



OLD MUTUAL AFRICAN AGRICULTURAL FUND (Luxembourg)

Société d'Investissement à Capital Variable
Luxembourg

PROSPECTUS

Potential investors must be aware of the fact that investments made by the Company may be illiquid. There is consequently no assurance that the liquidity of such investments will always be sufficient to meet redemption requests as and when made. The treatment of redemption requests may thus be postponed and the investors may be obliged to stay within the Company for a period longer than expected.

December 2014

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Prospectus December 2014

Important Information*

Old Mutual African Agricultural Fund (Luxembourg) is offering Shares on the basis of the information contained in this Prospectus and in the documents referred to herein. No person is authorised to give any information or to make any representations concerning the Company other than as contained in the Prospectus and in the documents referred to herein, and any purchase made by any person on the basis of statements or representations not contained in or inconsistent with the information and representations contained in the Prospectus shall be solely at the risk of the purchaser.

The distribution of the Prospectus is not authorised unless it is accompanied by the most recent annual and semi-annual reports of the Company, if any. Such report or reports are deemed to be an integral part of the Prospectus.

The Board of Directors has taken all reasonable care to ensure that the information contained herein is accurate and complete in all material respects. The Board of Directors accepts responsibility accordingly.

In accordance with the Articles, the Board of Directors may issue Shares of different Classes; investors may also choose the alternative Class features which are most suitable for their individual circumstances, given notably their qualification, the amount subscribed, the denomination currency of the relevant Class and the fee structure of the relevant Class.

Shares of the different Classes if any, may be issued and redeemed at prices computed on the basis of the Net Asset Value per Share of the relevant Class, as defined in the Articles.

The Board of Directors may, at any time, create additional Classes of Shares whose features may differ from the existing Classes. Upon creation of new Classes, the Prospectus will be updated or supplemented accordingly.

Investors should be aware of a potential difference at any time between the issue and redemption price of Shares. An investment in Shares should be viewed as a medium to long term investment. An investment in Shares should not represent a complete investment program and may not be appropriate for all investors.

The distribution of the Prospectus and the offering of the Shares may be restricted in certain jurisdictions. The Prospectus does not constitute an offer or solicitation in a jurisdiction where to do so is unlawful or where the person making the offer or solicitation is not qualified to do so or where a person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of the Prospectus and of

* Capitalised terms are defined in the Glossary of Terms on page 7

any person wishing to apply for Shares to inform themselves of and to observe all applicable laws and regulations of relevant jurisdictions.

Luxembourg – The Company's objective is to invest 20% or more of the Net Assets in assets other than transferable securities and other liquid financial assets referred to in Article 41 (1) of the Law of 2010. The Company is consequently registered pursuant to the provisions of Part II of the Law of 2010. The above registration does not, however, require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of the Prospectus or the assets held in Company. Any representations to the contrary are unauthorised and unlawful.

Alternative Investment Fund Managers Regulations: The Company characterizes as an internally managed alternative investment fund within the meaning of the Law of 2013 and shall be managed in such a way as to benefit from an exemption under Article 3(2) a) of the Law of 2013. The Board of Directors will take any steps required by the Law of 2013 in the case where the conditions of the above mentioned exemption would no longer be met.

The value of the Shares may fall as well as rise and a Shareholder on transfer or redemption of Shares may eventually lose all or part of the amount invested. Income from the Shares may fluctuate in monetary terms and changes in rates of exchange may cause the value of Shares to go up or down. The rates and bases of, and reliefs from, taxation may change.

Investors should inform themselves and should take appropriate advice as to possible tax consequences, foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence, domicile or other eligible laws and which might be relevant to the subscription, purchase, holding, redemption or disposal of the Shares of the Company.

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

United States – The Company represents and warrants that its Shares will not be offered, sold or delivered to U.S. Persons, Specified U.S. Persons, Nonparticipating Financial Institutions and Passive Non-Financial Foreign Entities.

Directory

Registered Office

58, rue Charles Martel
L-2134 Luxembourg

Promoter

Old Mutual Investment Group (South Africa) (Proprietary) Limited.
Mutual Park
Pinelands
Cape-Town, South Africa

Board of Directors

Chairman

P.E. Rackstraw
Futuregrowth Asset Management (Proprietary) Limited
Managing Director
3d Floor Great Westerford
240 Main Road
Rondebosch 7700
Cape Town, South Africa

Members

A. Canter
Futuregrowth Asset Management (Proprietary) Limited
CIO
3d Floor Great Westerford
240 Main Road
Rondebosch 7700
Cape Town, South Africa

D. Vink
UFF Agri Asset Management
30 Hudson Street
Waterkant 8001
Cape Town, South Africa

Investment Manager

Futuregrowth Asset Management (Proprietary) Limited.
3d Floor Great Westerford
240 Main Road
Rondebosch 7700
Cape Town, South Africa

Investment Advisor

UFF Management (Mauritius) Limited
Rogers House, 5 President John Kennedy St.,
Port-Louis, Mauritius

Custodian of the Company

UBS (Luxembourg) S.A.
33A, avenue JF Kennedy
L-1855 Luxembourg

Administrator of the Company

Maitland Luxembourg S.A.
58, rue Charles Martel
L-2134 Luxembourg

Auditor of the Company

KPMG Luxembourg S.à r.l.
9, Allée Scheffer
L-2520 Luxembourg
Luxembourg

Legal Advisor of the Company as to Luxembourg law

Arendt & Medernach
14, Rue Erasme, B.P. 39
L-2010 Luxembourg
Luxembourg

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Glossary of Terms

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| Administrator | Maitland Luxembourg S.A. |
| Agricultural Assets | <p>To qualify as an Agricultural Asset for the Company it is aimed that investments should at least comply with the following investment criteria:</p> <ul style="list-style-type: none">• Projected annualized net returns over the investment period should be within the targeted Company return range, as referred to under Section "Investment Objectives, Policies and Restrictions", item 4;• Investments should provide the Company with a healthy current cash income component; and• Investments should provide affected communities with identifiable and measurable benefits. The Company intends to proceed as follows in order to achieve these objectives:<ul style="list-style-type: none">○ Make investments in farmland and related biological assets, agricultural infrastructure and farming implements in the following agricultural industries:<ul style="list-style-type: none">○ Row crop growing and processing industries producing agricultural products like wheat, maize, barley, sorghum and sugar cane;○ Permanent crop growing and processing industries producing agricultural products like fruits and nuts;○ Pasture land related growing and processing industries producing agricultural products like dairy and meat;○ Other agricultural industries to be assessed on a case-by-case basis;• Let management and employees financially participate in the success of agribusinesses invested in;• Invest in Agricultural Assets in cooperation with strong international partners from the agricultural industry;• Work in close cooperation with partners like leading financial institutions as well as development and trade finance institutions in order to provide additional support and funding;• Make use of long-term take-off agreements with international retailer clients to mitigate market risks;• Invest in agricultural infrastructure to improve access to markets for the Agricultural Assets invested in; and• Reduce poverty through worker and community empowerment, land reform and economic development. |

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| Articles | The Articles of Incorporation of the Company dated 31 May 2012 as may be supplemented or amended from time to time |
| Auditor | KPMG Luxembourg S.à r.l. |
| Board of Directors | The board of directors of the Company. |
| Business Day | Any day on which banks are open for business in Luxembourg. |
| Class of Shares | Shares which may differ, <i>inter alia</i> , in respect of their charging structures, types of targeted investors or other specific features. |
| Class “P” Shares | Shares reserved to the entities of Old Mutual Group only and which have been issued at the incorporation of the Company. |
| Company | OLD MUTUAL AFRICAN AGRICULTURE FUND (LUXEMBOURG). |
| CPI | The Consumer Price Index (CPI) is a measure of the average change over time in the prices paid by urban consumers for a market basket of consumer goods and services as published monthly by the US Department of Labor Statistics. |
| Custodian | UBS (Luxembourg) S.A. |
| Distribution Fee | The fees to be paid to the Distributors, as further described in Section “Charges and Expenses”. |
| Distributors | The distributors, if any, appointed by the Company, the list of which is available at the registered office of the Company. |
| EU | European Union. |
| Euro/EUR | All references to Euro/EUR in the Prospectus are to the legal currency of the European Monetary Union. |
| Farmland Operator | The integrated agricultural business that will enter into a lease and management agreement with the Farmland SPV, effectively farming the farmland. |
| Farmland SPV | The special purpose vehicles which will ultimately own the Agricultural Assets. |
| FATCA | The provisions of the Hiring Incentives to Restore Employment (HIRE) Act of 18 March 2010 commonly referred to as the Foreign Account Tax Compliance Act (FATCA). |

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| Final Investment Proposal | After approval of the Preliminary Investment Proposal, the Investment Advisor will enter into a detailed assessment and due diligence of the investment proposition. This process involves the submission of financial, agronomical and operational information. |
| IGA | The intergovernmental agreement, signed between Luxembourg and the United States on March 28, 2014. |
| Institutional Investor | Institutional Investors, as defined by Article 174 of the Law of 2010 and by guidelines or recommendations issued by the Regulatory Authority from time to time. |
| Investment Advisor | UFF Management (Mauritius) Limited. |
| Investment Advisory Agreement | The agreement dated 1 June 2012, by which the Company appoints the Investment Advisor, as may be amended from time to time. |
| Investment Advisory Fee | The fees to be paid from the assets of the Company to the Investment Advisor, as further described under Section "Charges and Expenses". |
| Investor Share Class | The Class of Shares open to investors in the Company. |
| Investment Committee | The investment committee established at the level of the Investment Manager and dedicated to the Company as further described under Section "General Information" |
| Investment Guidelines | Means the general parameters adopted by the Board of Directors according to which the Company shall make investments. |
| Investment Management Agreement | The agreement dated 1 June 2012, by which the Company appoints the Investment Manager, as may be amended from time to time. |
| Investment Manager | Futuregrowth Asset Management (Pty) Ltd. |
| Investment Manager Fee | The fees to be paid from the assets of the Company to the Investment Manager, as further described under Section "Charges and Expenses". |
| Law of 2010 | The Luxembourg law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time. |

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| Law of 2013 | The Luxembourg law of 12 July 2013 relating to alternative investment fund managers, as may be amended from time to time. |
| Legal Advisor (as to Luxembourg law) | Arendt & Medernach, 14 rue Erasme, L-2080 Luxembourg. |
| Management Fee | The fees to be paid from the assets of the Company to the Investment Manager and to the Investment Advisor in accordance with Section "Charges and Expenses". |
| Market Timing | An arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same Undertakings for Collective Investment ("UCI") within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the UCI. |
| Member State | A member state of the European Union. |
| Mémorial | The Mémorial C, Recueil des Sociétés et Associations. |
| Net Assets | The total assets of the Company or attributable to the relevant Class of Shares less the liabilities of the Company. |
| Net Asset Value | Has the meaning ascribed to that term under Section "Net Asset Value". |
| Nonparticipating Financial Institutions | Shall have the meaning as defined by FATCA and the intergovernmental agreement (IGA) signed between Luxembourg and the United States on 28 March 2014. |
| Passive Non-Financial Foreign Entities | Shall have the meaning as defined by FATCA and the IGA. |
| Performance Fee | The fee payable to the Investment Manager and Investment Advisor as further described under Section "Charges and Expenses". |
| Preferred Return | Has the meaning ascribed under Section "Charges and Expenses". |
| Preliminary Investment Proposal | Initial assessment of any investment proposition will be presented to the Investment Committee in the form of a Preliminary Investment Proposal. |

