

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

# Offering Supplement

(the "Offering Supplement")

17<sup>th</sup> May 2019

relating to the offer of Investor Shares in

## Saman Alpha Fund

(the "Sub-Fund")

a Sub-Fund of

## Waterfront SICAV p.l.c.

(the "Company")

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

**Abalone Asset Management Limited**  
(the "Investment Manager")

**BOV Fund Services Limited**  
(the "Administrator")

**Swissquote Bank SA**  
(the "Banker")

**Swissquote Financial Services  
(Malta) Ltd**  
(the "Depositary")

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

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

**MFSA** MALTA  
FINANCIAL  
SERVICES  
AUTHORITY

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

# Contents

<b>Contents</b> .....	<b>ii</b>
<b>Important Information</b> .....	<b>3</b>
Suitability of Investment.....	3
Restrictions on Distribution outside Malta .....	3
<b>Interpretation</b> .....	<b>4</b>
Definitions.....	4
General .....	4
<b>Key Features</b> .....	<b>5</b>
The Sub-Fund and the Investor Shares .....	5
Investment Objective, Policy and Restrictions.....	5
The Offering.....	7
Fees.....	7
Deadlines.....	8
<b>The Offering</b> .....	<b>9</b>
Share Offer .....	9
Purchase, Transfer and Exchange of Shares.....	9
Redemption of Shares .....	10
Deferral of Redemption .....	10
Pricing.....	10
Duration of the Sub-Fund .....	10
Historical Information .....	10
<b>Fees Payable by the Sub-Fund</b> .....	<b>11</b>
Investment Management Fee .....	11
Performance Fee.....	11
Administration Fees .....	12
Depositary Fees.....	12
Subscription Fee.....	13
Other Expenses.....	13
<b>General Information</b> .....	<b>14</b>
The Rights of Shareholders.....	14
Share Capital and Accounts .....	14
Access to information .....	14
Fractional Shares.....	14
Shares in Other Sub-Funds of the Company .....	14
Sub-Fund Expenses .....	14
Documents Available for Inspection .....	15
<b>Directory</b> .....	<b>16</b>

# Important Information

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

## **Suitability of Investment**

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

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

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

## **Restrictions on Distribution outside Malta**

The offer of Investor Shares pursuant to this Offering Supplement is deemed to be an offer of securities to the public in terms of the Companies Act, however, the distribution of this Offering Supplement, the Prospectus, the KIID and the offering of Investor Shares may be restricted in other jurisdictions. This Offering Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. Persons to whose attention this Offering Supplement may come are required to inform themselves about, and to observe, such restrictions.

# Interpretation

## Definitions

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

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

<b>Benchmark Index</b>	Euro Stoxx 50
<b>Business Day</b>	Any day that is not a Saturday or a Sunday and not a public or bank holiday in Malta. The Board may under the Prospectus determine additional Business Days for any particular year.
<b>Investment Management Team</b>	The investment team within the Investment Manager.
<b>Investor Shares</b>	3 (three) Classes of Investor Shares in the Sub-Fund:  Class A EUR Shares Class B EUR Shares Class B USD Shares
<b>Institutional Investor</b>	Any person that qualifies as a Professional Client under Annex II of MiFID or as an Eligible Counterparty in terms of MiFID.
<b>MiFID</b>	The Markets in Financial Instruments Directive (Directive 2004/39EC)
<b>Retail Investor</b>	Any person that is not an Institutional Investor.
<b>Redemption Day</b>	First business day of the week.
<b>Redemption Price</b>	The price at which Investor Shares shall be redeemed, which shall be equivalent to the NAV per Share at the Valuation Point on the relevant Redemption Day.
<b>Subscription Day</b>	First business day of the week.
<b>Subscription Price</b>	The price at which Investor Shares may be acquired, which shall be equivalent to the NAV per Share at the Valuation Point immediately preceding the relevant Subscription Day.
<b>Valuation Point</b>	11.59pm (23:59 hours) (CET) on the Business Day immediately preceding a Subscription Day.

