

This document is issued by Standard Life UK Smaller Companies Trust PLC (the "Company") and is made available by Standard Life Investments (Corporate Funds) Limited (the "AIFM") solely in order to make certain particular information available to investors in the Company before they invest, in accordance with the requirements of the FCA rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the "AIFM Directive") in the United Kingdom.

It is made available to investors in the Company by being made available at:
http://uk.standardlifeinvestments.com/consumer/our_funds/investment_trusts/standard_life_uk_smaller_companies_trust.html
(the "SLS Website").

Potential investors in the Company's shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

STANDARD LIFE UK SMALLER COMPANIES TRUST PLC

INVESTOR DISCLOSURE DOCUMENT

IMPORTANT INFORMATION

Limited purpose of this document

This document is not being issued for any purpose other than to make certain required regulatory disclosures to investors and, to the fullest extent permitted under applicable law and regulations, neither the Company and its directors nor the AIFM will be responsible to persons other than the Company's shareholders for their use of this document, nor will they be responsible to any person (including the Company's shareholders) for any use which they may make of this document other than to inform a decision to invest in shares in the Company.

This document does not constitute, and may not be used for the purposes of, an offer or solicitation to buy or sell, or otherwise undertake investment activity in relation to, the Company's shares.

This document is not a prospectus and it is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its shares.

No advice

Neither the Company and its directors nor the AIFM are advising any person in relation to any investment or other transaction involving shares in the Company. Recipients must not treat the contents of this document or any subsequent communications from the Company or the AIFM, or any of their respective affiliates, officers, directors, partners, employees or agents, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own professional advisers,

including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment in shares.

Potential investors in the Company's shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

Overseas investors

The distribution of this document in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions. The 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 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 is not registered under the United States Investment Company Act of 1940 (as amended) and investors are not entitled to the benefits of such Act.

Prospective investors must inform themselves as to (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of shares.

THE COMPANY	
<p>The Company</p> <p>The Company is an 'alternative investment fund' ("AIF") for the purposes of the AIFM Directive.</p> <p>The Company's shares are listed on the premium segment of the Official List of the UK Listing Authority and are admitted to trading on the main market of the London Stock Exchange. The applicable laws which govern the activities of the Company include the Listing Rules, the Disclosure and Transparency Rules, the UK corporate governance code and the Companies Act 2006.</p> <p>The Company's articles of association are binding on the Company and its shareholders and set out the respective rights and restrictions attaching to the Company's shares. These rights and restrictions apply equally to all shareholders. All shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the Company's articles of association. The Company's articles of association are governed by Scots law.</p>	FUND 3.2.2(3)
<p>Investment objective</p> <p>The objective of the Company is to to achieve long term capital growth by investment in UK quoted smaller companies.</p>	
<p>Investment Policy</p> <p><i>Investment strategy</i></p> <p>The Company intends to achieve its investment objective by investing in a diversified portfolio consisting mainly of UK quoted smaller companies. The portfolio will normally comprise around 50 individual holdings representing the Investment Manager's highest conviction investment ideas. In order to reduce risk in the Company without compromising flexibility, no holding within the portfolio should exceed 5 per cent. of total assets at the time of acquisition.</p> <p>The Company may use derivatives for portfolio hedging purposes (i.e. only for the purposes of reducing, transferring or eliminating the investment risks in its investments in order to protecting the Company's portfolio).</p> <p>The Investment Manager's investment process combines asset allocation, stock selection, portfolio construction, risk management, and dealing. The investment process is research intensive and is driven the Investment Manager's distinctive "focus on change" which recognises that different factors drive individual stocks and markets at different times in the cycle. This flexible, but disciplined, process ensures that the Investment Manager has the opportunity to perform in different market conditions.</p> <p><i>Benchmark</i></p> <p>The Company's benchmark is the Numis Smaller Companies Index (excluding Investment Companies)</p>	AIFMD 23(1)(a) FUND 3.2.2(1)(a), (e) FUND 3.2.2(f) (d)

Borrowings

The Company's maximum borrowing capacity is defined in its articles of association and, unless otherwise sanctioned by an ordinary resolution of the Company, is an amount equal to the aggregate of the amount paid up on the issued share capital of the Company and the amount standing to the credit of the consolidated reserves of the Company, all based on the latest audited consolidated balance sheet.

