

German Assisted Living Real Estate RAIF V.C.I.C. Plc

Registered under the Laws of Cyprus with Registration Number

HE 427745

PROSPECTUS

Registered with the Cyprus Securities and Exchange Commission with Registration Number

RAIF103

Addressed to Professional and/or Well-Informed Investors

THIS REGISTERED ALTERNATIVE INVESTMENT FUND IS ESTABLISHED IN THE REPUBLIC OF CYPRUS AND IS REGISTERED WITH THE CYPRUS SECURITIES AND EXCHANGE COMMISSION SINCE THE 14TH OF MARCH 2022. IT IS EXCLUSIVELY ADDRESSED TO PROFESSIONAL AND/OR WELL-INFORMED INVESTORS. THE PROTECTION MEASURES FOR RETAIL INVESTORS DO NOT APPLY. IT IS NOTED THAT THIS REGISTERED ALTERNATIVE INVESTMENT FUND ENTAILS SIGNIFICANT RISKS AS IT IS NOT SUBJECT TO DIVERSIFICATION RULES AND INVESTMENT LIMITS. THIS REGISTERED ALTERNATIVE INVESTMENT FUND ACCEPTS AN UNLIMITED NUMBER OF SHAREHOLDERS.

THIS REGISTERED ALTERNATIVE INVESTMENT FUND HAS NOT RECEIVED AUTHORISATION BY THE CYPRUS SECURITIES AND EXCHANGE COMMISSION. THE REGISTRATION OF THIS REGISTERED ALTERNATIVE INVESTMENT FUND WITH THE CYPRUS SECURITIES AND EXCHANGE COMMISSION AND ITS ADMISSION TO THE CYPRUS SECURITIES AND EXCHANGE COMMISSION'S REGISTER OF REGISTERED ALTERNATIVE INVESTMENT FUNDS IS NOT EQUIVALENT TO A DECISION FOR AUTHORISATION TAKEN BY THE CYPRUS SECURITIES AND EXCHANGE COMMISSION.

EUROBANK CYPRUS LTD HAS BEEN APPOINTED TO ACT AS THE DEPOSITARY OF THE REGISTERED ALTERNATIVE INVESTMENT FUND ACCORDING TO ARTICLE 135(5) OF THE ALTERNATIVE INVESTMENT FUNDS LAW 124(I)/2018, AS MAY BE AMENDED FROM TIME TO TIME.

Dated June 2023

VERSION CONTROL

Version No:	Date:	Comments:
1	03/2022	Initial Prospectus and one (1) accompanying Offering Supplement.
2	06/2023	Revised Prospectus and one (1) accompanying Offering Supplement, incorporating change of depositary

This Prospectus contains important information about **German Assisted Living Real Estate RAIF V.C.I.C. Plc** and should be read carefully before investing. If you are in any doubt about the contents of this Prospectus, you should consult your bank manager, solicitor, accountant or an independent financial advisor.

Wealth Fund Services Limited, being the appointed External Manager of **German Assisted Living Real Estate RAIF V.C.I.C. Plc**, accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors of **Wealth Fund Services Limited** (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is, to the best of their knowledge and belief, in accordance with the facts available to them as of the time of issue of this Prospectus.

IMPORTANT INFORMATION

THE COMPANY

GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC (THE “COMPANY”) WAS INCORPORATED UNDER THE COMPANIES LAW, CAP. 113, AS AMENDED, ON THE 10TH OF NOVEMBER 2021, WITH REGISTRATION NUMBER HE HE 427745 AND IS REGISTERED WITH THE CYPRUS SECURITIES AND EXCHANGE COMMISSION (THE “CYSEC”) AS A REGISTERED ALTERNATIVE INVESTMENT FUND (THE “RAIF”) IN THE FORM OF A PUBLIC COMPANY LIMITED BY SHARES AS AN OPEN-ENDED INVESTMENT COMPANY OF VARIABLE CAPITAL AS PROVIDED FOR IN PART VIII OF THE ALTERNATIVE INVESTMENT FUNDS LAW 124(I)/2018 AS AMENDED FROM TIME TO TIME (THE “AIF LAW”).

THE COMPANY IS EXTERNALLY MANAGED BY **WEALTH FUND SERVICES LIMITED** (THE “EXTERNAL MANAGER”). THE EXTERNAL MANAGER IS RESPONSIBLE FOR MANAGING THE COMPANY’S PORTFOLIO AND CARRYING OUT ALL RELATED TRANSACTIONS FOR THE BENEFIT OF INVESTORS. THE EXTERNAL MANAGER IS AUTHORISED BY CYSEC AS A MANAGEMENT COMPANY UNDER THE PROVISIONS OF THE UNDERTAKINGS FOR COLLECTIVE INVESTMENTS LAW 78(I)/2012 AND THE ALTERNATIVE INVESTMENT FUND MANAGERS LAW 56(I)/2013 AS AMENDED FROM TIME TO TIME (THE “AIFM LAW”), AND IT IS REGULATED TO THIS END BY CYSEC UNDER LICENSE NUMBER MC UCITS 6/78/2012.

THE COMPANY IS STRUCTURED AS AN UMBRELLA SCHEME AND CAN CREATE AND OPERATE WITH MORE THAN ONE INVESTMENT COMPARTMENTS (EACH THE “COMPARTMENT”, TOGETHER THE “COMPARTMENTS”) SUBJECT TO THE PRIOR NOTIFICATION MADE BY THE EXTERNAL MANAGER TO CYSEC. COMPARTMENTS MAY BE ESTABLISHED AS OPEN-ENDED WITH OR WITHOUT LIMITED LIQUIDITY ARRANGEMENTS, AS SPECIFIED IN THE RELEVANT OFFERING SUPPLEMENT. A COMPARTMENT MAY ISSUE MORE THAN ONE CLASS OF INVESTMENT SHARES ALLOCATED TO IT. EACH CLASS OF INVESTMENT SHARES MAY HAVE DIFFERENT RIGHTS.

THE COMPANY ACCEPTS AN UNLIMITED NUMBER OF SHAREHOLDERS.

PROSPECTIVE INVESTORS MUST ALSO BE AWARE OF THE FACT THAT EVEN THOUGH THE AIF LAW REFERS TO SEGREGATION BETWEEN COMPARTMENTS, THE AIF LAW IS STILL SUBJECT TO INTERPRETATION BY THE JUDICIAL AUTHORITIES AND NO ASSURANCE CAN BE MADE THAT COMPARTMENT SEGREGATION CAN BE ACHIEVED IN CASE OF LIQUIDATION OF ANY COMPARTMENT, OR DISTRIBUTION OF PROFITS WITH RESPECT TO EACH COMPARTMENT OR OTHERWISE.

THERE IS NO PUBLIC MARKET FOR THE INVESTMENT SHARES, AND NO GUARANTEE THAT SUCH MARKET MAY DEVELOP IN THE FUTURE. THE COMPANY DOES NOT HAVE THE POWER TO ISSUE BEARER SHARES.

THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION (TOGETHER THE “MEMORANDUM AND ARTICLES”), THE LATEST ANNUAL REPORT, IF PUBLISHED, THE LATEST HALF-YEARLY REPORT, IF PUBLISHED AFTER THE LATEST ANNUAL REPORT, THE LATEST KEY INFORMATION DOCUMENT (REQUIRED ONLY FOR WELL-INFORMED INVESTORS) THE INFORMATION ON THE LATEST NAV PER SHARE AND THE HISTORIC PERFORMANCE (IF ANY) OF A COMPARTMENT MAY BE OBTAINED BY PROSPECTIVE INVESTORS OR EXISTING INVESTMENT SHAREHOLDERS EITHER THROUGH A DURABLE MEDIUM OR FROM THE OFFICE OF THE EXTERNAL MANAGER, AT **FLAT 305, 12- 14 KENNEDY, CY-1087, NICOSIA, CYPRUS**, UPON REQUEST FROM THE DIRECTORS OF THE EXTERNAL MANAGER, OR FROM ANY OTHER PERSONS

AUTHORISED TO REPRESENT THE EXTERNAL MANAGER AND/OR THE COMPANY AND SHALL BE DEEMED TO FORM PART OF THIS PROSPECTUS.

THIS PROSPECTUS

THIS PROSPECTUS HAS BEEN PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE AIF LAW THE AIFM LAW AND THE RELEVANT DIRECTIVES ISSUED BY CYSEC. THIS PROSPECTUS CONTAINS INFORMATION RELATING TO THE COMPANY FOR THE PURPOSE OF GIVING INFORMATION TO SELECTED PROSPECTIVE INVESTORS QUALIFYING AS PROFESSIONAL AND/OR WELL-INFORMED INVESTORS TO WHOM IT IS ADDRESSED.

A SEPARATE OFFERING SUPPLEMENT (EACH THE "OFFERING SUPPLEMENT", TOGETHER THE "OFFERING SUPPLEMENTS") TO THIS PROSPECTUS WILL BE ISSUED IN RESPECT TO EACH COMPARTMENT AND THE TERMS AND CONDITIONS APPLICABLE TO EACH COMPARTMENT WILL BE THOSE SET OUT IN THIS PROSPECTUS AND THE RELEVANT OFFERING SUPPLEMENT. TO THE EXTENT THAT THE TERMS AND CONDITIONS SET OUT IN ANY OFFERING SUPPLEMENT DIFFER FROM THOSE SET OUT IN THE PROSPECTUS, THE TERMS AND CONDITIONS SET OUT IN THE OFFERING SUPPLEMENT WILL PREVAIL FOR THAT PARTICULAR COMPARTMENT. THIS PROSPECTUS AND THE RELEVANT OFFERING SUPPLEMENTS SHOULD BE READ AND CONSTRUED AS ONE DOCUMENT.

THIS PROSPECTUS AND OFFERING SUPPLEMENTS CONTAIN FORWARD LOOKING STATEMENTS THAT RELATE TO THE COMPANY'S FINANCIAL CONDITION, OPERATIONS, BUSINESS PLAN, STRATEGIES, COMPETITIVE POSITION AND GROWTH OPPORTUNITIES AND THE FINANCIAL AND REGULATORY ENVIRONMENTS IN WHICH THE COMPANY'S COMPARTMENTS WILL OPERATE. THESE FORWARD LOOKING STATEMENTS ARE IDENTIFIABLE BY WORDS SUCH AS "ANTICIPATE", "ESTIMATE", "PROJECT", "PLAN", "INTEND", "EXPECT", "BELIEVE", "FORECAST" AND SIMILAR EXPRESSIONS, AND ARE FOUND THROUGHOUT THIS PROSPECTUS AND OFFERING SUPPLEMENTS. PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THESE STATEMENTS ARE ESTIMATES, REFLECTING ONLY AN ANTICIPATION AND SHOULD NOT PLACE RELIANCE ON ANY FORWARD LOOKING STATEMENTS. ACTUAL RESULTS AND EVENTS COULD DIFFER MATERIALLY FROM THOSE CONTEMPLATED BY THESE FORWARD LOOKING STATEMENTS AS A RESULT OF FACTORS SUCH AS THOSE DESCRIBED IN THE SECTION TITLED "RISK FACTORS" AND ELSEWHERE IN THIS PROSPECTUS AND OFFERING SUPPLEMENTS. NEITHER THE EXTERNAL MANAGER NOR THE COMPANY UNDERTAKE ANY OBLIGATION PUBLICLY TO UPDATE OR REVISE THE FORWARD LOOKING STATEMENTS CONTAINED IN THIS PROSPECTUS AND OFFERING SUPPLEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES OCCURRING AFTER THE DATE OF THIS PROSPECTUS OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

THIS PROSPECTUS AND OFFERING SUPPLEMENTS DO NOT PURPORT TO BE ALL INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING A COMPARTMENT. PROSPECTIVE INVESTORS SHOULD CONDUCT THEIR OWN INVESTIGATION AND ANALYSIS OF THE BUSINESS, DATA AND PROPERTY DESCRIBED HEREIN, AND SHOULD ALSO INFORM THEMSELVES ABOUT AND OBSERVE ANY LEGAL AND/OR REGULATORY REQUIREMENTS WHICH MAY BE APPLICABLE TO THEIR PROPOSED INVESTMENT IN, INVESTIGATION OR EVALUATION OF THE COMPANY OR ONE OF ITS COMPARTMENTS. ANY PERSON INTERESTED IN SUBSCRIBING TO INVESTMENT SHARES IS RECOMMENDED TO SEEK HIS/HER OWN LEGAL, REGULATORY, TAX, ACCOUNTING AND FINANCIAL ADVICE BEFORE INVESTING IN THE COMPANY.

NO ASSURANCES CAN BE GIVEN THAT EXISTING LAWS WILL NOT BE CHANGED OR INTERPRETED ADVERSELY. PROSPECTIVE INVESTORS MUST NOT CONSTRUE THIS PROSPECTUS OR ACCOMPANYING OFFERING SUPPLEMENTS AS LEGAL, TAX OR INVESTMENT ADVICE.

THE DIRECTORS OF THE EXTERNAL MANAGER HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS AND OFFERING

SUPPLEMENTS IS, TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, IN ACCORDANCE WITH THE FACTS AVAILABLE TO THEM AS OF THE TIME OF ISSUE OF THIS PROSPECTUS.

THIS PROSPECTUS AND OFFERING SUPPLEMENTS MAY ALSO BE TRANSLATED INTO OTHER LANGUAGES. ANY SUCH TRANSLATION SHALL ONLY CONTAIN THE SAME INFORMATION AND HAVE THE SAME MEANING AS THE ENGLISH LANGUAGE PROSPECTUS AND OFFERING SUPPLEMENTS. TO THE EXTENT THAT THERE IS ANY INCONSISTENCY BETWEEN THE ENGLISH LANGUAGE VERSION OF THE PROSPECTUS AND/OR ANY OF ITS OFFERING SUPPLEMENTS AND THE VERSION IN ANOTHER LANGUAGE, THE ENGLISH LANGUAGE VERSION WILL PREVAIL.

THIS PROSPECTUS AND ACCOMPANYING OFFERING SUPPLEMENTS, DO NOT CONSTITUTE A PROSPECTUS IN ACCORDANCE WITH THE PROVISIONS OF THE LAW 114 (I)/2005 PROVIDING FOR THE CONDITIONS FOR MAKING AN OFFER TO THE PUBLIC OF SECURITIES, ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC, AS AMENDED.

MARKET INFORMATION AND INDUSTRY STATISTICS

MARKET INFORMATION AND INDUSTRY STATISTICS USED THROUGHOUT THIS PROSPECTUS HAVE BEEN OBTAINED FROM INTERNAL SURVEYS, REPORTS AND STUDIES, AS WELL AS MARKET RESEARCH, PUBLICLY AVAILABLE INFORMATION AND INDUSTRY PUBLICATIONS.

IT IS BELIEVED THAT THE INFORMATION AND DATA IS ACCURATE IN ALL MATERIAL RESPECTS AND THE DIRECTORS OF THE EXTERNAL MANAGER HAVE RELIED UPON SUCH INFORMATION FOR THE PURPOSES OF THIS PROSPECTUS. INDUSTRY PUBLICATIONS GENERALLY STATE THAT THE INFORMATION THEY CONTAIN HAS BEEN OBTAINED FROM SOURCES BELIEVED TO BE RELIABLE, BUT THAT THE ACCURACY AND COMPLETENESS OF SUCH INFORMATION IS NOT GUARANTEED. SIMILARLY, WHILE THE DIRECTORS OF THE EXTERNAL MANAGER BELIEVE THEIR INTERNAL SURVEYS, ESTIMATES AND MARKET RESEARCH TO BE RELIABLE, THEY HAVE NOT INDEPENDENTLY VERIFIED THIS INFORMATION.

THE EXTERNAL MANAGER, THE COMPANY AND THE DIRECTORS OF THE EXTERNAL MANAGER AND OF THE COMPANY CANNOT ACCEPT LIABILITY FOR ANY LOSS SUFFERED IN CONSEQUENCE OF RELIANCE ON SUCH INFORMATION OR IN ANY OTHER MANNER, AND THE PROVISION OF SUCH INFORMATION DOES NOT OBIVATE ANY NEED TO MAKE APPROPRIATE FURTHER ENQUIRIES.

THE CYSEC

INVESTMENT SHAREHOLDERS ARE NOT PROTECTED BY ANY STATUTORY COMPENSATION ARRANGEMENTS IN THE EVENT OF THE COMPANY'S OR ANY OF ITS COMPARTMENTS DEFAULT. REGISTRATION OF THE RAIF IN THE CYSEC RAIF REGISTER DOES NOT CONSTITUTE A WARRANTY BY CYSEC AS TO THE CREDITWORTHINESS OR THE FINANCIAL STANDING OF THE VARIOUS FINANCIAL PARTIES OF THE RAIF. GIVEN THAT THE COMPANY IS ADDRESSED TO PROFESSIONAL AND/OR WELL-INFORMED INVESTORS, THE PROTECTION MEASURES PROVIDED FOR IN THE RELEVANT LEGISLATION TO RETAIL INVESTORS DO NOT APPLY.

ELIGIBLE PERSONS

IN ACCORDANCE WITH THE REQUIREMENTS OF THE AIF LAW, THE DISTRIBUTION AND SUBSCRIPTION (OR TRANSFER) OF INVESTMENT SHARES IS RESTRICTED SOLELY TO PERSONS WHO QUALIFY AS ELIGIBLE PERSONS. ELIGIBLE PERSONS INCLUDE **PROFESSIONAL INVESTORS** AND/OR **WELL-INFORMED INVESTORS** AS THESE TERMS ARE DEFINED UNDER THE SECTION TITLED "DEFINITIONS".

NO PERSONS SHALL BE ACCEPTED AS INVESTMENT SHAREHOLDERS IN THE COMPANY UNLESS THOSE PERSONS HAVE PROVIDED A WRITTEN CONFIRMATION THAT THEY ARE PROFESSIONAL

OR WELL-INFORMED INVESTORS WITHIN THE MEANING OF THE AIF LAW, THAT THEY COMPREHEND AND ACCEPT THE PROVISIONS OF THE PROSPECTUS AND MEMORANDUM AND ARTICLES, AND THAT THEY HAVE RECEIVED, UNDERSTOOD, AND ACCEPTED THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE COMPARTMENT(S) OF THE COMPANY TO WHICH THEY INTEND TO INVEST.

PROSPECTIVE INVESTORS SHOULD NOTE THAT SOME COMPARTMENTS OR CLASSES OF INVESTMENT SHARES MAY NOT BE AVAILABLE TO ALL INVESTORS AND THAT ACQUISITION OF INVESTMENT SHARES IN THE COMPANY MAY NOT BE AVAILABLE TO ALL INTERESTED ELIGIBLE PERSONS. THE EXTERNAL MANAGER RETAINS THE RIGHT TO DENY OFFERING OF INVESTMENT SHARES TO INVESTORS IN ANY PARTICULAR JURISDICTION IN ORDER TO CONFORM TO THE LOCAL LAW, CUSTOMS, OR BUSINESS PRACTICE OR FOR ANTI-MONEY LAUNDERING, FISCAL, OR ANY OTHER REASONS. THE EXTERNAL MANAGER MAY FURTHER RESERVE ONE OR MORE CLASSES OF INVESTMENT SHARES FOR PROFESSIONAL INVESTORS ONLY AS SUCH TERM IS INTERPRETED BY THE CYSEC AND ANY APPLICABLE LAWS AND REGULATIONS FROM TIME TO TIME IN CYPRUS.

U.S. PERSONS

NONE OF THE INVESTMENT SHARES HAVE BEEN OR WILL BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "1933 ACT"), OR UNDER THE SECURITIES LAWS OF ANY STATE OR POLITICAL SUBDIVISION OF THE UNITED STATES OF AMERICA OR ANY OF ITS TERRITORIES, POSSESSIONS OR OTHER AREAS SUBJECT TO ITS JURISDICTION INCLUDING THE COMMONWEALTH OF PUERTO RICO (THE "UNITED STATES"). THE COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED, NOR UNDER ANY OTHER US FEDERAL LAWS.

INVESTMENT SHARES MAY NOT BE OFFERED, SOLD OR PLEDGED OR OTHERWISE TRANSFERRED DIRECTLY OR INDIRECTLY IN THE UNITED STATES OR FOR THE ACCOUNT OR BENEFIT OF ANY U.S. PERSON, AS DEFINED IN REGULATIONS OF THE 1933 ACT, EXCEPT PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT.

FOR THE PURPOSE OF THIS PROSPECTUS, THE TERM "UNITED STATES" MEANS THE UNITED STATES OF AMERICA, INCLUDING THE STATES THEREOF, BUT DOES NOT INCLUDE THE U.S. TERRITORIES. ANY REFERENCE TO A "STATE" OF THE UNITED STATES INCLUDES THE DISTRICT OF COLUMBIA.

A "U.S. PERSON" SHALL INCLUDE A U.S. CITIZEN OR RESIDENT INDIVIDUAL, A PARTNERSHIP OR CORPORATION ORGANIZED IN THE UNITED STATES OR UNDER THE LAWS OF THE UNITED STATES OR ANY STATE THEREOF, A TRUST IF (I) A COURT WITHIN THE UNITED STATES WOULD HAVE AUTHORITY UNDER APPLICABLE LAW TO RENDER ORDERS OR JUDGMENTS CONCERNING SUBSTANTIALLY ALL ISSUES REGARDING ADMINISTRATION OF THE TRUST, AND (II) ONE OR MORE U.S. PERSONS HAVE THE AUTHORITY TO CONTROL ALL SUBSTANTIAL DECISIONS OF THE TRUST, OR AN ESTATE OF A DECEDENT THAT IS A CITIZEN OR RESIDENT OF THE UNITED STATES. IF YOU ARE IN ANY DOUBT AS TO YOUR STATUS, YOU SHOULD CONSULT YOUR BANK MANAGER, SOLICITOR, ACCOUNTANT OR AN INDEPENDENT FINANCIAL ADVISOR.

RISK WARNING

INVESTMENT IN A COMPARTMENT OF THE COMPANY INVOLVES SPECIFIC RISKS, AND SUBSCRIPTION TO INVESTMENT SHARES SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN BEAR THE ECONOMIC RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD AND WHO CAN AFFORD A COMPLETE LOSS OF THEIR INVESTMENT.

THE VALUE OF INVESTMENT SHARES MAY EITHER INCREASE OR DECREASE, AND INVESTORS MAY NOT RECOVER THE AMOUNT INVESTED. CONSEQUENTLY, THERE IS A POTENTIAL RISK OF

THE LOSS OF THE ENTIRE AMOUNT OF THE VALUE OF AN INVESTOR'S INVESTMENT IN THE COMPANY.

DATA PROTECTION

CERTAIN PERSONAL DATA OF INVESTORS (INCLUDING, BUT NOT LIMITED TO, THE NAME, ADDRESS AND SUBSCRIPTION AMOUNT) MAY BE COLLECTED, RECORDED, STORED, ADAPTED, TRANSFERRED OR OTHERWISE PROCESSED AND USED BY THE EXTERNAL MANAGER, THE COMPANY AND CERTAIN SERVICE PROVIDERS SUCH AS THE FUND ADMINISTRATOR. IN PARTICULAR, SUCH DATA MAY BE PROCESSED FOR THE PURPOSES OF MANAGEMENT AND ADMINISTRATION OF INVESTORS' PERSONAL INFORMATION AND DOCUMENTATION, ANTI-MONEY LAUNDERING AND TERRORISM FINANCING IDENTIFICATION, MAINTAINING THE REGISTER, PROCESSING SUBSCRIPTION APPLICATIONS, REDEMPTION AND TRANSFER REQUESTS, PLEDGES AND PAYMENTS OF DISTRIBUTIONS, COMPLYING WITH LEGAL AND REGULATORY OBLIGATIONS AND FOR THE PROVISION OF OTHER INVESTOR-RELATED SERVICES. SUCH INFORMATION SHALL NOT BE PASSED ON TO ANY UNAUTHORISED THIRD PERSONS.

THE EXTERNAL MANAGER, THE COMPANY AND/OR CERTAIN SERVICE PROVIDERS, SUCH AS THE FUND ADMINISTRATOR, MAY BE REGARDED AS DATA PROCESSORS AND/OR CONTROLLERS AND THE TRANSMISSION OF CERTAIN INFORMATION TO THE EXTERNAL MANAGER, THE COMPANY AND/OR THE SERVICE PROVIDERS BY PROSPECTIVE INVESTORS AND EXISTING INVESTMENT SHAREHOLDERS (AS DATA SUBJECTS, TO THE EXTENT APPLICABLE) MAY BE CONSIDERED AS PERSONAL DATA IN ACCORDANCE WITH THE APPLICABLE LEGISLATION (INCLUDING: (I) REGULATION (EU) 2016/679 ON THE PROTECTION OF NATURAL PERSONS WITH REGARD TO THE PROCESSING OF PERSONAL DATA AND ON THE FREE MOVEMENT OF SUCH DATA; (II) THE PROTECTION OF NATURAL PERSONS REGARDING THE PROCESSING OF THEIR PERSONAL DATA AND THE FREE MOVEMENT OF SUCH DATA LAW 125(I)/2018, TO THE EXTENT AMENDED; AND (III) ANY CySEC DIRECTIVES AND CIRCULARS ISSUED FROM TIME TO TIME), RESPECTIVELY.

DATA SUBJECTS HAVE VARIOUS RIGHTS IN RESPECT OF PERSONAL DATA HELD BY THE EXTERNAL MANAGER, THE COMPANY AND CERTAIN SERVICE PROVIDERS, SUCH AS THE FUND ADMINISTRATOR, IN ACCORDANCE WITH THE APPLICABLE LEGISLATION. SUCH RIGHTS INCLUDE THE RIGHT TO BE INFORMED ABOUT THEIR PERSONAL DATA, THE RIGHT TO ACCESS THEIR PERSONAL DATA, THE RIGHT TO RECTIFY ANY INACCURATE PERSONAL DATA AND THE RIGHT TO REQUEST THE ERASURE OF SUCH PERSONAL DATA.

BY SUBSCRIBING TO INVESTMENT SHARES, INVESTORS CONSENT TO SUCH PROCESSING OF THEIR PERSONAL DATA. SUCH CONSENT IS FORMALISED IN WRITING IN THE SECTION TITLED "REPRESENTATION AND WARRANTIES" OF THE SUBSCRIPTION APPLICATION PACKAGE.

EU'S SUSTAINABLE FINANCE DISCLOSURE REGULATION

REGULATION (EU) 2019/2088 OF 27 NOVEMBER 2019 ON SUSTAINABILITY-RELATED DISCLOSURES IN THE FINANCIAL SERVICES SECTOR, AS AMENDED (THE "DISCLOSURE REGULATION") GOVERNS THE TRANSPARENCY REQUIREMENTS REGARDING THE INTEGRATION OF SUSTAINABILITY RISKS INTO INVESTMENT DECISIONS, THE CONSIDERATION OF ADVERSE SUSTAINABILITY IMPACTS AND THE DISCLOSURE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) AND SUSTAINABILITY-RELATED INFORMATION.

IT IS CLARIFIED THAT AT THIS STAGE NO SUSTAINABILITY RISKS HAVE BEEN INCORPORATED INTO INVESTMENT DECISIONS, NOR HAVE NEGATIVE IMPACTS ON VIABILITY BEEN TAKEN INTO ACCOUNT AND / OR ENVIRONMENTAL AND SOCIAL INFORMATION AS WELL AS INFORMATION RELATED TO THE COMPANY'S GOVERNANCE AND VIABILITY HAVE BEEN DISCLOSED AS DESCRIBED IN THE DISCLOSURE REGULATION.

FURTHERMORE, INVESTMENT DECISIONS WITHIN THE COMPANY DO NOT TAKE INTO ACCOUNT THE EU TAXONOMY CRITERIA UNDER THE EU TAXONOMY REGULATION 2020/852 FOR ENVIRONMENTALLY SUSTAINABLE ECONOMIC ACTIVITIES.

IF, IN THE FUTURE, IT IS DECIDED THAT SUSTAINABILITY CONSIDERATIONS UNDER THE DISCLOSURE REGULATION IN THE RESEARCH, ANALYSIS AND INVESTMENT DECISION-MAKING PROCESSES NEED TO BE INTEGRATED, THIS OFFERING MEMORANDUM WILL BE UPDATED ACCORDINGLY.

