CONFIDENTIAL **Copy No. _____**

EMERGING MANAGER PLATFORM LTD.

A Bermuda Mutual Fund Segregated Account Company

Private Offering of Segregated Account Company Shares

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

22 September, 2016

Initial Price per Share of each Class: as set out in the Supplement

Thereafter: as set out in the Supplement

Minimum Initial Subscription: As set out in the Supplement

Investment Manager: *Emerging Asset Management Ltd.*
20 Reid Street
Williams House, 3rd Floor
Hamilton HM11
Bermuda

Administrator: *Apex Fund Services Ltd.*
20 Reid Street
Williams House, 3rd Floor
Hamilton HM11
Bermuda
Tel: + 1 441 292 2739
Fax: + 1 441 292 1884

IMPORTANT NOTICES

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, LAWYER, ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM ("MEMORANDUM") CONTAINS INFORMATION ABOUT EMERGING MANAGER PLATFORM LTD. (THE "COMPANY"). IN ADDITION, SUPPLEMENTS (THE "SUPPLEMENTS") WILL BE ISSUED FOR EACH SEGREGATED ACCOUNT (EACH A "SUB-FUND") AND ASSOCIATED CLASS OF SHARES CREATED BY THE COMPANY.

THIS MEMORANDUM TOGETHER WITH THE RELEVANT SUPPLEMENT(S) CONTAINS PARTICULARS OF THE COMPANY FOR THE PURPOSE OF PROVIDING INFORMATION TO PROSPECTIVE SHAREHOLDERS. THE MEMORANDUM GIVES GENERAL INFORMATION ABOUT THE COMPANY DOES NOT DEAL WITH THE INVESTMENT OBJECTIVES, INVESTMENT RESTRICTIONS OR NATURE OF THE ASSETS ATTRIBUTABLE TO ANY INDIVIDUAL SUB-FUND, WHICH INFORMATION APPEARS IN THE SUB-FUND SUPPLEMENTS. IT SHOULD BE READ IN CONJUNCTION WITH A SUPPLEMENT SO THAT TOGETHER, THIS MEMORANDUM AND SUCH SUPPLEMENT CONSTITUTE THE PROSPECTUS FOR A SUB-FUND.

THE COMPANY IS REGISTERED IN BERMUDA AS A MUTUAL FUND COMPANY OF UNLIMITED DURATION UNDER THE COMPANIES ACT 1981 OF BERMUDA, AS AMENDED. THE COMPANY HAS BEEN CLASSIFIED AS A BERMUDA STANDARD FUND UNDER THE INVESTMENT FUNDS ACT 2006 AND REGISTERED AS A SEGREGATED ACCOUNTS COMPANY UNDER THE SEGREGATED ACCOUNTS COMPANIES ACT 2000, AS AMENDED, ("SAC ACT"). THE COMPANY SHOULD BE VIEWED AS AN INVESTMENT SUITABLE ONLY FOR INVESTORS WHO CAN FULLY EVALUATE AND BEAR THE RISKS INVOLVED.

THE COMPANY HAS AN AUTHORIZED SHARE CAPITAL OF U.S. $10,000 DIVIDED INTO 100 MANAGEMENT SHARES OF PAR VALUE U.S. $1.00 EACH ("MANAGEMENT SHARES") AND 9,900,000 NON-VOTING, REDEEMABLE PREFERENCE SHARES OF PAR VALUE U.S. $0.001 EACH (THE "SHARES") WHICH MAY BE DIVIDED UPON ISSUE INTO A CLASS OF SHARES BY REFERENCE TO A SUB-FUND. ADDITIONAL SHARES WILL BE DESIGNATED TO A SEGREGATED ACCOUNT AND CLASS AND ISSUED AS CIRCUMSTANCES DICTATE.

PERMISSION UNDER THE EXCHANGE CONTROL ACT 1972 (AND REGULATIONS MADE THEREUNDER) HAS BEEN OBTAINED FROM THE BERMUDA MONETARY AUTHORITY (THE "AUTHORITY") FOR THE ISSUE OF UP TO 9,900,000 SHARES AS DEFINED AND DESCRIBED IN THIS

MEMORANDUM AND THE SUPPLEMENTS. IN ADDITION, A COPY OF THIS MEMORANDUM HAS BEEN DELIVERED TO THE REGISTRAR OF COMPANIES IN BERMUDA FOR FILING PURSUANT TO THE COMPANIES ACT 1981 OF BERMUDA, AS AMENDED. APPROVALS OR PERMISSIONS RECEIVED FROM THE AUTHORITY DO NOT CONSTITUTE A GUARANTEE BY THE AUTHORITY AS TO THE PERFORMANCE OF THE FUND OR THE CREDITWORTHINESS OF THE COMPANY. FURTHERMORE, IN GIVING SUCH APPROVALS OR PERMISSIONS, THE AUTHORITY SHALL NOT BE LIABLE FOR THE PERFORMANCE OR DEFAULT OF THE FUND OR THE DEFAULT OF ITS OPERATORS OR SERVICE PROVIDERS, NOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS MEMORANDUM OR ITS SUPPLEMENTS. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN ACCEPTING THIS MEMORANDUM FOR FILING, THE REGISTRAR OF COMPANIES IN BERMUDA ACCEPTS NO RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF ANY PROPOSAL OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED WITH REGARD TO THEM.

THE SHARES, AVAILABLE FOR PURCHASE BY PROSPECTIVE SHAREHOLDERS ARE OFFERED ON THE BASIS OF THE INFORMATION AND REPRESENTATIONS CONTAINED IN THIS MEMORANDUM AND THE RELEVANT SUPPLEMENT(S). ANY FURTHER INFORMATION GIVEN OR REPRESENTATIONS MADE BY ANY PERSON SHOULD NOT BE CONSIDERED AS BEING AUTHORIZED BY THE COMPANY AND SHOULD NOT BE RELIED ON. THE SHARES (ARE TO BE ISSUED AT THE DISCRETION OF THE DIRECTORS OF THE COMPANY AS SUCH CLASS OR CLASSES OF SHARES AS MAY BE CREATED FROM TIME TO TIME AND OFFERED WITH REFERENCE TO ONE OR MORE SEGREGATED ACCOUNTS CREATED AND ISSUED AS CIRCUMSTANCES DICTATE. THE MEMORANDUM OF ASSOCIATION AND BYE-LAWS OF THE COMPANY EMPOWER THE DIRECTORS TO CREATE DIFFERENT SUB-FUNDS OR SEGREGATED ACCOUNTS, AND CLASSES OF SHARES AND/OR SERIES THEREOF. EACH SUB FUND OR SEGREGATED ACCOUNT, AND CLASS OF SHARES / OR SERIES THEREOF SHALL NOT BE EXPOSED TO THE RISKS OF ANOTHER SUB FUND, SEGREGATED ACCOUNT, CLASS OF SHARES/ OR SERIES OF SHARES.

THE CIRCULATION AND DISTRIBUTION OF THIS MEMORANDUM IN CERTAIN COUNTRIES IS RESTRICTED BY LAW. PERSONS INTO WHOSE POSSESSION THIS MEMORANDUM MAY COME ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE ANY SUCH RESTRICTIONS.

THIS OFFERING MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) OR ANY OTHER U.S. FEDERAL OR STATE AGENCY. NEITHER THE SEC NOR ANY STATE OR FEDERAL AGENCY HAS PASSED UPON THE ACCURACY OR

ADEQUACY OF THIS OFFERING MEMORANDUM OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SHARES IN EACH SUB-FUND OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), BECAUSE THEY WILL BE OFFERED ONLY TO A LIMITED NUMBER OF QUALIFIED INVESTORS. ACCORDINGLY, THE SHARES ARE BEING OFFERED OUTSIDE THE UNITED STATES PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER REGULATION S UNDER THE SECURITIES ACT AND MAY BE OFFERED INSIDE THE UNITED STATES PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER REGULATION D UNDER THE SECURITIES ACT. EACH INVESTOR IN EACH SUB-FUND MUST BE AN "ACCREDITED INVESTOR", AS THAT TERM IS DEFINED IN REGULATION D UNDER THE SECURITIES ACT.

THERE WILL BE NO PUBLIC OFFERING OF THE SHARES. THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH AN OFFER OR SOLICITATION IS NOT AUTHORIZED. IN ADDITION, THIS OFFERING MEMORANDUM CONSTITUTES AN OFFER ONLY IF A NAME AND OFFERING MEMORANDUM IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACE ON THE COVER PAGE HERETO.

IF A SUB-FUND OF THE COMPANY TRADES IN COMMODITY FUTURES AND/OR COMMODITY OPTIONS CONTRACTS, THE INVESTMENT MANAGER WILL CLAIM AN EXEMPTION FROM REGISTRATION WITH THE U.S. COMMODITY FUTURES TRADING COMMISSION (THE "CFTC") AS A COMMODITY POOL OPERATOR WITH RESPECT TO SUCH SUB-FUND PURSUANT TO RULE 4.13(A)(3) UNDER THE COMMODITY EXCHANGE ACT, AS AMENDED (THE "CEA"), BECAUSE (1) EITHER THE AGGREGATE INITIAL MARGINS AND PREMIUMS REQUIRED TO ESTABLISH COMMODITY INTEREST POSITIONS FOR THE SUB-FUND DO NOT EXCEED FIVE PERCENT OF THE LIQUIDATION VALUE OF THE SUB-FUND'S PORTFOLIO OR THE AGGREGATE NET NOTIONAL VALUE OF THE SUB-FUND'S COMMODITY INTEREST POSITIONS DO NOT EXCEED ONE HUNDRED PERCENT OF THE LIQUIDATION VALUE OF THE SUB-FUND'S PORTFOLIO AND (2) PARTICIPATION IN THE SUB-FUND IS LIMITED TO CERTAIN CLASSES OF INVESTORS RECOGNIZED UNDER THE FEDERAL SECURITIES AND COMMODITIES LAWS. THEREFORE, UNLIKE A REGISTERED COMMODITY POOL OPERATOR, THE INVESTMENT MANAGER WILL NOT BE REQUIRED TO DELIVER A DISCLOSURE DOCUMENT AND A CERTIFIED ANNUAL REPORT TO PARTICIPANTS IN ANY SUB-FUND OF THE COMPANY. THE INVESTMENT MANAGER MAY, IN ITS SOLE AND ABSOLUTE DISCRETION, OR AS OTHERWISE REQUIRED BY APPLICABLE LAW OR REGULATION, BECOME REGISTERED WITH THE CFTC IN THE FUTURE.

TO THE EXTENT THAT A SUB-FUND TRADES IN COMMODITY FUTURES AND/OR COMMODITY OPTIONS CONTRACTS, THE INVESTMENT ADVISER TO SUCH SUB-FUND WILL REGISTER WITH THE CFTC AS A COMMODITY TRADING ADVISOR OR CLAIM AN EXEMPTION THEREFROM. THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED OR APPROVED BY THE CFTC.

THE SHARES ARE NOT BEING OFFERED TO THE PUBLIC FOR SUBSCRIPTION OR PURCHASE. THIS MEMORANDUM TOGETHER WITH THE SUPPLEMENT PUBLISHED IN RELATION TO EACH SUB-FUND DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY JURISDICTION (I) IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORISED, OR (II) IN WHICH THE PERSON MAKING THE OFFER IS NOT QUALIFIED TO DO SO, OR (III) TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

THE DIRECTORS OF THE COMPANY, WHOSE NAMES APPEAR IN THIS MEMORANDUM, ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THIS MEMORANDUM. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS OF THE COMPANY (WHO HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT SUCH IS THE CASE) THE INFORMATION CONTAINED IN THIS MEMORANDUM FOR WHICH THEY ARE RESPONSIBLE IS IN ACCORDANCE WITH THE FACTS AND DOES NOT OMIT ANYTHING LIKELY TO AFFECT THE IMPORT OF SUCH INFORMATION. THE DIRECTORS OF THE COMPANY ACCEPT RESPONSIBILITY ACCORDINGLY.

IN THIS MEMORANDUM, UNLESS STATED OTHERWISE, ALL REFERENCES TO “DOLLARS,” “$” AND “CENTS” ARE TO THE LAWFUL CURRENCY OF THE U.S. AND ALL REFERENCES TO “EUROS” AND “€” ARE TO THE LAWFUL CURRENCY OF THE MEMBER STATES OF THE EUROPEAN UNION THAT ADOPT OR HAVE ADOPTED THE SINGLE CURRENCY IN ACCORDANCE WITH THE TREATY ESTABLISHING THE EUROPEAN COMMUNITY.

COPIES OF THIS MEMORANDUM, THE SUPPLEMENTS AND THE SUBSCRIPTION AGREEMENT (THE “SUBSCRIPTION AGREEMENT”) FOR EACH SUB-FUND, MAY BE OBTAINED BY CONTACTING THE ADMINISTRATOR (AS HEREINAFTER DEFINED).

REPRESENTATIVES OF THE COMPANY ARE AVAILABLE TO ANSWER QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING OF SHARES AND TO FURNISH ANY ADDITIONAL INFORMATION NECESSARY TO ENABLE AN OFFEREE TO EVALUATE THE MERITS AND RISKS OF A PURCHASE OF SHARES TO THE EXTENT THAT THEY POSSESS OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, TAX OR FINANCIAL ADVICE. ALL PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN PROFESSIONAL

ADVISORS AS TO THE LEGAL, TAX, FINANCIAL IMPLICATIONS OR OTHER MATTERS RELEVANT TO THE SUITABILITY OF AN INVESTMENT IN THE SHARES FOR SUCH INVESTOR.

THE PURCHASE OF SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. THERE IS NO ASSURANCE THAT THE FUND WILL BE PROFITABLE. PLEASE SEE THE SECTION ENTITLED "RISK FACTORS" WITHIN THIS MEMORANDUM FOR A DESCRIPTION OF CERTAIN RISKS INVOLVED IN THE PURCHASE OF SHARES.

NO LISTING OR OTHER DEALING FACILITY IS AT PRESENT BEING SOUGHT FOR ANY PART OF THE FUND'S SHARES, ALTHOUGH THE DIRECTORS MAY RESERVE THE RIGHT TO SEEK A LISTING IN THE FUTURE.

THIS MEMORANDUM AND ANY SUPPLEMENTS ARE INTENDED SOLELY FOR THE USE OF THE PERSON TO WHOM THEY HAVE BEEN DELIVERED BY THE FUND FOR THE PURPOSE OF EVALUATING A POSSIBLE INVESTMENT BY THE RECIPIENT IN THE SHARES DESCRIBED, AND THEY ARE NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSONS EITHER IN FULL OR IN PART (OTHER THAN PROFESSIONAL ADVISORS OF THE PROSPECTIVE INVESTOR RECEIVING THIS MEMORANDUM OR ANY SUPPLEMENT FROM THE SUB-FUND).

THE SHARES OFFERED HEREBY HAVE NOT BEEN FILED WITH OR APPROVED OR DISAPPROVED BY ANY REGULATORY AUTHORITY OF ANY COUNTRY OR OTHER JURISDICTION, NOR HAS ANY SUCH REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM OR ANY SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE INFORMATION CONTAINED HEREIN IS GIVEN AS OF THE DATE HEREOF. THIS MEMORANDUM DOES NOT PURPORT TO GIVE INFORMATION AS OF ANOTHER DATE. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR A SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, IMPLY THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DISCUSSED HEREIN SINCE THE DATE HEREOF.

SPECIAL NOTICE TO FLORIDA INVESTORS:

THE FOLLOWING NOTICE IS PROVIDED TO COMMUNICATE TO FLORIDA INVESTORS THE PROVISIONS SET FORTH IN SUBSECTION 11(A)(5) OF SECTION 517.061 OF THE FLORIDA STATUTES, 1987, AS AMENDED:

UPON THE SALE TO FIVE (5) OR MORE FLORIDA INVESTORS, THE SALE OF INTERESTS IN A SUB-FUND TO THE FLORIDA INVESTOR IS VOIDABLE BY

THE FLORIDA INVESTOR EITHER WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE FLORIDA INVESTOR TO THE SUB-FUND, AN AGENT OF THE SUB-FUND, OR TO AN ESCROW AGENT, OR WITHIN THREE DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO THE FLORIDA INVESTOR, WHICHEVER OCCURS LATER.

EMERGING MANAGER PLATFORM LTD

DIRECTORY

Fund's Registered Office	3rd Floor Williams House 20 Reid Street Hamilton HM11 Bermuda	Telephone: +1 441 292 2739 Fax: +1 441 292 1884
Investment Manager	Emerging Asset Management Ltd. 3rd Floor Williams House 20 Reid Street Hamilton HM 11 Bermuda	Telephone: +1 441 292 2739 Fax: +1 441 292 1884
Administrator and Registrar and Transfer Agent	Apex Fund Services Ltd 3rd Floor Williams House 20 Reid Street Hamilton HM 11 Bermuda	Telephone: +1 441 292 2739 Fax: +1 441 292 1884
Secretary	Sharon Ward 3rd Floor Williams House 20 Reid Street Hamilton HM 11 Bermuda	Telephone: +1 441 292 2739 Fax: +1 441 292 1884
Segregated Account Representative	Peter Hughes Apex Fund Services Ltd. 3rd Floor Williams House 20 Reid Street Hamilton HM 11 Bermuda	Telephone: 1 441 292 2739 Fax: 1 441 292 1884

Directors	William David Wiggin 7 Whittingstall Road London SW6 4EA United Kingdom	Telephone: +44 203 697 5377
	Mariano Grandval 101 Front StreetC/O ICEP HamiltonMollwaldplatz 5 BermudaA-1040 Vienna Austria	Telephone: +43 1 969 025422
	John Bohan Apex Fund Services (Ireland) Ltd. Ist Floor, Block 2 Harcourt Centre, Harcourt St, Dublin 2 Ireland	Telephone: +353 1 411 2949
Custodian	HSBC Bank of Bermuda Limited 6 Front Street Hamilton HM 11 Bermuda	Telephone: +1 441 295 4000
Auditors	Deloitte & Touche Mriehel Bypass, Mriehel, BKR 3000 Malta info@deloitte.com.mt	Tel: +356 2343 2000
Legal Advisors With respect to Bermuda laws only	Conyers Dill & Pearman Limited Level 2, Gate Village 4 Dubai International Finance Centre PO Box 506528, Dubai U.A.E	
Legal Advisors With respect to U.S. law only	Morgan Lewis & Bockius LLPOne Federal Street Boston, MA 02110	Tel: +617 951 8833

TABLE OF CONTENTS

EMERGING MANAGER PLATFORM LTD.