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| Prohibited Person | Has the meaning ascribed thereto in Section “Issue of Shares, Subscription and Payment Procedure”. |
| Prospectus | The Prospectus dated June 2012, as may be supplemented or amended from time to time. |
| Reference Currency | Currency of denomination of the Company and/or the relevant Class of Shares. |
| Registered Office | 58, rue Charles Martel, L-2134 Luxembourg. |
| Regulated Market | Market which is regulated, operates regularly and is recognized and open to the public. |
| Regulatory Authority | The Luxembourg authority or its successor in charge of the supervision of the undertakings for collective investment in the Grand Duchy of Luxembourg. |
| Share | Each share of the Company within any Class. |
| Shareholder | Holder of Share(s). |
| SICAV | Société d’Investissement à Capital Variable. |
| UCI(s) | Undertaking(s) for collective investment. |
| Underlying UCI | Open-ended or closed-ended UCIs managed by the Investment Manager. |
| U.S. | United States of America. |
| U. S. Dollar/USD | All references to U.S. Dollar/USD in the Prospectus are to the legal currency of the United States of America. |
| U.S. Person | The term "U.S. Person" means a citizen or resident of, or a company or partnership organized under the laws of or existing in any state, commonwealth, territory or possession of the United States of America, or an estate or trust other than an estate or trust the income of which from sources outside the United States of America is not includible in gross income for purpose of computing United States income tax payable by it, or any firm, company or other entity, regardless of citizenship, domicile, situs or residence if under the income tax laws of the United States of America from time to time in effect, the ownership thereof would be attributed to one or more U.S. persons or any such other person or persons defined as a "U.S. person" under Regulation S promulgated under the United |

States Securities Act of 1933 or in the United States Internal Revenue Code of 1986 or the U.S. Commodity Exchange Act, as amended from time to time.

Specified U.S. Person

Shall have the meaning as defined by FATCA and the intergovernmental agreement (IGA) signed between Luxembourg and the United States on 28 March 2014.

Valuation Date

The last Business Day of each month as well as any additional day as determined by the Board of Directors in its entire discretion.

The Company and the Classes of Shares

The Company

The Company has been incorporated for an unlimited period under the laws of the Grand Duchy of Luxembourg as a "*société d'investissement à capital variable*" (SICAV) under the form of a "*société anonyme*" on 31 May 2012 organized under Part II of the Law of 2010.

The minimum capital of the Company, as provided by law, which must be achieved within 6 months after the date on which the Company has been authorized as an undertaking for collective investment in Luxembourg, shall be the equivalent in USD of EUR 1,250,000. The capital of the Company is represented by fully paid-up Shares of no par value.

The subscribed corporate capital at the incorporation of the Company is set at forty-five thousand (45,000) USD divided into four hundred fifty (450) fully paid-up Shares of no par value.

The share capital of the Company will be equal, at any time, to the Net Assets of the Company.

The Company is located in the Grand Duchy of Luxembourg at 5, rue Jean Monnet, L-2180 Luxembourg.

The Company has been registered with the Luxembourg Trade and Companies Register (*Registre du commerce et des sociétés*) under number B169338.

The Classes of Shares

The Board of Directors may, at any time, decide to issue one or more Classes of Shares, each Class of Shares having (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, Shareholders servicing or other fees and/or (iv) different types of targeted investors and (v) such other features as may be determined by the Board of Directors from time to time. Upon creation of new Classes of Shares, the Prospectus will be updated or supplemented accordingly.

Currently, the Company offers to investors two Investor Share Class denominated in USD, as further described under Section "Issue of Shares, Subscription and Payment Procedure".

For the avoidance of doubt, the Company has also issued Class "P" Shares at the incorporation of the Company reserved to entities of Old Mutual Group only. Class "P" Shares give the right, in accordance with the Articles, to propose to the general meeting of Shareholders a list containing the names of candidates for the position of director of the Company out of which a majority of the directors of the Company must be appointed. Class "P" Shares underlie otherwise the same specifics as the Investor Shares Class.

Shares may be issued or redeemed at prices computed on the basis of the Net Asset Value per Share of the relevant Class of Shares, as more fully described under Section “Issue of Shares, Subscription and Payment Procedure”.

Investment Objectives, Policies and Restrictions

The Company aims at achieving a real increase in value over the long term; at the same time, by developing investments they seek to facilitate rural development and economic empowerment. For this purpose the Company invests its money in agricultural business’ to improve yield, efficiency, management and thereby increase real value. Next to investing in the agricultural business, the Company will invest in the local community facilitating rural development and economic empowerment. In turn this will attribute to a better performance of the investments.

1. Description of the Agricultural Industry/Market

Agriculture has always played a key role in the development of human civilization. Until recently, the agricultural industry and what was happening internationally did in general not attract much attention. However, driven by increasing fear for global food scarcity in the near future, the industry is increasingly attracting the attention of the international community.

In the past couple of years, almost all agricultural products have experienced significant price increase. Population growth, rising incomes and the increased interest in and subsidisation of biofuels are having dramatic effects on the demand of agricultural products and farmland. In the future it is expected that these drives will have a systematic effect on the demand for soft commodities and farmlands.

Also due to climate changes, urbanisation and increasing water scarcity there is much pressure on soft commodities and farmland and productivity. Total available arable land is decreasing and differing weather patterns put productivity under pressure.

To summarize:

- Demand for soft commodities will stay strong
- Increasing scarcity of farmland, will sustain growth in farmland price.

2. Investment Concept

The key investment concepts of the Company are:

- Access to potentially attractive investment returns with a significant stable component;
- Access to investments with a large “real” asset component;
- Access to Investments highly correlated to soft commodity prices;

- Access to investment opportunities on a highly promising continent that is difficult to access on a direct basis;
- Benefiting from long-term positive macro-drivers within the farmland and agricultural sector;
- Access to investment exposure to promising assets like farmland;
- Diversification benefits for investors through assets not highly correlated to traditional asset classes, as well as through internal diversification;
- Contributing to the alleviation of funding scarcity for the agricultural industry in Africa;
- Contributing to the realization of both socially and environmentally responsible investments in Africa;
- Contributing to the improvement of food security in Africa through cultivation of land and enhancing yield on existing farming operations;
- Contributing to the improvement of access to market for African agricultural companies through investments in logistics and agricultural infrastructure;
- Contributing to rural development and economic empowerment of rural communities; and
- The Company aims to deliver innovative workers and community beneficiation structuring as a philosophy across the Company's portfolio of investments, to improve equity participation in the ongoing transformation of the African economy.

The Company addresses both institutional and private investors who wish to achieve solid returns by investing in businesses operating within a highly attractive industry, with interesting risk-return and correlation characteristics. The long-term nature of underlying investments in the Company is considered to be especially attractive to investors. In addition to providing investors with a solid return, the Company aims to provide investors with the following additional investment benefits:

- Long-term investment horizon;
- Inflation hedge characteristics; and
- Limited to negative correlation with other asset classes.

The intended investments made by the Company are likely to facilitate rural development and economic empowerment, which should in turn attribute to a better performance of the investments. Therefore, development and empowerment objectives will play an important role in improving the sustainability and viability of the businesses.

3. Investment Process

Evaluation and investment process

The evaluation and investment process will in principle be procured by the Investment Advisor and may be summarised as follows:

Origination

The Investment Advisor will use a wide variety of contacts, relationships and financial engineering techniques to originate potential assets for the Company. Using any of these techniques, the Investment Advisor will examine a broad selection of potential investment

entities and identify those that the Investment Advisor believes are most likely to meet the standards required for selection as Agricultural Assets for the Company.

Eligibility and Risk Analysis

The Investment Advisor will assess each investment opportunity against the investment strategy to assess its eligibility for inclusion in the Company. An initial risk assessment will take place to see whether the prospective investment could fall within the Company's risk-return profile.

Appraisal and Preliminary Investment Proposal

Should the project pass the first assessment hurdles the Investment Advisor will employ a system that evaluates potential investment entities based on a number of quantitative and qualitative criteria. This assessment process is based upon analysing the agricultural operator's financials, access to market, logistical capabilities and track record as well as subjective judgments of management and other intangible factors. The agricultural property will be assessed on high-level technical and economic criteria for potential inclusion in the Company.

Prior to making Preliminary Investment Proposal to the Investment Committee, the Investment Advisor seeks to substantiate its knowledge of the proposed investment by conducting an initial appraisal. This process involves the submission of financial, agronomical and operational information by each project promoter or agricultural operator, as well as meetings or other discussions with the operator's management to assess their competence. This is both a backward-looking and forward-looking process, involving reviews of past performance and future business plans and projections. Should the appraisal have a positive conclusion the Investment Advisor will draft a formal Preliminary Investment Proposal.

Investment Committee Approval Process

Each Preliminary Investment Proposal is submitted to the Investment Committee for review and approval, where each Preliminary Investment Proposal shall describe in detail the proposed Agricultural Asset.

Preliminary Investment Proposals will be approved by a majority vote of the Investment Committee, including at least the managing director of the Investment Manager. Each member of an Investment Committee will aim to either approve or disapprove to proceed with an intensive due diligence within 10 Business Days after the Investment Proposal is submitted.

Although each member of an Investment Committee will be provided with adequate information to enable the Investment Committee to review the Preliminary Investment Proposals, the Investment Committee shall have its own responsibility in making its approval decisions independently.

In addition to evaluating Preliminary Investment Proposals on an individual basis, the Investment Committee shall evaluate how each investment fits into the existing portfolio of

Agricultural Assets, based on the applicable Investment Guidelines. As outlined, the Board of Directors, in cooperation with the Investment Manager and the Investment Advisor will set the Company strategic goals and objectives as well as the Investment Guidelines for the Company.

It is not necessary for the Investment Committee to meet in person to approve Preliminary Investment Proposals. Meetings and approvals may take place through video teleconferencing or conference calls.

The Investment Committee will meet in person with the Investment Manager to discuss every investment proposal as well as on an ad-hoc basis if and when required. The purpose of the meeting will be to review the quality and performance of the existing portfolio of Agricultural Assets and to determine a strategy in the case of underperforming individual Agricultural Assets.

Due Diligence

If the Investment Committee approves to proceed with a Preliminary Investment Proposal the Investment Advisor will enter into additional due diligence of the proposed investment and will investigate and answer any possible queries and questions that might have arisen from the deliberations in the Investment Committee meetings. The due diligence will consist of a full financial, legal and tax review of the business and a full technical due diligence of the potential investment entity.

An important aspect of the due diligence will be a technical and an agronomical assessment of the property to be done by the Investment Advisor's agronomical expert.

Apart from evaluating the commercial attractiveness of an investment, on a separate basis, the social and environmental aspects of the potential investment entity will be evaluated, including the possibilities on how to implement adequate social and environmental management plans as referred to in the preceding chapter.

Investment Committee Final Approval

The outcomes of the additional due diligence will be included in the Final Investment Proposal and will be presented to the Investment Committee for final approval.

