

# OFFERING SUPPLEMENT

(hereinafter referred to as the “Offering Supplement”)

**28<sup>th</sup> March 2023**

in respect of the offer of Investor Shares in the

## **THE PERPETUAL UCITS PORTFOLIO FUND**

(the “Sub-Fund”)

a Sub-Fund of

**ARIA SICAV P.L.C.**

(the “Company”)

a self-managed open-ended collective investment scheme organized as a multi-fund public limited liability company with variable share capital registered under the Laws of Malta and licensed by the Malta Financial Services Authority in terms of the Investment Services Act (Chapter 370 of the Laws of Malta). The Company qualifies as a self-managed ‘Maltese UCITS’ in terms of the Investment Services Act (Marketing of UCITS) Regulations 2011.

**Absolute Return Investment Advisers (ARIA) Limited**

(the “Investment Manager”)

**Swissquote Financial Services (Malta) Ltd**

(the “Custodian”)

**Fexserv Fund Services Limited**

(the “Administrator”)

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 and any addendum hereto as applicable from time to time. Save as disclosed in this Offering Supplement, there has, as at the date hereof, been no significant change and no significant new matter has arisen since publication of the Prospectus. The Investment Manager has also published a Key Investor Information Document (the “KIID”) in respect of the Sub-Fund.

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

## IMPORTANT INFORMATION

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

### **Suitability of Investment**

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

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

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

### **Restrictions on Distribution outside Malta**

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

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## DEFINITIONS

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

In this Offering Supplement, the following terms shall have the meanings set out hereunder:

<b>“ARIA Investment Platform”</b>	means the wealth management platform service offered by Absolute Return Investment Advisers (ARIA) Limited to its existing clients;
<b>“ARIA discretionary service”</b>	means the discretionary portfolio management service Absolute Return Investment Advisers (ARIA) Limited offers to build and manage an investment portfolio on behalf of clients, having had the authority delegated to them by the clients to do so;
<b>“Absolute Return Investment Advisers (ARIA) Limited”</b>	means the entity registered in England and Wales, authorized and regulated by the Financial Conduct Authority in the United Kingdom;
<b>“Authorised Distributor”</b>	means the entities or individuals which may be appointed by the Company to distribute Investor Shares subject to the terms of an agreement with such persons in each case;
<b>“Authorised Distribution Fee”</b>	means the distribution fee payable to the Authorised Distributor, in respect of the subscription for Shares of their clients. The Fee is paid by the relevant Sub-Fund to an Authorised Distributor and subject to a Redemption penalty on any unamortised balance;
<b>“Business Day”</b>	means a day on which banks are open for business in Malta, and excludes Saturdays, Sundays, and public holidays;
<b>“Benchmark Rate”</b>	means 1 Month GBP LIBOR +3%; for GBP denominated share classes, 1 Month EURO LIBOR +3%; for EURO denominated share classes and 1 Month USD LIBOR+3% for USD denominated share classes;
<b>“Fund” or “Sub-Fund” or “Sub Fund”</b>	means The Perpetual UCITS Portfolio Fund, a sub-fund of ARIA SICAV P.L.C.
<b>“Investor Shares”</b>	means Investor Shares in the Sub-Fund;
<b>“Investor/s”</b>	means a registered holder of Sub-Fund Shares;
<b>“Offering Price”</b>	means the price at which Investor Shares may be acquired during the offer period. After the offer period the price shall be equivalent to the Net Asset Value per share on Valuation Day;
<b>“Promoter”</b>	means the person or entity which may be appointed by the Company and/or the Investment Manager to act as Promoter for a particular Sub-Fund, as may be set out in the relative Offering Supplement;

<b>“Promoters Fee”</b>	means the fee which may be payable to the Promoter, if any, as may be specified in the Offering Supplement of a Sub-Fund
<b>“Performance Period”</b>	means a Calendar Month;
<b>“Redemption Day”</b>	means the first Business Day after each Valuation Day or such additional Business Day or Business Days as the Directors may in their sole discretion determine, either in any particular case or generally;
<b>“Redemption Notice Deadline”</b>	means the cut off time by which completed Redemption Notices must be received by the office of the Administrator, which is close of business not later than 17:30 hours Malta time, two Business Days before the relevant Redemption Day;
<b>“Redemption Price”</b>	means the price at which Investor Shares will be redeemed when the Company accedes to a redemption request, which shall be equivalent to the NAV per share on the relative Valuation Day;
<b>“Redemption Penalty”</b>	means a contingent redemption fee to the benefit of a particular Sub-Fund, applied in connection to the repayment of any unamortised balance of the ‘Authorised Distribution Fee’;
<b>“Redemption Penalty Period”</b>	means the period of time over which an Authorised Distribution Fee, payable on behalf of the investor to an Authorised Distributor by the Sub Fund, is amortised over and clawed back from an investor’s subscription;
<b>“Reference currency”</b>	means the currency in which the accounts of the Sub-Fund shall be prepared being in GBP;
<b>“SEI Global Nominees”</b>	means the current custodian holding the investments of the existing clients of ARIA which are being held on a nominee basis;
<b>“Subscription Day”</b>	means the first Business Day after each Valuation Day or such additional Business Day or Business Days as the Directors may in their sole discretion determine, either in any particular case or generally;
<b>“Subscription Notice Deadline”</b>	means the cut off time by which cleared funds and completed Subscription Applications must be received by the office of the Administrator, which is close of business not later than 17:30 hours Malta time, two Business Days before the relevant Subscription Day;
<b>“Subscription Price”</b>	means the price at which Investor Shares in the Sub-Fund may be subscribed for on any Subscription Day; and
<b>“Valuation Day”</b>	means the last Business Day of the calendar week or such additional Business Day or Business Days as the Directors may in their sole discretion determine, either in any particular case or generally, and such additional date or dates shall for all intents and purposes be and be deemed to be a Valuation Day of the Sub-Fund.

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 “Definitions” for further details.

## DESCRIPTION OF THE SUB-FUND

### The Sub-Fund and Investor Shares

**Name of the Sub-Fund**

The Perpetual UCITS Portfolio Fund;

**Duration**

The duration of the Sub-Fund is indefinite;

**Segregation**

The Sub-Fund is a segregated portfolio whose assets and liabilities are to be treated as a patrimony separate from the assets and liabilities of each other as a Sub-Fund of the Company. The various Classes of Investor Shares in the Sub-Fund do not, however, constitute segregated portfolios. Please refer to the Prospectus for further details;

**Classes of Investor Shares**

The Sub-Fund is comprised of 15 classes of Investor Shares:

Class A3 –GBP, EURO, USD

Class B3 –GBP, EURO, USD (Authorised Distribution Fee share-class)

Class C3 – GBP, EURO, USD

Class D3 – GBP, EURO, USD

Class E3 – GBP, EURO, USD

**Base Currency**

EUR Denominated Share Classes - EUR

USD Denominated Share Classes - USD

GBP Denominated Share Classes - GBP;

**Eligibility for Investment**

The Class A3 and C3 Shares are available to all investors whilst Class B3 is only available to existing clients of ARIA's discretionary service invested via the ARIA Investment Platform.

This means that Class B3 is available to those existing clients of ARIA whose investments are held in custody with ARIA through SEI Global Nominees being the current custodian. Class B3 is not and will not be available to any other custodian or execution venues.

Class D3 Shares, will be available to all investors with an appointed authorised distributor / servicing agent / adviser as well as receiving Class B3 investors who have completed their redemption penalty period.