SUMMARY OF PRINCIPAL TERMS

The following summary is qualified in its entirety by reference to more detailed information included elsewhere in this Memorandum, the relevant Supplement and the Memorandum and Bye-laws of the Company. Prospective investors should read the whole of this document (including any relevant Sub-Fund Supplement) prior to making any investment.

The Company

The Company:	The Company is a mutual fund company of an unlimited duration classified as a Standard Fund under the Investment Funds Act 2006, as amended (the "IFA"), incorporated on 3 November 2008 and registered as a segregated accounts company under the Segregated Accounts Companies Act 2000, as amended (the "SAC"). A segregated account is not a legal entity that is separate from the Company and, therefore, references throughout this Memorandum to a segregated account acting (e.g. entering into agreements or making investments) should be read as the Company acting for the account of the relevant segregated account. Unless otherwise stated in a Supplement relating to a particular segregated account, the terms set out herein relate to all segregated accounts of the Company.
Investment Objective:	The investment objective of each Sub-Fund will be set out in the Supplement relevant to each Sub-Fund.
Investment Manager:	The Company has appointed Emerging Asset Management Ltd. to act as investment manager in respect of each Sub-Fund (the "Investment Manager").
Investment Advisor:	The Company will appoint various Investment Advisors to act as investment advisor in respect of the different Sub-Funds (The "Investment Advisor").
Distributors:	Independent financial advisors, as well as other entities and individuals, may be appointed by the Investment Manager to serve as distributors for the Company in respect of each Sub-Fund (collectively, the "Distributors").

Administrator Registrar and Transfer Agent	Apex Fund Services Ltd. has been appointed by the Company to serve as their administrator, registrar and transfer agent (the Administrator").
Conflicts of Interest	The Directors, the Investment Manager and the Investment Advisor may have certain conflicts of interest in the conduct of activities on behalf of the Company further described within this Memorandum under the sections entitiled "CONFLICTS OF INTERST".
Risks:	An investment in a Sub-Fund of the Company is speculative and involves a high degree of risk. Shares are suitable only for investors who can afford to lose all or a portion of their investment. No one should commit to invest a large percentage of their readily marketable assets in a Sub-Fund of the Company. The risks described in this Memorandum, and any risk factors associated with a particular Sub-Fund as set out in the relevant Supplement, are not intended to be an exhaustive list of all risks which may relate to an investment in the Company or in respect of a Sub-Fund. Investors should inform themselves and take advice from their own professional advisers as to the suitability or an investment in the Company or in respect of a Sub-Fund.

Fees and Expenses

Organizational Costs:	The fees and expenses associated with the organization of the Company and the initial offering of Shares will be borne by the Investment Manager.
Operational Fees and Expenses:	All fees and expenses which are specific to a segregated account of the Company or to classes or series of Shares within a segregated account of the Company will be charged to such segregated account, class or series, respectively. All general fees and expenses of the Company will be borne by the Investment Manager.
Management Fee:	The Company may pay the Investment Manager and the Investment Advisor a fee in respect of each segregated account of the Company on terms to be agreed in respect of each segregated account of the Company. For further details, refer to the Supplement related to the relevant Sub-Fund.

Performance Fee:	The Company may pay a performance fee to the Investment Advisor in respect of each segregated account of the Company. For further details on the performance fee payable by the Company in respect of its segregated accounts please refer to the Supplement related to the relevant Sub-Fund.
Facilitation and/or Distribution Fees:	The Company may appoint distributors (the "Distributors") to market and promote a Sub-Fund of the Company. Each class or series of Shares within a segregated account may pay facilitation and/or distribution fees to facilitate the distribution of such series or class of Shares ("Facilitation Expenses"). In the case where Facilitation Expenses are paid, each class or series of Shares will repay these expenses through a Facilitation Fee (as defined in each Supplement). The Investment Manager and Investment Advisor may also pay a portion of the management fees, performance fees and other amounts payable to Distributors out of its management fee and performance fee.
Other Fees and Expenses	The Company is obligated to pay all fees and expenses incurred in the ordinary course of business. See "FEES AND EXPENSES — Other Fees and Expenses."

Redemption

Redemptions:	Shares may be redeemed upon the terms set forth in the Supplement relating to the relevant Sub-Fund. Shares are redeemed at Net Asset Value (as hereinafter defined). Partial redemptions may not reduce a Shareholder's investment to less than the applicable minimum investment amount. The Company may suspend redemptions of a relevant Sub-Fund in certain limited circumstances as described herein and/or in the relevant Supplement.

General

Functional Currency:	The Directors, in their discretion, may from time to time determine the currency (the "Functional Currency") in which the subscription price, redemption price and Net Asset Value of Shares of a class and/or Series is calculated notwithstanding the denomination of the par value thereof.
Fiscal Year:	The fiscal year of the Company is the calendar year.
Reports:	Shareholders will receive performance summaries periodically as specified in the relevant Supplement and annual audited financial statements.
Access to Information:	Prospective investors are urged to contact the Investment Manager with any questions they may have concerning any aspect of the Company or the offering of the Shares.
Auditors:	Deloitte, Malta will serve as the Company's auditors in respect of the Company and each Sub-Fund.
Legal Counsel:	Conyers Dill & Pearman Limited serves as Bermudian counsel to the Company. Morgan Lewis & Bockius LLP serves as U.S. counsel to the Company. Neither Conyers Dill & Pearman Limited nor Morgan Lewis & Bockius LLP represents the Shareholders in relation to this offering and no other counsel has been engaged to act on behalf of the Shareholders. The Company may engage other counsel at the discretion of the Investment Manager.
Dividend Distribution Policy	Unless otherwise stated in a Supplement in respect of a particular Sub-Fund, the Directors do not anticipate paying dividends on Shares; profits will be re-invested in the relevant segregated account of the Company.

Side Letters

The Company or the Investment Manager (for and on behalf of and for the account of a Sub-Fund) may enter into agreements with certain Shareholders which supplement or vary the terms of this Memorandum and will result in different terms of an investment in the Company than terms applicable to other Shareholders ("Side-Letters'). As a result of such agreements, certain Shareholders may receive additional benefits which other Shareholders will not receive (e.g. additional information regarding the investment portfolio of the Company in respect of a Sub-Fund, different redemption terms, lower management fees or performance fees. The Company and the Investment Manager will not be required to notify the other Shareholders of any such agreement or of any of the rights and/or terms or provisions thereof, now will the Company or the Investment Manager be required to offer such additional or different terms or rights to any other Shareholder. The Company or the Investment Manager may enter into any such agreement with any Shareholders at any time in the sole discretion of the Board of Directors in consultation with the Investment Manager. For administrative reasons, Shares issued to such Shareholders may be issued in separate classes of Shares.

When entering into any Side Letter the Directors may seek specific advice to ensure any Sub-Fund is in compliance with laws, rules and regulations regarding Side Letters as are applicable at that time.

Transfer of Shares

The transfer of Shares is subject to the prior approval of the Directors, which may be withheld in certain circumstances, pursuant to the Company's Bye-laws.

THE COMPANY

The Company is a mutual fund company of an unlimited duration classified as a Standard Fund under the Investment Funds Act 2006, as amended. The Company was incorporated on 3 November 2008 with limited liability under The Companies Act 1981 of Bermuda, as amended and registered as a segregated accounts company under the Segregated Accounts Companies Act 2000, as amended (the "SAC"). The provisions of the SAC Act allow the Company to create one or more segregated accounts for the purpose of segregating and protecting the assets within those segregated accounts so that the liabilities of the Company attributable to one segregated account can only be satisfied out of the assets of such segregated account, and holders of Shares issued by a particular segregated account have no right to the assets of any other segregated account. The Company will establish separate and distinct segregated accounts, each designated as a "Sub-Fund". Each Sub-Fund is a separate, individually-managed pool of assets constituting, in effect, a separate fund with its own investment objective and policies. Each Sub-Fund will be administered and maintained separate from the other Sub-Funds. Investors who hold Shares of a particular Sub-Fund will only assume the investment risks (and share the upside potential) associated with such Sub-Fund. Investors who hold Shares in a Sub-Fund of the Company shall be shareholders of the Company (the "Shareholders").

The details of the offering of each Sub-Fund can be found in the relevant Sub-Fund's Supplement which accompanies this Memorandum.

The Company will make offerings of the Shares from time to time in such manner as the Directors may determine in their absolute discretion, provided that any new offering will relate to a segregated account for that purpose.

The Company's memorandum of association and bye-laws (collectively, the "Bye-Laws") are subject to Bermuda law. The Company's registered office is located at 20 Reid Street, Hamilton HM 11, Bermuda.

REGISTRAR AND TRANSFER AGENT

Apex Fund Services Ltd. serves as registrar and transfer agent to the Company and its Sub-Funds.

ADMINISTRATOR

The Company has appointed Apex Fund Services Ltd. (the "Administrator") to serve as the administrator pursuant to an administration agreement between the Company and the Administrator (the "Administration Agreement"). The Administrator is part of the Apex Group, a global provider of fund administration services with 34 offices across the globe, ISAE 3402/SSAE16 audited, independently owned with over US$30 Billion under administration. Apex Group provides specialist fund administration, share registrar,

corporate secretarial services and directors to funds and collective investment schemes globally. The Administrator will perform all general administrative tasks for the Sub-fund, including the preparation of valuations, keeping of financial records and acting as registrar and transfer agent. The Administrator shall receive an annual fee calculated in accordance with its customary schedule of fees and is also entitled to be reimbursed for all out of pocket expenses properly incurred in performing its duties as Administrator of the Sub-fund.

Under the Administration Agreement, the Administrator will not, in the absence of gross negligence, willful default or fraud on the part of the Administrator, be liable to the Fund or to any investor for any act or omission, in the course of, or in connection with, providing services to the Fund or for any losses, claims, damages, liabilities and expenses or damage which the Company may sustain or suffer as the result of, or in the course of, the discharge by the Administrator of its duties pursuant to the Administration Agreement.

Under the Administration Agreement, the Company on behalf of the Sub-fund will indemnify the Administrator to the fullest extent permitted by law against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including legal fees and disbursements, incurred by the Administrator, save where such actions, suits or proceedings are the result of fraud, wilful misconduct or gross negligence of the Administrator.

In accordance with the terms of the Administration Agreement, the services of the Administrator may be terminated by at least 90 days written notice from either the Company or the Administrator (or such shorter notice period as the parties may agree to accept) or earlier on the liquidation of either the Company or the Administrator.

The Administrator is licensed as a fund administrator by the BMA under section 43 of the Investment Funds Act 2006.

The office of the Administrator is located at 3rd floor, Williams House, 20 Reid Street, Hamilton HM11, Bermuda.

CASH CUSTODIAN

The Custodian and Prime Broker will provide custody services to the Company and be paid fees on normal commercial terms.

DIRECTORS

William Wiggin, Mariano Grandval and John Bohan serve as the directors of the Company (the "Directors"). The Directors have appointed the Investment Manager to manage the assets of the Company and each of the Sub-Funds and to manage the Investment Advisors. The Investment Advisor, the Investment Manager, the Administrator and all of the other service providers are subject to the overall supervision of the Directors. See "CONFLICTS OF INTEREST."

Mr. William Wiggin has served as the Managing Director of Emerging Asset Management Ltd. since October 2015. Previously, William served as the Managing Director of the Apex Emerging Manager incubation service. William is a non-executive director of All pay, a bill payments provider and is a non-executive director of PT English, a pensions advisory company that is regulated in the UK by the FCA.

William has served as the MP for North Herefordshire since 2001. Prior to this William worked in the FX derivatives department for UBS, Dresdner and Commerzbank.

Mr. Mariano Grandval - since 2008 Mariano has been working with banks, institutional investors and administrators from a range of offshore and onshore jurisdictions to derive pragmatic, commercial solutions to a range of complex problems presented by illiquid hedge funds. Marino is a leading practitioner in this specialist area that clients have repeatedly returned to for assistance.

Mariano offers a range of services including strategic advice, fund valuation, the delivery of secondary market liquidity and the provision of advisory services for a fund in administration or liquidation. Forensic and analytical support is also provided to hedge fund liquidations conducted in Ireland, BVI and Cayman Islands through a joint venture with a firm of licensed insolvency practitioners.

Mariano is a licensed hedge fund Director in the Cayman Island. He holds a NASD Series 7 and Series 24 license and was approved as a registered representative by UK regulators. He works as a consultant for two leading independent asset management firms in Geneva providing bespoke qualitative analysis of hedge funds.

Mariano's work has often involved interaction with regulators in North America, the Caribbean and Europe. Projects have been successfully completed for funds domiciled in the Cayman Islands, the Bahamas, the Isle of Man, BVI, Guernsey, and Luxembourg. Engagements can be structured flexibly to accommodate client needs. Mariano is focused on the delivery of creative, efficient, effective solutions within an agreed timescale.

Mariano has more than 28 years of financial services experience gained in South America, North America and Europe. He has worked as a fixed income trader, private banker and portfolio manager specialising in the hedge fund sector. His employers have included Caprinco, Van Daalen, HSBC, BBVA, Banco Roberts and Banco de Valores.

Mariano is an Austrian and Argentinean citizen and is fluent in English, Spanish, French and German. He is based in Vienna.

Mr. John Bohan is the Managing Director of the Apex group of companies in Europe and the Middle East, a specialist management and administration company, which provides management services to the Finance industry, specializing in the administration of collective investment schemes and investment holding companies, founded in 2003.

John qualified as a certified accountant in 1999 and became a fellow of the Chartered Association of Certified Accountants in early 2004. He held the role as COO between 2004 and 2013 for the Apex group of companies before taking on his current role, and has worked in management positions with Citigroup, BNY-Alternative Investment Services and Bank of Ireland Asset Management with many years of experience in the financial services industry.

INVESTMENT STRATEGY

The investment objectives and strategy of each Sub-Fund will be as set forth in the Supplement related to the relevant Sub-Fund.

INVESTMENT MANAGER

Pursuant to an investment management agreement (the "Investment Management Agreement") by the Company and Emerging Asset Management Ltd. (the "Investment Manager"), the Investment Manager serves as the investment manager of the Company in respect of each Sub-Fund respectively.

The Investment Manager's role is to manage all aspects of administrative services to the Company and to arrange for the performance of all accounting and administrative services which may be required. The Investment Manager will select the Investment Advisors. The Investment Manager is not currently registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended, or the laws of any state, but may become so registered in the future, in its discretion, if it determines that such registration is required by applicable law. The Investment Manager has claimed, or will claim, an exemption from registration as a commodity pool operator with respect to each Sub-Fund that seeks to trade in commodity futures and/or commodity options contracts pursuant to Rule 4.13(a)(3) of the Commodity Futures Trading Commission (the "CFTC").

The Investment Management Agreement provides that the Investment Manager is responsible for the investment of the assets of each Sub-Fund in accordance with the investment objectives and policies set out therein and more particularly in the relevant

Sub-Fund Supplement. The Investment Manager may delegate certain of its responsibilities to investment advisors(s) (the "Investment Advisor(s)") and to various other service providers.

Details of the Management Fee payable to the Investment Manager in consideration of the services to be performed by it in respect of any Sub-Funds are set out under "FEES AND EXPENSES" and in the relevant Sub-Fund Supplement.

INVESTMENT ADVISORS

The Investment Manager will delegate certain of its functions to the Investment Advisor(s). Details of the Management Fee and Performance Fee payable to the Investment Advisers in respect of each Sub-Fund are set out under "FEES AND EXPENSES" and in the relevant Sub-Fund Supplement. Please see the sections in this Memorandum entitled "RISK FACTORS- LACK OF CONTROL OVER INVESTMENT ADVISORS"; and "RISK FACTORS – LIMITED INFORMATION REGARDING INVESTMENT ADVISORS".

FISCAL YEAR; REPORTS

Each fiscal year of the Company will commence on 1 January and end on 31 December of each calendar year. An annual audited financial statement of the Company will be sent to the corresponding Shareholders of each Sub-Fund. Such statement is expected to be delivered within one hundred and twenty (120) days of the end of each fiscal year (or as promptly as practicable thereafter). Unaudited reports that state the Net Asset Value of the relevant Sub-Fund and the recipient's Shares will be sent to Shareholders pursuant to the terms set forth in the relevant Supplement.

FEES AND EXPENSES

Organizational and Initial Offering Fees and Expenses

The Investment Manager will bear all fees and expenses incurred in connection with the organization of the Company and the initial offer and sale of Shares, including, without limitation, fees and expenses of attorneys and accountants, printing costs and promotional expenses.

Management Fees

The Company may pay the Investment Manager and the Investment Advisors a management fee, in respect of each segregated account of the Company on terms to be agreed in respect of each Sub-Fund. For further details, refer to the Supplement related to the relevant Sub-Fund.

Performance Fees

The Company may pay performance fees to the Investment Advisors in respect of each Sub-Fund. For further details refer to the Supplement related to the relevant Sub-Fund.

