

The Directors of Eiger SICAV p.l.c. whose names appear on the last page of this Offering Supplement accept responsibility for the information contained herein. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Offering Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Offering Supplement

(hereinafter referred to as the "Offering Supplement")

7 May, 2024

relating to the offer of Investor Shares in the

Megatrend Brands Fund

(hereinafter referred to as the "Sub-Fund")

a Sub-Fund of

EIGER SICAV P.L.C.

(hereinafter referred to as the "Company")

an open-ended collective investment scheme organised as a multi-fund public limited liability company with variable share capital registered under the laws of Malta and licensed by the Malta Financial Services Authority in terms of the Investment Services Act (Chapter 370 of the Laws of Malta). The Company qualifies as a 'Maltese UCITS' in terms of the Investment Services Act (Marketing of UCITS) Regulations (S.L. 370.18, Laws of Malta).

Gamma Capital Markets Limited

(the "Investment Manager")

Zarattini International Ltd.

(the "Custodian")

CC Fund Services (Malta) Limited

(the "Administrator")

Important Notice: This Offering Supplement may not be distributed unless accompanied by, and is to be read in conjunction with, the latest version of the Prospectus of the Company. Save as disclosed in this Offering Supplement, there has, as at the date hereof, been no significant change and no significant new matter has arisen since publication of the Prospectus. The Investment Manager has also published Key Information Documents (the "KID(s)") in respect of the Sub-Fund.

EIGER SICAV P.L.C. (INCLUDING EACH OF ITS SUB-FUNDS) IS LICENSED AS A COLLECTIVE INVESTMENT SCHEME BY THE MALTA FINANCIAL SERVICES AUTHORITY ("MFSA") UNDER THE INVESTMENT SERVICES ACT (CAP. 370, LAWS OF MALTA) AND QUALIFIES AS A 'MALTESE UCITS' IN TERMS OF THE INVESTMENT SERVICES ACT (MARKETING OF UCITS) REGULATIONS, 2011 (S.L. 370.18 LAWS OF MALTA). AUTHORISATION OF THE COMPANY AND ITS SUB-FUNDS BY THE MFSA DOES NOT CONSTITUTE A WARRANTY BY THE MFSA AS TO THE PERFORMANCE OF THE COMPANY AND ITS SUB-FUNDS AND THE MFSA SHALL NOT BE LIABLE FOR THE PERFORMANCE OR DEFAULT OF THE COMPANY AND ITS SUB-FUNDS.

THIS OFFERING SUPPLEMENT IS AN UPDATED VERSION OF THE OFFERING SUPPLEMENT IN RESPECT OF THE SUB-FUND DATED 29 AUGUST 2022.



APPROVED IN ACCORDANCE WITH ARTICLE 11 OF THE
INVESTMENT SERVICES ACT CAP. 370

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IMPORTANT INFORMATION

BEFORE PURCHASING ANY INVESTOR SHARES IN THE SUB-FUND DESCRIBED IN THIS OFFERING SUPPLEMENT, YOU SHOULD MAKE SURE THAT YOU FULLY UNDERSTAND THE NATURE OF THIS INVESTMENT, THE RISKS ASSOCIATED WITH IT AND YOUR OWN PERSONAL CIRCUMSTANCES. IF YOU ARE NOT CERTAIN ABOUT THE CONTENTS OF THIS OFFERING SUPPLEMENT, YOU SHOULD SEEK THE ADVICE OF A SUITABLY QUALIFIED ADVISOR. YOU SHOULD ALSO REFER TO THE LATEST VERSION OF THE PROSPECTUS WHICH ACCOMPANIES THIS OFFERING SUPPLEMENT AND WHICH DESCRIBES THE COMPANY AND PROVIDES GENERAL INFORMATION ABOUT OFFERS OF INVESTOR SHARES IN THE COMPANY. YOU SHOULD NOT TAKE ANY ACTION IN CONNECTION WITH THIS OFFER OF INVESTOR SHARES UNLESS YOU HAVE RECEIVED A COPY OF THE PROSPECTUS.

