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If you have sold or otherwise transferred all of your Shares in Alternative Liquidity Fund Limited (the “**Company**”), you should pass this document (but not any personalised Form of Proxy) as soon as possible, to the purchaser or transferee or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any of the accompanying documents should be forwarded or transmitted in or into any Restricted Territory.

The Company is a registered closed-ended collective investment scheme registered pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended (the “**POI Law**”) and the Registered Collective Investment Schemes Rules 2018 (the “**Rules**”) issued by the Guernsey Financial Services Commission (“**GFSC**”). Notification of the proposals outlined in this document has been given to the GFSC pursuant to Part 6 of the Rules. The GFSC has not reviewed this document and takes no responsibility for the correctness of any statements made or opinions expressed with regard to the Company.

The definitions used in this document are set out in pages 42 to 47 of this document.

ALTERNATIVE LIQUIDITY FUND LIMITED

*(incorporated in the Island of Guernsey under the Companies (Guernsey) Law, 2008,
as amended, as a non-cellular company limited by shares with registered number 60552
and registered as a registered closed-ended collective investment scheme with the GFSC)*

Recommended proposals to approve (i) material changes to the Company’s investment policy; (ii) proposed amendment of the articles of incorporation; (iii) the issue of up to 100 million new Ordinary Shares on a non-pre-emptive basis by way of an Initial Placing and Offer for Subscription; (iv) three related party transactions; and (v) the buy back of up to 14.99 per cent. of the Company’s new Ordinary Shares

and

Notice of Extraordinary General Meeting

Your attention is drawn to the “Letter from the Chairman” set out in Part 1 of this document which contains a recommendation from the Board that Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting referred to below.

Your attention is drawn to pages 29 to 35 of this document, which summarise the risk factors associated with the Proposals. However, you should read this document in its entirety before deciding what action you should take.

Notice of the Extraordinary General Meeting to be held at 9 a.m. on 25 February 2019 at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR is set out at the end of this document. The accompanying Form of Proxy for use at the Extraordinary General Meeting should be completed and returned as soon as possible and, to be valid, must arrive With Link Asset Services at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF no later than 9 a.m. on 21 February 2019.

Dickson Minto W.S., which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no one else in connection with the matters described in this document, and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Dickson Minto W.S. nor for providing advice to any other person in relation to the matters described in this document. Dickson Minto W.S. accordingly, to the fullest extent permissible by law, disclaims all and any responsibility or liability (save for any statutory liability including any responsibilities or liabilities which may arise under the Financial Services and Markets Act 2000 or any regulatory regime established thereunder) whether arising in tort, contract or otherwise which it might otherwise have in respect of this document or any other statement.

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EXPECTED TIMETABLE

2019

EGM

Latest time and date for receipt of Forms of Proxy from Shareholders 9 a.m. on 21 February

EGM 9 a.m. on 25 February

Issue of Ordinary Shares under the Initial Placing and Offer

Latest time and date for receipt of Application Forms under the Offer 11.00 a.m. on 17 April

Latest time and date for receipt of commitments under the Initial Placing 3.00 p.m. on 17 April

Results of Initial Placing and Offer announced 18 April

Admission to listing and dealings commence in the Ordinary Shares issued under the Initial Placing and Offer 8.00 a.m. on or around 23 April

Ordinary Shares issued under the Initial Placing and Offer issued in uncertificated form credited to CREST accounts On or around 23 April

Share certificates in respect of the Ordinary Shares issued pursuant to the Initial Placing and Offer despatched (if applicable) Week commencing 29 April

Further issues of Ordinary Shares under the Placing Programme

Placing Programme opens 24 April

Admission and dealings in Ordinary Shares issued pursuant to Placing Programme commence 24 April 2019 to 23 April 2020

Publication of placing programme price in respect of each Placing Programme Issue the Business Day prior to the close of the relevant Placing Programme Issue

Admission and crediting of CREST accounts in respect of Ordinary Shares issued pursuant to each Placing Programme Issue 8.00 a.m. on each Business Day Ordinary Shares are issued pursuant to each Placing Programme Issue

Share certificates in respect of Ordinary Shares issued pursuant to each Placing Programme Issue despatched (if applicable) approximately one week following the admission of any Ordinary Shares issued pursuant to each Placing Programme Issue

Notes:

- (i) All references to times in this document are to London time.
- (ii) Each of the times in the above expected timetable (other than the EGM) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN

ALTERNATIVE LIQUIDITY FUND LIMITED

*(incorporated in the Island of Guernsey under the Companies (Guernsey) Law, 2008,
as amended, as a non-cellular company limited by shares with registered number 60552
and registered as a registered closed-ended collective investment scheme with the GFSC)*

Directors:

Quentin Spicer (*Chairman*)
Dr Richard Berman
Anthony Pickford

Registered Office:

Sarnia House
Le Truchot
St Peter Port
Guernsey GY1 1GR

6 February 2019

Dear Shareholder

Recommended proposals to approve (i) material changes to the Company's investment policy; (ii) proposed amendment of the articles of incorporation; (iii) the issue of up to 100 million new Ordinary Shares on a non-pre-emptive basis by way of an Initial Placing and Offer for Subscription; (iv) three related party transactions; and (v) the buy back of up to 14.99 per cent. of the Company's new Ordinary Shares

Introduction

The Company currently has a single class of ordinary shares in issue, which is listed on the premium segment of the Official List and traded on the London Stock Exchange's Main Market. On its launch the Company acquired an initial portfolio of assets for an aggregate consideration of US\$144 million from SMMI. Since then the Company has made five new investments in opportunities sourced by the Investment Manager. The Company is aiming to realise its existing portfolio in an orderly and timely manner and return cash to its Shareholders. The Company has made six capital distributions and has announced a seventh in respect of its Existing Shares in the form of redeemable B shares totalling US\$0.20 per Existing Share.

The Company currently holds approximately 25 illiquid investments with an aggregate valuation of US\$46 million as at 30 November 2018. This includes its commitment of US\$1.23 million in the 2018 Segregated Portfolio of the Warana SP Master Fund SPC of which currently US\$738,000 has been called.

The Board stated in the Company's annual report and accounts for the year to 30 June 2018 that it, together with the Company's investment manager, Warana Capital, LLC, (herein referred to as the "**Investment Manager**" or "**Warana Capital**") have been exploring various growth strategies for the Company and the scope of the Company to offer new share classes for illiquid assets and portfolios similar to the Company's current illiquid investment portfolio. Subject to the Company receiving shareholder approval at the Extraordinary General Meeting, the Company is proposing to introduce a new class of ordinary shares (which will be called and herein referred to as the "**Ordinary Shares**") pursuant to an Initial Placing, Offer for Subscription and subsequent Placing Programme. The new Ordinary Shares will also be listed on the premium segment of the Official List and traded on the Main Market. The Company's existing ordinary shares will be re-designated the "**Realisation Shares**" to reflect the Board's policy to return cash from the proceeds of the investments and the Company's existing assets currently held within the Existing Portfolio will be attributable to the "**Realisation Portfolio**".

The purpose of this document is to explain the Proposals which, in order to become effective, require, *inter alia* the Resolutions 1, 2 and 3 to be approved at the Extraordinary General Meeting to be held on

25 February 2019 at 9 a.m. at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR. The notice convening the Extraordinary General Meeting is set out at the end of this document. In addition to providing you with further details of the Proposals, this document also explains the reasons why the Board believes that the Proposals are in the best interests of its Shareholders as a whole. If Shareholders approve the Proposals, the Company intends to publish a prospectus and introduce the Initial Placing, Offer for Subscription and 12 month Placing Programme for up to 100 million new Ordinary Shares. If Shareholders do not approve the Proposals, the prospectus will not be published and the Initial Placing, Offer or Placing Programme for new Ordinary Shares will not proceed.

In the event that Shareholders approve the Proposals, the net proceeds from the issue of new Ordinary Shares under the Initial Placing and Offer will be invested, in line with the Company's new investment policy in a new diversified portfolio (herein referred to as the "**Ordinary Portfolio**") of illiquid funds, funds of funds including hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds and other alternative and absolute return investment vehicles across the world. In accordance with the new investment policy, the net proceeds may also be principally invested in a new segregated portfolio of the Warana SP Master Fund SPC (herein this new segregated portfolio is referred to as the "**Warana Master Fund**") which is in the process of being launched. The Warana Master Fund will have substantially the same investment policy as the Company's proposed new investment policy except that: (i) the Company's investment policy allows for the Company to act as a feeder fund and hold cash and cash equivalents and these permissions are not relevant for the Warana Master Fund; and (ii) the gearing limit of the Warana Master Fund relates to the total commitments that it has received as opposed to the Company's which relates to its net assets. The Warana Master Fund is also managed by Warana Capital.

Once the investment period of the Warana Master Fund is completed, it is intended that the Company will continue to implement its investment policy by investing in future Warana Capital managed vehicles with a similar structure to that of the Warana Master Fund and/or by acquiring investments directly.

The Investment Manager set up the Warana SP Master Fund SPC in June 2016 and has already launched its first two segregated portfolios, the 2017 Segregated Portfolio and the 2018 Segregated Portfolio.

The Warana Master Fund's corporate structure will mirror the structure used in the 2017 Segregated Portfolio and the 2018 Segregated Portfolio. The Warana Master Fund will be owned by separate feeder funds being a new segregated portfolio of the Warana SP Offshore Fund SPC (herein the new segregated portfolio is referred to as the "**Warana Offshore Fund**") for non-US investors (such as the Company) and a new series of the Warana SP Domestic Fund, LLC (herein the new series is referred to as the "**Warana Onshore Fund**") for US investors. Being a non-US investor, if the Proposals become effective, the Company will invest in the Warana Master Fund through the Warana Offshore Fund in accordance with the terms of the Information and Subscription Agreement.

The new Ordinary Portfolio will also be able to hold other investments that meet the Company's new investment policy, cash and cash equivalent investments, including money market funds.

Investment opportunity and the Warana Master Fund

The Board, together with the Investment Manager, believe that attractive investment opportunities can arise by providing liquidity solutions for investors that are stuck in investment vehicles that do not themselves offer immediate full liquidity solutions.

This is particularly true when an investor has allocated to a fund that had planned to offer redemption facilities but due to new factors since its launch has had to halt that liquidity alternative. It is the view of the Investment Manager that sellers often have incentives other than the potential long-term value of the investment that result in their determination to sell their positions, particularly if the relative position size is sufficiently small. As a result, some such illiquid assets may trade at significant discounts to reported valuations and represent attractive investment opportunities for the Company and the Warana Master Fund. In particular, the Investment Manager believes that focusing on smaller-sized transactions and investment funds with more complicated structures or situations may offer the Company and the Warana Master Fund a competitive advantage.

The 2017 Segregated Portfolio called capital throughout the course of 2017 and it completed 63 transactions to buy 125 different illiquid funds. The 2017 Segregated Portfolio is now fully invested, its investment period has expired and it has now entered its harvest period. It is no longer open for investment.

The 2018 Segregated Portfolio was launched in March 2018 and is in its investment period. It is no longer open for investment. The 2018 Segregated Portfolio raised approximately US\$50.5 million on its launch and as at 31 December 2018 has invested and is in the execution phase to allocate approximately 68 per cent. of the net proceeds raised in 53 separate transactions to acquire 128 different funds. The Company has committed to an investment of US\$1.23 million in the 2018 Segregated Portfolio of which approximately US\$738,000 has been called. Warana Capital is currently expecting to commence its marketing of the Warana Master Fund during the first quarter of 2019 with its launch expected by the end of the second quarter in 2019. It is intended that the new Ordinary Portfolio will be principally invested in the Warana Master Fund. Further details of the Warana Master Fund and its investment policy and strategies are described in more detail on pages 25 to 26 of this document.

Further details of the Proposals

As part of the Proposals the Board is recommending that:

- the Company's investment policy be amended in order to allow the Company to create new share classes for separate investment portfolios and to specifically allow the Company to act as a feeder fund and invest the assets of any of its portfolios either directly or indirectly into master funds (including the Warana Master Fund);
- the Articles be amended in order to, *inter alia*, change the name of the existing ordinary shares to realisation shares, to provide for the rights of the new class of Ordinary Shares as well as the realisation shares and to extend the continuation vote from being held at the annual general meeting of the Company in 2020 to 2023 and then every second year thereafter;
- Shareholders approve the disapplication of Shareholder pre-emption rights contained in the New Articles so that the Board will have authority to allot and issue (or sell from treasury) up to 100 million new Ordinary Shares pursuant to the Initial Placing and Offer for cash on a non-pre-emptive basis; and
- Shareholders approve the buy back of up to 14.99 per cent. of the Ordinary Shares in issue on the date of Admission.

In addition, Sunrise Partners and LIM Advisers (LIM), through the LIM Asia Special Situations Master Fund Limited, both substantial Existing Shareholders in the Company, have indicated that they may subscribe for new Ordinary Shares under the Initial Placing and/or the Placing Programme. The further issue of Ordinary Shares to Sunrise Partners and LIM under the Initial Placing and/or the Placing Programme would constitute related party transactions for the purpose of the Listing Rules and accordingly the Company is seeking approval from the Sunrise Partners Independent Shareholders and the LIM Independent Shareholders respectively for these transactions.

If the Proposals become effective, the Company intends to publish a prospectus, introduce the Initial Placing, Offer for Subscription and subsequent Placing Programme the net proceeds of which will be used to invest in a diversified portfolio of investments in line with the new investment policy, including the Warana Master Fund. These investments will be attributable to the Company's new Ordinary Portfolio. If Resolution 6 is passed the Company will enter into the Supplemental Agreement to the Investment Management Agreement, which will introduce the new management fee that will be payable to the Investment Manager in relation to this new Ordinary Portfolio. The Supplemental Agreement to the Investment Management Agreement will also extend Warana Capital's initial term of management and provide that either party may give to the other not less than 12 months' notice to terminate the management arrangements provided that such notice will only be able to be given after the conclusion of the Company's annual general meeting in 2023. Under the Investment Management Agreement the initial term currently runs until 30 September 2020. The extension is proposed to allow the new Ordinary Portfolio sufficient time to mature and realise its maximum return. The entering into of the Supplemental Agreement by the Company will constitute a related party transaction for the purpose of the Listing Rules and accordingly the Company is also seeking approval from the Warana Independent Shareholders for this transaction.

In the event that the Resolutions are not passed, the Proposals will not become effective. The Existing Shares will not be reclassified, the Company will not publish a prospectus and no new Ordinary Shares will be issued nor will it enter into the Supplemental Agreement to the Investment Management Agreement. In such an event, the Company will continue with its existing investment strategy and the Investment Manager may deem that additional capital might be needed to be added to certain assets in order to preserve longer term value.

If the Proposals become effective, the Realisation Portfolio's strategy will be to realise the underlying assets in the Realisation Portfolio as quickly as possible while also seeking to preserve value. It is not currently intended that the assets held within the Realisation Portfolio will be sold on a fire sale basis.

It is unlikely that any new investments will be acquired by the Realisation Portfolio and, as a result of this portfolio going into wind down, it is expected that it will become more concentrated over time as assets are sold.

Benefits of the Proposals

The Board believes that the Proposals offer the following benefits for Shareholders:

- the Existing Portfolio (to be renamed the Realisation Portfolio) will be realised as rapidly as is optimal and the proceeds returned to Existing Shareholders (to be renamed the Realisation Shareholders);
- increasing the Company's issued share capital through the Initial Placing, Offer for Subscription and subsequent Placing Programme should result in the fixed costs of the Company being spread over a larger asset base and the ongoing expense ratio in respect of the Company's Existing Portfolio being lower than would otherwise be the case;
- the automatic conversion rights included in the New Articles (which are explained in more detail in the paragraph headed "Proposed amendments to the Articles"), provide Realisation Shareholders with the potential for higher capital returns over a longer-term recovery period as opposed to a portfolio liquidation driven by size and cost constraints; and
- the Proposals provide an improved investment proposition by diversifying the Company's investment base and offering new Ordinary Shareholders exposure to the wide range of assets within the Warana Master Fund with the aim of providing investors with attractive risk-adjusted returns over a multi-year period.

Summary of risk factors in relation to the Proposals

Implementation of the Proposals is subject to a number of conditions (for example Existing Shareholder approval being granted) and there is no certainty that the Proposals will become effective. In the event that the Existing Shareholders do not approve of the Proposals, it is estimated that the costs incurred by the Company in relation to the publication of this document and the convening of the EGM would be, in aggregate, approximately US\$130,000 (representing approximately 0.3 per cent. of the Company's net asset value as at 30 November 2018).

Although there are no assurances that the Investment Manager will be able to locate and secure suitable investments for either the Company or the Warana Master Fund in a timely manner, the Investment Manager actively invests in the secondary market of illiquid funds and funds of funds and has been seeing a regular supply of suitable investments. The Warana Master Fund is expected to commence its marketing during the first quarter of 2019 and to have launched by the end of the second quarter in 2019. A delay to the launch of the Warana Master Fund would mean that the Company might delay its investment into Warana Master Fund and/or invest directly in illiquid funds, funds of funds and other alternative vehicles in line with its new investment policy.

Once the investment period of the Warana Master Fund is completed, it is intended that the Company will continue to implement its new investment policy by investing in future Warana Capital managed vehicles structured similarly to Warana Master Fund and/or by acquiring investments directly.

The Company is relying upon the investment expertise of the Investment Manager in acquiring illiquid fund interests. The Investment Manager has a significant role in selecting the funds and the underlying fund managers and in developing a risk profile of the new Ordinary Portfolio. Furthermore, assessing whether an illiquid asset is priced at a discount to its expected recovery value is a highly specialised activity. There may be limited information on the underlying assets either because the assets are not

generally traded, are hard to value or because the manager is not under an obligation to disclose information. There is therefore no guarantee that the Investment Manager's assessment of whether an asset is priced at a discount to its expected recovery value will be correct.

