後方為生效。目前預計買賣合約之完成日期以及控股股東後續變更之生效日期將為2018年6月29日至2018年9月30日或其前後，即自本通知函所載日期起不少於一個月(下稱「**控股股東後續變更生效日**」)。

控股股東後續變更生效日之實際日期將於網址 [www.omglobalinvestors.com](http://www.omglobalinvestors.com) 公告。倘若控股股東首次變更或控股股東後續變更並未實現，則將另行向股東發布通知。

(5) 控股股東首次與後續變更(以下合稱為「控股股東變更」)之可能影響

縱有控股股東變更，投資管理公司之營運、組織及公司治理仍將持續正常運作。

控股股東變更不會導致子基金現行之運作或管理方式發生任何變化。

控股股東變更不會造成(i)子基金投資目標與政策及風險概況之變更；以及(ii)子基金管理費用水位/支出之變更。

投資管理公司業已確認，控股股東變更將不會對投資管理公司之管理、運作、制度與控管造成任何重大衝擊或變化。本公司認為，控股股東變更不會影響投資管理公司繼續履行子基金相關職責之資格或能力，或影響子基金之日常管理及運作。有鑑於此，本公司相信，控股股東變更將不會對 台端身為子基金股東之權益產生任何不利影響。

與上述控股股東首次變更有關之一切支出與費用，包括但不限於：法律費用、印製及發布本文件之相關費用，概由母公司負擔，而非由子基金或子基金股東負擔。

與上述控股股東後續變更有關之一切支出與費用，包括但不限於：法律費用、印製及發布本文件之相關費用，概由 Mintaka Bidco Limited 負擔，而非由子基金或子基金股東負擔。

C. 股份之買回

股東如不欲於控股股東變生效後繼續持有相關子基金，得透過發出買回交易指示之方式要求買回其持有之相關子基金股份。此等買回可在控股股東首次變生效日或控股股東後續變生效日之前（視情況而定），於任一交易日依據公開說明書所載程序為之。

#### D. 公開說明書之變更

本公司公開說明書將根據上述變更進行更新。有關進一步細節，請參見修訂後之本公司公開說明書。修訂後之本公司公開說明書可於一般營業時間內向本公司之登記營業處以及 [www.omglobalinvestors.com](http://www.omglobalinvestors.com) 網站免費索取。

#### E. 結語

台端如對此等事宜有任何疑問，應按上述地址聯絡本公司，或聯絡 台端之投資顧問。

敬祝

鈞安

*Jessica Brescia*

**董事**

**代表先機環球基金**

#### 重要資訊

若 台端與 Quilter 集團有一種以上之業務關係，則可能會收到不只一種版本之本通知函，但本公司已試圖將重複寄發情事降至最低。

本通知函不構成投資建議或構成從事任何投資活動之邀請。若 台端需要尋求建議，則應洽詢 台端之財務顧問。

本通知函不構成任何司法管轄區之證券出售要約或證券買進要約之招攬。Quilter plc 之證券未曾且將不會依 1933 年美國證券法暨其修訂（下稱「證券法」）註冊，亦不得在美國募集或銷售，但若該證券可豁免於證券法之註冊規定或該證券之交易不受前述註冊規定之規範，則不在此限。Quilter plc 之證券未曾且將不會於任何司法管轄區向公眾募集。

本文件並非直接或間接在美國或向美國公布或散布。本文件之散布可能受若干司法管轄區法律之限制，持有本通知函所述任何文件或其他資訊之人，應瞭解及遵守此等限制。未能遵守此等限制可能構成違反任何前述司法管轄區之證券法律。

請注意，本通知函所記載之一切意見與事實於本通知函日期以後均有可能變更，且如有任何變更，本公司並無義務須在日後向 台端提供更新內容。



Old Mutual Global Investors (UK) Limited  
Millennium Bridge House  
2 Lambeth Hill  
London  
EC4P 4WR



Dear Shareholder

As an investor in one or more funds managed by Old Mutual Global Investors (OMGI) please find attached formal notification of some changes to the ownership of parts of the company and some of its associated companies.

We are providing this informal covering note in order to summarise some of the key aspects of the changes of ownership. However, we would like to emphasise that this note is neither comprehensive nor exhaustive. Full details of the changes are described in the attached notification, which you are strongly encouraged to read.

### **Background to the changes**

OMGI's ultimate parent company is currently Old Mutual plc, an international financial services company. In March 2016, Old Mutual plc announced a new strategy called "managed separation" that seeks to unlock and create significant long-term value for its shareholders. This will be achieved through separation of its four underlying businesses from each other into four strong independent businesses.