Suitability of Investment

Before investing in the Sub-Fund, you should inform yourself how you could be affected by: (a) any possible tax consequences; (b) any legal and regulatory requirements; (c) any applicable foreign exchange restrictions or exchange control requirements; (d) any governmental or other consents or formalities that you might require or otherwise encounter under the laws of your country of citizenship, residence or domicile and which might affect your acquisition, holding or disposal of Investor Shares or receipt by you of income from such Investor Shares.

The value of the Investor Shares will fluctuate, and there is no guarantee that you will make a profit, or that you will not make a loss, on your investment. Refer also to the Section of the Prospectus entitled "**Risk Factors**". The Risk Factors outlined in the Prospectus are sufficiently exhaustive to also cater for any specific risks which may apply for an investment in the Sub-Fund.

An investment in the Investor Shares by you is best undertaken after you are satisfied, possibly after obtaining advice from a qualified professional advisor, that you have properly assessed the merits and risks associated with the investment and that your financial resources are adequate to enable you to bear any potential losses that may arise therefrom. The contents of this Offering Supplement and of the Prospectus are not intended to contain, and should not be regarded as containing, advice relating to taxation, legal advice, investment advice or any other matter.

Restrictions on Distribution outside Malta

The offer of Investor Shares pursuant to this Offering Supplement is deemed to be an offer of securities to the public in terms of the Companies Act, however, the distribution of this Offering Supplement, the Prospectus, the KIID and the offering of Investor Shares may be restricted in other jurisdictions. This Offering Supplement does 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. Persons to whose attention this Offering Supplement may come are required to inform themselves about, and to observe, such restrictions.

Application to List Shares on a Stock Exchange

The Company may list the shares of the Sub-Fund on a stock exchange subject to the Company obtaining advance permission of the MFSA before taking any preparatory steps to seeking a listing.

GLOSSARY

Terms used in this Offering Supplement shall, unless otherwise defined or the context otherwise requires, have the same meaning as those defined in the Prospectus.

In this Offering Supplement, the following words shall have the meanings set opposite them:

| | |
|---------------------------|---|
| Business Day | Any day that is not a Saturday or a Sunday and not a public or bank holiday in Malta. |
| Calculation Period | A three (3) month period commencing on the first Valuation Day in one calendar quarter and ending on the last Valuation Day of that calendar quarter. |
| Dividends | Dividends declared by the Directors of the Company in respect of the Investor Shares. |
| Investor Shares | Investor Shares in the Sub-Fund. |
| Offering Price | The price at which Investor Shares may be acquired, which shall be equivalent to the NAV per Share on the relevant Valuation Day. |
| Redemption Day | Every Business Day. |
| Redemption Price | The price at which Investor Shares shall be redeemed, which shall be equivalent to the NAV per Share on the relevant Valuation Day. |
| Subscription Day | Every Business Day. |
| Valuation Day | The Business Day immediately preceding a Subscription Day and/or a Redemption Day and such other Business Day as the Directors may from time to time determine. |

This Offering Supplement shall, in addition, be subject to the same rules of interpretation as those set out in the Prospectus. Please see the Section of the Prospectus entitled "**Interpretation**" for further details.