For further discussion on certain risk factors which should be taken into account when considering whether to vote in favour of the Resolutions, please see Part 3 of this document.

Proposed amendments to the Company's investment policy

The Company's current investment policy is, in summary, to invest globally in a portfolio of illiquid assets, which is expected to comprise predominantly of investments in funds, funds of funds and other instruments and securities. As part of the Proposals, the Directors are recommending that the Company's investment policy be amended in order for the Company to have two portfolios:

- The Ordinary Portfolio which will make new investments in illiquid funds, funds of funds and other alternative assets and will be permitted to act as a feeder fund in the Warana Master Fund (and other funds or portfolios managed by the Investment Manager) in accordance with the proposed investment policy. Most notably the 40 per cent. limit on any fund investments managed by a single fund manager is proposed to be removed in order to give effect to the Company's proposed new ability to act as a feeder fund in the Warana Master Fund (and other funds or portfolios managed by the Investment Manager).
- The Existing Portfolio (to be renamed Realisation Portfolio) could, under the current investment policy, reinvest any cash receipts into new investments. However, going forward under the proposed new investment policy, the Realisation Portfolio will go into managed wind down and its assets will be realised in an orderly manner. It is intended that capital will be returned to the Realisation Shareholders as it is received.

At the Extraordinary General Meeting to be held on 25 February 2019, Existing Shareholders will be asked to approve certain material amendments to the Company's investment policy principally to implement the above. The full text of the Company's current and proposed investment objective and policy are set out below.

Any future material changes to the investment objective and/or policy will require the prior approval of Shareholders and, if the Proposals become effective, the prior class consent of Shareholders of the class to which the change relates (except where the proposed material change affects both classes in a similar manner).

Investment objective

The investment objective of the Company is to generate total returns for investors through the management and realisation of its portfolio.

Current investment policy

The investment policy of the Company is to invest globally in a portfolio of illiquid assets, which is expected to comprise predominantly of investments in funds. These may include hedge funds and other funds invested in loans, structured products, real estate and life settlement policies. The portfolio may also include directly owned assets which are owned by the above-mentioned types of funds but have been sold on the secondary market or distributed in specie to investors in such funds, including equity and debt securities, loan and derivative and contractually based investments. The Company has not set maximum or minimum exposures for asset classes or sectors but expects to maintain a portfolio diversified across different geographies and sectors.

Proposed investment policy

The investment policy of the Company is to invest globally in a portfolio of illiquid assets, which is expected to comprise predominantly of investments in funds. The Company will seek to achieve its investment objective principally by gaining exposure to interests in hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds, and other alternative and absolute return investment vehicles sponsored or managed by other managers across the world. These other managers may utilise a variety of investment strategies, including, without limitation, private equity, blended structured equity, long/short strategies, distressed and value debt securities investment strategies, relative value strategies, event-driven or opportunistic strategies and private credit and direct investing lending strategies.

The Company's portfolio investments will generally be illiquid however the Company may also gain exposure to redeemable fund interests, interests in publicly-traded funds, other liquid fund interests, portfolio investments which are not in liquidation, a wide variety of other securities and financial instruments, including structured joint ventures, private debt and equity transactions, and securitisations involving private investment fund interests.

The Company may also act as a feeder fund and invest the assets of any of its portfolios either directly or indirectly into master funds. The Company may create new share classes and portfolios for such illiquid investments and/or such investments in funds (including master funds). It is intended that the Ordinary Portfolio will be invested in, *inter alia*, the Warana Master Fund through the Warana Offshore Fund (and/or potentially other funds or portfolios managed by the Investment Manager).

The Company has not set maximum or minimum exposures for geographical locations, asset classes or sectors but will achieve an appropriate spread of risk by investing in a diversified portfolio of illiquid funds (which may, in certain circumstances, solely consist of the Warana Master Fund, by way of the Company's investment through the Warana Offshore Fund, or other funds or portfolios launched or managed by the Investment Manager) securities and other illiquid assets which will be diversified across different geographies and sectors. Furthermore, these illiquid funds (including the Warana Master Fund or other funds or portfolios managed by the Investment Manager) will themselves hold a diversified portfolio of investments spread across different geographies and sectors.

The Company may utilise derivatives for the purposes of efficient portfolio management and principally for currency hedging. The portfolio will not be constructed to have any particular geographical bias. Accordingly, the Company has the ability to source and buy assets across the world and denominated in any currency. It is expected that the Company will largely be exposed to US Dollars which is the Company's reporting currency.

The Company will not invest more than 20 per cent. of its gross assets in any one fund investment and no more than 40 per cent. of its gross assets in fund investments managed by a single fund manager at the time of investment or acquisition.

The Company may utilise derivatives for the purposes of efficient portfolio management and principally for currency hedging. The Company's investment portfolios are not expected to be constructed to have any particular geographical bias. Accordingly, the Company has the ability to source and buy assets across the world and denominated in any currency for its portfolio. It is expected that the Company will largely be exposed to US Dollars, which is the Company's reporting currency.

The Company will not invest more than 20 per cent, at the time of investment, of its gross assets in any one fund investment (other than the Warana Master Fund through the Warana Offshore Fund, or other funds or portfolios managed by the Investment Manager) and it is expected that it will not hold more than 20 per cent, at the time of investment, of its gross assets in any one underlying investment on a look through basis.

The exact number of funds and strategies used may vary over time but the Directors intend that the Company will be invested directly or indirectly in a minimum of 15 underlying funds.

The Company will not invest more than 10 per cent. in aggregate, of the total assets of the Company in other listed closed-ended investment funds other than closed-ended investment funds which themselves have published investment policies to invest no more than 15 per cent. of their total assets in the other listed closed-ended funds.

The Company will not invest more than 20 per cent. of its gross assets in directly owned assets.

It is the intention that the Company will be fully invested at all times, although the Company may hold cash or cash equivalent investments from time to time.

The Company expects to be very prudent in its use of borrowings due to the illiquid nature of the portfolio however the Company will have the ability to borrow up to 25 per cent. of its net assets for short term purposes. It is not intended for the Company to have any long-term or fixed structural gearing. The Company may be indirectly exposed to gearing to the extent that the Company's investee funds or segregated portfolios are geared by the external managers.

Any material change to the investment policy will require the prior approval of Shareholders.

The amended objective and investment policy is subject to the passing of Resolution 1 by the Existing Shareholders at the Extraordinary General Meeting. Resolution 1 will be proposed as an ordinary resolution. If the amended policy does not receive the necessary support from Existing Shareholders, the Company will not publish a prospectus nor introduce the Initial Placing, Offer or Placing Programme. The Company's assets will be able to continue to be invested in accordance with its current investment policy.

Although the exact number of funds and strategies used may vary over time, the Directors intend that the Realisation Portfolio will be invested directly or indirectly in a minimum of 15 underlying funds. As this Realisation Portfolio enters the later stages of its life, the proceeds of its assets realised and the proceeds are returned to its Realisation Shareholders the number of holdings will naturally decrease over time.

The Company will not invest more than 10 per cent. in aggregate, of the total assets of the Company in other listed closed-ended investment funds other than closed-ended investment funds which themselves have published investment policies to invest no more than 15 per cent. of their total assets in the other listed closed-ended funds.

The Company will not invest more than 20 per cent. of its gross assets in Direct Investments.

The Company will hold cash or cash equivalent investments, including cash that has been allocated to an investment but not yet called by the relevant underlying fund.

Given the illiquid nature of the Company's investments, the Company does not generally expect to use any borrowings. The Company will have the ability to borrow up to a total of 25 per cent. of its net assets for short term purposes and each of the Ordinary Portfolio and the Realisation Portfolio may borrow up to 25 per cent. of their respective net assets using short term facilities. It is not intended for the Company to have any long-term or fixed structural gearing. The Company may be indirectly exposed to leverage to the extent that the Company's investee companies, funds or segregated portfolios use leverage.

Any material change to the investment policy will require the prior approval of Shareholders and the prior class consent of Shareholders of the class to which the change relates (except where the proposed material change affects both classes in a similar manner). In the event of any material breach of the Company's investment policy or if the launch of the Warana Master Fund is to be delayed beyond 30 June 2019, Shareholders will be informed of the actions to be taken by the Company and/or the Investment Manager by an announcement on a Regulatory Information Service.

Investment strategy

Breadth of investment opportunities and spread of investment risk

The Board, together with the Investment Manager, believe that the breadth and scope of the Company's proposed investment policy within this illiquid fund sector, including its proposed ability to act as a feeder fund to the Warana Master Fund, is critical to the Company's ability to generate total returns for investors. The Investment Manager, in respect of both the Warana Master Fund and the Company, will target smaller transactions within this illiquid investment sector where it feels there is less competition and less seller price sensitivity.

The principle of diversification is embedded in the investment process and structure. The Company and the Warana Master Fund will buy existing investors out of existing investment funds which themselves generally have a number of underlying investments. The Company's Existing Portfolio contains 25 underlying Portfolio Investment Funds which themselves contain 24 underlying investments and 1 Direct Investment. These assets are being wound up in an orderly manner.

The Company expects to achieve further diversification in its new Ordinary Portfolio by:

- the Ordinary Portfolio principally investing, as intended, in the Warana Master Fund. It is expected that Warana Capital will commence the marketing of the Warana Master Fund during the first quarter of 2019 and that it will launch by the end of the second quarter of 2019. Depending on its size, it will invest in more than 100 illiquid funds over its 18 month investment period. The 2017 Segregated Portfolio raised approximately US\$35 million on its launch and, during its 12 month investment period, bid on 376 different illiquid investment opportunities and completed 63 transactions to buy 125 different illiquid funds. The 2018 Segregated Portfolio raised approximately US\$50.5 million on its launch and, has thus far bid on approximately 269 different illiquid investment opportunities during the first nine months of its investment period. As at 31 December 2018, it has executed or is in the execution phase to invest approximately 68 per cent. of the net proceeds from its launch in 53 transactions to acquire 128 different illiquid funds. The Warana Master Fund will have an investment policy which is substantially the same as that of the Company's (except that the Company's investment policy allows for the Company to act as a feeder fund and hold cash and cash equivalents and these permissions are not relevant for the Warana Master Fund and the gearing limit in the Warana Master Fund's investment policy is in respect of the total commitments it has received as opposed to its net assets) and will be able to target investments in Portfolio Investment Funds, Direct Investments and other types of potential investments including interests in structured joint ventures, private debt and equity transactions and securitisations; and
- the Ordinary Portfolio being able to invest in other illiquid funds, assets and investments outside the Warana Master Fund. The exact number of funds and strategies used may vary over time and will depend on the net proceeds raised under the Initial Placing and Offer and the timing of the launch of the Warana Master Fund.

Further details of the investment strategy for each of the Realisation Portfolio and the new Ordinary Portfolio are set out below.

The investment strategy of the Existing Portfolio (to be renamed the Realisation Portfolio)

The investment strategy of the Company in relation to the Realisation Portfolio is to manage, monitor and realise (liquidate over time) the Realisation Portfolio. The Realisation Portfolio comprises predominantly illiquid interests in funds and other instruments and securities.

It is unlikely that new investments will be acquired by the Realisation Portfolio and as a result of this Realisation Portfolio being in wind down, it is expected that the Realisation Portfolio will become more concentrated over time as assets are sold. However, while it is not generally intended that new investments will be acquired by the Realisation Portfolio, the Investment Manager may deem that additional capital might be needed to be added to certain assets in order to preserve longer term value.

The investment strategy of the Ordinary Portfolio

The investment strategy of the Company in relation to the Ordinary Portfolio will be to invest globally in line with its new investment policy in a portfolio of illiquid assets, which is expected to comprise predominantly investments in funds and funds of funds, including principally in the Warana Master Fund.

The Investment Manager currently believes that one of the most compelling investment fund opportunities involves buying these vehicles in the secondary market at discounts to their reported net asset values. This strategy is a core business of the Investment Manager and it is in the process of launching the new Warana Master Fund, to continue to target these opportunities.

The size of the Company's investment in the Warana Master Fund will depend on the net proceeds raised pursuant to the Initial Placing and Offer. The Company could, if Shareholders approve of the Proposals (and depending on working capital requirements), commit all of the net proceeds of the Initial Placing and Offer to the Warana Master Fund.

The Ordinary Portfolio will also have the ability to invest in other illiquid assets such as interests in hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds and other alternative and absolute return investment vehicles sponsored or managed by other managers across the world. In the event the launch of the Warana Master Fund is delayed, the Company might delay its investment into Warana Master Fund and/or invest the net proceeds of the Initial Placing and Offer in other illiquid funds, funds of funds and other alternative assets in line with the newly approved investment policy. Even in the event of a successful launch of the Warana Master Fund the Company may choose to invest in other funds, for example, to optimise the return on available cash and provide additional diversification to the Ordinary Portfolio.

Once the investment period of the Warana Master Fund is completed, it is intended that the Company will continue to implement its new investment policy by investing in future Warana Capital managed vehicles structured similarly to Warana Master Fund and/or by acquiring investments directly.

The Warana Master Fund

The investment objective of the Warana Master Fund will be to provide investors with attractive risk-adjusted returns over a multi-year period. To achieve its objective the Warana Master Fund has substantially the same investment policy as the Company (except that the Company's investment policy allows for the Company to act as a feeder fund and hold cash and cash equivalents and these permissions are not relevant for the Warana Master Fund and the gearing limit in the Warana Master Fund's investment policy is in respect of the total commitments it has received as opposed to its net assets). It will primarily focus on acquiring interests in investment funds (referred to as "**Portfolio Investment Funds**") in the secondary market at discounts to their reported valuations. To a lesser degree, the Warana Master Fund will seek to lend in against these types of interests at appropriate rates of return and will also seek to achieve its objective through acquiring underlying fund investments directly from investment funds.

Portfolio Investment Funds will generally be managed by independent investment managers or liquidators. The Portfolio Investment Managers employ a broad range of alternative and absolute return investment strategies including, without limitation, listed and private equity related strategies, distressed, value and other debt securities, private credit and direct investing lending, real estate and infrastructure investment strategies. Warana Capital seeks to identify niche investment opportunities that take advantage of dislocations and inefficiencies in the capital markets.

There will be no geographic, sectoral or asset class limits applicable to the Warana Master Fund. Generally, the Investment Manager seeks to target sellers of positions that are relatively small (sub US\$1 million) and as a result it is expected that the Warana Master Fund (similar to the 2017 Segregated Portfolio and the 2018 Segregated Portfolio) will need to complete many transactions across many different investment opportunities in order to deploy its capital base. The types of opportunities the Warana Master Fund intends to target include:

- *Investments in Portfolio Investment Funds*

The Warana Master Fund expects to acquire interests in Portfolio Investment Funds from investors seeking to sell such interests at a discount to their reported valuations. Portfolio Investment Funds may encompass a wide range of fund types, including hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds, special purpose vehicles that have been formed to liquidate assets of a fund (e.g. related to accounts or portfolios of illiquid assets or interests in funds that are in the process of winding down), and other alternative and absolute return investment vehicles. Interests in such investment vehicles are primarily expected to be illiquid. Furthermore, the Warana Master Fund may make loans to investors of the portfolio investment funds against their interests in such vehicles.

- *Direct investments*
In addition to purchases of interests in Portfolio Investment Funds, the Warana Master Fund also expects to target direct investments in assets or companies. The Investment Manager expects such direct investments to be acquired from Portfolio Investment Funds or purchased as a direct co-investment alongside investment funds managed by the Investment Manager.
- *Other types of potential investments*
The Warana Master Fund may also invest in a wide variety of securities and financial instruments, including interests in structured joint ventures, private debt and equity transactions, and securitisations involving private investment fund interests that provide the same type of exposure as that sought above.

The Warana Master Fund is structured as a capital call vehicle. Investors (including the Company) in the Warana Master Fund will provide an initial maximum commitment amount that will be called over an investment period as investments are sourced. This means the Company will initially have significant cash set aside to meet Warana Master Fund calls. Further details on the structure and process of the new Ordinary Portfolio's investment in the Warana Master Fund are set out below.

Other illiquid assets and investments for the Ordinary Portfolio

The Ordinary Portfolio may also invest in other illiquid assets, investment funds and a wide variety of securities and financial instruments, including interests in structured joint ventures, private debt and equity transactions and securitisations involving private investment fund interests. Warana Capital is the investment manager for both the Company and the Warana Master Fund and it is expected that if an asset fits the Warana Master Fund's investment mandate, it will be allocated to the Warana Master Fund in the first instance.

The Investment Manager expects that it will source certain secondary and other investment opportunities that will not fit the Warana Master Fund's mandate, or may be too large for the Warana Master Fund to do by itself. The Company may also benefit from its ability to offer a potential seller an opportunity to provide their underlying investors with the choice of Ordinary Shares or cash. The Investment Manager also intends to seek additional investment opportunities that fit the investment mandate, including cash returned from the Warana Master Fund.

The ability of the Company to invest outside of the Warana Master Fund should further diversify its Ordinary Portfolio.

Summary of the structure of the Ordinary Portfolio's investment in the Warana Master Fund

The Warana Master Fund is a segregated portfolio of an unlisted Cayman Island exempted segregated portfolio company, the Warana SP Master Fund SPC, which was incorporated on 27 June 2016 with limited liability under the laws of the Cayman Islands with the registration number CB-312882. The Warana Offshore Fund has been set up under the laws of the Cayman Islands as an investment vehicle that principally offers a tax neutral status for its potential investors from multiple tax jurisdictions. The Warana Master Fund is the third segregated portfolio to be set up under the Warana SP Master Fund SPC.