RESTRICTIONS ON SOLICITATIONS

THIS PROSPECTUS AND ACCOMPANYING OFFERING SUPPLEMENTS ARE ISSUED ON A CONFIDENTIAL BASIS FOR THE SOLE PURPOSE OF PROVIDING INFORMATION ABOUT AN INVESTMENT IN THE COMPARTMENTS OF THE COMPANY.

THIS PROSPECTUS AND OFFERING SUPPLEMENTS DO NOT CONSTITUTE AN OFFER TO SELL TO, OR A SOLICITATION OF AN OFFER TO SUBSCRIBE, FROM ANYONE IN ANY COUNTRY OR JURISDICTION (I) IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORISED, (II) IN WHICH ANY PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO OR (III) IN WHICH ANY SUCH OFFER OR SOLICITATION WOULD OTHERWISE BE UNLAWFUL.

THE DISTRIBUTION OF THIS PROSPECTUS AND ACCOMPANYING OFFERING SUPPLEMENTS AND THE OFFERING OF INVESTMENT SHARES MAY BE RESTRICTED IN CERTAIN JURISDICTIONS. PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS COMES ARE REQUIRED TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS. THIS PROSPECTUS AND OFFERING SUPPLEMENTS DO NOT CONSTITUTE AN OFFER TO ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER IS NOT LAWFUL OR AUTHORISED, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER.

THIS PROSPECTUS AND ANY OF ITS OFFERING SUPPLEMENTS SHOULD NOT BE DISTRIBUTED, PUBLISHED OR REPRODUCED, IN WHOLE OR IN PART, NOR SHOULD THEIR CONTENTS BE DISCLOSED TO ANY OTHER PERSON.

INVESTOR RESPONSIBILITY

PROSPECTIVE INVESTORS SHOULD REVIEW THIS PROSPECTUS AND ACCOMPANYING OFFERING SUPPLEMENTS CAREFULLY AND IN ITS ENTIRETY AND CONSULT WITH THEIR LEGAL, TAX AND FINANCIAL ADVISERS IN RELATION TO (I) THE LEGAL AND REGULATORY REQUIREMENTS WITHIN THEIR OWN COUNTRIES FOR THE SUBSCRIPTION, TRANSFER, CONVERSION OR REDEMPTION OF INVESTMENT SHARES; (II) ANY FOREIGN EXCHANGE RESTRICTIONS TO WHICH THEY ARE SUBJECT IN THEIR OWN COUNTRIES IN RELATION TO THE SUBSCRIPTION, TRANSFER, CONVERSION OR REDEMPTION OF INVESTMENT SHARES; (III) THE LEGAL, TAX, FINANCIAL OR OTHER CONSEQUENCES OF SUBSCRIBING FOR, TRANSFERRING, CONVERTING OR REDEEMING INVESTMENT SHARES; AND (IV) ANY OTHER CONSEQUENCES OF SUCH ACTIVITIES.

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DEFINITIONS

In this Prospectus and accompanying Offering Supplement the following words and expressions shall have the following meanings attributed to them below:

- “Accumulating Investment Shares”** : Investment Shares in the Company which do not pay a Distribution to their holders.
- “Administration Agreement”** : Any agreement for the time being subsisting between the Company, the External Manager and the Fund Administrator and relating to the partial or complete delegation of administrative duties to the latter.
- “Administration Fee”** : The fee payable to the Fund Administrator by the Company on behalf of a Compartment for the provision of services to that Compartment, as these are described in the Administration Agreement.
- “Affiliate”** : In relation to any individual, firm, company, corporation, government, state or agency of a state or any association, trust, joint venture, consortium or partnership (with or without separate legal personality), a Subsidiary of such an entity or a holding company of such an entity or any other Subsidiary of that holding company.
- “AIF” or “Alternative Investment Fund”** : Any collective investment undertaking, including Compartments thereof, which, collectively (a) raises capital from a number of Investors, with a view to investing it in accordance with a defined investment policy for the benefit of those Investors; and (b) does not require authorisation pursuant to section 9 of the Open-ended Undertakings for Collective Investments Law 78(I)/2012, as amended, or pursuant to the legislation of another EU Member State which harmonises article 5 of the Directive 2009/65/EU into domestic legislation.
- “AIF Law”** : The Alternative Investment Funds Law 124(I)/2018 and any law substituting or amending the same, from time to time.
- “AIFM”** : Any legal person whose regular business is managing one or more AIFs in accordance with the authorisation provided to it under the provisions of the AIFM Law.
- “AIFM Law”** : The Alternative Investment Fund Managers Law 56(I)/2013 and any law substituting or amending the same, from time to time.
- “AIFMD”** : The Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EU and 2009/65/EC and Regulations (EC) No 1060/2009 (EU) No 2010.
- “Anti-Money Laundering [AML]”** : Anti-money laundering and counter financing of terrorism.

- “Articles”** : The Company’s Articles of Association which are submitted with the Registrar of Companies in the English language only.
- “Auditor”** : A Legal Person or any other entity, regardless of its legal form, that:
- a) holds a professional license in accordance with the provisions of the Law 53(I)/2017, as amended; or
 - b) holds a license by the competent authority of a Member State, other than Cyprus, permitting such person to carry out statutory audits.
- “Base Currency”** : In relation to the Company: the currency that will be determined by the application of IFRS and applicable on every reporting date. The functional and presentation currency will be determined based on the applicable criteria of the reporting framework. For example, when the aggregated financial statements contain Compartments with different functional currencies, the results and financial position of the Company (aggregation) are expressed in a common currency so that financial statements may be presented;
- In relation to a Compartment: the currency in which the Compartment is denominated, and is the currency on the basis of which the Net Asset Value of the Compartment is calculated and follows the applicable at the reporting date IFRS;
- In relation to a Class: the currency in which a Class of Investment Shares of a particular Compartment is denominated and is the currency on the basis of which the Subscription and Redemption Price Per Investment Share of a Class is calculated. If such currency denomination is different than the Base Currency of the Compartment, then it shall be converted at the Prevailing Exchange Rate for reporting purposes as per the provisions of the applicable at the reporting date IFRS.
- “Business Day”** : A day on which banks in Cyprus are open for business to the public.
- “Class of Investment Shares or Classes of Investment Shares or Class or Classes:”** : Such Class or Classes of Investment Shares in a Compartment of the Company with different rights or features attached to them, as these are specified in this Prospectus and/or relevant Offering Supplement and the Articles.
- “Closing Day”** : The last Business Day of the Initial Offering Period in respect of a particular Compartment.
- “Companies Law”** : The Companies Law, Cap. 113 and any law substituting or amending the same, from time to time.
- “Company”** : The Investment Company, **GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC**, incorporated under the Companies Law on the 10th of November 2021 with registration number HE 427745 and registered with CySEC as a RAIF with registration number RAIF103 in the form of a public company limited by shares as an Open-Ended Investment Company of Variable Capital as provided for in Part VIII of the AIF Law.

- “Compartment”** : An independent Compartment (or as defined by the AIF Law, the “Investment Compartment”) comprising of one or more Classes of Investment Shares to which assets and liabilities are allocated, which are distinct from other assets and liabilities allocated to other Compartments of the Company, and which may pursue investment objectives and adhere to investment policies different from those of the other Compartments of the Company, and which is established from time to time with the prior notification to CySEC. A separate Offering Supplement (each the “Offering Supplement”) to this Prospectus will be issued in respect of each Compartment.
- "Compulsory Purchase"** : The power of government under the law to acquire private rights in land without the willing consent of its owner or occupant in order to benefit society. This power is often necessary for social and economic development and the protection of the natural environment. Compulsory purchase requires finding the balance between the public need for land on the one hand, and the provision of land tenure security and the protection of private property rights on the other hand.
- "Conversion"** : The process by which Investment Shareholders may convert all or part of their Investment Shares into the corresponding amount of Investment Shares in another Class or other Classes of Investment Shares within the same or other Compartment or Compartments, as further elaborated in the Prospectus and/or relevant Offering Supplement and the Articles.
- "Cyprus" or “Republic” or “Republic of Cyprus”** : The Republic of Cyprus.
- “CySEC”** : The Cyprus Securities and Exchange Commission, the legal entity of public law which is established and which operates in pursuant of the Cyprus Securities and Exchange Commission Law 73(I)/2009, as amended, being the competent regulatory authority for including, but not limited, to AIFMs in Cyprus and the competent authority responsible for holding the CySEC RAIF Register.
- “CySEC Directives”** : The directives issued by CySEC in exercise of its powers under the provisions of the AIF Law and any other law conferring such powers, as published in the official gazette of the Republic of Cyprus.
- “CySEC RAIF Register”** : The special register maintained and monitored by CySEC in which the names and particulars of RAIFs are inserted for the purposes of registration of the RAIFs established in the Republic pursuant to section 138 of the AIF Law.
- “Dealing Day”** : In relation to a Compartment, the day on which the Directors of the Company have resolved to proceed with the issuance of Investment Shares in relation to an application for Subscription and/or have resolved the cancellation of Investment Shares following a request for Redemption of Investment Shares.

- “Depositary”** : Any Legal Person as may be appointed to act as the Depositary of the Company in accordance with section 135(5) of the AIF Law, which is entrusted with the envisaged duties of the depositary in Article 24 of the AIFM Law.
- “Depositary Agreement”** : Any agreement for the time being subsisting between the Company, the External Manager and the Depositary which relates to the appointment and duties of the Depositary.
- “Depositary Fee”** : The fee payable to the Depositary by the Company on behalf of a Compartment for the provision of services to that Compartment, as these are described in the Depositary Agreement.
- “Director of the Company”** : A person appointed to hold the office of a director of the Company. The Directors of the Company shall hereafter be referred to collectively as the “Directors of the Company” and / or as the “Board of Directors of the Company”.
- “Director of the External Manager”** : A person appointed to hold the office of a director of the External Manager and who is assigned to perform a management or supervisory function. The Directors of the External Manager shall hereafter be referred to collectively as the “Directors of the External Manager” and/or as the “Board of Directors of the External Manager”.
- “Distributing Investment Shares”** : Investment Shares in the Company which pay Distributions at specific period of time and subject to the terms of the Distribution policy specified for each Compartment and each Class of Investment Share in the relevant Offering Supplement.
- “Distributions”** : The payments by the Company to the holders of Distributing Investment Shares, excluding the payments which relate to the Redemption of Investment Shares and including, without limitation, distributions paid out of profits and distributions paid out of proceeds.
- “Durable Medium”** : A letter or a fax or an email or any other way of making information available.
- “Duties and Charges”** : All stamp duties, taxes, governmental charges, levies, exchange costs and commissions, transfer fees and expenses, fees and expenses that relate to the Liquidation of a Compartment or of the Company, agents’ fees, commissions, bank charges, registration fees and other duties and charges, whether payable in respect of the constitution, increase or reduction of all of the cash and other assets of the Company or the creation, acquisition, issue, Subscription, exchange, Conversion, exchange, purchase, holding, Redemption, sale or Transfer of Investment Shares or purchase, acquisition, sale or disposal of investments by or on behalf of the Company’s Compartments or otherwise which may have become or will become payable in respect of or prior to or upon the occasion of any transaction, dealing or valuation including

Redemption Fee and Subscription Fee (if any) payable on the Redemption and Subscription of Investment Shares, respectively.

- “ECB”** : The European Central Bank.
- “Eligible Person”** : Any Natural or Legal Person or any other legal entity, regardless of its legal form, that qualifies as a Professional or Well-Informed Investor within the meaning of the AIF Law and is a resident in a jurisdiction where the offering of Investment Shares is not restricted.
- “Entry Cut-Off”** : The applicable time and/or Business Day prior to a Valuation Day or such other time as the External Manager may determine for an individual Compartment or Class by which Investors shall be able to submit an application for Subscription of Investment Shares as may be specified in the relevant Offering Supplement with respect to a Compartment.
- “ESMA Remuneration Guidelines”** : The Guidelines on sound remuneration policies under the AIFMD (ESMA/2016/579).
- “EU”** : The European Union, a political and economic union of countries located primarily in Europe.
- “EUR”** : The currency used by the institutions of the European Union and the official currency of the Eurozone.
- “Exit Cut-Off”** : The applicable time and/or Business Day prior to a Valuation Day or such other time as the External Manager may determine for an individual Compartment or Class by which Investment Shareholders shall be able to submit an application for Redemption of Investment Shares as may be specified in the relevant Offering Supplement with respect to a Compartment.
- “External Manager”** : Any Legal Person as may be appointed to act as the External Manager of the Company in accordance with section 135(1) of the AIF Law and subject to the terms and conditions of the Management Agreement and the provisions of the Articles.
- “Financial Year”** : The accounting period of the Company ending on 31st December of each year.
- “Force Majeure”** : Any cause preventing a party from performing any or all of its obligations, which arises from or is attributable to acts, events, omissions or accidents beyond the reasonable control of the party so prevented including without limitation an act of God, war, global pandemic, riot, civil commotion, malicious damage, compliance with any law or governmental order, rule, regulation or direction, accident, fire, flood or storm.
- “Fund Administrator”** : Any Legal Person or other legal entity regardless of its legal form, as may be appointed jointly by the Company and the External Manager to undertake part of, or the whole scope of the administration duties relating to the Company and its Compartments.

- “Gross Asset Value [GAV]”** : The value of the assets of a Compartment less liabilities allocated to it, before the calculation or provision for any Management Fee and/or Performance Fee and/or any other fee calculated as a percentage, if applicable, and as calculated in accordance with the provisions of this Prospectus and/or relevant Offering Supplement and the provisions of the Articles.
- “Gross Redemption Price Per Investment Share”** : The price at which each of the Investment Shares shall be redeemed by the Company calculated in accordance with the provisions of this Prospectus and/or relevant Offering Supplement and the Articles, before the deduction of the Redemption Fee and/or any Duties and Charges.
- “Gross Subscription Price Per Investment Share”** : The price at which Investment Shares shall be offered, outside the Initial Offering Period, calculated in accordance with the provisions of this Prospectus and/or relevant Offering Supplement and the Articles, before the addition of the Subscription Fee and/or any Duties and Charges.
- “Identified Staff”** : The External Manager’s staff, including Senior Management, risk takers, control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as Senior Management and risk takers, whose professional activities have a material impact on the External Manager’s risk profile or the risk profiles of the Compartments of the Company and categories of staff of the entity(ies) to which portfolio management or risk management services have been delegated by the External Manager, whose professional activities have a material impact on the risk profiles of the Compartments of the Company.
- “IFRS”** : The International Financial Reporting Standards, for the time being in force as well as the relevant texts issued under the general supervision of the International Accounting Standards Board (IASB) and as these are adopted by the European Union in accordance with the provisions of Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards, as from time to time amended or substituted.
- “Income Tax Law”** : The Cyprus Income Tax Law 118(I) of 2002 and any law substituting or amending the same, from time to time.
- “Ineligible Person”** : Any Natural or Legal Person or any other person, regardless of its legal form, applying for Subscription of Investment Shares or an Investment Shareholder who is ineligible to hold Investment Shares (i) for legal, tax, regulatory or any other reason, or (ii) due to not meeting the requirements of a Professional or Well-Informed Investor, or (iii) is determined by the External Manager, at its sole discretion, to be ineligible to be an Investment Shareholder.

- “Initial Offering Period” or “IOP”** : The period during which any Investment Shares of any Compartment may be offered for Subscription at the Initial Subscription Price as set out in this Prospectus and/or relevant Offering Supplement.
- “Initial Subscription Price”** : The initial fixed price determined by the External Manager and ratified by the Directors of the Company at which any Investment Shares of any Compartment may be offered for Subscription during the Initial Offering Period and adding thereto such sums as the External Manager may determine as an appropriate provision for Duties and Charges.
- “Investment Company”** : A variable or fixed capital investment company established in accordance with the provisions of the Companies Law and of the AIF Law.
- “Investment Shareholder(s)”** : The Natural or Legal Person(s) or any other legal entity regardless of its legal form who directly hold Investment Shares in any of the Compartments or Classes, where applicable, of the Company and whose names and number of Investment Shares recorded in the Register.
- “Investment Shares”** : The shares in the capital of the Company which may be issued from time to time with reference to a Compartment or Class with specific rights and characteristics. All references to Investment Shares shall be deemed to be Investment Shares (either designated as Accumulating Investment Shares or Distributing Investment Shares) of any or all Compartments or Classes as the context may require.
- “Investor”** : A Natural or Legal Person or any other legal entity, regardless of its legal form, investing in a Compartment of the Company either directly or indirectly.
- “Key Information Document [KID]”** : The informational document on a Compartment which is required to be provided to prospective Investors (other than Professional Investors, but including Well-Informed Investors) throughout Europe wishing to acquire Investment Shares in that Compartment pursuant to the provisions of Regulation (EU) No 1286/2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs), in good time before those retail Investors are bound by any contract or offer relating to Investment Shares in the Compartment.
- “Know Your Client [KYC]”** : The prescribed list of reliable and independent documentation required from prospective Investors and existing Investment Shareholders for identification and verification purposes.
- “Last Offering Day”** : The Business Day upon which one (1) calendar year from the date of a Compartment’s registration in the CySEC RAIF Register has come to pass.
- “Launch Day”** : The day on which a Compartment will commence its operations.

- “Legal Person”** : An entity, other than a Natural Person, created by law and recognized as a legal entity, having distinct identity, legal personality, duties and rights.
- “Leverage”** : Any method by which the External Manager/Company increases a Compartment’s financial exposure, whether through borrowing of cash or by any other means.
- “Limited Liquidity Arrangements”** : Liquidity arrangements or mechanisms applied to an Open-Ended Compartment, including but not limited to any applicable Lock-Up Periods, Minimum Holding Periods, Gate Provisions etc., with the aim to limit the Redemption rights of its Investment Shareholders.
- “Liquidation”** : The process during which the Company is wound up in accordance with the AIF Law, Part V of the Companies Law and the Articles.
- “Liquidation of a Compartment”** : The process during which a Compartment(s) is/are wound up and liquidated and its/their remaining assets are distributed in accordance with the Articles, the AIF Law and any relevant CySEC Directives.
- “Lock-Up Period”** : The period starting from the Launch Day of a Compartment or Class and ending at a specific date disclosed in the relevant Offering Supplement, if applicable, during which Investment Shareholders of a Compartment or Class are not entitled to a Redemption of Investment Shares.
- “Management Agreement”** : The contractual agreement between the Company and the External Manager by which the former appoints, pursuant to the provisions of the AIF Law and the AIFM Law, the latter to act as the External Manager of the Company and by which any powers or authority vested to the Board of Directors of the Company is delegated to the External Manager, so as for the latter to legally manage the Company’s activities.
- “Management Fee”** : The fee payable to the External Manager for the overall management services to be rendered to a Compartment, based on the terms described in the relevant Offering Supplement.
- “Management Shareholder(s)”** : The Natural Person(s) or Legal Person(s) or any other legal entity, regardless of its legal form, who directly hold the Management Shares of the Company and whose names and number of Management Shares are recorded in the Company’s Register.
- “Management Shares”** : The shares of the Company that are not entitled to participate in any Distributions and carry voting and other rights as set forth in the subsection entitled “Management Shares” of the section entitled “STRUCTURE” of this Prospectus.
- “Managing Body”** : The body which has the power to take internal decisions within the External Manager and is responsible for the performance of supervisory and or management functions and consists of the Board of Directors of the External Manager.

- “Memorandum”** : The Company’s Memorandum of Association which is submitted with the Registrar of Companies in the English language only.
- “Minimum Capital Raising”** : The minimum capital required to be raised by a Compartment in order to be able to commence its investment activities, as specified in the relevant Offering Supplement..
- “Minimum Initial Subscription Amount”** : The minimum Subscription amount or value that must be subscribed for by prospective Investors for an initial Subscription of Investment Shares to a Compartment or Class as specified in the relevant Offering Supplement.
- “Minimum Subsequent Subscription Amount”** : The minimum Subscription amount or value that must be subscribed for by any existing Investment Shareholders for a Subscription of additional Investment Shares to a Compartment or Class as specified in the relevant Offering Supplement.
- “Minimum Holding Period”** : The period during which an Investment Shareholder of a Compartment or Class is not entitled to a Redemption of Investment Shares, that applies from the Investment Shareholder’s acquisition of such Investment Shares, either through an initial or subsequent Subscription, Transfer or Conversion of Investment Shares and ends at a date specified in the relevant Offering Supplement, if applicable.
- “MOKAS”** : The Unit for Combating Money Laundering is the Financial Intelligence Unit (FIU) of Cyprus established as the national center for receiving, requesting, analyzing and disseminating disclosures of suspicious transactions reports and other relevant information concerning suspected money laundering and terrorist financing.
- “Natural Person”** : A physical person, other than a Legal Person.
- “Net Asset Value [NAV]”** : The value of the assets attributable to a Compartment less liabilities allocated to it, including the accrual or payable amount for Management Fee, Performance Fee and any other fee calculated as a percentage, if applicable, and as calculated in accordance with the provisions of this Prospectus and/or relevant Offering Supplement and the provisions of the Articles.
- “NAV per Share”** : The Net Asset Value of a Compartment divided by the number of Investment Shares in issue of that Compartment, calculated on the applicable Valuation Day.
- “Offering Supplement”** : Any Offering Supplement to the Prospectus of the Company that may be issued from time to time, forming an integral part hereto and which is to be read in conjunction hereto, outlining information in respect of a Compartment and its Class(es).
- “Open-Ended”** : A RAIF which allows for Redemptions of Investment Shares prior to the commencement of the process of Liquidation of a Compartment, directly or indirectly from its own assets and in accordance with the rules and frequency defined in its Articles, this Prospectus and any relevant Offering Supplement, subject to a

relevant request from any of its Investment Shareholders and to any Limited Liquidity Arrangements in place, if applicable.

- “Over the Counter” or “OTC”** : Any transaction, the negotiation and execution of which does not take place on a regulated market.
- “Performance Fee”** : The fee payable to the External Manager based on the appreciation of an Investment Share’s GAV, based on the terms described in the relevant Offering Supplement.
- “Portfolio”** : The portfolio of assets held by the Company on behalf of a Compartment, which is segregated from the portfolios of assets of any other Compartments of the Company.
- “Portfolio Management Delegation Agreement”** : A contractual agreement between the External Manager and an eligible third-party investment manager pursuant to which the former appoints the latter to perform the portfolio management service in respect of which the External Manager was originally appointed by the Company.
- “Prevailing Exchange Rate”** : The foreign exchange currency rate prevailing over the relevant Valuation Day and/or reporting period as quoted by ECB or any successor thereto or any other body, agency or service selected by the External Manager as an authorized information supplier for the purpose of displaying such rates.
- “Professional Investor”** : An Investor who is considered to be a professional client or may, on request, be treated as a professional client within the meaning of Second Appendix of the Investment Services and Activities and Regulated Markets Law 87(I)/2017 as amended. In general terms, a Professional Investor:
- (a) is considered to be the entity which is authorized or regulated to operate in the financial markets, including but not limited to entities authorized by an EU member state under the applicable European legislation. In addition, Professional Investors include but are not limited to large undertakings with prescribed net turnover and balance sheet totals, national and regional governments, public bodies that manage public debt, central banks, international and supranational institutions.
- (b) is upon request treated to be so if certain identification criteria are fulfilled and the prescribed procedure is followed as per the aforesaid Second Appendix.
- “Prospectus”** : The present Prospectus of the Company prepared in connection with the offering of Investment Shares and including, where the context so admits or requires, any Offering Supplement to the Prospectus produced in relation to any Compartment or otherwise, and as same may be modified or supplemented from time to time subject to the prior notification by CySEC. This Prospectus is not governed by the provisions of the Law 114(I)/2005 providing for the conditions for making an offer to the public of securities, on the prospectus to be published when securities are offered to the public, as amended.

- “RAIF” or “Registered Alternative Investment Fund”** : Any collective investment undertaking, including Compartments thereof, which, collectively (a) raises capital from a number of Investors, with a view to investing it in accordance with a defined investment policy for the benefit of those Investors; (b) does not require authorisation pursuant to section 9 of the Open-ended Undertakings for Collective Investments Law 78(I)/2012, as amended, or pursuant to the legislation of any other EU Member State which harmonises article 5 of the Directive 2009/65/EU into domestic legislation or pursuant to section 12 of the AIF Law; and (c) is registered in the CySEC RAIF Register and is permitted to operate as a RAIF pursuant to the provisions of Part VIII of the AIF Law.
- “Redemption”** : The process by which, either at the request of the Investment Shareholder or by means of compulsory Redemption by the External Manager, part or whole of the amount of the Investment Shares held by a specific Investment Shareholder in a Compartment are acquired back and consequently cancelled from the Register and such Investment Shareholder acquires cash or in-specie Redemption proceeds as consideration, as further outlined in this Prospectus and/or relevant Offering Supplement and the Articles.
- “Redemption Fee”** : Such amount or amounts payable on the Redemption of Investment Shares.
- “Redemption Price Per Investment Share”** : The price at which each Investment Share shall be redeemed by the Company calculated in accordance with the provisions of this Prospectus and/or relevant Offering Supplement and the Articles.
- “Register”** : The register kept by the External Manager, or the Fund Administrator as its delegate and under the supervision of the External Manager into which, amongst others, the names and the number of and the Class of Investment Shares and Management Shares held are entered.
- “Registered Office”** : The Company’s registered office, provided in Article 102 of the Companies Law.
- “Secretary”** : Any Legal or Natural Person appointed to perform the duties of the secretary.
- “Senior Management”** : Any natural person who effectively exercises one of the business activities of the External Manager, including the members of the executive Managing Body.
- “Shareholder(s)”** : The holder(s) of Management and/or Investment Shares in the Company.
- “Share(s)”** : The Investment Shares and the Management Shares of the Company issued from time to time.
- “Special Defence Contribution Law”** : The Special Contribution for the Defence of the Republic Law 117(I)/2002 and any law substituting or amending the same, from time to time.

- “Special Purpose Vehicle or SPV”** : A legal entity which is established as a Subsidiary of the Company to perform specific functions limited in scope or time and used for a number of purposes including, inter alia, the acquisition and/or financing of an investment.
- “Subscription”** : The process by which a prospective Investor acquires Investment Shares and consequently becomes an Investment Shareholder in the Company, or an existing Investment Shareholder acquires additional Investment Shares in the Company, as further elaborated in the Prospectus and/or relevant Offering Supplement and the Articles.
- “Subscription Fee”** : Any such amount or amounts payable by a prospective Investor or an existing Investment Shareholder to the Company for the issue of Investment Shares.
- “Subscription Price Per Investment Share”** : The price at which an Investment Share shall be offered, outside the Initial Offering Period, calculated in accordance with the provisions of the Articles and as further elaborated in this Prospectus and/or relevant Offering Supplement.
- “Subsidiary”** : Has the meaning attributed to this term in the Companies Law, or a corresponding law of another country, as applicable.
- “Target Market/s”** : The Target Markets of a Compartment as further detailed in this Prospectus and/or relevant Offering Supplement.
- “Technical Advisor”** : Any company that may be appointed through a contractual agreement to provide professional support and expert advice to the External Manager with regards to the German assisted living real estate projects, based on the terms and conditions as specified within the relevant contractual agreement.
- “Transfer”** : The process by which an Investment Shareholder (the “Transferor”) can transfer part or all of the Investment Shares registered in his/her/its name to either an existing Investment Shareholder other than the Transferor or to a prospective Investor, subject to the approval of the External Manager as further elaborated in the Prospectus and/or relevant Offering Supplement and the Articles.
- “UCITS”** : An undertaking the sole object of which is the collective investment in transferable securities and/or other liquid financial instruments as referred to in section 40 (1) of the Open-ended Undertakings for Collective Investments Law 78(I)/2012, as amended, of capital raised from the public, which operates on the principle of risk-spreading, and the units of which are, at the request of investors, redeemed or repurchased, directly or indirectly, out of this undertaking’s assets.
- “Unclassified Shares”** : The authorized share capital of the Company, not directly linked to a specific Compartment, and which may be subsequently issued as either unclassified Management Shares or classified Investment Shares allocated to any of the Compartments or to any other

Classes of Investment Shares which may be created from time to time.