KEY FEATURES

The Sub-Fund and the Investor Shares

| | |
|-----------------------------------|--|
| Name of the Sub-Fund | Megatrend Brands Fund. |
| Segregation | The Sub-Fund is a segregated portfolio whose assets and liabilities are to be treated as a patrimony separate from the assets and liabilities of each other sub-fund and of the Company. The Classes of the Sub-Fund do not constitute segregated portfolios. Please refer to the Prospectus for further details. |
| Classes of Investor Shares | <p>The Sub-Fund is comprised of five (5) classes of Investor Shares denominated in Euro:</p> <p>Class A Investor Shares (the "Class A Shares"); Class B Investor Shares (the "Class B Shares"); Class C Investor Shares (the "Class C Shares"); Class D Investor Shares (the "Class D Shares"); and Class I Investor Shares (the "Class I Shares").</p> |
| Base Currency | <p>Class A Shares – EUR. Class B Shares – USD. Class C Shares – EUR. Class D Shares – CHF. Class I Shares – EUR.</p> |
| Reference Currency | EUR. |
| ISINs | <p>Class A Shares – MT7000018750. Class B Shares – MT7000029237. Class C Shares – MT7000034609. Class D Shares – MT7000034617. Class I Shares – MT7000023792.</p> |
| Eligibility for Investment | The Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares are available to all investors. |
| Voting Rights | The Investor Shares (i.e. the Class A Shares, Class B Shares, Class C Shares, Class D Shares and the Class I Shares) entitle the holder to one (1) vote per Investor Share at general meetings of the Company on such matters as set out in the Prospectus, this Offering Supplement and the Memorandum and Articles. |
| Dividend Policy | The Directors reserve the right to pay dividends at any time if they consider that a payment of a dividend is appropriate. |
| Tax Status | The Sub-Fund is classified as a Non-Prescribed Fund. Please refer to the Section of the Prospectus entitled " Taxation " for further details on the tax treatment of Non-Prescribed Funds and shareholdings in such funds. |

Further details regarding the Investor Shares and the rights attaching thereto in respect of the Sub-Fund can be found in the Section entitled “**General Information**” below.

Investment Objective, Policy and Restrictions

Investment Objective

The Investment Objective of the Sub-Fund is to achieve medium to long term capital growth over three (3) to five (5) years.

There is no guarantee that the investment objective of the Sub-Fund will be achieved and investment results may vary substantially over time.

Investment Policy

The Investment Manager shall invest primarily in a diversified portfolio of listed equities. The Investment Manager may also invest in: (i) other listed transferable securities, (ii) money market instruments, (iii) FDIs (including futures, forwards, options and contracts for differences) and (iv) eligible ETFs. The Investment Manager may invest in the above asset classes either directly or indirectly through UCITS Funds.

The Sub-Fund may invest in equities of medium to large capitalisation companies (market capitalisation in excess of USD1 billion). The Sub-Fund may also limitedly invest in the equities of small capitalisation companies (market capitalisation less than USD1 billion).

The Sub-Fund may invest in corporate and/or sovereign bonds of any credit rating. The Sub-Fund may also invest a small portion of its assets in non-rated bonds. The bond portfolio of the Sub-Fund (if any) is expected to have an average duration of one (1) to seven (7) years.

The Sub-Fund may engage in exchange traded FDIs and/or OTC derivatives.

Where the Sub-Fund invests in UCITS Funds managed by the Investment Manager, the Investment Manager shall re-imburse the Sub-Fund any investment management and/or performance fees, as well as any applicable subscription/redemption charges, received in connection with the Sub-Fund’s investment in the target collective investment scheme.

The investment process will be based on a combination of quantitative analysis, technical analysis and fundamental analysis.

The Sub-Fund is not expected to have any bias towards any specific industrial, geographic or other market sector; provided that the Investment Manager will principally target equities listed on European and US stock exchanges.

The Sub-Fund will generally invest in assets denominated in EUR, CHF and USD.

The Investment Manager shall manage credit risk and will aim to minimise volatility through credit analysis and diversification over a broad base of issuers, industries and geographies.

The Sub-Fund may also hold cash and cash equivalents on an ancillary basis.

Investment and Borrowing Restrictions

For temporary or defensive purposes, the Sub-Fund may invest in short-term fixed income instruments, money market funds and cash and cash equivalents. The Sub-Fund may also at any time hold such securities for cash management purposes, pending investment in accordance with its Investment Policy and to meet operating expenses and redemption requests.

The Investment Manager is also expected to invest in FDIs (including futures, options and currency forwards) and ETFs for hedging purposes and the reduction of risk. The Sub-Fund will bear the associated costs and fees in connection with the use of such instruments. These fees will generally be payable to counterparties in OTC FDIs. Such counterparties are not expected to be related to the Company and/or the Investment Manager. The Company may also enter into foreign exchange linked OTC FDIs with the Custodian.

In pursuing its Investment Objective and Investment Policy, the Sub-Fund will be subject to the Investment, Borrowing and Leverage Restrictions set out in the Section of the Prospectus entitled "**Investment Objectives, Policies and Restrictions**".

