
TRUE POTENTIAL ADMINISTRATION LLP

PROPOSAL FOR CERTAIN CHANGES TO

True Potential Growth-Aligned Aggressive (ISIN: GB00BF5H7J87)

True Potential Growth-Aligned Balanced (ISIN: GB00BD6DNG07)

True Potential Growth-Aligned Cautious (ISIN: GB00BD6DNL59)

True Potential Growth-Aligned Defensive (ISIN: GB00BD6DNQ05)

True Potential Growth-Aligned Growth (ISIN: GB00BD6DNV57)

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

29 December 2025

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GLOSSARY OF TERMS USED IN THIS DOCUMENT

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| ACD | True Potential Administration LLP as the authorised corporate director of TP OEIC 3; |
| Amundi | Amundi (UK) Limited as proposed sub-investment manager of the Funds and/or its delegate Amundi Ireland Limited, as the context dictates; |
| Annual Management Charge or AMC | 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; |
| Business Day | 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; |
| Circular | this document and each of the Appendices; |
| Dealing Day | a day on which shares are available for subscription and/or redemption in of TP OEIC 3; |
| Depository | Northern Trust Investor Services Limited as the depositary of TP OEIC 3; |
| ETFs or Exchange Traded Funds | refers to pooled investment vehicles that are traded on public stock exchanges and are designed to track the performance of a specified index, sector, commodity, or asset class. ETFs may be passively or actively managed and are subject to market fluctuations, management fees, and applicable oversight; |
| FCA | 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; |
| FCA Handbook | the handbook of rules and guidance issued by the FCA, as amended from time to time; |
| FCA Rules | as the context so requires, the Collective Investment Schemes Sourcebook (or “ COLL ”) which forms part of the FCA Handbook; |
| Fund | refers to each of the True Potential Growth-Aligned sub-funds of TP OEIC 3: True Potential Growth-Aligned Aggressive, True Potential Growth-Aligned Balanced, True Potential Growth-Aligned Cautious, True Potential Growth-Aligned Defensive and True Potential Growth-Aligned Growth; |
| Instrument | the instrument of incorporation of TP OEIC 3; |
| Investor(s) | the clients of True Potential Investment LLP on whose behalf Shares in the Funds are held by the Shareholder; |
| Investment Manager | True Potential Investments LLP as investment manager of the Funds; |
| KIID | 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; |
| OEIC Regulations | the Open-Ended Investment Company Regulations 2001, as amended from time to time; |
| Ongoing Charges Figure or OCF | 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; |

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| Proposal | the proposal outlined in this document, including, without limitation, the amendments to the Funds' investment policies and objectives, the AMC changes, and the appointment of Amundi as described herein; |
| Prospectus | the prospectus of TP OEIC 3; |
| Redemption Deadline | 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); |
| Shareholder Resolutions | 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; |
| Shareholder | True Potential Nominee Limited, as the sole shareholder in the Funds, and a nominee company controlled by True Potential Investments LLP; |
| Shares | in respect of the Funds, a share of the relevant Class and type; |
| Sub-Investment Manager | means Amundi, as the proposed sub-investment manager (or its delegate, as the case may be) of the Funds following implementation of the Proposal; |
| TP OEIC 3 | 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; |
| UK | England and Wales, Scotland and Northern Ireland (but not the Channel Islands or the Isle of Man); and |
| UK UCITS | 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

23 December 2025 FCA confirmation received that the Proposal will not affect the ongoing authorisation of TP OEIC 3.

29 December 2025 Documentation posted to the Shareholder.

Shareholder Resolution

30 January 2026 Deadline for the Shareholder to approve the Shareholder Resolutions to allow the Proposal to proceed in accordance with the timeframe set out below.

