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**TRUE POTENTIAL ADMINISTRATION LLP**

**PROPOSAL FOR A CHANGE OF INVESTMENT OBJECTIVE AND POLICY OF**

**True Potential Allianz Balanced**

**True Potential Allianz Cautious**

**True Potential Allianz Growth**

**(each sub-funds of True Potential OEIC 3, an investment company with variable capital incorporated in England and Wales, a UK UCITS)**

**23 April 2025**

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## GLOSSARY OF TERMS USED IN THIS DOCUMENT

<b>ACD</b>	True Potential Administration LLP as the authorised corporate director of TP OEIC 3;
<b>Allianz</b>	Allianz Global Investors UK Limited as authorised corporate director of the Master UCITS and proposed sub-investment manager of the Funds;
<b>Annual Management Charge or AMC</b>	in respect of a Fund, the charge payable to the ACD in respect of a Class of Shares based on a percentage of the net asset value;
<b>Business Day</b>	means a day (not being Saturday or Sunday or any bank holiday in England and Wales) on which banks are open for business in London;
<b>Circular</b>	this document and each of the Appendices;
<b>Dealing Day</b>	a day on which shares are available for subscription and/or redemption in of TP OEIC 3;
<b>Depository</b>	Northern Trust Investor Services Limited as the depository of TP OEIC 3;
<b>Feeder UCITS</b>	refers to the Funds;
<b>FCA</b>	the United Kingdom Financial Conduct Authority of 12 Endeavour Square, London E20 1JN, including its predecessor and/or any successor as the context may require;
<b>FCA Handbook</b>	the handbook of rules and guidance issued by the FCA, as amended from time to time;
<b>FCA Rules</b>	as the context so requires, the Collective Investment Schemes Sourcebook (or “ <b>COLL</b> ”) which forms part of the FCA Handbook;
<b>Fund</b>	refers to each of True Potential Allianz Balanced, True Potential Allianz Cautious and True Potential Allianz Growth;
<b>Instrument</b>	the instrument of incorporation of TP OEIC 3;
<b>Investor(s)</b>	the clients of True Potential Investment LLP on whose behalf Shares in the Funds are held by the Shareholder;
<b>Investment Manager</b>	True Potential Investments LLP as investment manager of the Funds;
<b>KIID</b>	the Key Investor Information Document being a short document containing key investor information on the essential elements of the Funds in accordance with the applicable rules contained in section 4.7 of COLL of the FCA Rules;
<b>Master UCITS</b>	refers to the funds identified in the table on page 6;
<b>OEIC Regulations</b>	the Open-Ended Investment Company Regulations 2001, as amended from time to time;
<b>Ongoing Charges Figure or OCF</b>	the total annual charges that are deducted from the assets attributable to a Class of Shares (including the costs associated with the underlying portfolio but not including any transaction costs for the buying and selling of investments), where the figure is not fixed and may vary from year to year;
<b>Proposal</b>	the proposal outlined in this document, including, without limitation, the amendments to the Funds’ investment policies and objectives;

<b>Prospectus</b>	the prospectus of TP OEIC 3;
<b>Redemption Deadline</b>	if the Proposal is approved by the Shareholder, the date and time specified in the Timeline for the Proposal (see page 5 of this document);
<b>Shareholder Resolutions</b>	in respect of each of the Funds, the shareholder resolutions set out in Appendix 3 to this Circular to consent to the Proposal, which requires the assent of the Shareholder;
<b>Shareholder</b>	True Potential Nominee Limited, as the sole shareholder in the Funds, and a nominee company controlled by True Potential Investments LLP;
<b>Shares</b>	in respect of the Funds, a share of the relevant Class and type;
<b>Sub-Investment Manager</b>	means Allianz, as the proposed sub-investment manager of the Funds following implementation of the Proposal;
<b>TP OEIC 3</b>	True Potential OEIC 3, an investment company with variable capital incorporated in England and Wales under the OEIC Regulations structured as an umbrella company and authorised by the FCA as a UK UCITS under product reference number: 738855;
<b>UK</b>	England and Wales, Scotland and Northern Ireland (but not the Channel Islands or the Isle of Man); and
<b>UK UCITS</b>	a collective investment scheme established as a UK UCITS in accordance with the meaning given to this term in the FCA Handbook.

Where relevant in the context, terms which are defined in the FCA Rules or the Prospectus of the TP OEIC 3 shall have the same meaning in this document.

## TIMETABLE FOR THE PROPOSAL\*

### *Consents, approvals, documentation*

15 April 2025	FCA confirmation received that the Proposal will not affect the ongoing authorisation of TP OEIC 3.
23 April 2025	Documentation posted to the Shareholder.

### *Shareholder Resolution*

2 June 2025	Deadline for the Shareholder to approve the Shareholder Resolutions to allow the Proposal to proceed in accordance with the timeframe set out below.
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### **If the Proposal is approved by the Shareholder:**

#### *Implementation*

12 p.m. (UK time) on 3 June 2025	Last full Dealing Day for the Funds before the implementation of the Proposal
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#### *Post-Implementation*

4 June 2025	Effective Date for the changes described in this circular
3 p.m. (UK time) on 5 June 2025	First valuation point and Dealing Day for the Funds following the implementation of the Proposal.

\*These dates are subject to change by the ACD (with the agreement of the Depositary).

Registered Office

Newburn House Gateway West  
Newburn Riverside  
Newcastle Upon Tyne  
NE15 8NX

23 April 2025

Dear Shareholder

**Proposal to change the investment objective and policy of True Potential Allianz Balanced, True Potential Allianz Cautious and True Potential Allianz Growth (the “Funds”)**

We are writing to True Potential Nominee Limited as the Shareholder in True Potential Allianz Balanced, True Potential Allianz Cautious and True Potential Allianz Growth to inform you of our proposal to change the investment policy and objective of these Funds. The purpose of this document is to seek consent for the Proposal via the Shareholder Resolutions and to set out information regarding the Funds to be provided to Investors.

If the Shareholder Resolutions are each approved by True Potential Nominee Limited as the Shareholder, the Funds’ investment objectives and policies will be amended with effect from 4 June 2025. Unless all Shareholder Resolutions are approved, none of the amendments will be implemented.

In this Circular, we, as ACD, set out the details of the Proposal, as well as information relating to the Funds. This Circular is addressed to the Shareholder but, in considering the Proposal, we would expect the Shareholder, in conjunction with True Potential Investments LLP, to make available all information relevant to the Proposal to Investors in the Funds as is required by its own regulatory and contractual obligations.