Notwithstanding paragraphs B13 and B14 of the above referred Section of the Prospectus, this Sub-Fund shall not invest, in the aggregate, more than 10% of its assets in units or shares of other UCITS Funds. The Sub-Fund shall not invest in non-UCITS Funds.

The global exposure of the Sub-Fund arising out of its FDI positions will be measured on the basis of the commitment approach as set out in the MFSA Rules.

Leverage

The Sub-Fund will be leveraged through the use of FDIs. FDIs will be used for investment and/or efficient portfolio management purposes.

The maximum level of leverage that may be employed in connection with the Sub-Fund's investment programme calculated in accordance with the commitment approach is 100% of the Sub-Fund's NAV.

Approved Regulated Markets

As per the Prospectus.

The Offering

Number of Investor Shares on Offer

10,000,000 Class A Shares.
10,000,000 Class B Shares.
10,000,000 Class C Shares.
10,000,000 Class D Shares.
10,000,000 Class I Shares.

Initial Offering Price

Class A Shares – EUR 100.
Class B Shares – USD 100.
Class C Shares – EUR 100.
Class D Shares – CHF 100.
Class I Shares – EUR 100.

Initial Offering Period

Class A Shares
From 27 March 2017 to the Closing Date.

| | |
|--------------------------------------|--|
| | <p><u>Class B Shares</u> From 29 January 2021 to the Closing Date.</p> <p><u>Class C Shares</u> From 7 May 2024 to the Closing Date.</p> <p><u>Class D Shares</u> From 7 May 2024 to the Closing Date.</p> <p><u>Class I Shares</u> From 13 September 2018 to the Closing Date.</p> |
| Closing Date | <p><u>Class A Shares</u> 30 June 2017.</p> <p><u>Class B Shares</u> 29 January 2021.</p> <p><u>Class C Shares</u> 1 July 2024 or such earlier or later date as the Directors may in their sole and absolute discretion determine.</p> <p><u>Class D Shares</u> 1 July 2024 or such earlier or later date as the Directors may in their sole and absolute discretion determine.</p> <p><u>Class I Shares</u> 25 October 2018.</p> |
| Minimum Holding | <p>Class A Shares – EUR2,500. Class B Shares – USD10,000. Class C Shares – EUR15,000. Class D Shares – CHF1,000. Class I Shares – EUR10,000.</p> |
| Minimum Initial Investment | <p>Class A Shares – EUR2,500. Class B Shares – USD10,000. Class C Shares – EUR15,000. Class D Shares – CHF1,000. Class I Shares – EUR10,000.</p> |
| Minimum Additional Investment | <p>Class A Shares – EUR100. Class B Shares – USD100. Class C Shares – EUR1,000. Class D Shares – CHF1,000. Class I Shares – EUR100.</p> |
| Publication of NAV per Share | <p>In addition to the places set out in the Prospectus, the NAV per Share will be published on such websites or publicly available sources as the Directors may determine at their discretion.</p> |

Further details regarding this offering of Investor Shares can be found in the Section entitled “**The Offering**” below.

Fees

Investment Management Fee

Class A Shares

2.00% per annum, calculated on the NAV on each Valuation Day and payable quarterly in arrears.

Class B Shares and Class I Shares

1.25% per annum, calculated on the NAV on each Valuation Day and payable quarterly in arrears.

Class C Shares and Class D Shares

0.75% per annum, calculated on the NAV on each Valuation Day and payable quarterly in arrears.

Performance Fee

Class A Shares

For each Calculation Period, a Performance Fee shall be payable in the amount of 15% on the appreciation of the Sub-Fund's GAV over the previous HWM.

The Performance Fee is calculated on a "high water mark" basis.

Class B Shares and Class I Shares

For each Calculation Period, a Performance Fee shall be payable in the amount of 10% on the appreciation of the Sub-Fund's GAV over the previous HWM.

The Performance Fee is calculated on a "high water mark" basis.

Class C Shares and Class D Shares

For each Calculation Period, a Performance Fee shall be payable in the amount of 6% on the appreciation of the Sub-Fund's GAV over the previous HWM.

