

This document comprises a supplementary prospectus relating to F&C Managed Portfolio Trust plc (the "Company") prepared in accordance with the Prospectus Rules and Listing Rules of the UK Listing Authority made under section 73A of the Financial Services and Markets Act 2000 (the "Supplementary Prospectus"). This document has been approved by the Financial Conduct Authority in accordance with section 85 of the Financial Services and Markets Act 2000. This document will be made available to the public in accordance with the Prospectus Rules by being made available at [www.fcmanagedportfolio.co.uk](http://www.fcmanagedportfolio.co.uk).

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Company on 30 October 2015 (as supplemented by the supplementary prospectus dated 1 February 2016) relating to the issue of up to 50 million New Income Shares and 50 million New Growth Shares in aggregate (the "Prospectus"). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Directors of the Company and the Company each accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. The Directors and the Company having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus and the Prospectus is, to the best of the knowledge of the Directors and the Company, in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **F&C MANAGED PORTFOLIO TRUST PLC**

*(Incorporated in Scotland under the Companies Act 1985 with registered no. SC338196 and registered as an investment company within the meaning of Section 833 of the Companies Act 2006)*

### **Supplementary prospectus in respect of the issue of up to 50 million New Income Shares and 50 million New Growth Shares in aggregate**

**Investment Manager**

## **F&C Investment Business Limited**

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This Supplementary Prospectus and the Prospectus do not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Supplementary Prospectus and the Prospectus and the offering of New Shares in certain jurisdictions may be restricted and accordingly persons into whose possession this Supplementary Prospectus and/or the Prospectus comes are required to inform themselves about and to observe such restrictions. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia or Japan. Accordingly, the New Shares may not (unless an exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia or Japan. The Company will not be registered under the United States Investment Company Act of 1940 (as amended) and investors will not be entitled to the benefits of such Act.

Dickson Minto W.S., which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is the sponsor and solicitor to the Company in relation to this Supplementary Prospectus. Dickson Minto W.S. is not acting for any other person in connection with the Issues. Apart from the responsibilities and liabilities, if any, which may be imposed on Dickson Minto W.S. by the Financial Services and Markets Act 2000 or the regulatory regime established thereunder, Dickson Minto W.S. will not be responsible to anyone other than the Company for providing the protections afforded to clients of Dickson Minto W.S. and is not advising any other person in relation to any transaction contemplated in or by this document.

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company. Potential investors should also consider the risk factors relating to the Company set out in the Prospectus.**

**2 August 2016**

## Events arising since publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Issues. This Supplementary Prospectus is a regulatory requirement under the Prospectus Rules following the publication of the Company's report and financial statements for the year ended 31 May 2016. The Prospectus Rules and section 87G of the Financial Services and Markets Act 2000 require the issue of a supplementary prospectus if, in the relevant period (being, for these purposes, the later of the closure of the Issues and the last time when trading in the New Shares issued under the final Issue on the London Stock Exchange begins), there exists or is noted a significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus relating to the Issues. This Supplementary Prospectus has been approved for publication by the Financial Conduct Authority.

### Significant new factor

On 27 July 2016, the Company published its report and financial statements for the year ended 31 May 2016 (the "**Annual Report**"). By virtue of this document, the Annual Report is incorporated into, and forms part of, the Prospectus.

The Company's auditors, Ernst & Young LLP, Chartered Accountants and Statutory Auditors, Ten George Street, Edinburgh EH2 2DZ, have made an unqualified report of the Annual Report under Chapter 3 of Part 16 of the Companies Act 2006.