The Directors of the Company have set parameters of between 5% net cash and 25% net borrowing for the level of gearing that can be employed. The Directors have delegated responsibility to the AIFM for the operation of the gearing level within the above parameters.

Other investment restrictions

FUND 3.2.2(f)

In conducting its activities, the Company complies with the requirements of the Listing Rules. In particular, the Listing Rules require the Company not to conduct any trading activity which is significant in the context of the Company as a whole and at all times to invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy.

As an investment trust, the Company aims to comply with section 1158 of the Corporation Tax Act 2010, which imposes on the Company an obligation to spread investment risk.

LeverageFUND
3.2.2(g),(h),(i),(j)

The AIFM is required by the AIFM Directive to set a maximum level of leverage which it may employ on behalf of the Company.

The AIFM Directive defines "leverage" as "any method by which the AIFM increases the exposure of an AIF it manages whether through borrowing of cash or securities, or leverage embedded in derivative positions or by any other means". Leverage is expressed as the ratio of the AIF's "exposure" to its net asset value. For these purposes, the "exposure" of an AIF is calculated by a "gross" and a "commitment" method. Under each method, "exposure" is calculated by aggregating the values of all positions of the AIF. However, whereas the exposure of an AIF calculated in accordance with the "gross" method is the sum of the absolute value of all positions, the "commitment" method allows certain investment positions to be excluded from the calculation if these aim at offsetting some risk such as 'netting' and 'hedging' arrangements.

The maximum level of leverage which may be employed by the AIFM on behalf of the Company, where exposure is calculated in accordance with the gross method, is 300%.

The maximum level of leverage which may be employed by the AIFM on behalf of the Company, where exposure is calculated in accordance with the commitment method, is 200%.

The Company may use leverage in the form of borrowings.

In addition to the restrictions on the use of borrowings under the Company's articles of association and investment policy (see above under "Investment policy - Borrowings"), the use of borrowings by the Company is restricted by the terms which it agrees with its lenders.

The Company has 3.5% Convertible Unsecured Loan Stock 2018 (CULS) in issue. The CULS

can be converted into ordinary shares on 30 September and 31 March each year up to March 2018 at a fixed price per ordinary share of 237.2542p.

Any changes to the maximum level of leverage that the AIFM may employ on behalf of the Company, and the total amount of leverage of the Company, will be disclosed at least annually in the Company's annual report and accounts or more frequently on the SLS Website as required.

FUND 3.2.2(17)
FUND
3.2.6(1)(a)
FUND 3.2.6(2)

Changes to the Company's investment policy

As a closed-ended investment fund whose shares are admitted to the Official List under Chapter 15 of the Listing Rules, the Company is required to obtain the prior approval of its shareholders to any material change to its published investment policy. Accordingly, the Company will not make any material change to its published investment policy without the approval of its shareholders by ordinary resolution. The Company will announce any such change through a Regulatory Information Service. The Company's published investment policy is set out in the section entitled 'Investment policy' above.

FUND 3.2.2(2)

Any change in investment strategy or investment policy which does not amount to a material change to its published investment policy may be made by the Company without shareholder approval.

ADMINISTRATION AND MANAGEMENT OF THE COMPANY

General

The Company has appointed a number of third party service providers. Each of these appointments is governed by a contract between the Company and the relevant service provider, the terms of which are enforceable by the Company. Shareholders in the Company will not generally have any direct rights against the Company's service providers.

The Company incurs various management, administrative and other fees and expenses, including investment management fees, depositary and custody fees, audit fees, directors' fees, regulatory fees and directors' and officers' liability insurance premiums. The levels of fees and expenses incurred by the Company in each financial year are disclosed to shareholders in the Company's annual report and accounts.

The AIFM

The 'alternative investment fund manager' of the Company is Standard Life Investments (Corporate Funds) Limited. The AIFM has delegated portfolio management to Standard Life Investment Limited, a company in the same group. The AIFM has delegated company secretarial and administration services, in relation to the Company, to Maven Capital Partners LLP.