The Performance Fee is calculated on a "high water mark" basis.

Custody Fee

Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares

The Company will pay the Custodian, in respect of the Sub-Fund, a Custody Fee of 0.08% per annum of the NAV of the Sub-Fund (subject to a minimum Custody Fee of EUR16,000 per annum).

Administration Fee

Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares

Up to 0.15% per annum, calculated on the NAV on each Valuation Day and payable monthly in arrears, subject to a minimum Administration Fee of EUR30,000 per annum.

Subscription Fee

Class A Shares

Up to 3% of the subscription amount provided that this fee may be waived or discounted at the discretion of the Directors.

Class B Shares, Class C Shares, Class D Shares and Class I Shares

Nil.

| | |
|-----------------------|---|
| Switching Fee | <u><i>Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares</i></u> Nil. Provided that the Directors reserve the right to charge a Switching Fee. |
| Redemption Fee | <u><i>Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares</i></u> Nil. Provided that the Directors reserve the right to charge a Redemption Fee. |

Further details regarding the fees chargeable to the Sub-Fund can be found in the Section entitled “**Fees Payable by the Sub-Fund**” below.

Notice Deadlines

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|-------------------------------------|---|
| Settlement Day | <u><i>Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares</i></u> By close of business three (3) Business Day after the relevant Subscription Day. |
| Subscription Notice Deadline | <u><i>Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares</i></u> All applications for subscriptions must be received and accepted prior to 1.30 p.m. (13.30 hours) one (1) Business Day before the relevant Subscription Day. |
| Redemption Notice Deadline | <u><i>Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class I Shares</i></u> All applications for redemptions must be received and accepted prior to 1.30 p.m. (13.30 hours) one (1) Business Days prior to a relevant Redemption Day. |

THE OFFERING

Share Offer

This Offering Supplement is supplemental to, and must be read in conjunction with, the Prospectus issued by the Company.

The Offering Supplement constitutes an offer of Investor Shares in the Sub-Fund which is comprised of five (5) classes of Investor Shares, the Class A Shares, the Class B Shares, the Class C Shares, the Class D Shares and the Class I Shares.

The offering of the Class A Shares at the Initial Offering Price opened on 27 March, 2017 and closed on the applicable Closing Date. The offering of the Class I Shares at the Initial Offering Price opened on 13 September, 2018 and closed on the applicable Closing Date. The offering of the Class B Shares at the Initial Offering Price opened on 29 January 2021 and closed on the applicable Closing Date. The Company is entitled to close the Initial Offering Period in respect of the Class C Shares and Class D Shares at any time prior to the Closing Date or to extend it beyond the Closing Date and this at its sole discretion. The Company shall issue Investor Shares in connection with appropriately completed Subscription Applications received during the Initial Offering Period, on the Business Day following the Closing Date.

During the Offering Period, the offer will be for Investor Shares at the Offering Price applicable on the relevant Subscription Day.

Purchase, Transfer and Exchange of Shares

Investor Shares can be purchased at the prevailing Offering Price, by submission to the Company at the office of the Administrator or to any other entity duly appointed by and acting on behalf of the Company of the relevant and properly completed Subscription Application prior to the cut off time for receipt of applications for the relevant Share Class.

Payment should be effected as described in the Payment Forms which are available from the Investment Manager and/or the Administrator and/or any other entity duly appointed by and acting on behalf of the Company. At the Company's discretion, payments may be accepted other than in cash. All payments for Investor Shares must be made in the base currency of that class of Investor Shares and be received in Cleared Funds in any event on the applicable Settlement Day.

Any applicable bank charges will be borne by the Subscriber.

If the Subscription Application or associated Cleared Funds are not received as required, then the Subscription Application may be rejected or held over until the next Subscription Day at the discretion of the Company. In the event that an application is rejected, application monies will be returned without interest by telegraphic transfer to the remitting bank at the discretion of the Company at the risk and expense of the Subscriber. Subject to the satisfaction of the requirements set out above, Investor Shares shall be issued to successful Subscribers on the relevant Subscription Day.

The Administrator will generally issue written confirmation of ownership to a Shareholder within two (2) Business Days after the applicable Settlement Day.