One of these underlying businesses is known as Quilter plc, which itself was previously known as Old Mutual Wealth Management Limited. As part of Old Mutual plc's managed separation strategy, Quilter plc will be demerged from Old Mutual plc to become a standalone business.

OMGI and various associated companies are subsidiaries of Quilter plc. In December 2017, Quilter plc (then known as Old Mutual Wealth Management Limited) announced its intention to sell the part of OMGI's business that focuses primarily on managing investments in single asset classes to the management team of that part of the business (referred to as OMGI's "single-strategy business") and funds managed by TA Associates, the global growth private equity firm.

We would like to emphasise that the other principal part of OMGI's business, which focuses primarily on providing investment strategies across multiple different asset classes (referred to as the "multi-asset business") will remain a part of Quilter plc, and will be renamed "Quilter Investors" in due course.

Similarly, we would like to underline that the changes in the ownership of OMGI's single-strategy business will not lead to any material changes in the business or governance of the single-strategy business, nor to the way in which the funds managed by the single-strategy business are operated.

Beyond providing further specific details regarding changes to the ownership structures of a number of companies that are impacted by the change in ownership of OMGI's single-strategy business, the attached notification provides information on the steps you should take if you have any further questions.

We trust that this covering note provides a helpful summary of the changes fully described in the attached formal notification.

Yours faithfully



Old Mutual Global Investors

#### IMPORTANT INFORMATION

If you have a relationship with more than one of the businesses in the Quilter Group you may receive more than one version of this letter. We have tried to keep such duplication to a minimum.

This letter does not constitute investment advice or an invitation to engage in any investment activity. If you require advice, you should speak to your financial adviser.

This letter is not an offer to sell, or a solicitation of an offer to purchase, securities in any jurisdiction. The securities in Quilter plc have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No offer to the public has been made, nor will be made, in any jurisdiction in respect of securities in Quilter plc.

This document is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this document may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Please note that all opinions and facts stated in this letter are subject to change, following the date of this letter, and there is no obligation for us to update you later on if they change.

**OLD MUTUAL GLOBAL INVESTORS SERIES PLC**  
33 Sir John Rogerson's Quay,  
Dublin 2  
Ireland

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should seek advice from your investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your Shares in Old Mutual Global Investors Series plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus of the Company dated 29 November 2017 (as amended from time to time) (the "Prospectus"). A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company.

23 May 2018

Dear Shareholder,

**Re: Changes of controlling shareholder of the investment manager of the Company and its sub-funds (the "Sub-Funds")**

**A. INTRODUCTION**

The Company is authorised by the Central Bank of Ireland as a UCITS umbrella fund with segregated liability between sub-funds and is established as an open-ended investment company incorporated with limited liability under the laws of Ireland.

The purpose of this letter is to inform you, as a Shareholder of the relevant Sub-Funds of the Company, of a proposed change of ultimate shareholding of the investment manager of the Company and the Sub-Funds.

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*Directors: Adrian Waters, Tom Murray,  
Paul Simpson (U.K.), Bronwyn Wright and Jessica Brescia (U.K.)  
Registered Office: as above  
Company Registration No. 271517  
(umbrella fund with segregated liability between sub-funds)*

**B. PROPOSED CHANGES OF CONTROLLING SHAREHOLDER OF THE INVESTMENT MANAGER AND THE SUB-FUNDS**

(1) Background

Old Mutual Global Investors (UK) Limited ("Investment Manager") currently acts as the investment manager of the Company and the Sub-Funds. The Investment Manager also currently acts as the investment adviser of the Sub-Funds save for, the Old Mutual Total Return USD Bond Fund, where the discretionary investment management functions have been delegated to Janus Capital International Limited, the Old Mutual China Equity Fund, where the discretionary investment management functions have been delegated to Ping An of China Asset Management (Hong Kong) Company Limited and the Old Mutual European Best Ideas Fund where the discretionary investment management functions have been delegated to Liontrust Investment Partners LLP, Wellington Management International Ltd. and Odey Asset Management LLP.

Currently, the Investment Manager is wholly-owned by Old Mutual Global Investors Holdings Limited ("OMGI Holdings"). OMGI Holdings is wholly-owned by Quilter plc (formerly known as Old Mutual Wealth Management Limited, the parent entity of the Old Mutual Global Investors group of companies) ("Parent Entity"), which in turn is substantially owned by Old Mutual plc. As such, Old Mutual plc is currently the ultimate controlling shareholder of the Investment Manager.