Administrative Fees

The Company for itself and in respect of each Sub-Fund will be charged customary fees in effect from time to time and will reimburse the Administrator's out-of-pocket expenses, each payable monthly in arrears. The Administrator charges a minimum fee per Sub-Fund. In the event that the Administrator serves as the administrator of the Company during any calendar month for less than the full calendar month, the administrative fee payable for such month shall be prorated to adjust for the actual number of days during the month that the Administrator served as the administrator of the Company. For further details on the administrative fees payable by the Company in respect of the Sub-Fund please refer to the Supplement related to the relevant Sub-Fund.

Facilitation and Distribution Fees

The Company may appoint Distributors to market and promote the Company. Each class or series of Shares within a segregated account may pay facilitation and distribution fees to facilitate the distribution of such series or class of Shares ("Facilitation Expenses"). In the case where Facilitation Expenses are paid, each series or class of Shares will repay these expenses through a Facilitation Fee (as defined in each Supplement). The Distributors may charge investors an upfront placement fee in an amount set forth in the Supplement related to the relevant Sub-Fund. The Investment Manager may also pay fees to Distributors out of its management fee.

Redemption Charges

Shares may be redeemed upon the terms and subject to such charges as are set out in the Supplement related to the relevant Sub-Fund.

Other Fees and Expenses

Each Sub-Fund is obligated to pay all fees and expenses incurred in the ordinary course of its business, including, without limitation, legal fees and expenses, expenses of the continuous offering and marketing of Shares, fees and expenses related to currency hedging transactions, filing fees and expenses, administration fees and expenses, accounting, audit and tax preparation expenses, data processing costs, software and software development expenses, the Directors' fees, tax, interest expenses, insurance expenses, custody fees and bank charges and litigation and extraordinary expenses, if any. To the extent that a Sub-Fund invests in collective investment vehicles managed by the Investment Advisors, the Company also will pay its pro rata share of such investment vehicles' organizational, offering and operating fees and expenses, as well as such investment vehicles' extraordinary fees and expenses. All fees and expenses which

are specific to a Sub-Fund or to a series or class of Shares within a Sub-Fund will be charged to such Sub-Fund, series or class.

BROKERAGE AND PORTFOLIO TRANSACTIONS

The Investment Advisor of the relevant Sub-Fund is authorized to designate the brokers, custodians, dealers, banks, clearing associations, depositories, futures commission merchants, introducing brokers, counterparties and other financial institutions (collectively, "brokers and dealers") to be used for all direct investment transactions made by the Investment Advisor of the relevant Sub-Fund in collective investment vehicles and for managed accounts managed by the Investment Advisors.

The policy of the Investment Advisor of the relevant Sub-Fund regarding purchases and sales for the portfolio is that primary consideration will be given to obtaining the best execution of the transactions in seeking to implement the Investment Advisor of the relevant Sub-Fund's trading strategy. Those factors that the Investment Advisor of the relevant Sub-Fund believes contribute to efficient execution include size of the order, difficulty of execution, operational capabilities and facilities of the broker or dealer involved, whether that broker or dealer has risked its own capital in positioning a block of securities or other assets and the prior experience of the broker or dealer in effecting transactions of the type in which the Sub-Fund will engage. In selecting brokers or dealers to execute particular transactions, the Investment Advisor of the relevant Sub-Fund may consider "brokerage and research services" (as those terms are defined in Section 28(e) of the U.S. Securities and Exchange Act of 1934, as amended) and other information provided by the brokers and dealers. Research may include, among other things, proprietary research from brokers, which may be written, oral or on-line. Research products may include, among other things, computers or terminals, computer databases and quotation equipment, in each case, to access research or which provide research directly. Research services may include, among other things, research concerning market, economic and financial data, statistical information, data on pricing and availability of securities, financial publications, electronic market quotations, performance measurement services, analyses concerning specific securities, companies or sectors, and market, economic and financial studies and forecasts. Research services may be in written or oral form or on-line. The Investment Advisor of the relevant Sub-Fund also may cause a broker or dealer who provides such brokerage and research services and products to be paid a commission or, in the case of a dealer, a dealer spread for executing a portfolio transaction, which is in excess of the amount of commission another broker or dealer would have charged for effecting that transaction. Consistent with obtaining best execution, the Investment Advisor of the relevant Sub-Fund also may consider the fact that certain brokers and dealers may refer or have referred prospective investors to the Company. Prior to making such an allocation, however, the Investment Advisor of the relevant Sub-Fund will make a good faith determination that such commission or spread was reasonable in relation to the value of the brokerage and research services provided,

viewed in terms of that particular transaction or in terms of all the accounts over which the Investment Adviser or its affiliates exercise trading discretion.

Restrictions on US investors

The Shares have not been nor will they be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered, sold, transferred or delivered, directly or indirectly, in the United States of America or to, or for the account of, U.S. Persons (as defined in Regulation S of the Securities Act). Accordingly, the Shares are being offered outside the United States pursuant to the exemption from registration under Regulation S under the Securities Act and may be offered inside the United States pursuant to the exemption from registration under Regulation D under the Securities Act.

Any U.S. Person, including any transferee, wishing to purchase Shares in a Sub-Fund must represent and warrant that he/she/it is/are an "accredited investor" as defined in Regulation D under the Securities Act. Additional qualifications may apply to each Sub-Fund.

None of the Company or any Sub-Fund has been and will not be registered under the Investment Company Act, nor has this Offering Memorandum or any Supplement been filed with or reviewed by the U.S. Securities and Exchange Commission or any U.S. federal or state agency. Neither the U.S. Securities and Exchange Commission nor any state or federal agency has passed upon the accuracy or adequacy of this Offering Memorandum or any Supplement or endorsed the merits of this offering. The Shares have not been recommended by any U.S. federal or state securities commission or any U.S. regulatory authority.

RISK FACTORS

An investment in the Company and any Sub-Fund is speculative. Investment should only be made after consultation with independent qualified sources of investment and tax advice. Prospective Shareholders should consider the following risk factors and the risk factors set out in the relevant Supplement before subscribing for Shares. This section does not purport to be an exhaustive list of risks involved in investing in the Shares and certain risks outlined herein pertain more particularly to certain Sub-Funds. There are risks associated with any investment and generally the higher the expected return on investment, the higher the risk and the greater the variability of returns. Before making an investment in the Company or any Sub-Fund, investors should carefully determine their investment objectives, risk tolerance and expected investment timeframe. For purposes of clarity and convenience, this Memorandum refers generally to the investment program and portfolio transactions of the Sub-Funds. However, the assets of each Sub-Fund will

be managed by an Investment Advisor and accordingly, where appropriate, references to transactions effected by "the Investment Advisor" will be construed to mean, transactions effected on behalf of a particular Sub-Fund by such Investment Adviser.

General

The transactions in which Investment Advisors will engage involve significant risks. Growing competition may limit the Investment Advisors' abilities to take advantage of trading opportunities in rapidly changing markets or limit the Company's access to Investment Advisors. No assurance can be given that investors will realize a profit on their investment. Moreover, each investor may lose some or all of its investment. Because of the nature of the Investment Advisors' trading activities, the results of Company's operations may fluctuate from month to month and from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results in future periods.

No Operating History

Some or all of the Investment Advisors may have a limited or no operating history.

Past Performance is Not an Indication of Future Results

No assurance can be given that the strategies employed by the Investment Advisors in the past to achieve attractive returns will continue to be successful or that the return on the Company's or a Sub-Fund's investments will be similar to that achieved by the Investment Advisors in the past.

Segregated Account Company Risks

The segregated account company structure is designed to achieve segregation between the assets and liabilities attributable to different segregated accounts. As a matter of Bermuda law, the assets of one segregated account are not available to meet the liabilities of another. However, investors should be aware that the segregated account company structure does not exist in many jurisdictions and the applicable provisions of the law have not, so far as the Directors are aware, been subject to judicial scrutiny in the courts of any jurisdiction including Bermuda. The Company is a single legal entity, accordingly, if the Company operates in, or the assets of the Company are situated in, a jurisdiction other than Bermuda it is not known whether courts in other jurisdictions would recognize the segregated account and the integrity of segregated accounts, and in such circumstances, there is a risk that the assets of one segregated account may be applied to meet the liabilities of another segregated account whose assets are exhausted, and/or to meet the claims of general creditors of the Company.

Cross-Class Liability Risks in Sub-Funds

The Company intends to offer various Classes of Shares in the Company, and each segregated account could have different Classes of Shares. Some of the Classes may invest in higher risk assets. Where more than one Class of Shares is issued in respect of a particular segregated account of the Company, members of such Classes of Shares may be compelled to bear the liabilities incurred in respect of the other Classes of such segregated account, which such members themselves do not own, if there are insufficient assets in respect of the other Classes of such segregated account to satisfy those liabilities. Accordingly there is a risk that liabilities of one Class within a particular segregated account may not be limited to that particular Class and may be required to be paid out of one or more other Classes of that particular segregated account. To mitigate this risk, the Company will wherever possible on behalf of a Sub-Fund contract with parties on a "limited recourse" basis such that claims against the Company in respect of a Class of Sub-Fund would be restricted to the assets of the relevant Class of the Sub-Fund.

Start-Up Periods

Each Sub-Fund may encounter start-up periods during which it may incur certain risks relating to the initial investment of newly contributed assets. Moreover, the start-up periods also represent a special risk in that the level of diversification of the portfolio may be lower than in a fully-committed portfolio. The Investment Advisors may employ different procedures for moving to a fully-committed portfolio. These procedures will be based in part on market judgment. No assurance can be given that these procedures will be successful.

Substantial Charges

Each Sub-Fund is obligated to pay management fees to the Investment Manager and management fees and possibly incentive fees to the Investment Advisors. In addition, each Sub-Fund will be required to pay all its other fees and expenses. See "FEES AND EXPENSES."

Reliance on the Investment Manager

The Investment Manager will have exclusive responsibility for selecting the Investment Advisors, while the Investment Advisors will have the responsibility for managing the Company's assets allocated to them. Investors must rely on the judgment of the Investment Manager in exercising these responsibilities. The Investment Manager and the Investment Advisors, as applicable, and each of their respective principals are not required to devote substantially all their time to the Company's (or a particular Sub-Fund's) business. See "CONFLICTS OF INTEREST."

Dependence on Key Personnel

The Investment Manager and Investment Advisors are dependent on the services of a limited number of persons, and if the services of such key persons were to become unavailable, the Directors might deem it in the best interest of the Company or a Sub-Fund to terminate the management agreement between the Company or the relevant Sub-Fund and the Investment Manager or Investment Advisor.

Other Clients

The Investment Advisors each manage other accounts and they will remain free to manage additional accounts, including their own accounts, in the future. The Investment Advisors may vary the investment strategies applicable to the relevant Sub- Fund from those used for their other managed accounts. No assurance is given that the results achieved by the Investment Advisors for the relevant Sub-Fund will be similar to that of other accounts concurrently managed by the Investment Advisors and each of their respective affiliates. It is possible that such additional accounts managed by the Investment Advisors and each of their respective affiliates in the future may compete with the relevant Sub-Fund for the same or similar positions in the markets.

Multi-Manager Investment Approach

The Investment Advisors may compete with each other from time to time for the same investment positions in the markets.

Lack of Control over Investment Advisors

The Company will generally not have control over the assets of the relevant Sub-Fund that are managed by its Investment Advisors. The Company is subject to the risk that an Investment Advisor or the Administrator, or custodian of an underlying collective investment vehicle (or any other person with access to such assets) could become insolvent, divert or abscond with such assets, fail to follow the disclosed investment strategy, provide false reports of operations or engage in other misconduct.

Nature of an Investment in the Company

By investing in the Company, which invests primarily through other Investment Advisors, an investor will, in effect, incur the costs of two forms of investment advisory services, the investment management services provided by the Investment Manager to the Company and the investment advisory services provided by the Investment Advisors. In addition, when the Company invests in collective investment vehicles such as private limited partnerships, limited liability companies and offshore corporations, the Investment Manager will have no control of the trading policies or strategies of such entities and will not have the ability to react quickly to changing investment circumstances due to the limited liquidity of these types of investments.

Side Letters

The Company or the Investment Manager or the Investment Advisor (for and on behalf of and for the account of a Sub-Fund), may from time to time enter into agreements with certain Shareholders that will result in different terms of an investment in the Company than the terms applicable to other Shareholders. As a result of such agreements ("Side Letters"), certain Shareholders may receive additional benefits which other Shareholders may not receive (e.g. , additional information regarding the investment portfolio of the Company or in respect of a Sub-Fund, different redemption terms, lower management fee rates or performance fees). The Company, the Investment Manager and the Investment Advisor will not be required to notify the other Shareholders of any such agreement or any of the rights and/or terms or provisions thereof, nor will the Company or the Investment Manager or the Investment Advisor be required to offer such additional and/or different terms or rights to any other Shareholder. The Company or the Investment Manager or the Investment Advisor may enter into any such agreement with any Shareholder(s) at any time in the sole discretion of the Board of Directors or the Board of Directors in consultation with the Investment Manager. For administrative reasons, Shares issued to such Shareholders may be issued in separate classes of Shares. It is possible that in the future some regulators may take regulatory action in respect of the use of such Side Letters. As a result, while the Directors may have ensured that the Company and any Sub-Fund is in compliance with all relevant laws, regulations and guidelines as regards the entry into Side Letters at the time of such entry, there is the risk that the Company, a Sub-Fund, the Directors and/or the relevant Shareholder may be subject to regulatory action in future in connection with the Company or a Sub-Fund's Side Letters, or may be forced to rescind some of the Side Letters or certain provisions thereof, affecting the parties to those Side Letters.

Lack of Regulation

Neither the Company nor any Sub-Fund will be registered as an investment company under the Investment Company Act of 1940, as amended (the "1940 Act"), in reliance upon certain exemptions from such registration requirements. Accordingly, neither the Company nor any Sub-Fund will be subject to the various statutory and SEC regulatory requirements applicable to registered investment companies. For example, each Sub-Fund is not required to maintain custody of its securities or place its securities in the custody of a bank or a member of a U.S. securities exchange in the manner required of registered investment companies under rules promulgated by the SEC. A Sub-Fund may maintain such accounts at brokerage firms that do not separately segregate such assets as would be required in the case of registered investment companies. Under the provisions of the U.S. Securities Investor Protection Act, the bankruptcy of any such brokerage firms might have a greater adverse effect on a Sub-Fund than registered investment

companies. The Investment Manager is not registered with the SEC as an investment adviser under the Advisers Act. Many of the Investment Advisers also may not be registered as investment advisers with the SEC or any state. It is possible in the future that the regulatory environment for hedge funds and their managers could change. This could result in new laws or regulations that could, for example, impose restrictions on the operation of the Company, the Sub-Funds, the Investment Manager, the Investment Advisers and their respective affiliates; impose disclosure or other obligations on those entities; or restrict the offering, sale or transfer of Shares. Accordingly, any such laws or regulations could adversely affect the investment performance of a Sub-Fund or its access to additional capital, create additional costs and expenses for the Company and each Sub-Fund or otherwise have an adverse impact on the Company and the Sub-Funds and its Shareholders.

Non-United States Income Tax Status has not been Formally Confirmed.

None of the Company or any of the Sub-Funds has requested a ruling from the Internal Revenue Service (the "IRS") or an opinion of legal counsel as to any tax matters. There is no assurance that the IRS or any other tax authority will concur with the tax consequences described herein.

Shareholder Level Taxation.

Tax consequences to each Shareholder will depend on tax laws in that Shareholder's jurisdiction. Shareholders should consult their professional advisors on the possible tax consequences of subscribing for, buying, holding, selling, transferring or redeeming Shares under the laws of their country of citizenship, residence or domicile.

Valuation

The method by which the Company computes Net Asset Value of the Sub-Funds contemplates the Company's valuation of each Sub-Fund's investments by the Investment Advisors. In valuing such investments, the Company will be dependent upon financial information provided by the Investment Advisors.

Shares May Be Illiquid

Many of a Sub-Fund's investments managed by the relevant Investment Advisor may not be immediately liquidated and the Sub-Fund may incur redemption charges in connection with the redemption of its investment in such funds. To the extent that a Sub-Fund incurs such charges in connection with a Shareholder's redemption, the Sub-Fund will deduct the amount of such charges from the redemption proceeds otherwise payable to such Shareholder.

Limited Information Regarding Investment Advisors

Many of the Investment Advisors operate on a private, unregistered and unregulated basis. Although the Investment Manager will receive information from each Investment Advisor regarding the Investment Advisor's historical performance and investment strategy, the Investment Manager generally will not be given access to information regarding the actual investments made by the Investment Advisors. At any given time, the Investment Manager may not know the composition of Investment Advisor portfolios with respect to the degree of hedged or directional positions, the extent of concentration risk or the exposure to specific markets. In addition, the Investment Manager may not learn of significant structural changes, such as personnel, manager withdrawals or capital growth, until after such changes have been implemented.

Managed Account Allocations

The Company may place assets with a number of Investment Advisors through opening managed accounts rather than investing in collective investment vehicles. Managed accounts expose the Company to theoretically unlimited liability, and it is possible, and/or the Investment Advisor of the relevant Sub-Fund given the leverage at which certain of the Investment Advisors trade, that the Company could lose more in a managed account directed by a particular Investment Advisor than the Company had allocated to such Investment Advisor. The Investment Manager may attempt to insulate the Company from such risk by allocating assets through a subsidiary company or other special purpose vehicle, but it will not always be possible to do so and the Investment Manager may elect not to do so.

Litigation and Enforcement Risk

Investment Advisors might accumulate substantial positions in the securities of a specific company and engage in a proxy fight, become involved in litigation or attempt to gain control of a company. Under such circumstances, the Company conceivably could be named as a defendant in a lawsuit or regulatory action where such Investment Advisor manages a separate account on behalf of the Company. During the past few years, there have been a number of widely reported instances of violations of securities laws through the misuse of confidential information. Such violations may result in substantial liabilities for damages caused to others, for the disgorgement of profits realized and for penalties. Investigations and enforcement proceedings are ongoing and it is possible that Investment Advisors and collective investment vehicles selected for the Company may be charged with involvement in such violations. If that were the case, the performance records of such Investment Advisors would be misleading. Furthermore, if a collective investment vehicle in which the Company invested engaged in such violations, the Company could be exposed to losses.