Final Investment Proposals will be approved by unanimous vote of the Investment Committee, including at least the managing director of the Investment Manager. Each member of the Investment Committee will aim to either approve or disapprove the Final Investment Proposal within 10 Business Days after submission.

Indirect Investments

Transactions will be structured around an appropriate tax structure. Most Agricultural Assets will be acquired via intermediary investment entities, for example, holding companies or special purpose vehicles that are more efficient for the Company in view of tax, legal or regulatory constraints.

Administration

The administration of the individual Agricultural Assets will be procured by the Investment Advisor that will provide customised administration services with respect to each individual Agricultural Asset, in order to enable the Investment Manager to report on the Company and its investments on a consistent and comparable basis. In this respect a service level agreement will be constructed to ascertain correct, detailed and timely information provision with respect to the Agricultural Assets' financial figures and performance.

Monitoring and Reporting

After closing, the Investment Advisor will closely monitor the investment including all financial, operational and technical aspects. In its monitoring, the Investment Advisor uses a proprietary state-of-the-art financial and operational management and control system. This financial and operational management system allows for detailed analysis and monitoring of the performance of various Agricultural Assets on a practically continuous basis, in turn making it possible to act at an early stage in the event that Agricultural Assets show underperformance. As an example, the system may provide detailed information on how crops are developing at the level of individual farms or even trees. In addition, the financial and operational management and control system facilitates and may provide assistance to the administration of individual Agricultural Assets.

Monitoring will also take place with respect to the ongoing responsibility requirements of investments, including the monitoring of the technical and agricultural state of the Agricultural Asset on an annual basis and provision, where applicable, of advice and directions to the farmland operating company. Apart from monitoring and reporting on technical agricultural and business issues, a strict monitoring process will be followed by the Investment Advisor on the implementation and monitoring of the social and environmental management plan as agreed upon at the closing of each transaction.

4. Investment Policy and Guidelines

The Company will be managed as a mixed investment fund able to invest, through other open-ended or closed-ended UCIs managed by the Investment Manager (the "Underlying UCIs"), in a wide range of equity and equity related instruments as well as in debt instruments related to farmland and related biological assets, farming implements and agricultural infrastructure in Africa. On an *ad-hoc* incidental basis, the Company may consider to invest directly - i.e. not through an Underlying UCI – in equity and equity related instruments related to farmland and related biological assets, farming implements and agricultural infrastructure in Africa.

When investing in the agricultural industry one could disseminate between investing in agricultural real estate companies, including farmland, biological assets, buildings and other agricultural infrastructure, and in the operations being performed on the farmland by the Farmland Operator. The investment strategy of the Company is to assume exposure in agricultural property companies and as well as exposure to the agricultural operating companies through the Underlying UCIs. The equity related exposure in the farm property company directly by the Company or indirectly by the Underlying UCIs will typically take

the form of an investment in an special purpose vehicle owning the farm including the farmland. The equity related exposure in the operating company by the Underlying UCIs will typically take the form of a participation in a partnership with the Farmland Operator that funds the ongoing working capitals needs of a farm - effectively a short term profit sharing loan - and by which the Company shares in the results generated by the Farmland Operator in operating the farmland. Investments in working capital will lead to commodity exposure.

Next to striving for a solid financial return, it is the intention that Agricultural Assets invested in shall add social and environmental value. In particular it is intended that the Company contributes to the alleviation of poverty, by engaging in broad-based economic empowerment in general and in economic beneficiation of farm workers in particular. The Company may also contribute to improving the infrastructural environment of Agricultural Assets, for example by investing in improvements of the road network and/or in the implementation or restructuring of irrigation systems.

The Company will in its investment process comply with the IFC Performance Standards, World Bank Group Environmental Health and Safety Guidelines, GlobalGap, South African Environmental and Labour Law and the OECD Guidelines on Anti-Corruption.

The Company aims to build a well-diversified portfolio with exposure to at least 30-35 Agricultural Assets in Africa.

By investing, the Company aims to optimally leverage its expertise in the agricultural investment industry. Social and environmental responsibility will play a key role in all investments made. Investments will be made according to strict financial principles and return requirements, ensuring an attractive financial return to investors. The annualised net return of the investments in property companies is targeted at CPI+10% to CPI+15% while the annualised net return of the operational farming investments is targeted at CPI+20% to CPI+25%.

In general, the Investment Manager shall actively engage with companies invested in, by assuming board member positions and providing companies with advice related to strategy and daily operations. In this respect, the Investment Manager shall work in close cooperation with third parties, including financial institutions, trade finance organisations, development institutions, governments, universities and consultancy firms, in order to realise additional support and funding. No Final Investment Proposals will be approved until an intensive due diligence is completed, including onsite due diligence and, in most cases, consultation with local agricultural and political experts.

Notwithstanding the intention to be continuously fully invested in Agricultural Assets, the Investment Manager will at all times maintain a minimum of 10% of its portfolio in cash. Resources in cash will be held in deposit at reputable financial institutions with an investment-grade rating, money market instruments, money market funds, cash and cash equivalents.

5. Investment Restrictions

- The percentage of the Company's total assets allocated to equity and equity related instruments shall be up to 90%. For the avoidance of doubt in this respect equity and equity related instruments may include private equity, mezzanine loans, shareholder loans, convertible loans, profit-sharing loans, redeemable shares or equity warrants.
- The percentage of the portfolio allocated to investments in entities representing ownership of farmland related biological assets, farming implements and agricultural infrastructure is expected to be approximately 50% of the total invested portfolio. For the avoidance of doubt the entities considered in some cases may only be a part of the Agricultural Assets invested in.

As a general rule, the Company may:

- invest up to 90% of its total assets in securities not listed on a stock exchange nor dealt on a Regulated Market;
- invest up to 20% of its total assets in securities and financing instruments issued by the same entity;
- acquire up to 75% of the shares or units issued by the open-ended or closed-ended UCI if such UCI is under its incorporation documents, subject to risk diversification requirements comparable to those provided for UCI subject to Part II of the Law of 2010. Such UCI should furthermore be managed by a fund manager that is subject in its home country to a permanent supervision by a supervisory authority set up by law in order to ensure the protection of investors.
- Acquire up to 50% of the securities and the financing instruments issued by the same entity other than the abovementioned UCI's. However, in general, the Company will aim to acquire up to a maximum of 50% of the securities and the financing instruments issued by the same entity;
- Invest up to 20% of its total assets in units or shares issued by open-ended or closed-ended UCI if such UCI are not subject to risk diversification requirements comparable to those provided for UCI subject to Part II of the Law of 2010.
- Invest up to 40% of its total assets in units or shares issued by the same open-ended or closed-ended UCI if such UCI is under its incorporation documents, subject to risk diversification requirements comparable to those provided for UCI subject to Part II of the Law of 2010. Such UCI should furthermore be managed by a fund manager that is subject in its home country to a permanent supervision by a supervisory authority set up by law in order to ensure the protection of investors.
- For the purpose of this limitation, each compartment of a target UCI with multiple compartments is to be considered as a distinct target UCI if the principle of segregation of the commitments of the different compartments towards third parties is ensured.
- Not invest more than 10% of its total assets directly in special purpose vehicles (other than UCIs, for the avoidance of doubt).

The Company's investment restrictions relating to investment allocation are only applicable after a period of 6 months after the launch of the Company.

Borrowing

The Company may borrow an amount of up to 10% of its total assets.

Within this limit, the Company will borrow money from reputable financial institutions.

Currency Hedging

In order to protect its present and future assets and liabilities against the fluctuation of currencies, the Company may enter into transactions the object of which is the purchase or the sale of forward foreign exchange contracts, the purchase or the sale of call options or put options in respect of currencies, the purchase or the sale of currencies forward or the exchange of currencies on a mutual agreement basis provided that these transactions be made either on exchanges or over-the-counter with first class financial institutions specializing in these types of transactions and being participants of the over-the-counter markets.

The objective of the transactions referred to above presupposes the existence of a direct relationship between the contemplated transaction and the assets or liabilities to be hedged and implies that, in principle, transactions in a given currency (including a currency bearing a substantial relation to the value of the Reference Currency - known as "Cross Hedging") may not exceed the total valuation of such assets and liabilities nor may they, as regards their duration, exceed the period where such assets are held or anticipated to be acquired or for which such liabilities are incurred or anticipated to be incurred.

Risk Factors

Specific Risk Factors for the Company

In general, the Company will invest in risk-bearing, most often non-listed, assets that are not liquid in the short term. In most cases, added value in the Company will be generated over the longer term. Investments in the Company require a medium to long-term investment horizon of the investor.

In general, the Company will take the risks that it deems reasonable to achieve its objectives. It cannot, however, guarantee that it will achieve its goals given market fluctuations and other risks to which the investments are exposed.

Therefore, investors must realize that the value of their investment may fall as well as rise and that past performance is not a guide for future performance.

Risk Related to the Agricultural Assets

General

The Agricultural Assets will mostly be equity or equity related instruments and debt instruments issued by agricultural companies in developing countries. There is a high degree of risk in the underlying business of the agricultural companies. Changes in the economic or political conditions of a country in which an agricultural company operates or changes in the financial condition of such agricultural company could have a material negative impact on the financial performance of any given Agricultural Asset. Accordingly, the Agricultural Assets are speculative and entail a high degree of risk.

Political and Economic Issues

The agricultural companies invested in, operate in countries with political, economic, social and business environments substantially different from, and typically less favorable than, such environments within more developed countries. Adverse political, economic, social, business or other developments in any of these environments may impair the ability of the agricultural companies to function successfully in the businesses they operate or to fulfill their financial obligations. Specific economic risks in certain developing and emerging countries where agricultural companies are located include, but are not limited to, decline in economic growth, high inflation reducing the real value of investments and pronounced fluctuations in interest rates rendering uncertain or unfavorable investment terms. Specific government actions or failures to act could elevate the risk that the agricultural companies located in such countries will not be able to fulfill their financial obligations.

The potential government actions that would have a material adverse effect on the value of Agricultural Assets for the Company include the imposition of foreign investment controls, exchange controls, expropriation, nationalisation, confiscatory taxation and adverse modifications to regulatory structures. In addition, the value of the Agricultural Assets could be adversely affected by generalised social or political instability in the home or neighboring countries of certain agricultural companies or adverse relationships with neighboring countries.

Land ownership in Africa is a sensitive issue. The Company will therefore place great emphasis on the productive use of land, coupled with beneficiation of the local communities to avoid, insofar as possible, any negative political impact. In certain cases the Company will procure political risk insurance to cover itself against any possible expropriation or other discriminating government actions. This could be arranged by procuring political risk insurance from the World Bank operated insurance business MIGA, which insures developmentally sound foreign direct investments against the risks of, among others, expropriation, currency inconvertibility and transfer restrictions.

Natural Disasters

The agricultural companies are subject to natural disasters, such as floods, hurricanes and earthquakes. The agricultural companies may not efficiently and quickly recover from such disaster events, which could have a materially adverse effect on the financial performance of the Agricultural Assets.

Non-Controlling Stakes

The Agricultural Assets may not comprise the majority or a substantial amount, by aggregate value, of the outstanding financing of the relevant agricultural companies. Consequently, the Company may have limited control over the Agricultural Assets.