In early 2016, Old Mutual plc announced the proposed separation of its underlying business units, one of which includes the Parent Entity ("Managed Separation").

(2) Proposed Change of Controlling Shareholder as a result of the Proposed Listing and Demerger

As part of the Managed Separation, the Parent Entity is proposed to be listed on the London Stock Exchange as a primary listing with a secondary listing on the Johannesburg Stock Exchange ("Proposed Listing"). Old Mutual plc will distribute most of its shares in the Parent Entity to existing shareholders of Old Mutual plc (the "Demerger") and offer the balance (less than 10%) to new investors. The Parent Entity was re-registered as a public limited company and changed its name to Quilter plc on 27 March 2018.

As a result of the Demerger, Old Mutual plc will cease to be the ultimate controlling shareholder of the Investment Manager and the Parent Entity will become the new ultimate controlling shareholder of the Investment Manager ("First Change in Controlling Shareholder").

(3) Proposed Change of Controlling Shareholder as a result of the Transaction

On 18 December 2017, the Parent Entity announced that it has agreed to sell its entire Single-Strategy asset management business, which focuses each fund on one type of strategy rather than multi asset strategies, by selling OMGI Holdings (which includes the Investment Manager being a subsidiary of OMGI Holdings) to both (i) members of the management that currently run the Single-Strategy asset management business of OMGI Holdings and its subsidiaries ("Senior Management Team") and (ii) funds managed by TA Associates, a global growth private equity firm.

The Single-Strategy asset management business is the management arm of the Investment Manager business which focuses on single strategies rather than multi asset strategies. The Sub-Funds are all managed by the Single-Strategy arm of the Investment Manager with the discretionary investment management functions of some sub-funds being delegated to investment advisers. See further details on such delegation as set out above.

In connection with the sale of OMGI Holdings ("**Transaction**"), the Parent Entity has entered into a sale and purchase agreement ("**SPA**") with Minnaka Bidco Limited ("**Purchaser**") on 18 December 2017, where it has agreed to sell the entire issued capital of OMGI Holdings to the Purchaser (which is indirectly owned by (i) the Senior Management Team and (ii) funds managed by TA Associates) subject to the terms and conditions in the SPA.

The Purchaser is a wholly-owned subsidiary of Minnaka Midco Limited ("**Midco**"), which in turn is wholly-owned by Minnaka Topco Limited ("**Topco**"). The Purchaser, Midco and Topco are newly incorporated vehicles for the purposes of the Transaction. TA Associates Cayman, Ltd ("**TA Cayman**") will control 44.80% of the voting rights in Topco through the private equity funds it manages ("**PE Funds**") whereas the remaining 55.20% of the voting rights will be held by the Senior Management Team with each of the members holding less than 10% of the voting rights in Topco. The majority of the aggregate economic interest in Topco will be held by the PE Funds. Consequently, after the completion of the Transaction, TA Cayman will become the new ultimate controlling shareholder of the Investment Manager ("**Subsequent Change in Controlling Shareholder**").

*Background Information on TA Associates*

The PE Funds are established as limited partnerships in the Cayman Islands. TA Cayman is the general partner of the general partners of the PE Funds. TA Cayman's business is limited to acting as a general partner of the general partner of each of the PE Funds and will manage the PE Funds' investment in the business. The shareholders of TA Cayman comprise of 14 individuals with equal ownership of TA Cayman, each holding approximately 7.14% of its issued share capital.

TA Associates Management, L.P. is the investment adviser of the PE Funds. TA Associates Management, L.P. is a private equity firm specialising in equity and debt capital, mezzanine, management buyouts, private investment in public equity, turnaround, minority recapitalisation, leveraged recapitalisation or liquidity with leverage for shareholders, purchasing stocks from owners, expansion, growth capital and working capital for growth, mid-market, subordinated debt, and financing acquisition in middle market and mature companies. TA Associates Management, L.P. was founded in 1968 and is based in Boston, Massachusetts with additional offices in Menlo Park, California; Mumbai, India; Central, Hong Kong; and London, United Kingdom.

(4) Effective Date

Completion of the Demerger and Proposed Listing are subject to regulatory approvals (including the approvals for the listing of the Parent Entity on the London Stock Exchange and the Johannesburg

Stock Exchange) as well as consent from the shareholders of Old Mutual plc and the satisfaction or, where applicable, waiver of certain conditions.