Class E3 shares will be available to all investors with an appointed Authorised Distributor.

Investors should also refer to the section titled Minimum Initial Investment below.

**Voting Rights**

The Class A3, B3, C3, and D3 shares entitle the holder thereof to one (1) vote per share at general meetings of the Company on such

matters as set out in the Prospectus, this Offering Supplement, and the Memorandum & Articles of Association. Notwithstanding anything set out in the Memorandum & Articles of Association, Class E3 shares are non-voting shares and holders of Class E3 shares do not have the right to receive notice of, attend and vote at any general meeting of the Company.

**Dividend Policy**

It is not the intention to pay dividends. The Directors reserve the right to pay Dividends at any time if they consider that a payment of a Dividend is appropriate;

**Tax Status**

The Sub-Fund is classified as a non-prescribed fund. Please refer to the section entitled "Taxation" in the Prospectus for further details.

**Investment Manager**

Investment management functions in respect of this Sub-Fund have been delegated by the Investment Committee to the Investment Manager. The Investment Manager is Absolute Return Investment Advisers (ARIA) Limited a company registered in the United Kingdom with registration number 07091239 and authorised with the Financial Conduct Authority to carry out (amongst other activities) the activity of managing investments and advising on investments. .

**Investment Objectives, Policy and Restrictions**

**Investment Objective**

The objective of The Perpetual UCITS Portfolio Fund is capital appreciation while controlling risk. In addition, The Perpetual UCITS Portfolio Fund intends to deliver absolute returns that have a low correlation with equity and bond markets.

The Perpetual UCITS Portfolio Fund aims to achieve its investment objective by investing primarily in a portfolio of uncorrelated absolute return strategies. It is not proposed to concentrate investments in any one geographical region or sector.

The Investment Manager seeks to build a portfolio that provides access to strategies often associated with hedge fund investments in a structure that offers daily liquidity, transparency and competitive fees. 'Alternative beta' describes exposure to alternative risk premia, which are potentially uncorrelated to those of traditional asset classes and mean lower volatility returns through extracting systematic source of returns.

In pursuing the Sub-Fund's investment objectives the Investment Manager may make use of an Exchange Traded Fund in accordance with the UCITS regulations and in accordance with its risk management policy. It is not



anticipated that the use of financial derivative instruments<sup>1</sup> for hedging purposes will cause the net asset value of the Sub-Fund to have high volatility or otherwise cause their existing risk profile to change.

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

## Investment Policy

The Perpetual UCITS Portfolio Fund aims to deliver an absolute return over rolling 48 month periods, in other words, at any one time the portfolio of the Perpetual UCITS Portfolio Fund will typically be constructed with reference to an investment horizon of no greater than 48 months.

A universe of diverse absolute return strategies and 'alternative beta' risk premia exposures, will be assessed, and positions taken in those positions determined most likely to deliver the best risk adjusted returns. The Fund will invest into the following absolute return strategies and asset classes, emerging markets, currencies, commodities, precious metals, volatility trading and managed futures. Emerging markets will describe a long/short approach investing in individual equities and ETFs. Currency trading strategies will include carry and momentum based approaches, invested directly via futures traded on liquid exchanges.

Whilst the Sub-Fund will not be investing directly into non-UCITS compliant collective investment schemes, the Sub-Fund may have exposure through UCITS eligible Exchange Traded Funds or exchange traded futures contracts. Whilst the Sub-Fund will not have direct exposure to commodities such as energy, industrial metals and soft commodities, indirectly through ETFs, the Sub-Fund may obtain such exposure. The Sub-Fund may also gain exposure to mining and commodity related equities through the investment methods indicated above. Volatility trading strategies gain exposure to volatility as an asset class, using both long and short volatility strategies via exchange traded futures contracts. Managed Futures, through UCITS eligible collective investment schemes, invest long and short across a variety of financial markets depending on the prevailing direction of the trends.

The Fund will also be investing in the asset classes mentioned above through the use of ETFs/ETCs but may also engage in direct investment in such asset class. Wherever possible, the ETFs/ETCs would be considered UCITS in their own right. As

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<sup>1</sup> The Sub-Fund will be using Exchange Traded Funds – Bond Futures; FX Forward and Currency Futures for hedging purposes

a result of restrictions imposed by the UCITS Directive, a UCITS Scheme cannot have a direct investment in commodities or precious metals. The UCITS Directive however does allow the use of Exchange Traded Commodities to gain an exposure to commodities or precious metals. The Fund may from time to time invest in Exchange Traded Commodities which are deemed to be eligible under the UCITS Directive.

Asset allocation across these strategies will vary depending on evolving market conditions. Limits are employed in terms of position size. Gross market exposure of the Perpetual UCITS Portfolio Fund is maintained within predetermined limits. Position sizes and market exposure are monitored regularly by the Investment Manager.

The Fund will always hold sufficient liquid assets and/or positions to cover at all times any obligations arising from derivatives, including short positions.

Under normal market conditions and depending on the shorting opportunities in the markets, the Investment Manager expects that The Perpetual UCITS Portfolio Fund's short exposure will normally be less than 40% of Net Asset Value. Under normal market conditions, the Investment Manager expects that the Perpetual UCITS Portfolio Fund's long exposure will not normally exceed 100% of Net Asset Value. Accordingly, under normal market conditions The Perpetual UCITS Portfolio Fund's net exposure to investment markets is likely to be in the range of -40% to +100% of Net Asset Value.

Transactions in derivatives may be used for the purposes of hedging in accordance with UCITS regulations.

Investments in collective investments scheme will generally be EU compliant collective investment schemes. In the event that the Sub-Fund invests in Non-EU compliant collective schemes this shall be to a maximum of 10% provided such Non-EU compliant collective scheme satisfies the UCITS eligibility criteria. In the event that any investments are made in collective investment schemes with whom the Sub-Funds Directors, Investment Committee Members or Investment Manager are associated with any subscription or redemption fee with regards to investments in such schemes shall be waived.

Commodity exposure will be obtained via UCTIS eligible Exchange Traded Funds. No direct investments or exposure to commodities would be obtained via FDI investments on commodities or other means.

While the Investment Manager will look to ensure that the Sub-Fund invests via the investment instruments detailed above it reserves the right to alter the investment instruments utilised, in order to achieve the Sub-Fund objectives in the most

effective and cost efficient manner, while always ensuring that the underlying exposure to the asset classes remains within the constraints detailed below and with all the applicable restrictions listed in the Offering Supplement and in the Offering Memorandum. For example, if open ended UCITS compliant CIS provide a more cost effective means of gaining a specific asset or market exposure, as opposed to an ETF, that CIS may be preferred. However, any such exposures will always be within the universe detailed above, and the application restrictions as detailed in this Offering Supplement and the Prospectus/Offering Memorandum.

A detailed description of the risks involved in the investments of the Sub-Fund and the impact that these risks might have on the performance of the Scheme are outlined in the Prospectus under the heading 'Risk Factors'.

Any changes to the Investment Policy of the Fund shall require prior notification to the MFSA as well as communication to existing investors in the 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 as set out in the section "Investment Objectives, Policies and Restrictions" in the Prospectus.

**Use of derivative instruments**

The Fund may enter into financial derivative instruments for efficient portfolio management and hedging purposes only.

