THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action to be taken you should consult a person who is appropriately authorised under the Financial Services and Markets Act 2000 and who specialises in advising on investments of the type referred to in this document.

PROPOSALS IN RELATION TO QUILTER INVESTORS BOND 1 FUND A SUB-FUND OF QUILTER INVESTORS OEIC

(changes to the investment objective and policy)

Notice of the Shareholders' Meeting is set out in Appendix 4 to this document. If you are unable to attend the Shareholders' Meeting you are requested to complete the Proxy Voting Form which is enclosed with this document and return it by email to clientservices@quilterinvestors.com as soon as possible and in any event so that it arrives before 10.00am on 12 July 2022.

GLOSSARY OF TERMS USED IN THIS DOCUMENT

Throughout this document, except when the context requires otherwise, terms defined in the Instrument of Incorporation and the Prospectus of the Scheme shall have the same meanings, otherwise the following definitions apply:

ACD Quilter Investors Limited, as authorised corporate

director of the Scheme;

DepositaryCitibank UK Limited, as depositary of the Scheme;

Effective Date 12 noon on 19 August 2022 or such subsequent date

and time as may be agreed in writing between the

ACD and the Depositary;

Extraordinary Resolution the extraordinary resolution set out in the Notice of

Shareholders' Meeting contained in Appendix 4 to this

document;

FCA the Financial Conduct Authority, or any successor

regulatory body;

Fund Quilter Investors Bond 1 Fund, a sub-fund of the

Scheme;

Instrument of Incorporation the instrument of incorporation of the Scheme;

Investment Adviser TwentyFour Asset Management LLP, the investment

adviser to whom the ACD has delegated investment

management of the Fund;

Prospectus the current prospectus of the Scheme;

Proxy Voting Form the proxy voting form for use by Shareholders in

respect of the Shareholders' Meeting as set out at

Appendix 5 to this document;

Scheme Quilter Investors OEIC;

Shareholder in relation to a Share of the Fund, the person or

persons entered in the register as the Shareholder or Shareholders of that Share or those Shares on the date seven days before the date that this document is issued and excluding any person or persons who are known to the ACD not to be registered Shareholders

at the time of the Shareholders' Meeting;

Shareholders' Meeting the meeting of Shareholders of the Fund convened by

the Notice of Shareholders' Meeting set out at

Appendix 4 to this document;

Share or Shares a share or shares in the Fund; and

Target Benchmark an index or similar factor that forms part of a target for

the Fund's performance to match or exceed.

TIMETABLE FOR THE PROPOSED CHANGES

Event	Date
Record date for voting (if you are not on the register of Shareholders of the Fund on this date, you will not be eligible to vote)	The day seven days before the date of this document
Last time for receipt of Proxy Voting Forms	10.00am on 12 July 2022
Shareholders' Meeting	10.00am on 14 July 2022
Last time for receipt of Proxy Voting Forms for the adjourned Shareholders' Meeting (if required)	10.00am on 20 July 2022
Adjourned Shareholders' Meeting (if required)	10.00am on 22 July 2022
Last date to redeem or switch prior to the proposed changes	11.59am on 18 August 2022
Effective date of the proposed changes (if the Extraordinary Resolution is passed)	12 noon on 19 August 2022

LETTER TO SHAREHOLDERS

To all Shareholders in: Quilter Investors Bond 1 Fund

(a sub-fund of Quilter Investors OEIC)

21 June 2022

Dear Shareholder

Changes to Quilter Investors Bond 1 Fund (the "Fund")

We, Quilter Investors Limited (the "ACD") are writing to you as a Shareholder in the Fund to inform you of our proposal to make certain changes to the Fund. The purpose of this document is to set out the reasons behind the proposed changes and to seek your approval for them.

The terms used in this document are defined in the Glossary on page 2.

1 What are the changes and why are we making them?

The changes proposed are explained below and a comparison of the Fund before and after the proposed changes is set out in Appendix 1.