Thus, the First Change in Controlling Shareholder should take effect after all the conditions to the completion of the Demerger, (which includes completion of the Proposed Listing) and First Change in Controlling Shareholder (such as obtaining the relevant regulatory approvals), are satisfied (or waived, if applicable). It is currently expected that the Demerger and Proposed Listing will be completed and the First Change in Controlling Shareholder will take effect on or around 25 June 2018, being no less than one month from the date of this notice ("**Effective Date of First Change in Controlling Shareholder**"). The actual Effective Date of First Change in Controlling Shareholder will be announced on the website [www.oldmutualwealth.co.uk/quiter](http://www.oldmutualwealth.co.uk/quiter).

Completion of the SPA is subject to the satisfaction or, where applicable, waiver of certain conditions. Thus, the Subsequent Change in Controlling Shareholder will only take effect after all the conditions to the completion of the SPA are satisfied (or waived, if applicable). It is currently expected that the SPA will be completed and the Subsequent Change in Controlling Shareholder will take effect on or around 29 June 2018 to 30 September 2018 being no less than one month from the date of this notice ("**Effective Date of Subsequent Change in Controlling Shareholder**").

An announcement on the actual Effective Date of Subsequent Change in Controlling Shareholder will be published on the website [www.omglobalinvestors.com](http://www.omglobalinvestors.com). In the event that either the First Change in Controlling Shareholder or the Subsequent Change in Controlling Shareholder do not materialise, a separate notice will be issued to Shareholders.

(5) Implications of the First and Subsequent Change in Controlling Shareholder/collectively, the "Changes in Controlling Shareholder"

Despite the Changes in Controlling Shareholder, the business, organisation and corporate governance of the Investment Manager will continue as normal.

The Changes in Controlling Shareholder will not result in a change to the manner in which the Sub-Funds currently operate or are being managed.

The Changes in Controlling Shareholder will not result in (i) a change in the investment objective and policies and risk profile of the Sub-Funds; and (ii) a change in the fee level / cost in managing the Sub-Funds.

The Investment Manager has confirmed that the Changes in Controlling Shareholder will not lead to any material impact on or change in the management, operations, systems and controls of the Investment Manager. We believe that the Changes in Controlling Shareholder will not affect the capacity or ability of the Investment Manager to continue to perform its role in respect of the Sub-Funds, or otherwise affect the day-to-day management or operation of the Sub-Funds. As a consequence, we believe that the Changes in Controlling Shareholder will not adversely affect your rights and interests as a Shareholder of the Sub-Funds.

All the costs and expenses associated with the First Change in Controlling Shareholder set out above including but not limited to legal fees, costs in relation to printing and issuance of this document will be borne by the Parent Entity and will not be borne by the Sub-Funds nor the Shareholders of the Sub-Funds.

All the costs and expenses associated with the Subsequent Change in Controlling Shareholder set out above including but not limited to legal fees, costs in relation to printing and issuance of this document will be borne by Minzaka Bideo Limited and will not be borne by the Sub-Funds nor the Shareholders of the Sub-Funds.

**C. REPURCHASE OF SHARES**

Shareholders who do not wish to remain in the relevant Sub-Fund(s) after the Changes in Controlling Shareholder take effect may request to repurchase their Shares in the relevant Sub-Fund(s) by placing a repurchase order. Such repurchase can be made on any Dealing Day prior to the Effective Date of First Change in Controlling Shareholder or Subsequent Change in Controlling Shareholder, as the case may be in accordance with the procedures set out in the Prospectus.

**D. CHANGES TO THE PROSPECTUS**

The Prospectus of the Company will be updated in view of the above changes. Please refer to the revised Prospectus of the Company for further details. A copy of the revised Prospectus of the Company will be available free of charge upon request during normal business hours from the registered office of the Company and on the website [www.omglobalinvestors.com](http://www.omglobalinvestors.com).

**E. CONCLUSION**

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant.

Yours sincerely,

*Jessica Brescia*

\_\_\_\_\_  
Director

For and on behalf of  
Old Mutual Global Investors Series plc

**IMPORTANT INFORMATION**

If you have a relationship with more than one of the businesses in the Quilter Group you may receive more than one version of this letter. We have tried to keep such duplication to a minimum.

This letter does not constitute investment advice or an invitation to engage in any investment activity. If you require advice, you should speak to your financial adviser.

This letter is not an offer to sell, or a solicitation of an offer to purchase, securities in any jurisdiction. The securities in Quilter plc have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No offer to the public has been made, nor will be made, in any jurisdiction in respect of securities in Quilter plc.

This document is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this document may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Please note that all opinions and facts stated in this letter are subject to change, following the date of this letter, and there is no obligation for us to update you later on if they change.