Disclosure and Accounting Standards

The financial and other information of the agricultural companies, upon which the Company will rely in part in selecting and monitoring these companies will be provided primarily by the agricultural companies themselves. This information has in most instances been audited, but may not have been audited or prepared in accordance with International Financial Reporting Standards (IFRS). Agricultural companies are relatively small, unregulated enterprises with no access to sources of public funding and reporting standards are therefore relatively low profile. These inherent characteristics of agricultural companies aggravate the operating and financial risks of the enterprise and may compromise the robustness of the information provided. As a result, such information may be inaccurate or incomplete. The Investment Manager, the Investment Advisor and the Company will exercise commercially reasonable due diligence, given the limitations of such information, in assessing its accuracy and completeness, but cannot and do not make any explicit or implied representation or warranty in respect of such information.

Risks related to the Company

Track Record

Although the Investment Manager and the Investment Advisor have been involved in the initiation and development of several investment management programs, the Company is a new enterprise that lacks both operating and financial experience with respect to investments related to the agricultural industry in Africa. As of the date hereof, investing activity of the sort contemplated hereunder has not been performed regularly. For-profit entities undertaking the investing activities contemplated hereunder have only limited and recent experience. Accordingly, an investment in the Company entails a high degree of risk, since the Company may not achieve its investment objectives and an Shareholder could suffer a substantial or full loss of its investment in the Shares.

Financial Projections

The Company has internally generated the financial projections set forth herein. As a result of the Company's lack of operating experience, the limited operational history of the industry for agricultural investments in general and the impossibility of predicting the future performance of the agricultural companies, the Company is unable to predict its revenues with any degree of certainty.

The financial projections provided herein are based on many assumptions, including assumptions relating to future events and conditions. To the extent that future events and conditions differ from any one or more of these assumptions, the Company's actual financial results may differ from any of its financial projections. Any such differences are likely to be material. Accordingly, a potential investor should not rely on the accuracy of

any financial projections in making an investment in the Shares.

Sources for Profit Distribution or Final Redemptions

The Agricultural Assets and cash held in bank accounts of the Company are the sole sources for profit distributions on and redemption of the Shares. Shareholders can be paid profit distributions and will receive redemption payments only to the extent that Shares are being redeemed. Neither the Investment Manager nor the Investment Advisor nor any other party assumes directly or indirectly any liability in respect thereof to the Shareholders. Accordingly, an investment in the Company entails a high degree of risk and Shareholders could suffer a substantial or full loss of their investment in the Shares.

Liquidity Issues

The Company may be required to redeem Shares upon request of the Shareholders and may not be able to do so as the Company may not be able to exit or liquidate its investments as expected, given the illiquid and high risk nature of its investments. Any or all of these factors could materially constrain the Company's liquidity.

Conflicts of Interest

The interests of the Investment Manager or the Investment Advisor may conflict in various ways with the interests of the Company and its Shareholders. The Investment Manager or the Investment Advisor and each of their related entities, management teams, agents and affiliates may engage in fund management, financing, advisory, lending, financing or other businesses with or affecting the Company, or may have other business with the agricultural companies unrelated to the relevant Agricultural Assets. In order to mitigate conflicts or potential conflicts of interest, the Investment Manager and the Investment Advisor shall at all times ensure that in carrying out its duties and responsibilities to the Company, the interests of the Company with respect to the origination, analysis, approval, closing, and eventual disposition of Company investments shall rank in priority at least equal to the interests of other clients and accounts, including its own proprietary accounts and those of its affiliates, parent companies and principals.

Derivative and Insurance Transactions

The Company may take steps intended to reduce market risk to the overall portfolio of Agricultural Assets by entering into various derivative and/or insurance transactions with reputable local and international financial counterparties. There can be no assurance that financial counterparties, despite meeting certain rating requirements, would not fail to perform their obligations under the respective agreements to which they are parties, causing a loss to the Company, in which case Shareholders may be adversely affected.

Legal, Fiscal and Regulatory Risk

The legal and fiscal treatment of the Company may unpredictably change in a manner that is beyond the control of the Company or the Investment Manager.

Legal, tax and regulatory changes could occur during the term of the Company that may adversely affect the Company, its portfolio companies, and/or its investors. The Company may have limited legal recourse in the event of a dispute, and remedies might have to be pursued in the courts of a variety of countries. There can be no assurance that regulations promulgated in countries where the Company invests will not adversely affect the Company or its investments.

FATCA Considerations

The Company may be subject to regulations imposed by foreign regulators, in particular, the Hiring Incentives to Restore Employment Act (the “**Hire Act**”) which was signed into U.S. law in March 2010. It includes provisions generally known as the Foreign Account Tax Compliance Act (the “**FATCA**”). FATCA provisions generally impose a reporting to the IRS of non-U.S. financial institutions that do not comply with FATCA and U.S. persons’ direct and indirect ownership of non-U.S. accounts and non-U.S. entities. Failure to provide the requested information will lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

Under the terms of FATCA, the Company will be treated as a Foreign Financial Institution (within the meaning of FATCA - “**FFI**”). As such the Company may require all Shareholders to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above mentioned regulations.

Despite anything else herein contained and as far as permitted by Luxembourg law, the Company shall have the right to:

- withhold any taxes or similar charges that it is legally required to withhold, whether by law or otherwise, in respect of any shareholding in the Company;
- require any Shareholder or beneficial owner of the Shares to promptly furnish such personal data as may be required by the Company in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;
- divulge any such personal information to any tax authority, as may be required by law or such authority; and

withhold the payment of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to enable it to determine the correct amount to be withheld.

Conflicts of Interest

Prospective investors should note that the Investment Manager, the Investment Advisor, the Custodian and their respective affiliates, directors, officers and shareholders (collectively the "Parties") may be involved in other financial, investment and professional activities which may cause conflicts of interest in their relationships with the management and administration of the Company. The following considerations are given on a non-exhaustive basis.

In the event that any member of the Board of Directors has an interest conflicting with that of the Company in a transaction which is subject to the approval of the Board of Directors, that member must make such interest known to the Board of Directors and cause a record of his/her statement to be included in the minutes of the meeting.

This member must not deliberate or vote upon any such transaction. Any such transaction must be specifically reported at the next meeting of Shareholders before any other resolution is put to a vote. Such abstention from voting shall not be counted.

The Investment Manager and Investment Advisor shall act in the best interests of the Company. The Investment Manager and Investment Advisor shall immediately inform the Company of any circumstance where the Company would participate in a transaction in which the Investment Manager, the Investment Advisor or any of their affiliates have directly or indirectly a material interest or a relationship with another party which may involve a conflict with the Investment Manager's or Investment Advisor's duty to the Company. Any such transaction will be specifically reported in the Company's annual report.

The Custodian, in carrying out its role as custodian of the Company, must act solely in the interest of the Shareholders.

No Shareholder will be required or expected to disclose or make available to the Company investment opportunities it may pursue for its own account or in the capacity of a shareholder or manager or advisor of any other UCI, including investment opportunities suitable to or under consideration by the Company.

In the course of their regular business activities, Shareholders may possess, or come into possession of, information directly relevant to investment decisions of the Company, of the Investment Manager or of the Investment Advisor. No such Shareholders will be required or expected to disclose or otherwise reveal any such information to third parties, including the Company, the Investment Manager or the Investment Advisor.

Prevention of Money Laundering

The Company, and the Administrator and their officers are subject to the provisions of legislation and regulations currently in force in Luxembourg, notably the law of 12 November 2004, as amended; and related CSSF Circulars, relating to monies which are derived directly or indirectly from criminal activity including but not limited to activities relating to illegal substances and, where appropriate, to the provisions of similar legislation in force in any other relevant country. Potential new investors in the Company may be required to furnish independent documentary evidence of their identity, a permanent address and information relating to the source of the monies to be invested.

Failure to provide such information or documentation in a timely manner could result in delay in the allotment of shares, or in a refusal to allot shares.

If a Distributor or its agents are not subject to anti-money laundering and anti-terrorist financing regulations, the necessary control will be carried out by the Administrator of the Company.

Prevention of Late Trading and Market Timing

Late trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (“cut-off time”) on the relevant day and the execution of such order at the price base on the net asset value applicable to such same day.

The Company considers that the practice of late trading is not acceptable as it violates the provisions of the Prospectus which provide that an order received after the cut-off time is dealt with at a price based on the next applicable Net Asset Value. As a result, subscriptions, conversions and redemptions of Shares shall be dealt with at an unknown net asset value. The cut-off time for subscriptions, conversions and redemptions is set out in Section “Issue of Shares, Subscription and Payment Procedure” and “Redemption of Shares”.

Market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same undertaking for collective investment within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the net asset value of the undertaking for collective investment.

The Company considers that the practice of market timing is not acceptable as it may affect the Company's performance through an increase of the costs and/or entail a dilution of the profit. As a result, the Company reserves the right to refuse any application for subscription of Shares which might be related to market timing practices and to take any appropriate measures in order to protect investors against such practice.

Net Asset Value

Valuation Date

The Net Asset Value is calculated on the last Business Day of each month.

Reference Currency

The Net Asset Value per Share of each Class is calculated in its Reference Currency.

Net Asset Value

The Net Asset Value per Share of each Class of Shares is determined by dividing the value of the total assets of the Company properly allocable to such Class of Shares less the liabilities of the Company properly allocable to such Class of Shares by the total number of Shares of such Class of Shares outstanding on any Valuation Date.

The value of the assets shall be determined, in accordance with LuxGAAP principles, by the Administrator, acting independently, based on the information it has received as explained hereinafter, and under the supervision of the Board of Directors. For such purpose, the Administrator, having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely, unless there is manifest error or negligence on its part, upon the valuations provided (i) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters) or fund administrators, (ii) by brokers, or (iii) by (a) specialist(s) duly authorised to that effect by the Board of Directors, finally, (iv) in the case no prices are found or when the valuation may not correctly be assessed, the Administrator may rely upon the valuation provided by the Board of Directors.

The general rules for valuation of the assets are listed below.

- (a) The valuation of private equity investments (such as equity, subordinated debt and other types of mezzanine finance) will be based on the valuation guidelines of the International Valuation Standards Council as adopted and varied for purposes of agri-related investments, attached hereto as Annexure and is conducted with prudence and in good faith.

Other assets will be valued according to the following rules:

- (b) Senior debt instruments, invested in / granted to companies not listed or dealt in on any stock exchange or any other Regulated Market, will be valued at fair market value, deemed to be the nominal value, increased by any interest accrued thereon; such value will be adjusted, if appropriate, to reflect the appraisal of the Investment Manager on the creditworthiness of the relevant debtor. The Board of Directors will use its best effort to continually assess this method of valuation and recommend changes, where necessary, to ensure that debt instruments will be valued at their

fair value as determined in good faith by the Board of Directors.