<u>Fundamental changes requiring Shareholder approval:</u> we propose to make the following changes to the Fund which require your approval at the Shareholders' Meeting (the "Fundamental Changes"):

Ability to take interest rate duration risk

We propose amending the investment policy of the Fund to increase the ability of the Investment Adviser to take interest rate duration risk. This allows the Investment Adviser more flexibility in their ability to take a view on whether the market is correctly pricing future interest rates, given that when interest rates fall, the value of fixed income investments rises and vice versa. Should the Investment Adviser's view prove correct this would result in improved returns for Shareholders over the longer term, albeit at an increased risk. The increase in risk is relatively minor, resulting in the synthetic risk and reward indicator ("SRRI") of the Fund moving from a 3 to a 4. The increased flexibility will allow the Investment Adviser to improve returns in risk-on environments while continuing to allow them to protect capital in risk-off environments. The ACD believes that the additional potential return justifies the increased risk and is expected to result in a better Shareholder outcome.

Change to the target benchmark

We propose changing the target benchmark of the Fund to better reflect the Fund's risk/return strategy, including the greater risk in strategy following the above change, from the ICE BofA SONIA 3-Month Constant Maturity Index, to the ICE BofA Q9AX Custom Index. The new target benchmark comprises of 75% of the ICE BofA 1-5Y Sterling Non-gilt Index and 25% of the ICE BofA Sterling High Yield Index. It is a custom blend of indices containing a mixture of securitised, corporate and high yield debt instruments.

<u>Additional changes that do not require Shareholder approval:</u> in addition to the above Fundamental Changes, we are making the following changes at the same time (and these changes do not require Shareholder approval):

Exposure to sterling denominated securities

In December 2020, we identified that the Prospectus was not accurately describing how the Investment Adviser manages the Fund, regarding the Fund's exposure to sterling-denominated securities. The Investment Adviser has maintained approximately 98% exposure of the Fund's portfolio to sterling through the use of currency hedging and approximately 30-40% exposure of the Fund's portfolio to sterling-denominated securities. However, the Prospectus has stated that the Fund's portfolio would be "predominantly" and, since August 2019 (when the Prospectus was amended following the FCA's Asset Management Market Study), "primarily (at least 70%)", sterling-denominated. We therefore propose amending the investment policy of the Fund to clarify that the portfolio's minimum exposure to sterling-denominated securities of 70% includes non-sterling exposure hedged back to sterling. This change will then bring the investment policy in line with the actual approach used by the Investment Adviser i.e. at least 70% of the portfolio will be invested in sterling-denominated (or hedged back to sterling) debt securities.

Change to the name of the Fund

We are changing the name of the Fund from "Quilter Investors Bond 1 Fund" to "Quilter Investors Dynamic Bond Fund", as we believe this will provide Shareholders with a better understanding of the Fund's investment approach, particularly as "Dynamic" reflects the Investment Adviser's flexibility to invest in a broad range of fixed interest assets and to allocate the portfolio to sub-asset classes of greatest opportunity depending on its view of the market, as described in the revised investment policy of the Fund.

Enhancements to the Prospectus

We are making certain enhancements to the Prospectus to provide Shareholders with more clarity as to how the Fund is managed. Full details of the changes are set out in Appendix 1. The changes can be summarised as follows:

- **Investment policy**: we are updating the Fund's investment policy to:
 - provide additional detail on the type of investments the Fund will typically hold. In particular, we are clarifying that the Fund may invest up to 49% of the value of its property in contingent convertible bonds ("CoCos"), although please note that this does not represent a change to the current investment approach of the Fund; and
 - o clarify the purposes for which derivatives may be used.
- Target Benchmark: we are providing additional information to explain why we believe the Target Benchmark is appropriate as a measure for assessing the performance of the Fund.
- Investment approach: we are re-labelling the "Investment Style" section of the Prospectus to "Investment Approach" as this better reflects the description of the way in which the Fund is managed. We are also providing further information on how we monitor the Investment Adviser and providing an explanation that the investments in the Fund may differ from those in the Target Benchmark.

2 Costs

The ACD will pay any costs associated with these changes.

3 Shareholder Approval

The details of the various consents and acknowledgements in relation to the proposed changes from the FCA and the Depositary are set out in Appendix 2, along with a list of the documents relating to the Fund which are available for inspection.

The Fundamental Changes can only proceed if Shareholders vote in favour by an Extraordinary Resolution at a meeting called for this purpose. The procedure for the Shareholders' Meeting is set out in Appendix 3.