- “U.S. Person”** : A U.S. citizen or resident individual, a partnership or corporation organized in the United States or under the laws of the United States or any state thereof, a trust if (i) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (ii) one or more U.S. persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States.
- “Valuation Day”** : A Business Day on which the Net Asset Value of a Compartment is determined and specified in this Prospectus and/or relevant Offering Supplement or any other day as shall be determined by the External Manager from time to time.
- “Valuer”** : Any recognized qualified valuers hired from time to time by the External Manager as required for the independent valuation of investments and other owned assets.
- “Variable Capital Investment Company”** : A company established in accordance with the Companies Law and operates as a Variable Capital Investment Company in accordance with section 2 of chapter 8 of Part II of the AIF Law.
- “Well-Informed Investor”** : Every Investor which is not a Professional Investor and fulfils the following conditions:
- (a) confirms in writing that
 - (i) he possess sufficient knowledge and experience in financial and business matters in order to be able to evaluate the benefits and risks associated with the planned investment in the Company’s Compartments and he is aware of the risks associated with the planned investments of the Company’s Compartments; or
 - (ii) his business activities are related with the management, acquisition or disposal of assets, either on his own account or on behalf of third parties, which are of the same type as the investments of the Compartment(s) he wishes to invest in; and
 - (b)
 - (i) his investment in a Compartment of the Company is at least equal to the minimum of EUR 125,000 (one hundred twenty five thousand euro) (or currency equivalent); or
 - (ii) he has been assessed as a well-informed investor by a credit institution, or by an AIFM or by a UCITS management company or by an investment firm or by a manager which is licensed in the Republic of Cyprus or in another EU member state for the management of AIFs whose assets under management do not exceed the thresholds laid down in article 4(2) of the AIFM Law or the

corresponding article 3 paragraph (2) of Directive 2011/61/EU, and the above mentioned assessment indicates that he possess sufficient knowledge and experience in financial and business issues to be able to evaluate the benefits and risks associated with the planned investments of the Company's Compartment(s) based on its (their) investment policy(ies); or

(iii) he is employed by any of the entities mentioned in subparagraph (ii) of paragraph (b) above and receive total remuneration that takes him into the same remuneration bracket as Natural Persons who effectively conduct one of the business activities of the entities mentioned in subparagraph (ii) of paragraph (b) or as the executive members of their government body who effectively conduct one of their business activities; whereas

(c) without prejudice to paragraphs (a) and (b), persons who direct the External Manager or they are assigned with portfolio management duties related with the Company.

**“Wholly Owned
Subsidiary”**

: A Subsidiary whose share capital is entirely owned by the holding company.

Unless the context otherwise requires:

- a. words importing the singular number shall include the plural number and vice versa; and
- b. words importing any gender shall be construed as importing any other gender; and
- c. words importing persons only shall include companies or associations or bodies of persons, whether corporate or not; and
- d. the word “may” shall be construed as permissive and the word “shall” shall be construed as imperative; and
- e. words and expressions defined in the Articles and not otherwise defined herein shall have the meaning ascribed to them in the Articles.

COMPANY DIRECTORY

COMPANY

GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC

3 Themistocli Dervi, Julia House, 1066 Nicosia, Cyprus

DIRECTORS OF THE COMPANY

1. Anton Tolmachev ~ Non - Executive Director
2. Aristodemos Michaelides~ Independent Non - Executive Director

EXTERNAL MANAGER

WEALTH FUND SERVICES LIMITED

Flat 305, 12-14 Kennedy, CY-1087, Nicosia, Cyprus

DEPOSITARY

EUROBANK CYPRUS LTD

28, Spyrou Kyprianou Avenue,1075 Nicosia, Cyprus

FUND ADMINISTRATOR

PRICEWATERHOUSECOOPERS FUND SERVICES LIMITED

3 Themistokli Dervi, Julia House, 1066, Nicosia, Cyprus

AUDITORS

PRICEWATERHOUSECOOPERS LIMITED

3 Themistokli Dervi, Julia House, 1066, Nicosia, Cyprus

LEGAL ADVISERS

S.A. EVANGELOU & CO LLC

3 Themistokli Dervi, Julia House, 1066, Nicosia, Cyprus

SECRETARY

CYPCOSECRETARIAL LIMITED

4 Pindou Street, Engomi, CY-2409, Nicosia, Cyprus

BANKERS

EUROBANK CYPRUS LTD

28, Spyrou Kyprianou Avenue,1075 Nicosia, Cyprus

THE COMPANY

COMPANY OVERVIEW

NAME OF THE COMPANY	GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC
REGISTERED OFFICE	3 THEMISTOCLI DERVI, JULIA HOUSE, 1066 NICOSIA, CYPRUS
DATE OF INCORPORATION	10/11/2021
REGISTRATION NUMBER	HE 427745
CYSEC REGISTRATION NUMBER	RAIF103
FUND STRUCTURE	OPEN-ENDED
LEGAL STRUCTURE	VARIABLE CAPITAL INVESTMENT COMPANY
TYPE OF AIF	RAIF
PREDOMINANT INVESTMENT STRATEGY	REAL ESTATE
TYPES OF INVESTORS	PROFESSIONAL & WELL-INFORMED
TYPE OF MANAGEMENT	EXTERNALLY MANAGED
SCHEME STRUCTURE	UMBRELLA SCHEME
NUMBER OF SHAREHOLDERS	UNLIMITED
LISTING STATUS	NOT LISTED
LIFE DURATION	UNLIMITED
FINANCIAL REPORTING	ANNUAL REPORT AS OF 31 ST OF DECEMBER HALF-YEARLY MANAGEMENT ACCOUNTS AS OF 30 TH OF JUNE

INCORPORATION AND REGISTRATION

GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC was incorporated under the Companies Law on the 10th of November 2021 with registration number HE 427745 and is registered with CySEC in the CySEC RAIF Register as a RAIF in the form of a public company limited by shares as an Open-Ended Investment Company of Variable Capital with more than one Compartments as provided for in Part VIII of the AIF Law.

The Company is structured as an umbrella scheme, meaning that it can issue different Classes of Investment Shares with one or more Classes representing a separate Compartment of the Company, the assets of which are segregated from the assets of other Compartments of the Company.

The Company is externally-managed by **WEALTH FUND SERVICES LIMITED**, pursuant to the provisions of section 135(1)(a) of the AIF Law. The External Manager provides collective management services to the Company under the terms of the Management Agreement. The External Manager enjoys discretionary powers over investment decisions, which are in line with each Compartment's investment policy, investment strategy and any restrictions in place.

EUROBANK CYRPUS LTD has been appointed to act as the Depositary of the Company.

The Company is incorporated for an indefinite term. Notwithstanding this, a Compartment may be established with different life duration than the Company, provided that the life duration of a Compartment is less or equal to the life duration of the Company. Compartments are established as Open-Ended with or without Limited Liquidity Arrangements, as this will be specified in the relevant Offering Supplement.

The Company accepts an unlimited number of Shareholders.

The Registered Office of the Company is at 3 Themistocli Dervi, Julia House, 1066 Nicosia, Cyprus.

BOARD OF DIRECTORS OF THE COMPANY

The Directors of the Company are responsible for challenging and assisting in the development of the overall business of the Company. The Directors of the Company have a supervisory role which serves to review the objectives, strategies and goals set by the External Manager, oversee the performance of the External Manager and provide appropriate advice during periodic board meetings.

The Board of Directors of the Company has assigned the investment management of the Company to the External Manager, Wealth Fund Services Limited, through a Management Agreement. The Board of Directors of the Company has the power and authority to take any action from time to time as it may deem to be necessary, appropriate, or convenient in connection with the management and conduct of the business and affairs of the Company.

MEMBERS OF THE BOARD

The Board of Directors of the Company is composed by two (2) Non-Executive Directors, two (2) of which is independent from the External Manager. The appointment of an independent Non-Executive Director within the corporate structure aims to assist in ensuring that the interests of all internal and external stakeholders, including the Investors, are considered.

The members of the Board of Directors of the Company, as at the date of this Prospectus, are listed below:

Mr Anton Tolmachev ~ Non - Executive Director

Mr Anton Tolmachev is the CEO of the ADN Investment Group, a group of real estate development companies that has been active on the German real estate market since 2008. Mr Tolmachev possesses vast experience in the real estate industry which has translated into the successful implementation of 12 projects with a total value of EUR 35 million in Berlin and Potsdam. Mr Tolmachev has led the activities of the Group for more than 10 years focusing lately on dealing with historical real estate, namely the reconstruction of its own buildings, which are considered architectural monuments, for the purpose of further rental. Mr Tolmachev has

graduated from the Dublin Business School in Dublin and has completed his Master of Arts (M.A.) International Management with specialisation Finance and Accounting in the Berlin School of Economics. Mr Tolmachev is a native Russian speaker and is fluent in both English and German.

Mr Aristodemos Michaelides ~ Independent Non - Executive Director

Mr Michaelides is a business consultant, author, keynote speaker, professor and trainer, with substantial international experience in general management, marketing, finance, mergers and change management. Mr Michaelides has more than thirty five years of international business experience in private and public organizations in CEO, general management, marketing and finance positions in the insurance, agricultural chemicals and development banking sectors (World Bank -Washington). He works in the areas of leadership, creativity, innovation, strategy and marketing and is the managing director of Performa Consulting. Mr Michaelides has taught as a visiting professor at the executive MBA programs of INSEAD (Fontainebleau), CK Graduate School of Business (Beijing), Jiaotang University (Shanghai), Royal Holloway University of London and the Cyprus International Institute of Management (CIIM). He served on numerous boards of directors in private companies and non-profit organizations in Cyprus, the US, Russia and Brazil, including the Board of Trustees of The Creative Education Foundation (US). Mr Michaelides published *The Art of Innovation - Integrating Creativity in Organizations*© (2007) and developed the Art of Innovation model in various forms, to help organizations and individuals achieve their full innovation potential. He is a graduate of the London School of Economics (B.Sc), London Business School (MBA), Sussex University (MA) and INSEAD (Leadership in Organizations).

As at the date of this Prospectus, no Director has:

- (i) Any unspent convictions in relation to indictable offences;
- (ii) Been bankrupt or the subject of an involuntary arrangement, or has had a receiver appointed to any asset of such Director;
- (iii) Been a partner of any partnership, which while he was a partner or within twelve months after he ceased to be partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset;
- (iv) Had any official public incrimination or sanctions issued against them by statutory or regulatory authorities (including recognised professional bodies);
- (v) Been disqualified by a court from acting as a director or from acting in the management or conduct of affairs of any company.

Changes in the composition of the Board of Directors of the Company shall be notified by the External Manager to CySEC. Procedures as to the appointment and removal of Directors of the Company are set out in the Articles. Upon replacement or dismissal or resignation of a Director of the Company, this Prospectus shall be updated accordingly.

THE SECRETARY

The Company Secretary is **CYPCOSECRETARIAL LIMITED**. The Secretary, amongst its other duties, prepares and distributes Board meeting notices to the Directors of the Company, unless such requirement is waived. The Secretary prepares the agenda of each meeting and records all documents presented during the meeting. Minutes of meetings and resolutions are also prepared by the Secretary.

THE EXTERNAL MANAGER

EXTERNAL MANAGER OVERVIEW

NAME OF THE EXTERNAL MANAGER	WEALTH FUND SERVICES LIMITED
LEGAL FORM	LIMITED LIABILITY COMPANY
REGISTERED OFFICE	FLAT 305, 12-14 KENNEDY, CY-1087, NICOSIA, CYPRUS
BUSINESS OFFICE	FLAT 305, 12-14 KENNEDY, CY-1087, NICOSIA, CYPRUS
DATE OF INCORPORATION	16 JUNE 2016
REGISTRATION NUMBER	HE 356898
TYPE OF AUTHORIZATION	AUTHORISED MANAGEMENT COMPANY
LICENSE NUMBER	MC UCITS 6/78/2012
AUTHORISED SERVICES	<ul style="list-style-type: none">• INVESTMENT MANAGEMENT FUNCTIONS AS PRESCRIBED IN SECTIONS 109(3), 109(4)(a), 109(4)(b)(i) AND 109(4)(b)(ii) OF THE UNDERTAKINGS FOR COLLECTIVE INVESTMENTS LAW 78(I)/2012;• INVESTMENT MANAGEMENT FUNCTIONS AS PRESCRIBED IN SECTION 6(5) OF THE AIFM LAW; AND• SERVICES PRESCRIBED IN SECTIONS 6(6)(b)(i) AND 6(6)(b)(ii) OF THE AIFM LAW.
REGULATORY AUTHORITY	CySEC

REGISTRATION AND REGULATION

WEALTH FUND SERVICES LIMITED is registered in Cyprus since the 16th of June 2016 as a limited liability company under the Companies Law and is authorised by CySEC to operate as a management company, authorised to provide the following services:

- Investment management functions as prescribed in sections 109(3), 109(4)(a), 109(4)(b)(i) and 109(4)(b)(ii) of the undertakings for collective investments law 78(i)/2012;
- Investment management functions as prescribed in section 6(5) of the AIFM Law; and
- Services prescribed in section 6(6)(b)(iii) of the AIFM law.

Pursuant to a Management Agreement, **WEALTH FUND SERVICES LIMITED** has the responsibility of the investment management of the Company and will purchase and sell the investment assets and otherwise manage the Portfolio of the Company's Compartments.

SENIOR MANAGEMENT

The External Manager brings together a team of highly skilled financial professionals from various backgrounds, with vast experience. As at the date of this Prospectus, the following individuals are responsible for carrying out the investment activities of the External Manager:

Mr. George W. Sams ~ Executive Director / Chief Executive Officer / Portfolio Manager / Senior Management Staff

Mr. George W. Sams is a senior executive with experience for more than 24 years in the entire range of fund services, and accounting management in Collective Investments Funds (UCITS & AIF). He served as the head of fund services in Eurobank Ergasias S.A. Greece, where he was in charge for promoting services in Greece, Cyprus and Luxembourg.

Previously he held roles of responsibility as CFO at EFG Eurobank Asset Management and CEO at Intertrust Mutual Fund Management Company S.A. (Interamerican Funds). He started his career in 1994 from Societe Generale Asset Management Greece S.A. as head of the accounting department and internal auditor.

Mr. Sams has worked in institutions with assets under management ranging from 350 million to 10 billion euros. He was also a member of the Greek Institutional Investors Committee, Tax and Accounting affairs from 1997 – 2017.

Mr. George Spais ~ Executive Director / Head of Risk Management / Senior Management Staff

Mr. Spais has over 25 years of successfully leading investment consultation and business innovation for high-growth organisations. Mr. Spais has long-term experience in investment securities analysis, portfolio and risk management, institutional and professional investor and family office advisory throughout his career to date. He is a holder of an international certificate in advanced wealth management (level-4) from the Chartered Institute Of Securities And Investments, certifying key professional and practical knowledge for the fund and wealth management sector and holds the necessary professional licenses from two EU country regulators, an advanced license from CySEC in Cyprus [cn:4974] and a financial analyst license from the Hellenic Capital Markets Commission (Greece).

COLLECTIVE MANAGEMENT SERVICES TO THE COMPANY

The External Manager is granted full power and authority and all rights necessary to enable it to manage the investments of the Company's Compartments and provide other management services to assist the Company to achieve its investment objectives and policies.

Due to the special status of the RAIF undertaken by the Company, the External Manager is in charge of ensuring that all information required to be disclosed by means of the provisions of the AIF Law are in place in the Company's Prospectus and Memorandum and Articles. The External Manager is therefore responsible to ensure that the contents of the Company's Prospectus and Memorandum and Articles are always in line with the provisions of the AIF Law.

The External Manager, by virtue of being an authorised management company by CySEC is vested with the responsibility to notify CySEC of any changes in relation to the Company pursuant to section 138(5) of the AIF Law.

The authority of the External Manager is subject always to the AIF Law, the AIFM Law, the relevant CySEC Directives, the European regulatory framework governing its activities, this Prospectus, the Articles and the terms of the Management Agreement.

Under the Management Agreement, the External Manager is responsible for carrying out the investment management, administration and marketing functions in relation to the Compartments and the Company:

Investment Management Function: The External Manager is responsible for investment, management and reinvestment of the assets of the Compartments with a view to achieving the investment objectives and policies of the Compartments. The External Manager enjoys discretionary powers over investment decisions, which are in line with the Company's investment policy, investment strategy and any restrictions in place, if applicable. The External Manager is responsible for, among other matters, identifying and acquiring the investments of each Compartment. In particular, the External Manager is authorized to purchase or otherwise acquire, sell or otherwise dispose of, convert and invest in investments, monies and other assets for the account of a Compartment's Portfolio. The External Manager also ensures that the risk profile of each Compartment corresponds to its size, Portfolio structure, investment strategy and objectives as laid down in its Offering Supplement. The External Manager is also responsible to arrange for the deposit of cash of each Compartment's Portfolio with the Company's banker/s, or for their disposition and payment of investments or acquisitions.

Fund Administration Function: The External Manager is responsible for the performance of all the administration duties and tasks in relation to the Company in accordance with section 6(5)(b)(i) of the AIFM Law. The administration function includes, among others, the following:

- (i) Legal and fund management accounting services;
- (ii) Customer inquiries;
- (iii) Valuation and pricing, including tax returns;
- (iv) Regulatory compliance monitoring;
- (v) Maintenance of the Register;
- (vi) Distribution of income;
- (vii) Issues (Subscriptions) and Redemptions of Investment Shares;
- (viii) Contract settlements, including certificate dispatch; and
- (ix) Record keeping.

The External Manager has appointed **PRICEWATERHOUSECOOPERS FUND SERVICES LIMITED** to undertake part of the scope of the administration duties relating to the Company and its Compartments, through an Administration Agreement outlining therein the scope of services to be provided by the latter.

The External Manager provides all information necessary to the Fund Administrator for the latter to properly perform the administrative duties delegated to it. The External Manager is also responsible for ensuring that the NAV per Share of each Compartment is calculated by the Fund Administrator and disclosed to the Investment Shareholders in accordance with the provisions of the applicable legislation and disclosed to the Investment Shareholders.

Marketing Function: The External Manager is authorised to promote the Investment Shares of the Company and assign any third-party distributors it deems necessary for recommending prospective Investors to the Company.

Other Operational Activities: The External Manager may perform or oversee other activities related to the assets of the Compartments, namely services necessary to meet the fiduciary duties

of the External Manager, including facilities management, real estate administration activities, advice to undertakings on capital structure, industrial strategy and related matters advice and services relating to mergers and the purchase of undertakings and other services connected to the management of the Compartments and its Subsidiaries and invested assets.

PROFESSIONAL LIABILITY RISKS

The External Manager should always act in the best interests of the Company and the Investment Shareholders and, shall be liable to the Investment Shareholders of the Company where negligence regarding the management of the Company is proven. The External Manager is not permitted to contractually discharge/outsource/delegate its liability.

In order to cover potential professional liability risks resulting from the activities which it may carry out, the External Manager holds additional own funds to cover the respective liability risks.

RESIGNATION AND REPLACEMENT OF THE EXTERNAL MANAGER

The External Manager may resign from the management of the Company only where an eligible substitute has been appointed. The Company shall not, at any point in time during its life duration, operate without an eligible External Manager as per section 135(1) of the AIF Law. Any replacement of the External Manager of the Company is subject to the relevant notification to CySEC.

Prior to the new External Manager's appointment, it must be ensured that the new External Manager is permitted to manage the Company on the basis of its scope of authorisation and authorised investment objectives and strategy.

REMUNERATION

As per the provisions of the AIFM Law and the remuneration principles set out in Annex II of the AIFMD, with which the External Manager is obliged to comply with, at least of 50% of any variable remuneration of its Identified Staff relating to the provision of collective management services should be paid in instruments (e.g. Investment Shares, share-linked instruments or equivalent non-cash instruments).

In view of the above, the Company may issue Investment Shares to the Identified Staff of the External Manager in exchange of a part of its variable remuneration. The issue of Investment Shares in exchange of Identified Staff's variable remuneration amount may deviate from the rules applying to Subscriptions, including but not limited to, Minimum Initial Subscription Amount etc.

Although the remuneration principles set out in Annex II of the AIFMD are applicable to all AIFMs, such as the External Manager, the AIFMD provides that AIFMs shall comply with the remuneration principles in a way and to the extent appropriate to:

- their size;
- organisation and nature;
- scope and complexity of their activities.

Hence, the External Manager may, on the above-stated proportionality grounds, deviate from the 50% threshold and apply a lower or nil threshold where this is reconcilable with the risk profile, risk appetite and its implemented strategy. Any decision, by the External Manager to adjust the remuneration of its Identified Staff related to the Company will always be taken in accordance and in complete compliance with the ESMA Remuneration Guidelines, while the External Manager shall be prepared to justify such adjustment decision to CySEC upon request.

OUTSOURCING

The functions of the External Manager outsourced to third parties as at the time of this Prospectus are the following:

Fund Administration: The function has been delegated to **PRICEWATERHOUSECOOPERS FUND SERVICES LIMITED** as further described in Section “**FUND ADMINISTRATOR**”.

Internal Audit: The External Manager has outsourced the internal audit function to **J.G. MEERKAT SERVICES LIMITED**

Information Technology: The External Manager has outsourced the information technology function to **IDSS S.A.**

The External Manager supervises the outsourced functions, services or activities effectively and manages the risks associated with the outsourcing and supervises those functions and manages those risks.

The External Manager may not without prior consent of the Board of Directors of the Company and prior approval of CySEC, expressly delegate to a third party the discretion to purchase and sell the investment assets subject to the signing of a Portfolio Management Delegation Agreement. In such case, the overall control and ultimate responsibility shall remain with the External Manager.

The External Manager’s liability towards the Company and its Investment Shareholders shall not be affected by the fact that the External Manager has delegated functions to a third party, or by any further sub-delegation.

In case the board of directors of the External Manager may decide to appoint any third-party service providers to provide ongoing services to a Compartment and the relevant Offering Supplement will be updated accordingly. The External Manager also reserves the right to use the knowledge and expertise of any third-party service providers on an ad-hoc basis at the discretion of the directors of the External Manager without any prior approval from CySEC or amendment of this Prospectus or relevant Offering Supplement(s).

STRUCTURE

SHARE STRUCTURE

The share structure of the Company is divided in two types of shares, the Management Shares owned by the Management Shareholder and the Investment Shares owned by the Investment Shareholders.

The Company is authorized to issue 150,000 (one hundred and fifty thousand) shares of no nominal value divided into:

- (1) 1,000 (one thousand) Management Shares of no nominal value and not directly attributable to a Compartment; and
- (2) 100,000 (one hundred thousand) Investment Shares of no nominal value and attributable to Compartment 1 (German Real Estate – Development);
- (3) 49,000 (forty-nine thousand) Unclassified Shares of no nominal value.

MANAGEMENT SHARES

Management Shareholder

The Management Shares are solely held by Mr. Anton Tolmachev.

Rights of Management Shares

Subject to the provisions of the Articles, the Companies Law and the AIF Law, the Management Shares shall give their holder the following rights:

- **as to voting:** to receive notice of, attend and vote at any general meeting of the Company, in particular but not limited to the following matters:
 - (i) the appointment or removal of any Director of the Company;
 - (ii) the Liquidation of the Company;
 - (iii) any amendment to the Memorandum and Articles; and
 - (iv) any change in the name of the Company.
- **as to Redemption rights:** to be entitled for Redemption of Management Shares, which correspond to the relevant amount paid by the holders of the Management Shares and/or any gain or loss generated by the activities associated with the concerned amount and provided that at any given time, there is at least one Management Shareholder in the Company.
- **as to Transferring rights:** to be entitled to transfer the ownership of the Management Shares upon CySEC's prior notification and approval, if needed.
- **as to Distributions:** not to be entitled to participate in any Distributions to be made by the Company.

INVESTMENT SHARES

General Features

Investment Shares are issued by the Company and are directly linked to a specific Compartment, based on the Class of Investment Shares they represent. During the Initial Offering Period, Investment Shares are issued at a fixed initial price depending on the Compartment or Class they are allocated to. The share capital constituting the Investment Shares of the Company is variable and it is divided into redeemable Investment Shares of variable value allocated to the Compartments of the Company. The share capital constituting the Investment Shares issued for each Compartment represents the Net Asset Value ("NAV") of that Compartment and shall be invested in accordance with the objectives set out in the Offering Supplement of that Compartment. The value of the issued Investment Shares in the share capital of the Company shall at all times be equal to the NAV of the Compartment they are allotted to.

Rights of Investment Shares

Subject to the provisions of the Articles, the Companies Law and the AIF Law, the Investment Shares shall give their holders the following rights:

- **as to voting:** not to be entitled to receive notice of, attend, or vote at any such general meeting of the Company, except in the event of any such general meeting which explicitly requires their attendance and vote, whether in respect to the Company or a particular Compartment, under the provisions of the AIF Law and the Companies Law, or any other applicable law or in the event that the Company specifically requests their attendance and vote at specific general meetings.
- **as to Redemption rights:** to be entitled for Redemption by the Company, directly or indirectly from the assets attributable to them.
- **as to Transferring rights:** to be permitted transferring of ownership as long as the transferee qualifies as an Eligible Person and the procedures outlined in the Company's Articles are followed.
- **as to Distributions:**
 - (i) Accumulating Investment Shares, shall not be entitled to participate in any Distributions; and
 - (ii) Distributing Investment Shares, shall be entitled to participate in Distributions, subject to the Distribution policy of their specific Class as specified in the Prospectus and/or the relevant Offering Supplement and subject to the discretion of the Board of Directors of the Company and/or of the External Manager and the provisions of the Articles and of this Prospectus.

WINDING-UP RIGHTS

Subject to the AIF Law and the Companies Law, the Company may be wound up:

- a. In case the Company's license to operate is revoked by CySEC by virtue of the instances outlined in the AIF Law;
- b. When a special resolution of the Shareholders is passed for the winding up of the Company in accordance with the Companies Law, subject to the prior approval of the External Manager (where applicable);
- c. In case all Investment Shares issued have been redeemed;
- d. When the External Manager or the Depositary is dissolved, has resigned, put into liquidation or its authorization has been revoked and has not been or there is no replacement thereof in accordance with the AIF Law.
- e. On the occurrence of any event, which according to the Articles or the AIF Law or any other applicable legislation, constitutes a reason for the winding up or the Liquidation of the Company.
- f. Following a decision taken at its general meeting in case the below events occur in accordance with section 62 of the AIF Law:
 - a. the assets under management of the Company have been reduced to less than two thirds of the threshold for the minimum assets under management as provided under section 14(1) of the AIF Law; and the Shareholders, at a general meeting convened by the Board of Directors within forty (40) days from the said reduction, have decided by simple majority thereof being present in person or by proxy, to wind up the Company;
 - b. the assets under management of the Company have been reduced to less than one fourth of the threshold for the minimum assets under management as provided under section 14(1) of the AIF Law and the Shareholders, at a general meeting convened by the Board of Directors within forty days from the said reduction, have decided by the vote of one fourth of the votes of the Shareholders being present in

person or by proxy to wind up the Company.

On a winding up, the assets available for distribution amongst Management and Investment Shareholders, after the deduction of any expenses and/or liabilities that may precede in priority under any applicable law, shall be applied in the following priority:

1. Firstly, in the payment to the Investment Shareholders sum in the currency in which that Class of Investment Shares is designated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange determined by the liquidator) to the NAV of the Investment Shares held by such Investment Shareholders as at the date of commencement to wind up provided that there are sufficient assets available to enable such payment to be made;
2. Secondly, in the payment to the Management Shareholders sum in the currency in which Management Shares are designated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange determined by the liquidator) to the total value of the Management Shares held by the Management Shareholder as at the date of commencement to wind up provided that there are sufficient assets available to enable such payment to be made. In the event that there are insufficient assets aforesaid to enable such payment to be made, no recourse shall be held to Investment Shares; and
3. Thirdly, in the payment to the Investment Shareholders of any asset remaining in the Company and allocated to the Compartment in which they have invested of any balance being made in proportion to the number of Investment Shares held.

Distribution on Winding Up of the Company

If the Company is to be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Law, divide amongst the Investment Shareholders in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any shares or other securities whereon there is any liability.

SEVERAL COMPARTMENTS AND CLASSES OF INVESTMENT SHARES

Key Features of Compartments

The Company is established as an umbrella scheme with separate Compartments as detailed in the relevant Offering Supplement(s). Each Compartment corresponds to a separate Portfolio of assets and liabilities of the Company. Compartments are distinguished by their specific investment objectives, policy, risk profile, investment techniques or any other specific features. Prospective Investors may choose which Compartment or Compartments may be most appropriate for their specific risk and return expectations, as well as for their diversification needs.

Investment Shares issued in respect to a Compartment correspond to the assets constituting its respective pool of assets. The Company is also permitted to issue Investment Shares of different

Classes, allocated to the Compartments of the Company. A Compartment may have more than one Class of Investment Shares allocated to it.