Efficient portfolio management through FDIs is specifically intended for institutional brokerages and not to parties related to the Scheme. There is no hidden revenue nor are they related to the Investment Manager. The operational costs for example, include the financing costs of certain instruments which will be deducted from the revenue of the Scheme.

**Method used to calculate the global exposure**

The Fund uses the absolute Value-at-Risk (VaR) approach to measure its global exposure.

**Leverage**

The level of leverage under normal market circumstances is expected to amount to 100% of the net asset value of the Fund. Such level might be subject to change in the future.

This ratio merely reflects the usage of all financial derivative instruments within the portfolio of the relevant Fund and is in this context leverage is a measure of the aggregate derivative use and is calculated as the sum of the notional exposure of the financial derivative instruments used.

For the avoidance of doubt financial derivative instruments used to hedge a position will also form part of the calculation. Some of the instruments may actually reduce the risk within the portfolio and therefore this ratio does not necessarily indicate any increased level of risk within the Fund.

Shareholders should note that the market risk of the relevant Fund will be adequately monitored using the absolute Value-at-Risk (VaR) within the limits of relevant European and/or

Maltese applicable laws and/or regulations and the Value-at-Risk (VaR) measure should be published in the audited annual report.

The absolute VaR approach calculates a Sub-Fund's VaR as a percentage of the Net Asset Value of the Sub-Fund and is measured against an absolute limit of 20%. In line with the CESR's Guidelines on Risk Measurement and the calculation of Global Exposure and Counterparty Risk for UCITS.

**Approved Regulated  
Markets**

See Appendix I of the Prospectus.

**The Offering**

**Number of Investor  
Shares**

1,000,000 Class A3-USD Shares, 1,000,000 Class B3-USD Shares, 1,000,000 Class C3-USD Shares, 1,000,000 Class D3-USD Shares and 1,000,000 Class E3-USD Shares.

1,000,000 Class A3-EUR Shares, 1,000,000 Class B3-EUR Shares, 1,000,000 Class C3-EUR Shares, 1,000,000 Class D3-EUR Shares and 1,000,000 Class E3-EUR Shares.

1,000,000 Class A3-GBP Shares, 1,000,000 Class B3-GBP Shares, 1,000,000 Class C3-GBP Shares, 1,000,000 Class D3-GBP Shares and 1,000,000 Class E3-GBP Shares.

**Initial Offering Price**

\$100 per Share in Class A3-USD, Class B3-USD, Class C3-USD, Class D3-USD and Class E3-USD.

€100 per Share in Class A3-EUR, Class B3-EUR, Class C3-EUR, Class D3-EUR and Class E3-EUR.

£100 per Share in Class A3-GBP, Class B3-GBP, Class C3-GBP, Class D3-GBP and Class E3-GBP.

**Initial Offering Period**

The initial offering period in respect of all share classes, apart from the Class E3 Shares has lapsed. The initial offering period for the Class E3 EURO, Class E3 GBP and Class E3 USD Shares is from 12:00 CET on 28th April 2023 until the Closing Date applicable to the Class E3 shares;

**Closing Date**

The Closing date for Class A3, B3, C3, D3 Shares has now expired. The Closing date for Class E3 shares will be 29<sup>th</sup> May 2023 or such earlier or later date as the Directors may, in their sole and absolute discretion, determine;

**Minimum Holding**

Subject to the Minimum Initial Investment in the Company, there is no Minimum Holding requirement in relation to the Sub-Fund.

**Minimum Initial  
Investment**

The Minimum Initial Subscription per Shareholder is \$2,000,000 (US Dollars) for Class A3-USD Shares, €2,000,000 (Euro) for Class A3-EUR Shares and £2,000,000 (British Pound Sterling) for Class A3-GBP Shares.

The Minimum Initial Subscription per Shareholder is \$250,000 (US Dollars) for Class B3-USD Shares, €250,000 (Euro) for Class B3-EUR Shares and £250,000 (British Pound Sterling) for Class B3-GBP Shares.

The Minimum Initial Subscription per Shareholder is \$10,000 (U.S. Dollars) for Class C3-USD Shares, €10,000 (Euro) for Class C3-EUR Shares, £10,000 (British Pound Sterling) for Class C3-GBP Shares.

The Minimum Initial Subscription per Shareholder is \$10,000 (U.S. Dollars) for Class D3-USD Shares, €10,000 (Euro) for Class D3-EUR Shares, £10,000 (British Pound Sterling) for Class D3-GBP Shares.

The Minimum Initial Subscription per Shareholder is \$1,000 (U.S. Dollars) for Class E3-USD Shares, €1,000 (Euro) for Class E3-EUR Shares, £1,000 (British Pound Sterling) for Class E3-GBP Shares.

All Subscriptions are subject to acceptance or rejection in the sole discretion of the Directors.

**Minimum Additional Investment**

Subject to the Minimum Initial Investment in the Company, there is no Minimum Additional Investment in relation to the Sub-Fund.

**Publication of NAV per Share**

The Net Asset Value per Share will be published on pricing platform such as Bloomberg. Further details on the pricing platform can be obtained from the Administrator.

**Listing**

The Sub-Fund shall not be listed.

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

## THE INVESTMENT COMMITTEE

The Board of Directors retains overall responsibility for the implementation of the investment objective of the Company in respect of each Sub-Fund, directing the investment management of its assets and in the management and monitoring of risk. In this regard, the Board has established and receives support from the Investment Committee.

The Investment Committee meets at least quarterly and in any case as frequent or as necessary in the light of the Sub-Fund's investment policy, with the majority of meetings physically held in Malta.

Under its terms of reference, the Investment Committee is responsible for the following matters:

- (i) to monitor and review the investment policy and performance of the Sub-Fund;
- (ii) to establish and review guidelines for investment by the Sub-Fund;
- (iii) to issue rules for stock selection and set the portfolio structure and asset allocation;
- (iv) to make policy recommendations to the Board of Directors;
- (v) to monitor the VAR approach to risk management adopted by the scheme, which monitoring activity shall be carried out by the Risk Manager.; and
- (vi) to report on risk management to the Board, as advised by the Risk Manager.

The Investment Committee reports to the Board of Directors on the activities and the performance of the Sub-Fund.

The members of the Investment Committee are described below:

**Matthew Brittain**

(see details under "Directors and Officer of the Company" in the Prospectus)

**James Hindmarch**

(see details under "Directors and Officer of the Company" in the Prospectus)

**Richard Thomson Wight**

(see details under "Directors and Officer of the Company" in the Prospectus)

**Vincent David-Robin**

(see details under "Directors and Officer of the Company" in the Prospectus)

**James Ward**

(see details under "Directors and Officer of the Company" in the Prospectus)

Matthew Brittain, James Hindmarch, James Ward and Vincent David-Robin are not remunerated for their roles on the Investment Committee, but Richard Thomson Wight is paid an annual fee of €12,000.

**Conflicts of Interest**

Please refer to the Section entitled “Conflicts of Interest” in the Prospectus for an overview of potential conflicts of interest affecting persons involved with the Company.

# 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 twelve (12) classes of Investor Shares, the Class A3, B3 and C3 Shares.

The offering of the Investor Shares at the Initial Offering Price was open on the 27<sup>th</sup> April, 2017 and closed on the Closing Date. The Company shall issue Investor Shares in connection with appropriately completed Subscription Applications received during the Initial Offering Period, on the Business Day following the Closing Date.