- (c) The value of money market instruments not listed on any stock exchange or dealt in on any other Regulated Market and with a remaining maturity of less than 12 months is deemed to be the nominal value thereof, increased by any interest accrued thereon.
- (d) The value of securities which are admitted to official listing on any stock exchange shall be based on the latest available price or, if appropriate, on the average price on the stock exchange which is normally the principal market of such securities, and each security dealt on any other Regulated Market shall be based on the last available price. In the event that, this price is, in the opinion of the Board of Directors, not representative of the fair market value of such securities, for example in the case of illiquid securities and/or stale prices, the Board of Directors will value the securities at fair market value according to their best judgment and information available to them at that time.
- (e) Units or shares of open-end or closed-end UCIs will be valued at their last official net asset values, as reported or provided by such UCI or their agents, or at their last unofficial net asset values (i.e. estimates of net asset values) if more recent than their last official net asset values, provided that due diligence has been carried out by the relevant Investment Manager, in accordance with instructions and under the overall control and responsibility of the Board of Directors, as to the reliability of such unofficial net asset values.
- (f) The liquidating value of futures, forward or options contracts not admitted to official listing on any stock exchange or dealt on any other Regulated Market shall mean their net liquidating value determined, pursuant to the policies established prudently and in good faith by the Board of Directors, on a basis consistently applied for each different variety of contracts.
- (g) The value of any cash at hand or on deposit, bills and demand notes and accounts receivable, prepaid expense, cash dividends declared and interest accrued, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discounts as the Board of Directors may consider appropriate to reflect the true value thereof.
- (h) Swaps, as far as credit swaps are concerned, will be valued at fair market values as determined prudently and in good faith by the Board of Directors.
- (i) All other securities and assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

In the event that extraordinary circumstances render valuations as aforesaid impracticable or inadequate, the Company is authorized, prudently and in good faith, to follow other rules in accordance with procedures approved by the Auditor, in order to achieve a fair valuation of its assets.

The value of all assets and liabilities not expressed in the Reference Currency of the Company or of a Class of Shares will be converted into the relevant Reference Currency.

Temporary suspension of calculation of Net Asset Value

The Company may temporarily suspend the calculation of the Net Asset Value and in consequence the issue and redemption of Shares in any of the following events:

- a) during any period when any one of the stock exchanges or other principal markets on which a substantial portion of the investments of the Company is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company quoted or dealt in thereon;
- b) during any period when, as a result of political, economic, military or monetary events on any circumstances outside the control, responsibility and power of the Board of Directors, or the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company would be impracticable;
- c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Company or the current prices or values on any stock exchanges or other markets in respect of the assets;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- e) when for any other reason the values of any investment(s) owned by the Company cannot be promptly or accurately ascertained;
- f) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving the winding-up of the Company, on merging the Company;
- g) during any other period or situation, when, in the opinion of the Board of Directors, the Net Asset Value cannot be promptly or accurately calculated.

Any request for subscription or redemption shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value in which case applicants and Shareholders, may give notice that they wish to withdraw their application. If no such notice is received by the Company, such application will be considered on the first Valuation Date following the end of the period of suspension.

Notice of the beginning and of the end of any period of suspension will be given by the Company to any applicant or Shareholder as the case may be applying for purchase or redemption of Shares.

Publication of Net Asset Value

The Net Asset Value per Share of each Class of Shares is made public at the Registered Office, within ten (10) Business Days as from the relevant Valuation Date.

The Shares

The Board of Directors is authorised without limitation to issue Shares of any Class of Shares at any time, whose characteristics may differ from those Classes of Shares then existing. Upon creation of new Classes of Shares, the Prospectus will be updated or supplemented accordingly.

The Shares of each Class of Shares have no par value and, within each Class of Shares, are entitled to participate equally in the profits arising in the respect of, and in the proceeds of a liquidation of, the Company. Fractions of Shares may be issued up to three decimal places of a Share and such fractional Shares shall not be entitled to vote but shall be entitled to a participation in the dividend's distribution and in the proceeds of redemption and liquidation attributable to the relevant Shares on a pro rata basis.

The Shares do not carry any preferential or pre-emptive rights and each Share, irrespective of the Class of Shares to which it belongs or its Net Asset Value, is entitled to one vote at all general meetings of Shareholders. The Shares are issued in registered form with no par value and must be fully paid up. The Company reserves the right to issue bearer Shares as well.

The inscription of the Shareholder's name in the register of Shares evidences his or her right of ownership of such registered Share.

Unless a Share certification is requested, a holder of registered Shares shall receive a written confirmation of his or her shareholding.

Currently, the Company offers two Investor Class of Shares denominated in USD, namely:

- Class I-1 Shares;
- Class I-2 Shares, which are subscribed through Distributors and are subject to (i) a subscription charge of up to a maximum of 5% and (ii) an ongoing Distribution Fee, calculated as a percentage of the Net Asset Value per Share up to a maximum of 75bp per annum.

For the avoidance of doubt, the Company has also issued Class "P" Shares at the incorporation of the Company reserved to entities of Old Mutual Group only. Class "P" Shares give the right, in accordance with the Articles, to propose to the general meeting of

Shareholders a list containing the names of candidates for the position of director of the Company out of which a majority of the directors of the Company must be appointed. Class "P" Shares underlie otherwise the same specifics as the Investor Share Class.

Subscriptions and redemptions are dealt with at an unknown Net Asset Value. Purchases of Shares should be made for investment purposes only. The Company does not permit Market-Timing or other excessive trading practices. Excessive, short-term (Market-Timing) trading practices may disrupt portfolio management strategies and harm the Company's performance.

The Company may take the necessary measures to protect the other investors. To minimise harm to the Company and the Shareholders, the Board of Directors reserves the right to reject any subscription orders from an investor who the Company suspects of using such practices, or levy a fee of up to 2% of the value of the order for the benefit of the Company from any Shareholder who is engaging in excessive trading or has a history of excessive trading or if a Shareholder's trading, in the opinion of the Board of Directors, has been or may be disruptive to the Company. In making this judgment the Board of Directors may consider trading done in multiple accounts under common ownership or control. The Board of Directors has the power to redeem all Shares held by a Shareholder who is or has been engaged in excessive trading. The Board of Directors or the Company will not be held liable for any loss resulting from rejected orders or mandatory redemptions.

Issue of Shares, Subscription and Payment Procedure

Initial Subscription

- The initial subscription day for the Class I-2 Shares shall be on October 31, 2012 or if no subscription is received on such date, the day on which the first application for subscription for Class I-2 Shares is received. The subscription price per Share during such initial subscription period shall be USD 100.-. The minimum initial subscription amount is USD 1,000.-.

Issue of Shares After the Initial Subscription Period

After the initial subscription period, Shares may be subscribed monthly at each Valuation Date.

Subject to the principle of equal treatment, the Board of Directors may determine to call an additional Valuation Date, in which case the Administrator will notify any investors who have submitted subscription instructions for the next normal Valuation Date and offer such investors the option of having their subscription processed on the additional Valuation Date.

Shares will be issued at a price based on the Net Asset Value per Share calculated on the Valuation Date. The price for Class I-2 shall be increased by a subscription charge of up to a maximum of 5% which shall revert to the Distributors.

All applications for subscriptions will be processed in accordance with the following principles:

- Applications for Shares received by the Administrator on the Business Day preceding the Valuation Date before 3.00 p.m. (Luxembourg time) will, if accepted, be processed on that Valuation Date.
- Any applications received after the applicable deadline on the Business Day preceding the Valuation Date will be processed on the following Valuation Date.

Payment for Shares subscribed has to be made no later than two Business Days after the relevant Valuation Date.

Applications for Shares must be made in writing (by fax or courier) to the Administrator in Luxembourg or to any Distributor or sub-distributor indicated on the application form for subscriptions of Shares. Subsequent applications may be made either in writing or by fax. The Company may also decide that applications may be made by electronic or other means (provided that a duly completed application form in writing is received for initial subscription applications). Application forms are available from the Administrator, Distributor or relevant sub-distributor.

The Company reserves the right to reject, in whole or in part, any application for Shares.

Joint applicants must each sign the application form unless an acceptable power of attorney or other written authority is provided.

Restriction on ownership of Shares

The Company may restrict or prevent the ownership of Shares by any person, firm or corporate body, U.S. Person, Specified U.S. Persons, Nonparticipating Financial Institutions or Passive Non-Financial Foreign Entities with one or more substantial U.S. owners, as each defined by FATCA and the IGA, if in the opinion of the Company such holding may be in any manner detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred ("Prohibited Persons").

Contributions in kind

The Company may, at the discretion of the Board of Directors, accept payment in whole or in part by a contribution in kind of suitable assets, provided that such assets comply with the investment objectives, policies and restrictions of the Company and the conditions set

forth by Luxembourg law. Any applicable subscription charge will be deducted before investment commences. The investments forming the contribution in kind will be valued and a valuation report will be obtained from the Auditor. The transaction costs (including the Auditor's valuation report) incurred in connection with the acceptance by the Company of a contribution in kind will be borne by the incoming Shareholder or, if in the interest of the Company, by the latter. The value so determined, together with the Net Asset Value calculated for the Class of Shares will determine the number of Shares to be issued to the incoming Shareholder.

Payment Procedure

Applicants for any Class of Shares shall make payment in the same currency as the Net Asset Value per Share is issued. The Administrator will however arrange for any necessary currency transaction to convert the subscription monies, which are not in the same currency as the Net Asset Value per Share is issued, into the Reference Currency of the relevant Class of Shares. Any costs incurred in connection with such currency transaction will be borne by the relevant incoming Shareholder.

General Provisions

The Company reserves the right to reject any application or to accept the application in part only. Furthermore, the Board of Directors reserves the right at any time, without notice, to discontinue the issue and sale of Shares of any Class of Shares.

If any application is not accepted in whole or in part the monies associated with the application or the balance outstanding will be returned to the applicant by post or bank transfer at the applicant's risk.

The Company, the Administrator, the Distributors, the sub-distributors, if any, and their officers will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to prevention of money laundering and terrorism financing.

Applicants may be required to furnish independent documentary evidence of their identity, a permanent address and information relating to the source of the monies to be invested. Failure to provide such information or documentation in a timely manner could result in delay in the allotment of Shares, or in a refusal to allot Shares.

Redemption of Shares

In order to support the types of investment projects carried out by the Company over the long run, investors are invited to invest in the Company, while keeping in mind the long term horizon of the underlying investments. All the parties involved will benefit from such an approach.

Any Shareholder of the Company may ask for the redemption of all or part of his Shares. The Shareholders may do so by fax or by letter to the Administrator, or any Distributor or sub-distributor. The application for redemption must include the name of the Shareholder, the Class of Shares and the number of Shares to be redeemed and indicate the address to which payment should be sent.

Shares may be redeemed in principle on each Valuation Date.

All applications for redemption will be processed in accordance with the following principles:

- Applications for redemption received by the Administrator at least forty-five (45) calendar days before the relevant Valuation Date before 3.00 p.m. (Luxembourg time) will, if accepted, be processed on that Valuation Date.
- Any applications received after the above applicable deadline will be processed on the following Valuation Date.

Shares will be redeemed at a price based on the Net Asset Value per Share calculated on the Valuation Date. No redemption charge shall be levied on the redemption of Shares.

Payment for Shares redeemed will be in principle effected no later than two Business Days after the Net Asset Value on the relevant Valuation Date has been made available (which shall occur within 10 Business Days as from the relevant Valuation Date). Shareholders are reminded that the redemption proceeds can be higher or lower than the initial subscription amount, due to fluctuations in the value of the underlying investments.