If the Proposal is approved by the Shareholder:

Implementation

3 p.m. (UK time) on 13 February 2026 Last full Dealing Day for the Funds before the implementation of the Proposal

Post-Implementation

16 February 2026 Effective Date for the changes described in this circular

3 p.m. (UK time) on 16 February 2026 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

29 December 2025

Dear Shareholder

Proposal for changes to the True Potential Growth-Aligned Aggressive Fund, True Potential Growth-Aligned Balanced Fund, True Potential Growth-Aligned Cautious Fund, True Potential Growth-Aligned Defensive Fund, True Potential Growth-Aligned Growth Fund (the “Funds”)

We are writing to True Potential Nominee Limited as the Shareholder in the Funds to inform you of our proposal to change the investment objective and policy of the Funds, as well as the AMC applied to True Potential Growth-Aligned Balanced, True Potential Growth-Aligned Growth and True Potential Growth-Aligned Aggressive. 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 Proposal will be implemented with effect from 16 February 2026. Unless all Shareholder Resolutions are approved, the Proposal will not 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

The ACD is proposing to: (i) make certain changes to investment objective and policies of the Funds; (ii) consent to the appointment by the Investment Manager of Amundi as sub-investment manager of the Funds (each as detailed in this paragraph 1); and (iii) make changes to the AMC applied to certain Funds (as detailed in paragraph 2 below).

The ACD is proposing to make the following changes to investment objective and policies of the Funds:

- (i) to change the investment objective of True Potential Growth-Aligned Defensive and True Potential Growth-Aligned Cautious to reflect that they will seek to achieve capital growth over rolling 5-year periods (net of fees), rather than over the “medium to long term”, which is currently defined as “3 years or longer”. This change is intended for consistency with the minimum recommended holding period of 5 years which the ACD

maintains across its fund range and does not reflect any change to the strategy of these Funds;

- (ii) to change the investment objective of True Potential Growth-Aligned Aggressive, True Potential Growth-Aligned Balanced and True Potential Growth-Aligned Growth to reflect that each Fund's capital growth objective is intended to be achieved over rolling 5-year periods (net of fees), rather than over the "long term", which is currently defined as "5 years or longer". This change is intended to provide additional certainty to investors as to the time period over which the ACD seeks to achieve the Fund's investment objective;
- (iii) to make updates to the investment objective of all Funds to clarify that each Fund's capital growth objective is intended to be achieved through the increase in value of the assets held by the Fund net of fees, with this additional disclosure being intended to provide further detail for investor understanding;
- (iv) to make updates to the investment objective of all Funds to clarify that the capital of each Fund is at risk and there is no guarantee that the Fund will achieve its investment objective over any particular period, with this change being made for consistency with the investment objectives of other funds managed by the ACD; and
- (v) to 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:
 - i. the provision of more granular breakdowns of the types of assets each Fund invests in, specifically the removal of "higher risk" and "lower risk" classifications and 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;
 - ii. changes to clarify the portion of assets of each Fund which will be held indirectly by stating that each Fund will invest at least 75% of its assets in units or shares of other collective investment schemes;
 - iii. changes to clarify the portion of assets of each Fund which will be held in index-tracking strategies by stating that the Investment Manager expects to allocate between 75%-85% of each Fund's net assets to index-tracking strategies, either through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices or directly by investing in the constituents of such indices. Each Fund currently has an index-tracking allocation of approximately 85% but, following the appointment of Amundi (as described further below), it is proposed this index-tracking allocation will reduce to approximately 80% and the allocation to external actively managed strategies (i.e. where an investment manager uses its expertise to pick investments to achieve the fund's objectives) will increase to 20%. Please note that, following the implementation of the Proposal, the Investment Manager will remain appointed as each Fund's investment manager and will remain the sole investment manager appointed to actively manage each Fund. As described further below, it is proposed that the Investment Manager will appoint Amundi as sub-investment manager to implement the index-tracking allocation of each Fund; and

- iv. more generally, changes to clarify the asset descriptions for investor understanding purposes, and to bring the drafting more in line with other funds in the ACD's range.

The proposed revised investment objective and policy of each Fund is set out in Appendix 1.

Furthermore, True Potential Investments LLP (as Investment Manager of the Funds) has informed the ACD that it intends to appoint Amundi (UK) Limited as Sub-Investment Manager of the portion of each Fund's portfolio that is exposed to index-tracking strategies. If the Shareholder Resolution is passed, the ACD intends to consent to this appointment. The Investment Manager has engaged with a number of providers and has selected Amundi on the basis that it considers Amundi well placed to implement the Fund's exposure to index-tracking strategies. We will remain as ACD and True Potential Investments LLP will remain appointed as investment manager. Amundi (UK) Limited will sub-delegate investment management activities of the Funds to Amundi Ireland Limited based on the location of their portfolio managers.