## General

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

# Key Features

## The Sub-Fund and the Investor Shares

<b>Name of the Sub-Fund</b>	Saman Alpha Fund
<b>Listing</b>	No application has been made for a listing on any stock exchange for any of the Investor Shares.
<b>Segregation</b>	The Sub-Fund is a segregated portfolio whose assets and liabilities are to be treated as a patrimony separate from the assets and liabilities of each other sub-fund and of the Company. The Classes of the Sub-Fund do not constitute segregated portfolios. Please refer to the Prospectus for further details.
<b>Classes of Investor Shares</b>	The Sub-Fund is comprised of 10,000,000 Investor Shares in the following classes:  Class A Shares Class B Shares
<b>Base Currency</b>	EUR
<b>ISIN</b>	Class A EUR Shares: MT7000021499 Class B EUR Shares: MT7000021507 Class B USD Shares: MT7000021515
<b>Eligibility for Investment</b>	The Class A Shares in the Sub-Fund are available to Retail Investors. The Class B Shares in the Sub-Fund are available to Institutional Investors.
<b>Profile of Typical Investor</b>	The Sub-Fund is targeted for investors who want to assume medium levels of risk and are willing to hold their investment for the medium to long term.
<b>Voting Rights</b>	The Investor Shares entitle the holder to one (1) vote per Share at general meetings of the Company.
<b>Dividend Policy</b>	It is not the present intention of the Directors that the Sub-Fund will pay dividends, however, the Directors reserve the right to pay Dividends at any time if they consider that a payment of a Dividend is appropriate. Income from the Sub-Fund will be accumulated and reflected in the Net Asset Value of the Sub-Fund.
<b>Tax Status</b>	The Sub-Fund is classified as a Non-Prescribed Fund. Please refer to the Section of the Prospectus entitled "Taxation" for further details on the tax treatment of Non-Prescribed Funds and shareholdings in such funds.

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

## Investment Objective, Policy and Restrictions

<b>Investment Objective</b>	The investment objective of the Sub-Fund is to achieve capital appreciation by taking long positions on listed stocks.  There is no guarantee that the investment objective of the Sub-Fund will be achieved and investment results may vary substantially over time.
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## **Investment Policy**

The Sub-Fund utilizes systematic, non-discretionary proprietary trading models based on mathematical and statistical models derived from nuclear engineering studies.

The Sub-Fund seeks to achieve its Investment Objective by investing mainly in a diversified portfolio of listed equity securities, following a long-only strategy based on a combination of macroeconomic and fundamental's analysis, as well as applying quantitative methods and statistical models. The portfolio's turnover is variable and depends on several factors such as market volatility, macroeconomic background and any other factor considered relevant to the investment strategy. No specific allocation threshold is applicable for any of the asset classes in which the Sub-Fund will invest.

The Sub-Fund will invest in a diversified portfolio of listed equity securities of any market capitalization size and sector, issued by European Economic Area ("EEA"), Swiss and US companies, provided that no less than 50% of the equity investments by the Sub-Fund will be in Euro denominated equities.

For liquidity management purposes, the Sub-Fund may also invest in other collective investment schemes, mainly money market funds, and in fixed income securities, including listed government and corporate bonds with fixed rate, convertible bonds, bonds with warrants and zero-coupon bonds, without a specific focus on geographical areas. Below investment grade or not rated debt securities will not exceed 20% of the Sub-Fund's net assets. There will be no duration limitation to such investments.

In no instance will the Sub-Fund invest, in aggregate, more than 10% of its NAV in other collective investments schemes, including money market funds.

The Sub-Fund may also invest in derivatives, including but not limited to, contract for difference instruments ("CFDs") and listed options on both equity and fixed income underlying instruments.