Non-US investors (like the Company) will gain exposure to the Warana Master Fund, by investing in the Warana Offshore Fund. The Warana Offshore Fund is also a segregated portfolio of an unlisted Cayman Island exempted segregated portfolio company, the Warana SP Offshore Fund SPC, which has been incorporated with limited liability under the laws of the Cayman Islands with the registration number CB-317272.

It is intended that the Ordinary Portfolio will be primarily invested in the Warana Master Fund through the Warana Offshore Fund. The Warana Master Fund will have a finite investment period to implement its investment objective. Once this period has ended, it will enter a harvest period whereby it will return capital to investors including the Company. Warana Capital then intends to launch the next segregated portfolio of Warana SP Master Fund SPC, which will largely mirror the Warana Master Fund.

It is currently intended that the Company will invest available capital into such new segregated portfolio assuming: (i) that the new segregated portfolio meets the objectives of the Company; and (ii) where the Company is to act as a feeder fund to such new segregated portfolio, the terms of investment are the same as those offered under the Information and Subscription Agreement.

The shares that the Company will hold in the Warana Offshore Fund and the shares the Warana Offshore Fund will hold in the Warana Master Fund will be non-voting. The Company will not have any voting or approval rights as to the Warana Master Fund's operations and/or its management. However, these shares will carry consent rights in certain limited circumstances such as where the Warana Master Fund wishes to change its articles of association or a term of the Warana Master Fund PPM (including the investment policy of the Warana Master Fund which is set out in the Warana Master Fund PPM).

The Warana Master Fund has substantially the same investment policy as the Company's proposed new investment policy except that the Company's investment policy allows for the Company to act as a feeder fund and hold cash and cash equivalents and these permissions are not relevant for the Warana Master Fund and the gearing limit in the Warana Master Fund's investment policy is in respect of the total commitments it has received as opposed to its net assets. In the event the Ordinary Portfolio is principally invested in the Warana Master Fund and/or subsequent segregated portfolios of the Warana SP Master Fund SPC (and the Company becomes a feeder fund to the Warana Master Fund) the Board will monitor the Warana Master Fund (and any other master fund) to ensure that, at all times, its investment policies are consistent with the Company's and provides for the spreading of investment risk and it in fact invests and manages its investments in a way that is at all times consistent with the Company's (and the Warana Master Fund's) published investment policy and spreads investment risk. The Information and Subscription Agreement will provide the Board with the right to receive information from Warana Capital, the Warana Master Fund and the Warana Offshore Fund to allow it to effectively monitor its investments. Furthermore, Warana Capital is the Investment Manager of both the Company, the Warana Master Fund and the Warana Offshore Fund. In the event the Company becomes aware that the Warana Master Fund is not investing or managing its investments in accordance with the Company's investment policy the Board will immediately consider whether to withdraw the Company's investment from the Warana Master Fund pursuant to the terms of the Information and Subscription Agreement or whether to take other appropriate action.

If the Warana Master Fund wanted to change its investment policy, it and the Warana Offshore Fund would need to seek the prior approval of the investors (including the Company) of the Warana Offshore Fund and the Warana Onshore Fund by way of a special resolution (being a vote passed by a two-thirds majority).

Furthermore, pursuant to the terms of the Information and Subscription Agreement, the Company's prior written consent will be required in the event that the Warana Offshore Fund or the Warana Master Fund wishes to make any material amendment to its investment policy that will be set out in the Warana Fund PPM such that it would be likely to cause the Company to breach its investment policy or any of the Listing Rules particularly those regarding the Company's continuing obligations on diversification and the spread of investment risk. Prior to giving such consent the Company would have to seek, in accordance with the Listing Rules, the approval from its Shareholders and the FCA to any consequential material change that would be necessary to make its published investment policy.

In the event that the Company's consent was not sought or the Company was unable to provide such consent but the Warana Master Fund's investment policy was changed such that the Company was in breach of its investment policy and/or the Listing Rules, the Company has agreed with Warana Capital, the Warana Offshore Fund and the Warana Master Fund pursuant to the terms of the Information and Subscription Agreement that the Company will be entitled to: (i) not comply with any further call requests from the Warana Offshore Fund; (ii) sell its shares in the Warana Offshore Fund and its holding in the Warana Master Fund; or failing a sale, (iii) submit a compulsory redemption request to Warana Capital and the Warana Offshore Fund. Where Warana Capital determines (in good faith) that there is sufficient liquidity in the Warana Master Fund's underlying assets, Warana Capital will use reasonable endeavours to satisfy such compulsory redemption request and enable the Company to redeem its shares in the Warana Offshore Fund. The price at which such shares will be redeemed will be equal to the net asset value per share which will be calculated by Warana Capital as at the valuation day immediately preceding the relevant redemption day. The directors of the Warana Master Fund may, in certain circumstances set out in the Information and Subscription Agreement, effect a redemption of shares in specie by way of an appropriation of assets from the Warana Master Fund of the relevant value (which shall conclusively be determined by the directors of the Warana Master Fund in good faith) in satisfaction or part satisfaction of the redemption.

If Warana Capital determines that special circumstances have arisen which may include but are not limited to it being determined by Warana Capital (in good faith) that the raising of funds to satisfy a compulsory redemption would be unduly burdensome, would cause Warana Capital to breach its fiduciary duties to other investors, the liquidity of the underlying investments in the Warana Master Fund would affect their ability to meet the redemption requests and/or the Warana Master Fund has already entered its realisation period the payment of such proceeds (either in specie or in cash) may be postponed.

Investment process in relation to the Ordinary Portfolio

The Warana Master Fund will have the ability to call investment commitments, up to the total committed subscription amount of each investor, for a period of 18 months (subject to extension under certain circumstances) from its launch. The Company's total committed subscription amount will depend on the net proceeds raised pursuant to the Initial Placing and Offer. The Ordinary Portfolio therefore intends to reserve cash and other liquid investments in order to meet its total committed subscription amount to the Warana Master Fund.

The Board has determined a capital distribution policy for the Company (see paragraph below headed "Capital distribution policy"). It is the intention of the Board to grow the Company over time and to explore the purchase of further assets in accordance with the Company's new investment policy, which could include further segregated portfolios of the Warana SP Master Fund SPC (e.g. a 2020 segregated portfolio of the Warana SP Master Fund SPC). The capital required for such further purchases could arise from distributions from the new Ordinary Portfolio, including the Warana Master Fund once it is in its realisation period, and/or from the net proceeds of further share issuances by the Company.

Any future investment proposal for the Company to act as a feeder fund in any future segregated portfolios of the Warana SP Master Fund SPC will be at the discretion of the Board. Furthermore, Shareholder approval may be required where any further investment in any successor vehicle results in a material change to the Company's investment policy. The Board will not invest in any future segregated portfolios if the terms of investment offered to the Company are not similar to the terms offered under the Information and Subscription Agreement and/or do not allow the Company to maintain compliance with its investment policy and the Listing Rules.

Valuation methodology and Net Asset Value publication

The Net Asset Values attributable to the Realisation Shares and the Ordinary Shares, as at close of business on the last Business Day of every month, will be calculated by the Administrator and published on the Company's website as soon as practicable and usually within 60 days of the month end.

The Existing Shares (to be re-designated the Realisation Shares)

The Company's Existing Portfolio contains approximately 25 illiquid third-party funds. The quality of assets and information provided by these funds for valuation purposes varies. While many funds provide regular net asset value estimates of their portfolio, it is the Investment Manager's experience that these valuations can be optimistic, and it is generally expected that these types of funds trade at a discount to these valuations in the secondary market (where observable). Some of the funds in the investment portfolio are also delinquent in providing their valuation estimates and/or have not had their accounts audited in a regular timeframe.

As a result, the Company publishes two unaudited Net Asset Values in respect of its Existing Shares and will continue to do so once they are re-designated as Realisation Shares. Both of the NAVs are calculated by the Administrator as at close of business on the last Business Day of every month and published on the Company's website. One NAV is calculated by the Administrator on the basis of the values of the underlying assets provided by the underlying fund managers. The other NAV, the Warana Realisation Portfolio NAV, is also calculated by the Administrator, using the provisioning process (explained in more detail below) that is applied by Warana Capital to the values of the underlying assets. The Warana Realisation Portfolio NAV is published through the Regulatory Information Service.

The Warana Realisation Portfolio NAV employs a provisioning process to evaluate the assets within the Company's current portfolio as objectively as possible by taking into account the quality of the information received from the underlying funds, their valuation processes, geographical locations and risks associated with the assets. Where possible, this analysis is then checked against observable secondary market activity. However, these assets have very uncertain recovery profiles and the provisions do not necessarily reflect where the positions might be able to be sold in the secondary market.

Ordinary Shares

The Company also intends to publish two unaudited Net Asset Values in respect of the Ordinary Shares. Both of the NAVs will be calculated as at close of business on the last Business Day of every month and will be published on the Company's website. The NAVs will be calculated by the Administrator, one in accordance with IFRS and on the basis of the values of the underlying assets provided by the underlying fund managers.

The other NAV, the Warana Ordinary Portfolio NAV, will be calculated by the Administrator applying Warana Capital's analysis of the expected future cash flows of the underlying expected liquidity discounted for time. It is generally expected that the Warana Ordinary Portfolio NAV will be lower than the other NAV that is based on the net asset values provided by the underlying funds. This NAV will be published through a Regulatory Information Service.

The calculation of the Net Asset Values per Ordinary Share and/or the Net Asset Values per Realisation Share will only be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

Gearing policy

The Company does not generally expect to use any borrowings on the Realisation Shares or the Ordinary Shares. While the Board has no current intention to put in place any borrowings, the Company does have the ability to borrow, under its Articles, up to 10 per cent. of its net assets using short term banking facilities for short term purposes.

Subject to the Existing Shareholders approving the Proposals at the Extraordinary General Meeting, each of the Realisation Portfolio and the Ordinary Portfolio would have the ability to borrow up to 25 per cent. of its respective net assets using short term facilities. The Company's overall gearing limit will remain, under the investment policy, at 25 per cent. of net assets and be increased to this level under the New Articles. Such gearing will only be used for short term purposes.

Given that the Warana Master Fund as well as its underlying investments may use leverage with their investments, the Company may have exposure to non-recourse leverage.

As at the date of this document, the Company has not incurred any borrowings or indebtedness and has not granted any mortgages, charges or security interests over or attaching to its shares

Capital distribution policy

Any capital distribution in respect of the Realisation Shares will be made from the net assets attributable to the Realisation Shares. Any capital distribution in respect of the new Ordinary Shares will be made from the assets attributable to the new Ordinary Shares.

The Existing Shares (to be redesignated the Realisation Shares)

Since the Company's launch, when the Existing Shares were originally issued at US\$1.00, the Company has made the following six capital distributions and has announced a seventh capital distribution in respect of the Existing Shares in the form of redeemable B shares to the Existing Shareholders.

<i>Payment date</i>	<i>Amount (per Existing Share)</i>
15 September 2016	US\$0.020
15 December 2016	US\$0.055
30 June 2017	US\$0.025
10 November 2017	US\$0.030
19 April 2018	US\$0.030
13 December 2018	US\$0.020
15 February 2019*	US\$0.020
Total	US\$0.20

*As announced by the Company on 25 January 2019.

The Board currently expects to continue to make capital distributions in respect of the Realisation Shares in the form of redeemable B shares.

The Ordinary Shares

The Board currently intends, in the absence of unforeseen circumstances, that it will annually distribute at least 30 per cent. of any realised cash receipts received from the investments within the Ordinary Portfolio held for over 12 months, including cash receipts from the Warana Master Fund and subsequent segregated portfolios of the Warana SP Master Fund SPC .

Proposed amendments to the Articles

Resolution 2 would, if successfully passed, amend the Company's Articles to: (i) create two distinct portfolios, being the "Realisation Portfolio" and the "Ordinary Portfolio"; (ii) rename the Ordinary Shares of the Company currently in issue the "**Realisation Shares**"; (iii) amend the rights attaching to the Realisation Shares; (iv) include a new sub-article specifying the rights attaching to the new class of shares (the "**Ordinary Shares**"); (v) amend the Company's borrowing limit in order to allow the Company to borrow up to 25 per cent. of the net asset value of the Company at the time of drawdown which is compatible with the Company's investment policy; and (vi) amend the timings of the continuation vote provision.

Summary of the rights of the Realisation Shares

If the Proposals are approved by Existing Shareholders at the Extraordinary General Meeting, the New Articles will provide, *inter alia*, for the following rights in relation to the Realisation Shares.

- At any general meeting of the Company each Realisation Shareholder will have, on a show of hands, one vote, and on a poll, a weighted vote determined by reference to the underlying NAV of the Realisation Shares and calculated in accordance with the New Articles. This weighted voting right will be calculated and fixed immediately following Admission. As an illustrative example in the event that a Realisation Shareholder held 100 Realisation Shares and on the basis of the Company's NAV of US\$ 0.3118 per Existing Share as at 30 November 2018, such Realisation Shareholder would have, on a poll, 31 votes in respect of the 100 Realisation Shares held.
- Each Realisation Share will entitle its holder to participate in a return of assets of the Realisation Portfolio on a winding up of the Realisation Portfolio.
- A right of automatic conversion into Ordinary Shares if, *inter alia*, the assets of the Realisation Portfolio are reduced to a value that is below US\$5 million (Realisation Conversion).
- The prior class consent of the Realisation Shareholders will be required prior to *inter alia*:
 - i. any change being made to the investment policy which would materially affect the Realisation Portfolio;
 - ii. any change being made to the New Articles in such a way as to materially affect the class rights of the Realisation Shareholders;
 - iii. a conversion, other than the Realisation Conversion, of the Realisation Shares into another class; and
 - iv. a resolution, other than the continuation vote resolution which is discussed in more detail below, being put to Shareholders in a general meeting in relation to the voluntary winding up of the Company.

Summary of the rights of the Ordinary Shares

If the Proposals are approved by Existing Shareholders at the Extraordinary General Meeting, the New Articles will provide, *inter alia*, for the following rights in relation to the Ordinary Shares:

- At any general meeting of the Company each Ordinary Shareholder will have, on a show of hands, one vote, and on a poll, each Ordinary Shareholder will have one vote.
- Each Ordinary Share will entitle its holder to participate on a return of assets of the Ordinary Portfolio on a winding up of the Ordinary Portfolio.

- The prior class consent of the Ordinary Shareholders will be required prior to *inter alia*:
 - i. any change being made to the investment policy which would materially affect the Ordinary Portfolio;
 - ii. any change being made to the New Articles in such a way as to materially affect the class rights of the Ordinary Shareholders;
 - iii. a conversion of the Ordinary Shares into another class; and
 - iv. a resolution, other than the continuation vote resolution which is discussed in more detail below, being put to Shareholders in a general meeting in relation to the voluntary winding up of the Company.

Continuation vote

As the Company is a long-term investment vehicle it does not have a fixed life. The Company's current Articles provide that a continuation vote must be put to Existing Shareholders at a meeting of the Company in 2020. It is proposed that the Articles will be amended to provide for a continuation vote at the annual general meeting of the Company to be held in 2023 and every second year thereafter. The Board believes that this extension is necessary in order to allow the new Ordinary Portfolio to mature appropriately.

A copy of the existing Articles and the proposed New Articles marked to show the changes will be available during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW and the Company's registered office up to and including close of business on 25 February 2019 and at the venue of the Extraordinary General Meeting for at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Initial Placing and Offer

Subject to compliance with the Law and Articles, the Company is proposing to issue up to a maximum of 100 million new Ordinary Shares under the Initial Placing and Offer for Subscription. New Ordinary Shares will be issued at the Initial Placing and Offer Price of US\$1.00 per new Ordinary Share.

It is expected that the new Ordinary Shares will be issued pursuant to the Initial Placing and Offer and admitted to listing on the UKLA's Official List and to trading on the main market of the London Stock Exchange, and dealings in such shares are expected to commence, on or around 23 April 2019. Fractions of new Ordinary Shares will not be issued. The new Ordinary Shares will be issued in registered form and will be capable of being held in certificated or uncertificated form. Pending the issue of definitive certificates in respect of the new Ordinary Shares, transfers will be certified against the register.

Conditions to the Initial Placing and Offer

The Initial Placing and Offer are conditional, *inter alia*, on:

- Shareholder approval being granted at the Extraordinary General Meeting for the Proposals including the change in the Company's investment policy and the issue of new Ordinary Shares on a non pre-emptive basis pursuant to the Initial Placing and Offer and all of the Resolutions being passed except Resolutions 4, 5, 6 and 7;
- The publication by the Company of a prospectus in relation to the Initial Placing, Offer and Placing Programme which has been approved by the UK Listing Authority; and
- the Admission Condition being satisfied prior to 30 June 2019 (or such later time and/or date as may be agreed by the Board, Warana Capital and the Sponsor and detailed in the prospectus to be published by the Company in the event that the Proposals are approved at the Extraordinary General Meeting).

If the conditions are not met, the Initial Placing and Offer will not proceed and, in such an event, subscription monies will be returned without interest at the risk of the applicant to the bank account from which the money was received.

Use of proceeds

It is intended that the net proceeds of the Initial Placing and Offer and the Placing Programme will be invested in accordance with the Company's new investment policy in a diversified portfolio of illiquid investments including, once it is launched, the Warana Master Fund through the Warana Offshore Fund. The Company may also invest in other funds such as hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds, and other alternative and absolute return investment vehicles sponsored or managed by other managers across the world depending on the level of net proceeds raised.