Trading Is Speculative

Securities and futures prices are highly volatile. Price movements for securities and futures are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; weather and climate conditions; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the psychological emotions of the market place. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets to move rapidly.

Equity Securities Generally

Certain of the Investment Advisors may engage in trading equity securities. Market prices of equity securities generally, and of certain companies' equity securities more particularly, frequently are subject to greater volatility than prices of fixed-income securities. Market prices of equity securities as a group have dropped dramatically in a short period of time on several occasions in the past, and they may do so again in the future. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities.

Common Stock

Certain of the Investment Advisors may engage in trading common stock. Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

Equity Securities of Small Capitalization Companies

Certain of the Investment Advisors may invest in issuers of equity securities of small capitalized companies. Such securities may be more vulnerable than larger companies to adverse business or market developments, may have limited markets or financial resources and may lack experienced management. In addition, many small- and medium-size companies are not well-known to the investing public, do not have significant institutional ownership and are followed by relatively few analysts, and thus there may tend to be less publicly available information concerning such companies compared to

what is available for companies that have larger market capitalizations. Finally, some securities traded in the over-the-counter ("OTC") market may have fewer market makers,

wider spreads between their quoted bid and asked prices and lower trading volumes, resulting in comparatively greater price volatility and less liquidity than the securities of companies that have larger market capitalizations or are traded on recognized stock exchanges.

Leverage

The Investment Advisors may use leverage in allocating the Sub-Fund's assets. Certain of the Investment Advisors may use significant leverage in their trading activities. Such leverage may be obtained through various means. Such Investment Advisors' anticipated use of short-term margin borrowings may result in certain additional risks to the Company. For example, should the securities pledged to a broker to secure a margin account decline in value, the broker may issue a "margin call" pursuant to which additional funds would have to be deposited with the broker or the pledged securities would be subject to mandatory liquidation to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the assets pledged to a broker as margin, assets may not be able to be liquidated quickly enough to pay off the margin debt and the Company may therefore suffer additional significant losses as a result of such a default.

Borrowing money to purchase a security may provide the opportunity for greater capital appreciation but at the same time will increase the risk of loss with respect to the security. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed funds exceed the borrowing costs for such funds, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings. The amount of borrowings which may be outstanding at any time may be large in relation to the Company's capital. In addition, the level of interest rates generally, and the rates at which funds can be borrowed in particular will affect the operating results of the Company.

Risks of Options Trading

A Sub-Fund may purchase options including, without limitation, OTC call options on securities and baskets of securities. In addition, certain of the Investment Advisors may purchase and sell call and put options on securities and futures. Both the purchasing and selling of call and put options entail risks. Although an option buyer's risk is limited to the amount of the purchase price of the option, an investment in an option may be subject to greater fluctuation than an investment in the underlying instruments. In theory, an uncovered call writer's loss is potentially unlimited, but in practice the loss is limited by the term of existence of the call. The risk for a writer of a put option is that the price of the underlying instrument may fall below the exercise price.

Risks of Stock Index Options Trading

Certain of the Investment Advisors may purchase and sell call and put options on both securities and stock indices. A stock index measures the movement of a certain group of stocks by assigning relative values to the common stocks included in the index. Examples of well-known stock indices are the Standard & Poor's Composite Index of 500 Stocks and the Dow Jones Industrial Average.

Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether a gain or loss will be realized from the purchase or writing of options on an index depends upon movements in the level of stock prices in the stock market generally, rather than movements in the price of a particular stock. Successful use of options on stock indices will depend upon the ability of such Investment Advisors to predict correctly movements in the direction of the stock market generally. This ability requires skills and techniques different from those used in predicting changes in the price of individual stocks. The effectiveness of purchasing or selling stock index options as a hedging technique will depend upon the extent to which price movements in assets that are hedged correlate with price movements of the stock index selected.

Short Selling

Certain of the Investment Advisors may engage in selling securities short. Selling securities short inherently involves leverage because the short sale of a security may involve the sale of a security not owned by the seller. The seller may borrow the security for delivery at the time of the short sale. If the seller borrows the security, the seller must then buy the security at a later date in order to replace the shares borrowed. If the price of the security at such later date is lower than that at the date of the short sale, the seller realizes a profit; if the price of the security has risen, however, the seller realizes a loss. Selling a security short which is borrowed exposes the seller to unlimited risk with respect to the security due to the lack of an upper limit on the price to which a security can rise.

Short sale transactions have been subject to increased regulatory scrutiny in response to recent market events, including the imposition of restrictions on short selling certain securities and reporting requirements. A Sub-Fund's ability to execute a short selling strategy may be materially adversely impacted by temporary and/or new permanent rules, interpretations, prohibitions, and restrictions adopted in response to these adverse market events. Temporary restrictions and/or prohibitions on short selling activity may be imposed by regulatory authorities with little or no advance notice and may impact prior trading activities of the Sub-Fund. Additionally, the SEC, its foreign counterparts, other governmental authorities and/or self-regulatory organizations may at any time promulgate permanent rules or interpretations consistent with such temporary restrictions or that impose additional or different permanent or temporary limitations or prohibitions. The SEC might impose different limitations and/or prohibitions on short selling from

those imposed by various non-U.S. regulatory authorities. These different regulations, rules or interpretations might have different effective periods.

Regulatory authorities may impose restrictions that adversely affect a Sub-Fund's ability to borrow certain securities in connection with short sale transactions. In addition, traditional lenders of securities might be less likely to lend securities under certain market conditions. As a result, a Sub-Fund may not be able to effectively pursue a short selling strategy due to a limited supply of securities available for borrowing. A Sub-Fund may also incur additional costs in connection with short sale transactions, including in the event that it is required to enter into a borrowing arrangement in advance of any short sales. Moreover, the ability to continue to borrow a security is not guaranteed and the Sub-Fund is subject to strict delivery requirements. The inability of the Sub-Fund to deliver securities within the required time frame may subject the Sub-Fund to mandatory close out by the executing broker-dealer. A mandatory close out may subject the Sub-Fund to unintended costs and losses. Certain action or inaction by third-parties, such as executing broker-dealers or clearing broker-dealers, may materially impact the Sub-Fund's ability to effect short sale transactions. Such action or inaction may include a failure to deliver securities in a timely manner in connection with a short sale effected by a third-party unrelated to the Sub-Fund.

Restricted Securities

Certain of the Investment Advisors may engage in investing in restricted or other privately placed securities. Such securities are generally not freely tradable and there may not be a market generally recognized as liquid by dealers or investors in the relevant securities. In addition to liquidity concerns, restricted securities owned by a particular Sub-Fund may involve special registration risks, liabilities and costs, and valuation difficulties. In addition, a Sub-Fund will be subject to the risk of breach of the purchase agreements by the issuers of such securities, whether due to bankruptcy, insolvency or other causes.

Futures Trading Is Highly Leveraged

The low margin deposits normally required in futures trading permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the investors. For example, if at the time of purchase 10% of the price of a futures contract is deposited as margin, a 10% decrease in the price of the futures contract would, if the contract were then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. Thus, like other leveraged investments, any futures trade may result in losses in excess of the amount invested. Any increase in the amount of leverage applied by the Investment Advisors in trading futures will increase the risk of loss by the amount of additional leverage applied. To the extent a Sub-Fund utilizes derivative instruments, the Investment Manager must comply with certain limitations on trading in commodity interests in order to comply with the exemption from registration with the CFTC as a

commodity pool operator with respect to the Sub-Fund pursuant to Section 4.13(a)(3) of the Regulations under the CEA. Unlike a registered commodity pool operator, neither the Investment Manager nor the Investment Advisers are required to deliver a disclosure document and a certified report to investors in the Company or a Sub-Fund. In connection therewith, the Investment Advisers may register as a commodity trading adviser or claim an exemption from registration with the CFTC as a commodity trading advisor pursuant to Section 4.14(a)(8) of the Regulations under the CEA

Possible Effects of Speculative Position Limits

The CFTC and certain exchanges have established speculative position limits on the maximum net long or short futures and options positions which any person or group of persons acting in concert may hold or control in particular futures contracts. The CFTC has adopted a rule requiring each domestic exchange to set speculative position limits, subject to CFTC approval, for all futures contracts and options traded on such exchange which are not already subject to speculative position limits established by the CFTC or such exchange. The CFTC has jurisdiction to establish speculative position limits with respect to all futures contracts and options traded on exchanges located in the U.S., and any exchange may impose additional limits on positions on that exchange. Generally, no speculative position limits are in effect with respect to the trading of forward contracts or trading on non-U.S. exchanges. All trading accounts owned or managed by the Investment Advisors and their principals will be combined for speculative position limit purposes. With respect to trading in futures subject to such limits, the Investment Advisors may reduce the size of the positions which would otherwise be taken in such futures and not trade certain futures in order to avoid exceeding such limits. Such modification, if required, could adversely affect the operations and profitability of the Company.

Forward Contract Trading

A portion of a Sub-Fund's assets may be traded in forward contracts. Such forward contracts are not traded on exchanges and are executed directly through forward contract dealers. There is no limitation on the daily price moves of forward contracts, and a dealer is not required to continue to make markets in such contracts. There have been periods during which forward contract dealers have refused to quote prices for forward contracts or have quoted prices with an unusually wide spread between the bid and asked price. Arrangements to trade forward contracts may therefore experience liquidity problems. Such Sub-Fund therefore will be subject to the risk of credit failure or the inability of or refusal of a forward contract dealer to perform with respect to its forward contracts.

Futures Contracts on Financial Instruments

Certain of the Investment Advisors may trade futures contracts on financial instruments. These markets may move rapidly from time to time, thereby increasing the possible volatility of the Company's portfolio.

Swap Transactions.

A Sub-Fund may enter into swap agreements with respect to securities, indexes of securities and other assets or other measures of risk or return. Swap agreements are typically two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to many years. In a standard "swap" transaction, two parties agree to exchange the returns (or the differential in rates of return) earned or realized on particular predetermined investments, instruments, or indices. The gross returns to be exchanged or "swapped" between the parties are generally calculated with respect to a "notional amount". Whether a Sub-Fund's use of swap agreements will be successful will depend on the Investment Adviser's ability to select appropriate transactions for the Sub-Fund. Swap transactions may be highly illiquid. Moreover, a Sub-Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect a Sub-Fund's ability to terminate existing swap transactions or to realize amounts to be received under such transactions. Swaps and certain other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Total return swaps are another form of swap transaction that a Sub-Fund may utilize in its investment program. A total return swap allows the total return receiver to receive the change in market value of an asset (whether a security, interest rate, form of debt, currency or other asset) from the total return payer in return for paying a floating or fixed interest-rate on a predetermined amount. The total return payer is synthetically short and the total return receiver is synthetically long. Thus, total return swap agreements may effectively add leverage to a Sub-Fund's portfolio because, in addition, to its total net assets, the Sub-Fund would be subject to investment exposure on the notional amount of the swap agreement.

Other Derivative Investments.

Derivative instruments or "derivatives" include futures, options, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement may expose a Sub-Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Investment Manager from promptly liquidating unfavorable positions and subject the Company to substantial losses.

Cash Flow

Futures contract gains and losses are marked-to-market daily for purposes of determining margin requirements. Option positions generally are not, although short option positions will require additional margin if the market moves against the position. Due to these differences in margin treatment between futures and options, there may be periods in which positions on both sides must be closed down prematurely due to short term cash flow needs. Were this to occur during an adverse move in a spread or straddle relationship, a substantial loss could occur.

Trading May Be Illiquid

Exchanges may limit fluctuations in futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trades may be executed at prices beyond the daily limit. Once the price of a particular futures contract has increased or decreased to the limit point, positions in the futures contract neither can be taken nor liquidated unless traders are willing to effect trades at or within the limit, which would be unlikely if underlying market prices moved beyond the limit. Futures prices have occasionally moved the daily limit for several consecutive days with little or no trading. In addition, even if futures prices have not moved the daily limit, the Investment Advisors may not be able to execute trades at favorable prices if little trading in the contracts it wishes to trade is taking place. It is also possible that an exchange may suspend trading, order the immediate settlement of a particular contract or order that trading in a particular contract be conducted for liquidation purposes only. Options trading may be restricted in the event that trading in the underlying instrument becomes restricted, and options trading may itself be illiquid at times, irrespective of the condition of the market of the underlying instrument, making it difficult to offset option positions in order to either realize gain thereon, limit losses or change positions in the market.

Price Fluctuations

A principal risk in trading futures is the traditional volatility and rapid fluctuation in the market prices of futures. The profitability of any Investment Advisor's futures trading for a particular Sub-Fund will depend primarily on the prediction of fluctuations in market prices. Many fundamental factors influence market prices including, without

limitation, the supply and demand of a particular futures contract, weather and climate conditions, governmental activities and regulations, political and economic events, and the prevailing psychological characteristics of the marketplace. The technical trading methods employed by certain of the Investment Advisors may not take account of such fundamental factors except as they may be reflected in the technical input data analyzed by such Investment Advisors.

Uncovered Risks

Certain of the Investment Advisors intend to employ various "risk-reduction" techniques designed in an attempt to minimize the risk of loss in portfolio positions. A substantial risk remains, nonetheless, that such techniques will not always be possible to implement and when possible will not always be effective in limiting losses.

Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but the Investment Advisors establish other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedge transactions also limit the opportunity for gain if the value of a portfolio position should increase. Moreover, it may not be possible for the Investment Advisors to hedge against a fluctuation that is so generally anticipated that such Investment Advisors are not able to enter into a hedging transaction at a price sufficient to protect from the decline in value of the portfolio position anticipated as a result of such a fluctuation. In addition, certain Investment Advisors may choose not to engage in a hedging transaction if the expense associated with such hedging transaction is perceived as being too costly.

The success of the hedging transactions of the Investment Advisors will be subject to such Investment Advisors' individual abilities to correctly predict market fluctuations and movements. Therefore, while such Investment Advisors may enter into such transactions to seek to reduce risks, unanticipated market movements and fluctuations may result in a poorer overall performance for the Company than if such Investment Advisors had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary.

Changes in Strategy

The Investment Advisors have the power to expand, revise or alter their investment strategies without prior approval by, or notice to, the Company provided that such investment strategy is in accordance with the guidelines set out in the Supplement for each Sub-Fund. Any such change could result in exposure of the Sub-Fund's assets to additional risks which may be substantial.

Decisions Based on Technical Analysis

The trading decisions of certain of the Investment Advisors may be based in part on investment strategies which utilize mathematical analyses of technical factors relating to past market performance. The buy and sell signals generated by a technical, trend-following investment strategy are based upon a study of actual daily, weekly and monthly price fluctuations, volume variations and changes in open interest in the markets. The profitability of any technical, trend-following investment strategy depends upon the occurrence in the future of significant, sustained price moves in some of the markets traded. A danger for trend-following traders is "whip-saw" markets, that is, markets in which a potential price trend may start to develop but reverses before an actual trend is realized. A pattern of false starts may generate repeated entry and exit signals in technical systems which only result in unprofitable transactions. In the past there have been prolonged periods without sustained price moves. Presumably such periods will continue to occur. Periods without such price moves may produce substantial losses for such investment strategies. Thus, any factor which may lessen the prospect of such moves in the future (such as increased governmental control of, or participation in, the relevant markets) may reduce the prospect that any trend-following investment strategy will be profitable in the future.

Decisions Based on Fundamental Analyses

The trading decisions of certain Investment Advisors may be based primarily on investment strategies which utilize fundamental analysis of underlying market forces. Fundamental analysis attempts to examine factors external to the trading market which affect the supply and demand for a particular instrument in order to predict future prices. Such analysis may not result in profitable trading because the Investment Advisor may not have knowledge of all factors affecting supply and demand, prices may often be affected by unrelated factors, and purely fundamental analysis may not enable the Investment Advisor to determine quickly that its previous trading decisions were incorrect.

Absence of Regulation in OTC Transactions

A Sub-Fund may directly engage in OTC derivatives transactions. In addition, certain of the Investment Advisors also may engage in OTC transactions. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. A Sub-Fund will therefore be exposed to greater risk of loss through default than if its Investment Advisor confined its trading to regulated exchanges.

Exchanges and Markets

Certain of the Investment Advisors engage in trading on exchanges and markets. Trading on such exchanges and markets may involve certain risks. For example, certain of such exchanges may not provide assurances of the integrity (financial and otherwise) of the marketplace and its participants. There also may be limited regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some exchanges are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention.

Currency Exchange Rate Risks

Shares are denominated in specific currencies. However, certain investments to be made by certain of the Sub-Funds may be denominated in different currencies. Accordingly, the value of such investments may decline due to fluctuations in the exchange rates between the currencies in which the Shares are denominated and the currencies in which such investments are made. The risk to a Sub-Fund of a decline in value of the investments due to foreign exchange fluctuations may not be hedged.

Trading in Securities

Certain of the Investment Advisors may trade in securities. In addition to currency exchange risks, such trading requires consideration of certain other risks. With respect to certain countries, there is a possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect the prices of securities of issuers located in those countries. There may be limited publicly available information about issuers and entities may not be subject to internationally recognised accounting, auditing and financial reporting standards. Volume of trading may be limited and securities traded in such markets may have limited liquidity and their prices may be more volatile.

Emerging Markets Risks

Certain of the Investment Advisors may invest in securities issued by issuers located in emerging market jurisdictions. Emerging market countries have experienced high rates of inflation and currency fluctuations in recent years and have suffered generally from economic and political instability. Political changes or a deterioration of a country's domestic economy or balance of trade or a change in such countries exchange rates relative to the Dollar and Euro may affect the willingness or ability of issuers located in such countries to make or provide for timely payments of interest or dividends on

securities. There can be no assurance that adverse political and/or economic changes will not cause the Company to suffer a loss in respect of its investments.