Defined terms used in this document are set out in the Glossary on pages 3 and 4.

**1. Purpose and Overview of the Proposal**

Each Fund is currently operated as a feeder UCITS and invests at least 85% of its assets in units of a Master UCITS (as identified in the table below). Each Master UCITS is a sub-fund of Allianz International Investment Funds.

<b>Feeder UCITS</b>	<b>Master UCITS</b>
True Potential Allianz Balanced	Allianz RiskMaster Moderate Multi Asset Fund
True Potential Allianz Cautious	Allianz RiskMaster Conservative Multi Asset Fund
True Potential Allianz Growth	Allianz RiskMaster Growth Multi Asset Fund

The ACD is proposing to convert each Fund from a feeder UCITS to a standalone UCITS sub-fund, which means that: (i) the restriction to invest at least 85% of its assets in units of a master UCITS will be removed; and (ii) each Fund will be permitted to invest in a range of assets in accordance with its revised investment objectives and policies and the investment restrictions applicable to each Fund as a UK UCITS.

In addition to the changes required to each Fund's investment objective and policy to effect the conversion of each Fund from a feeder UCITS to a standalone UCITS, we are also proposing to make certain changes to the investment objective and policy of each Fund to:

- (i) include an investment objective for each Fund to achieve capital growth (generated through an increase in the value of the assets held by the Sub-Fund), over rolling 5-year periods (net of fees); and
- (ii) include additional details in the investment policy of each Fund which we consider are useful for an investor's understanding of each Fund's strategy. This includes, for example, the inclusion of ranges to signify the portion of each Fund which is exposed to equities and equity-related securities and the portion exposed to fixed income and fixed income-related securities.

The proposed revised investment objective and policy of each Fund is set out in Appendix 1, which includes comparisons against: (i) the current investment objective and policy of each Fund; and (ii) the investment objective and policy of its applicable Master UCITS.

If the Proposal is implemented, Allianz will be appointed as sub-investment manager of each Fund. We will remain as ACD and True Potential Investments LLP will remain appointed as investment manager. This means that the parties involved in the management of each Fund will not change.

The ACD does not anticipate that the risk profile of each Fund will change as a direct consequence of the implementation of the Proposal.

## **2. Additional Changes**

If the Shareholder Resolutions are passed and the Proposal is implemented, the ACD is intending to make the following additional changes to the Funds with effect from 4 June 2025:

### *Change of Valuation Point*

The ACD will change the valuation point of each Fund from 12 noon to 3pm each Dealing Day. The valuation point is the time on each Dealing Day when the ACD carries out a valuation of the Scheme Property of each Fund for the purpose of determining the price at which shares of a class may be issued, cancelled or redeemed. If the Proposal is implemented, and the Funds each convert from a feeder UCITS to a standalone UCITS, the ACD considers this change to the valuation point of each Fund is preferable for operational reasons.

### *Change to the global exposure calculation method*

The ACD is required to calculate the global exposure of each Fund on at least a daily basis using either: (i) the commitment approach, which measures the incremental exposure and leverage generated through the use of derivatives and forward transactions; or (ii) the value at risk (VaR) approach, which measures the maximum expected loss at a given confidence level over a specified period of time.

The ACD currently uses the commitment approach to calculate the global exposure of each Fund but, should the Proposal be implemented and the Funds each convert from a feeder UCITS to a standalone UCITS, the ACD will calculate the global exposure of each Fund using the absolute VaR approach. This approach is in line with how the ACD calculates the global exposure of other Funds in its range and, the ACD considers, is a more appropriate methodology taking into account the changes proposed to the investment objective and policy of each Fund.

This means that the ACD will set a limit as a percentage of the Net Asset Value of each Fund. The limit is 20% or less of the Net Asset Value (based upon a 1 month holding period with a 99% one-tailed confidence interval).

Further details regarding how the ACD calculates the global exposure of each Fund are set out in the Prospectus.

For the avoidance of doubt, if the Shareholder Resolutions are not passed and the Proposal is not implemented, the additional changes described above will not be implemented.

### 3. Costs and Fees

#### *Implementation Costs*

If the Proposal is approved, The ACD will pay the professional costs of implementing the Proposal (such as legal and audit costs).

It is not currently expected that any realignment will be required to the portfolio of the Funds to their revised investment objective and policy following redemption of their holdings in their respective Master UCITS (as detailed further below under “Dealing”).

To the extent any registration costs, UK stamp duty or stamp duty reserve tax (if any) and/or equivalent taxes or duties, taxes on capital gains and/or any other taxes (including overseas taxes) are incurred by the Company in respect of each Fund in implementing the Proposal, such costs shall be borne by the relevant Fund.

#### *Ongoing Fund Costs*

If the Proposal is implemented, there are two fee-related changes of which Investors should be made aware:

- (i) there will be a slight increase in custody, safekeeping and transaction fees payable to the Depositary as a result of each Fund holding its investments directly rather than through its corresponding Master UCITS. It is expected that this increase will amount to approximately 0.01% of the AUM of each Fund<sup>1</sup>; and
- (ii) the fees payable to Allianz will reduce. This is because Allianz will be appointed as the sub-investment manager of each Fund and will therefore be remunerated out of the AMC of each Fund rather than through payment by each Fund of the fees and expenses of the relevant Master UCITS in which it is currently invested. The ACD has negotiated more favourable fees to investors in connection with the Proposal.

Overall, this means that, whilst the AMC of each Fund will increase (as detailed in the table below), the total annual charges paid by each investor in respect of their investment in a Fund (i.e. the ongoing charges figure or OCF) for each Fund is expected to reduce <sup>2</sup>:

Fund	Current AMC	New AMC	Current OCF	New OCF
True Potential Allianz Growth	0.53%	0.76%	0.78%	0.76%
True Potential Allianz Balanced	0.53%	0.76%	0.78%	0.76%
True Potential Allianz Cautious	0.55%	0.76%	0.80%	0.76%

### 4. Dealing

If the Proposal is approved by the Shareholder, dealings in Shares of the Funds will cease immediately at 12 p.m. (UK time) on 3 June 2025 (the “**Redemption Deadline**”). Instructions

<sup>1</sup> Figure based on the AUM of each Fund as at 31 October 2024.