The Company has agreed with Warana Capital, the Warana Offshore Fund and the Warana Master Fund that, subject to the Proposals being approved by Existing Shareholders at the Extraordinary General Meeting and the above conditions being met, up to 100 per cent. of the net proceeds of the Initial Placing and Offer may be invested in the Warana Master Fund (by way of the Warana Offshore Fund) in accordance with the Company's proposed investment policy and the terms of the Information and Subscription Agreement. It should be noted that the Company may also choose to invest in other, suitable illiquid funds and funds of funds.

The Sunrise Partners Related Party Transaction

As noted above, subject to the passing of all of the Resolutions at the Extraordinary General Meeting except Resolution 5, Resolution 6 and Resolution 7, the Company will seek to issue new Ordinary Shares under the Initial Placing and Placing Programme to Sunrise Partners. As at 4 February 2019 Sunrise Partners held approximately 35,331,365 Existing Shares which represents 24.09 per cent. of the voting rights in the Company. Under the Listing Rules therefore, Sunrise Partners is a substantial shareholder in the Company and a related party.

The participation by Sunrise Partners in the Initial Placing and Placing Programme is, pursuant to the Listing Rules, subject to the passing of Resolution 4, as an ordinary resolution, by Sunrise Partners Independent Shareholders. Sunrise Partners will not vote on Resolution 4 at the Extraordinary General Meeting to approve the Sunrise Partners Related Party Transaction and it has confirmed that it does not have any Associates. Resolution 4 requires the approval of more than 50 per cent. of the votes cast in respect of it by Sunrise Partners Independent Shareholders of the Company.

Should Sunrise Partners choose to participate in the Initial Placing and/or Placing Programme under the authority of Resolution 4 then its participation will be on the same terms as any other investor. In the event that applications under a Placing cannot be satisfied in full, applications from Sunrise Partners will be scaled back under the same methodology as is applicable to other investors in that fundraising.

It should be noted that Sunrise Partners has made no commitment to subscribe for Shares and even if Resolution 4 is passed, may not subscribe at all.

The LIM Related Party Transaction

As noted above, subject to the passing of all of the Resolutions at the Extraordinary General Meeting except Resolution 4, Resolution 6 and Resolution 7, the Company will seek to issue new Ordinary Shares under the Initial Placing and the Placing Programme to LIM Advisers. As at 4 February 2019, LIM Advisers held approximately 24,562,215 Existing Shares which represents 16.75 per cent of the voting rights in the Company. Under the Listing Rules therefore, LIM Advisers is a substantial shareholder in the Company and a related party.

The participation by LIM Advisers in the Initial Placing and Placing Programme is, pursuant to the Listing Rules, subject to the passing of Resolution 5, as an ordinary resolution, by LIM Independent Shareholders. LIM Advisers will not vote on Resolution 5 at the Extraordinary General Meeting to approve the LIM Related Party Transaction and it has confirmed that it does not have any Associates. Resolution 5 requires the approval of more than 50 per cent. of the votes cast in respect of it by LIM Independent Shareholders of the Company.

Should LIM Advisers choose to participate in the Initial Placing and/or the Placing Programme under the authority of Resolution 5 then its participation will be on the same terms as any other investor. In the event that applications under a Placing cannot be satisfied in full, applications from LIM Advisers will be scaled back under the same methodology as is applicable to other investors in that fundraising.

It should be noted that LIM Advisers has made no commitment to subscribe for Shares and even if Resolution 5 is passed, may not subscribe at all.

The Warana Related Party Resolution

If the Proposals become effective, under the terms of the Supplemental Agreement to the Investment Management Agreement, the Investment Manager will provide discretionary investment management services in respect of the new Ordinary Portfolio for: (i) an annual management fee equal to 1.5 per cent. of the market capitalisation of the new Ordinary Portfolio calculated on an annualised basis and paid monthly in arrears based on the average closing market capitalisation over the last 10 trading days in every month up to the month end; and (ii) an annual performance fee equal to 20 per cent. of the realised annual gains on each investment in the new Ordinary Portfolio (excluding the Warana Master Fund) which exceed an annual non-compounding minimum return hurdle of 8 per cent. This performance fee will be calculated on an annualised basis and any realised losses incurred on any other assets within the new Ordinary Portfolio will be netted off.

While Warana Capital is the manager of both the Warana Master Fund and the Company, the management fee in relation to the Company's investment in the Warana Master Fund will be rebated back to the Company. No performance fee in relation to the Company's investment in the Warana Master Fund through the Warana Offshore Fund will be payable at the Company level. Such performance fee will be provided for at the level of the Warana Master Fund and will be payable in circumstances where the Warana Master Fund makes a distribution to investors (which is at the discretion of the Investment Manager) provided certain hurdles (non-cumulative) have been achieved in respect of the investors' capital contributions.

The Supplemental Agreement to the Investment Management Agreement will also extend Warana Capital's initial term and provide that either party may give to the other not less than 12 months' notice to terminate provided that such notice will only be able to be given after the conclusion of the annual general meeting in 2023. Under the Investment Management Agreement the initial term currently runs until 30 September 2020.

As the Company's investment manager, Warana Capital, LLC is a related party to the Company under the Listing Rules. As such the Company's entering into of the Supplemental Agreement to the Investment Management Agreement is subject to the passing of Resolution 6, as an ordinary resolution, by Warana Independent Shareholders.

Warana Capital will not vote on Resolution 6 at the Extraordinary General Meeting to approve the Warana Related Party Transaction and it has confirmed that it does not have any Associates. Resolution 6 requires the approval of more than 50 per cent. of the votes cast in respect of it by Warana Independent Shareholders of the Company.

The management fees in respect of the Realisation Portfolio will remain the same and the Investment Management Agreement will not be amended in relation to the Realisation Portfolio. The Board intends to monitor the appropriateness of the management fee in relation to the Realisation Portfolio given that the size of the Realisation Portfolio is likely to decrease in the future.

Costs and impact of the Proposals

In the event that the Existing Shareholders do not approve of the Proposals, it is estimated that the costs incurred by the Company in relation to the publication of this document and the convening of the EGM would be, in aggregate, approximately US\$130,000 (representing approximately 0.3 per cent. of the Company's net asset value as at 30 November 2018).

The aggregate costs and expenses of the Proposals are partly dependent on the level of subscriptions under the Initial Placing, Offer and the Placing Programme.

For illustrative purposes only, in the event the maximum number of new Ordinary Shares available for issue under the Initial Placing and Offer are issued by way of a single issue under the Initial Placing and Offer at the Initial Placing and Offer Price US\$100 million would be raised. In these circumstances, the costs of the Proposals are estimated to be approximately US\$270,000 resulting in the net proceeds which will be able to be used for investment by the Ordinary Portfolio being approximately US\$99.73 million.

The Extraordinary General Meeting

You will find set out at the end of this document a notice convening the Extraordinary General Meeting of the Company to be held at 9 a.m. on 25 February 2019 at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR at which the following Resolutions will be proposed. Implementation of the Initial

Placing and Offer is conditional, *inter alia*, on the passing of all of the Resolutions except Resolution 4, Resolution 5, Resolution 6 and Resolution 7.

The Resolutions to be proposed at the Extraordinary General Meeting are as follows:

Resolution 1, an ordinary resolution, on which all Shareholders may vote, to amend the Company's investment policy. In order to pass, a simple majority of the votes cast by those entitled to vote must be voted in favour of Resolution 1. Resolution 1 is also subject to the passing of Resolution 2. Further details of the proposed amendments to the Company's investment policy are set out in the section entitled "Proposed amendments to the Company's investment policy" above.

Resolution 2, a special resolution, on which all Shareholders may vote, to reclassify the Company's existing ordinary shares to Realisation Shares and to amend the Articles in order that they provide for the rights attaching to the Realisation Shares and new Ordinary Shares and provide for a continuation vote to be proposed at the annual general meeting to be held in 2023 (and every second year thereafter) as opposed to 2020. The Companies Law provides that any such amendment must be approved by special resolution. In order to pass, a majority of not less than 75 per cent. of the votes cast by those entitled to vote must be voted in favour of Resolution 2. Resolution 2 is also subject to the passing of Resolution 1. Further details of the proposed amendments to the Articles are set out in the section entitled "Proposed amendments to the Articles" above.

Resolution 3, an extraordinary resolution, on which all Shareholders may vote, dis-applies the pre-emption rights contained in the New Articles so that the Board has authority to allot and issue (or sell from treasury) in relation to the Initial Placing and Offer up to 100 million new Ordinary Shares (representing approximately 68 per cent. of the issued share capital of the Company as at 4 February 2019) for cash on a non-pre-emptive basis such authority to expire on 24 February 2020. This authority, if granted, will permit the Board to allot and issue Ordinary Shares (or sell shares from treasury) in relation to the Initial Placing and Offer after expiry of the disapplication if it has agreed to do so beforehand. In order to pass, a majority of not less than 75 per cent. of the votes cast by those entitled to vote must be voted in favour of Resolution 3. This disapplication of pre-emption right authority is only being sought in relation to the Initial Placing and Offer. In the event the Company wishes to carry out further Placings under the Placing Programme, it will seek a separate authority from Ordinary Shareholders to disapply the rights of pre-emption attaching to the Ordinary Shares in relation to such Placings. Resolution 3 is also subject to the passing of Resolutions 1 and 2.

Resolution 4, an ordinary resolution, on which only Sunrise Partners Independent Shareholders may vote, to approve the issue of Ordinary Shares under the Initial Placing and/or Placing Programme to Sunrise Partners which constitutes a related party transaction under Chapter 11 of the Listing Rules. In order to pass, a simple majority of the votes cast by those entitled to vote (the Sunrise Partners Independent Shareholders) must be voted in favour of Resolution 4. Resolution 4 is also subject to the passing of Resolutions 1 and 2. Further details of the Sunrise Partners Related Party Transaction are set out in the section entitled "The Sunrise Partners Related Party Transaction" above.

Resolution 5, an ordinary resolution, on which only LIM Independent Shareholders may vote, to approve the issue of Ordinary Shares, under the Initial Placing and/or Placing Programme to LIM Advisers which constitutes a related party transaction under Chapter 11 of the Listing Rules. In order to pass, a simple majority of the votes cast by those entitled to vote (the LIM Independent Shareholders) must be voted in favour of Resolution 5. Resolution 5 is also subject to the passing of Resolutions 1 and 2. Further details of the LIM Advisers Related Party Transaction are set out in the section entitled "LIM Related Party Transaction" above.

Resolution 6, an ordinary resolution, on which only Warana Independent Shareholders may vote, to approve the entering into by the Company of the Supplemental Agreement to the Investment Management Agreement, which constitutes a related party transaction under Chapter 11 of the Listing Rules. In order to pass, a simple majority of the votes cast by those entitled to vote (the Warana Independent Shareholders) must be voted in favour of Resolution 6. Resolution 6 is also subject to the passing of Resolution 1 and 2. Further details of the Warana Related Party Transaction are set out in the section entitled "The Warana Related Party Transaction" above.

Resolution 7, a special resolution on which all Shareholders may vote, seeks approval to buy back of up to 14.99 per cent. of the new Ordinary Shares in issue on the date of Admission such authority to expire at the conclusion of the next annual general meeting of the Company. The price paid for shares will not

be less than the nominal value of US\$0.01 per Ordinary Share and the maximum price shall be the higher of (i) 105 per cent. of the average of the middle market quotations for the Ordinary Shares for the five business days immediately preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. This authority, if conferred, will be used where it is in the best interests of Ordinary Shareholders generally. Any shares purchased under the authority will be held in treasury or cancelled. In order to pass, a majority of not less than 75 per cent. of the votes cast by those entitled to vote must be voted in favour of Resolution 7. Resolution 7 is also subject to the passing of Resolutions 1 and 2.

Resolutions 3, 4, 5, 6 and 7 are therefore conditional on the passing of Resolutions 1 and Resolution 2. The Initial Placing and Offer are conditional on *inter alia* all of the Resolutions except Resolutions 4, 5, 6 and 7 being passed by the Existing Shareholders.

Action to be taken by Shareholders

You will find enclosed with this document a Form of Proxy for use at the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it to Link Asset Services at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF so as to be received as soon as possible and, in any event, not later than 9 a.m. on 21 February 2019. The completion and return of the Form of Proxy will not preclude you from attending the Extraordinary General Meeting. If you have appointed a proxy and attend the Extraordinary General Meeting in person your proxy appointment will remain valid and you may not vote at the Extraordinary General Meeting in person unless you have provided a hard copy notice to revoke the proxy to Link Asset Services at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF prior to the commencement of the Extraordinary General Meeting as set out above.

If the Proposals do not receive the necessary support from Existing Shareholders, the Company will continue to be invested in accordance with its current investment policy, it will not publish a prospectus nor introduce the Initial Placing, Offer and Placing Programme.

Recommendation

The Board considers that the Resolutions are in the best interests of Shareholders taken as a whole and accordingly unanimously recommends that Existing Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting. The Directors who hold Existing Shares intend to vote in favour of the Resolutions, in respect of their own beneficial holdings amounting in aggregate to 100,000 Existing Shares (representing 0.07 per cent. of the Company's issued share capital as at 4 February 2019).

The Board, which, in respect of the Sunrise Partners Related Party Transaction, has been so advised by Dickson Minto W.S., considers that the Sunrise Partners Related Party Transaction is fair and reasonable as far as the Existing Shareholders of the Company are concerned. In providing its advice to the Board, Dickson Minto W.S. has taken into account the Board's commercial assessments.

The Board, which, in respect of the LIM Related Party Transaction, has been so advised by Dickson Minto W.S., considers that the LIM Related Party Transaction is fair and reasonable as far as the Existing Shareholders of the Company are concerned. In providing its advice to the Board, Dickson Minto W.S. has taken into account the Board's commercial assessments.

The Board, which, in respect of the Warana Related Party Transaction, has been so advised by Dickson Minto W.S., considers that the Warana Related Party Transaction is fair and reasonable as far as the Existing Shareholders of the Company are concerned. In providing its advice to the Board, Dickson Minto W.S. has taken into account the Board's commercial assessments.

Yours faithfully,

Quentin Spicer
Chairman

PART 2

THE WARANA MASTER FUND

Investment structure in connection with the Proposals

As Cayman Islands exempted segregated portfolio companies, the Warana SP Offshore Fund SPC and the Warana SP Master Fund SPC are permitted to create segregated portfolios in order to segregate the assets and liabilities that are held within or on behalf of a particular portfolio from the assets and liabilities of another portfolio and from its general assets and liabilities. Segregated portfolio assets are only available and may only be used to meet liabilities to creditors in respect of a particular portfolio and are not available to meet liabilities to creditors in respect of other segregated portfolios or to general creditors of the segregated portfolio company.

As a segregated portfolio of a segregated portfolio company the Warana Master Fund is, in effect, a separate fund within the Warana SP Master Fund SPC issuing a separate class of shares, and the Company's interest in the Warana Master Fund (through the segregated portfolio of the Warana Offshore Fund) is limited to the assets held in the Warana Master Fund. The Warana Master Fund will bear the expenses and liabilities directly attributable to that share class and a portion of the of the Warana SP Master Fund SPC's general administrative expenses allocated on the basis of total net assets or other equitable method.

Warana Capital has identified investors that are interested in gaining exposure to the Warana Master Fund from Australia, Asia, the US, Europe, (the UK) and the Channel Islands (including the Company). Each of these jurisdictions has its own tax regime which can be applied in multiple ways. In particular the United States has specific tax and regulatory nuances that make it advantageous for US investors to invest in an US entity as opposed to a Cayman Islands entity. Both US and non-US investors are better off if they are not comingled into a single entity (as that single entity would be required to make US tax elections which would be likely to detriment one group (the US group or the non-US group) of investors). For these tax and regulatory reasons, the Warana Master Fund has been structured in order that it is owned by separate feeder funds being the Warana Offshore Fund for non-US investors (such as the Company) and the Warana Onshore Fund for US investors.

The Warana Offshore Fund was set up under the laws of the Cayman Islands due to the number of potential investors from multiple tax jurisdictions that have different nuances and approaches to the taxation of investment income. The Cayman Islands offer legal and political stability as a British Overseas Territory and have a tax neutral status.

The shares that the Company will hold in the Warana Offshore Fund are non-voting and the shares that the Warana Offshore Fund holds in the Warana Master Fund are non-voting. Other than in the event that Warana Capital proposed to make a material change to the investment policy of the Warana Master Fund, the Company will have no voting or approval rights as to the Warana Master Fund's operations or its management. In the event that either of Warana Capital, the Warana Offshore Fund or the Warana Master Fund wished to make any material amendment to its investment policy such that it would be likely to cause the Company to breach its investment policy and/or any of the Listing Rules particularly those regarding the Company's continuing obligations on diversification and the spread of investment risk, the Company's prior written consent will be required. In the event that the Company's consent was not sought or the Company was unable to provide such consent but the Warana Master Fund's investment policy was changed such that the Company was in breach of its investment policy and/or the Listing Rules, the Company has agreed with Warana Capital, the Warana Offshore Fund and the Warana Master Fund pursuant to the terms of the Information and Subscription Agreement that the Company will be entitled to: (i) not comply with any further call requests from the Warana Offshore Fund; (ii) sell its shares in the Warana Offshore Fund and its holding in the Warana Master Fund; or failing a sale, (iii) submit a compulsory redemption request to Warana Capital and the Warana Offshore Fund. Where Warana Capital determines (in good faith) that there is sufficient liquidity in the Warana Master Fund's underlying assets, Warana Capital will use reasonable endeavours to satisfy such compulsory request and enable the Company to redeem its shares in the Warana Offshore Fund. The price at which such shares will be redeemed will be equal to the net asset value per share which will be calculated by Warana Capital as at the valuation day immediately preceding the relevant redemption day. The directors of the Warana

Master Fund may, in certain circumstances set out in the Information and Subscription Agreement, effect a redemption of shares in specie by way of an appropriation of assets from the Warana Master Fund of the relevant value (which shall conclusively be determined by the directors of the Warana Master Fund in good faith) in satisfaction or part satisfaction of the redemption.