We set out further detail regarding the implementation costs and impact on the AMC in connection with the appointment of Amundi in paragraph 2 below.

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. 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).

In connection with the appointment of Amundi, approximately 85% of each Fund's portfolio will undergo a transition. The transaction costs associated with these changes will be borne by each Fund. Such transaction costs will vary depending on market conditions but are currently not expected to exceed 16.2bps of each Fund's net asset value based on current cost estimates under the current market environment.

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

As mentioned above, approximately 85% of each Fund is exposed to index-tracking strategies and, if the Proposal is implemented, this will decrease to approximately 80%, such that 20% of each Fund's portfolio will be exposed to active strategies. Whilst, generally, the costs of accessing active strategies are higher, the implementation of the Proposal (including the appointment of Amundi) means that the ACD is able to implement this change without increasing the ongoing costs paid by Investors through the OCF.

AMC

The ACD is proposing to increase the AMC applied to the single available share class (Class A) in True Potential Growth-Aligned Balanced, True Potential Growth-Aligned Growth and True Potential Growth-Aligned Aggressive to 44bps (which aligns with the current AMC rate for the equivalent classes in True Potential Growth-Aligned Defensive and True Potential Growth-Aligned Cautious).

The ACD charges a single “all in” AMC out of which it pays the fees of the ACD, the Investment Manager, the Depositary and the Administrator, as well as certain other charges and expenses set out in section 32 of the Prospectus.

With effect from 1 October 2024, the ACD implemented reductions to the AMCs applied to the Funds (as detailed further in the ACD’s 2024 Assessment of Value report available on its website: www.truepotential.co.uk). These reductions required the ACD to subsidise certain costs incurred by the Funds. However, the implementation of the Proposal will allow the ACD to unwind some of the subsidies it currently has in place and standardise the AMC charged to each Fund, without any impact on the OCF.

The tables below set out the current and proposed position regarding the AMC and OCF for each of the Funds:

| Fund | Current AMC | New AMC | Current OCF | New OCF |
|--|-------------|-------------------|-------------|---------|
| True Potential Growth-Aligned Aggressive | 0.38% | 0.44% | 0.54% | 0.54% |
| True Potential Growth-Aligned Balanced | 0.41% | 0.44% | 0.54% | 0.54% |
| True Potential Growth-Aligned Cautious | 0.44% | 0.44% (no change) | 0.54% | 0.54% |
| True Potential Growth-Aligned Defensive | 0.44% | 0.44% (no change) | 0.54% | 0.54% |
| True Potential Growth-Aligned Growth | 0.40% | 0.44% | 0.54% | 0.54% |

3. Implementation of the Proposal

If the Proposal is approved by the Shareholder, dealings in Shares of the Funds under their current investment objectives and policies will cease immediately at 3 p.m. (UK time) on 13 February 2026 and the changes to the Funds will be implemented on 16 February 2026.

Following the implementation of the Proposal, the ACD expects that dealing in the Shares shall commence under their new investment objectives and policies on 16 February 2026 (being the next available Dealing Day). 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.

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. Investors should be made aware that any redemption of their interests in the Fund(s) or a switch into a different fund by Investors may also have tax consequences.

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 3 p.m. (UK time) on 13 February 2026.

4. 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.

5. 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 30 January 2026 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



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.

True Potential Growth-Aligned Aggressive

| Current Investment Objective of the Fund | Proposed Investment Objective of the Fund |
|---|---|
| <p>The investment objective of the Sub-Fund is to achieve capital growth over the long term (5 years or longer).</p> <p>Please be aware that there is no guarantee that capital will be preserved.</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> |
| Current Investment Policy of the Fund | Proposed Investment Policy of the Fund |
| <p>The investment manager will seek to diversify the Sub-Fund's exposures across asset classes and vary exposures to reflect the aggressive nature of the fund. The Sub-Fund will be invested in a range of higher and lower risk assets. Exposure to higher risk assets is expected to lie in range between 60% and 100% of assets.</p> <p>Lower risk assets include domestic and international government and corporate bonds, money market instruments and cash or near cash instruments. Exposure to lower risk assets may be achieved directly, through investment in bonds and money market</p> | <p>The Sub-Fund seeks to achieve its objective through the active management of a strategy focused on the following asset classes. The Sub-Fund will be managed such that 80% to 100% of its overall exposure will relate to equity securities (i.e. shares) and equity-related securities (i.e. other investments whose value is related to equities such as derivatives), with up to 20% in 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), including up to 20% 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). Investments may be made anywhere in the world</p> |