By potentially transacting in CFDs, the Sub-Fund is subject to a higher level of risks than the risks associated with transactions in traditional shares or fixed income securities. Investing in a CFDs carries the same risks as investing in a future or an option or other derivative products, as the fund may lose more than the initial margin and may be required to make further payments.

Investment in currency forwards or currency futures will be done only for hedging purposes. The Sub-Fund will not sell any option, does not take any counterparty credit risk that is below investment grade level and has 24 hours active stop-loss orders in place that limit loss on net asset value of the Sub-Fund.

## **Investment and Borrowing Restrictions**

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

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

## **Leverage**

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

Any revenues generated from efficient portfolio management techniques shall be returned to the Sub-Fund. Any direct and indirect operational costs and fees arising from such techniques may be deducted from the revenues delivered to the Sub-Fund. These costs and fees shall not include any hidden revenues. Upon request by holders of Investor Shares, the Company shall

disclose the identity of the entity of entities to which the direct and indirect costs and fees are paid and indicate if these are related parties to the Company, the Investment Manager or the Depositary.

The global exposure in relation to FDIs, calculated on the base of the commitment approach, shall not exceed 100% of the Sub-Fund's NAV. The Sub-Fund's level of leverage may possibly be higher under certain circumstances including but not limited to a low market volatility environment.

**Approved Regulated Markets** As per the Prospectus.

## The Offering

<b>Number of Investor Shares on Offer</b>	Class A EUR Shares: 5,000,000 Shares Class B EUR Shares: 4,000,000 Shares Class B USD Shares: 1,000,000 Shares
<b>Initial Offering Price</b>	Class A EUR Shares: EUR 100.00 Class B EUR Shares: EUR 100.00 Class B USD Shares: USD 100.00
<b>Initial Offering Period</b>	From 1 September 2017 to the Closing Date.
<b>Closing Date</b>	10 November 2017
<b>Minimum Holding/ Minimum Initial Investment</b>	Class A EUR Shares: EUR 1,000 Class B EUR Shares: EUR 100,000 Class B USD Shares: the USD equivalent of EUR 100,000
<b>Minimum Additional Investment</b>	Class A EUR Shares: EUR 1,000 Class B EUR Shares: EUR 10,000 Class B USD Shares: USD 10,000
<b>Publication of NAV per Share</b>	The NAV per Share will be published on the website of the Investment Manager and most recognized data providers.
<b>Listing</b>	None.

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

## Fees

<b>Investment Management Fee</b>	Class A Shares: 1.50% per annum; Class B Shares: 1.00% per annum; for the calculated on the NAV at each Valuation point payable monthly in arrears.
<b>Performance Fee</b>	A performance fee is payable only if the Sub-Fund's performance exceeds that of Benchmark Index and it will be 15.0% of the excess performance in relation to the Benchmark Index.  The Performance Fee is calculated and accrued at each Valuation Point and paid out of the Sub-Fund based on the calculation at the last Valuation Point of every calendar year, within ten (10) Business Days following such Valuation Point.

When calculating the eventual Performance Fee, the respective Sub-Fund's performance will be determined on the basis of the change in Net Asset Value per Share after the deduction of the Investment Management fee and other liabilities but before the deduction of any applicable Performance Fee (the "NAV ex PF") over the NAV of the last Valuation Point of the previous calendar year (the "Performance Reference Point"), or the Initial Offering Price for any Valuation Point during the first calendar year.

A performance fee could therefore be paid even if the NAV ex PF has decreased compared to the last Performance Reference Point, but only if the Sub-Fund's performance has decreased less than the Benchmark Index's performance, provided that no Performance Fee will be payable if the NAV ex PF is below the Initial Offering Price and that any Performance Fee payable must not exceed the difference between the NAV ex PF and the Initial Offering Price, thus guaranteeing that the NAV per Share never goes below the Initial Offering Price following the payment of a Performance Fee.