Each Class of Investment Shares may have different features in terms of Base Currency, Distribution policy, Lock-Up and/or Minimum Holding Period(s) etc. In addition, when issuing a Class of Investment Shares allocated to a Compartment, the External Manager may be subject to Subscription/Redemption Fees and other Duties and Charges on a basis which is different from that which applies to the Investment Shares in other Classes in the Compartment. Similarly, each Compartment may further differ in respect of its fee structure, targeted investments, Target Markets, Base Currency and other aspects.

Each Compartment is subject to the provisions of Part VIII of the AIF Law as a standalone RAIF. The rights of Investment Shareholders' and creditors' claims or the obligations of a particular Compartment created by its constitution, operation or dissolution are at all times limited to the assets of that Compartment. Despite this, the Company and its Compartments constitute a single legal entity.

In any proceedings brought by any Investment Shareholder or creditor, any liability of the Company to such Investment Shareholder or creditor in respect of such proceedings shall only be settled or any proved liability paid out of the assets of the Compartment in which the Investment Shares in question are in issue without recourse in respect of such settlement or liability or any allocation thereof of any other Compartment.

A Compartment (the 'investor-compartment') of the Company may invest in another Compartment of the Company (the 'target-compartment'), if only such investments are permitted by such investor-compartment's relevant Offering Supplement and the following conditions are met in a cumulative manner:

- (i) The investor-compartment shall totally invest up to 35% of its assets in the target-compartment;
- (ii) The target-compartment shall not acquire Investment Shares of the investor-compartment;
- (iii) The value of the Investment Shares that correspond to the investments in accordance with point (i) shall not be calculated twice in the calculation of the capital of the Company;
- (iv) The voting rights, if any, attached to the Investment Shares which correspond to the investment of the Investor-Compartment in the target compartment shall be suspended for as long as they are held by the Investor Compartment
- (v) Any Management Fees or related remuneration, marketing and Redemption or Redemption Fee or any expenses regarding the marketing and the Redemption regarding the investments of the investor-compartment into a target compartment shall not be accounted.

All consideration received by the Company for the allotment or issue of Investment Shares of each Compartment, together with all investments in which such consideration is invested or reinvested, all income, earnings, profits and proceeds thereof shall be segregated and kept separate from all other moneys of the Company and such assets and moneys shall be referred to as "Portfolio", there being one such Portfolio in respect of each Compartment.

Liquidation of a Compartment

A Compartment may be dissolved and liquidated in accordance with the AIF Law and in such event the provisions of the Articles and the AIF Law will apply mutatis mutandis in respect of that Compartment. A Compartment of the Company may be dissolved and liquidated separately,

without its dissolution and liquidation entailing the dissolution and liquidation of other Compartments and/or of the Company.

To commence the process the Liquidation of a Compartment, the Board of Directors of the Company shall pass a unanimous written resolution approving the following: (a) proposing the dissolution and liquidation of the respective Compartment while stipulating the reasons for its proposed dissolution and liquidation subject to the AIF Law and the Articles, and (b) appointing the External Manager of the Company as liquidator to handle the process of the liquidation pursuant to the provisions of the Articles and of the AIF Law (“Liquidator”).

Distribution on Liquidation of a Compartment

The Liquidator shall be required to distribute the assets of the under-liquidation Compartment amongst the Investment Shareholders of that Compartment depending on the amount of their participation. The respective Distribution can be made in specie or in kind the whole or any part of the assets of the respective Compartment. Following completion of the Liquidation of a Compartment, the total of the Compartment’s liabilities shall be discharged.

Liquidator’s Duties

The Liquidator’s duties in respect of the Liquidation of a Compartment are as follows:

- a. To Distribute the assets of the under-liquidation Compartment pursuant to the Articles;
- b. To exercise such duties as required until the Distributions in respect of the compulsory Redemption of Investment Shares of the under-liquidation Compartment, is completed;
- c. To exercise such duties as required until the Investment Shareholders (of the respective under-liquidation Compartment) are satisfied and have no further claims in respect of the liquidation proceeds and/or Distributions of that Compartment;
- d. To appoint an independent auditor in order to prepare a special report in respect of the results of the Liquidator’s Distribution of the under-liquidation Compartment’s assets (“Special Report”); and
- e. To promptly communicate the Special Report to: (i) CySEC, (ii) the competent authorities of the countries where the under-liquidation Compartment and the Investment Shares were marketed and (iii) to the relevant Investment Shareholders.

Following completion of the Liquidation of a Compartment and subject to the AIF Law, the Liquidator shall be responsible, without undue delay, to notify: (i) the Investment Shareholders of the under-liquidation Compartment, (ii) the Depositary, and (iii) CySEC, of the dissolution and liquidation of that Compartment and the reasons for the liquidation. A copy of such notification made to the Depositary and the Investment Shareholders shall also be sent to CySEC.

ESTABLISHED COMPARTMENTS AND CLASSES OF INVESTMENT SHARES

As at the time of this Prospectus the Company operates with one (1) Class of Investment Shares which corresponds to the assets of the following Compartment:

Name of Compartment (Base Currency)	Class of Investment Shares (Base Currency) – Classification
GERMAN REAL ESTATE - DEVELOPMENT (EUR)	GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares (EUR) – Distributing

None of the Classes of Investment Shares of the Company are listed, quoted or traded on any stock exchange, or other market nor have any application been made to any stock exchange or other market for a listing or for a quotation or for a permission to trade in any Class of Investment Shares proposed to be issued.

INVESTMENT OBJECTIVES AND POLICY

INVESTMENT OBJECTIVE

The main objective of the Company is to provide Investors with an opportunity for investment in professionally managed Compartment aiming to provide to Investors attractive returns from the capital invested. The Company will seek to achieve its objective, in accordance with the policies and guidelines set by the External Manager.

The External Manager aims to achieve the Compartment’s investment objective, as elaborated in the respective Offering Supplement. The investments of the Compartment shall at any time comply with any restrictions set out in its Offering Supplement, and prospective Investors should, prior to any investment being made, take into account of the risks of investments set out in the section titled “**RISK FACTORS**”.

INVESTMENT STRATEGY

In order for the Compartment to achieve its investment objective, the External Manager has established structured and appropriate strategies. More precisely, the External Manager will seek to invest the capital raised in development projects situated in Germany.

Such development projects include hotels, hospitals and residential buildings which are in the process of being refurbished into apartments for sale or rent. The External Manager will be investing through SPVs, in development projects that have received or are in the process of receiving the licenses required for the refurbishment.

The External Manager will seek to diversify the Compartment’s portfolio by investing a small portion of the capital raised into already developed projects that yield a fixed annual rental income.

The directions and concentrations of the Compartment are formulated and disclosed in its respective Offering Supplement. The contents of the Offering Supplement are also disclosed to CySEC prior to the strategy implementation of each Compartment’s Portfolio. Such disclosure to CySEC forms part of the process pertaining to the Company’s registration with the CySEC RAIF Register pursuant to section 138 of the AIF Law. The strategy of the Compartment is implemented in order to fit the attractiveness of the investment, the know-how and synergies spotting, the outlook for the specific investments and the matching of the investment in the Compartment’s Portfolio.

CHANGES IN OBJECTIVES OR STRATEGIES

The Compartment may deviate from their objectives and strategies, including any investment restrictions and carry out any investments which the External Manager may deem useful for the accomplishment and development of the Company's purpose.

In the event that the External Manager contemplates in amending or reformulating the existing objectives or strategies pursued by a Compartment, Investment Shareholders will be duly notified prior such amendments or reformulations take effect. Depending on the circumstances, materiality and extent of such amendments, or if so required by the AIF Law, Investment Shareholders may be provided, along with such notifications, the option to redeem part or in whole of their Investment Shares in the Compartment in which such amendments may take effect.

The External Manager shall notify CySEC, on behalf of the Company, of its intention to alter the Company's investment objective and/or strategy at least one (1) month prior to the implementation of the amended investment objective and/or strategy, pursuant to section 138(6) of the AIF Law. Further, the External Manager shall ensure that the proposed changes to the Company's investment objective and/or strategy are still in line with and are fully covered by its investment objective and strategy.

LIQUIDITY MANAGEMENT

The External Manager has established a liquidity management policy framework to ensure that liquidity risk is appropriately measured, monitored and managed at the Compartments' level. The framework comprises of policies and procedures to:

- Ensure the continuous availability of sufficient liquidity to meet financial obligations and adequately manage excess liquidity in the best interest of the Investment Shareholders;
- Assess the risk of insufficient liquidity by regularly conducting tests under normal and exceptional (stress test) liquidity conditions;
- Ensure coherence of the Compartments' investment strategy, liquidity profile and Redemption policy;
- Ensure that the liquidity profile of each Compartment's investments enable the Company to meet Redemption requests in respect of that Compartment in varied market conditions.

The liquidity management mechanisms employed by the External Manager in order to mitigate the liquidity risk of the Compartments and ensure that the liquidity profile of the Compartment's investments complies with their underlying obligations are set out in their relevant Offering Supplements.

LEVERAGE

Where provided for in the relevant Offering Supplement, the External Manager may leverage the position of a Compartment by borrowing in order to enhance that Compartment's return, subject to any restrictions set out in the relevant Offering Supplement.

The External Manager may leverage the position of a Compartment in order to increase investment positions or to make additional investments. Risk of loss and the magnitude of possible gains are both increased by the Compartment's use of Leverage for these purposes. Fluctuations in the fair value of such investment Portfolio will have a greater effect relative to the capital than would be the case in the absence of Leverage.

In addition, the Company may borrow funds on behalf of a Compartment for the purpose of settling expenses or meeting Redemption requests that would otherwise result in cash management charges or the premature liquidation of investments.

CySEC has not imposed any limits or other restrictions on the degree to which the Portfolio of a Compartment may be leveraged. The ratio of total indebtedness is always subject to any future restrictions imposed by CySEC and restrictions imposed in the relevant Offering Supplement.

The amount of Leverage which a Compartment may have outstanding at any time may be large in relation to its capital. While such Leverage presents opportunities for increasing the Compartment's total return, it has the effect of potentially increasing losses as well. For more information, the Investor's attention is drawn to the section headed "**RISK FACTORS**" herein.

DIVERSIFICATION RULES AND INVESTMENT LIMITS

No regulatory diversification rules or investment limits have been imposed to the Company. However, the External Manager may have to comply with any provisions set by CySEC Directives issued from time to time. In addition, the Compartments of the Company may be subject to internal restrictions set for the purpose of risk spreading. Such investment restrictions, if any, are disclosed in the relevant Offering Supplements.

RISK FACTORS

In general, the External Manager takes the risks that it deems reasonable to achieve the objectives of the Compartments, each of which may have different investment strategies and therefore risk profiles. The External Manager cannot, however, guarantee that it will achieve their respective investment objectives, given market fluctuations and other risks to which their investments are exposed. Therefore, Investors must realize that the value of their investment may fall as well as rise and that past performance is not a guide for future performance. Investors should have the financial ability and the willingness to accept the risk characteristics of the type of investments that the External Manager will undertake to conclude as per each Compartment's investment strategy and policy.

General risk factors concerning the Company irrespective of a Compartment's strategy or focus are set out below. Before investing in any Compartment, Investors should be aware of these risks, each of which could materially impact the performance of the Investment Shares. These, however, are not the only risks faced by Investors. Other risks not considered to be material or have not been foreseen at this time could also materially impact the Investment Shares' performance. In case that any of the foreseen or unforeseen risks materialize, the value of the Investment Shares may decline or lose all of their value and Investors may not recover part of all the entire amount invested.

GENERAL RISKS

Non-Voting Rights

The Investment Shares that are issued to Investors do not carry voting rights. Consequently, Investors will not have any control over the management of the Company or the appointment and removal of the Directors of the Company.

Political and Economic Risks

Investors may be subject to a number of political and economic risks, including but not limited to the following:

- Economic and/or political instability (including civil conflicts and war) which could lead to legal, fiscal and regulatory changes or the reversal of legal / fiscal / regulatory / market reforms.
- Unexpected government action may result to the imposition of restrictions on the free movement of capital.
- Negative sovereign debt sustainability dynamics could lead to unexpected imposition of taxes and exchange controls.
- High interest rates may result in difficulties to obtain debt financing for working capital.
- Policies of expropriation and nationalization, sanctions or other measures including those imposed by international bodies may result in adverse social and political circumstances.

Legal Environment

Inconsistencies and discrepancies among the vast number of local, regional and national laws, the lack of judicial or legislative guidance on unclear or conflicting laws, and discretion on the part of judicial authorities implementing the laws may produce additional legal uncertainties. Also, reliance on oral administrative guidance from regulators and procedural inefficiencies hinder legal remedies.

Investors may find themselves in an adverse position by virtue of possible legal uncertainty and unexpected legal complications, and there is no certainty that they will be compensated in full or at all for any damage incurred due to, inter alia, the below:

- Contradictory, unpredictable and/or disputed interpretation and application of decrees, legislative acts (particularly in respect to tax-related matters) or contractual provisions.
- Counterparty default risk (e.g. initiation of bankruptcy procedures) resulting to the unenforceability of contractual agreements relating to the investments and/or service providers.
- Enactment of a future legislative act affecting contractual agreement whatsoever which existed before the passage of such legislative act, having to this end a retrospective effect and a consequent unexpected adverse effect on Investors.

Environmental, Social and Governance ("ESG") Risks

The Investors shall take into account any relevant environmental, social, or governance event, or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of their investment arising from an adverse sustainability impact. Responsible investment practices are constantly evolving, new risks may arise, and new market standards may be introduced. To this end, the Company and/or the External Manager may be required to comply or adopt such practices in relation to ESG which may result in increased (direct or indirect) costs for the Company. Consequently, the Investors may be adversely affected and may receive lower returns should such action need to be taken by the Company.

Accounting Practices

Certain expenses incurred may be subject to amortization, over a specific period, if such treatment is considered to the best interests of the Investors. Such treatment, in the event that it is contrary to the IFRS, may result in showing a different NAV per Share. Nevertheless, in the event that such amortization occurs resulting to a discrepancy between the calculation method indicated in the

Prospectus and the one as per the IFRS, then such information (i.e. ‘modification’ or ‘qualification’) may be included in the Auditor’s report.

Change of Regulatory Framework

Unexpected changes in the current legislative and regulatory framework (either in Cyprus or abroad) affecting the Company and/or the External Manager and/or any other service providers, such as the issue of any legislation and/or guidance and/or any practice followed by CySEC or any other competent authority (either in Cyprus or abroad), subsequent to the date of this Prospectus, may result in increased (direct or indirect) operating costs for the Company. To this end, Investors may be adversely affected and may receive lower returns.

Currency Risk

The value of an Investor’s investment may be affected favorably or unfavorably by fluctuations in the rates of the different currencies in the event that any investments pursued are denominated in a currency other than the designated Base Currency. Such investments may be pursued for the purposes of hedging the currency exposure arising from investments denominated in a currency other than the designated Base Currency.

Whilst these hedging strategies are designed to reduce possibility of a loss suffered by an Investor in the event that the value of the currency of the investments denominated in a currency other than the designated Base Currency falls against that of the Base Currency, entering into such investments may result to a loss of profit for Investors should the value of such currency rises against that of the Base Currency.

Leverage Risk

Leveraged investments may result in reduced or negative returns to Investors. The use of Leverage may create an opportunity for increased returns to Investors, but may also result to exposure to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had no such leveraging occurred and (ii) reduced returns where the investment fails to earn a return that equals or exceeds the cost of Leverage related to such investments. In the event of a sudden, precipitous drop in value of the assets under management, the liquidation of such assets may not occur in a quickly enough manner to repay such borrowings, further magnifying the losses incurred.

Moreover, Investors need to acknowledge that Leverage involves risks which might have a direct impact on their eventual returns and/or the value of their investment, due to the likelihood of a greater volatility in interest rates on borrowings, cost of short-term debt, market prices, dividend rates and overall operating costs compared to a Portfolio without Leverage.

Consequently, if the market value of a leveraged Portfolio declines, Leverage will result in a greater decrease in the NAV and in the NAV per Share. While there is likelihood for a reassessment of the volume of Leverage engaged as a response to actual or anticipated changes in interest rates and hence in an effort to mitigate the increased volatility of current income and NAV associated with Leverage, there can be no assurance that a reduction of the volume of Leverage will actually occur or that any reduction, if undertaken, will benefit the Investors.

Changes in the future direction of interest rates are very difficult to predict in an accurate manner. If a reduction of the volume of the outstanding Leverage occurs based on a prediction about future changes to interest rates, and that prediction turns out to be incorrect, such reduction in any

outstanding Leverage may consequently result to a reduction of income and/or total returns to Investors. Furthermore, future borrowings from credit or financial institutions or from other sources may result in the necessity of entering into strict and burdensome contractual arrangements relating to asset coverage and portfolio composition requirements, hence increasing operating costs and possibly affecting the eventual returns to Investors in an adverse manner.

Intermediary Companies Risk

Indirect investments through the acquisition of securities issued by companies which are principally engaged in the underlying investments (SPVs), are subject to additional operating expenses that may have negative impact on the Investors' final returns.

Holdings in intermediary companies result to indirect risk exposures in underlying investments held by such intermediary companies.

In addition, risks arise by virtue of engaging in equity ownership in small private companies and include all ancillary risks inherent in any equity investments in such private companies such as absence of regulation, miscalculations of income and cash flow statements, inaccurate or difficult to obtain valuations, liquidity shortage etc.

Cyber Security Risk

The use of internet, technology and information systems, by the Company, the External Manager and by their contracting parties may result to exposure to potential risks linked to cyber security breaches of those technological or information systems. Cyber security breaches, amongst other things, could allow an unauthorized party to gain access to proprietary information such as Investors' personal data or cause data corruption or loss of operational functionality.

Pandemic Risks

A local, regional, national or international outbreak of a contagious disease, including, but not limited to, COVID-19, or any other similar pandemic, or a fear of any of the foregoing, could cause operating delays and disruptions, labor shortages, travel disruption and shutdowns (including as a result of government regulation and preventive measures). Such pandemic outbreaks could result in the inability of fulfilling obligations to Investors, increase of costs and/or operational inefficiencies and decrease of revenue and profit margins. In addition, a pandemic outbreak may result in a quickly increasing, significant shortage of workforce. A widespread health crisis could adversely affect the global economy and financial markets, resulting in an economic downturn that could impact the investment results.

It is noted that a pandemic outbreak poses serious risk of disruption to the global supply chains that can result in significant loss of revenue and adversely impact global economies. What is more, given the volatility of the stock markets, predominant investment strategies may deviate, and more defensive strategies may be pursued. While some regulators might impose restrictions or mandatory measures to regulated entities, some others may request additional liquidity reporting on a recurrent basis as a consequence of an increase in redemption requests, challenges with calculating net asset value in the current climate, and restrictions on short selling in certain jurisdictions.

Any negative effect on the economy may decrease incomes of the Investors. Such effects may also result in the insolvency of the Company or of any one of its service providers and business partners, which could affect the activities of the Company, as well as its financial standing.

Eurozone Risk

It is possible that an existing Eurozone country may leave the Eurozone and return to a national currency, and as a result may leave the EU and/or that the Euro, the European single currency, will cease to exist in its current form and/or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the investments which are denominated in Euro or which invest in instruments predominantly tied to Europe is impossible to predict.

Preference Securities Risk

Special risks associated with investments in preference securities in intermediary companies, include, but not limited to:

I. Deferral: Preference securities may include provisions that permit the issuer intermediary company, at its discretion, to defer distributions for a stated period without any adverse consequences to the issuer.

II. Subordination: Preference securities are subordinated to bonds and other debt instruments in an intermediary company's capital structure in terms of having priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than debt instruments.

III. Limited Voting Rights: Generally, preference security holders (such as a Compartment of the Company) have no voting rights with respect to the issuing intermediary company unless dividends have been in arrears for a specified number of periods, at which time the preference security holders may elect a number of directors to the issuer's board. Generally, once all the arrangements have been paid, the preference security holders no longer have voting rights.

OVERALL MANAGEMENT

Resignation of any of the members of the Managing Body and Senior Management (collectively, the "Management") and/or service providers

Returns of Investors may be reduced significantly should the individuals involved in the Management die, become ill or disabled, or otherwise cease to be involved in the active management of the assets under management or should they get involved in other business, including in similar projects or investment structures, and as a result thereof, would not be able to devote sufficient working time to this end.

If any of the scenarios listed above occurs at any point in time, there is significant risk of not finding a suitable replacement within a reasonable period of time, and even if such a suitable replacement is found within a reasonable period of time, engaging in investments may be postponed up and until approval is received by the CySEC for the new appointment of such member of the Management. Consequently, any delays and/or suspension of any activity relating to investments may have a direct and/or indirect effect on the returns of Investors.

Similarly, Investors should be aware that they may also face similar risks as stated above in the event that any changes are effected or reorganization or default occurs in relation to the key functions (e.g. portfolio manager, AML compliance officer etc.) and/or in relation to associated service providers (e.g. Fund Administrator, Depository, Technical Advisor, Auditor). For the appointment of certain service providers the approval of CySEC may be required prior to their appointment which may take time, which may result to delays and/or suspension of investments.

Historical Performance

The past performance of any other investment vehicle(s) and/or entities in which members of the Management were previously managing and/or otherwise servicing is not meant to be an indication of their future performance. The nature of and risks associated with the Compartments may differ substantially from those investments and strategies undertaken historically by members of the Management. In addition, market conditions and investment opportunities may not be the same for the Compartments as they had been in the past and may be less favorable. Therefore, there can be no assurance that the Compartments' assets will perform as well as the past investments managed by certain members of the Management. It is possible that significant disruptions in, or historically unprecedented effects on, the financial markets and/or the businesses in which the Compartments invest could diminish any relevance the historical performance data of the Compartments may have to the future performance of the Portfolios of those Compartments.

Availability of Investment Opportunities

Total returns performance is dependent on the expertise and critical thinking of the members of the Management over the employment of successful investment strategies in respect to the anticipated investments to be pursued and on the technical support and non-binding strategic advice offered by the Technical Advisor. However, uncertainty over the eventual success of such investment strategies is unavoidable and no assurance can be given that the investments to be pursued will result to the benefit of Investors.

REAL ESTATE INVESTMENTS

Unfavorable changes in prices

The real estate market is characterized by cyclic recurrence. This means that total returns performance is dependent on the state both of the local and of the international economy. In case of an aggravation of the economic conditions, the demand for real estate properties may possibly go down, which would then have a direct impact on the real estate prices and rent levels and the sale prices and could, respectively, bring about a serious decrease in the incomes and profits obtained from investments in such real estate properties. A possible decrease in the market prices of the real estates would result in a decrease of the capital profit made upon the sale of the real estates and would have a negative impact on the overall Portfolio.

Market volatility

Disruption of markets can arise due to unforeseen financial, macro-economic, legal, political or even natural events. In such situations, demand and consequently supply for real estate investments and projects are expected to be affected. As a domino effect this will result in fluctuations in the selling prices, and in general a more reduced level of certainty governing the real estate market.

Competition

Competition for real estate investments include individuals, corporations as well as real estate limited partnerships, real estate investment funds, commercial entities, developers and other entities engaged in real estate investment activities. Some of these competitors may have strong financial resources and/or they may have investment strategies that allow them to compete more aggressively for real estate investment opportunities, which could result in paying higher prices for investments, experiencing delays in acquiring investments or failing to consummate such purchases.

In addition, acquired real estate properties may be located close to properties that are owned by other real estate investors and that could result to competition for buyers or tenants. Competing properties may be better located and more suitable for buyers or tenants, resulting in a competitive advantage for these other properties. This competition may limit the ability to enter into entitlement agreements with buyers, lease space, increase the costs of securing tenants, limit the ability to maximize rents and/or would require further capital improvements.

Compulsory Purchase

To the extent that an investment is made in respect to a land for development purposes, such investment is subject to the risk this land to be compulsory purchased by the government. In such a case, the government can proceed with the acquisition of the land without obtaining any consent whatsoever. Where the process of Compulsory Purchase is designed or implemented poorly, the economic cost may be enormous. Attention to the procedures of compulsory acquisition is critical if a government's exercise of compulsory acquisition is to be efficient, fair and legitimate.

Tenants' risk

The financial stability of the tenants in the invested properties determines whether such an investment will have a negative or positive performance impact. In case the tenants have difficulties in paying their rent, this will reduce the cash flow that would have otherwise been obtained. The non-performance on the part of any of the lessees would have a double negative effect – decrease of the incomes from operating activity and at the same time decrease in the total occupation rate of the investment real estates, which decreases the return. Should such a scenario arises, then the sale of the underlying real estate properties at a discount to their market price might be unavoidable.

Vacancy risk

It is possible that in certain periods of time, there are no lessees for a part of the real estates invested. In such cases, no income is received for the period in which the real estate is vacant. A part of the property could be reorganized so as to meet the requirements of specific lessees, but subsequently this could the letting thereof to a new lessee and/or even require additional reorganization costs. Vacancy levels will have an adverse effect on the distributable income and on the carrying value of the properties, particularly if the vacancy levels for any property are significant at the time of any sale of that property.

Rental Prices Risk

Income from real estate rents are dependent on the rent levels in the various segments of the real estate market. Hence, a decrease in the rent levels will have a negative performance impact on the NAV, while an increase in the rent levels will increase the incomes. All other conditions being

equal, this will have a negative, respectively positive, impact on the amount of the returns to Investors. A possible decrease of the market rent levels may indirectly cause pressure also on the sale prices of real estates because the prices are also calculated on the basis of the current profitability.

Liquidity of property assets

Real estate properties are relatively illiquid and to this end such illiquidity may affect the variation of the Portfolio consisting of such real estate properties or the disposal of such real estate assets in a timely fashion and at satisfactory prices in response to changes in economic, property market or other conditions or the exercise by tenants of their contractual rights such as those which enable them to vacate properties occupied by them prior to, or at, the expiry of the originally agreed term.

Development Risks

The acquisition of interests in real estate projects and/or in businesses that engage in real estate development is subject to the risks normally associated with such activities such as cost overruns, delays in timely completion of the project, poor quality workmanship and inability to sell, lease or rent at a sufficient rental level to generate profit.

Legal Risks

Costs may transpire that may have an adverse effect on the Portfolio's performance by virtue of possible legal suits which are initiated by the lessees of the invested real estate properties. The plaintiffs in such types of suits may seek for restoration of large or undefined amounts, or other indemnifications that may result to potential losses and consequently to an adverse effect on the NAV and returns to Investors. The costs for defense under future legal suits may be considerable. Negative advertising related to legal suits may prejudice reputation, regardless of whether the allegations are justified and they are ultimately found culpable. In addition, exposure to risk is also a possibility by virtue of various environmental regulations which may require the removing or cleaning up hazardous substances found on an invested real estate property, hence increasing overall operating costs.

Construction Costs

Construction costs can be uncertain, since they are comprised of many elements such as prices and availability of materials, workman force, oil prices etc. which may usually depend on external unforeseeable events or factors including natural disasters, war, political, economic and legal factors, currency and other factors that might adversely affect the construction costs and that may not be completely or equally determined at the time the survey is prepared and consequently it remains an approximation of the probable costs.

Risks related to losses not covered by an insurance

The invested real estates may be subsequently insured; however, there are risks that are not covered by the insurance companies or the insuring of which at the actual value of the property is not economically substantiated due to the high premiums that should be paid. If damages result from an insured event over and above the insurance cover, a significant loss can occur that can be up to the amount of the capital invested in the respective real estate, whereas in the meantime the payment obligations under any borrowing agreements that may have been drawn for the

acquisition and putting into operation of the real estate will still continue to be in effect, causing an adverse performance impact.

TAX IMPLICATIONS

Investors should note in particular that (i) the proceeds from the sale of securities or titles in some markets or the receipt of any dividends or 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 and/or (ii) the investments may be subject to specific taxes or charges imposed by authorities in some markets. Tax law and practice in certain countries in relation to which investments are pursued is not clearly established. It is possible therefore that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect.

Relevant tax framework and other matters for both the Company and the Investors should be noted by reference to the 'Tax Considerations' sections of this Prospectus.

It is the responsibility of any prospective Investor interested in investing in the Company to secure information / advice on the tax consequences of any such investment, the specific operations of the Company and any foreign exchange or other fiscal restrictions which might be relevant to their specific circumstances. Prospective Investors are advised to consult with professional advisers as regards any taxation aspects applicable to the Subscription, Redemption, Transfer or Conversion or sale of the Investment Shares under the laws of their jurisdiction of citizenship, residence, domicile or incorporation.