<sup>2</sup> Figures based on the AUM of each Fund as at 31 October 2024.

received by the ACD after this deadline in respect of the applicable Shares and the Funds will not be processed.

For each Fund, the ACD will implement the Proposal by way of an in specie redemption of the shares held by the Fund in its respective Master UCITS. This means that Allianz, as the authorised corporate director of each Master UCITS will cancel the shares held by each Fund in its respective Master UCITS and will transfer scheme property of the Master UCITS to the Fund, instead of paying the price of those shares in cash.

On receipt of the scheme property of the Master UCITS by each Fund, the ACD does not currently expect that any realignment will be required to allow each Fund to comply with its revised investment objective and policy.

Following the implementation of the Proposal, the ACD expects that dealing in the Shares shall re-commence on 5 June 2025 (being the next available Dealing Day), with the first valuation point being 3pm on 5 June 2025. The procedures for buying, selling, switching and converting Shares will not change and are set out in the prospectus for the Funds available at [www.truepotential.co.uk](http://www.truepotential.co.uk).

*What if Investors do not wish to remain invested?*

In the event that an Investor does not wish to participate in the Fund(s), Investors should be notified of their right to: (i) redeem their interest in the Fund(s); or (ii) redeem their interest in the Fund(s) and invest in another sub-fund managed by the ACD in accordance with the terms of the relevant prospectus and the terms of the True Potential Platform.

**If, as a result of receiving instructions from Investors, the Shareholder wishes to redeem any Shares before the Proposal is implemented, the Shareholder will need to do so before the Redemption Deadline (being 12 p.m. (UK time) on 3 June 2025).**

## **5. UK Taxation**

**Investors should be made aware that there may be tax considerations arising as a result of the Proposal. Any redemption of their interests in the Fund(s) or a switch into a different fund by Investors prior to implementation of the Proposal may also have tax consequences. The tax consequences of the implementation of the Proposal, and any redemption or switch, may vary depending on the law and regulation of an Investor's country of residence, citizenship or domicile. If an Investor is in any doubt about its potential liability to tax as a result of the implementation of the Proposal, including any changes they wish to make to their investment, Investors should consult their professional advisers.**

A summary of the expected UK tax consequences for the Company and for the Shareholder and the Investors, if the Proposal is implemented, is set out below.

### **The Company**

As a UK authorised investment fund, capital gains realised by TP OEIC 3 will be exempt from UK tax on chargeable gains. Accordingly, and on the basis that it is understood that each Master UCITS is not a "bond fund" for relevant UK corporation tax purposes, it is expected that the disposal of the relevant Master UCITS shares by each of the Funds pursuant to the Proposal should not give rise to a charge to UK corporation tax for TP OEIC 3.

### **The Shareholder**

If the Shareholder remains invested in the Fund(s) as nominee for the Investors, the implementation of the Proposal is not expected to give rise to any tax charge for the Shareholder or those Investors.

Should the Shareholder redeem any Shares in the Fund(s) (as a result of dealing instructions from certain Investors), those Investors will be treated as disposing of such Shares in the relevant Fund(s) for the purposes of UK capital gains tax or corporation tax on chargeable gains upon such redemption.

**The above is a summary of our understanding of the current UK legislation and HMRC practice relevant to UK resident investors only. It may be subject to change.**

## **6. Consequences if the Proposal is not implemented in respect of the Funds**

If the Shareholder Resolutions for the Funds are not approved by the Shareholder, the ACD intends to continue managing the Funds in accordance with their current investment objectives and investment policies, whilst it considers the potential future of the Funds.

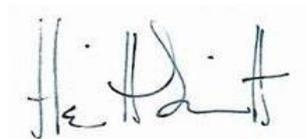
## **7. Action to be taken**

The ACD requests the Shareholder to consider the Proposal as described in this Circular and communicate these to the Investors.

Should the Shareholder decide to approve the Proposal, the Shareholder is requested to pass the Shareholder Resolutions (set out in Appendix 3) on or before 3 June 2025 in order for the Proposal to be implemented in accordance with the timetable set out herein.

Please refer to the timetable on page 5 of this document for other key dates in relation to the Proposal.

Yours faithfully



Henrietta Jowitt

for and on behalf of True Potential Administration LLP

as ACD of TP OEIC 3.

## APPENDIX 1: DETAILS OF THE INVESTMENT OBJECTIVE AND POLICY PROPOSAL

The details of the investment objective and policy of each Funds as stated in the current Prospectus, to be affected by the Proposal, are reproduced below, alongside the current investment objective of the Fund's applicable Master UCITS.

### True Potential Allianz Balanced

<b>Current Investment Objective of the Master UCITS</b>	<b>Current Investment Objective of the Fund</b>	<b>Proposed Investment Objective of the Fund</b>
<p>The Allianz RiskMaster Moderate Multi Asset Fund aims to achieve long term capital growth. The level of risk is expected to be approximately 65% of the volatility of global equities defined as the MSCI World Index Net Total Return GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and this target is not guaranteed.</p> <p>It is intended that this Fund will aim to take medium risk between the Allianz RiskMaster Conservative Multi Asset Fund and Allianz RiskMaster Growth Multi Asset Fund.</p>	<p>The Sub-Fund has been established as a UK UCITS feeder fund which invests at least 85% of its assets on a permanent basis in the Allianz RiskMaster Moderate Multi Asset Fund (Master Fund), a UK UCITS Sub-Fund of Allianz International Investment Funds.</p>	<p>The investment objective of the Sub-Fund is to achieve capital growth (generated through an increase in the value of the assets held by the Sub-Fund), over rolling 5-year periods (net of fees).</p> <p>Please be aware the Sub-Fund's capital is at risk and there is no guarantee that the Sub-Fund will achieve its investment objective over any particular period or at all.</p>
<b>Current Investment Policy of the Master UCITS</b>	<b>Current Investment Policy of the Fund</b>	<b>Proposed Investment Policy of the Fund</b>
<p>The Fund seeks to achieve this objective by (1) maintaining the level of risk stated in the objective and (2) by using a strategic asset allocation model designed by the ACD to deliver an optimised risk and return profile. In</p>	<p>The investment objective of the Sub-Fund is to achieve long term capital growth. The Sub-Fund will invest at least 85% of its assets in the Master Fund, the investment objective of which is to achieve long term capital growth.</p>	<p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy, by investing at least 80% of its overall exposure in a global portfolio of equity securities (i.e. shares), equity-related</p>