Full details of the application and subscription process appear in the Section of the Prospectus entitled "**Purchase, Exchange and Transfer of Shares**".

A Subscription Application and other related documentation will be provided upon request by the Administrator, the Investment Manager or by an Authorised Distributor.

Redemption of Shares

Investors are directed to the Prospectus where the procedures relating to the Redemption of Investor Shares and the conditions applicable thereto are outlined.

Investor Shares can be redeemed at the prevailing Redemption Price, by submission to the Company at the office of the Administrator of the relevant and properly completed Redemption Notice before the Redemption Notice Deadline. Redemption requests received after the cut off time for receipt of redemption requests will be processed on the following Redemption Day.

In terms of the Memorandum and Articles, redemption requests and/or exchange requests are, once made, irrevocable. A Redemption Notice if accepted by the Company will be effective as at the applicable Redemption Day. Investor Shares shall be cancelled on the relevant Redemption Day. Redemption requests will generally be settled within ten (10) Business Days from the relevant Redemption Day.

Full details of the redemption process appear in the Section of the Prospectus entitled "**Redemption of Shares**". A Redemption Notice and other related documentation will be provided upon request by the Administrator, the Investment Manager or by an Authorised Distributor.

Deferral of Redemption

The Directors may in their exclusive discretion limit the total amount of redemptions effected on any Redemption Day to 10% of the outstanding Investor Shares in the Sub-Fund on that day (in each case before processing request for the issue of the Investor Shares or requests for redemptions of such Investor Shares for such Redemption Day). In such circumstances the Company or its authorised agent may scale down pro rata the number of Investor Shares to be redeemed in response to each request for redemption to the extent necessary to ensure that the foregoing limit is not exceeded, and shall carry forward the balance for redemption as at the next Redemption Day and so on to each succeeding Redemption Day until each request has been complied with in full. Requests for redemption carried forward from an earlier Redemption Day shall have priority over later requests.

Risks

Investment in UCITS Funds managed by the Investment Manager

The Sub-Fund may invest in UCITS Funds managed by the Investment Manager. In this case, the Investment Manager shall re-imburse the Sub-Fund any investment management fees and/or performance Fees, as well as any subscription and/or redemption fees, received in connection with the Sub-Fund's investment in the target collective investment schemes.

In all other cases, that is where the Sub-Fund invests in UCITS Funds that are not managed by the Investment Manager, the Sub-Fund may (besides management fees and performance fees which will be reflected in the performance of the investment) incur charges such as subscription and redemption fees upon investing or redeeming its units or shares. Such charges will be borne by the Sub-Fund as with any other brokerage or transaction charges or expenses as set out in the Prospectus.

Pricing

The calculation of the NAV of the Sub-Fund and of the NAV per Share shall be effected by the Administrator as at the close of business on every Valuation Day on the basis of the closing prices on that day and in such manner as is stated in the Prospectus under the section entitled "**Net Asset Value Calculation**". The Offering Price will be available from the Administrator and will be published on the website of the Administrator.

Duration of the Sub-Fund

The Duration of the Sub-Fund and the Classes is indefinite.

FEES PAYABLE BY THE SUB-FUND

Investment Management Fee

The Company will pay the Investment Manager an Investment Management Fee of 2.00% per annum of NAV in respect of the Class A Shares, 1.25% per annum of NAV in respect of the Class B Shares and Class I Shares, and 0.75% in respect of the Class C Shares and Class D Shares. The Investment Management Fee will accrue on every Valuation Day and shall be payable quarterly in arrears.

The Investment Manager will be reimbursed for all properly incurred and approved out-of-pocket expenses.

Performance Fee

The Investment Manager shall also receive from the Company in respect of the Sub-Fund a Performance Fee on the appreciation in the Gross Asset Value ("**GAV**") of the Sub-Fund over the previous High Watermark ("**HWM**") multiplied by the average number of Investor Shares in issue in the related class of Investor Shares from the end of the previous Calculation Period on which a Performance Fee was paid.

The Performance Fee in respect of each Calculation Period will be calculated by reference to the Net Asset Value ("**NAV**") before deduction for any accrued Performance Fee.