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| <p>instruments, or indirectly, through eligible collective investment schemes.</p> <p>Higher risk assets include domestic and international equities, property, commodities and absolute return strategies. Exposure to these higher risk assets will be achieved indirectly through collective investment schemes, listed securities or directly through equities as applicable.</p> <p>The Sub-Fund may also invest in liquid investments, such as money market instruments, deposits, cash or near cash instruments and government issued debt securities, to keep the total market exposure consistent with the risk profile of the fund.</p> <p>The Sub-Fund may also use spot and forward foreign exchange instruments to manage currency exposure.</p> <p>There are no geographical restrictions on the countries of investment.</p> <p>Derivatives may be used for Efficient Portfolio Management only.</p> | <p>including developed markets, non-developed markets or emerging market countries.</p> <p>The Investment Manager expects to allocate between 75%-85% of the net asset value of the Fund to index-tracking strategies indirectly through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices across a range of asset classes (as detailed further below). To gain exposure to sovereign bond indices, the Investment Manager may also invest directly in such securities (rather than through another collective investment scheme) where this is considered more cost-effective.</p> <p>In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may also invest up to 10% 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 (as detailed below).</p> <p>The Sub-Fund may also gain exposure up to 20% of its net asset value to commodities, property and alternatives, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.</p> <p>To gain exposure to the above asset classes, the Sub-Fund will invest at least 75% 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. At least 50% of the collective investment schemes in which the Fund invests will be managed by the Sub-</p> |
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| | <p>Investment Manager or an affiliate. The Fund may also invest in schemes managed by the ACD, the Investment Manager, or an affiliate.</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 the use of forward foreign exchange instruments with the aim of limiting the effect that price changes in currency have on the Sub-Fund.</p> |
| <p>Benchmark of the Fund</p> | |
| | <p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK 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 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> |

True Potential Growth-Aligned Balanced

| Current Investment Objective of the Fund | Proposed Investment Objective of the Fund |
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| <p>The investment objective of the Sub-Fund is to achieve capital growth over the long term (5 years or longer).</p> <p>Please be aware that there is no guarantee that capital will be preserved.</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> |
| Current Investment Policy of the Fund | Proposed Investment Policy of the Fund |
| <p>The investment manager will seek to diversify the Sub-Fund's exposures across asset classes to reflect the Balanced nature of the fund. The Sub-Fund will be invested in a range of higher and lower risk assets. Exposure to higher risk assets is expected to lie in a range between 40.0% and 80.0% of assets.</p> <p>Lower risk assets include domestic and international government and corporate bonds, money market instruments and cash or near cash instruments. Exposure to lower risk assets may be achieved directly, through investment in bonds and money market instruments, or indirectly, through eligible collective investment schemes.</p> <p>Higher risk assets include domestic and international equities, property, commodities and absolute return strategies. Exposure to these higher risk assets will be achieved indirectly through collective investment schemes, listed securities or directly through equities as applicable.</p> | <p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy. The Sub-Fund will be managed such that 40% to 80% of its overall exposure will relate to equity securities (i.e. shares) and equity-related securities (i.e. other investments whose value is related to equities such as derivatives), with 15% to 55% in 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), including up to 20% 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). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Investment Manager expects to allocate between 75%-85% of the net asset value of the Fund to index-tracking strategies indirectly through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices across a range of asset classes (as detailed further below). To gain exposure to</p> |

The Sub-Fund may also invest in liquid investments, such as money market instruments, deposits, cash or near cash instruments and government issued debt securities, to keep the total market exposure consistent with the risk profile of the fund.