CASH AND CASH EQUIVALENT POSITIONS

For liquidity and to respond to unusual market conditions, part of the assets of a Compartment may be invested in cash and cash equivalent positions. Investments in cash and cash equivalents may result in a lower yield than other investments and may prevent a Compartment from meeting its investment objective. Cash equivalents are highly liquid, high-quality instruments with maturities of one year or less on the date they are purchased. They include, but are not limited to, securities issued by sovereign governments, their agencies and instrumentalities, repurchase agreements (other than equity repurchase agreements), certificates of deposit, bankers' acceptances, commercial paper (rated in one of the two highest rating categories), and bank deposit accounts.

TRANSACTIONS OF INVESTMENT SHARES

ELIGIBLE PERSONS

Investment in any Compartment may only be permitted for Natural or Legal Persons that qualify as Professional or Well-Informed Investors, as such terms are defined in the AIF Law and in the "DEFINITIONS" section. It is the responsibility of each prospective Investor to seek advice on the meaning of these terms and decide for themselves if they qualify or are willing to be treated as such.

SUBSCRIPTIONS

Summary of the Offering

The Offering: The offering consists of a Subscription of Investment Shares in the Company, each Investment Share being linked to one of the Classes attributable to a Compartment of the Company. Investment Shares are offered only to Professional and Well-Informed Investors and any invitation to the public is prohibited.

Register and Registration of Investment Shares: Investment Shares are issued only in registered form. The Company is not allowed to issue bearer shares. Title to registered Investment Shares subscribed by an Investment Shareholder is evidenced by having the account name, address and the number of Investment Shares held, entered in the Register. The Register is always kept in such manner as to show the Investment Shareholders subscribed in each Compartment and the Investment Shares in issue allocated to each Compartment. The Register is kept in the form of electronic records, provided that legible evidence are produced therefrom to satisfy the requirements of applicable law and the provisions of the Articles.

Fractions: In accordance with the provisions of the AIF Law, the Company and the External Manager shall not recognise nor issue fractions of Investment Shares. Where any Subscription monies for Investment Shares do not amount to an exact multiple of the Initial Subscription Price or Subscription Price Per Investment Share for the Compartment applied for, a fraction of an Investment Share shall not be issued and the number of Investment Shares to be allotted will be rounded to the nearest whole number..

Initial Offer

The External Manager will seek, through an initial offer, to raise proceeds for each Compartment, upon its registration in the CySEC RAIF Register, consisting of a Minimum Capital Raising, prior expenses. The External Manager intends to make use of the net proceeds of the Minimum Capital Raising as consideration for the investments of the Compartments and implementation of their strategies.

Investment Shares are offered during the Initial Offering Period at an Initial Subscription Price as specified in the relevant Offering Supplement of each Compartment.

The Initial Offering Period may last until the Minimum Capital Raising is achieved or within twelve (12) months from the date of the Compartment's establishment (the "Last Offering Day"). If the Minimum Capital Raising is not achieved prior to the Last Offering Day, any Subscription amount collected will be returned to the Investors.

The External Manager, up to its absolute discretion, may decide to extend the Initial Offering Period even if the Minimum Capital Raising is achieved but in any case the extension will not transcend the Last Offering Day. The Closing Day of the Initial Offering Period will be decided by a board resolution signed by the Board of Directors of the External Manager and passed on to the Company and the Fund Administrator.

Investment Shares received during the Initial Offering Period are issued and allotted one (1) Business Day after the Closing Day, during which, the Register of the Company is updated and Subscription Confirmations are sent to the Investment Shareholders.

Further Subscriptions

Following the Initial Offering Period, Investment Shares will be available for Subscription on each Dealing Day, being one (1) Business Day after the Valuation Day of a Compartment. Investment

Shares will be offered at the Subscription Price Per Investment Share calculated based on the NAV per Share of the Compartment they are allocated.

The Gross Subscription Price Per Investment Share applicable to any Class of a Compartment is ascertained by:

- (i) Determining the NAV of the relevant Compartment calculated in respect of the relevant Valuation Day; and
- (ii) Dividing the amount calculated under (i) above by the number of Investment Shares in issue allocated to that Compartment; and
- (iii) Deducting therefrom such amount as may be necessary to round the resulting amount to seven (7) decimal places; and
- (iv) If the Base Currency of the Class is different from the Base Currency of the Compartment, convert the resulting amount to the Compartment's Base Currency equivalent using the Prevailing Exchange Rate as of the relevant Valuation Day.

The Subscription Price Per Investment Share applicable to any Class of a Compartment is ascertained by:

- (i) Determining such sum as the External Manager may consider represents an appropriate provision for Duties and Charges; and
- (ii) Dividing the amount calculated under (i) above by the number of the Investment Shares for which an application for Subscription has been received by the External Manager; and
- (iii) Adding to the Gross Subscription Price Per Investment Share the amount resulting from (ii) above.

Investment Shares are issued and allotted on the Dealing Day. No Investment Shares will be issued or allotted in respect to a Compartment during any period in which the determination of the NAV per Share of that Compartment is suspended.

Minimum Initial and Subsequent Subscription Amounts

The External Manager may set Minimum Initial and Subsequent Subscription Amounts for each Compartment or Class of Investment Shares as set out in the relevant Offering Supplement. Any prospective Investor or existing Investment Shareholder, whatever the case may be, wishing to invest in a particular Class of Investment Shares must comply with these restrictions. The External Manager has the discretion, from time to time, to waive or reduce any applicable minimum Subscription amounts.

Subscription Application Documents

- Subscription Application Package

All applicants applying for Investment Shares must complete a set of documents, all of which together comprise the Subscription Application Package. All applicants are obliged to complete the following Subscription documents:

Subscription Application Form: The Investor will have to fill out the *Subscription Application Form* which contains all the information required in order for the Investor to subscribe for Investment Shares in the Company. Such information includes among others, personal information of the Investor, Subscription amount, co-owners if any, details of the Investor's beneficial owners, Bank details etc.

Mandatory Documents for Submission: This document includes all documentation required for submission, evidencing the Investor's identity and residency status. The receipt, examination and record keeping of the requested documentation is obligatory as part of internal KYC (Know your Client) identification and AML (Anti-Money Laundering) procedures.

Financial Situation and Background Form: Along with the *Subscription Application Form*, prospective Investors are required to complete the accompanying *Financial Situation and Background Form*. The purpose of the *Financial Situation and Background Form* is to identify the source of the invested money into the Company. Investors are requested to provide information relating to their occupational status and information such as annual earnings, total wealth and professional background.

Representations and Warranties: The section titled *Representations and Warranties* includes the representation and warranties provided by the Investor towards the Company. These "representations and warranties" constitute assertions and acknowledgments provided by the Investor as to the accuracy of certain facts or circumstances at the time or prior or subsequent to the execution of the Subscription Application Package, and on which the Company and the External Manager can rely on.

- **CRS & FATCA Self-Certification Forms:**

In addition to the Subscription Application Package, and in the context of the Company's compliance with the relevant reporting obligation under CRS and FATCA, potential Investors are obliged to complete the relevant CRS & FATCA self-certification forms. Pursuant to the information collected through the self-certification forms, an identification is performed on whether Investment Shareholders are classified as reportable persons under CRS and FATCA. The information requested and the relevant forms to be completed depend on the type of Investor i.e. Natural or Legal Person. In particular:

Natural Persons: Where the prospective Investor is a Natural Person, the individual CRS & FATCA self-certification form must be completed.

Legal Persons: Where the prospective Investor is a Legal Person, (i) the entity CRS self-certification form; and (ii) the entity FATCA self-certification form must be completed accordingly.

Representations and requests for information regarding the satisfaction of Investor suitability standards are included in the documents mentioned above. Provided, however, that the Company and the External Manager are entitled to rely on the truthfulness and accuracy of any representation made by a prospective Investor or an existing Investment Shareholder, each of whom is presumed to have better access than the Company and the External Manager with respect to any relevant information therein requested. In the event that the External Manager deems it necessary to obtain additional evidence to substantiate information or representations contained in any Subscription Application Package and CRS & FATCA self-certification form(s), prospective Investors and/or existing Investment Shareholders will also be required to provide the same.

Application Procedure

The Directors of the External Manager or other authorized representatives shall give to the applicant, free of charge, the Prospectus, the Memorandum and Articles, the latest annual report, if published, and the half-yearly report, if published after the annual report, and shall disclose to

the applicant the latest Key Information Document (required only for Well-Informed Investors) the information on the latest NAV per Share and the historic performance (if any) of the Compartment(s) in which the prospective Investor is interested to subscribe for, before signing the Subscription Application Package and CRS & FATCA self-certification form(s).

For the Subscription to be facilitated, the following are necessary:

- (a) An application for Subscription in Investment Shares submitted to the offices of the Fund Administrator in writing;
- (b) Acceptance of the Memorandum and Articles of the Company;
- (c) Full payment of the amount due for the acquisition of the Investment Shares, either in cash deposited at the bank account of the Company or provided that the External Manager's approval has been obtained, as a contribution in kind, subject to the specific provisions of a Compartment and as long as the contributed assets correspond to the investment strategy and permitted investments of the relevant Compartment, are free from any kind of charge and are valued by an independent Valuer or, if market quotations are readily available, are valued using the last closing bid price supplied by a specific relevant pricing source.

Applications for Subscription of Investment Shares must be submitted to the Fund Administrator between usual business hours (09:00 – 17:00 Cyprus time, GMT +2). It is required for all applicants for Investment Shares to submit the original completed Subscription Application Package and CRS & FATCA self-certification form(s) at the offices of the Fund Administrator either by hand or post. Prior to the submission of the original, a completed and signed Application Package may be sent via electronic mail or other way of electronic communication, for confirmation of good order, provided the original is also received at the offices of the Fund Administrator in a timely manner. Applications via fax will not be accepted.

Applications for Subscriptions submitted after the Initial Offering Period must be received prior to the Entry Cut-off set out in the relevant Offering Supplement of each Compartment. Completed applications for Subscription received prior to the Entry Cut-Off shall be effected on the forthcoming Dealing Day based on the Subscription Price Per Investment Share determined on the applicable Valuation Day. Any completed applications received after the Entry Cut-Off will normally be held over until a subsequent Dealing Day but may be accepted for dealing on the forthcoming Dealing Day, at the discretion of the External Manager, subject to the requirements of the applicable law and internal rules.

The External Manager is authorized to close or restrict a Compartment to new Subscriptions, either for a specified period and either in respect of all Investment Shareholders or prospective Investors only.

Payment of Subscription Monies

Subscription payments net of all bank charges should be paid by electronic transfer to the bank account specified at the time of application. Other methods of payment are subject to the prior approval of the External Manager. No interest will be paid in respect of payments received in circumstances where the application is held until a subsequent Dealing Day.

Subscription monies are normally paid out in the Base Currency of the relevant Compartment or Class of Investment Shares allocated to that Compartment. If any issue or sales taxes become

payable to the relevant tax authorities, the initial Subscription amount will be increased by that amount or be deducted by the total Subscription amount.

Investors and/or existing Investment Shareholders should settle payment of the Subscription monies at least one (1) Business Day prior to the relevant Valuation Day, otherwise the External Manager may cancel the allotment.

Non-Cash Contributions

If such provision is included in the relevant Offering Supplement(s), the External Manager may at its absolute discretion and from time to time accept the issue of Investment Shares for a non-cash contribution, provided that the contributed asset corresponds to the investment strategy and permitted investments of the relevant Compartment is free from any kind of charge and is either valued by an independent Valuer or, if market quotations are readily available, is valued using the last closing bid price supplied by a specific relevant pricing source. In such event, the applicant will complete an *In-Specie Form* provided to him/her by the Fund Administrator in which the various features of the contributed asset will need to be specified.

The procedures and rules established for performing a non-cash contribution are specified in the Offering Supplement of the relevant Compartment, if applicable.

Subscription Fee

During a Subscription for Investment Shares, a Subscription Fee may be charged to prospective Investors and/or existing Investment Shareholders, as this is specified in the relevant Offering Supplement.

Subscription Confirmation Notifications

Provided that (i) the Subscription proceeds in clear funds and/or contributed assets have been received at least one (1) Business Day prior to the relevant Valuation Day; and (ii) original and signed Subscription Application Package and CRS & FATCA self-certification form(s), accompanied by sufficient KYC documentation required have been received prior to the Entry Cut-Off, a Subscription confirmation (which may take the form of regular contract notes) will be issued and sent by the Fund Administrator to the new or already existing Investment Shareholder, where applicable, via electronic mail as soon as reasonably practicable after the relevant Dealing Day, providing full details of the transaction.

Title to registered Investment Shares is evidenced by entries in the Register kept by the Fund Administrator. Share certificates will not be issued unless so requested by an Investment Shareholder. In such case the share certificate shall be in the form approved by the Board of Directors of the External Manager and any charges incurred for its issuance shall be burden by the Investment Shareholder.

In case of discrepancy between the Subscription confirmation and/or the share certificate and the Register, the Register shall prevail.

Rejection of Subscription Applications

The Company, subject to the External Manager's authorization, has the authority to effect the issue of Investment Shares and the External Manager has the absolute discretion to accept or reject in whole or in part any application for Subscription of Investment Shares without assigning

any reason thereof, regardless of whether a prospective Investor meets the eligibility standards. The External Manager has the power to impose such restrictions, as it is deemed necessary, to ensure that no Investment Shares are acquired by any person which might result in the legal or beneficial ownership of Investment Shares to be held by persons who do not qualify as Eligible Persons or expose the Company to adverse tax or regulatory consequences. If an application is rejected, any monies received will be returned to the applicant as soon as possible by electronic transfer without any interest or compensation for charges.

It is the responsibility of each prospective Investor to ensure that the Subscription for Investment Shares does not violate any applicable laws in the Investor's jurisdiction of residence.

Subscription through Intermediaries

An Investor will only be able to fully exercise any rights directly against the Company, if the Investor is registered himself and in his own name in the Register as an Investment Shareholder. In cases where an Investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the Investor (an "Intermediary"), it may not always be possible for the Investment Shareholder to exercise certain rights directly against the Company.

REDEMPTIONS

An Investment Shareholder may, either directly or indirectly, proceed to a Redemption of Investment Shares held in a Compartment, subject to Limited Liquidity Arrangements.

Processing of Redemptions

Unless otherwise set forth in the relevant Offering Supplement, Redemptions of Investment Shares shall be allowed on any Dealing Day. Subject to any Limited Liquidity Arrangements in place, each Investment Shareholder has the right to redeem part or all Investment Shares held one (1) Business Day after the applicable Valuation Day, being the Dealing Day.

The Gross Redemption Price Per Investment Share applicable to any Class of a Compartment is ascertained by:

- (i) Determining the NAV of the relevant Compartment calculated in respect of the relevant Valuation Day; and
- (ii) Dividing the amount calculated under (i) above by the number of the Investment Shares in issue allocated to that Compartment at the relevant Valuation Day; and
- (iii) Deducting therefrom such amount as may be necessary to round the resulting sum to seven (7) decimal places; and
- (iv) If the Base Currency of the Class is different from the Base Currency of the Compartment, convert the resulting amount to the Compartment's Base Currency equivalent using the Prevailing Exchange Rate as of the relevant Valuation Day.

The Redemption Price Per Investment Share applicable to any Class of a Compartment is ascertained by:

- (i) Determining such sum as the External Manager may consider represents an appropriate provision for Duties and Charges; and

- (ii) Dividing the amount calculated under (i) above by the number of the Investment Shares for which an application for Redemption has been received by the External Manager, or which the External Manager wishes to redeem in accordance with the provisions of this Prospectus and the Company's Articles; and
- (iii) Deducting from the Gross Redemption Price Per Investment Share the amount resulting from (ii) above.

The Redemption Price applicable to any Class of a Compartment is ascertained by multiplying the Redemption Price Per Investment Share applicable to that Compartment, by the number of Investment Shares being redeemed.

Any taxes, commissions and other fees incurred in the respective countries in which the Investment Shares are redeemed will be charged. During any period when the calculation of the NAV of a Compartment is suspended, no Redemption requests will be processed.

Redeemable Shares will be cancelled on the Dealing Day.

Lock-Up Period

A Lock-Up Period may be imposed by the External Manager as may be further determined in the relevant Offering Supplement to be created for a Compartment, if applicable. The Lock-Up Period starts from the Launch Day of a Compartment or Class and ends at a specific date disclosed in the relevant Offering Supplement and is a period during which Investment Shareholders of a Compartment or Class are not entitled to a Redemption of Investment Shares.

Minimum Holding Period

A Minimum Holding Period may also be imposed by the External Manager as may be further determined in the relevant Offering Supplement to be created for a Compartment, if applicable. The Minimum Holding Period is the period during which an Investment Shareholder of a Compartment or Class is not entitled to a Redemption of Investment Shares, that applies from the Investment Shareholder's acquisition of such Investment Shares, either through an initial or subsequent Subscription, Transfer or Conversion of Investment Shares and ends at a date specified in the relevant Offering Supplement.

Gate Provision

The External Manager may, with respect to a Compartment, apply a maximum limit on the value of Redemption requests that may be satisfied on any date of Redemption and it shall not be bound to redeem more than a maximum percentage of the NAV of such Compartment in respect of the Investment Shares then in issue. Such limits, if applicable, shall be further detailed in the relevant Offering Supplement.

Redemption Request Form

Applicants for Redemptions of Investment Shares must complete the *Redemption Request Form*. The *Redemption Request Form* includes the number of Investment Shares the Investment Shareholder wishes to redeem. In addition, the *Redemption Request Form* includes the Investment Shareholder's updated personal information, including confirmation of the bank account details previously provided by the Investment Shareholder or the provision of a new bank

account's details. Failure to provide any of the aforementioned information will result in delay of such application for Redemption.

Application Procedure

All Investment Shareholders seeking to redeem Investment Shares may apply to do so by completing and sending a Redemption Request Form to the Fund Administrator between usual business hours (09:00 – 17:00 Cyprus time, GMT +2). The submission of the original Redemption Request Form at the offices of the Fund Administrator by hand or by post is mandatory. Prior submission of the original, a completed and signed Redemption Request Form may be sent via electronic mail, for confirmation of good order, provided the original is also received at the offices of the Fund Administrator in a timely manner. Applications via fax will not be accepted.

Redemption Request Forms must be received by the Fund Administrator prior to the Exit Cut-Off set out in the relevant Offering Supplement of each Compartment. Redemption requests received prior to the Exit Cut-Off shall be effected on the forthcoming Dealing Day based of the Redemption Price Per Investment Share determined on the Valuation Day they are applying for. If the Redemption Request Form is received after the Exit Cut-Off, normally, it shall be treated as a request for Redemption on a subsequent Dealing Day, however the External Manager may accept it for processing on the forthcoming Dealing Day, subject to the requirements of the applicable law and internal rules.

If the determination of the NAV is suspended beyond the day on which it would normally occur, the right of an Investment Shareholder to redeem Investment Shares held shall also be suspended.

Redemption Fee

Upon Redemption of Investment Shares, a Redemption Fee may be charged in order to discourage Investment Shareholders from pursuing early Redemptions. If applied, the Redemption Fee will scale down depending on the time of Redemption as will be further indicated in the relevant Offering Supplement.

Suspension of Redemptions

The suspension of Redemptions of Investment Shares is only allowed in exceptional cases where this is demanded by the circumstances, so required and where such suspension is justified as being due to a Force Majeure event and in the best interests of the Investment Shareholders. A suspension of Redemptions may be made at any time prior to the payment of Redemption proceeds or the removal of the Investment Shareholder's name from the Register.

The relevant suspension of Redemptions requires the previous decision of the External Manager and the relevant approval by CySEC and shall be notified to the Investment Shareholders and to the competent authorities of other countries where the Investment Shares of the Company are marketed, specifying the duration of the suspension period. Where the circumstances under which the suspension of Redemption of the Investment Shares of the Company has been decided cease to exist before the end of the suspension period, the External Manager shall revoke the suspension and notify the CySEC.

Redemptions will also be suspended in those circumstances in which the NAV of a Compartment cannot be determined. In case of suspension of the determination of the NAV of a Compartment, an Investment Shareholder whose right to redeem Investment Shares is similarly suspended may, during the period of suspension, withdraw the request for Redemption of Investment Shares. Any

withdrawal of a Redemption request will be made in writing and shall only be effective if actually received before termination of such suspension.

If the request is not withdrawn, the Redemption of the Investment Shares shall be made on the Dealing Day next following the end of the suspension or on such other Business Day following the end of the suspension as the External Manager at the request of such Investment Shareholder may agree.

Redemption Proceeds

In calculating the Redemption proceeds, the amount will be rounded to the nearest cent (0.01), with the Company being entitled to receive the adjustment. Redemption monies, representing less than the nearest rounder number of an Investment Share will not be returned to the applicant but will be retained by the Company.

Payment of Redemption Monies

Redemption Proceeds are paid in the Base Currency of the concerned Compartment or Class of Investment Shares or, at the discretion of the External Manager, in a freely transferable currency as requested by the Investment Shareholder to the account designated by the Investment Shareholder in the Redemption Request Form or in any other form requested to them for completion. No interest will accrue on the Redemption Proceeds pending the payment date. Any bank transfer charges or exchange costs will be deducted from the total Redemption proceeds. In case of inability to remit Redemption Proceeds to an Investment Shareholder for reasons not attributable to the Company and/or the External Manager, neither the External Manager nor the Company shall bear any liability and the responsibility lies with the Investment Shareholder to proceed to necessary actions so as to enable the remittance.

Redemption Proceeds will only be paid to the Investment Shareholder(s). If the Redemption Proceeds are to be paid to a bank account other than the one specified in the original Subscription Application Form, then a reasonable and sufficient explanation must be provided from the Investment Shareholder's side as to the reasons of the change of bank accounts. In the case of co-holders, all must sign the revised payment instructions. Failure to provide any of the aforementioned information will result in delay of payments.

Payment of Redemption Proceeds in Specie

If such provision is included in the relevant Offering Supplement(s), Redemption Proceeds may be performed in whole or in part by a distribution in kind, in lieu of cash. The External Manager will proceed to such settlement, upon mutual agreement with the redeeming Investment Shareholder, if no cash is available to accommodate an Investment Shareholder's request for Redemption and only if it is determined that such Redemption in specie would not be detrimental to the best interests of the remaining Investment Shareholders of the relevant Class or Compartment. The procedures and rules established for performing a Redemption in Specie are specified in the Offering Supplement of the relevant Compartment.

Redemption Confirmation Notifications

A Redemption Confirmation will be sent by the Fund Administrator to redeeming Investment Shareholders via electronic mail as soon as reasonably practicable after the relevant Dealing Day, providing full details of the transaction. The Redemption Confirmation should not be construed

by Investment Shareholders as confirmation of settlement of Redemption monies as the Fund Administrator is not in a position to confirm this information.

The Redemption Price Per Investment Share may be higher or lower than the Subscription Price Per Investment Share paid by the Investment Shareholder, depending on the NAV per Share of the Valuation Day immediately preceding the date of Redemption.

Rights following Dealing Day

The name of a redeeming Investment Shareholder will be removed from the Register on the Dealing Day upon determination of the Redemption Proceeds in respect of the Investment Shares being redeemed. Investment Shareholders requesting the Redemption of all or any part of their Investment Shares on any particular Dealing Day will, with effect from that Dealing Day (i) be treated as creditors of the Company and will rank accordingly in the event of a winding up of the Company; (ii) have no rights as holders of Investment Shares being redeemed; and (iii) are entitled to receive the Redemption proceeds and any Distribution which has been declared in respect of their Investment Shares but not paid prior to the relevant Dealing Day.

Compulsory Redemption

Despite the implementation of any Limited Liquidity Arrangements, the External Manager has the right upon at least 15 (fifteen) Business Days' notice to compulsorily redeem on a Dealing Day in whole or in part any Investment Shares of a Compartment or Class of Investment Shares held by an Investment Shareholder under such circumstances as are described below:

- i. The Investment Shares are held by or for the benefit (directly or indirectly) of any Ineligible Person;
- ii. An Investment Shareholder has become an Ineligible Person, or has ceased to be an Eligible Person;
- iii. Any successor of a deceased Investment Shareholder does not qualify as an Eligible Person;
- iv. Such Investment Shares have been acquired (or since their acquisition are now held) in breach of any laws of any country or the decision, order or determination of any governmental agency;
- v. Such Redemption would in any way best serve the interests of the Company, or Compartment or Class or of its Investment Shareholders as a whole;
- vi. Such Redemption would eliminate or reduce the exposure of the Company or its Investment Shareholders to adverse tax or regulatory consequences under the laws of any country;
- vii. Any of the representations and information given by the Investment Shareholder in the Subscription Application Form and/or Economic Situation and Background Form and/or CRS & FATCA self-certification form(s) were not true from the outset or have become inaccurate over time;
- viii. The Investment Shareholder is considered at any stage as non-cooperative as elaborated in section "NON-COOPERATION" of this Prospectus;

- ix. The Company or a Compartment is being liquidated;
- x. Upon the existence of a court order or judgment demanding the compulsory Redemption of Investment Shares held by an Investment Shareholder; or
- xi. On any other grounds whether or not at the External Manager's discretion, as such ground may be expressly provided for under the Articles and/or the Prospectus and/or relevant Offering Supplement.

The External Manager may charge any legal, accounting or administrative costs associated with such compulsory Redemption to the redeeming Investment Shareholder.

Distributions in respect of a compulsory Redemption of Investment Shares shall be made in the same manner and under the same terms as a Redemption of Investment Shares which is not compulsory.

Redemption rights in case of Amendments to the Company's Memorandum & Articles

Amendments to the Company's Memorandum and Articles must always be notified to CySEC by the External Manager pursuant to section 138(5) of the AIF Law. Such amendments shall be communicated immediately to the Investment Shareholders who have the right to ask for the Redemption of their Investment Shares in accordance with the provisions of the Memorandum and Articles, as these were in force prior to their valid amendment, within the deadlines specified in section 60 (2) of the AIF Law as per the Redemption conditions specified in this Prospectus and accompanied Offering Supplement(s).

TRANSFERS

Rules for Transfers

Transfer of Investment Shares from an Investment Shareholder wishing to transfer the Investment Shares registered in his/her name (the "Transferor") to a person (existing or new Investment Shareholder) wishing to receive those Investment Shares (the "Transferee") is always subject to the approval of the External Manager.

The External Manager may also decline to register any Transfer of Investment Shares where it appears that such transfer would result in the legal or beneficial ownership of such Investment Shares by a person who does not qualify as an Eligible Person or could expose the Company to adverse tax or regulatory consequences.

The successful Transfer of Investment Share(s) from the Transferor to the Transferee constitutes an absolute transfer of all the rights and obligations connected to the relevant Investment Share(s). Reference to rights attached to Investment Shares include but are not limited to Redemption rights, transferring rights and rights as to Distributions. In contrast, references to obligations connected to Investment Shares relate to such liabilities and/or obligations (inter alia, Minimum Holding Period, Minimum Initial and/or Subsequent Subscription Amount) expressly provided for in the Company's Articles, Prospectus and relevant Offering Supplement presented to the Transferee prior the commencement of the Transfer procedure. To this end and for the avoidance of any doubt, the Transfer of Investment Shares to the Transferee constitutes a 'continuity' of the rights afforded to and the liabilities/obligations imposed on the Transferee onto the Transferee as if no Transfer has occurred.

Investment Shareholders are not obliged to transfer their Investment Shares based on their NAV at the time of the Transfer. If an ad-hoc calculation of the NAV of transferred Investment Shares is requested by the Transferor or Transferee, the External Manager may decide to accept or reject such a request at its absolute discretion and reserves the right to charge any legal, accounting or administrative costs associated with the determination of the NAV to the requesting party.

During any period when the determination of the NAV of the relevant Compartment has been temporarily suspended, the External Manager shall have the discretion not to permit the registration of a Transfer of Investment Shares.

Transfer Request Form

Investment Shareholders wishing to transfer some or all of the Investment Shares registered in their names shall submit to the Fund Administrator a Transfer Request Form signed by both the Transferor and the Transferee. The Transfer Request Form must include the number of Investment Shares the Transferor wishes to transfer to the Transferee. In addition, the Transferor's and Transferee's personal details are requested for completion.