The initial offering period in respect of all share classes, apart from the Class E3 EURO, Class E3 GBP and Class E3 USD Investor Share class, has lapsed. The initial offering period for the Class E3 EURO, Class E3 GBP and Class E3 USD investor shares is from 12:00 CET on 28<sup>th</sup> April 2023 until the Closing Date applicable to the Class E3 shares.

The Class E3 EURO, Class E3 GBP and Class E3 USD Investor Shares may be purchased at the Initial Offering Price during the Initial Offering Period. Class E3 EURO, Class E3 GBP and Class E3 USD Investor Shares will be issued to successful applicants on the first Subscription Day after the lapse of the Initial Offer Period after receipt by the Administrator of both:

- i. the relevant and properly completed subscription documents; and
- ii. confirmation from the Custodian that the full amount proposed to be subscribed by the Investor Shares has been received in cleared funds.

Unless otherwise determined by the Directors at their discretion, no application shall be processed for less than the Minimum Initial Investment.

## Purchase, Transfer and Exchange of Shares

Investor Shares can be purchased at the prevailing Offering Price, by submission to the Company at the office of the Administrator of the relevant and properly completed Subscription Application prior to the cut off time for receipt of applications for the relevant Share Class.

Subject to the satisfaction of the requirements set out above, Investor Shares shall be issued to successful Subscribers.

Payment should be effected by bank transfer. At the Company's discretion, payments may be accepted by other means. 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 the Subscription Notice Deadline. Any applicable bank charges will be borne by the Subscriber. If the Subscription Application or associated Cleared Funds are not received as required, then the Subscription Application may be rejected or held over until the next Subscription Day at the discretion of the Company.

In the event that an application is rejected, application monies will be returned without interest by telegraphic transfer to the remitting bank at the discretion of the Company at the risk and expense of the Subscriber.

Subject to the satisfaction of the requirements set out above, Investor Shares shall be issued to successful Subscribers on the next Dealing Day. The Administrator will generally issue written



confirmation of ownership to a Shareholder within five (5) Business Days after the applicable Subscription Day.

Full details of the application and subscription process appear in the Section of the Prospectus entitled “Purchase, Exchange and Transfer of Shares”. A Subscription Application and other related documentation will be provided upon request by the Administrator, the Investment Manager or by an Authorised Distributor.

### **Redemption of Shares**

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

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

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

In line with the Offering Memorandum of the Company, in the section named “Redemption of Shares”, 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.

### **Redemption Charges**

Shareholders should note that there is a Redemption Penalty levied on redemptions of Class “B3” Shares which will be deducted from the redemption proceeds and calculated on the basis of the outstanding Redemption Penalty pro-rated for the percentage of the number of Shares for the Redemption in relation to the number of Shares in the original Subscription.

However, Shareholders of Class “B3” Shares may request redemption by reference to a specific monetary amount. Where this is the case, any Redemption Penalty outstanding on those Shares will be added to the redemption amount, so that the Shareholder still receives the actual amount requested (with a correspondingly greater reduction in the number of Shares held on the Shareholder's behalf) except where the redemption request represents the Shareholder's entire shareholding, the redemption amount will be reduced accordingly.

## **Exchange of Investor Shares**

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

A holder of Investor Shares may exchange all or part of such holding (the “Original Shares”) into Investor Shares in another Sub-Fund or in a different Class of Investor Shares of the same Sub-Fund (the “New Shares”).

An irrevocable request from a Shareholder to exchange Investor Shares shall be construed as being a request for the repurchase of the stated number of Original Shares (save that the repurchase monies shall not be released to the investor) and a simultaneous request for the proceeds from such repurchase to be applied in the purchase of New Shares as may be indicated. The exchange of Investor Shares shall take place on the same Dealing Day, or as otherwise agreed with the investor, at the relevant Subscription Prices.

Irrevocable conversion instructions addressed to the Company and received at the Administrator’s registered office in respect of the Sub-Fund before the cut off time for receipt of conversion instructions, if accepted by the Company, will be dealt at the Net Asset Value per Share as at the Valuation Point for the applicable Subscription Day/ Redemption Day. Requests received after this time will, unless the Company otherwise agrees, be held over until the following Subscription Day/ Redemption Day in relation to the New Shares/Original Shares. Irrevocable conversion instructions addressed to the Company and received at the Administrator’s registered office on a Business Day which is not a Subscription Day/ Redemption Day in relation to the New Shares/ Original Shares, if accepted by the Company, will be carried over to the following Subscription Day/Redemption Day and dealt at the Net Asset Value per Share as at the Valuation Point for the applicable Subscription Day/ Redemption Day.

Full details of the process for the exchange of Investor Shares appears in the Section of the Prospectus entitled “Exchange of Investor Shares”.

## **Pricing**

The calculation of the NAV of the Sub-Fund and of the NAV per Share shall be effected by the Administrator as at the close of business on every Valuation Day on the basis of the closing prices on that day and in such manner as is stated in the Prospectus under the section entitled “Net Asset Value Calculation”. The NAV per Share will be published on pricing platform such as Bloomberg. Further details on the pricing platform can be obtained from the Administrator.

## **FEEs, CHARGES AND EXPENSES**

### **Investment Management Fee**

The Company will pay the Investment Manager an Investment Management Fee of:

Class A3 0.65%

Class B3 1.5%

Class C3 0.95%

Class D3 1.5%

Class E3 0.75%

The Investment Management Fee will accrue at every Valuation Day 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, in addition to the Investment Management Fee, receive from the Company in respect of the Sub-Fund a fee (the "Performance Fee") based on the performance of the Sub-Fund in respect of the NAV per Share calculated weekly as set out ("Calculation Period"), which is crystallised on a calendar month basis on the last Business Day of a calendar month, where such Business Day is a Valuation Day, or where this is not the case the next Valuation day after the last Business Day of a calendar month ("Crystallisation Date"). The Performance Fee shall be paid to the Investment Manager.

The Performance Fee shall be 20% on the net return in excess of the sub-funds benchmark rate i.e. the rise-in-value of the NAV per Share of the Sub-Fund in the Calculation Period, in excess of the sub-funds benchmark rate, calculated on a high 'water mark' basis. A Performance Fee will be accrued, subject to a high water mark, whereby performance fees are only payable if the net increase of the Net Asset Value of the Sub-Fund is superior to the previous high 'water mark'. The Performance Fee in respect of each Calculation Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee. The Performance Fee will be deemed to accrue as at each Valuation Day and shall be payable monthly in arrears and normally within 14 calendar days of each Crystallisation Date.

The Performance Fee will be calculated in respect of each Calculation Period, although the first Calculation Period will be the period commencing on the Business Day immediately following the Closing Date, and ending on last Valuation Day of the first calendar week after the Fund's inception. Thereafter each Calculation Period shall commence on the Business Day immediately following the last Valuation Day of a calendar week and end on the next Valuation Day of the following calendar week.