The Sub-Fund may also use spot and forward foreign exchange instruments to manage currency exposure.

There are no geographical restrictions on the countries of investment.

Derivatives may be used for Efficient Portfolio Management only.

sovereign bond indices, the Investment Manager may also invest directly in such securities (rather than through another collective investment scheme) where this is considered more cost-effective.

In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may also invest up to 20% 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 (as detailed below).

The Sub-Fund may also gain exposure up to 20% of its net asset value to commodities, property and alternatives, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.

To gain exposure to the above asset classes, the Sub-Fund will invest at least 75% 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. At least 50% of the collective investment schemes in which the Fund invests will be managed by the Sub-Investment Manager or an affiliate. The Fund may also invest in schemes managed by the ACD, the Investment Manager, or an affiliate.

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 the use of forward foreign exchange instruments with

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| | the aim of limiting the effect that price changes in currency have on the Sub-Fund. |
| Benchmark of the Fund | |
| <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>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> | |

True Potential Growth-Aligned Cautious

| Current Investment Objective of the Fund | Proposed Investment Objective of the Fund |
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| <p>The investment objective of the Sub-Fund is to achieve capital growth over the medium to long term (3 years or longer).</p> <p>Please be aware that there is no guarantee that capital will be preserved.</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> |
| Current Investment Policy of the Fund | Proposed Investment Policy of the Fund |

The investment manager will seek to diversify the Sub-Fund's exposures across asset classes to reflect the Cautious nature of the fund. The Sub-Fund will be invested in a range of higher and lower risk assets. Exposure to higher risk assets is expected to lie in a range between 25.0% and 60.0% of assets.

Lower risk assets include domestic and international government and corporate bonds, money market instruments and cash or near cash instruments. Exposure to lower risk assets may be achieved directly, through investment in bonds and money market instruments, or indirectly, through eligible collective investment schemes.

Higher risk assets include domestic and international equities, property, commodities and absolute return strategies. Exposure to these higher risk assets will be achieved indirectly through collective investment schemes, listed securities or directly through equities where applicable.

The Sub-Fund may also invest in liquid investments, such as money market instruments, deposits, cash or near cash instruments and government issued debt securities, to keep the total market exposure consistent with the risk profile of the fund.

The Sub-Fund may also use spot and forward foreign exchange instruments to manage currency exposure.

There are no geographical restrictions on the countries of investment.

Derivatives may be used for Efficient Portfolio Management only.

The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy. The Sub-Fund will be managed such that 20% to 60% of its overall exposure will relate to equity securities (i.e. shares) and equity-related securities (i.e. other investments whose value is related to equities such as derivatives), with 30% to 70% in 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), including up to 20% 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). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.

The Investment Manager expects to allocate between 75%-85% of the net asset value of the Fund to index-tracking strategies indirectly through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices across a range of asset classes (as detailed further below). To gain exposure to sovereign bond indices, the Investment Manager may also invest directly in such securities (rather than through another collective investment scheme) where this is considered more cost-effective.

In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may also invest up to 20% 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 (as detailed below).

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| | <p>The Sub-Fund may also gain exposure up to 20% of its net asset value to commodities, property and alternatives, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.</p> <p>To gain exposure to the above asset classes, the Sub-Fund will invest at least 75% 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. At least 50% of the collective investment schemes in which the Fund invests will be managed by the Sub-Investment Manager or an affiliate. The Fund may also invest in schemes managed by the ACD, the Investment Manager, or an affiliate.</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 the use forward foreign exchange instruments with the aim of limiting the effect that price changes in currency have on the Sub-Fund.</p> |
| Benchmark of the Fund | |

The Sub-Fund's performance can be assessed by comparison to the Morningstar UK Moderately Cautious Target Allocation Index (as a comparator benchmark).

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.

The Manager believes this is an appropriate comparator benchmark, given the multi-asset nature and relative risk profile of the Sub-Fund.