Investing in Securities Markets of Emerging Market Countries

Most securities markets in emerging market countries have substantially less volume and are subject to less governmental supervision than U.S. and European Economic Community ("EEC") securities markets, and securities of many emerging market issuers may be less liquid and more volatile than securities of comparable U.S. or EEC issuers. In addition, there is generally less governmental regulation of securities exchanges, securities dealers and listed and unlisted companies in emerging market countries than in the U.S. or the EEC.

The emerging markets also have different clearance and settlement procedures and in certain markets there have been times when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when a portion of a Sub-Fund's assets are invested and no return is earned thereon. The inability to make intended purchases due to settlement problems could cause an Investment Advisor to miss attractive investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result either in losses to the Sub-Fund due to subsequent declines in value of the portfolio security or, if such Investment Advisor has entered into a contract to sell the security, could result in possible liability to the purchaser. Costs associated with transactions in non-U.S. securities are generally higher than costs associated with transactions in U.S. securities.

Information relating to the countries in which the issuers of securities contemplated to be purchased by any Investment Advisor are located and to particular investments is limited. There is substantially less publicly available information relating to the governments, banks and companies of emerging market countries than there are reports and ratings of U.S. and EEC companies and governments. The national income accounting, auditing and financial reporting standards and practices of the countries in which the issuers are located may not be equivalent to those employed in the U.S. or the EEC and may differ in fundamental respects, such as accounting for inflation. Inflation accounting may indirectly generate losses or profits. Such securities will not be supported by the full faith and credit of the national government of the applicable country in which an issuer is located. The Company may have limited legal recourse in the event of a default by an issuer of an instrument.

Concentration of Positions

Although an Investment Advisor may follow a general policy of seeking to diversify a Sub-Fund's capital among a number of positions, certain of such Investment Advisors may depart from such policy from time to time and may hold a few, relatively large positions in relation to the Sub-Fund's capital allocated to it. Consequently, a loss in any

such position could result in a proportionately higher reduction in the Sub-Fund's capital than if such capital had been spread among a wider number of instruments.

Turnover

The trading activities of certain of the Investment Advisors may be made on the basis of short-term market considerations. The portfolio turnover rate could be significant.

Below Investment Grade Securities

Certain Investment Advisors may invest in fixed-income instruments which are deemed to be the equivalent in terms of quality to securities rated below investment grade by Moody's Investors Service, Inc. and Standard & Poor's Corporation and accordingly involve great risk. Such securities are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk to adverse conditions. These securities offer higher returns than bonds with higher ratings as compensation for holding an obligation of an issuer perceived to be less creditworthy. While all security investments have some degree of risk, these types of securities may be subject to greater market fluctuations and risk of loss of income and principal than are investments in lower yield fixed-income securities with higher ratings.

Yield Curve Changes

Changes in the shape of the yield curve can cause significant changes in the profitability of hedging operations. In the event of the inversion of the yield curve, the reversal of the interest differential between positions of different maturities can make previously profitable hedging techniques unprofitable.

Limited Ability to Liquidate Investment in Shares

No secondary public market for the sale of Shares exists, nor is one likely to develop. In addition, a transferee of Shares may become a substituted Shareholder only with the consent of the Directors.

Involuntary Liquidation of Shares

An investor's Shares may be liquidated by the Company through forced redemption for any reason in the sole discretion of the Directors.

Possible Effect of Redemptions

Substantial redemptions of Shares could require the Company to liquidate its positions more rapidly than otherwise desirable to raise the necessary cash to fund redemptions and achieve a market position appropriately reflecting a smaller asset base and could make it

more difficult for the Company to generate profits or recover losses. These factors could adversely affect the value of Shares redeemed and of the Shares remaining outstanding.

Conflicts of Interest

Actual and potential conflicts of interest exist in the operation of the Company's business. See also the section in this Memorandum headed "CONFLICTS OF INTEREST."

Litigation

The Company and/or a Sub-Fund might be named as a defendant in a lawsuit or regulatory action stemming from the activities of the Investment Manager or an Investment Advisor. In the event that such litigation did occur, the Company and/or the relevant Sub-Fund, as applicable, would bear the additional costs of defending against it and be at further risk if the litigation were lost.

Possible Indemnification Obligations

Under certain circumstances, the Company may be obligated to indemnify the Investment Manager against any liability it or its affiliates may incur in connection with their relationship with the Company. In addition, the assets of the Company allocated to the Investment Advisors (including the Investment Manager) may incur indemnification obligations.

Contingent Liabilities

The Company may find it necessary upon redemption by a Shareholder to set up a reserve for undetermined or contingent liabilities and withhold a certain portion of the Shareholder's redemption amount. This could occur, for example, in the event the Company's assets cannot be properly valued on the redemption date, or if there is any pending transaction or claim by or against the Company.

Bankruptcy Rules

Bankruptcy law applicable to all futures commission merchants ("FCMs") requires that, in the event of the bankruptcy of such a FCM, all property held by the FCM, including certain property specifically traceable to a customer, will be returned, transferred or distributed to the FCM's customers only to the extent of each customer's pro rata share of all property available for distribution to customers. If any FCM retained holding the Company's assets were to become bankrupt, it is possible that the Company would be able to recover none or only a portion of its assets held by such FCM.

Institutional Risks

A Sub-Fund's assets may be held in one or more accounts maintained for the Sub-Fund by its prime brokers or at other brokers or custodian banks, which may be located in various jurisdictions, including emerging market jurisdictions. The prime brokers, other brokers (including those acting as sub-custodians) and custodian banks are subject to various laws and regulations in the relevant jurisdictions that are designed to protect their customers in the event of their insolvency. Accordingly, the practical effect of the laws protecting customers in the event of insolvency and their application to the Sub-Fund's assets may be subject to substantial variations, limitations and uncertainties. For instance, in certain jurisdictions brokers could have title to the Sub-Fund's assets or not segregate customer assets. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker, another broker or a clearing corporation, it is impossible further to generalize about the effect of the insolvency of any of them on a Sub-Fund and its assets. Investors should assume that the insolvency of any of the prime brokers, local brokers, custodian banks or clearing corporations may result in the loss of all or a substantial portion of the Sub-Fund's assets or in a significant delay in the Company having access to those assets.

Counterparty Risk

Some of the markets in which a Sub-Fund may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange–based" markets are subject. This exposes the Sub-Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the Sub-Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Sub-Fund has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for creditors. A Sub-Fund is not restricted from concentrating any or all of its transactions with one counterparty. The ability of a Sub-Fund to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Sub-Fund. Counterparty risks also include the failure of executing brokers to honor, execute, or settle trades.

Regulatory Reporting.

The Investment Manager, the Investment Advisors and/or each Sub-Fund may be required to make a number of regulatory filings to disclose certain of the positions in its/their portfolio or other aspects of its trading activity. When such filings are required

to be made publicly, they will be visible by a Sub-Fund's competitors and may provide competitors with information about the Sub-fund's trading strategy. The public availability of such information could decrease the profitability of trades executed by the Sub-Fund as part of its strategy, if others also use such information to execute similar trades.

AIFM Directive

The Alternative Investment Fund Managers Directive (the "AIFM Directive") took effect across the European Union ("EU") on July 22, 2013. The AIFM Directive regulates (i) alternative investment fund managers ("AIFM") based in the EU, (ii) the management of any alternative investment fund ("AIF") established in the EU (irrespective of where an AIF's AIFM is based), and (iii) the marketing in the EU of the securities of any AIF, such as the Company, whether conducted by an EU AIFM, a non- EU AIFM or a third party. Shares will only be issued to those EU investors who request them at their own initiative pursuant to a bona fide "reverse solicitation" request made to the Investment Manager . "Reverse solicitation", where an EU investor approaches a non-EU AIFM regarding shares in a non-EU AIF, is outside the scope of the AIFM Directive. As the Investment Manager does not currently anticipate marketing the Company or the Sub-Funds in the EU, there should be no compliance burdens on the Company under the AIFM Directive. However, if this changes, the Manager will be required to procure that the Company complies with certain restrictions and/or meets certain conditions in relation to its private placement in the EU which may include, depending upon the structure adopted by the Company and the marketing activities undertaken with respect to the Company, restrictions and/or conditions as to their liquidity profile and redemption policy and use of leverage, transparency, the appointment of a depositary and disclosure obligations. Such restrictions and/or conditions may result in the restructuring of the Company and/or its respective relationships with service providers and are likely to increase the on-going costs borne, directly or indirectly, by the Company.

Possible Law Changes

No assurance can be given that legislative, administrative or judicial changes will not occur which will alter, either prospectively or retroactively, the tax considerations or risk factors discussed in this Memorandum.

The foregoing list of risk factors does not purport to be a complete explanation of the risks involved in this offering. Prospective investors should read the entire Memorandum before determining to invest in Shares.

CONFLICTS OF INTEREST

The Company is subject to various actual and potential conflicts of interest as follows:

Other Trading Activities

The Investment Manager, the Investment Advisors, the brokers and their respective principals, directors, officers, partners, members, managers, shareholders, employees and affiliates (collectively, "principals and affiliates"), , trade or may trade for their own accounts, and certain of such persons have sponsored or may in the future sponsor or establish other public and private investment funds. The Investment Manager and the Investment Advisors trade for accounts other than the Company's, including for their own accounts, and the Investment Manager and the Investment Advisors will remain free to trade for such other accounts and to utilize trading strategies and formulae in trading for such accounts which are the same or different from the ones the Investment Manager and the Investment Advisors will utilize in making trading decisions for the Company. In addition, and if and when applicable, in their respective proprietary trading, the Investment Manager, the Investment Advisors, the brokers and their respective principals and affiliates may take positions the same as, different than or opposite to those of the Company and each may trade ahead of the Company. The records of any such trading will not be available for inspection by Shareholders except to the extent required by law. All such trading may increase the level of competition experienced by client accounts including with respect to order entry and the allocation of executed trades. In addition, the brokers effect transactions for customers in addition to the Company. Since the identities of the purchaser and seller are not disclosed until after a trade, it is possible that the brokers could effect transactions for such persons in which the other parties to the transactions are principals and affiliates or customers of the brokers or the Company. Such persons might also compete with the Company in making purchases or sales of futures without knowing that the Company is also bidding on such futures. Since similar orders (e.g., market orders) for the same futures are filled in the order in which they are received by a particular floor broker, transactions for any of such persons might be effected when similar trades for the Company are not executed or are executed at less favorable prices.

Because of price volatility, occasional variations in liquidity, and differences in order execution, it is impossible for the Investment Advisors to obtain identical trade execution for all their clients. When block orders are filled at different prices, the Investment Advisors will assign the executed trades on a systematic basis among all client accounts. Trades for any proprietary accounts of the Investment Advisors that parallel those of the Investment Advisors' clients will be subject to the same allocation procedures. In addition, because the Investment Manager and the Investment Advisors may receive differing compensation from its clients it may have a financial incentive to favor the accounts where its compensation is greater. The Investment Manager and the Investment Advisors will not knowingly or deliberately favor one client account over another on an overall basis.

Because the Investment Advisors may be willing to accept more risk than they believe is acceptable for clients, and because they may test new trading methodologies, positions in the Investment Advisors' proprietary accounts may be inconsistent or opposite to those of clients. In addition, the Investment Advisors may trade certain futures for their own accounts that, by virtue of speculative position limits or perceived illiquidity, are deemed by the Investment Advisors to be inappropriate for client accounts. As a result, the performance of the Investment Advisors' own accounts may differ from the performance of client accounts.

The Investment Advisors may advise and intend to advise additional collective investment vehicles and customer accounts in the future. Trading orders for such accounts may be similar to those of the collective investment vehicles or accounts managed by the Investment Advisors on behalf of the Company and they may occur contemporaneously. Due to circumstances beyond the Investment Advisors' control, such as unexpected inflows and outflows of funds into the collective investment vehicles managed by them on behalf of the Company, or other collective investment vehicles which are managed in accordance with the similar investment strategy, variations in return may from time to time arise, which the Investment Advisors will use all reasonable endeavors to minimize, but for which they cannot be held accountable.

Other Business Activities

The Administrator, the Directors, the Investment Manager, each Investment Advisor and each of their respective principals and affiliates will not be devoting their time exclusively to the management of the Company or the Company. Therefore, each of these persons will have conflicts of interest in allocating management time, services and functions among the various entities for which they provide services.

Committee and Board Memberships

Officers, directors and employees of the Investment Manager, the Investment Advisors, the brokers and their respective principals and affiliates from time to time may serve on various committees and boards of exchanges and assist in making rules and policies of those exchanges. In such capacity, they have a fiduciary duty to the exchanges on which they serve and are required to act in the best interests of such organizations, even if such action may be adverse to the interests of the Company.

Performance Fees

The performance fee arrangements made between the Company, the Company and the Investment Manager and the Investment Advisors in respect of each Sub-Fund may create an incentive for the Investment Manager and the Investment Advisors to make trading decisions that are more speculative or subject to a greater risk of loss than would be the case if no such arrangement existed. In addition, the incentive fees, if paid, could

result in fees payable to the Investment Manager and the Investment Advisors that are greater than fees payable to other investment managers.

Retained Earnings

To the extent that increases in the Net Asset Value of the Company are retained by the Company rather than paid out as dividends, the Net Asset Value of the Company will be greater, thereby increasing the amount of the management fees payable to the Investment Manager.

Directors

William Wiggin is the Managing Director of the Investment Manager.

John Bohan is a Director of the Investment Manager and the Administrator.

Mariano Grandval is a principal of T2R Ltd, which acts as an advisor to the Company in respect of certain Sub-Funds.

Affiliations

Some of the Investment Advisors may be affiliated with the Investment Manager.

Placement Agents

Certain placement agents may be paid ongoing compensation while investors introduced to the Company by them are Shareholders of the Company. Accordingly, such placement agents will have a conflict of interest in advising investors whether to purchase or redeem Shares.

Unified Counsel

In connection with this offering, the Company, and the Company and the Investment Manager have been represented by unified counsel. To the extent that this offering could benefit by further independent review, such benefit will not be available in this offering. Such counsel has not represented investors in the Company in connection with this offering.

TAXATION

The following is a summary of certain tax considerations applicable to the Company and the Sub-Funds under the tax laws of Bermuda and the United States. The discussion below is based on existing tax laws (including the U.S. Internal Revenue Code of 1986, as presently amended (the "Code")), judicial decisions and administrative regulations, rulings, procedures and practice, all of which are subject to change. No assurance can be given that courts or fiscal authorities will agree with the following or that there will not be changes to the below-mentioned laws or regulations.

The discussion below is not intended to constitute tax or legal advice, or to be a complete description of the tax effects of investing in a Sub-Fund. It is provided solely as a partial illustration of certain tax matters and issues which may arise as a result of investment in a Sub-Fund. No attempt has been made to ensure that all applicable interpretations or applicable provisions are described herein, or to provide any evaluation of the likelihood or effect of any of the concerns described below. This summary does not discuss all aspects of the income taxation under the laws of Bermuda or the United States that may be relevant to a particular Shareholder in light of his/her personal investment circumstances or his/her jurisdiction. This summary also does not discuss any aspects of state, local, foreign or non-income tax laws which may be applicable to a Shareholder, except under the laws of Bermuda and the United States.

Bermuda

The following comments are based on advice received by the Directors regarding current law and practice in Bermuda and are intended to assist investors.

At the date of this Memorandum, there is no Bermuda income, corporation or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by the Company or the Shareholders thereof, other than Shareholders ordinarily resident in Bermuda, except in so far as such tax applies to land leased or let to the Company.

The Company have obtained from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act, 1966, as amended, an undertaking that, in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income, or computed on any capital assets, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not until March 31, 2035, be applicable to either of the Company or to any of its operations or to the Shares, debentures or other obligations of the Company except in so far as such tax applies to persons ordinarily resident in Bermuda and holding such Shares, debentures or other obligations of the Company or any land leased or let to the Company. As an exempted company, the Company is liable to pay the Bermuda Government a fixed registration fee currently at rates (and assuming an assessable capital (i.e. authorized share capital plus

any share premium on the issue of the Shares) of less than $100 million) between $1,995 and $10,455 per annum and calculated by reference to the assessable capital.

United States

The following discussion is for informational purposes only and is a discussion of certain U.S. federal income tax (and, to the limited extent expressly set forth below, U.S. estate and gift tax) consequences of an investment in Shares to prospective Shareholders acquiring Shares from a Sub-Fund pursuant to the offering described in the Memorandum. Each prospective Shareholder should consult its professional tax advisor with respect to the tax aspects of an investment in a Sub-Fund. The tax consequences to a Shareholder of an investment in a Sub-Fund may vary depending upon the Shareholder's particular circumstances. The following discussion does not take into account any considerations that may relate to special classes of taxpayers, including, among others, dealers in securities (or other persons not holding Shares in a Sub-Fund as capital assets or that have elected mark-to-market treatment), Shareholders receiving Shares in a Sub-Fund as compensation, banks or other financial institutions, insurance companies, regulated investment companies, real estate investment trusts, S corporations, Shareholders that are subject to the alternative minimum tax, Shareholders that own (or are treated as owning under certain attribution rules) Shares representing 10 percent or more of a Sub-Fund's total combined voting power (or the Company if the Company is treated as a single corporation), Shareholders whose functional currency is not the U.S. dollar, Shareholders who hold Shares as part of a straddle, hedge, or conversion transaction, Shareholders classified as partnerships or otherwise as pass-through entities for U.S. federal income tax purposes or who hold their Shares through an entity classified as a partnership or other pass-through entity for U.S. federal income tax purposes, non-U.S. Shareholders (as defined below) that are subject to the rules that apply to expatriates or that hold Shares in a Sub-Fund in connection with a U.S. trade or business, or Shareholders that are governments or agencies or instrumentalities thereof, in each case except as expressly discussed below. Special considerations (not discussed herein) may apply to persons who are not direct Shareholders but who are deemed to own Shares as a result of the application of certain attribution rules.