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

Period	Gross Asset Value	HWM	Benchmark	Performance	Performance Fee	NAV	No. of shares in issue	Total Perf. fee
	(a)	(b)	(c)	(d) = (a) - (c)	(e) = (d) x 20%	(f) = (a) - (e)	(g)	(h) = (e) x (g)
Launch	100	100	N/A	N/A	N/A	£ 100	20,000	-
Week 1	105	100	100.05	4.95	£ 0.99	£ 104.01	20,000	£ 19,797.69
Week 2	120	100	100.10	19.90	£ 3.98	£ 116.02	20,000	£ 79,581.54 Movement of £59,783.85
Week 3	115	100	100.15	14.85	£ 2.97	£ 112.03	20,000	£ 59,395.38 Movement of (£20,186.15)
Week 4	99.00	100	100.20	-1.20	£ -	£ 99.00	20,000	£ - Movement of (£59,395.38)
Week 5	104.00	100	100.05	3.95	£ 0.79	£ 103.21	20,000	£ 15,795.38
Week 6	108.00	100	100.10	7.90	£ 1.58	£ 106.42	20,000	£ 31,587.69 Movement of £15,792.31
Week 7	110.00	100	100.16	9.84	£ 1.97	£ 108.03	20,000	£ 39,372.31 Movement of £7,784.62
Week 8	124.00	100	100.22	23.78	£ 4.76	£ 119.24	20,000	£ 95,110.77 (crystallised) Movement of £55,738.46
Week 9	156.00	119.24	119.31	36.69	£ 7.34	£ 148.66	20,000	£ 146,776.33
Week 10	102.00	119.24	119.24	-17.24	£ -	£ 102.00	20,000	£ Movement of (£146,776.33)

Investors should be aware that the application of a Performance Fee may incentivise the Investment Manager of the Sub-Fund to take higher risks in its investment decision. In addition the increase in value of the NAV which is used as a basis for the calculation of performance fees, may be comprised both of realised gains as well as unrealised gains as at the end of the calculation period, and as a result, a Performance Fee may be paid on unrealised gains which may subsequently never be realised by the Sub-Fund.

### **Administration Fee**

The Administrator is entitled to receive a fee of **0.09% per annum**, payable pro rata quarterly in arrears on the last Business Day in each calendar quarter of each year. The fees are calculated by reference to the Net Asset Value on each Valuation Day. The Administrator is entitled to receive a minimum Administration Fee of €2,750 per month..

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

### **Custody Fee**

Please refer to the section of the Prospectus headed “Fees, Compensation and Expenses” for details on the Custody Fee charged by the Custodian

### **Authorised Distributor Fees**

Class B3 is only available to existing clients of ARIA’s discretionary service invested via the ARIA Investment Platform whose investments are held in custody through SEI Global Nominees.

Class B3 is available to those existing clients of ARIA whose investments are held in custody with ARIA through SEI Global Nominees being the current custodian. Class B3 is not and will not be available to any other custodian or execution venues. Class “B3 will be denominated in the base currency of the respective Sub-Funds.

Class E3 shares are only available for investment by investors who/which have invested pursuant to the services of an Authorized Distributor.

Class B3 and E3 Shares are not subject to an “upfront” Subscription Fee (i.e. a Subscription Fee that reduces a Shareholder’s initial subscription amount to the Sub-Fund) but are subject to an Authorised Distributor Fee and a Redemption Penalty levied upon the redemption of Class B3 and E3 Shares made within their Redemption Penalty Period. The Redemption Fee is applied in connection to the repayment of any unamortised balance of the ‘Authorised Distribution Fee’

Upon the subscription for Class B3 and E3 shares from the Shareholder, the Investment Manager shall receive an Authorised Distribution Fee of up to 7.0% of the Net Asset Value attributable to the subscription. This percentage establishes a fixed monetary amount specific to each Investor which is then expensed against the Sub-Funds assets attributable to that specific Investor. This Authorised Distribution Fee shall be amortised over a maximum 84-month period (a 12-month period for each 1% of Authorised Distribution Fee levied) against the assets of the Sub-Fund attributable to the individual Shareholder. Should the investor redeem prior to the lapse of the Redemption Penalty Period, the investor will incur the redemption penalty fee which will be levied as described below in the event of a specific Investor’s redemption.

The amount of the Authorised Distribution Fee is paid by the Company to the Investment Manager for the benefit of the Authorised Distributor in the calendar month following the time of subscription for Class B3 and E3 Shares.

The amortisation period is determined by the percentage of the Authorised Distributor Fee agreed between the Shareholder and the Authorised Distributor.

The Authorised Distribution Fee shall be amortised over a period of time, (a 12-month period for each 1% of Authorised Distribution Fee levied), against the assets of the Sub-Fund attributable to the Shareholder and if the investor redeems prior to a certain period of time, such investor would need to pay a Redemption Penalty, which is equal to outstanding amount not yet amortised. By way of example, a 7% Authorised Distribution Fee will mean an 84-month amortisation period or Redemption Penalty Period, and 5% would mean a 60-month amortisation period or Redemption Penalty Period. The Authorised Distribution Fee will always be calculated on the Investor’s original Subscription value, and the current value of the investor’s units held thereafter will not have any bearing on this calculation.

The Redemption Penalty will decline to 0% having been fully amortised over the Redemption Penalty Period.

**Example: Subscription of EUR 100,000 at first Subscription Date in February 2012 for 80,000 Shares**

Authorised Distribution Fee: 5% EUR 5,000

Redemption Penalty Period: 5 years = 60 months

Monthly amortisation = 5000 EUR / 60 = 83.34\* Euros per month

Redemption: 45,000 Shares on 15 February 2016

Amount of charge already paid by monthly amortisation (first Subscription day February 2012 – first Subscription/Redemption Day February 2016):

Redemption Penalty Period elapsed at Redemption Day: 48 months

Remaining Redemption Penalty Period: 60 months – 48 months = 12 months

Remaining charge to be deducted from redemption 12 months at 80.34\* Euros = 1000.08 EUR

The above amount of 1000.08 EUR needs to be pro-rated to reflect for the number of shares being redeemed being less than the Initial Subscription.

$1000.08^* \text{ EUR} \times 45000 \text{ Shares} / 80000 \text{ Shares} = 562.55^* \text{ EUR}$

The above amount of 562.55 EUR will be deducted from the proceeds relating to the redemption of 45,000 Shares as at the Redemption Date in EUR (subject to rounding).

At the end of the month following the completion of the amortisation period relating to the original Subscription, once the Authorised Distribution Fee is repaid in full to the Sub Fund, the Shareholder's remaining shareholding will be automatically converted to an alternative Share Class which does not support Authorised Distributor Fees, nor feature any redemption penalties, to ensure that the Shareholder does not continue to bear the cost of any unamortised Authorised Distribution Fee relating to Shareholdings of other Subscriptions.

Depending on when a Shareholder invests or redeems out of the Sub-Fund potential inequalities may arise. In the event that such inequalities occur, neither the Company, the Investment Manager, Administrator or Custodian shall be liable to any Shareholder for any inequalities or excess Redemption Penalty so levied.

Subscribers to Class B3 and E3 should note that the effect of the Authorised Distribution Fee will be reflected by having higher expenses attributable to the Sub-Fund's assets which will also reflect in a decreased Net Asset Value of Class B3 and E3 and those investors being charged a higher Authorised Distribution Fee shall also negatively affect the Net Asset Value.

Below please find the fee structure with the respective charges for every year lapsed

**Table 2: Applicable fee as per share class**

	Class A3	Class B3	Class C3	Class D3	Class E3
Type of Fee					
<b>Authorised Distributor Fee</b>	0%	Up to 7% (as agreed)	0%	0%	Up to 7% (as agreed)
<b>Subscription Fee (applicable only to Share Class A3, C3 and D3)</b>	Up to 5%	0%	Up to 5%	Up to 5%	0%
<b>Early Redemption Fee (* At the Director's discretion)</b>	Up to 2%*	Nil	Up to 2%*	Up to 2%*	Nil

### Early Redemption Fee

The Sub-Fund may, within discretion of the Directors, impose an Early Redemption Fee of up to 2% on the Net Asset Value per Share, in Share Classes A3, C3 and D3, only where a redemption of Shares (in whole or in part) takes place within 12 months of the Shareholder's initial subscription. The charge shall be to the benefit of the Fund. No Early Redemption Fee is applicable for redemptions which take place after this period.