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

True Potential Growth-Aligned Defensive

| Current Investment Objective of the Fund | Proposed Investment Objective of the Fund |
|--|--|
| <p>The investment objective of the Sub-Fund is to achieve capital growth over the medium to long term (3 years or longer).</p> <p>Please be aware that there is no guarantee that capital will be preserved.</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> |
| Current Investment Policy of the Fund | Proposed Investment Policy of the Fund |
| <p>The investment manager will seek to diversify the Sub-Fund's exposures across asset classes to reflect the Defensive nature of the fund. The Sub-Fund will be invested in a range of higher and</p> | <p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy. The Sub-Fund will be managed such that up to 40% of its overall exposure will relate to equity securities (i.e. shares) and equity-related securities (i.e. other investments whose</p> |

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| <p>lower risk assets. Exposure to higher risk assets is expected to lie in a range between 10.0% and 40.0% of assets.</p> <p>Lower risk assets include domestic and international government and corporate bonds, money market instruments and cash or near cash instruments. Exposure to lower risk assets may be achieved directly, through investment in bonds and money market instruments, or indirectly, through collective investment schemes.</p> <p>Higher risk assets include domestic and international equities, property, commodities and absolute return strategies. Exposure to these higher risk assets will be achieved indirectly through collective investment schemes, listed securities or directly through equities where applicable.</p> <p>The Sub-Fund may also invest in liquid investments, such as money market instruments, deposits, cash or near cash instruments and government issued debt securities, to keep the total market exposure consistent with the risk profile of the fund.</p> <p>The Sub-Fund may also use spot and forward foreign exchange instruments to manage currency exposure.</p> <p>There are no geographical restrictions on the countries of investment.</p> <p>Derivatives may be used for Efficient Portfolio Management only.</p> | <p>value is related to equities such as derivatives), with 40% to 80% in 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), including up to 20% 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). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Investment Manager expects to allocate between 75%-85% of the net asset value of the Fund to index-tracking strategies indirectly through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices across a range of asset classes (as detailed further below). To gain exposure to sovereign bond indices, the Investment Manager may also invest directly in such securities (rather than through another collective investment scheme) where this is considered more cost-effective.</p> <p>In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may also 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 (as detailed below).</p> <p>The Sub-Fund may also gain exposure up to 20% of its net asset value to commodities, property and alternatives, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.</p> |
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| | <p>To gain exposure to the above asset classes, the Sub-Fund will invest at least 75% 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. At least 50% of the collective investment schemes in which the Fund invests will be managed by the Sub-Investment Manager or an affiliate. The Fund may also invest in schemes managed by the ACD, the Investment Manager, or an affiliate.</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 the use of forward foreign exchange instruments with the aim of limiting the effect that price changes in currency have on the Sub-Fund.</p> |
| Benchmark of the Fund | |
| | <p>The Sub-Fund's performance can be assessed by comparison to the Morningstar UK 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 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> |

True Potential Growth-Aligned Growth

| Current Investment Objective of the Fund | Proposed Investment Objective of the Fund |
|---|---|
| <p>The investment objective of the Sub-Fund is to achieve capital growth over the long term (5 years or longer).</p> <p>Please be aware that there is no guarantee that capital will be preserved.</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> |
| Current Investment Policy of the Fund | Proposed Investment Policy of the Fund |
| <p>The investment manager will seek to diversify the Sub-Fund's exposures across asset classes and vary exposures to reflect the growth nature of the fund. The Sub-Fund will be invested in a range of higher and lower risk assets. Exposure to higher risk assets is expected to lie in a range between 50% and 90% of assets.</p> <p>Lower risk assets include domestic and international government and corporate bonds, money market instruments and cash or near cash instruments. Exposure to lower risk assets may be achieved directly, through investment in bonds and money market instruments, or indirectly, through eligible collective investment schemes.</p> <p>Higher risk assets include domestic and international equities, property, commodities and absolute return strategies. Exposure to these higher risk assets will be achieved indirectly through collective investment schemes, listed securities or directly through equities as applicable. The Sub-Fund may also invest in liquid investments, such as money market instruments, deposits, cash or</p> | <p>The Sub-Fund seeks to achieve its objective through the active management of a multi-asset strategy. The Sub-Fund will be managed such that 60% to 90% of its overall exposure will relate to equity securities (i.e. shares) and equity-related securities (i.e. other investments whose value is related to equities such as derivatives), with up to 30% in 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), including up to 20% 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). Investments may be made anywhere in the world including developed markets, non-developed markets or emerging market countries.</p> <p>The Investment Manager expects to allocate between 75%-85% of the net asset value of the Fund to index-tracking strategies indirectly through investment in units and/or shares of collective investment schemes that aim to track the performance of various indices across a range of asset classes (as detailed further below). To gain exposure to sovereign bond</p> |