The discussion contained herein is not a full description of all of the U.S. federal income tax consequences of an investment in a Sub-Fund and is based upon the Code and the permanent and temporary Regulations as presently in effect, judicial decisions, and published administrative rulings and procedures, all of which are subject to change, retroactively as well as prospectively. Neither the Company nor any Sub-Fund has sought a ruling from the IRS or any other U.S. federal, state or local agency with respect to any of the tax issues affecting the Company or any Sub-Fund, nor has the Company or a Sub-Fund obtained an opinion of counsel with respect to any tax issues, and no assurance can be given that the IRS or the courts will agree with the following discussion. This discussion does not address any state, local, non-U.S. or, except as expressly

discussed below, non-income tax matters, nor does it discuss any tax consequences that may result from the application of any tax treaty.

FATCA and Common Reporting Standard

United States

The United States of America (U.S.) Foreign Account Tax Compliance Act ("FATCA") provisions enacted under the Hiring Incentives to Restore Employment Act, 2010, and regulations issued thereunder require foreign financial institutions ("FFIs") to agree inter alia (i) to report to the Inland Revenue Service of the U.S. ("IRS") certain taxpayer information (including name, address and taxpayer identification number and account details) regarding U.S. account holders (or in the case of account holders that are non-U.S. entities owned by U.S. owners, regarding those U.S. owners) and (ii) to impose U.S. withholding tax of 30 per cent (the "Withholding Tax") on certain payments made to a recalcitrant account holder or a non-participating FFI.

As part of the process of implementing FATCA, the U.S. government has negotiated intergovernmental agreements (“IGAs”) with many foreign jurisdictions to make it easier for FFIs in those partner jurisdictions to comply with the provisions of FATCA. Bermuda has signed a Model 2B (non-reciprocal) inter-governmental agreement with the U.S. (the "U.S. IGA") to give effect to the reporting rules. Under the U.S. IGA, FFIs will be required to enter into a foreign financial institution agreement (“FFI Agreement”) with the IRS to obtain the status as a participating FFI and will be required to report information on U.S. account holders to the IRS.

As a Bermuda Reporting Financial Institution ("Bermuda FI"), the Company generally will be required to register with the IRS as soon as possible and to agree to identify relevant "Specified U.S. Persons" (being any U.S. Shareholder and any non U.S. Shareholder with U.S. owners). Provided that the Company complies with the U.S. IGA and the FFI Agreement, it will not be subject to the related Withholding Tax. Shareholders will generally be required to provide to the Company information that identifies their direct or indirect U.S. ownership. Any such information provided to the Company will be disclosed to the IRS annually on an automatic basis unless it is otherwise exempt from the reporting and withholding rules.

United Kingdom

Bermuda has also signed an IGA with the United Kingdom of Great Britain and Northern Ireland ("U.K.") (the "U.K. IGA"). The U.K. IGA imposes similar requirements to the U.S. IGA, such that the Company is required to identify accounts held directly or indirectly by "Specified U.K. Persons" and to report information on such persons to the HM Revenue & Customs ("HMRC"), the U.K. tax authority. However, the U.K. IGA does not impose withholding tax obligations.

Common Reporting Standard

In future, it is possible that IGAs similar to the US IGA and the UK IGA may be entered into with other third countries by the Bermuda Government to introduce similar regimes for reporting to such third countries' fiscal authorities ("foreign fiscal authorities"). In particular, in August 2014, Bermuda, together with various other jurisdictions, committed itself to early adoption of a Common Reporting Standard ("CRS") for automatic exchange of information between tax authorities developed by the Organisation for Economic Co-operation and Development, which, if implemented, is expected to require reporting and automatic information exchange on a similar basis to FATCA but between a wider group of signatory jurisdictions.

General Points

By investing (or continuing to invest) in the Company, Shareholders shall be deemed to acknowledge and agree, and have given their consent to, the following:

(i) the Company (or its agent) may be required to disclose to the IRS and HMRC certain information in relation to the Shareholder or its direct or indirect shareholders, including, but not limited to, the Shareholder's name, address, tax identification number (if any), social security number (if any) and certain information relating to the Shareholder's investment;

(ii) the Company (or its agent) may be required to disclose to the IRS, HMRC and other foreign fiscal authorities certain confidential information when registering with such authorities and if such authorities contact the Company (or its agent directly) with further enquiries;

(iv) the Company will require the Shareholder to provide additional information and documentation which the Company is required to disclose to the IRS and HMRC;

(v) in the event that a Shareholder's failure to comply with any FATCA related reporting requirements results in Withholding Tax, the Company reserves the right to ensure that any such Withholding Tax and any other withholdings or related costs, expenses, fines, interest, penalties, debts, losses or liabilities incurred by the Company, the Administrator or any other agent, delegate, employee, director, officer or affiliate of any of the foregoing persons, arising from such Shareholder's failure to comply is economically borne by such Shareholder (including, without limitation, by deducting such amounts from redemption proceeds or from any amount paid to that Shareholder in respect of any dividend or other distribution declared and paid or to be paid by the Company);

(vi) in the event a Shareholder does not provide the requested information or documentation and has not itself complied with the applicable requirements, whether or not that actually leads to compliance failures by the Company, or a risk of the Company's

or its Shareholders' being subject to Withholding Taxes as a result of FATCA, or otherwise results in withholding tax being imposed or any related costs, expenses, fines, interest, penalties, debts, losses or liabilities being incurred, the Company reserves the right to take any action and/or pursue all remedies at its disposal, including, without limitation, the immediate compulsory redemption or withdrawal of the Shareholder concerned;

(vii) no Shareholder (to include a person who has ceased to be a Shareholder) affected by any such action or remedy pursued by or on behalf of the Company in order to comply with FATCA, or mandatory tax information reporting requirements to which the Company is subject (or any relevant legislation, regulations or official guidance published in connection therewith) (together, the "Reporting Requirements") shall have any claim against the Company, the Administrator, the Investment Manager or any other agent, delegate, employee, director, officer or affiliate of any of the foregoing person for any form of damages or liability as a result of such action or remedy and the Shareholder shall be deemed to have consented to the taking of such action or the exercise of such remedy and to have waived any and all rights or claims in respect thereof, to the fullest extent permitted by applicable law; and

(viii) the Shareholder (to include a person who has ceased to be a Shareholder) indemnifies the Company, the Investment Manager, the Administrator and their respective directors, officers, affiliates and agents for any withholding(s) (to include U.S. withholding tax), costs, debts, expenses, penalties, obligations, losses or liabilities (to include but not be limited to all costs, legal fees, professional fees and other costs) incurred by the Company, the Investment Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons for or arising out of or in connection with as a result of any failure (directly or indirectly, including by virtue of the status, action or inaction of any person related or connected to such Shareholder, including without limitation the direct and indirect shareholders or other beneficial owners of such Shareholder) to comply or untimely compliance with FATCA and the Reporting Requirements, such indemnity to be the fullest extent permitted by applicable law.

This summary does not address all of the provisions of FATCA and/ or the U.S.-IGA or U.K.-IGA or other Reporting Requirements that might be applicable to the Company or a particular Shareholder. Moreover, changes in applicable tax and regulatory laws after the date of this Memorandum may alter anticipated tax consequences or the matters referred to in this summary. None of the Company, the Investment Manager, or any of their respective officers, directors, employees, agents, accountants, counsel or consultants assumes any responsibility for the tax consequences to any Shareholder of an investment in the Company.

Shareholders should consult their own tax advisors regarding FATCA and any equivalent or similar regime and the possible implications of such rules for their investments in the Company.

An investment in the Company could result in significant adverse tax consequences for U.S. Shareholders and or U.K. Shareholders, which are not discussed herein. Accordingly, such persons should not invest in the Company without first consulting their tax advisors.

Taxation of the Company and the Sub-Funds

The Company may be treated as a single corporation for U.S. federal income tax purposes, in which case each Sub-Fund of the Company will be treated as divisions of the Company for U.S. federal income tax purposes. Alternatively, each Sub-Fund may be treated as a separate corporation for U.S. federal income tax purposes.

The Company and each Sub-Fund intend to conduct their affairs so that they will not be deemed to be engaged in a trade or business in the United States and, therefore, none of their income should be treated as "effectively connected" with a U.S. trade or business carried on by such Sub-Fund (or the Company if the Company is treated as a single corporation). If none of the Sub-Fund's income (or the Company's income, if the Company is treated as a single corporation) is effectively connected with a U.S. trade or business carried on by the Sub-Fund or the Company, certain categories of income (including dividends (which generally include "dividend equivalent" payments, as such term is defined in the Code) and certain types of interest income) derived by a Sub-Fund (or the Company if the Company is treated as a single corporation) from U.S. sources will be subject to a U.S. tax of 30 percent, which tax is generally withheld from such income. Certain other categories of income, generally including interest (including original issue discount) on certain portfolio debt obligations (which may include United States Government securities), capital gains (including those derived from options transactions), original issue discount obligations having an original maturity of 183 days or less, and certificates of deposit, will not be subject to this 30 percent tax. If, on the other hand, a Sub-Fund (or the Company if the Company is treated as a single corporation) derives income which is effectively connected with a U.S. trade or business carried on by such Sub-Fund (or the Company if the Company is treated as a single corporation), such income will be subject to U.S. federal income tax at the graduated rates applicable to U.S. domestic corporations, and such Sub-Fund (or the Company if the Company is treated as a single corporation) may also be subject to a branch profits tax.

Furthermore, unless each Sub-Fund (or the Company if the Company is treated as a single corporation) (i) enters into agreements with the United States Treasury to perform diligence regarding their investors and report certain information to the IRS and (ii) meets certain other conditions, then then for payments to the Sub-Funds or the Company made after January 1, 2014 (other than with respect to certain "grandfathered" obligations) of dividends, interest, and certain other categories of income from sources

within the United States, and payments to the Sub-Funds or the Company made on or after January 1, 2017 of gross proceeds from sales or other dispositions of property that can produce interest or dividends from sources within the United States or produce dividend equivalents, may be subject to a 30% U.S. federal withholding tax. Shareholders should consult their own tax advisors regarding the possible implications of these rules on their investment in Shares.

Even if the Sub-Fund's (or the Company's, if the Company is treated as a single corporation) investment activity does not constitute a U.S. trade or business, the Sub-Fund's (or the Company's, if the Company is treated as a single corporation) gains realized from the sale or disposition of: (i) stock or securities (other than debt instruments with no equity component) of U.S. Real Property Holding Corporations (as defined in Section 897 of the Code) ("**USRPHCs**"); or (ii) stock or securities (other than debt instruments with no equity component) of Real Estate Investment Trusts ("REITs"), will be generally subject to U.S. federal income tax on a net basis. However, such income will generally not be subject to U.S. federal income tax under certain circumstances, primarily: (i) in the case of an interest in a USRPHC, if such interest is a class of stock that is regularly traded on an established securities market and the Sub-Fund (or the Company if the Company is treated as a single corporation) generally did not hold (or was not deemed to hold under certain attribution rules) more than five percent (5%) of the value of such regularly traded class of stock at any time during the five (5) year period ending on the date of disposition, or (ii) in the case of an interest in a REIT, if during the five (5) year period ending on the date of disposition (or during the life of the REIT, if shorter) less than fifty percent (50%) in value of the stock of the REIT was held directly or indirectly by foreign persons. However, even if the direct or indirect disposition of REIT shares would be exempt from tax on a net basis, distributions from a REIT (whether or not such REIT is a USRPHC), to the extent attributable to the REIT's disposition of interests in U.S. real property, are subject to tax on a net basis and a thirty-five percent (35%) withholding tax when directly or indirectly received by the Sub-Fund (or the Company if the Company is treated as a single corporation) and may be subject to the branch profits tax. Certain distributions from certain publicly traded REITs to non-U.S. shareholders owning five percent (5%) or less of the publicly traded class of shares throughout the one-year period ending on the date of disposition are subject to a thirty percent (30%) gross withholding tax on those distributions and are not subject to tax on a net basis.

Moreover, if the Sub-Fund (or the Company if the Company is treated as a single corporation) was deemed to be engaged in a U.S. trade or business as a result of owning a limited partnership interest in a U.S. business partnership or a similar ownership interest, the Sub-Fund's (or the Company's, if the Company is treated as a single corporation) allocable share of the income and gain realized from that investment would be subject to U.S. income and branch profits tax.

Shareholders in a Sub-Fund who are not U.S. persons should not be subject to U.S. federal income taxation solely by reason of the ownership of Shares.

Taxation of Non-U.S. Shareholders

Gain realized by Shareholders who are not "United States persons" within the meaning of the Code ("non-U.S. Shareholders") upon the sale, exchange or redemption of Shares held as capital assets and distributions received by non-U.S. Shareholders, if any, should generally not be subject to U.S. federal income tax provided that those amounts are not effectively connected with the conduct of a trade or business in the U.S. by the non-U.S. Shareholder.

However, in the case of non-resident alien individuals, gain from the sale, exchange or redemption of Shares will be subject to a 30% (or any applicable lower tax treaty rate) U.S. tax if (i) such person is present in the U.S. for one hundred and eighty three (183) days or more during the taxable year (on a calendar year basis unless the non-resident alien individual has previously established a different taxable year) and (ii) such gain is derived from U.S. sources. Generally, the source of gain upon the sale, exchange or redemption of Shares is determined by the place of residence of the Shareholder. For purposes of determining the source of gain, the Code defines residency in a manner that may result in an individual who is otherwise a non-resident alien with respect to the U.S. being treated as a U.S. resident for purposes of determining the source of income only. Each potential individual Shareholder who anticipates being present in the U.S. for one hundred and eighty three (183) days or more in any taxable year should consult his tax advisor with respect to the possible application of this rule.

Gain realized upon the sale, exchange or redemption of Shares and distributions received by a non-U.S. Shareholder, if any, will be subject to U.S. federal income tax (and branch profits tax, in the case of a non-U.S. Shareholder classified as a corporation for U.S. federal income tax purposes) if those amounts are effectively connected with that non-U.S. Shareholder's U.S. trade or business.

Taxation of U.S. Shareholders

The Sub-Funds are not intended for "United States persons" (as defined in the Code), nor are they intended for investors that are subject to the rules that apply to expatriates under the Code. If such a person invests in a Sub-Fund, directly or indirectly, that person may suffer adverse tax consequences and may be subject to information reporting requirements, including but not limited to those noted below.

Reporting Requirements for U.S. Persons.

Any U.S. person within the meaning of the Code owning 10% or more (taking certain attribution rules into account) of either the total combined voting power or total value of all classes of the shares of a non-U.S. corporation such as a Sub-Fund (or the Company if the Company is treated as a single corporation) will likely be required to file an information return with the IRS containing certain disclosure concerning the filing shareholder, other U.S. shareholders and the Sub-Fund (or the Company if the Company is treated as a single corporation). The Sub-Funds and the Company have not committed to provide all of the information about the Sub-Funds, the Company or its Shareholders needed to complete the return. In addition, a U.S. person within the meaning of the Code that transfers cash to a non-U.S. corporation will likely be required to report the transfer to the IRS if (i) immediately after the transfer, such person holds (directly, indirectly or by attribution) at least 10% of the total voting power or total value of such corporation or (ii) the amount of cash transferred by such person (or any related person) to such corporation during the twelve-month period ending on the date of the transfer exceeds $100,000. Shareholders who are Tax-Exempt U.S. Persons are urged to consult their own tax advisors concerning this and any other reporting requirement.

Furthermore, certain U.S. persons within the meaning of the Code will have to file Form 8886 ("Reportable Transaction Disclosure Statement") with their U.S. tax return, and submit a copy of Form 8886 with the Office of Tax Shelter Analysis of the IRS if a Sub-Fund that the Shareholder has invested in (or the Company if the Company is treated as a single corporation) engages in certain "reportable transactions" within the meaning of the U.S. Treasury Regulations. Such a "reporting shareholder" includes a U.S. person within the meaning of the Code if the Sub-Fund the Shareholder invests in (or the Company if the Company is treated as a single corporation) is treated as a "controlled foreign corporation" and such U.S. person owns a 10% voting interest. In certain situations, there may also be a requirement that a list be maintained of persons participating in such reportable transactions, which could be made available to the IRS at its request. Moreover, if a U.S. person within the meaning of the Code recognizes a loss upon a disposition of a Share, such loss could constitute a "reportable transaction" for such Shareholder, and such Shareholder would be required to file a Form 8886. A significant penalty is imposed on taxpayers who fail to make the required disclosure. Generally, the amount of penalty with respect to the failure to disclose will be 75 percent of the decrease shown on the tax return as a result of such transaction (or which would have resulted from such transaction if it had been respected for U.S. federal income tax purposes). The maximum penalty will not exceed (i), in the case of a listed transaction, $100,000 for a natural person and $200,000 for all others, and (ii), for all other reportable transactions, $10,000 for natural persons and $50,000 for all others. The minimum penalty will not be less than $10,000 ($5,000 in the case of natural persons). Shareholders who are U.S. persons within the meaning of the Code are urged to consult their own tax advisors concerning the application of these reporting obligations to their specific situations and the new penalty provisions discussed above.

A U.S. person (and, in certain cases, a non-U.S. person who is engaged in business in the U.S.) who owns an interest in certain foreign financial accounts that, when aggregated with the value of certain other foreign financial accounts, are worth more than $10,000 during any part of a calendar year should file a Report of Foreign Bank and Financial Accounts (an "FBAR") with respect to such accounts by June 30 following the close of such calendar year. It is not clear whether a U.S. person's investment in a Sub-Fund would be treated as a foreign financial account for purposes of the FBAR filing requirements. The penalties for failing to file an FBAR when required can be severe.