If during a given period, the Sub-Fund has a performance which is lower than the performance of the Benchmark Index (i.e. a relative underperformance), such underperformance must be taken into consideration in the following periods. No Performance Fee will be payable as long as the performance of the Sub-Fund has not recouped any underperformance relative to the Benchmark Index in preceding periods.

<b>Depository Fee</b>	Up to 0.10% of the NAV of the Sub-Fund subject to a minimum fee of EUR 12,000 per annum.
<b>Administration Fee</b>	Up to 0.10% of the NAV of the Sub-Fund subject to a minimum fee of EUR 15,000 per annum for the first active share class and EUR 2,000 per annum for each additional active share class. The annual minimum fee during the first year from the launch of the Sub-fund will be reduced to EUR 8,000 for the first active share class.
<b>Subscription Fee</b>	Up to 2.0% of the subscription proceeds.
<b>Redemption Fee</b>	Up to 2.0% of the redemption proceeds.
<b>Share Transfer Fee</b>	None.
<b>Dilution Levy</b>	None. Provided that the Directors reserve the right to introduce a Dilution Levy in future.

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

## Deadlines

<b>Settlement Date</b>	By 15:00 pm (CET) one (1) Business Days prior to the relevant Subscription Day.
<b>Subscription Notice Deadline</b>	By 15.00pm (CET) one (1) Business Day prior to the relevant Subscription Day.
<b>Redemption Notice Deadline</b>	By 15.00pm (CET) one (1) Business Day prior to the relevant Redemption Day.



# The Offering

## Share Offer

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

The Offering Supplement constitutes an offer of Investor Shares in the Sub-Fund which is initially comprised of 10,000,000 (ten million) Investor Shares.

The offering of the Investor Shares at the Initial Offering Price shall commence at 9 a.m. (9.00 hours) CET on the business day immediately following the date on the first page of this document and end at 5 p.m. (17:00 hours) CET on the Closing Date.

During the Offering Period which shall commence on the first Business Day after the Closing Date and remain open until such time as the Directors determine otherwise, the offer is for Investor Shares at the Subscription Price applicable on the relevant Subscription Day.

## Purchase, Transfer and Exchange of Shares

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

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

No application will be capable of withdrawal after acceptance by the Administrator, unless such withdrawal is approved by the Directors acting in their absolute discretion. In such circumstances, the Company may charge the Subscriber for any expense incurred by the company and for any loss to the relevant Sub-Fund arising out of such withdrawal.

The Administrator will generally issue written confirmation of ownership to a Shareholder within seven (7) Business Days after the applicable Subscription Day.

Payment should be effected as described in the Payment Forms which are available from the Investment Manager and/ or the Administrator. At the Company's discretion, payments may be accepted other than in cash. All payments for Investor Shares must be made in the base currency of that class of Investor Shares and be received in Cleared Funds in any event before 12.00pm (noon) (CET) on the Settlement Date. Any applicable bank charges will be borne by the Subscriber.

If payment in full in Cleared Funds in respect of an application has not been received by the relevant Settlement Date or in the event of non-clearance, any allotment or issue of Shares made in respect of such application shall be cancelled and the Directors may charge the Subscriber for any expense incurred by the Company and for any loss to the Sub-Fund arising out of such non-receipt or non-clearance. Monies returned will be at the risk and expense of the Subscriber.

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

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

## Redemption of Shares

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

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

In terms of the Memorandum and Articles, redemption requests and/or exchange requests are, once made, irrevocable. A Redemption Notice if accepted by the Company will be effective as at the applicable Redemption Day. Investor Shares shall be cancelled on the relevant Redemption Day and redemption requests will generally be settled within seven (7) Business Days from the relevant Redemption Day.

Full details of the redemption process appear in the Section of the Prospectus entitled "**Redemption of Shares**".