### Supplements to the summary

As a result of the release of the Annual Report, the summary document which forms part of the Prospectus is hereby supplemented as follows:

B.7	Key financial information	<p>The key figures which summarise the financial condition of the Company for the financial year up to 31 May 2016 are set out below:</p> <p style="text-align: right;"><i>Year ended 31 May 2016</i></p> <p><b>Net asset value as at 31 May</b></p> <p>Net assets (£'000) <span style="float: right;">97,986</span></p> <p>Net asset value per Income Share (p) <span style="float: right;">114.98</span></p> <p>Net asset value per Growth Share (p) <span style="float: right;">147.02</span></p> <p><b>Income for the year to 31 May</b></p> <p>Revenue return after taxation (£'000) <span style="float: right;">2,186</span></p> <p>Revenue return per Income Share (p) <span style="float: right;">5.62</span></p> <p>Dividend per Income Share (p) <span style="float: right;">5.20</span></p> <p><b>Portfolio summary as at 31 May</b></p> <p>Shareholders' funds (£'000) <span style="float: right;">97,986</span></p> <p>Loans drawn down (£'000) <span style="float: right;">(1,000)</span></p> <p>Future commitments (£'000) <span style="float: right;">(283)</span></p> <p>Income Share price (p) <span style="float: right;">113.50</span></p> <p>Growth Share price (p) <span style="float: right;">149.00</span></p> <p>There have been no significant changes in the financial condition and operating results of the Company during or subsequent to the period covered by the historical information set out above.</p>
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## Historical financial information

Historical financial information relating to the Company on the matters referred to below is included in the Annual Report as set out in the table below and is expressly incorporated by reference into this document and the Prospectus. The documents incorporated by reference can be obtained from the Company's website, [www.fcmanagedportfolio.co.uk](http://www.fcmanagedportfolio.co.uk). The non-incorporated parts of the Annual Report are either not relevant to investors or covered elsewhere in the Prospectus.

<i>Nature of information</i>	<i>Statutory accounts for the year ended 31 May 2016</i> <i>Page No.</i>
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Growth Shares – Highlights 2016 and Performance Summary	4-5
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## Selected financial information

The information in this section is information regarding the Company that has been prepared by the Company and has been extracted directly from the historical financial information referred to in the above section. Selected audited historical financial information relating to the Company which summarises the financial condition of the Company for the year ended 31 May 2016 is set out in the following table:

	<i>Statutory accounts for the year ended 31 May 2016</i>
<b>Net asset value as at 31 May</b>	
Net assets (£'000)	97,986
Net Asset value per Income Share (p)	114.98
Net asset value per Growth Share (p)	147.02
<b>Income for the year to 31 May</b>	
Revenue return after taxation (£'000)	2,186
Revenue return per Income Share (p)	5.62
Dividend per Income Share (p)	5.20
<b>Portfolio summary as at 31 May</b>	
Shareholders' funds (£'000)	97,986
Loans drawn down (£'000)	(1,000)
Future commitments (£'000)	(283)
Income Share price (p)	113.50
Growth Share price (p)	149.00

## Operating and financial review

A description of changes in the performance of the Company, both capital and revenue, and changes to the Company's portfolio of investments is set out in the sections headed "Chairman's Statement", "Investment Manager's Review" or "Manager's Review", "Income Shares – Investment Portfolio" and "Growth Shares – Investment Portfolio" in the published statutory accounts of the Company as follows:

*Statutory accounts for the year  
ended 31 May 2016  
Page No.*

### *Nature of information*

Chairman's Statement	8-9
Investment Manager's Review	14-18
Income Shares - Investment Portfolio	20-21
Growth Shares - Investment Portfolio	22-23

## Significant change

Since 31 May 2016 (being the end of the last financial period of the Company for which financial information has been published) there has been no significant change in the financial or trading position of the Company.

## Documents available for inspection

Full copies of the Annual Report are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF and at the registered office of the Company, 80 George Street, Edinburgh EH2 3BU until 28 October 2016. The Annual Report is also available on the Company's website ([www.fcmanagedportfolio.co.uk](http://www.fcmanagedportfolio.co.uk)).

This Supplementary Prospectus is available for inspection at <http://www.morningstar.co.uk/uk/NSM> and, until 28 October 2016, copies are available for collection, free of charge, from the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF and from the registered office of the Company, 80 George Street, Edinburgh EH2 3BU. This Supplementary Prospectus is also available on the Company's website ([www.fcmanagedportfolio.co.uk](http://www.fcmanagedportfolio.co.uk)).

## General

To the extent that there is any inconsistency between any statement in this document and any other statement in or incorporated by reference in the Prospectus, the statements in this document will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

**2 August 2016**