The Extraordinary Resolution is set out in the Notice of Shareholders' Meeting at Appendix 4.

If the Fundamental Changes are approved by the required majority of Shareholders they will be implemented on the Effective Date. The required majority is not less than three quarters of the votes validly cast. Once passed, an Extraordinary Resolution is binding on all Shareholders in the Fund, whether or not they voted in favour of it, or voted at all.

If the Fundamental Changes are rejected then they will not be made to the Fund, but we will still make the additional changes noted above which do not require Shareholder approval.

Notice of the outcome of the Shareholders' Meeting will be published within two business days of the meeting on the ACD's website: https://www.quilterinvestors.com/.

4 Action to be taken

We draw your attention to the Notice of Shareholders' Meeting which contains the Extraordinary Resolution set out in Appendix 4.

A Proxy Voting Form for use at the Shareholders' Meeting accompanies this document. If you are unable to attend the Shareholders' Meeting, you are urged to complete and return the enclosed Proxy Voting Form in accordance with the instructions on it as soon as possible but in any event so that the Proxy Voting Form arrives no later than 10.00am on 12 July 2022. Completed Voting Forms must be emailed to clientservices@quilterinvestors.com

To avoid an unnecessary adjournment, if you are unable to attend the Shareholders' Meeting we would be grateful if you would complete and return the enclosed Proxy Voting Form as soon as practicable and in any event so that it arrives before 10.00am on 12 July 2022.

5 Further Information

You can switch to another UK domiciled fund managed by Quilter Investors of your choice at any time free of charge by following the process set out in the Prospectus. Details of other available UK domiciled funds managed by Quilter Investors are in the Prospectus and on the ACD's website: https://www.quilterinvestors.com/. Please note that a switch of shares in one fund for shares in any other fund may incur a liability to capital gains tax depending on your personal circumstances. If you are unsure, please consult your financial adviser.

Note for holders of Shares through an ISA - If you currently hold your Shares in an ISA wrapper and you wish to preserve the ISA status of your investment you will need to select a fund which is eligible to be held within your ISA. Your financial adviser will be able to advise you on an alternative eligible fund.

If you have any questions about the proposed changes or require any further information, please contact the ACD on +44 20 7167 3600 or by email at clientservices@quilterinvestors.com. We may record and monitor calls. Call charges may vary. Please be aware that the ACD is unable to provide you with financial or investment advice.

Yours faithfully,

For and on behalf of Quilter Investors Limited

A COMPARISON OF THE FUND BEFORE AND AFTER THE PROPOSED CHANGES

The following is a comparison highlighting the proposed changes to the name, investment objective, policy, target benchmark and investment approach of the Fund:

	Before	After		
Name	Quilter Investors Bond 1 Fund	Quilter Investors Dynamic Bond Fund		
Investment Objective	The Fund aims to achieve a combination of income and capital growth and to outperform the ICE BofA SONIA 3-Month Constant Maturity Index, net of charges, over rolling five year periods.	The Fund aims to achieve a combination of income and capital growth and to outperform the ICE BofA Q9AX Custom Index, net of charges, over rolling five-year periods.		
Investment Policy	The Fund invests in a well diversified portfolio consisting primarily (at least 70%) of Sterling denominated fixed interest securities. The Fund is also permitted to invest in overseas bonds and any non-Sterling currency exposure will be hedged back into Sterling to remove the risk of exchange rate fluctuation. These securities may be investment grade or sub-investment grade.	The Fund invests at least 70% of the value of its property in a diversified range of Sterling-denominated (or hedged back to Sterling) investment grade and sub-investment grade debt securities issued by companies, banks, public entities and governments located in developed and emerging markets anywhere in the world. Investment may be direct or indirect (e.g. through collective investment schemes or derivatives).		
	Investments may be made through collective investment schemes (which may include those managed or operated by the ACD or an associate of the ACD) or through directly invested portfolios. The Fund may also invest in money market instruments and hold cash. The Fund may use derivative instruments for investment purposes or Efficient Portfolio Management. The use of derivatives for the	The Fund's dynamic approach allows investment in a broad range of fixed interest assets and allocation to subasset classes of greatest opportunity at any given point in time, while derivatives can be used as a cost effective way to adjust the risk profile of the Fund, depending on market conditions. The Fund's investments tend to be held for the medium to long term, although can be sold sooner if it is in the interests of the		
	purpose of investment may affect the risk profile of the Fund although this is not the ACD's intention. The use of derivatives for Efficient Portfolio Management is unlikely to affect the risk profile of the Fund. The Fund is managed by an Investment Adviser selected by the ACD for their expected ability to manage the Fund according to the investment objective and policy. The ACD continuously monitors and may periodically make changes to this	Fund. At any time the Fund may invest up to 50% of its property in sub-investment grade bonds. The Fund may invest up to 60% of its property in debt securities whose issuers are in the financial sector (which may include up to 49% of the value of its property in contingent convertible bonds (CoCos)). The Fund may also invest up to 50% of its property in asset-backed and mortgage-backed securities. The Fund may also invest in other transferable securities, collective		