If Warana Capital determines that special circumstances have arisen which may include but are not limited to it being determined by Warana Capital (in good faith) that the raising of funds to satisfy a compulsory redemption would be unduly burdensome, would cause Warana Capital to breach its fiduciary duties to other investors, the liquidity of the underlying investments in the Warana Master Fund would affect their ability to meet the redemption requests and/or the Warana Master Fund has already entered its realisation period the payment of such proceeds (either in specie or in cash) may be postponed. Further details of the Information and Subscription Agreement are set out in paragraph 5.1 of Part 4 of this document.

On the launch of the Warana Master Fund, each investor, including the Company, is required to subscribe for a specified total committed subscription amount and provide a minimum capital contribution of five per cent. of such total committed subscription amount. The Company's total committed subscription amount will depend on the net proceeds raised pursuant to the Initial Placing and Offer. The Warana Master Fund has a fixed life and for the duration of the Warana Master Fund's 18 month call and investment period, the Investment Manager will demand additional capital contributions, up to the total committed subscription amount of each investor. Until the remaining committed subscription amounts are called by the Investment Manager, the Company will hold the cash amounts or other liquid securities in its own bank account. At the end of the investment and call period, the Warana Master Fund will enter into its 48 month realisation period during which it will realise its portfolio and return cash to its investors, including the Company.

As the Warana Master Fund is in the process of being launched, it hasn't commenced operations and it hasn't made any investments.

The Investment Manager

Warana Capital, LLC a Delaware limited liability company is the investment manager of the Company, the Warana Master Fund and Warana Offshore Fund. It advises the Company on the day to day management of its investment portfolio. This will also include advising on the total committed subscription amount for, and the capital calls of, the Warana Offshore Fund. Warana Capital is a specialist investor in and manager of illiquid fund interests and has significant experience with (and ownership of) many of the investment funds in the Company's current portfolio. Mr Timothy Ivers and Mr Grant Gillespie are principals of the Investment Manager. Mr Tim Gardner has day to day responsibility and oversight for the Company. The Investment Manager has an advisory committee of senior investment professionals which acts as a consultant for the Investment Manager in relation to investment strategies and decisions.

Biographic Information of Mr Timothy Ivers

Timothy Ivers is a principal of the Investment Manager and a director and officer of the Warana SP Master Fund SPC and Warana SP Offshore Fund SPC. He is responsible for operating the Warana Master Fund.

Mr. Ivers has been active in the illiquid secondary fund market since 2010 when he co-founded Dakota Capital and Axle Capital to directly target the space. He was the Chief Executive Officer of those entities and led the due diligence, negotiation and execution of over 200 individual transactions. Prior to launching the Dakota Capital and Axle Capital, Mr. Ivers worked in the equity capital markets businesses at UBS (2006-2009) and Merrill Lynch (2004-2006) in Sydney, Australia. Mr. Ivers is a CFA Charterholder, a member of CPA (Australia) and received a Bachelor of Commerce and Bachelor of Economics from the University of Queensland, Australia.

Biographic Information of Mr Grant Gillespie

Grant Gillespie is a principal of the Investment Manager and a director of the Warana SP Master Fund SPC and Warana SP Offshore Fund SPC. He is also responsible for operating the Warana Master Fund.

Prior to his affiliation with the Investment Manager, Mr. Gillespie worked at a New York City based asset manager that focused on the residential real estate market. Before that Mr. Gillespie attended Columbia University Graduate School of Business full time. Prior to attending Columbia, Mr. Gillespie worked at

Kristian Regale, Inc., a beverage manufacturer and distributor as its President and Chief Operating Officer (2008-2012) in Paramus, NJ and Merrill Lynch & Co. (2006-2008) in New York, NY. Mr. Gillespie is a CFA Charterholder and received a Bachelor of Arts in History from Duke University in North Carolina.

Biographic information of Mr Tim Gardner

Tim Gardner established Warana Capital LLP in July 2017 and has day to day responsibility and oversight for the Company. He is based in London. Prior to joining Warana Capital LLP, Tim Gardner was managing director at Morgan Creek Capital Management Europe. He was also the Managing Director and member of the Executive Board at Signet Capital Management Ltd. Prior to joining Signet in late 2009, he was a Managing Partner of Guardian Capital LLC, which he co-founded in 2004. Prior to Guardian, he worked at Merrill Lynch (1993-2003) in London, New York and Buenos Aires, within the Global Institutional Equities Group and the Private Investment Bank. Mr. Gardner has a BA in Business Studies and languages from Oxford Brookes University.

The investment objective and policy of the Warana Master Fund

The Warana Master Fund's investment objective is to provide investors with attractive risk-adjusted returns over a multi-year period.

The investment policy of the Warana Master Fund is to invest globally in a portfolio of illiquid assets which is expected to comprise predominantly of investments in funds. The Warana Master Fund will seek to achieve its investment objective by investing in hedge funds, private equity funds, real estate funds, infrastructure funds, private investment funds, and other alternative and absolute return investment vehicles sponsored or managed by other managers which may be domiciled in the United States as well as other foreign jurisdictions. These other managers may utilise a variety of investment strategies, including, without limitation, private equity, blended structured equity, long/short strategies, distressed and value debt securities investment strategies, relative value strategies, event-driven or opportunistic strategies and private credit and direct investing lending strategies.

The majority of the portfolio investments which are expected to be targeted for acquisition by the Warana Master Fund will likely be interests of private funds or fund of funds that have prevented investors from redeeming their interests and/or represent illiquid investments or interests in special purpose vehicles that have been formed to liquidate assets (e.g. related to accounts or portfolios of illiquid assets or interests in funds that are in the process of winding down). Typically, these positions are expected to be realised gradually over time as their managers dispose of their underlying positions.

The Warana Master Fund's portfolio investments will generally be illiquid; however, it may also gain exposure to redeemable fund interests, interests in publicly-traded funds, other liquid fund interests, portfolio investments which are not in liquidation, a wide variety of other securities and financial instruments, including structured joint ventures, private debt and equity transactions, and securitisations involving private investment fund interests.

Furthermore, the Warana Master Fund may make loans to investors of the underlying, illiquid investment funds in exchange for their limited partnership or other equity interests which are held as collateral. On a selected basis, it may also acquire direct investments in the assets of the underlying, illiquid investment funds, and/or debt or equity of, or other interests in, underlying operating companies.

Investment guidelines

The Warana Master Fund has not set maximum or minimum exposures for asset classes or sectors but will achieve an appropriate spread of investment risk by investing in a diversified portfolio of illiquid funds, securities and other illiquid assets which will be diversified across different geographies and sectors. Furthermore, these illiquid funds will themselves hold a diversified portfolio of investments spread across different geographies and sectors.

The portfolio of the Warana Master Fund is not expected to be constructed to have any particular geographical bias. Accordingly, the Warana Master Fund has the ability to source and buy assets across the world and denominated in any currency for its portfolio. It is expected that the Warana Master Fund will largely be exposed to US Dollars.

The Warana Master Fund will not invest more than 20 per cent, at the time of investment, of its gross assets in any one fund investment and it is expected that it will not hold more than 20 per cent, at the time of investment, of its gross assets in any one underlying investment on a look through basis.

The exact number of funds and strategies used may vary over time, but it is expected that the portfolio will be initially invested directly or indirectly in a minimum of 15 underlying funds.

The Warana Master Fund will not invest more than 10 per cent. in aggregate of its total assets in listed investment funds.

The Warana Master Fund will not invest more than 20 per cent. of its gross assets in Direct Investments.

The Warana Master Fund will have the ability to borrow up to a total of 25 per cent. of the total capital commitments, during its investment phase and call period, for the purposes of managing the timing of capital calls and for efficient portfolio management purposes (further details in section below headed "Leverage").

In the event that the Proposals become effective, the Company's investment policy will be substantially the same as the Warana Master Fund's investment policy except that the Company's permissions in relation to being able to hold cash and act as a feeder fund are not relevant for the Warana Master Fund and that the gearing limit in the Warana Master Fund's investment policy is in respect of the total commitments it has received as opposed to its net assets.

Pursuant to the terms of the Information and Subscription Agreement, the Company will be able to monitor the investment activity of the Warana Master Fund and the Warana Offshore Fund in order that it can analyse whether the Warana Master Fund is in fact investing and managing its investments in a way that is consistent with the Company's investment policy and spreads investment risk. In the event the Company becomes aware that the Warana Master Fund is not investing or managing its investments in accordance with the Company's investment policy, the Board will immediately consider whether to withdraw the Company's investment from the Warana Master Fund pursuant to the terms of the Information and Subscription Agreement or whether to take other appropriate action.

Furthermore, although the shares that the Company will hold in the Warana Offshore Fund and the shares the Warana Offshore Fund holds in the Warana Master Fund are non-voting and the Company will have no control over the Warana Master Fund's operations or its management, these shares do carry consent rights in certain limited circumstances such as where the Warana Master Fund wishes to change its articles of association or a term of the Warana Master Fund PPM. These consent rights will also apply where the Warana Master Fund's investment policy was to be amended as the investment policy is set out in the Warana Master Fund PPM. In these circumstances, the Warana Master Fund and the Warana Offshore Fund would need to seek the prior approval of the investors in both the Warana Offshore Fund (including the Company) and the Warana Onshore Fund by way of a special resolution (being a vote passed by a two-thirds majority).

In the event that either of the Warana Offshore Fund or the Warana Master Fund wished to make any material amendment to its investment policy such that it would be likely to cause the Company to breach any of the Listing Rules, particularly those regarding the Company's continuing obligations on diversification and the spread of investment risk, it would need to seek the prior written consent of the Company or the Company would either have to follow the redemption procedures as set out in more detail in paragraph 5.1 of Part 4 of this document or consider whether to take other appropriate action.

Sourcing and access to investments

The Investment Manager expects to source portfolio investments through a variety of channels, including, without limitation:

- The Portfolio Investment Managers introducing the Investment Manager to existing investors who are looking to sell their interests to achieve liquidity.
- Groups with whom the Investment Manager and/or its affiliates have consummated previous transactions reaching out to seek to sell other interests.
- Intermediary groups conducting mini-auction processes and introducing the Investment Manager to potential sellers.

- Potential sellers who are aware that the Warana Master Fund is an acquirer of assets directly contacting the Investment Manager.
- The Investment Manager directly reaching out to investment firms that may ultimately be sellers of interests.

Leverage

Warana Capital, as the investment manager is able to use leverage in certain circumstances. During the Warana Master Fund's investment phase and call period, Warana Capital has the right to borrow up to 25 per cent. of the total capital commitments of the Warana Master Fund for the purposes of managing the timing of capital calls and for efficient portfolio management purposes.

After the investment phase and call period, Warana Capital has the right to engage in a variety of borrowing activities in order to effectuate dividend recapitalisation transactions in order to expedite the return of the Warana Master Fund's investment proceeds.

Distribution proceeds

Investment proceeds, net of reserves and amounts necessary to pay other investments, expenses and liabilities shall be deemed to be distribution proceeds and shall be distributed at such times as may be determined by the board of directors of the Warana SP Master Fund SPC which has oversight over each of the segregated portfolios, in its sole discretion.

Investment monitoring

The Proposals are conditional on Shareholders approving, *inter alia*, the proposed changes to the Company's investment policy. On Admission therefore, Warana Master Fund's (as well as the Offshore Fund's) investment policy will be consistent with the Company's published investment policy and will provide for spread of investment risk. Pursuant to the terms of the Information and Subscription Agreement, the Company will receive information regularly from the Warana Master Fund in order that it can analyse whether the Warana Master Fund (and the Warana Offshore Fund) is, in fact, investing and managing their investments in a way that is consistent with the Company's published investment policy and providing for the spread of investment risk.

Furthermore, pursuant to the terms of the Information and Subscription Agreement the Company's prior written consent would be required, in the event that the Warana Offshore Fund and/or the Warana Master Fund wished to make any material amendments to their investment objectives, investment policies, programs and/or strategies such that it would be likely to cause the Company to breach any of the Listing Rules of the UK Listing Authority particularly those regarding the Company's continuing obligations on diversification and the spread of investment risk.

The Company's limited right of redemption

The Company will not ordinarily have an ability to redeem its shares in the Warana Offshore Fund. The Company's ability to redeem its shares in the Warana Offshore Fund is limited to circumstances, set out in the Information and Subscription Agreement, where the Warana Master Fund's investment policy was changed such that the Company was in breach of its investment policy and/or the Listing Rules. Further details of the Information and Subscription Agreement are set out in paragraph 5.1 of Part 4 of this document.

Valuation methodology

The Warana Master Fund's and Warana Offshore Fund's NAV is calculated by their administrator, SS&C Technologies Inc. In addition, the Investment Manager provides a present value of expected future cash flows of expected liquidity discounted for time.

Expenses

A quarterly management fee will be borne by each investor in the Warana Master Fund based on the aggregate amount of capital contributions made by each investor into the Warana Offshore Fund. This fee will be payable by the Warana Master Fund to the Investment Manager each quarter in advance. So

long as the Investment Manager is both the manager of the Warana Master Fund and the Company, the Investment Manager will rebate its management fees in relation to the Company's investment in the Warana Offshore Fund and the Warana Master Fund back to the Company.

No performance fee in relation to the Company's investment in the Warana Master Fund through the Warana Offshore Fund will be payable at the Company level. However, a performance fee will be provided for at the level of the Warana Master Fund and will be payable in circumstances where the Warana Master Fund makes a distribution to investors (which is at the discretion of the Investment Manager) provided certain hurdles (non-cumulative) have been achieved in respect of the investors' capital contributions.

PART 3

RISK FACTORS

The decision to vote for or against the Resolutions at the Extraordinary General Meeting is a matter for each individual Shareholder. The risk factors set out below are those which are considered by the Directors to be material as at the date of this document which the Directors believe Shareholders should consider prior to deciding how to cast their votes at the Extraordinary General Meeting but are not the only risks relating to the Company and the Shares. Additional risks and uncertainties relating to the Company that are not currently known to the Directors or that the Directors do not consider to be material may also have a material adverse effect on the Company. Shareholders in any doubt about the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if they are in the United Kingdom or, in the case of overseas investors, another appropriately authorised financial adviser.

Risks relating to the Proposals

Implementation of the Proposals is subject to a number of conditions and there is no certainty that the Proposals will become effective.

The Initial Placing and Offer are conditional upon *inter alia* all of the Resolutions except Resolutions 4, 5, 6 and 7 being passed at the Extraordinary General Meeting.

In the event that Admission does not occur and the Proposals do not become effective, it is estimated that the costs incurred by the Company would be, in aggregate, approximately US\$170,000 (representing approximately 0.4 per cent. of the Company's net asset value as at 30 November 2018).

There are no assurances that the Investment Manager will be able to locate and secure suitable investments for either the Company or the Warana Master Fund in a timely manner. However, the Investment Manager actively invests in the secondary market of illiquid funds and funds of funds and has been seeing a regular supply of suitable investments. The Warana Master Fund is expected to commence marketing during the first quarter of 2019 and to have launched by 30 June 2019. A delay to the launch of the Warana Master Fund would mean that the Company might delay its investment into the Warana Master Fund and/or invest directly in other suitable illiquid funds, funds of funds and alternative vehicles in accordance with the investment policy.

Risks relating to the Company

The value of an investment in the Company, and the income derived from it, if any, may go down as well as up. There can be no guarantee that the investment objective of the Company will be met. Shareholders may not get back the full value of their investment.

Investors should not expect that they will necessarily be able to realise, within a period which they would otherwise regard as reasonable, their investment in the Company, nor can they be certain that they will be able to realise their investment on a basis that necessarily reflects the value of the underlying investments held by the Company. In some cases the addition of further assets to the portfolio may mean that investments may take longer to realise.

The Company's liquidity is a function of the liquidity achieved in respect of the underlying assets within each of the funds and/or other investments in which the Company invests. The fund positions will generally have no defined liquidity and redemption terms and this limits the Company's ability to control the timing and value of the realisation of its investments (and therefore access to liquidity). While the Investment Manager seeks to forecast liquidity as part of its investment analysis and investment pricing, this analysis is based on a number of assumptions which may prove inaccurate.

If the Investment Manager's forecasts prove to be inaccurate and there are limited liquidity proceeds distributed to the Company from the funds in which it invests, this will affect the ability of the Company to return cash to Shareholders. Limited liquidity of the funds and/or other investments in which the Company invests may also diminish the internal rate of return for Shareholders who hold Ordinary Shares.

The success of the investment strategy will be dependent principally upon the Company's ability to acquire investment fund interests that generate liquidity over time which exceeds their purchase price (or are able to be sold on the secondary market above their purchase price), none of which can be certain.

The Company will be relying upon the investment expertise of the Investment Manager, and any appropriate sub-advisers from time to time, in acquiring investment fund interests. The Investment Manager has a significant role in selecting funds and underlying fund managers and in developing a risk profile for the Company's portfolio. The Investment Manager's key role is to select secondary investment fund interests at a discount to their expected recovery value. Assessing whether an illiquid asset is priced at a discount to its expected recovery value is a highly specialised activity. There may be limited information on the underlying assets, either because the assets are not generally traded, are hard to value or because the manager is not under an obligation to disclose the portfolio. There is therefore no guarantee that the Investment Manager's assessment of whether an asset is priced at a discount to its expected recovery value will be correct.