<p>addition to this the ACD will tactically manage the asset allocation to enhance the return where appropriate. Over the long-term this is expected to generate capital growth whilst remaining within the anticipated level of risk stated in the objective. The Fund will invest in all permissible asset classes stated below in a globally unconstrained manner in order to implement the strategies within the Fund.</p> <p>The Fund may gain up to 100% of its exposure to the asset classes listed in the paragraphs below by investing in other Funds managed by Allianz Global Investors and its group of companies and other collective investment schemes and/or Exchange Traded Funds managed by third parties. Investments into these asset classes may also be made directly into the underlying securities subject to the percentage limits set out below.</p> <p>The ACD may also invest up to 80% of the Fund's assets (allowing for leverage) into equities, securities equivalent to equities (e.g. American Depositary Receipts, Global Depositary Receipts and P-Notes) worldwide. In addition, index certificates and other certificates on equities, adequately diversified equity baskets and warrants may be acquired. Equities held in the Fund may be in Emerging Market Countries and Non-Developed Countries.</p> <p>The ACD may also invest up to 100% of the Fund's assets (allowing for leverage) to fixed income securities including global sovereign</p>	<p>The level of risk of the Master Fund is expected to be approximately 65% of the volatility of global equities defined as the MSCI World Index GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and this target is not guaranteed.</p> <p>No other investments other than that in the Master Fund will be made, however, the Sub-Fund will hold an appropriate level of cash to allow for the day to day running of the Sub-Fund and payment of expenses due from the Sub-Fund.</p> <p>Derivatives and forward transactions may not be used for investment purposes or for Efficient Portfolio Management by the Sub-Fund directly but may be invested in by the Master Fund.</p> <p>Please be aware that there is no guarantee that capital will be preserved.</p>	<p>securities (i.e. other investments whose value is related to equities such as derivatives), fixed income securities (i.e. bonds issued by corporates and governments) and fixed income-related securities (i.e. other investments whose value is related to debt). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Sub-Fund will invest at least 50% of its assets in units or shares of other collective investment schemes such as UCITS Schemes and/or eligible non-UCITS schemes (including collective investment schemes that are exchange-traded funds) and closed-ended funds constituting transferable securities.</p> <p>The Sub-Fund will be managed such that 40% to 70% of its overall exposure will relate to equity and equity-related securities, with 20% to 50% in fixed income and fixed income-related securities, including up to 10% in high-yielding bonds (being unrated bonds or those rated below investment grade (i.e. below BBB minus or equivalent) by a single external rating agency under normal market conditions).</p> <p>As the Sub-Fund is permitted to use leverage (including derivatives, as described further below) to gain the above exposures, the value of these positions may be greater than the Sub-Fund's net asset value, so are</p>
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bonds which includes agencies and municipalities, global credit including high yield and global foreign exchange currencies.

The ACD may also utilise deposits and money market instruments in the management of the portfolio and their value, together with money market funds, may make up to a maximum of 100% of the Fund's assets.

The ACD may invest up to 10% of the Fund indirectly in commodities, through transferable securities (such as exchange traded commodities ("ETCs")) and/or units in collective investment schemes which give exposure to such materials.

The Fund will use derivative instruments such as but not be limited to futures, options, options on swaps and swap agreements (e.g. interest rate swaps, index swaps, credit default swaps and inflation linked swaps) and currency forward contracts.

#### **Use of Derivatives**

The ACD may make extensive use of derivatives for investment purposes and for efficient portfolio management (including for hedging). The Fund may use derivatives (i) to hedge a currency exposure and/or to take an investment position using a derivative as a substitute for taking a position in the underlying asset where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure ii)

measured as a proportion of the Sub-Fund's overall investment exposure. For the avoidance of doubt, the investment restrictions outlined in the paragraphs below are measured by reference to the Sub-Fund's net asset value, and not the Sub-Fund's overall investment exposure, but remain subject at all times to the investment restrictions outlined in the paragraphs above.

In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may invest up to 40% of its net asset value in other assets such as money market instruments (i.e. debt securities with short term maturities), deposits, cash and cash equivalents (including deposits, treasury bills, certificates of deposit, bankers acceptances and commercial paper). The instruments detailed in this paragraph may also be used to collateralise the Sub-Fund's derivative positions.

The Sub-Fund may also gain exposure to commodities up to 10% of its net asset value, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.

The collective investment schemes in which the Sub-Fund invests may be managed by the sub-investment manager or an associate of the sub-investment manager. By investing in these vehicles, the Sub-Fund may also have some limited exposure to alternative

<p>to hedge an equity exposure and/or to take an investment position in an equity derivative where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure (iii) to tailor the Fund's interest rate exposure to the ACD's outlook for interest rates (iv) to tailor the Fund's inflation rate exposure to the ACD's outlook for inflation rates (v) to tailor the Fund's credit risk exposure to the ACD's outlook for credit spreads and defaults (v) to gain an exposure to the composition and performance of a particular index (provided always that the Fund may not have an indirect exposure through an index to an instrument, issuer or currency to which it cannot have direct exposure).</p>		<p>asset classes, such as (but not limited to) property, private equity and commodities.</p> <p>The Sub-Fund may use derivatives (that is financial instruments whose value derives from and is dependent on another underlying asset) for Efficient Portfolio Management purposes, including hedging. The Sub-Fund may also use derivatives, such as futures and options, for broader investment purposes to help meet its investment objective (including to gain exposure to the asset classes described above), which may increase the volatility and risk profile of the Sub-Fund.</p> <p>Except as outlined above, there are no geographic, industry or sectoral restrictions on the investments of the Sub-Fund.</p>
<p><b>Current Benchmark of the Master UCITS</b></p>	<p><b>Current Benchmark of the Fund</b></p>	<p><b>Proposed Benchmark of the Fund</b></p>
<p>As stated in the investment objective above, the portfolio manager aims to achieve a level of risk for this portfolio equivalent to approximately 65% of the volatility of global equities. The ACD defines the volatility of global equities as the annualised standard deviation of the MSCI World Index Net Total Return GBP, based on the monthly total return data on a rolling five year period. This methodology measures the variability of the index return, compared to its overall average return.</p> <p>As the Fund invests in various global asset classes, the ACD considers the MSCI World</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK Moderate Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multiasset nature and relative risk profile of the Sub-Fund.</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK Moderate Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multi-asset nature and relative risk profile of the Sub-Fund.</p>