### Subscription Fee

The Sub-Fund for Share Classes A3, C3 and D3 only, may impose a Subscription Fee on the issue of Shares of up to 5% of the Net Asset Value per Share subscribed by each investor, to be paid out of the subscription monies at subscription and payable to the Investment Manager. The Subscription fee will only be charged to Class A3, C3 and D3 investor shares if such subscription is done through an Authorised Distributor.

The Investment Manager may pay all or part of the fees and charges it receives as a commission, retrocession, rebate or discount to financial intermediaries, Authorised Distributors or other investors. The Subscription Fee may be reduced or waived at the discretion of the Directors or Investment Manager.

### Preliminary Expenses

The Sub-Fund is responsible for paying the preliminary expenses of and incidental to, the initial offering. This includes a share of the expenses relating to the establishment of the Company in Malta as well as its own initial organisational expenses (including the negotiation and preparation of the contracts to which it is a party, the costs of printing this Offering Supplement, the fees and expenses of its professional advisers and certain marketing expenses in connection with the launch and initial promotion of the Fund, and in connection with the offering, issue and listing of the shares).

These preliminary expenses are estimated not to exceed GBP 30,000 and they will be amortised on a straight line basis over the first 60 months of the Sub-Fund's operations.

### Other Expenses

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

The Investment Manager may also be paid a Promoter's Fee, which at its absolute discretion can be paid to certain promoters for their assistance in distributing the shares of the Sub Fund. The Promoter's Fee is paid in respect of parties appointed by the Investment Manager to provide a range of services,

including but not limited to marketing, asset raising and distribution support, including the disbursement of distribution fees. The Promoter's fee shall be paid from the assets of in relation to that Sub-Fund and shall be amortised over the period of five (5) years. Any such fee paid from the assets of the Sub Fund will not exceed 0.20% of the Net Asset Value per annum on the value of each subscription.



## RISK FACTORS

Investors should refer to the section entitled “Risk Factors” in the Prospectus for information on the risks associated with making an investment in this Sub-Fund.

**It cannot be guaranteed that the applicable sector will continue to rise in the future. It is also possible that the Sub-Fund may not be able to identify sufficient high-quality investment opportunities. The value of the consumer sector may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investments may be made. Political unrest, acts of war, terrorism, internal or external tensions and any future actions of governments in any country could each affect the value of consumer goods.**

**Whilst the Investment Manager will ascertain that all the necessary measures are taken, like in all investments a risk does exist that the fund does not achieve its investment objectives.**

### Fund Specific Risk Factors

#### *ETFs*

The Sub-Fund may invest some or all of its assets in UCITS authorised according to the UCITS Directive or collective investment undertakings within the meaning of Article 50(1) of the UCITS Directive. The price and movement of an ETF designed to track an index may not track the underlying index and may result in a loss. In addition, ETFs traded on an exchange may trade at a price below their net asset value (i.e. at a discount).

The Sub-Fund may invest in ETFs which are leveraged, inverse or inverse-leveraged ETFs. ETFs that seek to provide investment results that are the inverse (or inverse-leveraged, meaning the ETF attempts to provide multiple of the inverse) of the performance of an underlying index are subject to the risk that the performance of such ETF will fall as the performance of the ETF's benchmark rises – a result that is the opposite for traditional investment funds.

In addition, the ETFs held by the Sub-Fund may utilize leverage (i.e. borrowing) to acquire their underlying portfolio investments. The use of leverage involves special risks and an ETF that utilises leverage may be more volatile than an ETF that does not because leverage tends to exaggerate any effect on the value of the portfolio securities. Because leveraged, inverse or inverse-leveraged ETFs typically seek to obtain their objective on a daily basis, holding such ETFs for longer than a day will produce the result of the ETF's return for each day compounded over the period, which usually will differ from the actual multiple (or inverse) of the return of the ETF's index for the period (particularly when the benchmark index experiences large ups and downs).

#### *Commodity Risks*

The Sub-Fund will not be investing in Commodities directly. The Sub-Fund will through ETFs have exposure to Commodities Risks. Commodities comprise physical commodities, which need to be stored and transported, and commodity contracts, which are agreements either to buy or sell a set amount of a physical commodity at a predetermined price and within a predetermined delivery period (which is generally referred to as a “delivery month”), or to make or receive a cash payment based on changes in the price of the physical commodity.

The performance of a commodity, is dependent upon various factors, including supply and demand, liquidity, weather conditions and natural disasters, direct investment costs, location and changes in tax rates. Commodity prices are more volatile than other asset categories, making investments in commodities riskier and more complex than other investments. Some of the factors affecting the price of commodities are: supply and demand, liquidity, weather conditions and natural disasters, direct investment costs, location, trade, fiscal, monetary, and other policies of governments as well as other unforeseeable events. The value of the Fund may be affected by movements in commodity prices.

### *Risks in relation to Equity Securities*

The Sub-Fund will not be investing in Equity Securities directly. The Sub-Fund will through ETFs have exposure to Equity Securities Risks. The price of equity securities may rise or fall because of changes in the broad market or changes in a company's financial condition, sometimes rapidly or unpredictably. These price movements may result from factors affecting individual companies, sectors or industries selected for a Sub-Fund's portfolio or the securities market as a whole, such as changes in economic or political conditions. When the value of a Sub-Fund's securities goes down, your investment in the Sub-Fund decreases in value. Equity securities generally have greater price volatility than fixed income securities.

### *Currency Trading Risks*

The Sub-Fund will not be investing in Currency Trading directly. The Sub-Fund will through ETFs have exposure to Currency Trading Risks. Since the instruments held by the Sub-Fund may be denominated in currencies different from its reference currency, the Sub-Fund may be affected unfavourably by exchange control regulations or fluctuations in currency rates. For this reason, changes in currency exchange rates can affect the value of the Sub-Fund's portfolio and may impact the value of Shares in the Sub-Fund.

### *Risks relating to natural resource and mining companies*

The Sub-Fund will not be investing in Natural Resource and Mining Companies directly. The Sub-Fund will through ETFs have exposure to Natural Resource and Mining Companies Risks. The Sub-Fund will invest in global natural resources and mining companies stocks may be significantly affected by (often rapid) changes in supply of, or demand for, various natural resources. They may also be affected by changes in energy prices, international political and economic developments, terrorist's attacks, clean-up and litigation costs relating to oil spills and environmental damage, reduced demand as a result of increases in energy efficiency and energy conservation, the success of exploration projects, changes in commodity prices, tax and other government regulations and interventions. Global natural resources stocks are also influenced by, inter alia, interest rates, trade, fiscal, monetary policies and foreign exchange controls. Mining companies stock may be affected by the varying expected life spans of the mines. Securities of mining companies that have mines with a short expected life span may experience greater price volatility than those that have a long expected life span.