In addition, in general, an individual who owns an interest in a foreign entity such as a Sub-Fund that, when aggregated with the value of certain other foreign assets, is worth more than $50,000 on the last day of a taxable year or more than $75,000 at any time during a taxable year must attach a disclosure statement (IRS Form 8938) to his or her tax return for that taxable year. For married taxpayers filing jointly, the general disclosure statement filing thresholds are $100,000 on the last day of a taxable year or $150,000 at any time during the taxable year. The filing thresholds are higher for U.S. persons whose tax homes are in countries other than the United States and who meet one of two "presence abroad" tests. For an individual who meets these requirements, the filing thresholds are $200,000 on the last day of a taxable year or $300,000 at any time during the taxable year. For married taxpayers filing jointly who meet these requirements, the filing thresholds are $400,000 on the last day of a taxable year or $600,000 at any time during the taxable year. Under certain circumstances, a U.S. entity may be required to file a disclosure statement as though the entity were an individual. The filing of a disclosure statement will not satisfy an FBAR filing requirement, and the filing of an FBAR will not eliminate any requirement to file IRS Form 8938.

Other Tax Considerations

In addition to the U.S. federal income tax consequences summarized above, prospective investors should consider potential U.S. and non-U.S. national, state and local tax consequences of an investment in a Sub-Fund. Shareholders may be subject to other taxes, including but not limited to, national, state and local estate and inheritance taxes and intangible taxes that may be imposed by various jurisdictions. A Sub-Fund also may be subject to state, local and non-U.S. taxes. It is the responsibility of each Shareholder to file all appropriate tax returns that may be required.

The foregoing is a summary of some of the tax rules and considerations affecting Shareholders, the Company, the Sub-Funds and the Company's and Sub-Fund's operations, and does not purport to be a complete analysis of all relevant tax rules and considerations, nor does it purport to be a complete listing of all potential tax risks inherent in making an investment in a Sub-Fund. Each prospective Shareholder is urged to consult his or her tax advisor with respect to any investment in a Sub-Fund.

ERISA

CIRCULAR 230 DISCLOSURE. INTERNAL REVENUE SERVICE ("IRS") REGULATIONS PROVIDE THAT, FOR THE PURPOSE OF AVOIDING CERTAIN PENALTIES UNDER THE CODE, TAXPAYERS MAY RELY ONLY ON OPINIONS OF COUNSEL THAT MEET SPECIFIC REQUIREMENTS SET FORTH IN THE IRS REGULATIONS, INCLUDING A REQUIREMENT THAT SUCH OPINIONS CONTAIN EXTENSIVE FACTUAL AND LEGAL DISCUSSION AND ANALYSIS. ANY TAX ADVICE THAT MAY BE CONTAINED IN THIS DOCUMENT DOES NOT CONSTITUTE AN OPINION THAT MEETS THE REQUIREMENTS OF THE IRS REGULATIONS. ANY SUCH TAX ADVICE THEREFORE CANNOT BE USED, AND WAS NOT INTENDED OR WRITTEN TO BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE IRS MAY ATTEMPT TO IMPOSE. BECAUSE ANY SUCH TAX ADVICE COULD BE VIEWED AS A "MARKETED OPINION" UNDER THE IRS REGULATIONS, THOSE REGULATIONS REQUIRE THE COMPANY TO STATE THAT ANY SUCH TAX ADVICE WAS WRITTEN TO SUPPORT THE "PROMOTION OR MARKETING" OF THE MATTERS SET FORTH IN THIS DOCUMENT. EACH RECIPIENT OF THIS DOCUMENT WITH WHOM THE COMPANY DOES NOT HAVE AN ATTORNEY-CLIENT RELATIONSHIP SHOULD SEEK ADVICE BASED ON THAT PERSON'S OR ENTITY'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

General

In General. In considering whether to invest assets of any benefit plan in the Company, the persons acting on behalf of the plan should consider in the plan's particular circumstances whether the investment will be consistent with their responsibilities and any special constraints imposed by the terms of the plan and by applicable U.S., state or other law, including ERISA and the Code. Some of the responsibilities and constraints imposed by ERISA on employee benefit plans subject to the fiduciary responsibility provisions of Title I of ERISA ("ERISA Plans") and by the Code on retirement plans and other arrangements subject to Code Section 4975, including plans covering only partners or other self-employed individuals ("Keogh" plans) and individual retirement accounts (collectively, "Qualified Plans" and, together with ERISA Plans, "Plans"), are summarized below. The following is merely a summary of those particular laws, however, and should not be construed as legal advice or as complete in all relevant respects. In addition, governmental plans, certain church plans, non-U.S. plans and other benefit plans not subject to ERISA or the prohibited transaction provisions of the Code may nevertheless be subject to similar federal, state, foreign or other laws**. All investors are urged to consult their legal advisors before investing assets of a benefit plan, including an ERISA Plan or Qualified Plan, in the Company, and must make their own independent decisions.** In addition, ERISA Plans and Qualified Plans should consider the applicability to them of the Code provisions relating to unrelated business

taxable income or "UBTI" (see above under *"Certain Federal Income Tax Matters – Investments by Tax-Exempt Entities"*).

Fiduciary Responsibilities With Respect to ERISA Plans. Persons acting as fiduciaries on behalf of an ERISA Plan are subject to specific standards of behavior in the discharge of their responsibilities pursuant to Section 404(a)(1) of ERISA. Consequently, in determining whether to invest assets of an ERISA Plan in the Company, the Plan's fiduciaries must conclude that an investment in the Company would be prudent and in the best interests of Plan participants and their beneficiaries. They must also determine that any such investment would be in accordance with the documents and instruments governing the ERISA Plan, would provide the Plan with sufficient liquidity in light of the limitations upon a Member's ability to redeem or transfer Shares in the Company, and would satisfy applicable diversification requirements. In making those determinations, such persons should take into account, among the other factors described in this Offering Memorandum, that the Company will invest its assets in accordance with the investment objectives and policies expressed in this Offering Memorandum (and each Supplement) without regard to the particular objectives or investment policies of any class of investors, including ERISA Plans and Qualified Plans. Such persons should also take into account, as discussed below, that it is not expected that the assets of the Company or of any Sub-Fund will constitute the "plan assets" of any investing ERISA Plan or Qualified Plan, so that neither the Company, any Sub-Fund, the Investment Manager, the Investment Advisers, nor any of their principals, agents, employees, or affiliates, will be a fiduciary as to any investing ERISA Plan or Qualified Plan. See also *"Identification of Plan Assets"* below.

Prohibited Transactions. ERISA Plans and Qualified Plans are subject to special rules limiting direct and indirect transactions involving the assets of the Plan and certain persons related to the Plan, termed "parties in interest" under ERISA and "disqualified persons" under the Code. Parties in interest and disqualified persons include any fiduciary to a Plan, any service provider to a Plan, the employer sponsoring a Plan, and certain persons affiliated with a fiduciary, service provider or employer. In addition, ERISA and the Code prohibit fiduciaries of a Plan from engaging in various acts of self-dealing. A party in interest engaging in a "prohibited transaction" may be subject to substantial excise tax penalties and possibly personal liability. Further, any fiduciary to an ERISA Plan taking or permitting any action which the fiduciary knows or should know constitutes a "prohibited transaction" may be personally liable for any loss resulting to the ERISA Plan from such transaction, and subject to forfeiture of any gain derived by the fiduciary from the transaction. The persons acting on behalf of an investing Plan should consider whether an investment of Plan assets in the Company might constitute such a prohibited transaction, as might occur for example if the Investment Manager, an Investment Adviser, or one of their affiliates were a fiduciary to the investing Plan with respect to the purchase of Shares in the Company.

Identification of Plan Assets. Under Section 3(42) of ERISA and U.S. Department of Labor Regulations Section 2510.3-101, as modified by Section 3(42) of ERISA (together, the "Plan Asset Rules"), an investing Plan will be treated as owning Shares in the Company, but the underlying assets of the Company will not be treated as part of the assets of the investing Plan. Under the Plan Asset Rules, however, the assets of the Company may be considered to include assets of the investing Plans if, immediately after any acquisition of an equity interest in the Company, twenty-five percent (25%) or more of the value of any class of equity interests in the Company is held by "Benefit Plan Investors." A Benefit Plan Investor means an ERISA Plan, a Qualified Plan, or an entity deemed to hold plan assets under the Plan Asset Rules by reason of investment in the entity by ERISA Plans or Qualified Plans. However, entities which hold plan assets are generally considered to be Benefit Plan Investors only to the extent that their equity interests are held by Benefit Plan Investors, although special rules apply to certain entities, including insurance companies investing assets of their separate accounts and bank collective trust funds. In performing the 25% calculation, Shares in the Company held by persons (and their affiliates) who provide investment advice to the Company for a fee, direct or indirect (including the Investment Adviser), or have discretionary authority over the Company's assets, are disregarded. Based on Department of Labor guidance, the 25% test should be performed after each acquisition, redemption or transfer of Shares in the Company.

Plan Assets of a Sub-Fund. While each Sub-Fund is treated as a separate legal entity for purposes of Bermuda law and U.S. federal tax law, it is not clear whether each Sub-Fund should be considered as a separate legal entity for purposes of determining whether the Company or any Sub-Fund holds "plan assets" under the Plan Asset Rules. If "aggregation" of the Sub-Funds is required, then if any class of equity of any Sub-Fund exceeds the 25% threshold, *all* of the assets of each Sub-Fund of the Company will be treated as including the assets of the Benefit Plan Investors investing in the Company. By contrast, if each Sub-Fund is treated under the Plan Asset Rules as a separate legal entity, investment by Benefit Plan Investors in one Sub-Fund that exceeds the 25% threshold will cause only that Sub-Fund to be treated as holding "plan assets" of the Benefit Plan Investors investing in that Sub-Fund.

Consequences of Plan Asset Status. Under ERISA and the Code, a person who exercises any discretionary authority or discretionary control respecting the management or disposition of the assets of a Plan or who renders investment advice for a fee to a Plan is generally considered to be a fiduciary of such Plan. Consequently, should the 25% threshold be exceeded as to any class of equity interest in any Sub-Fund, the Investment Manager and the Investment Adviser of such Sub-Fund could be characterized as a fiduciary of the investing Plans. As a result, various transactions between the Sub-Fund on the one hand and the Investment Manager, the applicable Investment Adviser, its affiliates, or other parties in interest or disqualified persons with respect to the investing Plans on the other could constitute prohibited transactions under ERISA or the Code. In addition, the prudence standards and other provisions of Title I of ERISA applicable to

investments by ERISA Plans and their fiduciaries would extend to investments made by the applicable Sub-Fund, and the ERISA Plan fiduciaries who made a decision to invest the Plan's assets in the Sub-Fund could, under certain circumstances, be liable as co-fiduciaries for actions taken by the Sub-Fund or its Investment Adviser. Finally, certain other requirements of ERISA, such as the "indicia of ownership" rules (see below under *"Holding of Indicia of Ownership"*), may become applicable to, but not be satisfied as to, the assets of the applicable Sub-Fund. If the plan asset status of a Sub-Fund will cause the entire Company to be treated as holding "plan assets, then the Investment Advisers of other Sub-Funds may also become fiduciaries with respect to assets of the Sub-Fund under their management, with the consequences described above.

Limitation on Investment by Benefit Plan Investors. In order that the assets of the Company and each Sub-Fund are not treated as including "plan assets" under ERISA and the Code, the Investment Manager does not currently intend to permit the investment by Benefit Plan Investors in any class of equity interests in any Sub-Fund to equal or exceed twenty-five percent (25%) at any time. Accordingly, the Investment Manager has the right, in its sole and absolute discretion, to reject any proposed investment by a prospective or existing investor, to deny approval for any transfer of Shares, and to require that a Shareholder redeem all or part of its Shares in any Sub-Fund. However, the Investment Manager reserves the right, in its sole discretion, to permit investment by Benefit Plan Investors in any class of equity of any Sub-Fund to exceed the 25% threshold, and to cause the Company or the applicable Sub-Fund to comply thereafter with the applicable provisions of ERISA and the Code.

Representations by Benefit Plan Investors. The fiduciaries of each ERISA Plan or Qualified Plan proposing to invest in any Sub-Fund of the Company will be required to represent that they have been informed of and understand the Sub-Fund's investment objectives, policies and strategies and that the decision to invest the Plan's assets in the Sub-Fund and the Company is consistent with the Plan's terms and the applicable provisions of ERISA and the Code. The fiduciaries of investing Plans will also be required to represent that they are not relying upon the investment or other advice of the relevant Investment Adviser or its affiliates in investing in the Sub-Fund, and that the acquisition and holding of Shares in the Company will not constitute a non-exempt "prohibited transaction" under ERISA or the Code. Finally, any entity that is a Benefit Plan Investor immediately prior to its acquisition of an interest in the Sub-Fund or at any time thereafter while it continues to hold any interest in the Sub-Fund must notify the Investment Manager of its status as a Benefit Plan Investor prior to its initial acquisition, or, if it first becomes a Benefit Plan Investor after its initial acquisition of an interest in the Sub-Fund, a reasonable time in advance of becoming a Benefit Plan Investor. Each entity that is a Benefit Plan Investor must also advise the Investment Manager of the percentage of its equity interests which are held by Benefit Plan Investors, and must notify the Investment Manager a reasonable time in advance of any change in that percentage.

Holding of Indicia of Ownership. Assets of ERISA Plans must at all times comply with the "indicia of ownership" rules set forth in Section 404(b) of ERISA, which require the fiduciaries of ERISA Plans to maintain the indicia of ownership of any assets of the Plans within the jurisdiction of the United States district courts. Fiduciaries of ERISA Plans who are considering an investment of Plan assets in the Company should consult their own legal advisers regarding compliance with these rules.

Reporting Requirements. **ERISA Plans and Qualified Plans are required to determine the fair market value of their assets as of the close of each Plan's fiscal year. ERISA Plans and certain Qualified Plans are also required to file annual reports (Form 5500 series and Form 5498) with the Department of Labor or the Internal Revenue Service. To facilitate fair market value determinations, and to enable fiduciaries of Plans to satisfy their annual reporting requirements as they relate to an investment in the Company, Members will be furnished annually with audited financial statements as described in this Offering Memorandum. There can be no assurance (i) that any value established on the basis of such statements could or will actually be realized by investors upon the Company's liquidation, (ii) that investors could realize such value if they were able to, and were to sell their Interests, or (iii) that such value will in all circumstances satisfy the applicable ERISA or Code reporting requirements. In addition, the fiduciaries of an ERISA Plan investing in the Company are notified that the information in this Offering Memorandum and in each Supplement of a Sub-Fund in relation to: (w) the compensation received by the Investment Manager and the Investment Adviser; (x) the services provided by the Investment Manager and the Investment Advisers for such compensation and the purpose for the payment of the compensation; (y) a description of the formula used to calculate the compensation; and (z) the identity of the parties paying and receiving the compensation, is intended to satisfy the alternative reporting option with respect to compensation of the Investment Manager and the Investment Advisers that is reportable on Schedule C of the Plan's Form 5500.**

SUBSCRIPTIONS

For details on how to subscribe for Share in any Sub-Fund of the Company please refer to section headed "Subscriptions" in the Supplement relating to that Sub-Fund and the Application Form at the back of such Supplement.

REDEMPTIONS

Unless redemptions have been suspended, Shares in any Sub-Fund may be redeemed by a Shareholder at the Net Asset Value per Share in such series in the relevant Reference Currency as of each Redemption Date as specified in the relevant Supplement for each Sub-Fund.

Shares may be subject to an early redemption fee as set forth in the Supplement for the relevant Sub-Fund. Unless redemptions have been suspended, redemption proceeds will be payable in the manner as set forth in the Supplement for the relevant Sub-Fund.

In accordance with Bye-Laws, the Directors may suspend or defer redemptions and may delay redemption payments under certain circumstances. The Company may find it necessary upon the request for redemption by a Shareholder to set up a reserve for determined contingent liabilities and withhold all or a certain portion of the Shareholder's redemption proceeds. The right of a Shareholder to redeem Shares is contingent upon the Company having assets sufficient in the view of the Directors to discharge its liabilities on the relevant Redemption Date. The Company has the right to cause the mandatory redemption of Shares acquired or held by any Shareholder at any time as determined by the Directors in their sole and absolute discretion for any reason. See "GENERAL INFORMATION."

LEGAL ADVISERS

Conyers Dill & Pearman Limited of Level 2, Gate Village 4, Dubai International Financial Centre, P.O. Box 506528, Dubai, U.A.E has been appointed counsel to the Company as to matters of Bermuda law as to which the Company consult their attorneys. Morgan Lewis & Bockius LLP has been appointed counsel to the Company as to matters of United States law as to which the Company consult their attorneys.

Conyers Dill & Pearman Limited of Level 2, Gate Village 4, Dubai International Financial Centre, P.O. Box 506528, Dubai, U.A.E and Morgan Lewis & Bockius LLP also act as counsel to the Investment Manager and certain of its affiliates. In acting as counsel to the Company and the Investment Manager and certain of their affiliates, neither Conyers Dill & Pearman Limited nor Morgan Lewis & Bockius LLP has represented and will not represent investors in the Company.

AUDITORS

The independent auditors to the Company are Deloitte, Malta of Mriehel Bypass, Mriehel, BKR3000, Malta.

GENERAL INFORMATION

Exchange Control

The Company has been classified as non-resident of Bermuda for exchange control purposes by the Authority whose permission for the issue of Shares in the Company has been obtained. The transfer of Shares between persons regarded as resident outside Bermuda for exchange control purposes and the issue and redemption of Shares to or by such persons may be effected without specific consent under the Exchange Control Act 1972 of Bermuda and regulations made thereunder.

The Company by virtue of being non-resident in Bermuda for exchange control purposes, is free to acquire, hold and sell any currency other than Bermuda dollars and investments (other than real property in Bermuda) without restriction.