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

## Deferral of Redemption

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

## Pricing

The calculation of the NAV of the Sub-Fund and of the NAV per Share shall be effected by the Administrator at each Valuation Point on every Subscription Day and Redemption Day in such manner as is stated in the Prospectus under the section entitled "**Net Asset Value Calculation**". The NAV per Share will be available from the Administrator and will be published on the website of the Administrator.

## Duration of the Sub-Fund

The duration of the Sub-Fund is indefinite.

## Historical Information

The Company is not a newly formed entity and as such it has an established track record for each of its existing sub-funds. The performance for these sub-funds can be consulted by potential investors on the Investment Manager website as well with other market data providers such as Bloomberg and Thomson Reuters.

However, investors should note that performance figures for other sub-funds of the Company should not be utilised as a basis for evaluating potential performance of the Sub-Fund.

# Fees Payable by the Sub-Fund

## Investment Management Fee

The Company will pay the Investment Manager an Investment Management Fee as follows:

In respect of the Class A Shares, 1.50% per annum; and in respect of the Class B Shares, 1.00% per annum.

The Investment Management Fee will accrue at every Valuation Point and shall be payable monthly in arrears.

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

## Performance Fee

The Investment Manager shall also receive from the Company in respect of the Sub-Fund an incentive fee (the "Performance Fee").

The Performance Fee is calculated and accrued at each Valuation Point and paid out of the Sub-Fund based on the calculation at the last Valuation Point of every calendar year, within ten (10) Business Days following such Valuation Point. The concept of "crystallisation" will be applied, meaning that the performance fee due to the Investment Manager is precisely determined (accrued or "crystallised") at any time, in order to ensure that an investor applying for the redemption of his Shares within a certain period nevertheless pays an adequate portion of the Performance Fee due at the end of the calendar year. Crystallised Performance Fees shall remain in the relevant Class of Investor Shares until paid to the Investment Manager, and shall not be used or made available to satisfy Redemptions or pay any fees and expenses of the Investor Shares.

The Performance Fee is payable only if the Sub-Fund's performance exceeds that of Benchmark Index and it will be 15.0% of the excess performance in relation to the Benchmark Index. The Performance Fee, if any, will be calculated based on the number of Shares in issue on the Valuation Day on which the Performance Fee is payable.

When calculating the eventual Performance Fee, the respective Sub-Fund's performance will be determined on the basis of the change in the NAV ex PF calculated over the NAV of the last Valuation Point of the previous calendar year (the Performance Reference Point), or the Initial Offering Price for any Valuation Point during the first calendar year.

A Performance Fee could therefore be paid even if the NAV ex PF has decreased compared to the last Performance Reference Point, but only if the Sub-Fund's performance has decreased less than the Benchmark Index's performance, provided that no Performance Fee will be payable if the NAV ex PF is below the Initial Offering Price and that any Performance Fee payable must not exceed the difference between the NAV ex PF and the Initial Offering Price, thus guaranteeing that the NAV per Share never goes below the Initial Offering Price following the payment of a Performance Fee.

If during a given period, the Sub-Fund has a performance which is lower than the performance of the Benchmark Index (i.e. a relative underperformance), such underperformance must be taken into consideration in the following period. No Performance Fee will be payable as long as the performance of the Sub-Fund has not recouped any underperformance relative to the Benchmark Index in preceding periods.

For the avoidance of any doubt:

- if the performance of the Sub-Fund, as defined above, is positive but the NAV ex PF per share is below the Initial Offering Price, no performance fee will be payable for that period, even if the Sub-Fund's performance exceeds that of Benchmark Index;
- if the performance of the Sub-Fund, as defined above, is positive and the NAV ex FP per share is above the Initial Offering Price, a performance fee will be payable for that period and it will be calculated on the minimum amount between a) the full positive difference, if any, between the Sub-Fund performance and the Benchmark Index performance, even if the latter's performance is negative, and b) the difference between the NAV ex PF and the Initial Offering Price;

- if the performance of the Sub-Fund, as defined above, is negative but the NAV ex PF per share is above the Initial Offering Price, a performance fee will be payable and it will be calculated on the minimum amount between a) the full positive difference, if any, between the Sub-Fund performance and the Benchmark Index performance and b) the difference between the NAV ex PF and the Initial Offering Price.