	appointment.	investment schemes, warrants, money market instruments, deposits, cash and derivatives. Any investment in collective investment schemes may include those managed or operated by the ACD or an associate of the ACD. The Fund may use derivatives for investment purposes and/or Efficient Portfolio Management. The use of derivatives for the purpose of investment may affect the risk profile of the Fund although this is not the ACD's intention. The use of derivatives for Efficient Portfolio Management is not likely to affect the
Target Benchmark	The target benchmark for the Fund is the ICE BofA SONIA 3-Month Constant Maturity Index. This benchmark is considered appropriate on the basis that the Fund is managed with a view to outperforming this Index as set out in the investment objective.	risk profile of the Fund. The Target Benchmark for the Fund is the ICE BofA Q9AX Custom Index, which is a custom blend of indices containing a mixture of securitised, corporate and high yield debt instruments. The Target Benchmark is representative of the debt instruments in which the Fund primarily invests and is therefore considered an appropriate benchmark for the Fund to seek to outperform and against which its performance may be assessed.
Investment Style (to be renamed "Investment Approach")	The Fund is actively managed. This means the Investment Adviser uses their expertise to pick investments to achieve the Fund's objective.	The Fund is managed by an Investment Adviser selected by the ACD for its expected ability to manage the Fund according to the investment objective and policy. The ACD continuously monitors and may periodically make changes to this appointment. The Fund is actively managed. This means the Investment Adviser uses its expertise to pick investments to achieve the Fund's objective, so Fund investments may differ from those included in the Target Benchmark, provided they are allowed in the investment policy.

CONSENTS, CLEARANCES AND DOCUMENTS AVAILABLE FOR INSPECTION

The Depositary

In accordance with normal market practice, the Depositary, while expressing no opinion on the merits of the proposed changes set out in this document, has informed the ACD by letter that it consents to the references made to it in this document in the form and context in which they appear (the "Consent Letter"). Whether to vote for or against the Extraordinary Resolution is a matter for the judgement of each Shareholder in the Fund and the confirmation is, therefore, not a recommendation as to the manner in which a Shareholder should vote.

The Depositary has also approved the Proxy Voting Form, the time and procedure for the Shareholders' Meeting and for the lodging of Proxy Voting Forms, as well as the appointment of the chairperson of the Shareholders' Meeting.

The FCA

The FCA has been informed of the changes proposed in this document and has confirmed that implementation of them as set out in this document will not affect the continuing authorisation of the Scheme.

Documents Available for Inspection

Electronic copies of the following documents are available for inspection on request and copies will also be available at the Shareholders' Meeting:

- a) the Instrument of Incorporation prospectively amended to reflect the proposed changes;
- b) the Prospectus prospectively amended to reflect the proposed changes;
- c) the Consent Letter referred to above under "The Depositary";
- d) the approval of the FCA referred to above under "The FCA"; and
- e) the latest annual and half yearly report and accounts for the Fund.

PROCEDURE FOR SHAREHOLDERS' MEETING

A notice convening the Shareholders' Meeting and setting out the Extraordinary Resolution to be proposed appears in Appendix 4 to this document. To be approved the Extraordinary Resolution requires a majority of not less than three quarters of the votes validly cast for or against the Extraordinary Resolution. The following procedures apply to the Shareholders' Meeting.