<p>Index Net Total Return GBP to be the suitable source of volatility measurement for the Fund by which to monitor the stability of its portfolio. This volatility measurement may be obtained from the ACD on request.</p> <p>As there is no suitable standardised global performance benchmark for risk targeted multi asset investment funds, the ACD would recommend that in order to measure whether or not the Fund has achieved its objective of long term capital growth, Shareholders should measure the absolute performance of the Fund over a rolling five year period.</p>	<p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of asset in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>	<p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of assets in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>
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**True Potential Allianz Cautious**

<b>Current Investment Objective of the Master UCITS</b>	<b>Current Investment Objective of the Fund</b>	<b>Proposed Investment Objective of the Fund</b>
<p>The Allianz RiskMaster Conservative Multi Asset Fund aims to achieve long term capital growth. The level of risk is expected to be approximately 50% of the volatility of global equities defined as the MSCI World Index Net Total Return GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and this target is not guaranteed.</p> <p>It is intended that this Fund will aim to take less risk than the Allianz RiskMaster Moderate</p>	<p>The Sub-Fund has been established as a UK UCITS feeder fund which invests at least 85% of its assets on a permanent basis in the Allianz RiskMaster Conservative Multi Asset Fund (Master Fund), a UK UCITS Sub-Fund of Allianz International Investment Funds.</p>	<p>The investment objective of the Sub-Fund is to achieve capital growth (generated through an increase in the value of the assets held by the Sub-Fund), over rolling 5-year periods (net of fees).</p> <p>Please be aware the Sub-Fund's capital is at risk and there is no guarantee that the Sub-Fund will achieve its investment objective over any particular period or at all.</p>

Multi Asset Fund and Allianz RiskMaster Growth Multi Asset Fund.		
<b>Current Investment Policy of the Master UCITS</b>	<b>Current Investment Policy of the Fund</b>	<b>Proposed Investment Policy of the Fund</b>
<p>The Fund seeks to achieve this objective by (1) maintaining the level of risk stated in the objective and (2) by using a strategic asset allocation model designed by the ACD to deliver an optimised risk and return profile. In addition to this the ACD will tactically manage the asset allocation to enhance the return where appropriate. Over the long-term this is expected to generate capital growth whilst remaining within the anticipated level of risk stated in the objective. The Fund will invest in all permissible asset classes stated below in a globally unconstrained manner in order to implement the strategies within the Fund.</p> <p>The Fund may gain up to 100% of its exposure to the asset classes listed in the paragraphs below by investing in other Funds managed by Allianz Global Investors and its group of companies and other collective investment schemes and/or Exchange Traded Funds managed by third parties. Investments into these asset classes may also be made directly into the underlying securities subject to the percentage limits set out below.</p> <p>The ACD may also invest up to 60% of the Fund's assets (allowing for leverage) into equities, securities equivalent to equities (e.g. American Depositary Receipts, Global</p>	<p>The investment objective of the Sub-Fund is to achieve long term capital growth. The Sub-Fund will invest at least 85% of its assets in the Master Fund, the investment objective of which is to achieve long term capital growth. The level of risk of the Master Fund is expected to be approximately 50% of the volatility of global equities defined as the MSCI World Index GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and the target is not guaranteed.</p> <p>No other investments other than that in the Master Fund will be made, however, the Sub-Fund will hold an appropriate level of cash to allow for the day to day running of the Sub-Fund and payment of expenses due from the Sub-Fund.</p> <p>Derivatives and forward transactions may not be used for investment purposes or for Efficient Portfolio Management by the Sub-Fund directly but may be invested in by the Master Fund.</p> <p>Please be aware that there is no guarantee that capital will be preserved.</p>	<p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy, by investing at least 80% of its overall exposure in a global portfolio of equity securities (i.e. shares), equity-related securities (i.e. other investments whose value is related to equities such as derivatives), fixed income securities (i.e. bonds issued by corporates and governments) and fixed income-related securities (i.e. other investments whose value is related to debt). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Sub-Fund will invest at least 50% of its assets in units or shares of other collective investment schemes such as UCITS Schemes and/or eligible non-UCITS schemes (including collective investment schemes that are exchange-traded funds) and closed-ended funds constituting transferable securities. The Sub-Fund will be managed such that 25% to 55% of its overall exposure will relate to equity and equity-related securities, with 35% to 65% in fixed income and fixed income-related securities, including up to 10% in high-yielding bonds (being unrated bonds or those rated below</p>