As the Performance Fee for this sub-fund is always calculated in relation to that of the Benchmark Index, no high water mark is applicable to the calculation of the Performance Fee for this sub-fund, therefore investors may end up paying a Performance Fee on the same increases in performance more than once.

The following is a worked example showing the Performance Fee calculation for any share class:

	NAV ex PF (a)	(a) > 100 ?	FP * (aa) = [(a)Y ÷ (h)Y-1] - 1	Benchmark Index (b)	BP ** (bb) = [(b)Y ÷ (b)Y-1] - 1	EP *** (d) = (aa) - (bb)	UP **** (e)	EP After Recoup (e) = [(d)Y + Min (0,(e)Y-1)]	PF Rate (f)	PF / Share (g) = Max [ 0 , (e) x (f) ]	NAV (h) = (a) - (g)
Y0				3530.00							100.00
Y1	101.05	Y	+1.05%	3250.00	-7.93%	+8.98%	0.00%	+8.98%	15.0%	1.05	100.00
Y2	101.98	Y	+1.98%	3375.00	+3.85%	-1.87%	-1.87%	-1.87%	15.0%	-	101.98
Y3	100.35	Y	-1.60%	3430.00	+1.63%	-3.23%	-5.09%	-5.09%	15.0%	-	100.35
Y4	103.67	Y	+3.31%	3497.00	+1.95%	+1.36%	-3.74%	-3.74%	15.0%	-	103.67
Y5	108.52	Y	+4.68%	3498.00	+0.03%	+4.65%	0.00%	+0.91%	15.0%	0.14	108.38
Y6	99.80	N	-7.92%	3178.00	-9.15%	+1.23%	0.00%	+1.23%	15.0%	-	99.80
Y7	100.85	Y	+1.05%	3190.00	+0.38%	+0.67%	0.00%	+0.67%	15.0%	0.10	100.75
Y8	100.60	Y	-0.15%	3150.00	-1.25%	+1.11%	0.00%	+1.11%	15.0%	0.17	100.43

\* FP = Sub-Fund Performance

\*\* BP = Benchmark Index Performance

\*\*\* EP = Excess Performance

\*\*\*\* UP = Cumulated Underperformance

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

## Administration Fees

The Company shall pay the Administrator out of the assets of each Sub-Fund an administration fee (the "Administration Fee") an Administration Fee of up to 0.10% of the Sub-Fund's Net Asset Value, subject to a minimum fee of EUR 15,000 per annum (excluding VAT thereon if any) for the first active share class and EUR 2,000 per annum for each additional active share class. The minimum annual fee during the first year from the launch of the Sub-fund will be reduced to EUR 8,000 for the first active share class. The Administration Fee is calculated by reference to the Net Asset Value at each Valuation Point and shall be payable monthly in arrears.

In addition to the Administration Fee, the Administrator is also entitled to receive out of the assets of each Sub-Fund agreed upon fixed fees for the preparation of unaudited financial statements for the Sub-Fund, investor transactions and maintenance of investor accounts.

The Company shall be responsible for all disbursements and reasonable out-of-pocket expenses incurred by the Administrator in the proper performance of its duties.

## Depositary Fees

The Company shall pay the Depositary out of the assets of each Sub-Fund a depositary fee (the "Depositary

Fee”) a Depositary Fee of up to 0.10% of the Sub-Fund’s Net Asset Value subject to a minimum fee of EUR 12,000 per annum (excluding VAT thereon if any). The Depositary Fee is calculated by reference to the Net Asset Value at each Valuation Point and shall be payable monthly in arrears.

The Company shall be responsible for all disbursements and reasonable out-of-pocket expenses incurred by the Depositary in the proper performance of its duties.