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| <p>near cash instruments and government issued debt securities, to keep the total market exposure consistent with the risk profile of the fund.</p> | <p>indices, the Investment Manager may also invest directly in such securities (rather than through another collective investment scheme) where this is considered more cost-effective.</p> |
| <p>The Sub-Fund may also use spot and forward foreign exchange instruments to manage currency exposure.</p> | <p>In seeking to achieve its investment objective and/or for liquidity purposes, the Sub-Fund may also invest up to 15% 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 (as detailed below).</p> |
| <p>There are no geographical restrictions on the countries of investment.</p> | <p>The Sub-Fund may also gain exposure up to 20% of its net asset value to commodities, property and alternatives, indirectly through investment in exchange-traded funds and closed-ended funds constituting transferable securities.</p> |
| <p>Derivatives may be used for Efficient Portfolio Management only.</p> | <p>To gain exposure to the above asset classes, the Sub-Fund will invest at least 75% 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. At least 50% of the collective investment schemes in which the Fund invests will be managed by the Sub-Investment Manager or an affiliate. The Fund may also invest in schemes managed by the ACD, the Investment Manager, or an affiliate.</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 the</p> | |

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| | use of forward foreign exchange instruments with the aim of limiting the effect that price changes in currency have on the Sub-Fund. |
| Benchmark of the Fund | |
| | <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> |

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 of the OEIC Regulations of the Proposal. The FCA has confirmed by a letter dated [●] 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 TP OEIC 3.

Copies the Prospectus of TP OEIC 3 are also available online at www.truepotential.co.uk.

APPENDIX 3: SHAREHOLDER RESOLUTION

True Potential Growth-Aligned Aggressive, 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 Growth-Aligned Aggressive 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**”):

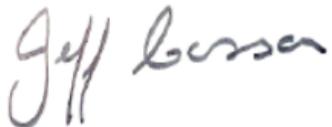
RESOLUTION:

THAT the Proposal, the details and definition of which are set out in the document dated 29 December 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund, 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 Proposal 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 29 December 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 30 January 2026, 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 Growth-Aligned 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 Growth-Aligned 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**”):

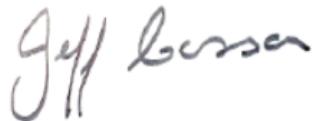
RESOLUTION:

THAT the Proposal, the details and definition of which are set out in the document dated 29 December 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund, 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 Proposal 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 29 December 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 30 January 2026, 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 Growth-Aligned 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 Growth-Aligned 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**”):

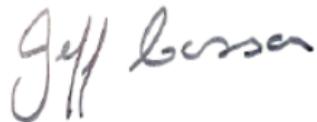
RESOLUTION:

THAT the Proposal, the details and definition of which are set out in the document dated 29 December 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund, 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 Proposal 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 29 December 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 30 January 2026, 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 Growth-Aligned Defensive, 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 Growth-Aligned Defensive 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**”):

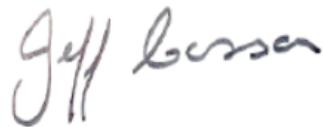
RESOLUTION:

THAT the Proposal, the details and definition of which are set out in the document dated 29 December 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund, 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 Proposal 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 29 December 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 30 January 2026, 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 Growth-Aligned 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 Growth-Aligned 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**”):

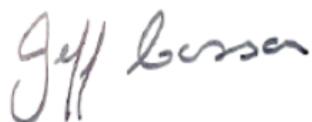
RESOLUTION:

THAT the Proposal, the details and definition of which are set out in the document dated 29 December 2025 and addressed by the ACD to True Potential Nominee Limited, as the sole shareholder of the Fund, 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 Proposal 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 29 December 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 30 January 2026, 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.