The Company's accounts are produced based on the valuations which are prepared in accordance with IFRS. IFRS is subject to change and this may have an effect on the Company's calculation of NAV. Changes in the accounting policies of the Company resulting from changes to IFRS could affect the stated value of Shareholders' holding in the Company. Impairments to the value of the Company's investments recognised in the Company's accounts as a result of any such changes to IFRS could affect the reported profitability of the Company (or lead to losses).

Risks relating to the Shares

The market value of, and the income derived from, the Shares can fluctuate. The market value of a Share, as well as being affected by its Net Asset Value and prospective Net Asset Value, also takes into account its dividend yield and prevailing market conditions. As such, the market value of a Share may vary considerably from its underlying Net Asset Value and investors may not get back the full value of their investment.

Fluctuations in the market value of shares could also result from a change in national and/or global economic and financial conditions, the actions of governments in relation to changes in the national and global financial climate or taxation and various other factors and events, including variations in the Company's operating results, business developments of the Company and/or its competitors.

The price of shares in an investment company is determined by the interaction of supply and demand for such shares in the market as well as the Net Asset Value per Share. The share price can therefore fluctuate and may represent a discount to the Net Asset Value per Share and Shareholders may be unable to realise their investment through the secondary market at Net Asset Value per Share. Given the illiquid nature of the Company's investments it is anticipated that the Shares will usually be at a discount to Net Asset Value.

The rights of holders of the Shares are governed by the Companies Law and by the Company's memorandum and articles of incorporation. These rights may differ from the rights of shareholders in typical UK corporations.

The Board monitors the level of the discount at which the Shares trade. The ability of the Company to control the level of discount will depend on the Company being able to buy back Shares, which will be dependent upon Shareholders in general meeting conferring authority on the Board to buy back Shares. The Board will seek renewal of these authorities from Shareholders annually and at other times should this prove necessary. However, there can be no guarantee that the requisite Shareholder approvals will be obtained. The buy backs of Shares will be at the absolute discretion of the Board and is expressly subject to the Company having sufficient surplus cash resources available.

Any change in the law and regulation affecting the Company may have a material adverse effect on the ability of the Company to carry on its business and successfully pursue its investment policy and on the value of the Company and the Shares. In such event, the investment returns of the Company may be materially adversely affected.

Risks relating to the Company's investments

The underlying investments comprised in the Company's portfolio are subject to market risk. The Company is therefore at risk that market events may affect performance and in particular may affect the value of the Company's investments which will be valued on a market to market basis. Market risk is risk

associated with changes in market prices or rates, including interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, national and international political circumstances. While the Company, through its investments in illiquid funds, intends to hold a diversified portfolio of assets, any of these factors including specific market events, such as the global financial crisis, may be materially detrimental to the performance of the Company's investments.

Liquidity of underlying investments

Investments made by the Company may be relatively illiquid and this may limit the ability of the Company to realise its investments. Most of the investments made by the Company will not be readily realisable and their marketability may be restricted, in particular because markets in those investments may be made only by the relevant portfolio manager.

Furthermore, investments held by underlying funds may themselves be illiquid, which in turn may impair the returns made by those funds. Illiquidity may affect certain strategies more than others and may result from the factors referred to above or from others, such as the nature of the instrument being traded or the nature and/or maturity of the market in which it is being traded, or because there is no established market for the relevant securities. Even where there is an established market the price and/or liquidity of instruments in that market may be materially affected by certain factors, some or all of which may be strategy specific.

Due diligence process

Any failure by the Investment Manager to identify relevant facts through the due diligence process may cause it to make inappropriate investment decisions, which could have a material adverse effect on the Company's profitability, Net Asset Value and the price of the Shares.

Counterparty risk

Investments made by the Company and the funds in which it invests may not be regulated by the rules of any stock exchange or investment exchange or other regulatory body or authority. The counterparties to such investments may have no obligation to make markets in such investments and may have the ability to apply essentially discretionary margin and credit requirements. Furthermore, the Company and such funds will be subject to the risk of bankruptcy of, or the inability or refusal to perform with respect to such investments by, the counterparties with which the Company or such funds deal.

Leverage

The Warana Master Fund is able to use leverage under certain circumstances. During its investment phase and call period, Warana Capital as the investment manager has the right to borrow up to 25 per cent. of the total capital commitments of the Warana Master Fund for the purposes of managing timing of capital calls and for efficient portfolio management purposes.

After the investment phase and call period, Warana Capital is able to engage in a variety of borrowing activities in order to effectuate dividend recapitalisation transactions in order to expedite the return of the Warana Master Fund's investment proceeds.

The use of borrowings or leverage increases the Warana Master Fund's exposure to capital risk, credit risk and interest costs. Any investment income and gains earned on investments made through the use of borrowings or leverage that are in excess of the interest costs associated therewith may cause the net asset value of the Warana Master Fund to increase more rapidly than would otherwise be the case. Conversely, where the associated interest costs are greater than such income and gains, the Warana Master Fund's net asset value may decrease more rapidly than would otherwise be the case.

Portfolio managers

The Investment Manager will have no control over the day-to-day operations of any of the underlying portfolio managers. As a result, there can be no assurance that every underlying portfolio manager will conform its conduct to high ethical standards.

Assets outside the UK and Guernsey

The Company intends to invest in assets outside the UK and Guernsey. Laws and regulations of countries other than the UK and Guernsey may impose restrictions that would not exist in the UK or Guernsey. Investments in securities issued by entities organised outside the UK and Guernsey have their own legal, economic, political, social, cultural, business, industrial and labour environment and may require

significant government approvals under corporate, securities, exchange control, foreign investment and other similar laws and may require financing and structuring alternatives that differ significantly from those customarily used in the UK or Guernsey. In addition, governments outside the UK and Guernsey may from time to time impose restrictions intended to prevent capital flight, which may, for example, involve punitive taxation (including high withholding taxes) on certain securities or transfers or the imposition of exchange controls, making it difficult or impossible to exchange or repatriate foreign currency. These and other restrictions may make it impracticable for the Company to distribute the amounts realised from such investments at all or may force the Company to distribute such amounts other than in US Dollars and therefore a portion of the distribution may be made in foreign securities or currency. It also may be difficult for the Company to obtain and enforce a judgment in a court outside of the UK or Guernsey which may result in the Company incurring losses in respect of its investments.

Currency risk

If an investor's currency of reference is not US Dollars, currency fluctuations between the investor's currency of reference and US Dollars may adversely affect the value of an investment in the Company. A proportion of the Company's investments will be denominated in currencies other than US Dollars. The Company intends to present its results and pay distributions in US Dollars. Accordingly, fluctuations in exchange rates between US Dollars and the relevant local currencies and the costs of conversion and exchange control regulations will directly affect the value of the Company's investments and the ultimate rate of return realised by investors.

Economic Conditions

Changes in underlying economic conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely or favourably affect the Company's prospects and the value of the Company's portfolio.

Interest rate fluctuations

The prices of certain securities tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position, ascertained by an underlying asset's investment manager, to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs to the underlying funds of borrowed securities and leveraged investments.

To the extent that interest rate assumptions underlie the hedging of a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the underlying funds and consequently the Company to losses.

Risks relating to the Warana Master Fund

No operating history

Although there are two existing segregated portfolios from the Warana SP Master Fund SPC, the Warana Master Fund has no operating history or prior performance or investment results upon which investors can make an evaluation. There can be no assurance that the Investment Manager will be able to successfully launch the Warana Master Fund and then identify profitable investments for the Warana Master Fund or that the investments selected by the Investment Manager will provide a favourable environment for profits. Considering these and other unforeseeable factors, there can be no assurance that the Warana Master Fund will achieve or sustain profitable results. Prospective investors are hereby advised that the success of the previous business ventures and/or the performance of the investment activities undertaken by affiliates of the Investment Manager and/or its principals cannot be construed as an indication or guarantee of prospects or success of the Warana Master Fund.

No investment discretion

The Company is intending to act as a feeder fund, principally investing in the Warana Master Fund through the Warana Offshore Fund. The Company does not have investment discretion with respect to the Company's investment in the Warana Master Fund. Instead, the Company relies on the skills and capabilities of the Investment Manager (as investment manager of the Warana Master Fund) in selecting,

evaluating, structuring, negotiating, executing, monitoring and exiting trading positions and investments and in managing any un-invested capital of the Warana Master Fund in accordance with applicable investment policies.

As a result, the Company's ability to grow its Net Asset Value and any returns which its investment in the Warana Master Fund may generate depends on the ability of the Investment Manager to identify suitable trading and investment opportunities and to implement effectively the investment objective of the Warana Master Fund. The Investment Manager has broad discretion when making investment-related decisions for the Warana Master Fund and only in limited circumstances will the investment decisions be subject to the prior approval of the Directors of the Company.

Accordingly, the failure of the Warana Master Fund to achieve its investment objective or to otherwise produce adequate returns will have a material adverse effect on the Company's performance and returns to Shareholders and there can be no assurance that the Company will be able to develop or execute an alternative investment strategy.

Dependence upon Mr. Timothy Ivers

The Company's and the Warana Master Fund's success will depend on the skill and acumen of Mr. Timothy Ivers. If Mr. Ivers should die, become incompetent or disabled (such as unable, by reason of disease, illness or injury, to perform his functions on behalf of the Investment Manager or the Warana Master Fund) or should cease to participate in the Warana Master Fund's business, the Warana Master Fund's ability to select attractive investments and manage its portfolio could be severely impaired.

Redemption restrictions

The Company's ability to redeem its shares in the Warana Offshore Fund is limited to circumstances where the Warana Master Fund's investment objectives, programs, strategies, policies and/or investment restrictions were changed such that the Company was in breach of its investment policy and/or the Listing Rules. There can be no assurance that the liquidity of the underlying investments in the Warana Master Fund will be sufficient to meet a redemption request in cash. It is expected that the investments will be illiquid and not generally have redemption rights themselves to facilitate a timely conversion to cash at will.

It may also be challenging to receive all the approvals necessary from the underlying investments that would be required to facilitate an in-specie distribution. For such reasons the payment of redemption proceeds (either in cash or in specie) may be deferred by Warana Capital and the directors of the Warana Offshore Fund including if it would be unduly burdensome, there is a lack of liquidity in the underlying investments and/or the Warana Master Fund may have already entered into its realisation period.

If a material adverse event occurs in relation to the Warana Master Fund the ability of the Company to avoid or mitigate further adverse exposure is limited as the Company would be, in such circumstances unable to redeem its shares in the Warana Offshore Fund. Should the Company wish to exit, it may be able to sell the shares it holds in the Warana Offshore Fund in the secondary market but there is no guarantee there will be a market for such shares or that the Company will be able to sell them at a satisfactory price. This could have a materially adverse effect on the value of Ordinary Shares and the ability of investors to dispose of their Ordinary Shares at a satisfactory price or at all.

Risks relating to the Investment Manager

Replacement manager

There can be no assurance that the Directors will be able to find a replacement manager on acceptable terms if the Investment Manager resigns or if the Directors terminate the Investment Management Agreement. Under the terms of the Investment Management Agreement, the Investment Manager may resign by giving the Company not less than 12 months' written notice after an initial period of four years (or such shorter period of written notice as the Company may accept). The Investment Manager shall, from the date such notice expires, cease to make investment decisions on behalf of the Company. The Directors would, in these circumstances, have to find a replacement manager for the Company and there can be no assurance that such a replacement with the necessary skills and experience could be appointed on terms acceptable to the Company. In this event, the Directors would formulate and put forward to Shareholders proposals for the future of the Company, which may include a change in its investment policy, its merger with another investment company, reconstruction or winding up.

Risks relating to regulation and taxation

Failure by the Company to maintain its non-UK tax resident status

In order to maintain its non-UK tax resident status, the Company is required to be controlled and managed outside the United Kingdom. The composition of the board of Directors of the Company, the place of residence of the individual Directors and the location(s) in which the board of Directors of the Company makes decisions will be important in determining and maintaining the non-UK tax resident status of the Company. Although the Company is established outside the United Kingdom and a majority of the Directors live outside the United Kingdom, continued attention must be given to ensure that major decisions are not made in the United Kingdom or the Company may lose its non-UK tax resident status. As such, management errors may potentially lead to the Company being considered UK tax resident which may adversely affect the Company's financial condition, results of operations, the value of the Shares and/or the after-tax return to the Shareholders.

Regulatory Risk

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect the Company's business, investments and performance. The Company is subject to laws and regulations enacted by national and local government. In particular, the Company is subject to and will be required to comply with certain regulatory requirements that are applicable to listed closed-ended collective investment companies which are domiciled in Guernsey. These include compliance with any decision of the GFSC. In addition, the Company is subject to and will be required to comply with certain regulatory requirements, which are applicable to closed-ended investment companies (including continuing obligations) whose shares are listed on the premium segment of the Official List. The Investment Manager is authorised and regulated by the SEC. Any change in the laws and regulations affecting the Company or the Investment Manager, may have an adverse effect on the ability of the Company to carry on its business and pursue its investment policy. Any such changes may also adversely affect the value of the underlying assets. In such event, the investment returns of the Company may be materially adversely affected.

FATCA and other automatic exchange of information regimes

US source and other related payments to the Company may be subject to withholding as a result of the FATCA provisions of the US Hiring Incentives to Restore Employment Act.

The Company is subject to the application of FATCA. FATCA generally imposes a reporting regime and potentially a 30 per cent. withholding tax with respect to certain payments of US source income (including dividends and interest) and (from 1 January 2019) gross proceeds from the sale or other disposal of property that can produce US source interest or dividends, and (from the later of 1 January 2019 or the date of publication of certain final regulations) a portion of non-US source payments from certain non-US financial institutions to the extent attributable to US source payments ("Withholdable Payments"), if the Company does not comply with certain registration and due diligence obligations under FATCA. FATCA is a US law aimed at foreign financial institutions ("FFIs") and other financial intermediaries to prevent tax evasion by US citizens and residents through the use of offshore accounts. As a general matter, the rules are designed to require US persons' direct and indirect ownership of non-US accounts and non-US entities to be reported to the US Internal Revenue Service ("IRS"). The 30 per cent. withholding tax regime applies if there is a failure to provide required information regarding US ownership. For the purposes of the FATCA rules and regulations, the Company has been advised that it is a FFI and has registered with the IRS and obtained a Global Intermediary Identification Number.

Generally, FATCA will subject all Withholdable Payments received by the Company to a 30 per cent. withholding tax (including the share that is allocable to non-US persons) unless the Company complies with Guernsey legislation implementing FATCA pursuant to an intergovernmental agreement between Guernsey and the US (as to which see references to the US-Guernsey Intergovernmental Agreement signed 13 December 2013 and referred to below) or (as the case may be) unless the Company enters into an agreement (an "FFI Agreement") with the IRS to provide information, representations and waivers of non-US law as may be required to comply with the provisions of the new rules, including, information regarding its direct and indirect US accountholders.

Under the US-Guernsey Intergovernmental Agreement ("IGA") and Guernsey's implementation of that agreement, securities that are "regularly traded" on an established securities market, such as the Main Market, are not considered financial accounts and are not subject to reporting. For these purposes, the

Shares will be considered “regularly traded” if there is a meaningful volume of trading with respect to the Shares on an on-going basis. Notwithstanding the foregoing, a Share will not be considered “regularly traded” and will be considered a financial account if the holder of that Share (other than a financial institution acting as an intermediary) is registered as the holder of that Share on the Company’s share register. Such Shareholders will be required to provide information to the Company to allow the Company to satisfy its obligations under FATCA, although it is expected that whilst a Share is held in uncertificated form through CREST, the holder of that Share will likely be a financial institution acting as an intermediary. Additionally, even if the Shares are considered regularly traded on an established securities market, Shareholders that own their Shares through financial intermediaries may be required to provide information to such financial intermediaries in order to allow the financial intermediaries to satisfy their obligations under FATCA. Notwithstanding the foregoing, the relevant rules under FATCA may change and, even if the Shares are considered regularly traded on an established securities market, Shareholders may, in the future, be required to provide information to the Company in order to allow the Company to satisfy its obligations under FATCA.

Guernsey, along with approximately 100 jurisdictions, has implemented the Common Reporting Standards (“CRS”) produced by the Organisation for Economic Co-operation and Development. Certain disclosure requirements will be imposed in respect of certain Shareholders in the Company falling within the scope of the CRS. As a result, Shareholders may be required to provide any information that the Company determines is necessary to allow the Company to satisfy its obligations under such measures. Shareholders that own the Shares through financial intermediaries may instead be required to provide information to such financial intermediaries in order to allow the financial intermediaries to satisfy their obligations under the CRS.

The Company intends to comply with its obligations relating to FATCA and reserves the right to request from any Shareholder or potential Shareholder such information as it deems necessary to comply with FATCA, any FFI Agreement from time to time in force, and measures similar to FATCA such as the CRS or any obligation arising under the implementation of any applicable intergovernmental agreement, including the US-Guernsey IGA. **If a Shareholder fails to provide the Company with information that is required by it to allow it to comply with any of the above reporting requirements, or any similar requirements, adverse consequences may apply.**

FATCA AND MEASURES EQUIVALENT TO FATCA ARE PARTICULARLY COMPLEX. EACH POTENTIAL SHAREHOLDER SHOULD CONSULT ITS OWN TAX ADVISER TO OBTAIN A MORE DETAILED EXPLANATION OF FATCA AND MEASURES EQUIVALENT TO FATCA AND HOW THIS LEGISLATION MIGHT AFFECT EACH POTENTIAL SHAREHOLDER IN ITS PARTICULAR CIRCUMSTANCE.