### **Subscription Fee**

Up to 2.0% of the subscription proceeds are payable to the Investment Manager.

### **Redemption Fees**

Up to 2.0% of the redemption amount are payable to the Investment Manager.

### **Share Transfer Fees**

None.

### **Other Expenses**

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

# General Information

## The Rights of Shareholders

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

The Investor Shares in the Sub-Fund carry the right to one (1) vote per share at general meetings of the Company. The Investor Shares entitle Shareholders to participate in the movements, both positive and negative, in the value of the assets of the Sub-Fund as well as the receipt of dividends as set out hereunder.

The Founder Shares do not (for so long as there are any Investor Shares in the Company in issue) carry the right vote at general meetings of the Company but they have (together with the Board) the exclusive right to nominate Directors as eligible for appointment by the Company in general meeting. The Founder Shares do not carry a right to participate in any dividends or other distributions of the Company or in the assets of the Company on a winding up (other than to the surplus, if any, that may remain after payment of all amounts due to creditors and holders of the Investor Shares).

## Share Capital and Accounts

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

## Access to information

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

## Fractional Shares

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

## Shares in Other Sub-Funds of the Company

The Company is constituted as a multi-fund investment company with variable share capital. As of the date of this Offering Supplement, the Company has made an offering of Investor Shares in other sub-funds. The Company may establish more sub-funds in the future.

## Sub-Fund Expenses

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

## Risk Related to Efficient Portfolio Management Techniques

The Sub-Fund may use financial derivative instruments for efficient portfolio management purposes which entails the establishment of an overlay strategy that defines the objective, associated costs and benefits in addition to the risks of the said strategy. There are certain trade-offs which are to be considered when using financial derivative instruments for the purpose of efficient portfolio management in that derivative instruments provide means to manage risk and achieve financial objectives however they may convert a first-order risk (e.g. interest rate risk) into other second-order risks (e.g. counterparty risks). Inaccurate analysis of these risks and limitations may adversely affect the performance of the Sub-Fund. Furthermore, certain potential conflicts of interest may arise in using efficient portfolio management techniques.

## **Documents Available for Inspection**

Copies of the following documents shall be available for inspection at the registered office of the Company (see Directory at last page hereof) during normal business hours:

- (1) Memorandum & Articles of Association, and Certificate of Incorporation of the Company;
- (2) The latest Prospectus, and Offering Supplements for all Sub-Funds;
- (3) All Key Investor Information Documents;
- (4) Investment Management Agreement;
- (5) Depositary Agreement/s;
- (6) Administration Agreement;
- (7) Investment Services Act; and
- (8) The latest Annual and Half Yearly report of the Company.

# Directory

<b>Directors of the Company</b>	Mr Stephen Muscat Mr Stefano Sabbatini Mr Riccardo Teodori
<b>Registered Office</b>	Skyway Offices, Block C, Office 1 179, Marina Street Pieta' PTA 9042 Malta
<b>Company Secretary</b>	<b>SGGG Fexserv Fund Services (Malta) Limited</b> Business Box Msida Valley Road Birkirkara BKR9024 Malta
<b>Investment Manager</b>	<b>Abalone Asset Management Ltd</b> Skyway Offices, Block C, Office 1 179, Marina Street Pieta' PTA 9042 Malta
<b>Depository</b>	<b>Swissquote Financial Services (Malta) Limited</b> Second Floor, Fino Buildings Birkirkara, BKR 3000 Malta.
<b>Administrator</b>	<b>BOV Fund Services Limited</b> 58, Zachary Street, Valletta, VLT1130, Malta
<b>Auditors</b>	<b>Deloitte Audit Limited</b> Deloitte Place, Mriehel Bypass, Birkirkara, BKR3000 Malta
<b>Banker</b>	<b>Swissquote Bank</b> Ch. de la Crétaux 33 Case Postale 319 CH-1196 Gland Switzerland