Quorum

The required quorum for the Shareholders' Meeting is two Shareholders present in person or by proxy. If a quorum is not present within fifteen minutes from the time appointed for the Shareholders' Meeting, the Shareholders' Meeting will be adjourned to a date not less than seven days thereafter. If, at an adjourned meeting (of which Shareholders will receive the required prior notice), a quorum is not present within fifteen minutes from the time appointed for the adjourned meeting, one person (entitled to be counted in a quorum) present at the adjourned meeting will be a quorum.

The following persons will attend the Shareholders' Meeting:

- i. the chairperson of the meeting, appointed by the Depositary, who will be a representative of the ACD;
- ii. a representative of the Depositary; and
- iii. a small number of additional personnel of the ACD, to assist with proceedings at the meeting.

Voting

A poll will be taken on the Extraordinary Resolution at the Shareholders' Meeting. On a poll, every Shareholder who is present in person, or by proxy or (being a corporation) is present by an authorised representative will have that proportion of the voting rights attached to all of the Shares in issue in the Fund that the aggregate price of the Shares held by such Shareholder bears to the aggregate price of all of the Shares in issue in the Fund. A person entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use the same way. All valid proxy votes received will be included in the poll to be taken at the Shareholders' Meeting.

Appointment of Proxy

A Shareholder is entitled to appoint a proxy to attend and vote at the Shareholders' Meeting instead of them. Please read the notes printed on the Proxy Voting Form enclosed with this document, which will help you to complete it. The Proxy Voting Form and the power of attorney or other document evidencing the authority (if any) under which the Proxy Voting Form is signed, or a notarially certified copy thereof, must be returned so as to arrive before 10.00am on 12 July 2022. Completed Proxy Voting Forms must be emailed to clientservices@quilterinvestors.com. The lodging of the Proxy Voting Form will not preclude you from attending the Shareholders' Meeting and voting in person.

The ACD

The ACD is not entitled to be counted in the quorum of, or to vote at, the Shareholders' Meeting or any adjourned meeting, except in respect of any Shares which it holds on behalf of or jointly with another person who, if they were the registered Shareholder, would be entitled to vote and from whom the ACD has received voting instructions. A Shareholder who is an associate of the ACD is entitled to be counted in the quorum of the Shareholders' Meeting or any adjourned meeting but may only vote in the same circumstances as the ACD.

NOTICE OF SHAREHOLDERS' MEETING QUILTER INVESTORS BOND 1 FUND

NOTICE IS HEREBY GIVEN that a Shareholders' Meeting of Quilter Investors Bond 1 Fund (the "Fund") a sub-fund of Quilter Investors OEIC, will be held at the offices of Quilter Investors Limited, Senator House, 85 Queen Victoria Street, London, EC4V 4AB on 14 July 2022 at 10.00am to consider and vote on the following resolution which will be proposed as an Extraordinary Resolution at the Shareholders' Meeting:

EXTRAORDINARY RESOLUTION:

THAT the investment objective and policy of the Fund be amended in the manner described in a document dated 21 June 2022 and addressed by Quilter Investors Limited to Shareholders in the Fund.

QUILTER INVESTORS LIMITED as authorised corporate director of QUILTER INVESTORS OEIC

Date: 21 June 2022

Senator House 85 Queen Victoria Street London EC4V 4AB

Notes in relation to the Shareholders' Meeting:

- A Shareholder entitled to attend and vote at the Shareholders' Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of them.
- To be valid, the Proxy Voting Form and any power of attorney or other document evidencing the authority (if any) under which the Proxy Voting Form is signed, or a notarially certified copy thereof, must be returned before 10.00am on 12 July 2022. Completed Proxy Voting Forms must be emailed to clientservices@quilterinvestors.com. If so valid, the Proxy Voting Form shall also be valid for any adjourned meeting.
- The quorum for the Shareholders' Meeting is two Shareholders present in person or by proxy or (in the case of a corporation) by a duly authorised representative. The majority required for the passing of the Extraordinary Resolution is three quarters or more of the total number of votes cast.
- Subject to note 5 below, in respect of the Shareholders' Meeting, on a poll, every Shareholder, who is present in person, or by proxy or (being a corporation) is present by an authorised representative will have that proportion of the voting rights attached to all of the Shares in issue that the aggregate price of the Shares held by such Shareholder bears to the aggregate price of all of the Shares in issue. A person entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use the same way.
- The ACD is not entitled to be counted in the quorum of, or to vote at, the Shareholders' Meeting or any adjourned meeting, except in respect of any Shares which it holds on behalf of or jointly with another person who, if they were the registered Shareholder would be entitled to vote and from whom the ACD has received voting instructions. An associate of the ACD is entitled to be counted in the quorum of the Shareholders' Meeting or any adjourned meeting but may only vote in the same circumstances as the ACD.
- In the above notes, the expression "Shareholders" shall mean, in relation to a Share, the person or persons who were the registered Shareholders on the date seven days before the Notice of Shareholders' Meeting (or in the case of any adjournment, the adjourned meeting) was sent but excluding any person or persons who are known to the ACD not to be a Shareholder or Shareholders in the Fund at the time of the Shareholders' Meeting or any adjourned meeting, and such expression shall be construed accordingly.

APPENDIX 5 PROXY VOTING FORM

QUILTER INVESTORS BOND 1 FUND (the "Fund")

This Proxy Voting Form is for use in connection with the Shareholders' Meeting to be held at Senator House, 85 Queen Victoria Street, London, EC4V 4AB at 10.00am on 14 July 2022 as set out in the Notice of the Shareholders' Meeting dated 21 June 2022 and at any adjournment of that meeting.

Name:				
Address:				
Account number:				
Number of Shares in the Fund (if	known):			
I/We being a Shareholder/s of the	ne Fund hereby appo	oint the chairperson of t	he Shareholders' Meeting	
or	proxy at the Sharehoroxy at the sharehoroxy at the sharehoroxy.	olders' Meeting to be hend and vote on a po	ll for me/us and in my/our	
To allow effective constitution o that no Shareholders will be pr favour then the chairperson n Shareholder, provided that such	esent in person or be nay appoint a subs	by proxy other than by stitute to act as proxy	proxy in the chairperson's in his/her stead for any	
Quilter Investors Limited Senator House 85 Queen Victoria Street London EC4V 4AB	EXTRAORDINAR	Y RESOLUTION		
THAT the investment objective document dated 21 June 2022 Fund.				
FOR	AGAINST		(see Note 2)	
Any further instructions for your	proxy		(see Note 3)	
Signature(s) of Shareholder:				
Print Name		Date:		
Please return by email to clients	ervices@quilterinve	stors.com.		

Notes

- If you wish to appoint someone other than the chairperson of the Shareholders' Meeting
 please delete "the chairperson of the Shareholders' Meeting or" and insert in the place
 provided the name and address of your appointee. A proxy need not be a Shareholder but
 must attend the Shareholders' Meeting or any adjourned meeting in person to represent you.
 The amendment must be initialled.
- 2. Please indicate with a cross in the appropriate box how you wish your votes to be cast in respect of the Extraordinary Resolution. If you do not complete a box your proxy will vote or abstain at their discretion. Additionally, if you wish to split your votes please enter the number of votes you wish to cast against the Extraordinary Resolution, and the number of votes you wish to cast for the Extraordinary Resolution in the appropriate boxes.
- 3. If you wish to provide any other instructions to your proxy, please provide those instructions on your form, where indicated. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Shareholders' Meeting, including a motion to adjourn.
- 4. In the case of a corporate body this Proxy Voting Form must be executed under seal or under the hand of an officer or attorney authorised in writing to sign on its behalf. Evidence of authority to sign must be provided (see Note 6 below).
- 5. In the case of joint Shareholders, any such Shareholder may sign but, in the event of more than one tendering votes, the votes of the Shareholder whose name stands first in the register of Shareholders will be accepted to the exclusion of the others.
- 6. To be valid, this Proxy Voting Form must be completed and, together with any power of attorney or other authority under which it is signed (or a copy thereof certified by a solicitor) must be lodged at the offices of Quilter Investors Limited at the address noted above before 10.00am on 12 July 2022. Completed Proxy Voting Forms must be emailed to clientservices@quilterinvestors.com.
- 7. Appointing a proxy does not preclude you from attending and voting in person at the Shareholders' Meeting or any adjournment thereof.