AIFMD 23(1)(f)

The Company pays the AIFM a management fee of 0.85% per annum of total assets. The fee is payable quarterly and is calculated on the basis of total assets at the end of each quarter.

FUND
3.2.2R(4),(6)(a)

Further details of the terms on which the AIFM has been appointed are set out in the Company's annual report and accounts.

The Depositary

The Company's depositary is BNP Paribas Securities Services S.A., London branch.

The principal duties of the depositary are to provide independent oversight of the operation of the Company, ensure the safekeeping of the Company's assets and monitor the Company's cashflows.

The depositary does not delegate its safe-keeping function in relation to the Company's assets but may appoint sub-custodians to provide custody services.

The Depositary has not entered into any arrangement contractually to discharge itself of liability in accordance with Article 21(13) of the AIFM Directive. Shareholders will be notified of any changes with respect to the discharge by the Depositary of its liability in accordance with Article 21(13) through a Regulatory Information Service.

AIFMD
23(1)(d)
FUND 3.2.2R(4)

FUND
3.2.2R(6)(b)

The Company Secretary and Administrator

The AIFM delegates company secretarial and administration services to Maven Capital Partners LLP. The administrative services provided to the Company by the administrator include fund accounting services and administration of the Company's bank accounts.

<p>The Auditor</p> <p>The auditor of the Company is Ernst & Young LLP.</p>	FUND 3.2.2R(4)
<p>The Registrar</p> <p>The Company's registrar is Computershare Investor Services PLC.</p>	
SHAREHOLDER INFORMATION	
Annual Reports and Accounts	
<p>Copies of the Company's latest annual and interim reports may be accessed at the SLS Website.</p>	AIFMD 23(1)(k) FUND 3.2.2(14)
<p>Publication of net asset values</p> <p>The latest net asset value of the Company is made available daily through a Regulatory Information Service and at the SLS website.</p>	AIFMD 23(1)(m) FUND 3.2.2(13)
<p>Valuation Policy</p> <p>Investments are recognised and de-recognised at trade date where a purchase or sale is under a contract whose terms require delivery within the timeframe established by the market concerned, and are measured initially at fair value. Subsequent to initial recognition, investments are valued at fair value. For listed investments, this is deemed to be bid market prices or closing prices for SETS stocks sourced from the London Stock Exchange. SETS is the London Stock Exchange electronic trading service covering most of the market including all FTSE 100 constituents and most liquid FTSE 250 along with some other securities.</p>	AIFMD 23(1)(g) FUND 3.2.2R(7)
<p>Historical performance of the Company</p> <p>Details of the Company's historical financial performance are provided in the Company's annual reports and accounts and monthly factsheets, which are available at the SLS Website.</p> <p>Investors should note that past performance of the Company and its investments is not necessarily indicative of future performance. Investors may not get back the amount invested.</p>	FUND 3.2.2R(15)

<p>Purchases and sales of shares by investors</p> <p>The Company's shares are admitted to the Official List of the UKLA and to trading on the main market of the London Stock Exchange. Accordingly, the Company's shares may be purchased and sold on the main market of the London Stock Exchange.</p> <p>The Company's shares are not redeemable. While the Company will typically have shareholder authority to buy back shares, shareholders do not have the right to have their shares purchased by the Company.</p>	<p>AIFMD 23(1)(l) FUND 3.2.2R(12)</p> <p>FUND 3.2.2R(8)</p>
<p>Fair treatment of investors</p> <p>The legal and regulatory regime to which the Company and its directors are subject ensures the fair treatment of investors. The Listing Rules require that the Company treats all shareholders of the same class of shares equally.</p> <p>In particular, as directors of a company incorporated in the United Kingdom, the directors of the Company have certain statutory duties under the Companies Act 2006 with which they must comply. These include a duty upon each director to act in the way she or he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.</p> <p>No investor has a right to obtain preferential treatment in relation to their investment in the Company and the Company does not give preferential treatment to any investors.</p> <p>The Company's ordinary shares rank equally in all respects.</p>	<p>AIFMD 23(1)(j) FUND 3.2.2R(10)</p> <p>FUND 3.2.2R(11)</p>
<p>RISK FACTORS</p>	
<p>The following risks are those considered by the Company and the AIFM to be the material risks arising from the Company's investing activities but they are not the only risks relating to the Company or its shares. There may also be additional risks that the Company and the AIFM do not currently consider to be material or which are not presently known to them. Before investing in shares, potential investors should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser.</p> <p>Market risk: The Company is at risk of the economic cycle impacting the listed financial markets and hence potentially affecting market prices and the valuation of the Company's investments.</p> <p>Interest rate risk: Interest rate movements may affect the value of investments in fixed interest rate securities, the level of income receivable from cash deposits and interest payable on variable rate borrowings. The Company does not currently invest in fixed interest securities or variable rate borrowings but does hold cash.</p> <p>Currency risk: Movements in foreign currency exchange rates may affect the valuation of assets or liabilities held by the Company in currencies other than sterling. All of the Company's assets and liabilities are currently denominated in sterling.</p>	<p>FUND 3.2.2R(1)(e)</p>