In case the Transferee is not an existing Investment Shareholder, he should also complete and submit the Subscription Application Package and CRS & FATCA self-certification form(s) at the offices of the Fund Administrator.

Time of Execution

Requests for Transfers are processed immediately, upon submission of the original completed and signed Transfer Request Form as well as of the relevant Subscription Application Package and CRS & FATCA self-certification form(s), in case the Transferee is a new Investor.

Application Procedure

Investment Shareholders may apply for a Transfer of Investment Shares in writing by electronic mail to the Fund Administrator (with original Transfer Request Form to follow promptly by hand or by post). No Transfer of Investment Shares will be performed prior to the submission of the original completed and signed Transfer Request Form as well as of the Subscription Application Package and CRS & FATCA self-certification form(s) by the Transferee, in case of a new Investment Shareholder.

The External Manager shall carry out an assessment of the Transfer Request Form and the Transferee. If the External Manager declines to register the Transfer of any Investment Shares it shall, within one month after the date on which the Transfer was lodged, send to the transferee notice of the refusal.

The Fund Administrator shall update the Register by removing the transferred Investment Shares from the Transferor's account and recording them in the Transferee's account. The Transfer shall only be effective upon registration of the Transferee in the Register. The Fund Administrator shall prepare and issue Transfer Confirmations and distribute them via electronic mail accordingly to the Transferor and Transferee.

CONVERSIONS

Rules for Conversions

Subject to any suspension of the determination of the NAVs per Share concerned, Investment Shareholders have the right to convert all or part of their Investment Shares of any Class or Compartment (the "Original Class" or the "Original Compartment", as the case may be) into Investment Shares of another Class or Compartment (the "New Class" or the "New Compartment", as the case may be). Investment Shareholders may convert all or part of their Investment Shares into the corresponding amount of Investment Shares in another Class or other Classes of Investment Shares within the same or other Compartment or Compartments. This may include a conversion (i) within the same Compartment or (ii) within the same and one or more other Compartments or (iii) within one or more other Compartments, assuming they comply with all the requirements with respect to the Class or Classes of Investment Shares into which the existing Investment Shares are to be converted.

A Conversion of Investment Shares is effected by way of a Redemption of Investment Shares of one Compartment or Class at the relevant Redemption Price Per Investment Share and a subsequent Subscription at the Subscription Price Per Investment Share for Share of the other Compartment or Class, determined on the basis of the NAV per Share on that Valuation Day. Consequently, a Conversion of Investment Shares may be processed only if it complies with the Redemption rules of the Original Class or Compartment and Subscription requirements of the New Class/es of Investment Shares or Compartment/s into which the Investment Shares will be converted. For Instance, obligations affixed to Investment Shares allotted to the New Class(es) or Compartment(s) such as the Minimum Initial and/or Subsequent Subscription Amount must be met in order for the Conversion to be processed by the Company.

Conversion Request Form

Investment Shareholders wishing to proceed with conversion of Investment Shares must submit a *Conversion Request Form* stating (i) the number of existing Investment Shares in a Class or Compartment are to be converted and (ii) the Class or Classes and Compartment or Compartments to which they are to be converted. In addition, the application for Conversion requires from the Investment Shareholders to confirm or update their personal information recorded in the Register of the Company.

Application Procedure

The original Conversion Request Form must be received within the time limits (Entry and Exit Cut-Offs) specified for Redemption of Investment Shares in the original Class or Compartment and Subscription of Investment Shares in the new Class or Compartment. The Redemption Price Per Investment Share in the original Compartment will be applied towards the Subscription Price Per Investment in the new Compartment. In case of conversion between Classes of the same Compartment, the Redemption Price Per Investment Share and Subscription Price Per Investment Share of that Compartment will be applied.

For Compartments having different Valuation Days and subsequently different Dealing Days the External Manager has the authority to reject the request for Conversion or arrange for an ad-hoc valuation of assets and NAV per Share for the two Compartments.

Once the Conversion takes place, the Fund Administrator will inform the Investment Shareholder with regards to his/her new number of Investment Shares obtained by Conversion and the NAV

per Share thereof in the New Compartment. A Conversion Confirmation will be sent to the Investment Shareholder by electronic mail, providing full details of the transaction.

Conversion Calculation

The number of Investment Shares to be issued in the new Class or Compartment will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where:

A = number of Investment Shares of the New Class or Compartment to be allocated

B = number of Investment Shares of the Original Class or Compartment to be converted

C = Redemption Price Per Investment Share on the relevant Dealing Day for the Original Class or Compartment

D = the currency conversion factor representing: (i) the effective foreign exchange rate of settlement on the relevant Dealing Day applicable to the Conversion between the relevant Classes or Compartments, where the Base Currencies of the relevant Classes or Compartments are different; (ii) or D=1, where the Base Currencies of the relevant Classes or Compartments are the same.

E = Subscription Price Per Investment Share on the relevant Dealing Day of the New Class or Compartment

PLEDGES

The Investment Shares of the Company may be used as collateral to secure a claim towards a lender as long as the lender qualifies as an Eligible Person and provides all the information and documentation requested in the Subscription Application Package and CRS & FATCA self-certification form(s). Any lender participating in the Company as an Investment Shareholder shall always comply with the Company's internal rules and the provisions of the Articles. No special treatments will be upheld for the benefit of any Investment Shareholder participating in the Company as a result of a pledge.

The collateral shall be valid and shall take effect against the Company, from the date it is disclosed in writing to the External Manager and the above conditions are met. The Fund Administrator shall record the collateral in the Register. The External Manager, at its absolute discretion, may accept or reject any pledge of Investment Shares without assigning any reason thereof, regardless of whether the lender meets the suitability requirements.

The satisfaction of the lender is effected by the Redemption of the pledged Investment Shares and the payment of the Redemption proceeds to the lender, until the Redemption of all the pledged Investment Shares. Where the pledged Investment Shares are not redeemed in total, the lender shall maintain its right on the collateral as to the remaining pledged Investment Shares, without having to conclude and disclose a new collateral agreement.

VALUATIONS

RULES OF VALUATION

The calculation of the NAV of each Compartment and the NAV attributable to Investment Shares in each Compartment thereof will be performed by the Fund Administrator and approved by the

External Manager in respect of the relevant Valuation Day by reference to the valuation guidelines below and in accordance with the Articles. A separate NAV will be calculated for each Compartment on the Valuation Days specified in the Offering Supplement of each Compartment.

Each NAV will be expressed respectively in the Base Currency of the Compartment whose net assets are valued. The Base Currency of each Compartment is the currency in which the NAV is denominated. The External Manager may however decide to issue one or more Classes of Investment Shares where the Base Currency of the Class may be different than the Base Currency of the Compartment. In such cases, the NAV per Share in the Base Currency of the Class is the equivalent of the NAV per Share in the Base Currency of the Compartment allocated to that Class converted at the Prevailing Exchange Rate.

Any rounding differences between the NAV calculated from the accounting records of a Compartment and the NAV derived from the Register based on the holdings of Investment Shareholders in that Compartment shall be retained for the benefit of that Compartment.

DETERMINATION OF THE NET ASSET VALUE

The NAV of each Compartment is defined as an aggregate value of the assets allocated to that Compartment minus liabilities.

The assets allocated to each Compartment, shall be deemed to include: (i) all investment holdings held in the Portfolio of each Compartment (ii) all cash in hand or on deposit, including any interest accrued thereon; (iii) the set up expenses of the Company allocated to it based on NAV proportionality and the set-up expenses occurring for its own launch, including the cost of asset issuing and distributing Investment Shares, insofar as the same have not been written off; (iv) all accounts receivable; (v) any cash dividends and cash distributions receivable to the extent information thereon is reasonably available to the Company; (vi) all interest accrued on any interest bearing assets except to the extent that the same is included or reflected in the principal amount of such asset; (vii) and all other assets of any kind and nature including expenses paid in advance.

The liabilities allocated to a Compartment include: (i) all contract loans, bills and accounts payable; (ii) all accrued interest on loans provided to the Company on behalf of a Compartment (including accrued fees for commitment for such loans); (iii) all accrued or payable expenses including the Management Fee, Performance Fee, Depositary Fee, Administration Fee, Directors and employees remuneration and any other third party service provider fees, that have been appointed pursuant to a written agreement or engagement letter; (iv) all known liabilities, present and future, including all matured contractual obligations for payment of money or property; (v) an appropriate provision for future taxes based on income or reserves to the relevant Valuation Day; (vi) any Duties and Charges; and (vii) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Investment Shares.

VALUATION OF ASSETS

In calculating the NAV, all the investment holdings held in the Portfolio of each Compartment and any rights or liabilities derived from their ownership shall be calculated as follows:

- a. Cash and cash equivalents comprising cash on hand, demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value shall be valued at their nominal value plus accrued interest.

- b. OTC derivatives such as forward contracts and swap contracts shall be valued using the counterparty valuation or an alternative valuation. The counterparty to derivative instruments not traded on an exchange must be prepared to value the contract and to close out the transaction at the request of the External Manager.
- c. Any interest arise from the ownership of a private loan or hybrid security accrued but not received or any dividends declared for distribution but for which no distribution has been made shall be recorded.
- d. Securities representing ownership of privately owned companies such as SPVs, Subsidiaries and/or Wholly Owned Subsidiaries shall be valued at least once a year, and every time there is evidence that the last determined value is no longer fair or proper, using acceptable valuation techniques based on a fair value principle (deemed to be “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date”). The External Manager may at its discretion, adjust the value of an asset downwards (but not upwards) if it deems that the valuation of the asset is overly optimistic.
- e. All real estate assets, including land, will be valued by an independent Valuer hired by the External Manager at least once a year, and every time there is evidence that the last determined value is no longer fair or proper. The Valuer will value the properties based on a fair value principle (deemed to be “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date”). The External Manager may at its discretion, adjust the value of an asset downwards (but not upwards) if it deems that the valuation of the asset is overly optimistic.
- f. Tax liabilities and assets for the current and prior periods are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantially enacted, by the reporting date. Current tax includes any adjustments to tax payable in respect of previous periods.
- g. For other assets not covered in (a) through (f) above, their fair value will be calculated in accordance with applicable valuation techniques.

Any value expressed otherwise than in the Base Currency of a Compartment (whether of an investment or cash) and any non-Base Currency borrowing shall be converted into the Base Currency at the latest available Prevailing Exchange Rate supplied by the ECB. Similarly, foreign currency transactions are translated into the Compartment’s Base Currency, using the ECB exchange rates (if available) prevailing at the dates of the transactions. If the ECB exchange rate is not available, then it is upon the External Manager to decide an appropriate alternative Prevailing Exchange Rate at its sole discretion. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

In the event of it being impossible or incorrect to carry out a valuation of a specific investment in accordance with the valuation rules set out above or if such valuation is not representative of an asset’s fair value, the External Manager is entitled to employ such other generally recognized valuation method in order to reach a proper valuation of that specific instrument, provided that such method of valuation has been communicated to the Fund Administrator.

NAV PER SHARE

The NAV per Share of a Compartment in respect of each Valuation Day shall be ascertained by:

- (i) Determining the NAV of the relevant Compartment; and
- (ii) Dividing the amount calculated under (i) above by the number of Investment Shares in issue allocated to that Compartment at the relevant Valuation Day; and

(iii) Deducting therefrom such amount as may be necessary to round the resulting amount to seven (7) decimal places.

In calculating the number of Investment Shares in issue:

- Every Investment Share agreed to be issued or allotted but not issued by the Company at the relevant Valuation Day shall be deemed not to be in issue;
- Where notice of a Redemption of Investment Shares has been given but such Redemption has not been completed prior to or at the relevant Valuation Day, the Investment Shares to be cancelled shall be deemed to be in issue.

In case of a material error in the calculation of the NAV or NAV per Share arising from either an incorrect calculation or non-compliance with investment rules, the Fund Administrator must take all necessary steps to correct the error.

If after the calculation of the NAV per Share, there has been a material change in the valuation of a substantial portion of the investments attributable to the Portfolio of a Compartment, the External Manager may, in order to safeguard the interests of Investment Shareholders and the Company, cancel the first valuation and carry out a second valuation, prudently and in good faith.

NAV DISCLOSURES

Upon the ratification of the NAV by the External Manager, an NAV statement is issued and sent by the Fund Administrator to the Investment Shareholders via electronic mail as soon as reasonably practicable after the relevant Valuation Day.

ALLOCATION OF ASSETS AND LIABILITIES

The Fund Administrator ensures that the assets and liabilities of each Compartment are allotted to that Compartment alone and are kept separately from the assets and liabilities of the other Compartments. The Fund Administrator keeps separate books for each Compartment. Similarly, all transactions relating to the Portfolio of a Compartment are recorded separately from the transactions of other Portfolios allocated to other Compartments. In terms of accounting treatment of the Company's books, the Fund Administrator shall apply the following provisions:

- i. The records and accounts of each Compartment shall be maintained separately in the Base Currency of the relevant Compartment.
- ii. The proceeds from the issue of Investment Shares representing a Class of Investment Shares allocated to a Compartment, shall be applied in the books and records of the Company to that Compartment, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Compartment.
- iii. Where any asset is derived from another asset, such derivative asset shall be applied in the books and records of the Company to that Compartment as the assets from which it was derived and any increase or diminution in the value of such asset shall be applied to the relevant Compartment.
- iv. Where the Company incurs a liability which relates to any asset of a particular Compartment or to any action taken in connection with an asset of a particular Compartment, such a liability shall be allocated to the relevant Compartment.
- v. Where an asset or a liability of the Company cannot be considered as being attributable to a particular Compartment, the External Manager shall in its absolute discretion determine the basis upon which any such asset or liability shall be allocated among all or any of the Compartments (method of calculation), and it shall further have the power at any time and from time to time to vary such method based on the specific facts .

- vi. Provided that when issuing a Class of Investment Shares in regard to any Compartment, Subscription Fees (if applicable), Duties and Charges and ongoing expenses may be allocated on a basis which is different from that which applies in the case of Investment Shares in other Classes in the same or other Compartment(s).
- vii. Notwithstanding any statutory provision or rule of law to the contrary, any liability incurred on behalf of or attributable to any Compartment of the Company shall be discharged solely out of the assets of that Compartment, and neither one of the Company, External Manager, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Compartment in satisfaction of any liability incurred on behalf of, or attributable to, any other Compartment.

TEMPORARY SUSPENSIONS OF NAV CALCULATIONS

The External Manager may temporarily suspend the determination of the NAV of any Compartment and consequently the Subscription, Redemption or Conversion of Investment Shares during:

- i. Any period during which the prices or values of investments which constitute a substantial portion of the assets of a Compartment is not practically feasible or, if feasible, would be possible only on terms materially disadvantageous to the Investment Shareholders;
- ii. Any period when, for any reason, the prices or values of any investments of a Compartment cannot be reasonably, promptly or accurately ascertained;
- iii. Any period when remittance of monies which will, or may, be involved in the realization of, or in the payment for, investments of a Compartment cannot, in the opinion of the External Manager, be carried out at normal rates of exchange;
- iv. Any period when the proceeds of the Subscription or Redemption of the Investment Shares cannot be transmitted to or from a Compartment's account;
- v. Any period when a notice to dissolve and liquidate a Compartment has been served or when a motion is considered for the dissolution and Liquidation of a Compartment;
- vi. In the event that any Redemptions or Distributions, in the opinion of the External Manager, result in a violation of applicable law;
- vii. If the External Manager otherwise determines that allowing any Redemption would adversely affect a Compartment or any non-redeeming Investment Shareholders;
- viii. Upon the occurrence of an event causing the Company or any Compartment to enter into Liquidation or a Liquidation of a Compartment (respectively);
- ix. In exceptional cases, where the circumstances so require, and where the External Manager considers it justifiable to do so having regard to the best interests of the Investment Shareholders as a whole;
- x. When such suspension is required by the CySEC as being in the best interest of the Investment Shareholders; or
- xi. During Force Majeure events.

Affected Investment Shareholders and CySEC will be notified of any such suspension, and the termination of any such suspension, by means of a written notice.

It is clarified that no issue or Redemption of Investment Shares or payment of Redemption proceeds will generally take place during any period when the calculation of the NAV is suspended.

KEY SERVICE PROVIDERS

DEPOSITARY

EUROBANK CYPRUS LTD has been appointed to act as the Depositary of the Company.

EUROBANK CYPRUS LTD offers a range of products and services in corporate and investment banking, private banking and international business banking, adding value to the development of the services provided by Cyprus as an important financial centre. With strong capital adequacy, the bank continuous organic growth as well as the strength of people, the bank continues developing operations to the benefit of customers, providing effective solutions to meet rapidly evolving and complex needs.

Duties

In general, the Depositary serves three broad functions: (1) safe-keep the Company's assets; (2) oversee compliance with the Company's Prospectus, Memorandum and Articles and with applicable laws, directives and regulations governing the Company; and (3) monitor the cash flows of the Company.

Safekeeping: The duty to safe-keep consists of either custody or record-keeping depending on the type of asset owned by the Company. The custody function includes proper asset segregation on the Depositary's or its delegate's books, due care of assets held in custody and assessment and monitoring of custody risk throughout the custody chain. The custody function applies to all assets which can be held in custody, whether by physical delivery or by way of registration in a financial instruments account (which must be segregated from the assets of the Depositary) in the Depositary's books. All assets which cannot be held in custody are subject to the record-keeping obligation. The Depositary's obligations as regards such other assets are to maintain up-to-date records and verify ownership. Apart from segregation of assets between the Company's assets and its own, the Depositary must also ensure that the assets of a Compartment of the Company are registered separately from the assets of the Company's other Compartments.

Oversight: The Depositary assesses the risks associated with the nature, scale and complexity of the Company's overall strategies and organisation in order to devise oversight procedures which are appropriate to the Company and the assets in which it invests through its established Compartments and which are then implemented and applied.

The oversight obligations of the Depositary include the following:

- Ensure that dealings in Investment Shares of the Company are in accordance with the Company's applicable rules;
- Ensure NAV of each Compartment is calculated in accordance with the Company applicable rules and valuation principles;
- Carry out the instructions of the External Manager unless they conflict with the AIF Law, the Company applicable rules, or the Articles;
- Ensure that in transactions involving the Company's assets, any consideration is remitted to the Company within usual time limits; and
- Ensure that the Company's income is distributed and applied in accordance with the Company's rules.

The Depositary is also responsible for ensuring that the Company implements and applies an appropriate and consistent procedure to:

- (i) Reconcile the Subscription orders with the Subscription proceeds and the number of Investment Shares issued with the Subscription proceeds received by the Company;
- (ii) Reconcile the Redemption orders with the Redemptions paid, and the number of Investment Shares cancelled with the Redemptions paid by the Company; and
- (iii) Verify on a regular basis that the reconciliation procedure is appropriate.

The Depository must in particular regularly check the consistency between the total number of Investment Shares of the Company's accounts and the total number of outstanding Investment Shares that appear in the Company's Register. The Depository also checks and verifies that proper allotment of Investment Shares to their respective Compartment or Class of Investment Shares is performed within the Company's Register.

Cash Monitoring: The Depository is required to have a full overview of the cash position and cash movement of the Company, including Subscription and Redemption monies. The Depository is responsible for reviewing the cash monitoring procedures, in particular as regards reconciliations, and the notification of the External Manager of any identified discrepancies that have not been rectified without undue delay.

Measures against Conflicts of Interest

The Depository shall not carry out activities on behalf of the Company that may create conflicts of interest between the Company, the Investment Shareholders, the External Manager and itself, unless the Depository has functionally and hierarchically separated the performance of its Depository tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Investment Shareholders of the Company. Moreover, the Directors of the Company, the persons who effectively conduct the business of the Company and the members of the Managing Body and the persons who effectively conduct the business of the External Manager do not participate in the governing body or senior management of the Depository in order to avoid any conflict of interest situations.

In evaluating these potential conflicts of interest, an Investment Shareholder should be aware that the External Manager and the Company have a responsibility to the Investment Shareholders to exercise good faith and fairness in all dealings affecting the Company.

Resignation & Replacement of the Depository

The replacement of the Depository can take place only after the approval of the choice of the new Depository by CySEC.

In case of a serious breach of the Depository's obligations, or in order to protect the interests of the Investment Shareholders where the Depository does not exercise its duties in the interests of the Investment Shareholders, the CySEC may demand the replacement of the Depository by a new Depository, which shall be subject to its approval. An application for the replacement of the Depository may also be filed by the External Manager, as representative of the Investment Shareholders.

Where the External Manager requires the replacement of the Depository, it must propose a new Depository in replacement of the previous one and informs the Depository under replacement accordingly.

The Depository has no discretion relating to the Compartments' investments.

FUND ADMINISTRATOR

PRICEWATERHOUSECOOPERS FUND SERVICES LIMITED, a subsidiary company of PricewaterhouseCoopers Limited and a member firm of PwC global network serves as the Fund Administrator of the Company. Essentially, the Fund Administrator is an outsourced third party service provider that protects the interests of Investment Shareholders by independently verifying the assets and valuation of the Company. By outsourcing the fund administration function to the Fund Administrator, the External Manager is allowed the freedom to focus on portfolio management internally.

The Fund Administrator has developed systems and procedures to ensure that the administration services provided to the Company are executed in an efficient and cost effective manner. The Fund Administrator, among others, carries out the following administration duties and tasks in relation to the Company:

- (a) Accounting Services, including NAV calculation;
- (b) Reporting Services; and
- (c) Transfer Agency Services.

For the purpose of calculating the NAV per Share of each Compartment, the Fund Administrator follows the valuation policies and procedures as specified in this Prospectus and the Articles. The Fund Administrator relies on, and shall not be deemed responsible for the accuracy of, financial data furnished to it by the External Manager, the Company, the Depositary and/or any independent third party pricing services.

TECHNICAL ADVISOR

The Company will receive technical support from an advisor/consultant with significant knowledge in the Company's targeted sector. The Company will rely on ADN Development GmbH, a German company. The Technical Advisor shall provide professional support and expert advice to the External Manager with regards to the German assisted living real estate sector. The technical support services include inter-alia the following:

- a. Perform research on the German assisted living real estate sector and identify and recommend investment opportunities with potential growth.
- b. Provide assistance in synthesizing, analyzing and visualizing vast information on the target market.
- c. Provide a life-cycle analysis for evaluation of the investment opportunities;
- d. Perform due diligence procedures in coordination with the External Manager and its legal advisers on potential investments.
- e. Assist in relation to the negotiations that take place between key stakeholders and the External Manager.
- f. Establish and maintain effective communication between all the parties involved within the foreseeable investment.
- g. Perform on a daily basis project management on the real estate projects.
- h. Supervise, monitor and manage the administration procedures to safeguard smooth process throughout the whole cycle of each project.

AUDITORS

The Auditors of the Company is **PRICEWATERHOUSECOOPERS LIMITED**, a firm recognised as one of the leading accounting, auditing, tax and business advisers in Cyprus offering the most comprehensive range of services to its clients.

The financial statements of the Company are audited on an annual basis by the Auditors in accordance with IFRS. The Auditors have a statutory obligation to report to the authorities any irregularities which come to their attention during the audit of the Company or any acts or omissions observed while performing their duties.

FEES AND EXPENSES

COMPANY EXPENSES

Set-up Fees

The costs of establishing the Company, the preparation and printing of this Prospectus and any relevant document(s) and the marketing costs and fees of all professionals relating to the same will be borne by the Company and amortised in such period as may be determined in the relevant Offering Supplement. Set-up fees may also encompass a certain extent of costs relating to, inter alia, operating expenses, Directors' fees, service provider fees, regulatory fees etc., which are inflicted during the Initial Offering Period and may affect the Initial Subscription Price of the Compartments.

Such expenses shall be apportioned among the Compartments based on their GAV or any other reasonable basis of allocation as the External Manager deems fair and appropriate. Thereafter, Compartments will only bear the set-up fees relating to their own launching or in case the set-up fees relate to the Company as a whole, the fees shall be apportioned among the Compartments based on their GAV or on any other reasonable basis of allocation as the External Manager deems fair and appropriate.

Operating Fees

The expenses incurred by the Company's maintenance and not specifically allocated to a particular Compartment are apportioned amongst all operating Compartments based on their GAV or any other reasonable basis as the External Manager may determine fair and appropriate given the nature of the expense. Each operating Compartment pays its reasonable portion of any Company expenses allocated to it which may include, but not limited to, the costs of establishing and maintaining the Company and registering the Company and the Investment Shares with any governmental or regulatory authority, costs of printing, reporting and publishing expenses including reasonable marketing and advertising expenses such as explanatory term-sheets and costs of preparing, translating and printing the Prospectus in different languages, fees payable to the Directors of the Company (including all reasonable out-of-pocket expenses and travel expenses), transport related costs (including all costs associated with the provision, hire or use of transport, including car allowances, travel expenses, transport insurance, hire and operating leases), costs of extraordinary measures carried out in the interests of Investment Shareholders in particular, reports to CySEC and governmental agencies, all taxes, duties, governmental or similar charges, auditing, tax and legal fees, insurance premiums, membership dues for trade associations, paying agent and/or local representative fees that are payable at normal commercial rates, costs of dealing with legal proceedings and expenses of litigation, and all other operating

expenses such as governmental or similar charges. Some fees and charges may be subject to value added tax (“VAT”) in Cyprus or abroad at the applicable VAT rate.

Directors’ Fees

The Directors of the Company receive a fee for their appointment and duties, payable by the Company, subject to a service level agreement. Moreover, all of the Directors of the Company shall be entitled to be reimbursed by the Company for all travelling, hotel and other reasonable out-of-pocket expenses properly incurred by them in attending and returning from any meetings in connection with the business of the Company.

Annual Corporate Fee

Under the provisions of the Companies Law, the Company is obliged to pay a levy amounted to €350 payable to the Cyprus Registrar of Companies no later than 30th June of each calendar year. In case the Company delays to pay the levy as stated above but proceed with the payment within:

- two (2) months from the due date, a penalty of 10% is imposed;
- five (5) months from the due date, an additional penalty of 30% is imposed;

Despite the above provisions, in case the Company will not comply with the payment of the levy and any penalties which might occur, the Cyprus Registrar of Companies without notification will strike off the company from its record in accordance with the provisions of the Companies Law.

SERVICE PROVIDERS FEES

Auditor Fees

The Auditors shall charge the Company an annual fee payable prior to the commencement or upon the completion of their auditing work. The fixed fee payable to the Auditors and the period upon which it becomes payable is specified in the engagement letter concluded between the Company and the Auditors in relation to the services provided.

Corporate and Secretarial Fees

The Secretary shall charge the Company an annual fee for its services. Extra charges incurred from additional services performed by the Secretary and any out of pocket expenses born by the Secretary are paid by the Compartments on a proportionate basis or any other form of allocation that may be decided by the External Manager that is deemed fair and appropriate. Such charges and out of pocket expenses become payable upon issuance and receipt of the relevant invoices and notices sent from the Secretary to the External Manager and further communicated to the Fund Administrator. Any charges incurred from work performed by the Secretary and are specifically addressed to a Compartment are charged solely to that Compartment.

EXPENSES OF COMPARTMENTS

Any fee or out of pocket expenses allocated to a Compartment are payable directly out of the assets of that Compartment and in any case, are kept segregated from the other Compartments.

Such fees include, but are not limited to, set-up fees incurred for a Compartment’s own launching, Management Fee, Performance Fee, Depositary Fee, Administration Fee, fees payable to the

members of the Technical Advisor, advisory fees of investment or non-investment nature payable to independent third-parties, research fees, promoters or distributors fees, fees and out of pocket expenses payable to the Fund Administrator and Secretary of the Company, VAT credits derived from services in Cyprus or abroad at the applicable VAT rate; placement or intermediary fees attributable to a Class or Classes and other costs related to the purchase, holding and disposal of investments, transaction fees, costs payable for the valuation or pricing of investments, tax payables directly incurred from the ownership of investments and generally any other fees associated directly with a Compartment.

Fees and expenses allocated to a Compartment of the Company are further described in its relevant Offering Supplement.

ESTIMATED FEE SCHEDULE

The estimates of fees and expenses outlined above and further elaborated in the relevant Offering Supplement for each Compartment, are stipulated in estimated capped figures and gathered altogether to this end in the designated table found in Annex I of this Prospectus.