For each Calculation Period, a Performance Fee shall be payable in the amount of: (i) 15% in respect of the Class A Shares on the appreciation of the Sub-Fund's GAV over the previous HWM; (ii) 10% in respect of the Class B Shares and Class I Shares; and (iii) 6% in respect of the Class C Shares and Class D Shares, on the appreciation of the Sub-Fund's GAV over the previous HWM.

Once a Performance Fee has been paid, subsequent Performance Fees will be payable only once the Sub-Fund's GAV exceeds the new HWM. The HWM is the higher of: (a) the Initial Offering Price and (b) the highest NAV per Share on which a Performance Fee was paid.

The Performance Fee will be deemed to accrue as at each Valuation Day and shall be payable quarterly in arrears and normally within fourteen (14) calendar days of the end of each Calculation Period.

The Company will not adopt an equalisation methodology for the calculation of the Performance Fee due to the Investment Manager. Shareholders may accordingly underpay/over pay any Performance Fee due to the Investment Manager when subscribing and/or redeeming their Investor Shares.

Class A Shares – Worked Example

| Period | GAV (a) | HWM (b) | Perf. (c) = (a) – (b) | Perf. Fee (d) = (c) x 15% | NAV (e) = (a) – (d) |
|-----------|------------|------------|--------------------------|------------------------------|------------------------|
| Launch | 100.0000 | 100.0000 | - | - | - |
| Quarter 1 | 104.0000 | 100.0000 | 4.0000 | 0.6000 | 103.4000 |
| Quarter 2 | 103.0000 | 103.4000 | - | - | 103.0000 |
| Quarter 3 | 108.0000 | 103.4000 | 4.6000 | 0.6900 | 107.3100 |
| Quarter 4 | 113.0000 | 107.3100 | 5.6900 | 0.8535 | 112.1465 |

Class B Shares and Class I Shares – Worked Example

| Period | GAV (a) | HWM (b) | Perf. (c) = (a) – (b) | Perf. Fee (d) = (c) x 10% | NAV (e) = (a) – (d) |
|-----------|------------|------------|--------------------------|------------------------------|------------------------|
| Launch | 100.0000 | 100.0000 | - | - | - |
| Quarter 1 | 104.0000 | 100.0000 | 4.0000 | 0.4000 | 103.6000 |
| Quarter 2 | 103.0000 | 103.6000 | - | - | 103.0000 |
| Quarter 3 | 108.0000 | 103.6000 | 4.4000 | 0.4400 | 107.5600 |
| Quarter 4 | 113.0000 | 107.5600 | 5.4400 | 0.5440 | 112.4560 |

Class C Shares and Class D Shares – Worked Example

| Period | GAV ^A (a) | HWM (b) | Perf. (c) = (a) – (b) | Perf. Fee (d) = (c) x 6% | NAV (e) = (a) – (d) |
|-----------|-------------------------|------------|--------------------------|-----------------------------|------------------------|
| Launch | 100.0000 | 100.0000 | - | - | - |
| Quarter 1 | 104.0000 | 100.0000 | 4.0000 | 0.2400 | 103.7600 |
| Quarter 2 | 103.0000 | 103.7600 | - | - | 103.0000 |
| Quarter 3 | 108.0000 | 103.7600 | 4.2400 | 0.2544 | 107.7456 |
| Quarter 4 | 113.0000 | 107.7456 | 5.2544 | 0.3153 | 112.6847 |

Administration Fee

The Administrator is entitled to receive a fee of 0.15% per annum of the Net Asset Value of the Sub Fund payable pro rata monthly in arrears on the last Business Day in each calendar month of each year.

The fees are calculated by reference to the Net Asset Value on each Valuation Day. The Administrator is entitled to receive a minimum Administration Fee of EUR30,000 per annum.

The Administrator will be reimbursed for all properly incurred and approved out-of-pocket expenses.

Custody Fee

The Company will pay the Custodian, in respect of the Sub-Fund, a Custody Fee of 0.08% per annum of NAV of the Sub-Fund. The Company will pay the Custodian a minimum Custody Fee of EUR16,000 per annum. The Custody Fee will accrue on every Valuation Day and be payable monthly in arrears.