<p>Depository Receipts and P-Notes) worldwide. In addition, index certificates and other certificates on equities, adequately diversified equity baskets and warrants may be acquired. Equities held in the Fund may be in Emerging Market Countries and Non-Developed Countries.</p> <p>The ACD may also invest up to 100% of the Fund's assets (allowing for leverage) to fixed income securities including global sovereign bonds which includes agencies and municipalities, global credit including high yield and global foreign exchange currencies.</p> <p>The ACD may also utilise deposits and money market instruments in the management of the portfolio and their value, together with money market funds, may make up to a maximum of 100% of the Fund's assets.</p> <p>The ACD may invest up to 10% of the Fund indirectly in commodities, through transferable securities (such as exchange traded commodities ("ETCs")) and/or units in collective investment schemes which give exposure to such materials.</p> <p>The Fund will use derivative instruments such as but not be limited to futures, options, options on swaps and swap agreements (e.g. interest rate swaps, index swaps, credit default swaps and inflation linked swaps) and currency forward contracts.</p>		<p>investment grade (i.e. below BBB minus or equivalent) by a single external rating agency under normal market conditions).</p> <p>As the Sub-Fund is permitted to use leverage (including derivatives, as described further below) to gain the above exposures, the value of these positions may be greater than the Sub-Fund's net asset value, so are measured as a proportion of the Sub-Fund's overall investment exposure. For the avoidance of doubt, the investment restrictions outlined in the paragraphs below are measured by reference to the Sub-Fund's net asset value, and not the Sub-Fund's overall investment exposure, but remain subject at all times to the investment restrictions outlined in the paragraphs above.</p> <p>In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may invest up to 30% of its net asset value in other assets such as money market instruments (i.e. debt securities with short term maturities), deposits, cash and cash equivalents (including deposits, treasury bills, certificates of deposit, bankers acceptances and commercial paper). The instruments detailed in this paragraph may also be used to collateralise the Sub-Fund's derivative positions.</p> <p>The Sub-Fund may also gain exposure to commodities up to 10% of its net asset value, indirectly through investment in exchange-</p>
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<p><b>Use of Derivatives</b></p> <p>The ACD may make extensive use of derivatives for investment purposes and for efficient portfolio management (including for hedging). The Fund may use derivatives (i) to hedge a currency exposure and/or to take an investment position using a derivative as a substitute for taking a position in the underlying asset where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure ii) to hedge an equity exposure and/or to take an investment position in an equity derivative where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure (iii) to tailor the Fund's interest rate exposure to the ACD's outlook for interest rates (iv) to tailor the Fund's inflation rate exposure to the ACD's outlook for inflation rates (v) to tailor the Fund's credit risk exposure to the ACD's outlook for credit spreads and defaults (v) to gain an exposure to the composition and performance of a particular index (provided always that the Fund may not have an indirect exposure through an index to an instrument, issuer or currency to which it cannot have direct exposure).</p>		<p>traded funds and closed-ended funds constituting transferable securities.</p> <p>The collective investment schemes in which the Sub-Fund invests may be managed by the sub-investment manager or an associate of the sub-investment manager. By investing in these vehicles, the Sub-Fund may also have some limited exposure to alternative asset classes, such as (but not limited to) property, private equity and commodities.</p> <p>The Sub-Fund may use derivatives (that is financial instruments whose value derives from and is dependent on another underlying asset) for Efficient Portfolio Management purposes, including hedging. The Sub-Fund may also use derivatives, such as futures and options, for broader investment purposes to help meet its investment objective (including to gain exposure to the asset classes described above), which may increase the volatility and risk profile of the Sub-Fund.</p> <p>Except as outlined above, there are no geographic, industry or sectoral restrictions on the investments of the Sub-Fund.</p>
<p><b>Current Benchmark of the Master UCITS</b></p>	<p><b>Current Benchmark of the Fund</b></p>	<p><b>Proposed Benchmark of the Fund</b></p>
<p>As stated in the investment objective above, the portfolio manager aims to achieve a level of risk for this portfolio equivalent to approximately 50% of the volatility of global</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar</p>

<p>equities. The ACD defines the volatility of global equities as the annualised standard deviation of the MSCI World Index Net Total Return GBP, based on the monthly total return data on a rolling five year period. This methodology measures the variability of the index return, compared to its overall average return. As the Fund invests in various global asset classes, the ACD considers the MSCI World Index Net Total Return GBP to be the suitable source of volatility measurement for the Fund by which to monitor the stability of its portfolio. This volatility measurement may be obtained from the ACD on request.</p> <p>As there is no suitable standardised global performance benchmark for risk targeted multi asset investment funds, the ACD would recommend that in order to measure whether or not the Fund has achieved its objective of long term capital growth, Shareholders should measure the absolute performance of the Fund over a rolling five year period.</p>	<p>UK Moderately Cautious Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multiasset nature and relative risk profile of the Sub-Fund.</p> <p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of asset in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>	<p>UK Moderately Cautious Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multi-asset nature and relative risk profile of the Sub-Fund.</p> <p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of assets in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>
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**True Potential Allianz Growth**

<b>Current Investment Objective of the Master UCITS</b>	<b>Current Investment Objective of the Fund</b>	<b>Proposed Investment Objective of the Fund</b>
<p>The Allianz RiskMaster Growth Multi Asset Fund aims to achieve long term capital growth. The level of risk is expected to be approximately 80% of the volatility of global</p>	<p>The Sub-Fund has been established as a UK UCITS feeder fund which invests at least 85% of its assets on a permanent basis in the Allianz RiskMaster Growth Multi Asset Fund</p>	<p>The investment objective of the Sub-Fund is to achieve capital growth (generated through an increase in the value of the assets held by</p>

<p>equities defined as the MSCI World Index Net Total Return GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and this target is not guaranteed.</p> <p>It is intended that this Fund will aim to take more risk than the Allianz RiskMaster Conservative Multi Asset Fund and Allianz RiskMaster Moderate Multi Asset Fund.</p>	<p>(Master Fund), a UK UCITS Sub-Fund of Allianz International Investment Funds.</p>	<p>the Sub-Fund), over rolling 5-year periods (net of fees).</p> <p>Please be aware the Sub-Fund's capital is at risk and there is no guarantee that the Sub-Fund will achieve its investment objective over any particular period or at all.</p>
<p><b>Current Investment Policy of the Master UCITS</b></p>	<p><b>Current Investment Policy of the Fund</b></p>	<p><b>Proposed Investment Policy of the Fund</b></p>
<p>The Fund seeks to achieve this objective by (1) maintaining the level of risk stated in the objective and (2) by using a strategic asset allocation model designed by the ACD to deliver an optimised risk and return profile. In addition to this the ACD will tactically manage the asset allocation to enhance the return where appropriate. Over the long-term this is expected to generate capital growth whilst remaining within the anticipated level of risk stated in the objective. The Fund will invest in all permissible asset classes stated below in a globally unconstrained manner in order to implement the strategies within the Fund.</p> <p>The Fund may gain up to 100% of its exposure to the asset classes listed in the paragraphs below by investing in other Funds managed by Allianz Global Investors and its group of companies and other collective investment schemes and/or Exchange Traded Funds managed by third parties. Investments into</p>	<p>The investment objective of the Sub-Fund is to achieve long term capital growth. The Sub-Fund will invest at least 85% of its assets in the Master Fund, the investment objective of which is to achieve long term capital growth. The level of risk is expected to be approximately 80% of the volatility of global equities defined as the MSCI World Index GBP, based on monthly data over a rolling five year period. This volatility level may fluctuate in the short term, and this target is not guaranteed.</p> <p>No other investments other than that in the Master Fund will be made, however, the Sub-Fund will hold an appropriate level of cash to allow for the day to day running of the Sub-Fund and payment of expenses due from the Sub-Fund.</p> <p>Derivatives and forward transactions may not be used for investment purposes or for</p>	<p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy, by investing at least 80% of its overall exposure in a global portfolio of equity securities (i.e. shares), equity-related securities (i.e. other investments whose value is related to equities such as derivatives), fixed income securities (i.e. bonds issued by corporates and governments) and fixed income-related securities (i.e. other investments whose value is related to debt). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Sub-Fund will invest at least 50% of its assets in units or shares of other collective investment schemes such as UCITS Schemes and/or eligible non-UCITS schemes (including collective investment schemes that are exchange-traded funds) and closed-ended funds constituting transferable securities.</p>