Risks relating to conflicts of interest

The Investment Manager, the Administrator, the Registrar, any of their members, directors, officers, employees, agents and connected persons and the Directors and any person or company with whom they are affiliated or by whom they are employed may be involved in other financial, investment or other professional activities which may cause potential conflicts of interest with the Company and its investments and which may affect the amount of time allocated by such persons to the Company’s business. In particular, these parties may, without limitation: provide services similar to those provided to the Company to other entities; buy, sell or deal with assets on its own account (including dealings with the Company); and/or take on engagements for profit to provide services including but not limited to origination, development, financial advice, transaction execution, asset and special purpose vehicle management with respect to assets that are or may be owned directly or indirectly by the Company. These parties will not in any such circumstances be liable to the Company to account for any profit earned from any such services. The Directors will take reasonable steps to ensure compliance with Rule 4 (Conflicts of Interest) of the Registered Collective Investment Schemes Rules 2018.

PART 4

ADDITIONAL INFORMATION

1. Incorporation and registered office

The Company is a closed-ended investment company and was incorporated as a non-cellular company limited by shares in Guernsey under the Law, with registered number 60552 on 25 June 2015. The Company operates under the Law. Its registered office and principal place of business is Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR (telephone number: 01481 737600). The Company has been registered by the GFSC as a Registered Closed-Ended Collective Investment Scheme pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, the Registered Collective Investment Schemes Rules 2018 and the Prospectus Rules 2018 issued by the GFSC. The Company has an indefinite life. Save for its compliance with the Law, the Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Rules, the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, the Registered Collective Investment Schemes Rules 2018 and the Prospectus Rules 2018, the Company is not an authorised or regulated entity.

2. Share capital

The issued share capital of the Company (all of which will be fully paid-up) as at the date of this document is as follows:

	<i>Number of Existing Shares</i>
Existing Shares	146,644,387

3. Directors interests

As at 4 February 2019 (the latest practicable date prior to the publication of this document), the interests of each Director in the voting rights of the Company which have been notified to the Company pursuant to Disclosure Guidance and Transparency Rule 5.1.2 are set out in the following table:

	<i>Number of Existing Shares</i>
Quentin Spicer	—
Anthony Pickford	100,000
Dr Richard Berman	—

No Director has any interest in any transaction which is of an unusual nature, contains unusual conditions or is significant to the business of the Company and which was effected by the Company during the current or immediately preceding financial year or during any earlier financial year and which remains in any respect outstanding or unperformed.

4. Major shareholders

4.1 As at 4 February 2019 (being the latest practicable date prior to publication of this document), the total voting rights attributable to the Existing Shares were 146,644,387 and the notifiable holdings of voting rights in respect of the Existing Shares, so far as known by the Company by reference to the notifications made pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules, were as follows:

	<i>Number of Existing Shares</i>	<i>Percentage of current issued Existing Shares</i>
Sunrise Partners Limited Partnership	35,331,365	24.09
LIM Advisers	24,562,215	16.75
The Bank of New York (Nominees) Limited	16,425,189	11.20

4.2 As at the close of business on 4 February 2019 (being the latest practicable date prior to the publication of this document), the Directors are not aware of any person or persons who could, directly or indirectly, jointly or severally, own or exercise control over the Company or of any arrangements, the operation of which may result in a change of control of the Company.

- 4.3 None of the major shareholders of the Company set out above have different voting rights from any other holder of Existing Shares in respect of any Existing Share held by them.
- 4.4 The Company does not hold any Existing Shares in treasury. There are no outstanding options or warrants to subscribe for equity shares in the capital of the Company.

5. Material contracts

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company since its incorporation or which are expected to be entered into on or prior to Admission and which are, or may be, material to the Company:

- 5.1 The Company, the Investment Manager, the Warana Master Fund and the Warana Offshore Fund will enter into the Information and Subscription Agreement. In consideration for the Company raising monies and investing such monies in the Warana Master Fund, each of the parties has agreed that for so long as the Company is principally invested in the Warana Offshore Fund, it shall provide the Company with certain specified information to enable the Company to monitor the performance and value of its investment in the Warana Master Fund and to analyse whether the Warana Master Fund is, in fact, investing in accordance with its investment objectives and policies and spreading investment risk.

The Information and Subscription Agreement will provide that in the event that the Warana Offshore Fund and/or the Warana Master Fund wishes to make any material amendments to their investment objectives, investment policies, programs and/or strategies such that it would be likely to cause the Company to breach any of the Listing Rules of the UK Listing Authority particularly those regarding the Company's continuing obligations on diversification and the spread of investment risk, the Company's prior written consent would be required. In the event that the Company's consent was not sought or the Company was unable to provide such consent but the Warana Master Fund's investment policy was changed such that the Company was in breach of its investment policy and/or the Listing Rules, the Company has agreed with Warana Capital pursuant to the terms of the Information and Subscription Agreement that the Company will be entitled to: (i) not comply with any further call requests from the Warana Master Fund; (ii) request Warana Capital to use all reasonable endeavours to sell its shares in the Warana Offshore Fund; or failing a sale, (iii) submit a compulsory redemption request to Warana Capital and the Warana Offshore Fund. Where Warana Capital determines that there is sufficient liquidity in the Warana Master Fund's underlying assets, Warana Capital will use reasonable endeavours to satisfy such compulsory redemption request and enable the Company to redeem its shares in the Warana Offshore Fund. The price at which such shares will be redeemed will be equal to the net asset value per share which will be calculated by the Warana Master Fund's administrator as at the valuation day immediately preceding the relevant redemption day. The directors of the Warana Master Fund may, in certain circumstances set out in the Information and Subscription Agreement, effect a redemption of shares in specie by way of an appropriation of assets from the Warana Master Fund of the relevant value (which shall conclusively be determined by the directors of the Warana Master Fund in good faith) in satisfaction or part satisfaction of the redemption.

If Warana Capital determines that special circumstances have arisen which may include but are not limited to it being resolved by Warana Capital (in good faith) that the raising of funds to satisfy a compulsory redemption would be unduly burdensome, would cause Warana Capital to breach its fiduciary duties to other investors, the liquidity of the underlying investments in the Warana Master Fund would affect their ability to meet the redemption requests and/or the Warana Master Fund has already entered its realisation period, the payment of such proceeds (either in specie or in cash) may be postponed.

If Warana Capital is no longer the investment manager to the Company, the Information and Subscription Agreement provides that the Company will indemnify Warana against all claims incurred by it as a result of the Company disclosing, without the consent of Warana Capital, certain confidential information provided to it by Warana Capital save where any such disclosure is required in accordance with applicable laws and/or a request from a regulatory authority.

The Information and Subscription Agreement is governed by Cayman Islands Law and will be entered into if Resolutions 1 and 2 are passed by Existing Shareholders at the Extraordinary General Meeting.

- 5.2 The Company and the Investment Manager have entered into an investment management agreement dated 3 July 2017 pursuant to which the Investment Manager is appointed to act as investment manager of the Company. In its capacity as investment manager, the Investment Manager will provide discretionary investment management services to the Company. The Investment Manager is entitled to delegate part of its duties under the Investment Management Agreement to its associates or any third party.

Under the terms of the Investment Management Agreement, the Investment Manager has agreed to act in good faith and with the reasonable skill and diligence expected of a competent and prudent investment manager and to act in the best interests of the Company. The Investment Management Agreement contains an unlimited indemnity in favour of the Investment Manager against claims by third parties except to the extent that the claim is due to a breach by the Investment Manager of the Investment Management Agreement or to the negligence, wilful default or fraud of the Investment Manager or any associate to whom the Investment Manager has delegated any of its functions. The Investment Management Agreement may be terminated by any party giving to the other party not less than 12 months' notice provided that such notice will only be able to be given after 30 September 2020 or otherwise forthwith in circumstances, *inter alia*, where one of the parties has a receiver appointed over its assets or if an order is made or an effective resolution passed for the winding up of one of the parties or if the Investment Manager is the subject of a change of control.

Under the terms of the Investment Management Agreement the Investment Manager is entitled to receive from the Company, in respect of the investment management services provided, a fixed management fee US\$500,000 per annum payable quarterly in advance. The Investment Manager is also entitled to a realisation fee of 5 per cent. of the cash distributed to Shareholders.

If Resolutions 1, 2 and 6 are passed, the Company will enter into the Supplemental Agreement to the Investment Management Agreement with Warana Capital on Admission. This agreement provides, that Warana Capital will provide discretionary investment management services in relation to the new Ordinary Portfolio for:

- (i) an annual management fee equal to 1.5 per cent. of the market capitalisation of the new Ordinary Portfolio calculated on an annualised basis and paid monthly in arrears based on the average closing market capitalisation over the last 10 trading days in every month up to the month end; and
- (ii) an annual performance fee equal to 20 per cent. of the realised annual gains on each investment in the new Ordinary Portfolio which exceed an non-compounding annual minimum return hurdle of 8 per cent. This performance fee will be calculated on an, annualised basis and any realised losses incurred on any other assets within the new Ordinary Portfolio will be netted off.

The management fee in relation to the Company's investment in the Warana Master Fund will be rebated back to the Company. No performance fee in relation to the Company's investment in the Warana Master Fund through the Warana Offshore Fund will be payable at the Company level. Such performance fee will be provided for at the level of the Warana Master Fund and will be payable in circumstances where the Warana Master Fund makes a distribution to investors (which is at the discretion of the Investment Manager) provided certain hurdles (non-cumulative) have been achieved in respect of the investors' capital contributions. Should the Company invest in future Warana related funds, performance fees will operate in the same manner and will be disclosed to the Board prior to investment.

The Supplemental Agreement to the Investment Management Agreement will also extend its initial term and provide that either party may give to the other not less than 12 months' notice to terminate provided that such notice will only be able to be given after the conclusion of the annual general meeting in 2023.

- 5.3 The Company is a party to an Administration Agreement with the Administrator dated 14 July 2015 pursuant to which the Administrator provides day-to-day administration of the Company and acts as secretary and administrator to the Company including maintenance of accounts, preparing interim and annual accounts of the Company and calculating the Net Asset Value of the Shares based on information provided to the Administrator by the Investment Manager.

The Administrator will be paid an annual fee equal to 0.075 per cent. of the Company's net assets, subject to a minimum annual fee of £95,000. In addition, the Company will also pay the Administrator a fee of £5,000 per annum for AIFMD Annex IV reporting. A one off fee of £750 will be charged for the registration of the Company and obtaining of GIIN in relation to FATCA. An annual fee of £500 will be charged for the provision of a responsible officer. Fees are payable monthly in arrears. The Company will reimburse the Administrator in respect of reasonable out of pocket expenses properly incurred in the performance of its duties. If the Proposals become effective, the Company shall pay to the Administrator an annual fee of 0.075 per cent. per annum of the net asset value of the Company attributable to the Realisation Shares, subject to a minimum fee of £95,000 per annum plus disbursements and an annual fee of 0.065 per cent. of the net asset value of the Company attributable to the new Ordinary Shares subject to a minimum of £15,000 per annum plus disbursements.

The Administrator may delegate the whole or any part of its duties and responsibilities to an affiliate however such delegation does not affect the liability of the Administrator who shall remain at all times liable for the acts or omissions of its delegate as if such acts or omissions were its own.

The Administration Agreement, which is governed by the laws of Guernsey, may be terminated by either party serving on the other party 90 days' (3 months) written notice. The Administration Agreement may be terminated immediately if: (i) in the event of the winding up of or the appointment of an administrator, examiner or receiver to the other or upon the happening of a like event at the direction of an appropriate regulatory agency or court of competent jurisdiction; (ii) if the other shall commit any breach of the provisions of this Agreement and shall if capable of remedy not have remedied the same within 30 days after the service of notice requiring it to be remedied; or (iii) if the continued performance of this Agreement for any reason ceases to be lawful.

The Administrator has the benefit of an indemnity from the Company under the terms of the Administration Agreement in relation to liabilities incurred in the discharge of its duties other than those arising by reason of fraud, wilful default or negligence on the part of the Administrator.

- 5.4 The Company is also a party to a Registrar Agreement with the Registrar dated 4 August 2015 pursuant to which the Registrar provides registration services to the Company. For the provision of the services under the Registrar Agreement, the Registrar is entitled to receive a minimum fee of £5,000 per annum.

The Registrar may assign or novate its rights and obligations to an affiliate provided that such assignment or novation would not cause the Company and/or any of the Shares to become subject to any (i) taxation and/or (ii) onerous filing, registration or reporting requirement which it would not otherwise have been subject. The Registrar may sub-contract the provision of the services to be provided under the Registrar Agreement to any third party. The Registrar Agreement, which is governed by the laws of England and Wales, and may be terminated by either party, either (a) by giving not less than 3 months' written notice to the other party (b) by a written notice if the other party commits any material breach of the provisions of the Registrar Agreement which, if capable of remedy, has not been remedied within 45 days of receiving notice from the other party requiring it to be remedied, or (c) by written notice if a resolution is passed or an order is made for the winding-up, dissolution or administration of the other party (other than a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the other party), or if the other party is declared insolvent or if an administrator, administrative receiver, manager or provisional liquidator (or similar officer to any of the foregoing in the relevant jurisdiction) is appointed over the whole of or a substantial part of the other party or its assets or undertakings.

The Company may also terminate the Registrar Agreement by written notice if the Registrar ceases to be able to provide any of the services under the Registrar Agreement due to the withdrawal of any license, consent, permit or registration required for it to act as registrar of the Company.

The Company will indemnify, defend and hold harmless the Registrar, its affiliates and their respective directors, officers, employees and agents from and against all losses incurred by any of such persons resulting or arising from the Company's breach of the Registrar Agreement and any third -party claims relating to, arising from or in connection with the Registrar Agreement or the services contemplated by the Registrar Agreement. The indemnity provided by the Company does not extend to loss arising as a result of the fraud, gross negligence, or wilful default by the Registrar's indemnified party seeking to make use of such indemnity.

- 5.5 The Company is also a party to a Custody Agreement with the Custodian dated 24 July 2015 pursuant to which the Custodian provides custody services to the Company.

The Custodian is responsible for such of the assets of the Company as are deposited with it. Such assets are held by the Custodian in a separate client account and are separately designated in the books of the Custodian as belonging to the Company. Assets other than cash, which are so segregated, are unavailable to the creditors of the Custodian in the event of its bankruptcy or insolvency. The Custodian is not be responsible for assets deposited as margin with brokers. Assets deposited as margin need not be segregated and may become available to the creditors of brokers.

The Custodian may appoint sub-custodians to hold the assets of the Company. The Custodian will exercise care and diligence in the selection, appointment and monitoring of such sub-custodians and will be responsible to the Company, for the duration of any agreement with a sub-custodian for satisfying itself as to the ongoing suitability of the sub-custodian to provide custodial services to the Company. The Custodian is liable for the acts and omissions of any sub-custodian.

The Custodian has the benefit of an indemnity from the Company against liabilities arising in the absence of the Custodian's negligence, fraud or wilful default.

The fees payable to the Custodian by the Company will be equal to 0.03 per cent. of the Company's net assets, subject to minimum fee of US\$75,000 per annum and are payable quarterly in arrears.

The Custody Agreement, which is governed by the laws of Guernsey, may be terminated by either party serving on the other party 90 days' written notice. The Custody Agreement may be terminated immediately if: (i) in the event of the winding up of or the appointment of an administrator, examiner or receiver to the other or upon the happening of a like event at the direction of an appropriate regulatory agency or court of competent jurisdiction; (ii) if the other shall commit any breach of the provisions of the Custody Agreement and shall if capable of remedy not have remedied the same within 30 days after the service of notice requiring it to be remedied; or (iii) if the continued performance of the Custody Agreement for any reason ceases to be lawful.

- 5.6 The Company entered into a conditional acquisition agreement with SMMI and Signet Capital Management Limited ("**SCML**") dated 14 July 2015 (as amended by side letter dated 28 July 2015) under the terms of which it agreed to acquire the assets comprising of the initial portfolio from SMMI (including interests in funds, other instruments and securities and a minimum of US\$5.5 million of cash and cash equivalent), which were held in certain of its segregated portfolios (the "SMMI Portfolio"). The aggregate consideration for the acquisition of the SMMI Portfolio was US\$154.7 million, which was satisfied by way of the allotment of a number of Existing Shares equal to not less than the amount representing the consideration due to SMMI for the acquisition of this initial portfolio for the Company. Completion of this acquisition occurred immediately after the admission of the Existing Shares to trading on the Main Market.

6. Significant change

Since 30 June 2018 (being the end of the last financial period of the Company for which annual financial audited information has been published), there has been no significant change in the financial or trading position of the Company except that the Company paid a capital distribution on 13 December 2018 in respect of its Existing Shares in the form of Redeemable B Shares of US\$0.20 per Existing Share totalling US\$2.9 million.

7. Consent

Dickson Minto W.S., which is authorised and regulated in the UK by the Financial Conduct Authority, has given and has not withdrawn its consent to the inclusion herein of its name and the references to it in the form and context in which they appear.

8. Guernsey regulatory requirements

The Company has been registered by the GFSC as a Registered Closed-Ended Collective Investment Scheme pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended, the Registered Collective Investment Schemes Rules 2018 and the Prospectus Rules 2018 issued by the GFSC.

9. Documents available for inspection

Copies of the following documents are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW and the registered office of the Company (being the place of the EGM) until close of business on 25 February 2019:

- a) this document;
- b) the memorandum of incorporation of the Company;
- c) the Articles and the New Articles; and
- d) the written consent referred to in paragraph 7 of this Part 4.