Transfer of Shares

Shares only may be transferred in accordance with the Bye-Laws. Any instrument of transfer must be in writing. The Directors will decline to register any transfer which in their opinion may result in the Shares being held by any person in breach of the laws of any country or governmental authority or which in the Directors' opinion may subject the Company or its Shareholders to adverse tax consequences under the laws of any country or for any other reason.

The Directors hereby acknowledge and agree that Clearstream does not guarantee and shall not be responsible for monitoring the transfer restrictions, meaning that shares are freely transferable within the Clearstream System.

A transferee will be required to execute a document in similar form to the Subscription Document at the time of transfer.

Calculation of Redemption Prices

The redemption price per Share in any series in any Sub-Fund shall be the Net Asset Value per Share in such series on the relevant Redemption Date rounded down to the nearest whole cent.

Net Asset Value

The Directors or any party designated by the Directors shall determine the Net Asset Value on a monthly basis. The Directors have delegated the calculation of the Net Asset Value to the Administrator.

Net Asset Value of each series of Shares in each Sub-Fund shall be determined separately by the Administrator as of the close of business on each Redemption Date and on such other Business Days as the Directors may determine except when determination of prices has been suspended under the provisions of the Bye-Laws. A "Business Day" is a day (other then a Saturday and a Sunday) on which banks in United States and Bermuda all are open for business and such other days as the Directors may designate as Business Days from time to time. Any determination of prices made pursuant to this section shall be binding on all parties.

The applicable Net Asset Value of a Sub-Fund will be determined by the Administrator by computing as at each such date the aggregate of:

(a) the product of the number of Fund shares attributed to the Sub-Fund and the Net Asset Value of each share in such Fund, plus

(b) the value of any other assets of the Company attributable to the Sub-Fund other than those covered in (a) above, less

(c) any liabilities of the Company attributable to the Sub-Fund including any incurred but unpaid fees and commissions. Such liabilities are those determined by the Administrator to be attributable to the Sub-Fund, upon the advice of or in consultation with the Investment Manager.

The assets and liabilities of each series of Shares in the Funds will be segregated into separate funds with separate records and accounts on the books of the Company, and the Company shall separately calculate the Net Asset Value of each Fund, of each series of Shares within each Fund, and the Net Asset Value per Share within each series of Shares.

The Net Asset Value of each Fund shall mean the total assets of the Company allocable to such Fund including all cash, cash equivalents and other securities (each valued at fair market value) less the total liabilities of the Company allocable to such Fund, determined using International Financial Reporting Standards (IFRS) as a guideline, consistently applied. Unless generally accepted accounting principles require otherwise, Net Asset Value shall be calculated as follows: (a) securities, commodities, futures contacts and options thereon that are listed on an exchange will be valued at their last sales prices on the date of determination as reported by an exchange or independent third party pricing services on the date which such securities have traded on such date, if no such sales of such securities occurred on the date of determination, then at the last reported sales price; and (b) instruments that are not listed on an exchange but are traded over-the-counter will be valued by the Investment Manager at mean of the of representative "bid" and "asked" quotations on the date of determination, unless included in the NASDAQ National Market System, in which case they will be valued based upon their closing price.

When available, closing prices may be obtained from broker-dealers and other market makers; however such prices may be adjusted by the Investment Manager if a more

accurate value can be obtained from recent trading activity or by incorporating other relevant information that may not have been reflected in pricing obtained from external sources. For positions in which there is no readily available third-party pricing (which may include trade claims, mortgage loans, business loans, consumer loans, leases and other receivables and assets), the fair value of these positions will be estimated by the Investment Manager in reliance on one or more independent valuation agents. In addition, some positions may be valued based on estimates or proprietary pricing models developed by the Investment Manager or independent valuation agents.

All assets and liabilities of a Sub-Fund will first be valued in any local currency set by the Investment Advisor and then translated into the Functional Currency (as defined herein under the heading "Summary of Principal Terms") set for each Class and-or Series of Shares of A Sub-Fund, using the applicable exchange rate on the valuation date."

When the Directors or the Investment Manager determine that the value of investment positions as determined above does not represent fair value of the investment positions, the Directors will value such investment positions at fair value as they reasonably determine and set forth the basis of such valuation in writing in the Fund's records and advise the Administrator accordingly. It is contemplated that the Investment Manager will consider the appropriateness of discounts to the foregoing values if it determines that a security is so thinly traded that the Fund would be unable to dispose of its holdings within a reasonable time frame at the market price.

All matters concerning valuation of securities, as well as accounting procedures, not expressly provided for in the Bye-Laws may be reasonably determined by the Directors, after consultation with the Investment Manager or Administrator, whose determination is final and conclusive as to all Shareholders. The Directors may suspend the determination Net Asset Value and redemptions of Shares under certain circumstances.

To the extent that the Administrator relies on information supplied by the Investment Manager or any brokers or other financial intermediaries engaged by the Fund in connection with making any of the aforementioned calculations, the Administrator's liability for the accuracy of such calculations is limited to the accuracy of its computations. The Administrator is not liable for the accuracy of the underlying data provided to it.

Share Roll-up

If on any Redemption Date the Net Asset Value per Share in any two or more series of a class of Shares in the Company is higher than any previous Net Asset Value per Share achieved by each of those series of such class (as adjusted for subscriptions, redemptions and dividends), the Company may resolve to consolidate the series in issue in those classes. The consolidation will be effected through an exchange of Shares in a series of a class with Shares in the series of a class with the highest Net Asset Value per Share on the Redemption Date on which the exchange takes place (the "Series") being issued in

exchange for Shares in other qualifying series of the class. Each Shareholder holding Shares in a series of a class in respect of which the exchange is to take place will be entitled to a number of Shares in the Series equal to "N" where N is calculated as follows:

$$N = \frac{A \times B}{C}$$

Where

A = the Net Asset Value per Share of each Share in the series to be converted;

B = the number of Shares in the series to be converted held by the Shareholder; and

C = the Net Asset Value per Share of each Share in the Series.
On consolidation of Shares, Shareholders will be issued Shares in the Series rounded up to the nearest four decimal points.

Written confirmation of ownership of Shares in the Series will be issued to investors within five Business Days of the date of conversion. Shareholders should note that the conversion may result in their holding a different number of Shares in a different series.

Temporary Suspension of Determination of Net Asset Value and of Redemptions

The Directors may suspend the determination of the Net Asset Value and the redemption of the Shares in any Sub-Fund for any period in the Company:

(a) during which any exchange, board of trade, contract market or other interdealer market on which a substantial portion of the portfolio positions are quoted is closed other than for ordinary holidays, or during which dealings are restricted or suspended;

(b) during which the existence of any state of affairs that, in the opinion of the Directors, constitutes an emergency as a result of which disposition of a substantial portion of portfolio positions is not reasonable or practicable, or would be seriously prejudicial to the Company or its Shareholders;

(c) during which a breakdown in the means of communication normally employed in determining the price or value of a substantial portion of the portfolio positions, or of current prices on any exchange, board of trade, contract or interdealer market, or when for any other reason the prices or values of a substantial portion of portfolio positions owned by the Company cannot reasonably be promptly and accurately ascertained;

(d) during which the Company is unable to liquidate all or a portion of an investment in another investment fund or collective investment vehicle in which it is invested;

(e) during which the Company has any contingent liabilities, the amount of which can not be then ascertained; or

(f) at such other times as the Directors, in their sole and absolute discretion, may determine.

Whenever the Directors declare a suspension of the determination of the Net Asset Value, then as soon as may be practicable after any such declaration the Administrator shall give notice to all Shareholders of the relevant Sub-Fund requesting redemption stating that such declaration has been made. During any period when the determination of the Net Asset Value is suspended, no Shares in the relevant Sub-Fund may be issued or redeemed.

Delay of Payment of Redemption Proceeds

The Directors may delay payment of redemption proceeds at such times as the Directors, in their sole discretion, may determine, including without limitation, for the whole or any part of any period during which the transfer of funds involved in the realization or acquisition of any portfolio positions cannot, in the judgment of the Directors, be effected at normal rates of exchange. Whenever the Directors determine to delay payment of redemption proceeds, then as soon as practicable after such determination, the Administrator shall give notice thereof to the redeeming Shareholders.

Compulsory Redemption

The Company has the right to cause the mandatory redemption of Shares acquired or held by any Shareholder in any Sub-Fund at any time as determined by the Directors in their sole and absolute discretion for any reason.

Capitalization

The Company has an authorized share capital of U.S. $10,000 divided into 100 management shares of par value U.S. $1.00 each (“Management Shares”) and 9,900,000 non-voting, redeemable preference shares of par value U.S. $0.001 each (the “Shares”). On the creation of a new class or classes of Shares, the Directors may either determine that such new class or classes shall relate to an existing Sub-Fund or Sub- Funds or may establish and maintain a Sub-Fund or Sub-Funds attributable to one or more such new class or classes of Shares. The Supplement relating to each Sub-Fund shall specify the Functional Currency of such Sub-Fund. Notwithstanding the U.S.$ currency of the par value of the Shares, the Directors may specify any currency as the Functional Currency.

The Bye-Laws of the Company provide that the Company may from time to time by resolution of the holder of the Management Shares increase the authorized share capital of the Company.

The Management Shares, which are the only shares of the Company which have the right to receive notice of, and attend and vote at, general meetings of the Company, have been issued to the Investment Manager. The Management Shares carry no rights to dividends and on a winding up of the Company, the holder of the Management Shares is only entitled to receive the amount of capital paid up on its Management Shares after payment of the capital paid up on the Shares to the holders thereof.

The Shares do not entitle the holders thereof to receive notice of, or attend and vote at, general meetings of the Company. The Shares in the Company will be issued at the discretion of the Directors as such class or classes of Shares as may be created from time to time and offered with reference to one or more segregated accounts created and issued as circumstances dictate. The Memorandum of Association and Bye-Laws of the Company empower the Directors to create different Sub-Funds. Each Share, upon issue, will be entitled to participate equally in the profits of the Company related to the relevant Sub-Fund and the assets of such Sub-Fund upon liquidation. The Bye-Laws authorize the Directors to issue the Shares offered hereby upon such terms and conditions as the Directors may determine and otherwise in accordance with the conditions set forth in this Memorandum. The Bye-Laws provide that the Directors may determine to offer unsold Shares in subsequent offerings.

The rights attaching to the Shares or any class of Shares may be materially and adversely varied only by a resolution passed by the holders of not less than 75% of the Shares or class, as the case may be. The rights attaching to any class of Shares (unless otherwise expressly provided by the conditions of issue of such Shares) are deemed not to be varied by the creation, allotment or issue of Shares ranking pari passu therewith or Shares in a separate Sub-Fund created by the Directors.

The Company is registered as a segregated accounts company and the Bye-Laws of the Company empower the Directors to create different classes and series of Shares forming separate share accounts. The Directors shall establish and maintain separate Sub-Funds in respect of each class of Shares and the net proceeds from the sale of each class of Shares will be segregated into such separate Sub-Funds. All incoming capital gains earned on the assets of each class shall accrue to such Sub-Fund and all expenses and liabilities related to a particular Sub-Fund and any redemption of the Shares related thereto shall be charged to and paid from the Company in question. Thus, the trading results of any one Sub-Fund should have no effect on the value of another Sub-Fund and the holders of Shares in a Sub-Fund will not have any interest in any asset of the Company other than the assets attributable to such Sub-Fund. From time to time, the Directors may consolidate the different series within a Sub-Fund into one Series as described above under “Share Roll Up.”

Legal Issues Relating to Segregated Accounts

The SAC Act permits a company registered thereunder to operate segregated accounts enjoying statutory divisions between accounts. The effect of such statutory division is to protect the assets of one account from the liabilities of other segregated accounts and the general account of the company. The SAC Act sets out rules governing the operation of segregated accounts by such registered companies. The most significant aspect of a segregated accounts company is that the company is able to contract with a creditor or a shareholder so that the assets transferred by that person are held by the company in a segregated account and are insulated from any claims of the general creditors or the creditors of other segregated accounts. The establishment of a segregated account does not create a legal person distinct from the segregated accounts company. Though separate from all other segregated accounts and other activities of the company, it is not itself a legal person as a matter of Bermuda law. The segregated accounts company under whose umbrella such segregated accounts operate remains the only legal person with the capacity to enter into transactions relating to that account, although delegation of authority is permissible. The document governing the relationship between a company and the segregated account shareholder or creditor constitutes a "governing instrument" with respect to such shareholder or creditor (as defined in the SAC Act). The SAC Act sets out rules governing the operation of segregated accounts.

The SAC Act enables a segregated accounts company to issue any type of securities which track the performance of a particular account and to pay a dividend or distribution in respect of the securities linked to a segregated account and establishes solvency and liquidation requirements that must be met before any dividend or distribution is effected. In addition, the SAC Act contains provisions governing record keeping, the manner in which shares are issued and dividends distributed, accounting standards, the appointment of a receiver and winding-up of the company and the amalgamation of segregated accounts with other segregated accounts. As to the winding-up of a segregated accounts company, the SAC Act specifically directs the liquidator to observe the segregation of accounts and apply the assets as intended by the parties. Remuneration of the liquidator is appointed among the segregated accounts. The SAC Act also enables the Bermuda court to make a receivership order in respect of a segregated account where it is satisfied that the assets are unlikely to be sufficient to discard the claims of creditors. It also sets out who may apply for a receivership order and requires notice to be served on interested parties and sets out the power of the receiver to manage a segregated account.

The Segregated Accounts and the General Account of the Company

The general account will contain the proceeds from the subscription of the Management Share(s), proceeds from any future subscription of Management Shares and all other monies paid to the Company unrelated to any segregated account or an account owner.

Under certain circumstances, it is permissible for payments to be made between the segregated account and the general account. The operations of the segregated account

and the general account are subject to the provisions of the SAC Act and the Bye-Laws of the Company. The Bye-Laws of the Company comprise the "governing instrument" (as defined in the SAC Act) and is the document that sets forth the rights, obligations and interests of account owners in respect of each segregated account. The information contained herein as to the SAC Act and the Bye-Laws of the Company are indicative only, and should be read in conjunction with the SAC Act and the Bye-Laws each of which are available from the Administrator on request.

Winding Up or Liquidation of the Company

As to the winding up of a segregated accounts company, the SAC Act specifically directs the liquidator to observe the segregation of accounts and apply the assets as intended by the parties. Remuneration of the liquidator is apportioned among the segregated accounts. The SAC Act also enables the Bermuda court to make a receivership order in respect of a segregated account, where it is satisfied that the assets are unlikely to be sufficient to discard the claims of creditors. It also sets out how it may apply for a receivership order and requires notice to be serviced on interested parties and sets out the powers of the Receiver to manage a segregated account. The following relates to general account of the Company on a winding up.

(i) On a winding up the surplus assets remaining after payment of all creditors shall be divided pari passu among the holders of Management Shares in proportion to the number of Management Shares held at the commencement of the winding up, subject to the rights of any Management Shares which may be issued with special rights or privileges.

(ii) On a winding up the liquidator may, with the authority of a special resolution, divide amongst the holders of Management Shares in respect of any part of the assets of the general account of the Company and may set such value as he deems fair up on any one or more class or classes of property, and may determine the method of division of such assets between members. The liquidator may with like authority vest any part of the assets in trustees upon such trusts for the benefit of such holders of Management Shares as he shall think fit but no holder of Management Shares shall be compelled to accept any assets in respect of which there is any liability.

(iii) Where the Company is proposed to be or is in course of being wound up and the whole or part of its business or property is proposed to be transferred or sold to another company the liquidator may with the sanction of a resolution, receive in compensation shares, policies or other like interests for distribution or may enter into any other arrangements whereby the members may, in lieu of receiving cash, shares, policies or other like interests, participate in the profits of or receive any other benefit from the transferee.

Borrowings

The Company does not currently have any loan capital, mortgages, charges, liens, and liabilities under acceptances or acceptance credits, guarantees or other material contingent liabilities. However, under the Bye-Laws, the Directors may exercise the Company's power to borrow and lend money.

Section 28 Statement

There is no minimum amount which, in the opinion of the Directors, must be raised in the issue of Shares pursuant to this Memorandum and each Supplement to provide for the matters referred to in Section 28 of the Companies Act 1981 of Bermuda.

Auditors

The Auditors have confirmed their acceptance of the appointment as auditor of the Company and have given and have not withdrawn their written consent to the issue of this Memorandum with the references to them in the form and context in which they are included.

Indemnities

The Bye-Laws contain provisions exempting the Directors and other officers of the Company, inter alia, from liability and entitle them to indemnification from the assets of the Company for liabilities incurred by them in their performance of their duties for the Company except those due to their own fraud or dishonesty.

Privacy Notice

Non-public personal information received by the Company and the Investment Manager with respect to Shareholders who are natural persons, including the information provided to the Company by such Shareholders in the subscription documents, will not be shared with nonaffiliated third parties which are not service providers to the Company and/or the Investment Manager without prior notice to such Shareholders. Such service providers include but are not limited to the Administrator, the auditors and the legal advisers of the Company. The Company and/or the Investment Manager may disclose such nonpublic personal information as required by law.

Anti-Money Laundering Regulations

As part of the Administrator's and the Fund's responsibility for the prevention of money laundering, the Administrator, its affiliates, its subsidiaries or associates may require a detailed verification of the applicant's identity and the source of the payment.

The Administrator reserves the right to request such information as is necessary to verify the identity of the applicant. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator may refuse to accept the application and the said subscription monies relating thereto. If any person who is resident in Bermuda (including the Administrator) has a suspicion that a payment to the Company (by way of subscription or otherwise) contains the proceeds of criminal conduct that person is required to report such suspicion pursuant to the Proceeds of Crime Act, 1997 (as amended) and the Proceeds of Crime (Anti-Money Laundering and Anti-Terrorist Financing) Regulations (as amended).

Material Contracts

Copies of the Administration Agreement, the Investment Management Agreement and the Bye-Laws may be inspected free of charge during normal business hours at the offices of the Administrator.