### *Commodity Related Instruments*

The Sub-Fund will not be investing in Commodity Related Instruments directly. The Sub-Fund will through ETFs have exposure to Commodity Related Instruments Risks. Investments which grant an exposure to commodities involve additional risks than those resulting from traditional investments and may subject the Sub-Fund to greater volatility. The value of commodity-linked investments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates or factors affecting a particular industry or commodity. More specifically, political, military and natural events may influence the production and trading of commodities and, as a consequence, influence financial instruments which grant exposure to commodities; terrorism and other criminal activities may have an influence on the availability of commodities and therefore also negatively impact financial instruments which grant exposure to commodities.

### *Risks relating to Emerging Markets*

The Sub-Fund will not be investing in Emerging Markets directly. The Sub-Fund will through ETFs have exposure to Emerging Markets Risks. In emerging and less developed markets, in which the Sub-Fund may invest, the legal, judicial and regulatory infrastructure is still developing but there is much legal uncertainty both for local market participants and their overseas counterparts. Some markets may carry higher risks for investors who should therefore ensure that, before investing, they understand the risks involved and are satisfied that an investment is suitable as part of their portfolio. Investments in emerging and less developed markets should be made only by investors who are able to consider and weigh the various risks presented by such investments, and have the financial resources necessary to bear the substantial risk of loss of investment in such investments.

Countries with emerging and less developed markets include, but are not limited to (1) countries that have an emerging stock market in a developing economy as defined by the International Finance Corporation, (2) countries that have low or middle income economies according to the World Bank, and (3) countries listed by the World Bank as developing countries. The list of emerging and less developed markets is subject to continuous change; broadly they include any country or region other than the United States of America, Canada, Japan, Australia, New Zealand and Western Europe. The following statements are intended to illustrate the risks which in varying degrees are present when investing in emerging and less developed markets. Investors should note that the statements do not offer any form of advice.

#### A. Political and Economic Risks

Economic and/or political instability (including civil conflicts and war) could lead to legal, fiscal and regulatory changes or the reversal of legal / fiscal / regulatory / market reforms. Assets could be compulsorily re-acquired without adequate compensation. Administrative risks may result in the imposition of restrictions on the free movement of capital. A country's external debt position could lead to sudden imposition of taxes or exchange controls. High interest and inflation rates can mean that businesses have difficulty in obtaining working capital. Local management may be inexperienced in operating companies in free market conditions. A country may be heavily dependent on its commodity and natural resource exports and is therefore vulnerable to weaknesses in world prices for these products. In adverse social and political circumstances, governments may enter into policies of expropriation and nationalisation, sanctions or other measures by governments and international bodies.

#### B. Legal Environment

The interpretation and application of decrees and legislative acts can be often contradictory and uncertain particularly in respect of matters relating to taxation. Legislation could be imposed retrospectively or may be issued in the form of internal regulations not generally available to the public.

Judicial independence and political neutrality cannot be guaranteed. State bodies and judges may not adhere to the requirements of the law and the relevant contract. There is no certainty that investors will be compensated in full or at all for any damage incurred. Recourse through the legal system may be lengthy and protracted.

#### C. Accounting Practices

The accounting, auditing and financial reporting system may not be in accord with international standards. Even when reports have been brought into line with international standards, they may not always contain correct information. Obligations on companies to publish financial information may also be limited.

#### D. Shareholder Risk

Existing legislation may not yet be adequately developed to protect the rights of minority shareholders. There may be no concept of any fiduciary duty to shareholders on the part of management. Liability for violation of what shareholder rights there are, may be limited.

#### E. Market and Settlement Risks

The securities markets in some countries lack the liquidity, efficiency and regulatory and supervisory controls of more developed markets. Lack of liquidity may adversely affect the ease of disposal of assets. The absence of reliable pricing information in a particular security held by the Sub-Fund may make it difficult to assess reliably the market value of assets. The share register may not be properly maintained and the ownership or interest may not be (or remain) fully protected. Certain emerging markets may not afford the same level of investor protection or investor disclosure as would apply in more developed jurisdictions. Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities. The provision for custody of assets may be less developed than in other more mature markets and thus provides an additional level of risk for the Sub-Fund. Settlement procedures may be less developed and still be in physical as well as in dematerialised form. Investment may carry risks associated with failed or delayed settlement.

## F. Price Movement and Performance

Factors affecting the value of securities in some markets cannot easily be determined. Investment in securities in some markets carries a high degree of risk and the value of such investments may decline or be reduced to zero.

## G. Currency Risk

Conversion into foreign currency or transfer from some markets of proceeds received from the sale of securities cannot be guaranteed. Investors might be exposed to currency risk when investing in Share Classes that are not hedged to the investor's reference currency. Exchange rate fluctuations may also occur between the trade date for a transaction and the date on which the currency is acquired to meet settlement obligations.

## H. Taxation

Investors should note in particular that the proceeds from the sale of securities in some markets or the receipt of any dividends and other income may be or may become subject to tax, levies, duties or other fees or charges imposed by the authorities in that market, including taxation levied by withholding at source. Tax law and practice in certain countries into which the Fund invests or may invest in the future (in particular Russia, China and other emerging markets) is not clearly established. It is therefore possible that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. As a result, the Fund could become subject to additional taxation in such countries that is not anticipated either at the date of this Prospectus or when investments are made, valued or disposed of.

Investors should be aware that there is a Brazilian Presidential Decree in force, as amended from time to time, detailing the current IOF tax rate (Tax on Financial Operations), that applies to foreign exchange inflows and outflows. The Brazilian government may change the applicable rate at any time and without prior notification. The application of the IOF tax will reduce the Net Asset Value per share.

## I. Execution and Counterparty Risk

In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of the securities or, as the case may be, sale proceeds.

## J. Nomineeship / Custody

The legislative framework in some markets is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. Consequently the courts in such markets may consider that any nominee or custodian/depositary as registered holder of securities would have full ownership thereof and that a beneficial owner may have no rights whatsoever in respect thereof.

## K. Investment in the People's Republic of China (PRC)

The Sub-Fund will not be investing in the PRC directly. The Sub-Fund will through ETFs have exposure to the PRC Risks. Investing in the PRC is subject to the risks of investing in emerging markets (please refer above to the section entitled "Appendix IV – Investment in Emerging and Less Developed Markets) and additionally risks which are specific to the PRC market.

The economy of the PRC is in a state of transition from a planned economy to a more market oriented economy and investments may be sensitive to changes in law and regulation together with political, social or economic policy which includes possible government intervention.

In extreme circumstances, the Sub-Funds may incur losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objectives or strategy, due to local investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution and settlement of trades.

Investments by Sub-Funds in the domestic securities of the PRC denominated in CNY (onshore RMB) will be made through the Qualified Foreign Institutional Investor or through the Renminbi Qualified Foreign Institutional Investor. All Hong Kong and overseas investors in the Shanghai-Hong Kong Stock Connect will trade and settle SSE Securities in CNH (offshore RMB) only. Such Sub-Funds and Share Classes will be exposed to any fluctuation in the exchange rate between the Reference Currency of the relevant Sub-Fund and CNY (onshore RMB) or CNH (offshore RMB) in respect of such investments.

#### L. Investment in Russia

The Sub-Fund will not be investing in Russia directly. The Sub-Fund will through ETFs have exposure to Russia Risks. The relative infancy of the Russian governmental and regulatory framework may expose investors to various political (including civil conflicts and war) and economic risks. The Russian Securities Market from time to time may also suffer from a lack of market efficiency and liquidity which may cause higher price volatility and market disruptions.