6 February 2019

DEFINITIONS

Unless the context otherwise requires, the following words and expressions have the following meanings in this document:

2017 Segregated Portfolio	the segregated portfolio of the Warana SP Master Fund SPC which was launched in 2017 and is now closed for any further investment
2018 Segregated Portfolio	the segregated portfolio of the Warana SP Master Fund SPC which was launched in 2018 and is now closed for any further investment
Administrator or Praxis	Praxis Fund Services Limited, a non-cellular company limited by shares incorporated in the Island of Guernsey with registered number 43046
Administration Agreement	the administration and secretarial agreement between the Company and the Administrator, a summary of which is set out in paragraph 5.3 of Part 4 of this document
Admission	the admission of the new Ordinary Shares to: (i) listing on the premium segment of the Official List; and (ii) trading on the Main Market, becoming effective in accordance with the Listing Rules and the admission and disclosure standards of the London Stock Exchange
Admission Condition	(i) the UKLA having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the application for the admission of the Ordinary Shares allotted pursuant to the issue to the Official List with a premium listing has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject ("listing conditions")) will become effective as soon as a dealing notice has been issued by the Financial Conduct Authority and any listing conditions having been satisfied and (ii) the London Stock Exchange having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the new Ordinary Shares will be admitted to trading
AIFM	the Alternative Investment Fund Manager being, for the Company, Warana Capital, LLC
AIFMD	the Alternative Investment Fund Managers Directive, 2011/61/EU
Articles	the current articles of incorporation of the Company
Australia	the Commonwealth of Australia, its territories and possessions and all areas under its jurisdiction and political sub-divisions thereof
Board or Directors	the board of Directors of the Company or any duly constituted committee thereof
Business Day	any day on which banks are open for business in Guernsey and London (excluding Saturdays and Sundays)
Canada	Canada, its provinces and territories and all areas under its jurisdictions and political sub-divisions thereof

Cayman Islands Law	The Companies Law (as amended) of the Cayman Islands and every statutory modification or re-enactment thereof for the time being in force
Company	Alternative Liquidity Fund Limited, a company incorporated in the Island of Guernsey with registered number 60552
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Uncertificated Securities (Guernsey) Regulations 2009 (as amended)
Custodian	Citibank, N.A. acting through its London branch
Custody Agreement	the custody agreement between the Company and the Custodian, a summary of which is set out in paragraph 5.4 of Part 4 of this document
Direct Investments	underlying investments acquired directly from Portfolio Investment Funds
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules contained within the FCA Handbook
Extraordinary General Meeting or EGM	the general meeting of the Company to be held at 9 a.m. on 25 February 2019 or any adjournment thereof, notice of which is set out at the end of this document
Existing Portfolio	the Company's existing portfolio of assets attributable to the Existing Shares
Existing Shares	the issued ordinary shares of US\$0.01 each in the capital of the Company which if the Proposals are approved by Existing Shareholders at the Extraordinary General Meeting will be referred to as the Realisation Shares
Existing Shareholder	a holder of Existing Shares that is entitled to vote at the General Meeting. If the Proposals are approved at the Extraordinary General Meeting the Existing Shareholders will be referred to as the Realisation Shareholders
FATCA	US Foreign Account Tax Compliance Act 2010
FCA	the UK Financial Conduct Authority
Form of Proxy	the form of proxy accompanying this document, for use by Existing Shareholders in connection with the Extraordinary General Meeting
FSMA	Financial Services and Markets Act 2000, as amended
GFSC	the Guernsey Financial Services Commission
HMRC	HM Revenue & Customs
IFRS	International Financial Reporting Standards
Information and Subscription Agreement	the proposed agreement to be entered between the Company, the Warana Offshore Fund, the Warana Master Fund and the Investment Manager if the Proposals are approved by the Existing Shareholders at the Extraordinary General Meeting, a summary of which is set out at paragraph 5.1 of Part 4 of this document

Initial Placing	the initial placing of new Ordinary Shares at the Initial Placing and Offer Price by the Company
Initial Placing and Offer Price	US\$1.00 per new Ordinary Share
Investment Management Agreement	the investment management agreement between the Company and the Investment Manager a summary of which is set out in paragraph 5.2 of Part 4 of this document
Investment Manager or Warana Capital	Warana Capital, LLC, a Delaware limited liability company registered with the United States Securities and Exchange Commission
Japan	Japan, its cities, prefectures, territories and possessions
Law or Companies Law	the Companies (Guernsey) Law, 2008 (as amended)
LIM Independent Shareholders	Existing Shareholders other than LIM Advisers and their associates
Listing Rules	the listing rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000 (as amended) as amended from time to time
London Stock Exchange	London Stock Exchange plc
LIM Advisers (LIM)	LIM Advisers Limited, the manager of the LIM Asia Special Situations Master Fund Limited
LIM Related Party Transaction	the possible subscription by LIM Advisers, through the LIM Asia Special Situations Master Fund Limited pursuant to the Initial Placing and/or Placing Programme which is subject to the approval by LIM Independent Shareholders at the EGM
Main Market	the main market for listed securities operated by the London Stock Exchange
NAV or Net Asset Value	the net asset value on the relevant date calculated in accordance with the Company's normal accounting policies
NAV per Share or Net Asset Value per Share	in relation to a Share means the Net Asset Value divided by the number of Shares of that class in issue (excluding any shares of that class held in Treasury)
New Articles	the proposed new articles of association of the Company to be considered by Existing Shareholders and, if thought fit, approved at the Extraordinary General Meeting
Offer or Offer for Subscription	the offer of new Ordinary Shares by the Company
Official List	the official list maintained by the UK Listing Authority
Ordinary Portfolio	the new portfolio of assets to be attributable to the new Ordinary Shares in accordance with the New Articles
Ordinary Shareholders	holders of the new Ordinary Shares
Ordinary Shares	ordinary shares of US\$0.01 each in the capital of the Company designated as such and having the rights and being subject to the restrictions specified in the New Articles

Overseas Shareholders	Shareholders who are resident in, or citizens of, territories outside the United Kingdom and not resident in, or citizens of, any of the Restricted Territories
Placing Programme	the proposed programme of placings of new Ordinary Shares
Placing Programme Issue	an issue of Ordinary Shares under the Placing Programme
Portfolio	the Realisation Portfolio or the Ordinary Portfolio as the context may require
Portfolio Investment Funds	the underlying funds in which the Warana Master Fund and/or the Company intends to invest
Portfolio Investment Managers	managers or GPs of the underlying funds in which the Warana Master Fund and/or the Company intends to invest
Proposals	the recommended proposals to (i) amend the Company's investment policy; (ii) adopt new articles of incorporation; (iii) disapply pre-emption rights in connection with the new Ordinary Shares to be issued pursuant to the Initial Placing and Offer; (iv) approve the Sunrise Partners Related Party Transaction; (v) approve the LIM Related Party Transaction; (vi) approve the Warana Related Party Transaction; and (vii) approve the buy back of up to 14.99 per cent. of the new Ordinary Shares in issue on the date of Admission
Realisation Conversion	the automatic conversion of the Realisation Shares into Ordinary Shares in accordance with the New Articles
Realisation Portfolio	the portfolio of assets attributable to the Realisation Shares in accordance with the New Articles
Realisation Shareholders	holders of Realisation Shares
Realisation Shares	the existing ordinary shares of US\$0.01 each in the capital of the Company will shall be designated as Realisation Shares and having the rights and being subject to the restrictions specified in the New Articles
Registrar or Link	Link Asset Limited, a company incorporated in Guernsey with registered number 38018
Regulatory Information Service or RIS	a regulatory information service that is on the list of regulatory information services maintained by the Financial Conduct Authority
Resolutions	the resolutions to be proposed at the EGM to include Resolution 1; Resolution 2; Resolution 3; Resolution 4; Resolution 5; Resolution 6; and Resolution 7
Resolution 1	the ordinary resolution to be proposed at the EGM to adopt the new investment objective and policy
Resolution 2	the special resolution to be proposed at the EGM to adopt new articles of incorporation to include the proposed new ordinary share class

Resolution 3	the extraordinary resolution to be proposed at the EGM to disapply pre-emption rights in respect of the allotment of up to 100 million new Ordinary Shares pursuant to the Initial Placing and Offer
Resolution 4	the ordinary resolution to be proposed at the EGM to approve the Sunrise Partners Related Party Transaction
Resolution 5	the ordinary resolution to be proposed at the EGM to approve the LIM Related Party Transaction
Resolution 6	the ordinary resolution to be proposed at the EGM to approve the Warana Related Party Transaction
Resolution 7	the special resolution to be proposed at the EGM to approve the buy back of up to 14.99 per cent. of the Ordinary Shares in issue on Admission
Restricted Shareholders	Shareholders who are resident in, or citizens of, a Restricted Territory
Restricted Territories or each being a Restricted Territory	any of the following territories: Australia, Canada, Japan, the Republic of South Africa and the United States
SCML	Signet Capital Management Limited, a company incorporated in England and Wales with registered number 4644944
SEC	US Securities and Exchange Commission
Shareholder	a holders of Shares
Shares	the Existing Shares, the Ordinary Shares or the Realisation Shares as the context may require
SMMI	Signet Multi-Manager SPC Inc., an umbrella fund incorporated in the British Virgin Islands and registered with the Registrar of Corporate Affairs of the BVI as a Segregated Portfolio Company with registered number 88959
South Africa	the Republic of South Africa
Sponsor	Dickson Minto W.S.
Sunrise Partners	Sunrise Partners Limited Partnership
Sunrise Partners Independent Shareholders	Existing Shareholders other than Sunrise Partners and its associates
Sunrise Partners Related Party Transaction	the possible subscription for new Ordinary Shares by Sunrise Partners pursuant to the Initial Placing and/or Placing Programme which is subject to the approval by Sunrise Partners Independent Shareholders at the EGM
Supplemental Agreement	the supplemental agreement to the Investment Management Agreement to be entered into between the Company and the Investment Manager in the event the Proposals are approved by Shareholders at the Extraordinary General Meeting and the new Ordinary Shares are issued and admitted to the Official List and to trading on the Main Market, a summary of which is set out at paragraph 5.2 in Part 4

UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
UK Listing Authority	the Financial Conduct Authority acting in its capacity as the competent authority for listing pursuant to Part VI of FSMA
United States	the United States of America (including the District of Columbia), its territories and possessions, any state of the United States of America and all other areas subject to its jurisdiction or any political sub-division thereof
Warana Independent Shareholders	Existing Shareholders other than Warana Capital and its associates
Warana Master Fund	Warana SP Master Fund SPC – 2019 Segregated Portfolio
Warana Master Fund PPM	The private placement memorandum to be published by the Warana Master Fund
Warana Offshore Fund	Warana SP Offshore Fund SPC – 2019 Segregated Portfolio
Warana Onshore Fund	Warana SP Domestic Fund, LLC – 2019 Series
Warana Ordinary Portfolio NAV	the NAV per Ordinary Share calculated by the Administrator applying Warana Capital's analysis of the expected future cash flows of the underlying expected liquidity discounted for time
Warana Realisation Portfolio NAV	the NAV per Realisation Share calculated by the Administrator using Warana Capital's provisioning recommendations
Warana Related Party Transaction	the entering into of the Supplemental Agreement to the Investment Management Agreement by the Company and Warana Capital which is subject to the approval of Warana Independent Shareholders at the EGM

ALTERNATIVE LIQUIDITY FUND LIMITED

(Incorporated in the Island of Guernsey under the Companies (Guernsey) Law, 2008, as amended, as a non-cellular company limited by shares with registered number 60552 and registered as a registered closed-ended collective investment scheme with the GFSC)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Alternative Liquidity Fund Limited (the “**Company**”) will be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR at 9 a.m. on 25 February 2019 to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTION

1. THAT subject to the passing of Resolution 2 the proposed investment objective and policy set out in the circular to the shareholders of the Company dated 6 February 2019, a copy of which has been produced to the meeting and signed by the Chairman for the purposes of identification (the “**Circular**”), be and is hereby adopted as the investment objective and policy of the Company to the exclusion of all previous investment policies of the Company.

SPECIAL RESOLUTION

2. THAT subject to the passing of Resolution 1 the draft articles produced to the meeting and, for the purposes of identification, initialled by the Chairman of the meeting (the “**New Articles**”) be adopted as the articles of incorporation of the Company in substitution for, and to the entire exclusion of, the existing articles of incorporation of the Company, whereby the existing ordinary shares of US\$0.01 each issued in the capital of the Company be redesignated as “Realisation Shares” having the rights thereto as prescribed in the New Articles.

EXTRAORDINARY RESOLUTION

3. THAT, subject to the passing of Resolution 1 and Resolution 2, the Directors of the Company be and they are hereby generally empowered, in respect of the Initial Placing and Offer (as such terms are defined in the Circular) to allot and issue, to grant rights to subscribe for, or to convert and make offers or agreements to allot equity shares (as detailed in Article 6.1 of the New Articles) for cash as if the pre-emption rights contained in the New Articles in respect of such equity securities did not apply to any such allotment, provided that this power shall:
 - a) expire on the date falling 12 months from the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and
 - b) shall be limited to the allotment of equity securities in respect of the Initial Placing and Offer (as such terms are defined in the Circular) up to an aggregate nominal value of US\$1,000,000 being approximately 68 per cent. of the nominal value of the issued share capital of the Company, as at 4 February 2019.

ORDINARY RESOLUTIONS

4. THAT, subject to the passing of Resolution 1 and Resolution 2 the Sunrise Partners Related Party Transaction (as defined in the Circular), being a related party transaction for the purpose of the Listing Rules of the UK Listing Authority be and is hereby approved.
5. THAT, subject to the passing of Resolution 1 and Resolution 2 the LIM Related Party Transaction (as defined in the Circular), being a related party transaction for the purpose of the Listing Rules of the UK Listing Authority be and is hereby approved.
6. THAT, subject to the passing of Resolution 1 and Resoluton 2 the entering into of the Supplemental Agreement to the Investment Management Agreement (as defined in the Circular) by the Company, being a related party transaction for the purpose of the Listing Rules of the UK Listing Authority be and is hereby approved.

SPECIAL RESOLUTION

7. THAT, subject to the passing of Resolution 1 and Resolution 2, the Company be generally and unconditionally authorised, in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**") to make market acquisitions (as defined in that Law) of Ordinary Shares of US\$0.01 ("**Ordinary Shares**"), either for retention as treasury shares for future resale or transfer or cancellation, provided that:
- a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 14.99 per cent. of the issued Ordinary Shares on the date of Admission (as defined in the Circular);
 - b) the minimum price which may be paid for an Ordinary Share shall be US\$0.01 per share;
 - c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to the higher of (i) 105 per cent. of the average of the middle market quotations (as derived from the Daily Official List) of the Ordinary Shares for the five business days immediately preceding the date of purchase and (ii) the higher of the latest independent trade and the highest current independent bid on the trading venue on which the purchase is carried out: and
 - d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

By order of the Board

Praxis Fund Services Limited
Company Secretary

Registered Office:

Sarnia House
Le Truchot
St Peter Port
Guernsey, GY1 1GR

6 February 2019

Notes:

1. Any Shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a Shareholder of the Company.
2. The Form of Proxy, together with, if appropriate, any power of attorney or other authority or a notarially certified copy of any power of attorney or other authority (if any) under which it is signed, must be deposited with Link Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF not later than forty-eight hours before the time appointed for holding the meeting.
3. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the form. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
4. Return of a completed Form of Proxy will not preclude a Shareholder from attending and voting personally at the meeting.
5. Any corporation which is a Shareholder of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any class of Shareholders of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company.
6. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
7. Return of a completed Form of Proxy will not preclude a Shareholder from attending and voting personally at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The CREST Proxy Instruction, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) no later than 48 hours before the time appointed for the meeting (excluding any part of a non-working day). No such CREST Proxy Instruction received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Proxy Instruction by the CREST Applications Host) from which our registrar is able to retrieve the CREST Proxy Instruction by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

12. Only Shareholders entered on the register of Shareholders of the Company will be entitled to receive notice of the meeting. In addition, only Shareholders registered in the register of Shareholders of the Company by close of business on 21 February 2019 shall be entitled to attend, speak, and vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the register after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
13. The notice sets out the Resolutions to be proposed at the meeting. The meeting will be chaired by the chairman of the Board or in the absence of the chairman then the Board shall nominate one of their number to preside as chairman. If neither the chairman of the Board nor the nominated Director are present at the meeting then the Directors present at the meeting shall elect one of their number to be chairman. If no Directors are present at the meeting then the members present in person shall elect a chairman for the meeting by ordinary resolution.
14. The quorum for a meeting of Shareholders is two or more Shareholders (provided that they are entitled to vote on the business to be transacted at the meeting) present in person or by proxy.
15. If, within half an hour from the appointed time for the meeting, a quorum is not present, then the meeting will be adjourned to 9 a.m. on 11 March 2019 at the same address. If, at that meeting, a quorum is not present within five minutes from the time appointed for the holding of the meeting, those Shareholders present in person or by proxy will form a quorum whatever their number and the number of Shares held by them.
16. The majority required for the passing of the ordinary resolutions is more than fifty per cent. (50%) of the total number of votes cast in favour of the ordinary resolution. The majority required for the passing of the extraordinary and special resolutions is seventy five per cent. (75%) of the total number of votes cast in favour of the extraordinary or special resolution.
17. As at 5.00 p.m. on 4 February 2019, the Company's issued share capital comprised 146,644,387 Existing Shares with a total of 146,644,387 voting rights.
18. Any person holding 5 per cent. of the total voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such other party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