Liquidity risk: This is the risk that the Company will encounter difficulty in meeting obligations associated with its liabilities. The Company's assets comprise mainly readily realisable securities, which can be sold to meet funding commitments.

Credit risk: Credit risk is the exposure to loss from failure of a counterparty to deliver securities or cash for acquisitions or disposals of investments or to repay deposits. The Company places funds with authorised deposit takers from time to time and, therefore, is potentially at risk from the failure of any such institution.

Details of the Company's key risks are also set out in the Company's annual report and accounts, which may be accessed at the SLS Website.

RISK MANAGEMENT

Risk profile

The Company's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk to which the Company is exposed are those highlighted in the section entitled "Risk Factors" above: namely, market risk, interest rate risk, currency risk, liquidity risk and credit risk.

FUND
3.2.2R(17),
3.2.5R(3)
Level 2, 108(4)

The AIFM assesses the sensitivity of the Company's portfolio to the most relevant risks to which the Company is or could be exposed on an ongoing basis.

The current risk profile of the Company will be disclosed periodically to investors by disclosure in the Company's annual report and accounts or more frequently at the AIFM's discretion.

Level 2, 108(4)
Level 2, 39(1)(b)

Risk management systems

The Company's key risks are monitored by the AIFM on an ongoing basis and by the Board on a regular basis. The AIFM has risk management policies and processes which are used to identify and, where possible, reduce risk of loss of value in the Company's investments.

FUND
3.2.2R(17),
3.2.5R(3)

The risk management systems which the AFIM employs to manage the risks which are most relevant to the Company will be disclosed periodically to investors by disclosure in the Company's annual report and accounts or more frequently at the AIFM's discretion.

Level 2, 108(5)

Liquidity risk management

The AIFM undertakes liquidity management procedures in relation to the Company which are intended to ensure that the Company's investment portfolio maintains a level of liquidity which is appropriate to the Company's obligations.

AIFMD 23(h)
FUND 3.2.2R(8)

The AIFM ensures that the appropriate levels of liquidity are held within the Company on a day-to-day basis with any unusual trends or areas of high risk being escalated for further investigation and analysis, including appropriate stress testing.

The liquidity management policy is reviewed and updated, as required, on at least an annual basis.

Investors will be notified, by way of a disclosure on the SLS Website, in the event of any material changes being made to the liquidity management systems and procedures or where any new arrangements for managing the Company's liquidity are introduced.

FUND
3.2.2R(17),
3.2.5R(2)
Level 2, 108(3)

The Company does not generally invest in illiquid assets. The Company will periodically disclose to investors the percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature. The Company will make this disclosure in its annual report and accounts or more frequently at its discretion.

FUND
3.2.2R(1)(17)
FUND 3.2.5R(1)
Level 2, 108(2)
FUND 3.2.5R(1)

Professional negligence liability risks

AIFMD 23(1)(e)
FUND 3.2.2R(5)

The AIFM maintains professional indemnity insurance as part of the Standard Life Group arrangements and in addition the AIFM will maintain additional own funds, in liquid assets, equal to at least 0.01% of the value of fund portfolios it manages in order to cover potential liability risks arising from professional negligence.