ADDITIONAL AND/OR VARIATION OF EXISTING FEES AND EXPENSES

The Company may, from time to time, be subject to additional fees and expenses and/or proceed to a readjustment of the existing fees and expenses, other than those outlined within the present section titled “**FEES AND EXPENSES**” relating to, *inter alia*, corporate expenses, fees and expenses of the Company’s service providers and other fees correlating to each of the Company’s Compartment(s).

The Company may be subject to additional fees and expenses and/or proceed to a readjustment of the existing fees and expenses in light of, *inter alia*, a change to the applicable legislation and/or the introduction of a new legislation by which the Company and/or the External Manager may be rendered subject to and/or a change to the current business needs of the Company.

CONFLICTS OF INTEREST

COMPANY’S RESPONSIBILITY

The External Manager adheres to high standards of professional conduct and acknowledges its fiduciary duties towards the Company’s Investment Shareholders. To this end, the External Manager and the Company are committed to maintaining a control environment which is proportionate to the risks that the Company may encounter and is effective in preventing and managing conflicts of interest.

The External Manager and the Company are obliged to undertake all necessary steps in identifying all potential conflicts of interest that may arise and use its best endeavours to avoid or mitigate them by aligning their own interest with the interest of their Investment Shareholders. To this end, the External Manager maintains an organisational and administrative policy for the identification and management of conflicts of interest which all Directors, officers and staff of the External Manager are required to comply with. The Depositary, Fund Administrator, Auditor, Affiliates and other service providers of the External Manager and/or the Company also fall within the scope of the policy.

POTENTIAL CONFLICTS

Indicatively, a non-exhaustive list of situations where a conflict of interest may arise is provided below:

- A Director of the External Manager and/or of the Company has a direct interest in one or more investments held by the Company;
- A Director of the External Manager and/or of the Company has a financial and/or other incentive to favour the interests of one or more Investment Shareholders to the disadvantage of another Investment Shareholder;
- A proposed or existing Director of the External Manager and/or of the Company may have personal or business conflicts of interest that may affect decisions that are in the best interests of the various stakeholders, including the Investment Shareholders. Such interest may be direct, or indirect, for instance through a legal entity to which the Director in question is a shareholder and/or director or through another natural person that is an immediate relative of that Director;
- One or more service providers of the External Manager and/or of the Company, including, but not limited to, the Depository, the Fund Administrator, the Auditor, or Technical Advisor may offer their services to competitors of the External Manager and/or of the Company and may have a direct or indirect incentive to provide their services in a way that may be unfair and/or disadvantageous to the Company and subsequently adversely affect the position of the Investment Shareholders.
- One or more service providers that will offer their assistance towards the development, construction, architectural planning and maintenance of all investment opportunities pursued by the External Manager may be owned either wholly or partially by the Management Shareholder of the Company.

MITIGATION ACTIONS

The External Manager has organizational and administrative arrangements for identifying, preventing, managing and disclosing conflicts of interest in order to prevent any damage to the interests of the Investment Shareholders. The External Manager is committed to conducting business in a manner that ensures the External Manager's, the Company's, the Depository's, the Fund Administrator's, the Auditor's, the Affiliate's and other associates' business judgment and decision making is not influenced by undue personal interests.

Measures are taken in order to avoid any conflict of interest situations. Furthermore, when a conflict of interest arises, measures shall be taken in order not to damage Investment Shareholders' interests. If the arrangements put in place to manage conflicts of interest are not sufficient as per the assessment of its appointed regulatory compliance officer and/or internal auditor of the External Manager, to ensure with reasonable confidence that the risk of damage to the interests of the Company or the Investment Shareholders will be prevented, the External Manager will disclose the general nature and sources of conflicts of interest to the Investment Shareholders.

TRANSPARENCY REQUIREMENTS

FINANCIAL STATEMENTS

The Financial Year of the Company, with the exception of the first financial year, has the duration of a calendar year. Therefore, the Company's Financial Year ends on 31st December each year, whereas the first Financial Year begins on the date of the Company's incorporation and ends on 31st December.

The financial statements of the Company are prepared in accordance with IFRS.

ANNUAL AND HALF YEARLY REPORT

Annual Report

The Company, as per its status as a RAIF, must prepare an annual report, which contains at least the following information:

- A balance sheet or a statement of assets and liabilities of the Company;
- Income and expenditure account of the Company for the Financial Year;
- A report on the activities of the Company of the Financial Year;
- Any material changes in the information listed in section 30 of the AIFM Law during the Financial Year covered by the report;
- The total amount of remuneration for the Financial Year, split into fixed and variable remuneration, paid by the External Manager to its staff, and number of beneficiaries, and where relevant, Performance Fee paid by the Company;
- The aggregate amount of remuneration broken down by Senior Management and members of staff of the External Manager whose actions have a material impact on the risk profile of the Company.

Half-Yearly Report

The half-yearly report of the Company is prepared as at the end of the first six months of every Financial Year in accordance with IFRS and includes interim non-audited management accounts.

Submission to CySEC and Disclosure to Investment Shareholders

Audited annual reports are submitted to CySEC within six (6) months following the end of the Financial Year and unaudited half-yearly reports are submitted within two (2) months following the period to which they refer.

The annual and half-yearly report of the Company are also made available to the Investment Shareholders either through a Durable Medium or from the office of the External Manager.

Additional information may be provided at any time upon the Investment Shareholder's request, including an explanation as to the investment strategy that has been followed on behalf of the Compartments and the risks to which the Portfolio is currently exposed.

DISCLOSURES TO COMPETENT AUTHORITIES

AIFM Report

The External Manager must report to CySEC on the principle markets and instruments in which it trades on behalf of the Compartments. The External Manager discloses in these reports information with regards to the below:

- i. The main assets in which it is trading, including a break-down of assets, as well as the Company's investment strategies and their geographical and sectorial investment focus;
- ii. The markets of which it is a member or where it actively trades;
- iii. The diversification of the Company's portfolio, including, but not limited to, its principal exposures and most important concentrations.

In addition to the above, the External Manager submits to the CySEC the following information:

- The percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature;
- Any new arrangements for managing the liquidity of the Company;
- The risk management systems employed to manage the market risk, liquidity risk, counterparty risk and other risks including operational risk;
- The current risk profile of the Company, including:
 - a) the market risk profile of the investments of the Company, including the expected return and volatility of the Company in normal market conditions;
 - b) the liquidity profile of the investments of the Company, including the liquidity profile of the Company's assets, the profile of Redemption terms and the terms of financing provided by counterparties to the Company;
- Information on the main categories of assets in which investments were performed, including the corresponding short market value and long market value, the turnover and performance during the reporting period; and
- The results of periodic stress tests, under normal and exceptional circumstances.

The information referred to above shall be reported to the CySEC either on an annual, semi-annual or quarterly basis, depending on the amount of assets managed by the External Manager.

Risk Based Supervision Report (RBS-F Report) to the CySEC

The External Manager is obliged to complete and submit Form RBSF-MC to CySEC providing information in relation to inter alia, the risk categorization, the assets under management and other audited financial information. This form needs to be submitted 5-6 months after the end of the Financial Year.

Quarterly Statistics to the CySEC

The External Manager is obliged to complete and submit Form QST-MC to the CySEC on a quarterly basis informing the CySEC to this end on various statistical information such as Investment Shareholders' information, assets under management, income, assets, liabilities etc. The said form needs to be completed and submitted to CySEC one month after each quarter end.

Statistical Reporting to the Central Bank of Cyprus

The External Manager is obliged to submit to the Central Bank of Cyprus the following statistical reports (monthly or quarterly depending on the size of the Company):

- The Investment Fund Statistics report (QIFS) which comprises of information on the balance sheet, price revaluation and reclassification adjustments for items other than

investments in equity and debt securities (also shares/units in other investment funds) as well as information on issued Investment Shares.

- The Securities Holdings Statistics report (QSHS) which includes information concerning the investments in equity securities, investment fund shares/units and debt securities, on a security-by-security basis.

AML Report to the CySEC

The AML compliance officer of the External Manager is obliged to prepare an annual report (the AML Annual Report) for assessing the Company's level of compliance with its obligations with the applicable AML legislative framework. The AML Annual Report is prepared and submitted to the Board of Directors of the External Manager within two months from the end of each calendar year (latest, end of February). Following its approval by the Board of Directors of the External Manager, the AML Annual Report is submitted to the CySEC the latest by the end of March together with the minutes of the meeting during which the Annual AML Report was discussed and approved.

AML Monthly Prevention Statement to the CySEC

The AML compliance officer of the External Manager is obliged to prepare and submit to the CySEC, on a monthly basis, the Form 144-08-11 which includes details for the total cash deposits accepted in the Company and other relevant reports (e.g. internal suspicion reports, if any) as required by the applicable AML legislative framework to MOKAS. Such form is completed and submitted to the CySEC within fifteen (15) calendar days from the end of each month.

Internal Auditor's Report to the CySEC

The internal auditor of the External Manager is obliged to prepare an annual report outlining, at least, the findings and observations determined during the review and evaluation of the appropriateness, effectiveness and adequacy of the policy, practices, measures, procedures and control mechanisms applied for the prevention of money laundering and terrorist financing associated with the Company. The findings and observations of the internal auditor are submitted, in a written report form, to the Board of Directors of the External Manager which decides the necessary measures that need to be taken to ensure the rectification of any weaknesses and/or deficiencies which have been detected. The minutes of the abovementioned decision and the internal auditor's report are submitted to the CySEC within twenty days from the date of the relevant meeting and no later than the end of April.

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CRS AND FATCA COMPLIANCE REQUIREMENTS

CRS COMPLIANCE

In the instance where the Company is considered to be a financial institution, it is required to be registered with the Cyprus tax department for the purposes of the Common Reporting Standard ("CRS"). In this regard, the External Manager will be required to disclose the name, address, taxpayer identification number and investment information relating to Investment Shareholders who fall within the definition of reportable persons (as such is defined under CRS) that own, directly or indirectly, an interest in the Company, as well as certain other information relating to such interest to the Cyprus tax department, which will in turn exchange this information with the

competent authorities of the country in which the Investment Shareholder is considered to be a tax resident, on the assumption that the relevant country has signed the relevant multilateral agreement for the adoption of CRS. In the context of the Company's compliance with its potential reporting obligation under CRS, prospective and existing Investment Shareholders may be obliged to complete a CRS self-certification form and any other documents that may be requested from them for the provision of reportable information. Prospective Investors are encouraged to consult with their own tax advisers regarding the possible implications of CRS regarding an investment made in the Company.

FATCA COMPLIANCE

The Company, depending on its status (financial or non-financial institution), may need to be registered with the Internal Service ('IRS') of the United States of America and the Cyprus Tax department for the purposes of the Foreign Account Tax Compliance Act ("FATCA"). FATCA requires foreign financial institutions to report directly to the IRS certain information about financial accounts ultimately held by U.S. taxpayers. The objective of FATCA is to implement mechanisms designed to prevent the avoidance of taxation on income derived by U.S. Persons outside the United States.

In this regard, the External Manager will be required to disclose the name, address, taxpayer identification number and investment information relating to Investment Shareholders who fall within the definition of Specified U.S. Persons (as such is defined under FATCA) that own, directly or indirectly, an interest in the Company, as well as certain other information relating to such interest to the Cyprus tax authorities, which will in turn exchange this information with the IRS of the United States of America. Prospective Investors are encouraged to consult with their own tax advisers regarding the possible implications of FATCA on an investment made in the Company.

In the course of the implementation of FATCA, Investors are required to certify in writing, prior to the acquisition of Investment Shares in the Company, if they are U.S. Persons through the completion and submission of a FATCA self-certification form. Existing Investment Shareholders are required to notify the External Manager immediately in the event that they become U.S. Persons.

CHANGE OF CIRCUMSTANCES

A change of circumstance includes any change to, or addition of, information in relation to an Investment Shareholder's status as those were disclosed and enlisted within both the CRS & FATCA self-certification forms (collectively and severally referred to as "Self-Certification Form(s)") and includes details of any addition, substitution or other change pertaining to an Investment Shareholder as well as information in respect of any accounts associated with the Investment Shareholder (for example, accounts associated through the aggregation rules or where a new account has been treated as a pre-existing obligation for due diligence purposes).

A change of circumstance is only relevant if the new information affects the status of the Investment Shareholder for the purposes of the exchange of information agreements, whether that is based on the due diligence procedures or from a self-certification. Once a change of circumstance has been identified or disclosed, the External Manager must request a new CRS and/or FATCA self-certification form or other documentation from the Investment Shareholder to establish whether he/she is a reportable person under CRS and/or FATCA and, if so, to which jurisdiction the reportable information should be sent.

IMPLICATIONS OF A CHANGE OF CIRCUMSTANCES

A Self-Certification Form can become invalid as a result of a change of the Investment Shareholder's circumstances. A change in circumstances affecting the Self-Certification Form provided to the External Manager will invalidate the original Self-Certification Form with respect to the information that is no longer reliable until the information is updated.

A Self-Certification Form becomes invalid as soon as the External Manager knows or has reason to know that circumstances affecting the correctness of the concerned Self-Certification Form have changed. However, the External Manager may treat the status of the Investment Shareholder as unchanged until the earlier of:

- a) a prescribed, and communicated in advance, time period from the date that the Self-Certification Form became invalid due to the change in circumstances;
- b) the date that the validity of the Self-Certification Form is confirmed (where appropriate); or
- c) the date that a new Self-Certification Form is obtained.

The External Manager may rely on a Self-Certification Form without having to inquire into possible changes of circumstances that may affect the validity of the statement, unless it knows or has reason to know that circumstances have changed.

NON-COOPERATION

In the event that there has been a change of circumstances (as stated above) and the Investment Shareholder shows non-cooperation in providing the updated information, the External Manager has the right and shall be entitled to take actions to be compliant with the Company's internal rules, including but not limited to:

- a) To the extent applicable, obliging the concerned Investment Shareholder to proceed with a transfer of the Investment Shares held in any of the Compartments of the Company to any other existing and/or new Investment Shareholders of the Company pursuant to the procedure as prescribed under the sub-section titled "**TRANSFERS**" of section "**TRANSACTIONS OF INVESTMENT SHARES**" of this Prospectus within a prescribed timeframe of 30 Business Days starting from the date of sending a relevant notification to the Investment Shareholder;
- b) In all other cases, compulsory Redemption of the Investment Shares held by the concerned Investment Shareholder in any of the Compartments of the Company; the External Manager may charge any legal, accounting or administrative costs associated with such compulsory Redemption to the redeeming Investment Shareholder.

INVESTORS RESPONSIBILITY

The External Manager does not provide tax advice, as such, prospective Investors and existing Investment Shareholders should contact their own tax advisers regarding the application of FATCA and CRS to their particular circumstances.

TAX CONSIDERATIONS

The following section is a short summary overview of certain important Cyprus domestic taxation principles and other related considerations that may be or become relevant with respect to the Company and the Investment Shareholders.

This section is based upon laws, regulations, decrees, circulars, double taxation conventions, administrative practices and judicial decisions in effect as at the date of this Prospectus and insofar as it relates to matters set out herein, all or part of which may be amended or revoked at any time, with or without retroactive effect as at the date of this Prospectus.

This section is intended only as general guidance and does not purport to be a complete summary or analysis of the applicable Cyprus tax framework and does not contain any statement with respect to any applicable tax considerations in any jurisdiction other than Cyprus (for either the Company or the Investment Shareholders).

It is the responsibility of any person interested in investing in the Company to secure information/advice on the tax consequences of any such investment, the specific operations of the Company and any foreign exchange or other fiscal restrictions which might be relevant to their specific circumstances. Prospective Investors are advised to consult with professional advisers as regards any taxation aspects applicable to the Subscription, buying, holding, Redemption, conversion or selling of the Investment Shares under the laws of their jurisdiction of citizenship, residence, domicile or incorporation.

TAX RESIDENCY

The Company will be considered to be tax resident in Cyprus provided that its management and control is exercised in Cyprus.

Even though there is no definition in the Cyprus tax laws as to what constitutes "management and control", the Cyprus tax authorities interpret this by reference to the concept of "central management and control", following the principles established in various common law countries (e.g. UK).

Based on the relevant case law, the Cyprus tax authorities have taken the view that in determining where the "management and control" of a company is, one should focus mainly on the place where top level decisions are made. The central policy core of a company and the highest level at which a company is controlled and policy decisions are taken is usually considered to be in the place where the company's Board of Directors meets.

The above should be adhered to, in order for the Company to be considered as tax resident in Cyprus and also to be entitled to the benefits of all European directives as well as the Double Tax Treaty network of Cyprus.

It is expected that the Company will be regarded as having its tax residency in Cyprus (by reason of management and control being exercised in Cyprus).

COMPANY TAXATION

Corporate Income Tax (CIT)

Introduction:

CIT is imposed on Cyprus tax resident companies at the uniform rate of twelve and a half percent (12.5%) for each year of assessment on all income accrued or derived from all chargeable sources both within and outside Cyprus (i.e. worldwide income basis), subject to available exemptions and deductions as per the law. More specifically, all relevant expenses incurred wholly and exclusively

for the production of (taxable) income constitute deductible expenses whereas, inter-alia, dividends, capital gains or profits from the disposal of "securities" constitute tax exempt incomes.

Any foreign taxes suffered may, under conditions, be credited against the Cyprus CIT liability on the same incomes.

Deductible expenses:

In general, expenses shall be deductible in computing the chargeable tax basis of the Company, provided that these are being incurred wholly & exclusively for the production of (taxable) income of the Company, unless otherwise stated in the law.

Notional Interest Deduction:

Availability for Notional Interest Deduction in regards to new corporate equity of the Company, under conditions and capped at 80% of taxable income of the Company.

Available exemptions from CIT include:

- (a) Exemption of profits on disposal of "securities". The Cyprus tax law explicitly defines the term "securities" to include shares, bonds, debentures, founders' shares and other securities of companies or other legal persons, incorporated in Cyprus or abroad, and rights thereon. The Cyprus tax authorities have also issued tax technical circulars by which listing (by way of a non-comprehensive list) the financial instruments which should be considered as qualifying "securities" for the purposes of applying the said exemption provisions.
- (b) Exemption of dividend incomes (except in the case of dividends which are deductible for tax purposes at the level of the payer).
- (c) Exemption of trading profits from qualifying foreign permanent establishments.

Losses:

Where a loss arises during a year of assessment, which if a gain or profit would have been chargeable to tax, it can be set off against current year profits and any excess can be carried forward for a period of five years from the end of the tax year in which the loss was incurred.

Special Defence Contribution ("SDC")

Introduction:

Cyprus tax resident companies are subject to SDC on a gross basis on certain types of "passive" income. More specifically, where applicable, SDC is assessed at the rate of 17% on dividends, subject to conditions, at the rate of 30% on "passive" interest income (interpreted to mean interest income not arising in the ordinary course of the business or closely connected thereto) and at the effective rate of 2,25% on rental income.

Dividend income:

Dividend Income from Cyprus: Dividends received from Cyprus tax resident companies are exempt from SDC, subject to certain anti-avoidance provisions.

Dividend Income from abroad (relevant to dividends which are not deductible for tax purposes by the paying company): Dividends received from non-Cyprus tax residents are also exempt from SDC unless:

1. the company paying the dividend engages directly or indirectly more than fifty per cent (50%) in activities which lead to investment income; and
2. the foreign tax burden on the income of the company paying the dividend is substantially lower than the tax burden of the company which is resident in Cyprus ('substantially lower' has been clarified, via tax authorities' communication, to mean an effective tax rate of less than 6,25% on the profits distributed).

When exemption does not apply, the dividend income is subject to SDC at the rate of 17%. Any foreign taxes paid can also be credited against the SDC liability, under conditions.

Deemed dividend distribution (“DDD”):

A Cyprus tax resident company is deemed to distribute as a dividend 70% of its accounting profits (as adjusted for SDC purposes), two years from the end of the tax year in which the profits were generated.

Such a deemed dividend distribution is reduced with payments of actual dividends effected by the company during the relevant year in which the profits were generated or effected during the following two years.

On the remaining net amount (if any) of deemed dividend SDC is imposed at the rate of 17% to the extent that the ultimate direct and indirect (under conditions) shareholders of the company are individuals who are both Cyprus tax resident and Cyprus domiciled.

Interest Income

Cyprus tax resident companies are subject to 30% SDC on a gross basis on “passive” interest income i.e. interest income not arising in the ordinary course of the business or closely connected thereto. “Active” interest income is exempt from SDC (however it is subject to CIT - see CIT section for further details).

Capital Gains Tax (“CGT”)

CGT is imposed at the flat rate of 20% on the following:

- gains arising from the disposal of immovable property situated in Cyprus (when the disposal is not subject to CIT);
- gains arising from the disposal of shares in companies not listed on any recognised stock exchange which own immovable property situated in Cyprus; and
- gains arising from the disposal of shares in companies not listed on any recognised stock exchange which indirectly own immovable property situated in Cyprus and at least 50% of

the market value of the company's shares is derived from immovable property situated in Cyprus.

In case of share disposals only that part of the gain relating to the immovable property situated in Cyprus is subject to CGT.

Stamp Duty

The establishment of the Company and the Subscription, Redemption, Conversion or Transfer of its Investment Shares is exempt from Cyprus stamp duty.

Withholding taxes

Cyprus in general does not levy any withholding taxes on any payments of dividend, interest and/or royalties made by Cypriot companies abroad or within Cyprus, except in the cases of (a) royalty payments abroad on rights being used in Cyprus, under conditions, (b) dividend payments to Cyprus tax resident and Cyprus domiciled individuals, and (c) 'passive' interest payments to Cyprus tax resident companies and Cyprus tax resident and Cyprus domiciled individuals.

Double Tax treaties & EU Directives

A company which is considered to be tax resident in Cyprus can benefit from the double tax treaty network of Cyprus, as well as application of EU Directives.

Dissolution of the Company

In case of dissolution of the Company (not within the context of a qualifying reorganisation) the total of its profits of the last five years prior to the dissolution (examined on a standalone basis; not cumulative total), which have not been distributed or deemed to have been distributed, shall be deemed on dissolution to be distributed and the shareholders shall be deemed to receive such Distributions which shall be subject to SDC.

The above should apply only to the extent that the recipients of the dissolution proceeds are Cyprus tax resident and Cyprus domiciled individuals or Cyprus tax resident companies beneficially owned (directly or indirectly, under conditions) by Cyprus tax resident and Cyprus domiciled individuals.

Value Added Tax ('VAT')

VAT registration and VAT status of the Company:

Under normal circumstances, the activities carried out by the Company are considered for VAT purposes to constitute economic activities. This conclusion was reached by the European Court of Justice in its decision for case C-8/03 "BBL vs Belgian State", which has been endorsed by the Cypriot VAT authorities.

Due to the fact that the Company should be considered as carrying out economic activities, it may have an obligation to register for VAT purposes in Cyprus.

The right of the Company to recover any VAT suffered on expenses will depend on the specific transactions carried out by the Company.

Management services:

As per the provisions of the VAT legislation, the management of special investment funds is exempt from VAT provided certain conditions are met.

TAXATION OF INVESTORS

The tax treatment of income to be earned by the Investors will primarily depend upon their tax residency and domicile status, whether physical or legal persons, and the nature of the income.

- Cyprus tax resident Investors: income to be received will be subject to Cyprus tax as per the provisions of the relevant Cyprus tax legislation.
- Non-Cyprus tax resident Investors: should not be subject to Cyprus tax provided that they do not have a Permanent Establishment ("PE") in Cyprus. If there is a Cyprus PE then all income attributed to such PE will be subject to the provisions of the Cyprus tax legislation.

Sale of Investment Shares of the Company

Cyprus CGT (see above) could apply for the Investment Shareholders, as computed by reference to the values of the underlying properties directly or indirectly owned by the Company which are situated in Cyprus).

Value Added Tax ('VAT') considerations on ownership of the Investment Shares in the Company

The ownership of the Investment Shares in the Company should not create on its own any VAT implications. However, the Investors must examine the impact that the holding of such Investment Shares or the generation of incomes therefrom may have on their right to recover input VAT on expenses.

OTHER GENERAL INFORMATION

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Memorandum and Articles, the latest annual report, if published, the latest half-yearly report, if published after the latest annual report, the latest Key Information Document (required only for Well-Informed Investors) information on the latest NAV per Share and the historic performance (if any) of a Compartment may be obtained, free of charge, from prospective Investors or existing Investment Shareholders either through a Durable Medium or from the office of the External Manager, at Flat 305, 12-14 Kennedy, CY-1087, Nicosia, Cyprus upon request from the Directors of the External Manager, or from any other persons authorized to represent the External Manager and/or the Company.

OBLIGATIONS TO INVESTORS

The External Manager shall act honestly, fairly and professionally in accordance with the best interests of the Investors and comply, in particular, with the following principles:

- a. All information, including marketing communications, addressed to the Company's Investment Shareholders or prospective Investors will be fair, clear and not misleading; marketing communications and material must be clearly identifiable as such;
- b. The External Manager will treat all Investment Shareholders fairly. No Investment Shareholder will obtain preferential treatment, unless such preferential treatment is disclosed in this Prospectus or relevant Offering Supplement(s);
- c. The External Manager will ensure that the Investment Shareholders are not charged undue costs;
- d. When selecting and appointing service providers, the External Manager shall exercise due skill, care and diligence;
- e. Any conflicts of interest will be disclosed to prospective Investors and existing Investment Shareholders;
- f. The External Manager shall ensure that its decision-making procedures ensure fair treatment of Investors;

FAIR TREATMENT PRINCIPLES

The External Manager has procedures, arrangements and policies in place to ensure compliance with the principles of fair treatment of Investors. The External Manager has taken all the necessary measures to ensure that its decision-making procedures and its organizational structure ensure fair treatment of Investors.

The principles of treating Investors fairly include, but are not limited to:

- Acting in the best interests of the Company and its Investment Shareholders;
- Executing the investment decisions taken by or for the Company in accordance with the objectives, the investment policy and the risk profile of each Compartment;
- Ensuring that the interests of any group of Investment Shareholders (if any) are not placed above the interests of any other group of Investment Shareholders;
- Ensuring that fair, correct and transparent pricing models and valuation systems are used for the Company;
- Preventing undue costs being charged to the Investment Shareholders;
- Taking all reasonable steps to avoid conflicts of interests and, when they cannot be avoided, identifying, managing, monitoring and, where applicable, disclosing those conflicts of interest to prevent them from adversely affecting the interests of Investment Shareholders; and
- Recognizing and dealing with complaints fairly.

Investor Information

- The External Manager will ensure that the information received by the Investors about the Company, particularly with regard to the Company's investment objectives, risks and costs, is true, fair, timely and not misleading;
- The External Manager will ensure that Investment Shareholders are informed of matters relevant to their investment in a form and language that is clear and easy to understand; and
- The External Manager will ensure that information relating to the Company's financial situation and performance is prepared and disclosed in accordance with IFRS accounting standards and applicable legal and regulatory requirements.

Fair and Equitable Treatment of Investors

- The External Manager will take into account the interest of all Investment Shareholders, in particular where the External Manager decisions may affect groups of Investment Shareholders differently; and
- The External Manager will ensure each Investment Shareholder's complaints are reviewed and, if it is upheld, that redress is provided within a reasonable time.

Investors' Interest

The External Manager will ensure that Investment Shareholders receive the benefits and level of services to which they are entitled as defined by law, contractual arrangements and the Company's Memorandum and Articles.

PREFERENTIAL TREATMENT

From time to time the External Manager may afford preferential terms of investment to certain groups of Investment Shareholders. In assessing whether such terms are afforded to an Investment Shareholder, the External Manager will ensure that any such concession is not inconsistent with its obligation to act in the overall best interests of the Investment Shareholders. In case the External Manager decides to afford preferential terms to certain group of Investment Shareholders, CySEC will be notified accordingly. In addition, this Prospectus and the relevant Offering Supplement(s) shall be updated so as to include the relevant terms and information required in relation to the preferential treatment. Any preferential treatment afforded by the External Manager to one or more Investment Shareholders shall not result in an overall material disadvantage to other Investment Shareholders.

As of the date of this Prospectus, there is not any preferential treatment to any Investment Shareholder or certain group of Investment Shareholders.