<p>these asset classes may also be made directly into the underlying securities subject to the percentage limits set out below.</p> <p>The ACD may also invest up to 100% of the Fund's assets (allowing for leverage) into equities, securities equivalent to equities (e.g. American Depositary Receipts, Global Depositary Receipts and P-Notes) worldwide. In addition, index certificates and other certificates on equities, adequately diversified equity baskets and warrants may be acquired. Equities held in the Fund may be in Emerging Market Countries and Non-Developed Countries.</p> <p>The ACD may also invest up to 100% of the Fund's assets (allowing for leverage) to fixed income securities including global sovereign bonds which includes agencies and municipalities, global credit including high yield and global foreign exchange currencies.</p> <p>The ACD may also utilise deposits and money market instruments in the management of the portfolio and their value, together with money market funds, may make up to a maximum of 100% of the Fund's assets.</p> <p>The ACD may invest up to 10% of the Fund indirectly in commodities, through transferable securities (such as exchange traded commodities ("ETCs")) and/or units in collective investment schemes which give exposure to such materials.</p>	<p>Efficient Portfolio Management by the Sub-Fund directly but may be invested in by the Master Fund.</p> <p>Please be aware that there is no guarantee that capital will be preserved.</p>	<p>The Sub-Fund will be managed such that 60% to 90% of its overall exposure will relate to equity and equity-related securities, with 5% to 35% in fixed income and fixed income-related securities, including up to 10% in high-yielding bonds (being unrated bonds or those rated below investment grade (i.e. below BBB minus or equivalent) by a single external rating agency under normal market conditions).</p> <p>As the Sub-Fund is permitted to use leverage (including derivatives, as described further below) to gain the above exposures, the value of these positions may be greater than the Sub-Fund's net asset value, so are measured as a proportion of the Sub-Fund's overall investment exposure. For the avoidance of doubt, the investment restrictions outlined in the paragraphs below are measured by reference to the Sub-Fund's net asset value, and not the Sub-Fund's overall investment exposure, but remain subject at all times to the investment restrictions outlined in the paragraphs above.</p> <p>In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may invest up to 50% of its net asset value in other assets such as money market instruments (i.e. debt securities with short term maturities), deposits, cash and cash equivalents (including deposits, treasury bills, certificates of deposit, bankers acceptances and commercial paper). The instruments detailed in this paragraph may also be used to collateralise the Sub-Fund's derivative positions.</p>
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The Fund will use derivative instruments such as but not be limited to futures, options, options on swaps and swap agreements (e.g. interest rate swaps, index swaps, credit default swaps and inflation linked swaps) and currency forward contracts.

### **Use of Derivatives**

The ACD may make extensive use of derivatives for investment purposes and for efficient portfolio management (including for hedging). The Fund may use derivatives (i) to hedge a currency exposure and/or to take an investment position using a derivative as a substitute for taking a position in the underlying asset where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure (ii) to hedge an equity exposure and/or to take an investment position in an equity derivative where the ACD believes that a derivative exposure to the underlying asset represents better value than direct (physical) exposure (iii) to tailor the Fund's interest rate exposure to the ACD's outlook for interest rates (iv) to tailor the Fund's inflation rate exposure to the ACD's outlook for inflation rates (v) to tailor the Fund's credit risk exposure to the ACD's outlook for credit spreads and defaults (v) to gain an exposure to the composition and performance of a particular index (provided always that the Fund may not have an indirect exposure through an index to an instrument, issuer or

The Sub-Fund may also gain exposure to commodities up to 10% of its net asset value, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.

The collective investment schemes in which the Sub-Fund invests may be managed by the sub-investment manager or an associate of the sub-investment manager. By investing in these vehicles, the Sub-Fund may also have some limited exposure to alternative asset classes, such as (but not limited to) property, private equity and commodities.

The Sub-Fund may use derivatives (that is financial instruments whose value derives from and is dependent on another underlying asset) for Efficient Portfolio Management purposes, including hedging. The Sub-Fund may also use derivatives, such as futures and options, for broader investment purposes to help meet its investment objective (including to gain exposure to the asset classes described above), which may increase the volatility and risk profile of the Sub-Fund.

Except as outlined above, there are no geographic, industry or sectoral restrictions on the investments of the Sub-Fund.

<p>currency to which it cannot have direct exposure).</p>		
<p><b>Current Benchmark of the Master UCITS</b></p>	<p><b>Current Benchmark of the Fund</b></p>	<p><b>Proposed Benchmark of the Fund</b></p>
<p>As stated in the investment objective above, the portfolio manager aims to achieve a level of risk for this portfolio equivalent to approximately 80% of the volatility of global equities. The ACD defines the volatility of global equities as the annualised standard deviation of the MSCI World Index Net Total Return GBP, based on the monthly total return data on a rolling five year period. This methodology measures the variability of the index return, compared to its overall average return.</p> <p>As the Fund invests in various global asset classes, the ACD considers the MSCI World Index Net Total Return GBP to be the suitable source of volatility measurement for the Fund by which to monitor the stability of its portfolio. This volatility measurement may be obtained from the ACD on request.</p> <p>As there is no suitable standardised global performance benchmark for risk targeted multi asset investment funds, the ACD would recommend that in order to measure whether or not the Fund has achieved its objective of long term capital growth, Shareholders should measure the absolute performance of the Fund over a rolling five year period.</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK Moderately Adventurous Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multiasset nature and relative risk profile of the Sub-Fund.</p> <p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of asset in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>	<p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK Moderately Adventurous Target Allocation Index (as a comparator benchmark).</p> <p>The benchmark may be used as a guide to compare and assess the performance of the Sub-Fund. Our aim is to help you monitor how your investment is performing.</p> <p>The Manager believes this is an appropriate comparator benchmark, given the multi-asset nature and relative risk profile of the Sub-Fund.</p> <p>The Sub-Fund does not use the benchmark as a target, nor is the Sub-Fund constrained by it. The mix of assets in the Sub-Fund may vary from those of the benchmark (and its constituents). Accordingly, it should be used for reference purposes only.</p>

## **APPENDIX 2: CONSENTS AND CLEARANCES, ETC**

### **1. The ACD**

The ACD confirms that in its opinion, if the Proposal is implemented, it is not likely to result in any material prejudice to the Shareholder.