The Sub-Funds may invest in securities listed on the Russian Trading System (RTS) Stock Exchange and on the Moscow Interbank Currency Exchange in Russia, which are classified as Regulated Markets. Until such time that they become Regulated Markets, the Sub-Fund will limit any direct investment in securities traded on the non- Regulated Markets of the Commonwealth of Independent States (together with any other securities not traded on a Regulated Market) to 10% of its net assets.

Investments in Russia are currently subject to certain heightened risks with regard to the ownership and custody of securities, and counterparty exposure. In addition, Russian securities have an increased custodial risk associated with them as such securities are, in accordance with market practice, held in custody with Russian institutions which may not have adequate insurance coverage to cover loss due to theft, destruction or default.

#### *Alternative and Absolute Return Investment Strategy Related Risks*

This Sub-Fund will employ various alternative investment strategies that involve the use of complex investment techniques. There is no guarantee that these strategies will succeed and their use may subject the relevant Sub-Funds to greater volatility and loss. Alternative strategies involve complex securities transactions that involve risks in addition to those risks with direct investments in securities described herein.

#### *Long/Short Equity Strategies Risk*

The Sub-Fund may employ long/short equity strategies. Long/short equity strategies generally seek to generate capital appreciation through the establishment of both long and short positions (through the use of financial derivative instruments) in equities by purchasing perceived undervalued securities and selling perceived overvalued securities to generate returns and to reduce a portion of general market risk. If the analysis is incorrect or based on inaccurate information, these investments may result in significant losses to the Sub-Fund. Since a long/short strategy involves identifying securities that are generally undervalued (or, in the case of short positions, overvalued) by the marketplace, the success of the strategy necessarily depends upon the market eventually recognising such value in the price of the security, which may not necessarily occur, or may occur over extended time frames that limit profitability. Positions may undergo significant short and long-term price volatility during these periods. In addition, long and short positions may or may not be related, and it is possible to have investment losses in both the long and short sides of the portfolio.

#### *Opportunistic/Macro Strategies Risk*

At times the Sub-Fund invest a portion of their assets based on macroeconomic trends or opportunistically, taking advantage of pricing, liquidity premium, regulatory impediments or any number of other inefficiencies in the capital markets. The primary risk in these strategies is the Investment Manager's or Sub-Investment Manager's ability to identify and capitalise on market events and trends. If an Investment Manager or Sub-Investment Manager incorrectly identifies market events or trends, it may result in losses to the Sub-Fund.

### *Relative Value Strategies Risk*

The Sub-Fund may employ relative value strategies. The success of the relative value strategies depend on, among other things, the Investment Manager's or Sub-Investment Managers' ability to identify unjustified or temporary discrepancies between the fundamental value and the market price of an asset or between the market prices of two or more assets whose prices are expected to move in relation to each other and to exploit those discrepancies to derive a profit to the extent that the Investment Manager or Sub-Investment Manager is able to anticipate in which direction the relative values or prices will move to eliminate the identified discrepancy. A relative value strategy may fail to profit fully or at all or may suffer a loss or a greater loss due to, for example, a failure of the component contract prices to converge or diverge as anticipated.

In addition, the identification and exploitation of the investment opportunities that may be pursued by the Investment Manager or Sub-Investment Manager(s) involves a high degree of uncertainty. If what a manager perceives as an unjustified or temporary price or value discrepancy posing an investment opportunity is nothing more than a price differential due to reasons not likely to disappear within the time horizon of an investment made by the Sub-Fund, if the Investment Manager or Sub-Investment Manager(s) fail to anticipate the direction in which the relative prices or values will move to eliminate a discrepancy, or if the Investment Manager or Sub-Investment Manager(s) incorrectly evaluate the extent of the expected spread relationships, so that, for example, the value of a Sub-Fund's long positions appreciates at a slower rate than the value of the Sub-Fund's short positions in related assets, then the expected returns for the Sub-Fund will not materialise, and the Sub-Fund may sustain a loss that will adversely affect the price of its shares.

### *Portfolio Hedge Strategies Risk*

It is expected that the allocation to portfolio hedge strategies in the Sub-Fund that allocate their assets amongst a number of strategies will produce returns that are negatively correlated to the rest of such Sub-Funds' portfolio and/or the broader markets, and therefore could produce negative returns in periods of low volatility and/or upwardly trending markets. Allocations to this strategy category are generally indirect portfolio hedges and may fail to hedge the risk as intended.

### *Risks in relation to Managed Futures or Trend Following strategies*

The Sub-Fund will invest into funds which are generally known as a trend following strategies. Trend following investing generally seeks to capitalise on the continuation of trends in the price of assets. Financial markets do not always exhibit trending behaviour, and thus such strategies could produce negative returns during periods of low volatility, or choppy or conditions where few asset classes would be described as trending upwards or downwards in a persistent manner.

## GENERAL INFORMATION

### **The Rights of Shareholders**

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

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

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

### **Share Capital and Accounts**

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

### **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.

### **Dividend Policy**

The income of the Sub-Fund will generally be accumulated and it is not the intention of the Sub-Fund to pay dividends. Notwithstanding this, the Directors reserve the right to pay Dividends at any time if they consider that a payment of a Dividend is appropriate.

Where the Company resolves to pay dividends and change the Dividend Policy, the relevant details will be provided in an updated version of the Prospectus and the investors will be notified in advance.

### **Sub-Fund Expenses**

The Sub-Fund shall incur annual licence fee expenses of approximately EUR700 payable to the MFSA. Details of other expenses incurred by the Sub-Fund may be found in the Prospectus and in the above section on "Fees, Charges and Expenses". The Sub-Fund will not bear any costs incurred in the offering of shares in any other sub-fund of the Company.

### **Documents Available for Inspection**

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

- Memorandum & Articles of Association, and Certificate of Incorporation of the Company
- The latest Prospectus and Offering Supplements for all Sub-Funds
- Key Investor Information Document
- Custody Agreement
- Administration Agreement
- Investment Management Agreement
- Investment Services Act, Chapter 370 of the Laws of Malta
- The latest Annual and Half Yearly report of the Company (if available)
- Company policies (including Risk Management Policy and Remuneration Policy)



## DIRECTORY

<b>Directors of the Company</b>	Matthew Brittain Vincent David-Robin Etienne Borg Cardona
<b>Registered Office</b>	Suite W305, The Hub Workspace, Triq Sant Andrija, San Gwann SGN 1612, Malta
<b>Company Secretary</b>	Jairo Andres Villamil Pena
<b>Investment Committee</b>	Matthew Brittain James Hindmarch Richard Thomson Wight Vincent David-Robin James Ward
<b>Investment Manager</b>	<b>Absolute Return Investment Advisers (ARIA) Limited</b> Building 2, Ground Floor, Business Park, Guildford GU2 8XG, United Kingdom
<b>Custodian</b>	<b>Swissquote Financial Services (Malta) Ltd</b> Palazzo Spinola 46, St. Christopher's Street Valletta VLT1464, Malta
<b>Administrator</b>	<b>Fexserv Fund Services Limited</b> Nu Bis Centre, Mosta Road, Lija LJA 9012, Malta
<b>Auditors</b>	<b>Deloitte</b> Deloitte Place, Mriehel Bypass, Mriehel, Birkirkara, BKR 3000 Malta
<b>Legal Advisors</b>	<b>Camilleri Preziosi</b> Level 3, Valletta Buildings, South Street, Valletta, VLT 1103, Malta
<b>Promoter</b>	<b>ARIA Fund Distribution Services Ltd</b> 74a Station Road East, Oxted, England, RH8 0PG