The Custodian will be reimbursed for all properly incurred and approved out-of-pocket expenses. A sub-custody fee may be charged in respect of any appointed sub-custodian.

Other Expenses

The Sub-Fund will also be subject to other fees including, its pro-rata share of the Directors; Company Secretary Fees and other operating expenses relating to the Company generally as set out in the Prospectus.

GENERAL INFORMATION

The Rights of Shareholders

The rights of Shareholders are stated in the Memorandum and Articles and in the Companies Act, and include (inter-alia) the right to receive notice of, and to attend and to vote at, meetings of the Company as summarised below.

The Investor Shares in the Sub-Fund carry the right to one (1) vote per share at meetings of the Company on the following matters (a) the variation of the rights attached to a class of shares; (b) any amendment to the investment objectives of the Sub-Fund; and (c) the appointment and, or removal of directors (other than the Director appointed by the holders of the Founder Shares). The Investor Shares entitle Shareholders to participate in the movements, both positive and negative, in the value of the assets of the Sub-Fund as well as the receipt of dividends as set out hereunder.

The holders of the Founder Shares carry the right to one (1) vote per share at general meetings of the Company and have the exclusive right to appoint one (1) Director. The Founder Shares do not carry a right to participate in any dividends or other distributions of the Company or in the assets of the Company on a winding up (other than to the surplus, if any, that may remain after payment of all amounts due to creditors and holders of the Investor Shares).

Share Capital and Accounts

All amounts received by the Company on the issue of Investor Shares, initially and subsequently, will be credited as share capital of the Company and will form part of the NAV of the Sub-Fund. Separate accounts are kept for the assets of the Sub-Fund.

Access to information

The Investment Manager and/or the Custodian may, with the consent of the Company, grant certain Shareholders, including, without limitation, those deemed to involve a significant or strategic relationship, additional information and reporting. Such information and reporting may provide the recipient greater insights into the Company and the Sub-Fund's activities than is included in standard reports to Shareholders, thereby enhancing the recipient's ability to make investment decisions with respect to the Company and the Sub-Funds and with respect to the investment of its own assets.

Fractional Shares

Fractional Shares will be issued up to four (4) decimal places.

Dividend Policy

The Directors reserve the right to pay dividends at any time if they consider that a payment of a dividend is appropriate.

Sub-Fund Expenses

The fees and expenses incurred in connection with the establishment of the Sub-Fund, the application for licensing of the Sub-Fund, the preparation and publication of the Offering Supplement and all legal costs and out of pocket expenses in relation thereto shall be borne by the Company.

Documents Available for Inspection

Copies of the following documents shall be available for inspection at the registered office of the Company (see

Directory at last page hereof) during normal business hours:

- the Memorandum and Articles, and Certificate of Incorporation of the Company;
- the latest Prospectus and Offering Supplements for all Sub-Funds;
- the Key Investor Information Documents;
- the Custody Agreement;
- the Administration Agreement;
- the Investment Management Agreement;
- the ISA; and
- the latest Annual and Half Yearly report of the Company (if available).

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| Directors of the Company | Mr. Noel Vella Ms. Jessica Briffa Curmi Mr. Nicholas Calamatta |
| Registered Office | 259, St. Paul Street, Valletta VLT 1213, Malta |
| Company Secretary | E2S Monitoring Ltd 6, Flat 2, Market Street, Floriana FRN1082, Malta |
| Investment Manager | Gamma Capital Markets Limited 259, St. Paul Street, Valletta VLT 1213, Malta |
| Custodian | Zarattini International Ltd 171, Old Bakery Street, Valletta VLT 1455, Malta |
| Administrator | CC Fund Services (Malta) Limited Ewropa Business Centre, Dun Karm Street, B'Kara BKR 9034, Malta |
| Auditors | PricewaterhouseCoopers 78, Mill Street, Qormi QRM3101, Malta |
| Legal Advisors | GANADO Advocates 171, Old Bakery Street, Valletta VLT 1455, Malta |