### **2. The Depositary**

The Depositary has confirmed that, while making no recommendation or offering any opinion on the merits of the Proposal, as such, which are matters for the judgement of the Shareholder, it consents to the references to it in this document in the form and context in which they appear.

### **3. FCA Consent**

Notice has been given to the Financial Conduct Authority (FCA) under Regulation 21 and Regulation 22A of the OEIC Regulations of the Proposal. The FCA has confirmed by a letter dated 15 April 2025, that implementation of the Proposal will not affect the authorisation of the TP OEIC 3 as an open ended investment company under the OEIC Regulations.

### **4. Shareholder Resolutions**

Appendix 3 sets out the Shareholder Resolutions by which the Shareholder, if deemed appropriate, will approve the Proposal and authorises and instructs the ACD and the Depositary to implement the Proposal with respect to the Funds.

### **5. Documents available for inspection**

Copies of the following documents are available for inspection during usual business hours on any Business Day at Newburn House Gateway West, Newburn Riverside, Newcastle Upon Tyne, NE15 8NX:

- the Prospectus of TP OEIC 3;
- the Instrument of TP OEIC 3;
- the KIIDs of each Class of each Fund;
- the letter from the FCA referred to above; and
- the most recent annual and semi-annual report of the TP OEIC 3.

Copies the Prospectus of TP OEIC 3 are also available online at [www.truepotential.co.uk](http://www.truepotential.co.uk).

## APPENDIX 3: SHAREHOLDER RESOLUTION

### True Potential Allianz Balanced, a sub-fund of True Potential OEIC 3 (the “OEIC”)

#### Written Resolution

Pursuant to COLL 4.4.7R (3), True Potential Administration LLP, as the authorised corporate director of the OEIC (“**ACD**”), proposes that the following resolution is passed and we, True Potential Nominee Limited, being the sole shareholder of the OEIC and of True Potential Allianz Balanced, a sub-fund of the OEIC, who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree to the passing of the following resolution (which would otherwise be required to be passed as an extraordinary resolution at a meeting) by way of written resolution (the “**Resolution**”):

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#### RESOLUTION:

**THAT** the: (i) conversion of the True Potential Allianz Balanced (the “**Fund**”), a sub-fund of the OEIC, from a feeder UCITS to a standalone UCITS sub-fund; and (ii) the changes to the investment objectives and policies of the Fund, the details of which are set out in the document dated 23 April 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund (the “**Changes**”), be and is hereby approved and adopted and accordingly that True Potential Administration LLP (as authorised corporate director) and Northern Trust Investor Services Limited (as depositary) be and are hereby authorised to implement and give effect to the Changes in accordance with its terms.

#### AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, the sole shareholder of the Fund entitled to vote on the above resolutions on \_\_\_\_\_ 2025 hereby irrevocably agrees to the Resolution.

.....  
For and on behalf of True Potential Nominee Limited

#### NOTES:

(1) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the ACD.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply and the Resolution will lapse.

- (2) Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- (3) Unless by 2 June 2025, agreement has been received for this Resolution, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the ACD before or on this date.

**True Potential Allianz Cautious, a sub-fund of True Potential OEIC 3 (the “OEIC”)**

**Written Resolution**

Pursuant to COLL 4.4.7R (3), True Potential Administration LLP, as the authorised corporate director of the OEIC (“**ACD**”), proposes that the following resolution is passed and we, True Potential Nominee Limited, being the sole shareholder of the OEIC and of True Potential Allianz Cautious, a sub-fund of the OEIC, who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree to the passing of the following resolution (which would otherwise be required to be passed as an extraordinary resolution at a meeting) by way of written resolution (the “**Resolution**”):

---

**RESOLUTION:**

**THAT** the: (i) conversion of the True Potential Allianz Cautious (the “**Fund**”), a sub-fund of the OEIC, from a feeder UCITS to a standalone UCITS sub-fund; and (ii) the changes to the investment objectives and policies of the Fund, the details of which are set out in the document dated 23 April 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund (the “**Changes**”), be and is hereby approved and adopted and accordingly that True Potential Administration LLP (as authorised corporate director) and Northern Trust Investor Services Limited (as depositary) be and are hereby authorised to implement and give effect to the Changes in accordance with its terms.

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, the sole shareholder of the Fund entitled to vote on the above resolutions on \_\_\_\_\_ 2025 hereby irrevocably agrees to the Resolution.

.....  
For and on behalf of True Potential Nominee Limited

**NOTES:**

(1) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the ACD.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply and the Resolution will lapse.

(2) Once you have indicated your agreement to the Resolution you may not revoke your agreement.

- (3) Unless by 2 June 2025, agreement has been received for this Resolution, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the ACD before or on this date.

**True Potential Allianz Growth, a sub-fund of True Potential OEIC 3 (the “OEIC”)**

**Written Resolution**

Pursuant to COLL 4.4.7R (3), True Potential Administration LLP, as the authorised corporate director of the OEIC (“**ACD**”), proposes that the following resolution is passed and we, True Potential Nominee Limited, being the sole shareholder of the OEIC and of True Potential Allianz Growth, a sub-fund of the OEIC, who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree to the passing of the following resolution (which would otherwise be required to be passed as an extraordinary resolution at a meeting) by way of written resolution (the “**Resolution**”):

---

**RESOLUTION:**

**THAT** the: (i) conversion of the True Potential Allianz Growth (the “**Fund**”), a sub-fund of the OEIC, from a feeder UCITS to a standalone UCITS sub-fund; and (ii) the changes to the investment objectives and policies of the Fund, the details of which are set out in the document dated 23 April 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund (the “**Changes**”), be and is hereby approved and adopted and accordingly that True Potential Administration LLP (as authorised corporate director) and Northern Trust Investor Services Limited (as depositary) be and are hereby authorised to implement and give effect to the Changes in accordance with its terms.

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, the sole shareholder of the Fund entitled to vote on the above resolutions on \_\_\_\_\_ 2025 hereby irrevocably agrees to the Resolution.

.....  
For and on behalf of True Potential Nominee Limited

**NOTES:**

(1) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the ACD.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply and the Resolution will lapse.

(2) Once you have indicated your agreement to the Resolution you may not revoke your agreement.

- (3) Unless by 2 June 2025, agreement has been received for this Resolution, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the ACD before or on this date.