DATA PROTECTION

Prospective Investors should note that by completing the Subscription Application Package and CRS & FATCA self-certification forms, they are providing personal information which may constitute personal data within the meaning of Cyprus and EU data protection laws and regulations, including (i) Regulation (EU) 2016/679 on the Protection of Natural Persons with regard to the Processing of Personal Data and on the Free Movement of Such Data; (ii) the Protection of Natural Persons regarding the Processing of their Personal Data and the Free Movement of Such Data Law 125(i)/2018, to the extent amended; and (iii) any CySEC Directives or any other circulars issued from time to time and Investors have a right of access to their personal data and the right to amend and rectify any inaccuracies in their stored personal data by making a request in writing. Investors acknowledge that they are providing their consent to the External Manager, the Company and service providers, such as the Fund Administrator, to use, process or otherwise provide the data to anyone for the purposes of management and administration of Investor's personal information and documentation, AML and terrorism financing identification, maintaining the Register, processing Subscription applications, Redemptions and Transfer Requests, pledges and payment of Distributions, compliance with legal and regulatory obligations and for the provision of other Investor related services. Such information shall not be passed on to any unauthorised third persons.

ENVIRONMENTAL SOCIAL GOVERNANCE

Regulation (EU) 2019/2088 of 27 November 2019 on sustainability disclosures in the financial services sector, as amended (hereinafter referred to as the "Disclosure Regulation") governs transparency requirements regarding the integration of sustainability risks into investment

decisions, the examination of negative impact on sustainability and the disclosure of environmental social and intergovernmental information (ESG) and sustainability-related information.

It is clarified that at this stage no viability risks have been incorporated into investment decisions, nor have negative impacts on viability been taken into account and / or environmental and social information as well as information related to the Company's governance and viability have been disclosed as described in the Regulation. In addition, investments in the Company do not take into account the EU classification criteria under Classification Regulation 2020/852 on establishing a framework to facilitate sustainable investments.

If in the future it is decided to integrate the viability assessments into the research, analysis and investment decision-making processes in accordance with the Notification Regulation, this Prospectus will be updated accordingly.

TRANSLATION OF THE PROSPECTUS

This Prospectus and accompanying Offering Supplements may be translated into other languages but, in the event of any inconsistency or ambiguity as to the meaning of any word or phrase in any such translation, the English text shall prevail.

MATERIAL CONTRACTS

The following contracts have been entered into and are or may be material:

- (a) Management Agreement.
- (b) Depositary Agreement.
- (c) Administration Agreement.
- (d) Contract with the Technical Advisor.
- (e) Service level agreements with Non-Executive Directors.
- (f) Service level agreements and engagement letters with other service providers.

ANNEX I: ESTIMATED FEE SCHEDULE

	COMPANY	GERMAN REAL ESTATE - DEVELOPMENT
MANAGEMENT FEE	-	0.06% with a minimum fee of EUR30,000 and a maximum of EUR75,000.
PERFORMANCE FEE	-	N/A
DIRECTORS FEES		*
DEPOSITARY FEE		0.05% on the Investment Compartment's assets under management, subject to an annual minimum fixed fee of EUR 30,000.
FUND ADMINISTRATION FEE	-	Higher of: 1. EUR 25,000 2. 0.06% of GAV
SECRETARIAL FEE	€500	*
EXTERNAL AUDIT		*
TECHNICAL ADVISOR FEE		*
ANNUAL CORPORATE LEVY	€350	*
OPERATING EXPENSES		*
SET-UP FEES	€21,600	*

*Fees and expenses not specifically allocated to a particular Compartment are apportioned amongst all operating Compartments based on their latest available GAV or any other reasonable basis given the nature of the expense.

OFFERING SUPPLEMENT No. 1

in relation to the offer of Investment Shares in

GERMAN REAL ESTATE - DEVELOPMENT

a Compartment of

GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC

A Registered Alternative Investment Fund operating as an umbrella scheme with more than one
Compartments and

Addressed to Professional and Well-Informed Investors

*This Offering Supplement is being issued pursuant to the offering of Investment Shares in **GERMAN REAL ESTATE - DEVELOPMENT** (the “Compartment”) and contains supplemental information to that contained in the Prospectus dated **June 2023** issued by **GERMAN ASSISTED LIVING REAL ESTATE RAIF V.C.I.C. PLC** (the “Prospectus”). This Offering Supplement contains specific information in relation to the Compartment. It forms part of, and must be read in the context of and together with, the Prospectus. Distribution of this Offering Supplement, which forms part of the Prospectus, is not authorized unless accompanied by a copy of the Prospectus.*

Dated June 2023

MEANING OF TERMS

All capitalized terms shall have the same definition/interpretation as in the Prospectus. In this Offering Supplement, the term Compartment shall refer to **GERMAN REAL ESTATE - DEVELOPMENT**, unless the context clearly indicates otherwise. To the extent of any inconsistency between the terms of this Offering Supplement and the Prospectus, this Offering Supplement shall prevail with respect to **GERMAN REAL ESTATE - DEVELOPMENT**.

KEY FEATURES

INVESTMENT STRATEGY	Real Estate
TARGET MARKETS	Germany
STRUCTURE	Open-Ended with Limited Liquidity Arrangements
LIFE DURATION	Unlimited
AVAILABLE CLASS	GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares
USE OF LEVERAGE	Yes, up to 50%
BASE CURRENCY	EUR
MINIMUM CAPITAL RAISING	EUR 500,000
VALUATION DAYS	<ol style="list-style-type: none">1. Last Business Day of each June and December2. Ad-hoc basis, upon request First Business Day after each Valuation Day
DEALING DAYS	<ol style="list-style-type: none">1. For Subscriptions: First Business Day after each Valuation Day2. For Redemptions: First Business Day after each Valuation Day subject to Limited Liquidity Arrangements.
MANAGEMENT FEE	0.06% with a minimum fee of EUR30,000 and a maximum of EUR75,000.
DEPOSITARY FEE	0.05% on the Investment Compartment's assets under management, subject to an annual minimum fixed fee of EUR 30,000.
PERFORMANCE FEE	N/A

TERMS OF REGISTRATION

GERMAN REAL ESTATE - DEVELOPMENT is an Open-Ended Compartment with Limited Liquidity Arrangements established under the umbrella of the Company for the sole purpose of raising funds from a number of Investors. The assets and liabilities allocated to the Compartment are segregated from the asset and liabilities of other Compartments that are currently established or maybe established in the future under the Company's umbrella.

Investment Shares allocated to the Compartment are upon issue, entitled to participate equally in the Distributions of the Compartment attributable to the relevant Class, to which such Investment Shares belong, as well as in the Liquidation proceeds of the Compartment.

LIFE DURATION

The Compartment is established for an infinite period of time.

OFFERING SUMMARY

As at the date of the present Offering Supplement, the following Class of Investment Shares is issued by the Company in respect to the Compartment:

NAME	GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares
BASE CURRENCY	EUR
TYPES OF INVESTORS	Professional & Well-Informed
INVESTORS DOMICILE	Worldwide
INITIAL SUBSCRIPTION PRICE	EUR 1,000
MINIMUM INITIAL SUBSCRIPTION AMOUNT	EUR 125,000
MINIMUM SUBSCRIPTION AMOUNT	N/A
SUBSEQUENT SUBSCRIPTION AMOUNT	N/A
LOCK-UP PERIOD	2 + 1 Years
MINIMUM HOLDING PERIOD	2 + 1 Years
GATE PROVISION	N/A
SUBSCRIPTION FEE	Up to 3%
REDEMPTION FEE	N/A
ENTRY CUT-OFF	One (1) Business Day prior each Valuation Day
EXIT CUT-OFF	Ninety-two (92) Calendar days prior the relevant Valuation Day
DISTRIBUTION POLICY	Distributions of a minimum of 3%p.a. payable on a semi-annual basis at the discretion of the External Manager and subject to liquidity

At a later stage, additional Classes of Investment Shares may be issued subject to the prior notification to CySEC. In such case, this Offering Supplement will be updated accordingly.

INVESTMENT OBJECTIVE

The External Manager aims to provide to the Investors of the Compartment with ideal returns by investing the Compartment's raised capital in the German real estate sector. More specifically, the External Manager aims to invest in targeted residential and/or commercial properties in Germany which are mainly related with the assisted living sector.

INVESTMENT STRATEGY

The External Manager's primary investment strategy pertains to the German assisted living real estate market. More specifically, the External Manager will target development residential and/or commercial properties in Germany, having observed an increasing demand in regard to the said market.

Such development projects include hotels, hospitals and residential buildings which are in the process of being refurbished into apartments for sale or rent. The External Manager will be investing through SPVs, in development projects that have received or are in the process of receiving the licenses required for the refurbishment.

The External Manager has identified that assisted living is the second most common form of specialist residential property after care homes and expects that the number of dedicated communal facilities and apartments have great upward potential in the near future.

The External Manager has considered number of factors such that affect the demand side (i.e. demographic change and preferences in care and living) and the supply (existing and planned) which seems currently to be lacking.

More specifically, research has shown that there are around 6,500 assisted living facilities in Germany and the number is increasing. More than 300 facilities are currently under construction or in planning, of which around half will also offer day-care. Also, in the care home sector, there are currently over 2,000 that offer assisted living alongside classic care places. Studies and reports have shown that there is a shift from care homes to assisted living facilities and this option is increasingly becoming more individual and more innovative over the years offering a well-balanced option to its residents, one that is aligned with their needs and interests.

The External Manager aims to offer a multi-faced assisted living offering by investing into existing residential complexes of historical nature all over Germany thus offering a well-rounded experience to its audience.

The External Manager will seek to diversify the Compartment's portfolio by investing a small portion of the capital raised into already developed projects that yield a fixed annual rental income.

The External Manager has identified the below investment opportunities that may be pursued at the initial stage those being residential and/or commercial buildings present similar cultural characteristics, those and are listed below:

1. Gross Bartensleben
2. Flechtingen,
3. Uhyst,
4. Homensmolsen,
5. Erichsburg,
6. Illesheim,
7. Bautzen,
8. Schkopau
9. Weidlich,
10. Gommern

More information about those properties can be found in a separate investor deck that will be presented to interested Investors.

The development, construction, architectural planning and maintenance of all investment opportunities pursued by the External Manager shall be performed by ADN Development GmbH, a company with years of experience in the German real estate sector and which is owned either wholly or partially by the Management Shareholder of the Company.

Secondary strategies may also be pursued in order to create a risk diversified strategy. Specifically, the External Manager aims to diversify the Compartment's Portfolio by investing a portion of its total assets in cash, cash equivalent instruments and OTC financial derivatives instruments so as to mitigate the Portfolio risk. Specifically, the External Manager may invest a portion of the Portfolio in products which include, but are not limited to, the following:

Cash and Cash Equivalent: fixed deposits, time deposits or call accounts, securities issued by sovereign governments, their agencies and instrumentalities, repurchase agreements (other than equity repurchase agreements), certificates of deposit, bankers' acceptances, commercial paper (rated in one of the two highest rating categories), and bank deposit accounts.

OTC Financial Derivatives Instruments: forward contracts on financial instruments and currencies, credit linked instruments, currencies, spot and option contracts, credit default swaps, total return swaps and certain options on currencies.

TARGET MARKETS

The External Manager will target real estate investments situated in Germany. As such the geographical target market of this will be Germany.

The German Assisted Living Real Estate Market

The German residential investment market has demonstrated noteworthy resilience during the pandemic due to characteristics such as counter-cyclicality, steady cash flows, while it always ends up ensuring a hedge towards downside risks. Therefore, it can definitely be considered as an ideal target for investors seeking long-term strategies.

Besides the above-mentioned attributes, another factor resulting to soaring demand for residential properties in Germany is the demographic and social characteristics of the German economy. The recent figures show a considerable price growth in both suburban areas, large cities and smaller towns, which pertains to new build properties in A locations, as well as assets in B-cities. It is indicative of the aforementioned increasing demand that the best second quarter transaction volume of the last six years was reached with almost 3.5 billion invested in Germany's residential market.

In parallel, the rental yield is experiencing a significant rise up to around 4%, which makes investments in the German housing market a very profitable addition to the portfolio of investors who seek a steady income without exposing themselves to high risk. Germany is also one of the most innovative countries in terms of ecological and sustainable growth and always ensures financial grants towards energy efficient buildings.

LEVERAGE AND OTHER BORROWINGS

Leverage may be utilised as and when considered appropriate, primarily when certain expanding opportunities arise.

Specifically, the External Manager may leverage the position of the Compartment in order to increase investment positions and make additional investments.

Leverage will be obtained inter alia, by entering into private loan agreements with reputable banking or financial institutions or from other sources.

The Company may also borrow funds on behalf of the Compartment for covering Redemptions or working capital requirements.

The intention is to balance between such opportunities and keep a stable capital structure and in no circumstances over extend the balance sheet with financial Leverage. The maximum permitted level of Leverage utilised on behalf of the Compartment is equal to 50% of its NAV.

The use of Leverage for investment purposes can increase the risk and volatility of the Compartment's Portfolio.

LIQUIDITY MANAGEMENT

The External Manager has established effective liquidity management mechanisms that are specifically tailored to the degree of liquidity risk that the Portfolio of the Compartment is exposed to, subject to its investment objective and targeted investments. By employing sound liquidity management procedures, the External Manager measures, monitors and controls the overall liquidity profile of the investments of the Compartment, hence ensuring, among others, the timely settlement of operating expenses and providing an extra layer of comfort that Redemption requests are met in accordance with the commitments made in the present Offering Supplement in varied market conditions.

More specifically, the External Manager has in place a diverse set of liquidity management tools, which include, but are not limited to:

- The imposition of a Minimum Holding Period, ensuring in this way that each Investment Shareholder to the Compartment holds his/her Investment Shares for at least two (2) years commencing from the initial or subsequent, where applicable, date of Subscription. It remains at the discretion of the External Manager to extend the Minimum Holding Period for an additional one (1) year.
- The imposition of a Lock-up Period of two (2) years whereby no Investment Shareholder of the Compartment is entitled to a Redemption of Investment Shares, providing an extra layer of comfort in terms of liquidity availability during the first two (2) years of the operation of the Compartment. It remains at the discretion of the External Manager to extend the Lock-up Period for an additional one (1) year.
- The availability to the Investment Shareholder to choose the option of Redemption in Specie, enabling the External Manager to pay out a Redemption of all or part of an Investment Shareholder's Investment Shares in the form of asset(s) allocated to the Compartment. The Redemption in Specie mechanism therefore allows the External Manager to utilise alternative exit strategies in periods where the volume of Redemption requests are high.
- The conduction of stress tests on a regular basis, under normal and exceptional liquidity conditions, which enable the External Manager to assess and monitor the liquidity risk of the Compartment. This tool supplements other elements of the liquidity risk management process. The results are used to inform investment decisions and, where appropriate, the level of limits on portfolio liquidity. Factors that will be used for the purposes of stress tests include the volume of Redemption requests and current market conditions.
- The use of Leverage as a means to amplify any negative market movements and improve the overall position of the Compartment. The External Manager may use Leverage, subject to the Leverage policy as set forth under section "USE OF LEVERAGE" of the present

Offering Supplement, in order to address any mismatches between the liquidity of underlying assets and the Compartment's Redemption policy and prevent potential premature liquidation of investments.

- The ongoing assessment of the Compartment's Subscriptions and Redemptions arrangements in order to ensure that such arrangements remain in line with the Compartment's Portfolio composition and overall investment strategy.
- The performance of a regular assessment of liquidity demands, which include, but are not limited to Redemptions and other obligations of the Compartment. This assessment includes, but is not limited to, the development of a range of potential Redemption scenarios and risks, on the basis of an analysis of the composition of the Investment Shareholders to the Compartment and the historic pattern of the Compartment's flows. Based on such assessments, the External Manager may decide, as part of the liquidity management policy in place, to maintain a certain amount of funds equivalent to a specific ratio of the Compartment's NAV. This ratio is decided on an ad hoc basis by the External Manager and it will be proportional to the liquidity demands of the Compartment at a given point in time.

INVESTOR PROFILE

The Compartment is suitable for persons qualifying as Professional or Well-Informed Investors, with a medium risk appetite and a medium to long term investment horizon who wish to invest their capital in opportunities with a return potential that reflects the medium/long term risk features of the Compartment.

Each Investor subscribing for Investment Shares in the Compartment will have to prove such a capacity for compliance as well as AML purposes. These Investors should be Natural or Legal Persons who understand the risks associated with the investments of the Compartment.

The Compartment may not be appropriate for Investors who plan to withdraw their money before the lapse of the Minimum Holding Period.

RISK CONSIDERATIONS

Investment in the Compartment may entail significant risks associated with Portfolio concentration. Investors are encouraged to draw their attention to the risk considerations outlined in the section of the Prospectus titled "**RISK FACTORS**".

SUBSCRIPTIONS

Initial Offer

GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares are offered for Subscription during an Initial Offering Period at the Initial Subscription Price of EUR 1,000 each. The initiation of investment operations is conditional upon the minimum capital raise of EUR 500,000 before expenses, being raised no later than the Last Offering Day. In the event of not completing the minimum capital raise by the Last Offering Day, the amount collected will be returned to the Investors without interest.

Investment Shares will be issued one (1) Business Day after the Closing Day.

Further Subscriptions

Following the Initial Offering Period, Investment Shares in the Compartment may be subscribed on a semi-annual basis (i.e. on the first Business Day of each January and July), being the Dealing Days, and on any other date the External Manager may determine at its absolute discretion, upon consideration of an application for an ad-hoc Subscription, at the Subscription Price Per Investment Share calculated with reference to the NAV per Share on the last Business Day of the previous month, being the Valuation Day. Investors should settle payment of the Subscription monies at least one (1) Business Day prior to the Valuation Day. Payment of Subscription monies should be made to the bank account whose details are provided in the Subscription Application Form.

The Subscription application process followed with respect to the Compartment is prescribed in detail in the Company's Prospectus under sub-section "**SUBSCRIPTIONS**" of section "**TRANSACTIONS OF INVESTMENT SHARES**".

Entry Cut-Off

Subscription requests for GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares must be received by the Fund Administrator before 17:00 (Cyprus time, GMT +2) one (1) Business Day prior to the relevant Valuation Day or such other time as the External Manager may determine from time to time.

Any applications received after the Entry Cut-Off will normally be held over until a subsequent Dealing Day but may be accepted for dealing on the forthcoming Dealing Day, at the discretion of the External Manager, subject to the requirements of the applicable law and internal rules.

Minimum Initial Subscription Amount

The External Manager sets a Minimum Initial Subscription Amount for the acquisition of GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares, equal to a minimum aggregate amount of EUR 125,000. The External Manager has the discretion, from time to time, to waive or reduce any applicable Minimum Initial Subscription Amount.

Minimum Subsequent Subscription Amount

No Minimum Subsequent Subscription Amount is levied.

Subscription Fee

No Subscription Fee is charged to Investors upon any initial or subsequent Subscriptions to GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares.

Non-Cash Contributions

The External Manager may, at its own discretion, accept the issue of Investment Shares allocated to the Compartment for a consideration of Non-Cash Contributions, provided that the contributed assets correspond to the investment strategy and permitted investments of the Compartment, comply with the applicable legislation and are free from any kind of charge.

The Non-Cash Contributions shall be assessed by at least one independent Valuer at the time of the contribution. The independent Valuer report must be presented to the External Manager. The

value so determined, together with the relevant Subscription Price Per Investment Share, will determine the number of Investment Shares to be issued to the prospective Investor or existing Investment Shareholder.

The value of the capital contribution shall not be less than the applicable Minimum Initial and Subsequent Subscription Amounts.

REDEMPTIONS

Redemption of Investment Shares

Subject to the applicable Limited Liquidity Arrangements, Investment Shares in the Compartment may be redeemed on a semi-annual basis, (i.e. on the first Business Day of each January and July), being the Dealing Days, and on any other date the External Manager may determine at its absolute discretion, upon consideration of a request for an ad-hoc Redemption at a Redemption Price Per Investment Share, calculated on the basis of the NAV per Share as determined on the last Business Day of the previous month, being the Valuation Day.

Redemption proceeds are paid in cash in the Base Currency of the relevant Class.

The Redemption process followed with respect to the Compartment is prescribed in detail in the Prospectus under sub-section “**REDEMPTIONS**” of section “**TRANSACTIONS OF INVESTMENT SHARES**”.

Exit Cut-Off

Redemption requests for GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares must be received by the Fund Administrator before 17:00 (Cyprus time, GMT +2) not less than ninety-two (92) calendar days prior to the intended Valuation Day for which a request for Redemption is valid.

Any applications received after the Exit Cut-Off will normally be held over until a subsequent valid Dealing Day but may be accepted for dealing on the forthcoming Dealing Day, at the discretion of the External Manager.

Redemption Fee

No Redemption Fee is charged to Investors upon Redemption of their GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares.

Redemption in Specie

Subject to the consent of the Investment Shareholder, all or part of the Investment Shareholder's Investment Shares may be paid out in the form of the asset(s) allocated to the Compartment instead of fully in cash, if cash is not available to accommodate such request for Redemption, subject to an independent valuation of the asset(s) in question, a copy of which shall be provided to the redeeming Investment Shareholder. Any difference between the Redemption amount due and the independently confirmed valuation of the Compartment's asset(s) to be transferred to the Investment Shareholder shall be paid to the Investment Shareholder in cash.

The assets forming the distribution in specie shall be assessed by at least one independent Valuer,. Any costs incurred in connection with a Redemption in specie shall be borne by the relevant

Investment Shareholder. Investors who receive assets in lieu of cash upon Redemption should note that they may incur transfer fees and/or local tax charges on the sale of assets. The Company shall not be responsible for the payment of any taxes, costs and third-party fees connected with any such transfer. In specie Redemptions must be in agreement with redeeming Investment Shareholders.

Limited Liquidity Arrangements

Lock-Up Period: Investment Shareholders are bound to hold GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares for at least two (2) years from the Launch Day of the relevant Class. It remains at the discretion of the External Manager to extend the Lock-Up Period for an additional one (1) year

Minimum Holding Period: Investment Shareholders are bound to hold GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares for at two (2) years from the date of their initial or subsequent, where applicable, date of Subscription. It remains at the discretion of the External Manager to extend the Minimum Holding Period for an additional one (1) year.

TRANSFERS

Transfer of Investment Shares

Investment Shareholders have the option to immediately transfer the Investment Shares held by them in the Compartment.

Investment Shareholders are not obliged to transfer their Investment Shares based on their NAV at the time of the transfer. If an ad-hoc calculation of the NAV of transferred Investment Shares is requested by the Transferor or Transferee, the External Manager may decide to accept or reject such a request at its absolute discretion and reserves the right to charge any legal, accounting or administrative costs associated with the determination of the NAV to the requesting party.

The process of transferring Investment Shares with respect to the Compartment is prescribed in detail in the Prospectus under sub-section “**TRANSFERS**” of section “**TRANSACTIONS OF INVESTMENT SHARES**”.

VALUATIONS

The Compartment’s assets and receivables will, together with any cash or cash equivalents minus any fees and expenses, consist the NAV of the Compartment. The NAV will be valued on each Valuation Day, defined as the last Business Day of each June and December and on any other date the External Manager, at its sole discretion, determine. The NAV of the Compartment is valued in the Base Currency of the Compartment, being the EUR. The Fund Administrator shall on, or with respect to, each Valuation Day, determine the NAV of the Compartment and the NAV per Share in accordance with the provisions set out in the sub-sections titled “**DETERMINATION OF THE NET ASSET VALUE**” and “**NAV PER SHARE**” of the Company’s Prospectus.

DISTRIBUTION POLICY

The Company may pay to the holders of GERMAN REAL ESTATE - DEVELOPMENT Class A Investment Shares, issued as Distributing Investment Shares, a Distribution of a minimum of 3%p.a. on NAV payable on a semi-annual basis at the discretion of the External Manager and subject to liquidity. Such Distributions will be generated from the operations of the Compartment.

The timing and amount of any Distribution will depend on, among other things, the earnings of the Compartment's investments, financial condition, capital expenditure and divestments, market prospects and investment opportunities, statutory and contractual restrictions on the Compartment's ability to pay Distributions as well as limitations under the law, tax, and other factors deemed relevant.

There is no guarantee that holders of GERMAN REAL ESTATE – DEVELOPMENT Class A Investment Shares will ever receive a Distribution, even if the above factors and financial figures are such to allow and justify for a Distribution, since declaration of any Distribution is always at the absolute discretion of the External Manager.

If any Distribution is paid, this will be paid in the Base Currency of GERMAN REAL ESTATE – DEVELOPMENT Class A Investment Shares.

DISCLOSURES OF IDENTIFIED CONFLICTS AND MITIGATING ACTIONS

ADN Development GmbH, a company acting as the Technical Advisor and who is also responsible for construction services, has common shareholding with the Company i.e. Mr Anton Tolmachev who is one of the Company's Directors and sole Management Shareholder is also a majority shareholder of the ADN Development GmbH.

A third party could assume that due to this relationship the arrangements between the Company and ADN Development GmbH are not agreed at an arms-length principle.

In order to prevent a conflicting situation to arise, the External Manager and the Company shall ensure that the terms governing the cooperation with ADN Development GmbH (i.e. fee, duties, responsibilities) will be dealt in an arm's length basis, as it should have been done in case ADN Development GmbH was an independent entity. In addition, ADN Development GmbH has to demonstrate that the services it provides are always in line with the market average. As such ADN Development GmbH may provide evidence of its market rates and compare them to the market average.

FEES AND EXPENSES

Company's Expenses

The Compartment shall bear its attributable portion of the operating expenses and service provider fees of the Company based on its latest available NAV or any other reasonable basis given the nature of the expense. A summary of such fees and expenses is set out in the sub-sections titled "**COMPANY EXPENSES**", "**SERVICE PROVIDERS FEES**" and "**REGULATORY FEES**" of the Company's Prospectus.

Set-up costs

The Compartment shall bear the set-up costs relating to its own launching, unless such costs are born by another party and are not claimed towards the Compartment. In such a case, any costs allocated to the Compartment will be amortized for a period of five (5) years in such manner as deemed fit.

Management Fee

The Company will pay on behalf of the Compartment an annual Management Fee, payable to the External Manager for the overall management services to be provided to the Compartment as per the provisions of the Management Agreement. The External Manager is entitled to an annual Management Fee equal to 0.06% of the Compartment's GAV, subject to an annual minimum fixed fee of EUR30,000 with a maximum fee of EUR75,000. The annual minimum fixed fee is accrued and payable on a quarterly basis.

Administration Fee

As per the Administration Agreement signed between the Fund Administrator, the External Manager and the Company on behalf of the Compartment, the Fund Administrator is entitled to an annual Administration Fee equal to 0,06% of the Compartment's GAV, subject to an annual minimum fixed fee of EUR 25,000. The annual minimum fixed fee is accrued and payable on a quarterly basis. The remaining fee, if any, calculated as the positive difference between 0,06% of the GAV and the minimum fixed fee, is invoiced by the Fund Administrator on a semi-annual basis, upon the calculation of the GAV.

Depositary Fees

The Company will pay to the Depositary an annual Depositary fee on behalf of the Compartment, as agreed with the Depositary. Specifically, the Depositary is entitled to an annual Depositary Fee equal to 0,05% of the Compartment's assets under management, subject to an annual minimum fixed fee of EUR 30,000. The Depositary Fee is mutually agreed between the Depositary, the External Manager and the Company. The Depositary Fee is calculated by the Depositary and communicated to the Fund Administrator for reconciliation.

For the first year of the Company's operations, the Company will pay to the Depositary an annual Depositary fee on behalf of the Compartment, as agreed with the Depositary. Specifically, the Depositary is entitled to an annual Depositary Fee equal to 0,05% of the Compartment's AuM, subject to an annual minimum fixed fee of EUR 30,000.

The Depositary Fee is mutually agreed between the Depositary, the External Manager and the Company. The Depositary Fee is calculated by the Depositary and communicated to the Fund Administrator for reconciliation.

The above Depositary service fees may change and be calculated on the value of assets, as per below:

	from Euro	to EURO	bps per annum
Compartment value of Assets	0	20.000.000	8
Compartment value of Assets	20.000.001	40.000.000	7
Compartment value of Assets	40.000.001	80.000.000	6
Compartment value of Assets	Over €80m		5

Transaction Fees

The Compartment bears all costs and expenses of buying and selling investment assets including, without limitation, any commissions, interest, taxes, governmental duties, charges and levies and any other transaction related expenses.

Technical Advisor Fees

The Technical Advisor shall charge the Company an annual fee payable for its services relating to Compartment No.1. The fixed fee payable to the Technical Advisor and the period upon which it becomes payable is specified to the engagement letter concluded between the Company and the Technical Advisor in relation to the services provided.

Performance Fee

N/A.