Such redemption will be paid in the relevant Reference Currency. Redemption proceeds may be converted into any freely transferable currency at the Shareholder's request and expense.

The Company in its sole and absolute discretion may seek such Shareholder's acceptance for a payment in whole or in part by a distribution in kind of securities in lieu of cash. The Company will agree to do so if it determines that such transaction would not be detrimental to the best interests of the remaining Shareholders. The securities forming the distribution in kind will be valued and a valuation report will be obtained from the Auditor. Any costs incurred in connection with a redemption in kind shall be borne by the relevant Shareholder or, if in the interest of the Company, by the latter. Shareholders who receive the securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of the securities. In addition, the net proceeds from the sale by the redeeming Shareholder of the securities may be more or less than the redemption price due to market conditions and/or the difference between the prices used to calculate the Net Asset Value and bid prices received on the sale of the securities.

If, as a result of any request for redemption, the aggregate Net Asset Value of the Shares held by any Shareholder would fall below the minimum amount indicated in the Section "Subscriptions", then the Company may treat such request as a request to redeem all Shares held by such Shareholder.

Shares will not be redeemed if the calculation of the Net Asset Value is suspended by the Company in accordance with Article 12 of the Articles.

Furthermore, if on any Valuation Date, redemption requests relate to more than 5% of the Shares in issue in the Company, the Board of Directors may decide that part or all of such requests for redemption will be deferred for such period as the Board of Directors considers to be in the best interest of the Company. On the next Valuation Date following such period, these redemption requests will be met in priority to later requests.

Compulsory Redemption

If it shall come to the attention of the Company at any time that Shares are beneficially owned by a Prohibited Person (including for the avoidance of doubt any U.S. Person, Specified U.S. Persons, Nonparticipating Financial Institutions or Passive Non-Financial Foreign Entities with one or more substantial U.S. owners, as each defined by FATCA and the IGA) either alone or in conjunction with any other person, and the Prohibited Person fails to comply with the direction of the Company to sell his Shares and to provide the Company with evidence of such sale within thirty days of being so directed by the Company, the Company may in its discretion compulsorily redeem such Shares at their redemption price in accordance with the Articles. Immediately after the close of business specified in the notice given by the Company to the Prohibited Person of such compulsory redemption, the Shares will be redeemed and such investors will cease to be the owners of such Shares. The Company may require any Shareholder or prospective Shareholder to furnish it with any information which it may consider necessary for the purpose of determining whether or not the beneficial owner of such Shares is or will be a Prohibited Person.

Charges and Expenses

General

The Company shall pay for setting up, promotion and operating costs. In particular, these costs shall include but not be limited to formation expenses, fees payable to its Investment Manager, Investment Advisor, fees and expenses payable to its accountants, Custodian, Administrator and their correspondents, its listing agent, if applicable, any paying agent, any Distributor and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the Board of Directors, their insurance coverage, and reasonable traveling costs and out of pocket expenses in connection with board meetings, fees and expenses for legal and auditing services, fees and expenses incurred in connection with insurance of specific risks referred to under Section "Risk Factors" any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, advertising, translating and distributing the Prospectus, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to Shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest,

bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount on a pro rata basis for yearly or other periods.

Formation and Launching Expenses of the Company

Costs related to the set up and launch of the Company are expected not to exceed USD 50,000.-. These costs will be amortised over a maximum period of five years.

Management Fees

The Management Fee, which consists of both an Investment Management Fee and an Investment Advisory Fee, amounts to a combined total of 1.75% per annum, based on the Net Asset Value, and will be paid out of the assets of the Company, on a quarterly basis, directly to respectively the Investment Manager and the Investment Advisor.

Over and above the Management Fee, the Investment Manager and Investment Advisor will jointly be entitled to a Performance Fee equal to 20% of the excess return of the Company over and above the hurdle rate of 12% in nominal terms. This Performance Fee will be calculated in respect of each calendar year.

The under performance of the Fund will be carried forward from one calendar year to another.

The Performance Fee will be calculated and accrued as an expense of the Company on a monthly basis as at each Valuation Date and will be payable in arrears within fourteen (14) days of the end of each calendar year.

The Performance Fee will be re-calculated at the end of each financial year on the basis of the actual performance of the Company during the preceding two financial years. In the event that, as a result of such re-calculation, a lesser Performance Fee would have been due for such three-year period if the Performance Fee had been calculated on an annual basis, the Investment Manager and Investment Advisor will reimburse the Company the difference between (i) the amount received during such period and (ii) the amount that would have been due in case of an annual calculation, within one month upon receipt of a written notice from the Company of the results of such calculation.

Fees of the Custodian, Administrator, Paying Agent, Domiciliary, Registrar Agent

The Custodian and Administrator are entitled to receive out of the assets of the Company a fee calculated in accordance with the terms of the agreements signed by the Company with respectively the Custodian and the Administrator and payable monthly in arrears.

In addition to the above fee, the Custodian and the Administrator are entitled to be reimbursed by the Company for their reasonable out-of-pocket expenses and disbursements as well as for the charge of any correspondents.

Distribution Fees

Distributors are entitled to receive a Distribution Fee of up to a maximum of 75bp per annum, calculated on the Net Asset Value per Shares of Class I-2 Shares held by Shareholders having subscribed through such Distributor.

Duplication of Fees

The investment policy may consist of investing in other UCIs.

Duplication of management fees, subscription and/or redemption fees and other operating fund related expenses may occur each time the Company invests in other UCIs. However, in case of investment in Old Mutual funds, no subscription, redemption or conversion fees nor management fees will be duplicated on any such investment.

Dividend Policy

Net realized income on investments of the Company are in principle reinvested and no distribution will in principle take place.

Interim dividends may however be distributed as the Board of Directors may determine in compliance with applicable law.

No distribution may be made if, as a result, the Net Asset Value of the Company would fall below the equivalent of EUR 1,250,000.

Dividend payment notices shall be published, in the case where bearer Shares are issued, in a Luxembourg newspaper and, in any other newspaper which the Board of Directors deems appropriate.

Registered Shareholders will be paid by means of a cheque sent to their address as indicated in the register of Shareholders or by a bank transfer in accordance with their instructions. Holders of bearer Shares, if any, will be paid upon payment date via the Custodian appointed for that purpose by the Board of Directors.

Dividends which have not been claimed within five years of their date of availability for payment will revert to the Company.

Luxembourg Taxation

The following information is of a general nature only and is based on the Company's understanding of certain aspects of the laws and practice in force in Luxembourg as of the date of this Prospectus. It does not purport to be a comprehensive description of all of the tax considerations that might be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be

construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the Shares and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to Shareholders. This summary is based on the laws in force in Luxembourg law on the date of this Prospectus and is subject to any change in law that may take effect after such date. Prospective Shareholders should consult their professional advisors with respect to particular circumstances, the effects of state, local or foreign laws to which they may be subject and as to their tax position.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*), as well as personal income tax (*impôt sur le revenu*) generally. Corporate Investors may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax, as well as the solidarity surcharge invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and to the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Taxation of the Company

Subscription tax

The Company is as a rule liable in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05% *per annum* of its net asset value, such tax being payable quarterly on the basis of the value of the aggregate net assets of the Company at the end of the relevant calendar quarter.

This rate is however of 0.01% *per annum* for:

- undertakings the exclusive object of which is the collective investment in money market instruments and the placing of deposits with credit institutions;
- undertakings the exclusive object of which is the collective investment in deposits with credit institutions; and
- individual compartments of UCIs with multiple compartments as well as for individual classes of securities issued within a UCI or within a compartment of a UCI with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Are further exempt from the subscription tax:

- the value of the assets represented by units held in other UCIs, provided such units have already been subject to the subscription tax;

- UCIs as well as individual compartment of umbrella funds (i) whose securities are reserved for institutional investors¹, (ii) whose exclusive object is the collective investment in money market instruments and the placing of deposits with credit institutions, (iii) whose weighted residual portfolio maturity must not exceed 90 days, and (iv) which have obtained the highest possible rating from a recognized rating agency;
- UCIs whose securities are reserved for (i) institutions for occupational retirement provision, or similar investment vehicles, created on the initiative of a same group for the benefit of its employees and (ii) undertakings of this same group investing funds they hold, to provide retirement benefits to their employees;
- for UCIs whose investment policy provides for an investment of at least 50% of their assets into microfinance institutions or which have been granted the LuxFLAG label; and
- for exchange-traded funds.

Withholding tax

Under current Luxembourg tax law, there is no withholding tax on any distribution, redemption or payment made by the Company to its Shareholders under the Shares. There is also no withholding tax on the distribution of liquidation proceeds to the Shareholders.

Non-resident Shareholders should note however that under the Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (“**EU Savings Directive**”), interest payments made by the Company or its Luxembourg paying agent to individuals and residual entities (*i.e.* entities (i) without legal personality (except for a Finnish *avoin yhtiö* and *kommandiittiyhtiö* / *öppet bolag* and *kommanditbolag* and a Swedish *handelsbolag* and *kommanditbolag*) and (ii) whose profits are not taxed under the general arrangements for the business taxation and (iii) that are not, or have not opted to be considered as, UCITS recognized in accordance with Council Directive 85/611/EEC (replaced by Directive 2009/65/EC) – a “**Residual Entity**”) resident or established in another EU Member State as Luxembourg or individuals or Residual Entities resident or established in certain associated territories of the European Union (Aruba, British Virgin Islands, Curaçao, Guernsey, Isle of Man, Jersey, Montserrat as well as Sint Maarten – collectively the “**Associated Territories**”), are subject to a withholding tax in Luxembourg unless the beneficiary elects for an exchange of information whereby the tax authorities of the state of residence are informed of the payment thereof. The withholding tax rate is currently 35%. However, on 18 March 2014, the Luxembourg government filed a bill N° 6668 in order to replace the current withholding tax system with the exchange of information as from 1 January 2015, as set in the EU Savings Directive.

¹ Where several classes of securities exist within the UCI or the compartment, the exemption only applies to classes whose securities are reserved for institutional investors.

Additionally, on 24 March 2014, the Council of the European Union adopted the Directive 2014/48/UE which changes and broadens the scope of the current applicable EU Savings Directive to further include i) payments made via some intermediary structures (set or not within the territory of a Member State), and ii) more types of income comparable to interest. Austria and Luxembourg have confirmed that as from the 1 January 2015, they will adopt the changes related to the EU Savings Directive and will provide with the information on payments of interest requested by the tax authorities of other EU Member States in compliance with the automatic exchange of information mechanism which will replace the withholding tax system.

Under the amended EU Savings Directive, “interest” may include in the future (i) distributions of profits by the Company derived from interest payments (unless the Company’s investment in debt claims does not exceed fifteen percent (15%)) and (ii) income realised upon the sale, refund or redemption of the Shares if the Company invests directly or indirectly more than twenty five percent 40% (25% as from 1 January 2016) of its net assets in debt claims and to the extent such income corresponds to gains directly or indirectly derived from interest payments.

The changes in the EU Savings Directive will have to be transposed into domestic Law before the 1st January 2016. Finally, the replacement of the amending EU Savings Directive as from 1 January 2017 by an automatic exchange of information in compliance with the Organisation for Economic Co-operation and Development (OECD) standard is currently discussed by the EU.

Investors should get information about, and where appropriate take advice on, the impact of the EU Savings Directive on their investment.

Income tax

Under current law and practice, the Company is not liable to any Luxembourg income tax.

Value added tax

In Luxembourg, regulated investment funds, such as SICAVs, have the status of taxable persons for value added tax (“VAT”) purposes. Accordingly, the Company is considered in Luxembourg as a taxable person for VAT purposes without input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT and require the VAT registration of the Company in Luxembourg as to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments by the Company to its Shareholder, to the extent such payments are linked to their subscription to the Shares and do therefore not constitute the consideration received for taxable services supplied.

Other taxes

No stamp or other tax is generally payable at a proportional rate in Luxembourg in connection with the issue of Shares against cash by the Company. Any amendment to the Articles of the Company is generally subject to a fixed registration duty of €75.

The Company may be subject to withholding tax on dividends and interest and to tax on capital gains in the country of origin of its investments. As the Company itself is exempt from income tax, withholding tax levied at source, if any, is not refundable in Luxembourg.

Taxation of the shareholders

Luxembourg tax residency of the shareholders

A shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of the shares or the execution, performance or enforcement of his/her rights thereunder.

Income tax

Luxembourg resident shareholders

A Luxembourg resident Shareholder is not liable to any Luxembourg income tax on reimbursement of share capital previously contributed to the Company.

Luxembourg resident individuals

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to income tax at the ordinary progressive rates.

Capital gains realized upon the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to income tax at ordinary rates if the shares are disposed of within 6 months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual shareholder holds or has held, either alone or together with his spouse or partner and/or minor children, directly or indirectly at any time within the 5 years preceding the disposal, more than 10% of the share capital of the company whose shares are being disposed of. A shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within the 5 years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). Capital gains realized on a substantial participation more than 6 months after the acquisition thereof are taxed according to the half-global rate method (*i.e.* the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains

realized on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the participation.

Capital gains realized on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

Luxembourg resident companies

A Luxembourg resident company (*société de capitaux*) must include any profits derived, as well as any gain realized on the sale, disposal or redemption of Shares, in their taxable profits for Luxembourg income tax assessment purposes. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the book value of the Shares sold or redeemed.

Luxembourg residents benefiting from a special tax regime

Shareholders who are Luxembourg resident companies benefiting from a special tax regime, such as (i) undertakings for collective investment fund governed by the law of 17 December 2010, (ii) specialized investment funds governed by the amended law of 13 February 2007 and (iii) family wealth management companies governed by the law of 11 May 2007, are income tax exempt entities in Luxembourg, and are thus not subject to Luxembourg income tax.

Luxembourg non-resident shareholders

A non-resident, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the Shares are attributable, is not liable to any Luxembourg income tax on income received and capital gains realized upon the sale, disposal or redemption of the Shares.

A non-resident company which has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, must include any income received, as well as any gain realized on the sale, disposal or redemption of Shares, in its taxable income for Luxembourg tax assessment purposes. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Net worth tax

A Luxembourg resident, as well as a non-resident who has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, are subject to Luxembourg net worth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) an undertaking for collective investment governed by the amended law of 17 December 2010, (iii) a securitization company governed by the amended law of 22 March 2004 on securitization, (iv) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (v) a specialized investment fund governed by the amended law of 13 February 2007 or (vi) a family wealth management company governed by the amended law of 11 May 2007.

Other taxes

Under Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

Gift tax may be due on a gift or donation of the shares, if the gift is recorded in a Luxembourg notarial deed or otherwise registered in Luxembourg.

FATCA

Being established in Luxembourg and subject to the supervision of the CSSF in accordance with the Law of 2010, the Company will be treated as an FFI for FATCA purposes.

Luxembourg has entered into a Model I IGA, which means the Company must comply with the requirements of the Luxembourg IGA. This includes the obligation for the Company to regularly assess the status of its investors. To this extent, the Company will need to obtain and verify information on all of its investors. Upon request of the Company, each investor agrees to provide certain information, including, in case of a NFFE, the direct or indirect owners above a certain threshold of ownership of such shareholder, along with the required supporting documentation. Similarly, each investor agrees to actively provide to the Company within thirty days any information like for instance a new mailing address or a new residency address that would affect its status.

In certain conditions when the investor does not provide sufficient information, the Company will take actions to comply with FATCA. This may result in the obligation for the Company to disclose the name, address and taxpayer identification number (if available) of the investor as well as information like account balances, income and capital gains (non-exhaustive list) to its local tax authority under the terms of the applicable IGA.

Although the Company will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax as result of the FATCA regime, the value of the Shares held by the investor may suffer

material losses. A failure for the Company to obtain such information from each shareholder and to transmit it to the Luxembourg authorities may trigger the 30% withholding tax to be imposed on payments of U.S. source incomes and on proceeds from the sale of property or other assets that could give rise to U.S. source interests and dividends.

Any Shareholder that fails to comply with the Company's documentation requests may be charged with any taxes imposed on the Company attributable to such Shareholder's failure to provide the information and the Company may, in its sole discretion, redeem the shares of such Shareholder, in particular if the investor qualifies as a Prohibited Person.

Investors who invest through intermediaries are reminded to check if and how their intermediaries will comply with this U.S. withholding tax and reporting regime.

Investors should consult a U.S. tax advisor or otherwise seek professional advice regarding the above requirements

General Information

The Board of Directors

The Board of Directors shall have the broadest powers to act in any circumstances on behalf of the Company, subject to the powers expressly assigned by law or the Articles to the general meeting of Shareholders.

The Board of Directors of the Company is responsible for determining the investment policy and for the overall management and administration of the Company.

The Investment Manager

Pursuant to the Investment Management Agreement, the Board of Directors has appointed as investment manager Futuregrowth Asset Management (Proprietary) Limited, a company incorporated under the laws of South Africa on 12 December 1996 and having its registered office at 3d Floor Great Westerford, 240 Main Road, Rondebosch 7700, Cape Town, South Africa, who may, subject to the approval of the Board of Directors and of the CSSF, delegate its powers, in which case the Prospectus will be updated or supplemented accordingly.

The Investment Manager provides the Board of Directors with advice, reports and recommendations in connection with the management of the assets of the Company, shall assist the Board of Directors as to the investments of the Company and will act under the direction and overall control and responsibility of the Board of Directors,.

The Investment Manager has set up an internal Investment Committee, which will be in charge of the implementation of the investment policy of the Company.

The Investment Committee consists of three members at least, which will include representatives of the Investment Manager (including its managing director) and at least one independent member. The members of the Investment Committee will be Paul Rackstraw, Henk Beets and Peter Golesworthy. All have seasoned investment track-records both within and outside the Old Mutual group.

In addition, the Investment Committee shall be advised by a Responsibility Analyst employed by the Investment Advisor that will evaluate Preliminary Investment Proposals on their social and environmental merits.

The Investment Committee will be advised by at least two persons representing the Investment Advisor. Initially, these representatives shall be Duncan Vink and Erwin Bouland. The Investment Advisor's representatives will be presenting the Preliminary Investment Proposal and Final Investment Proposals but will, however, not have any voting rights on the Investment Committee.

The Investment Manager is a direct subsidiary of Old Mutual Investment Group (South Africa) (Proprietary) Limited (OMIGSA), the Promoter of the Company.

Futuregrowth Asset Management (Pty) Limited, with its headquarters in Cape Town, is a wholly owned subsidiary of Old Mutual plc, a company listed on the London Stock Exchange and a FTSE 100 company. Old Mutual, with its African headquarters in Cape Town, was established in 1845 and is Africa's largest financial services group. It owns over 18 asset management businesses globally. It has more than 54 000 employees and is active in 34 countries in Europe, Africa, North America as well as a range of emerging markets including China, Mexico, Columbia, managing more than USD500 billion (as per YE 2009). With its asset management business Old Mutual offers clients a full array of investment offerings, styles and asset classes. This asset management business is supported by a world-class shared services infrastructure. OMIGSA offers to the Company sustainability of well-established businesses, international expertise and insight, strong research capabilities, proven IT infrastructure and continuity.

The Investment Manager is the asset management boutique company of the Old Mutual group specializing in managing social responsible investments in Africa.

the Investment Manager has approximately EUR 10 billion under management and has positioned itself as a leader in socially responsible investments. The return track record of Futuregrowth's socially responsible funds has been impressive and serves as an example that SRI in an African context can yield excellent returns on investment. The Investment Manager acts as asset manager for most of the large South African pension funds and one of the largest life insurance companies in South Africa.

With a market share of around 39 percent, Futuregrowth Asset Management (Pty) Limited is the market leader in the specific field of Socially Responsible Investments. Due to the combination of the enormous social impact and the outstanding performance delivered, these SRI funds are Futuregrowth's flagship funds. The following investment professionals form the executive board of Futuregrowth Asset Management (Pty) Limited:

Paul Rackstraw is the Managing Director of Futuregrowth Asset Management and he chairs the Investment Committee. Paul is a qualified Chartered Accountant. After completing his articles at Ernst and Young in 1987, he became a founding member of GRP Consulting, a financial services consulting company. In 1990, he joined Southern Life as the Financial Audit Manager before moving to the corporate finance area where he became Head of Corporate Finance. He was integrally involved in the financial aspects of the merger of Southern Life and Momentum Life where he became the chief accountant of the merged entity. Paul joined Futuregrowth in May 2000 as Chief Operating Officer and has been appointed as the Managing Director.

Andrew Canter is the Chief Investment Officer, oversees the fundamental investment process and heads the Fixed Interest and Infrastructure team. Andrew has over 10 years experience in the financial services industry. Previously held the position of team leader for the Fixed Interest team at Southern Asset Management and prior to that Fixed Interest Manager with RMB Asset Management.

The Investment Management Agreement provides that it is to remain in force for an unlimited period. It may be terminated by either party on giving not less than a 3 months' prior notice, provided however that if a party acts grossly negligent in relation to the performance of its duties, the other party is entitled to terminate the Investment Management Agreement with immediate effect if the other party has not remedied this act of negligence within 30 days of written notice, having been given by either party to the party acting grossly negligent.

The Investment Advisor

The Company has appointed UFF Management (Mauritius) Limited ("UFF") as Investment Advisor to assist it in the management of the portfolio. The Investment Advisor operates in an advisory capacity.

UFF is a joint venture between Futuregrowth and local management. Working in close cooperation with a global partner network, UFF creates access to long-term capital and knowledge.

UFF employs a team of seasoned agricultural and investment professionals. The following investment professionals form the staff UFF dedicated to the Company's operations:

- Erwin Bouland (51) is a highly successful agribusiness entrepreneur based in Cape Town. After having successfully set up and grown businesses in the security industry in the Netherlands in 1997 Erwin Bouland, together with his business partner, embarked upon setting up a fruit growing and logistical business in Southern Africa. This company grew from strength to strength and is now one of Southern Africa's top 5 fruit growing and exporting businesses. The company is exporting deciduous and citrus fruits with an annual turnover of over USD60 million per annum, owning and operating over 15 farms in the region. Erwin is a hands-on manager and is particularly strong in acquisition and turnaround of industrial scale farms in Africa. He has been involved in the acquisition and setting up of more than 20 farms throughout South Africa, Namibia, Zimbabwe and Mozambique. In 2005 the company got FMO as its first outside investor and is currently FMO's largest agricultural investment on the African continent. In 2008 the company concluded the largest government funded empowerment and land reform transaction in the agricultural sector in the Eastern Cape. Erwin has successfully set up and managed a large farming operation of more than ZAR100 million on behalf of a leading pension fund in the region with more than USD6 bn of assets under management. Since 2009 Erwin has been involved full-time in the Old Mutual African Agricultural Fund.
- Duncan Vink (43) was born a son of a flower bulb growing family in the Netherlands. He gained his MSc in Investment Management at the University of Groningen in 1995 and started his career as finance manager of Botho-Ubuntu Foods in Johannesburg. Subsequently he joined the Dutch Development Bank FMO as Investment Manager, ultimately being responsible for the bank's portfolio of investments in Turkey and Central Asia. In 2000 Duncan joined the M&A department of Endemol Entertainment being responsible for the company's expansion in emerging markets. Duncan gained his CFA qualification in 2001. From 2003 until 2006 he ran an independent corporate finance advisory company Pincio Capital focusing on emerging markets. In 2006

Duncan established the United Farmers Fund Trust, a broad-based empowerment fund of land workers in Southern Africa. Since 2006, in his capacity as Chief Investment Officer of UFF Management, he has successfully invested in 10 farms throughout South Africa for an amount over ZAR180 million. Duncan has a strong investment track record within the agricultural industry.

- Mine Van Wyk (41) is a chartered accountant and has been involved in the Southern African agricultural industry for more than 10 years. She has been acting as CFO of the SAFE group of companies, one of the top 5 fruit exporting businesses in the region, since 1998 and has been involved in greenfield development, acquisition and turnaround of more than 20 farms in Namibia, Mozambique and South Africa by the group. She has been responsible for the set-up of the financial control of the company as well as the financial function of the procurement and logistical service of the agricultural group of companies throughout Namibia, South Africa, Mozambique, Zimbabwe and Mauritius to its export markets in Western Europe, Russia, Ukraine, the Middle East and the Far East. Mine is particularly strong in due diligence of farming enterprises and benchmarking of farming operations.
- Andre Botha (50) is an agri-expert with 25 years' experience and expertise in soil conservation, sub-surface drainage, irrigation, farmland potential evaluation and citiculture. He has 15 years of employment with the South African Department of Agriculture in Port Elizabeth.
- Theo van der Veen (50) has been involved in the fresh produce trading and distribution in the Netherlands since 1984. Starting at Van Huysstee in Leeuwarden, a trading company in FMCG and perishables, Theo has since pursued his career at Royal van Namen, Valstar Holland and VerDi Barendrecht, all leading fresh produce importers, traders and logistical services companies. Theo brings a raft of experience in this industry that will particularly add value to the audit of the commodity flows from all the farm operators that the Company will partner with. Apart from his experience in fresh produce he has been involved in a number of projects in the biomass and biomass torrefaction business areas in Namibia. Theo is responsible for the relationship management with agricultural operators from UFF's regional office in the Netherlands.

The Investment Advisory Agreement provides that it is to remain in force for an unlimited period. It may be terminated by either party on giving not less than a 3 months' prior notice, provided however that if a party acts grossly negligent in relation to the performance of its duties, the other party is entitled to terminate the Investment Advisory Agreement with immediate effect if the other party has not remedied this act of negligence within 30 days of written notice, having been given by either party to the party acting grossly negligent.

The Custodian

Pursuant to an agreement dated as of 1 December 2014, the rights and duties of the Custodian will be assumed by UBS (LUXEMBOURG) S.A.

The Custodian must in particular:

- a) ensure that the sale, issue, repurchase and cancellation of the Shares effected by or on behalf of the Company are carried out in accordance with the law of 2002 and the Articles;
- b) ensure that in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and
- c) ensure that the income of the Company is applied in accordance with the Articles.

The Custodian Bank is responsible for the safekeeping of the assets of the Company. With the approval of the Company, the Custodian may at its discretion and under its responsibility appoint banks and financial institutions with the safekeeping of investments instruments which are not normally traded in Luxembourg. The Custodian may keep securities in collective safekeeping at depositories selected by the Custodian with the agreement of the Company.

The Company and the Custodian may terminate the Custodian agreement at any time by giving three months' notice in writing. The Company may, however, dismiss the Custodian only if a new custodian bank is appointed within two months to take over the functions and responsibilities of the Custodian. After its dismissal, the Custodian must continue to carry out its functions and responsibilities until such time as the entire assets of the Company have been transferred to the new custodian bank.

The Administrator

The Company has appointed Maitland Luxembourg S.A. as administrative agent, registrar and transfer agent and domiciliary agent pursuant to an administration agreement dated as of 1 December, 2014.

The administration agreement, made under Luxembourg law, may be terminated by either party with not less than 6 months' notice in writing, unless otherwise agreed.

The Administrator is part of Maitland, which provides multi-jurisdictional legal, tax, fiduciary, wealth management and administration services to private clients and institutional clients. Maitland is an independent specialist providing automated and integrated middle and back-office administration services to fund managers, with a focus on institutional asset managers and alternative funds. The firm was founded in Luxembourg in 1976 and now employs over 750 people in 12 offices across Europe, the Caribbean and South Africa. Maitland has over US\$200 billion in international assets under administration and trusteeship.

In its capacity as administrative agent of the Company, the Administrator is responsible for the keeping of the books and records of the Company, the central administration of the Company, in particular for the accounting services (maintenance of accounting records, calculation of the subscription tax (taxe d'abonnement)) as well as reporting and publication services (preparation of financial reports, liaising with the auditor and the CSSF and the preparation of all statements required under applicable laws and regulations in Luxembourg).

The Administrator is authorised to delegate performance of certain of its duties to any of its affiliates provided that it shall remain liable for the acts and omissions of any such affiliate as if they were its own acts and omissions, and shall supervise such affiliate. Pursuant to such power, the Administrator has delegated certain services to Maitland Group South Africa Ltd as further described below.

Although the Administrator is responsible for the administration of the Company, the Administrator is not responsible for any trading or investment decisions of the Company or the effect of such trading decisions on the performance of the Company nor is the Administrator responsible for the safekeeping or the custody of the assets of the Company. In its capacity as registrar and transfer agent of the Company, the Administrator is responsible for the issue, redemption, conversion, cancellation and transfer of the Shares of the Company and for the safekeeping of the register of Shareholders.

In its capacity as domiciliary agent, the Administrator is responsible for keeping safely all corporate documents of the Company, handling all notices and circulars to Shareholders, accepting all correspondence on behalf of the Company, organising and taking care of all formalities with respect to Shareholders' and Board of Directors' meetings, publishing all compulsory legal notices and publications, and initiating payment out of the assets of the Company of fees and charges billed by third parties, if duly authorised by the Board of Directors.

In the fulfilment of its duties, the Administrator is liable as provided for by Luxembourg law.

Dissolution and Liquidation of the Company

The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements applicable for amendments to the Articles.

Whenever the share capital falls below two-thirds of the minimum capital of EUR 1,250,000, the question of the dissolution of the Company shall be referred to a general meeting of Shareholders by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the Shares represented at the meeting.

The question of the dissolution of the Company shall also be referred to a general meeting of Shareholders whenever the share capital falls below one-fourth of EUR 1,250,000; in such event, the general meeting shall be held without any quorum requirement and the dissolution may be decided by Shareholders holding one-fourth of the Shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the share capital has fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities and do not need to be Shareholders; the general meeting of Shareholders shall appoint them and determine their powers and their compensation.

The net proceeds of liquidation corresponding to each Class of Shares shall be distributed by the liquidators to the holders of Shares of the relevant Class of Shares in proportion to their holding of such Shares in such Class of Shares.

Should the Company be voluntarily or compulsorily liquidated, its liquidation will be carried out in accordance with the provisions of the Law of 2010, which specify the steps to be taken to enable Shareholders to participate in the distribution(s) of the liquidation proceeds and provide for a deposit in escrow at the "*Caisse de Consignations*" at the time of the close of liquidation. Amounts not claimed from escrow within the prescription period shall be forfeited in accordance with the provisions of Luxembourg law.

General Meetings

The annual general meeting of Shareholders of the Company is held at the Registered Office on the third Thursday of the month of April each year at 2.30 p.m. (Luxembourg time) or, if such day is not a Business Day, on the next following Business Day.

Notices of all general meetings are sent by registered letter to all registered Shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Company) at least eight days prior to the meeting. Such notice will indicate the time and place of the meeting, the conditions of admission thereto and the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at the meeting. Notices of all general meetings to be addressed to bearer Shareholders, if any, will be published in the *Mémorial*, in one Luxembourg newspaper and, in any other newspapers which the Board of Directors deems appropriate.

The Shareholders of any Class of Shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Class of Shares.

Annual and Semi-Annual Reports

The Company publishes annually an audited report on its activities and on the management of its assets; such report shall include a description of the assets of the Company and a report from the Auditor.

The Company shall further publish semi-annual unaudited reports, including, inter alia, a description of the investments underlying the portfolio of the Company and the number of Shares issued and redeemed since the last publication.

The aforementioned documents will be available at the Registered Office within four months (following the end of the relevant financial year) for the annual reports and within two months (following the end of the relevant accounting period) for the semi-annual reports of the date thereof and copies may be obtained free of charge by any person.

Financial year

The financial year of the Company shall commence on the 1st January of each year and shall terminate on the 31st December of the same year.

The first financial year shall start on the date of incorporation of the Company and end on the 31st December 2012.

The first annual report will be dated as of 31st December 2012 and the first annual general meeting of Shareholders will be held in 2013.

The first semi-annual report will be dated as of 30 June, 2013.

Data Protection

The Company collects, stores and processes by electronic or other means the data supplied by Shareholders at the time of their subscription for the purpose of fulfilling the services required by the Shareholders and complying with its legal obligations.

The data processed includes the name, address and invested amount of each Shareholder (the "Personal Data").

The investor may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this case, however, the Company may reject his/her/its request for subscription of Shares in the Company.

In particular, the data supplied by Shareholders is processed for the purpose of (i) maintaining the register of Shareholders, (ii) processing subscriptions and redemptions of Shares and payments of dividends, if any, to Shareholders, (iii) performing controls on late trading and market timing practices, (iv) complying with applicable anti-money laundering rules.

The Company can delegate to another entity the processing of the Personal Data in compliance and within the limits of the applicable laws and regulations.

Each Shareholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such data is inaccurate and incomplete. In relation thereto, the Shareholder can contact the Company.

The Shareholder has a right of opposition regarding the use of its Personal Data for marketing purposes. This opposition can be made by letter addressed to the Company.

Personal Data shall not be retained for longer than the time required for the purpose of its processing subject, to the legal limitation periods.

Documents Available for Inspection

Copies of the following documents may be inspected free of charge during usual business hours on any Business Day at the Registered Office:

- a) the Articles of the Company;
- b) the material contracts referred to above;
- c) the financial reports of the Company;
- d) the list of Distributors, if any.

ANNEX

International Valuation Standards Council Guidelines