

## Information about the Underlying Segregated Portfolio - Vernalis SP

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### I. Information about the Segregated Portfolio Company

Pecunia SPC is an investment special purpose vehicle established as a segregated portfolio company incorporated with limited liability under the laws of Cayman Islands on 26 July 2016 with registration number CY-313693.

The registered office of Pecunia SPC is c/o Conyers Trust Company (Cayman) Limited, P.O. Box 2681, SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman KY1- 1111, Cayman Islands and its telephone number is +1 (345) 743 4612.

Pecunia SPC only accepts investors that are iMAPS group companies. Most jurisdictions, including Switzerland and the European Union, consider companies or other vehicles only accepting group companies as investors not as mutual funds. Pecunia SPC is exempt from licensing by the Cayman Islands Monetary Authority as a regulated mutual fund or private fund as it is a debt issuing company. Pecunia SPC has no subsidiaries.

#### *Portfolio Securities*

Pecunia SPC may constitute an unlimited number of segregated portfolios (the “Segregated Portfolios”) which have segregated assets and liabilities between themselves and with Pecunia SPC. Pecunia SPC may issue portfolio securities in respect of each Segregated Portfolio it establishes (“Portfolio Securities”). All Portfolio Securities of a Segregated Portfolio participate equally in the net assets of that Segregated Portfolio that are represented by the appropriate class(es) of Portfolio Securities on liquidation and in any dividends and other distributions attributable to that Segregated Portfolio as may be declared. All Portfolio Linked Notes (“PLN”) of a Segregated Portfolio track equally the performance of that Segregated Portfolio. Pecunia SPC has issued a portfolio security for Vernalis SP named Vernalis PLN (ISIN: KYG6974MCG66). Investors’ attention is brought to the fact that a certain number of jurisdictions, including Switzerland, might not recognise this structure as a mutual fund.

#### *Management of Pecunia SPC*

The board of directors of Pecunia SPC has responsibility for managing Pecunia SPC in accordance with its memorandum and articles of association of Pecunia SPC, Cayman Islands law and other relevant legal and regulatory requirements. The board of directors of Pecunia SPC is also responsible for selecting service providers and any other agents as may be necessary from time to time. Meetings of the board of directors of Pecunia SPC are held in the Cayman Islands. The directors of Pecunia SPC as at the date of this Publication are Andreas Wölfl, Samit Ghosh and Ian Morgan.

### *Andreas Wölfel*

Having completed his Master in Business Administration at Vienna University Economics and Business, Mr. Andreas Wölfel started his career in investment services at the Vienna Stock Exchange in 2000 within the index and derivatives team. Soon he headed the Austrian Indices team. Since 2004 Mr. Wölfel acts as an entrepreneur and he has been a director in asset management companies domiciled in Switzerland and Liechtenstein, a German bank and a Securitisation company in Luxembourg. Since 2007 Mr. Wölfel has been engaged in the business of securitisation and structured investment products and has already coordinated several listings of securitised products at the Regulated Unofficial Market of Deutsche Boerse AG, the MTF operated by the Vienna Stock Exchange, the EWSM and the Gibraltar Stock Exchange. Mr. Wölfel has been appointed director of Pecunia SPC since its inception on 26th July 2016. Investors' attention is brought to the fact that Mr. Wölfel is connected with the sole holder of the issued Management Shares of Pecunia SPC, namely iMAPS ETI AG, the programme issuer. Mr. Andreas Wölfel is a director of iMAPS ETI AG and an indirect beneficial owner.

### *Ian Morgan*

Mr. Morgan is a qualified accountant and a fellow of the Association of Chartered Certified Accountants, a global professional accounting body. He has 14 years of fund accounting and administration experience and 7 years of trust company experience. He began his accounting career with a large UK insurance company before moving in 1996 to the Cayman Islands to join a fund administration company as an Account Manager. He has also been an account manager and later the assistant manager of Fund Accounting with Butterfield Fund Services Ltd., Butterfield Fulcrum Group and Vice President of Client On-Boarding for Maples Fund Services. From 2011, he has been the Senior Client Accountant for Itaú Bank and Trust Company (Cayman) Limited and the Accountant and Vice President of Bessemer Trust Company (Cayman) Limited. From 31<sup>st</sup> May 2018, he has been a director and CEO of iMAPS Capital Markets SEZC. Mr. Morgan was appointed a director of Pecunia SPC on 31st May 2018.

### *Samit Ghosh*

Samit acts as a director on special purpose vehicles which engage in private equity and structured finance transactions including CLOs, CDOs/ MTN, note issuing programmes, CAT Bonds/ IP and asset financing transactions. Samit also has experience in agency functions like fiscal & paying agent, RTA/ listing agent and principal paying agent. Samit was previously the head of corporate trust and loan agency at HSBC/ Cayman. Prior to that Samit managed a large portfolio of private trusts at Butterfield Bank/ Cayman. Samit is also an adjunct professor of finance at ICCI/ Cayman where he teaches various finance subjects like Business Finance/ Risk Management/ Money and Banking/ Investments and Elements of Banking at the Bachelors and Masters level. Samit is a CAIA/ TEP (Dip) and holds an MBA. Mr. Ghosh was appointed a director of Pecunia SPC on 21<sup>st</sup> April 2021.

It shall be the duty of the directors of Pecunia SPC to:

- keep the assets and liabilities of Pecunia SPC separate and separately identifiable from the assets and liabilities of each of its Segregated Portfolios; and
- keep the assets and liabilities of each of the Segregated Portfolios separate and separately identifiable from the assets and liabilities of the other Segregated Portfolios of Pecunia SPC.

### *Segregated Portfolio Structure and Segregated Assets*

The assets and liabilities of each Segregated Portfolio constituted by Pecunia SPC are and shall be treated for all intents and purposes of law as, a pool of assets and liabilities separate from the assets and liabilities of each other Segregated Portfolio. Accordingly, the liabilities incurred in respect of a Segregated Portfolio shall be paid out of the assets forming part of the pool assets and liabilities of such Segregated Portfolio.

### **II INVESTMENT MANAGER**

The Company has appointed iMAPS ETI AG, having its registered office situated at Im alten Riet 102, 9494 Schaan, Liechtenstein pursuant to a Master Investment Management Agreement dated 15 December 2021, as Investment Manager to the Segregated Portfolio Vernalis SP and to manage the assets of the segregated portfolio.

The Investment Manager is responsible for implementing the investment policy of Vernalis Segregated Portfolio. In consideration of the services rendered by the Investment Manager and, the Investment Manager is entitled to receive from the Segregated Portfolio various fees as described below. The Investment Management Agreement also contains provisions whereby the Investment Manager cannot be responsible for any loss or damage caused to the Segregated Portfolio or any investor unless such losses result from its wilful misfeasance, bad faith, negligence or a reckless disregard of its duties and obligations. No investment advisor(s) has been appointed by the Company or the Investment Manager.

### **III INVESTMENT OBJECTIVE AND STRATEGY**

The investment strategy is to serve as a feeder into collective investment schemes managed by Superfund Group. There is no risk spreading on the level of the SP and thus up to 100% of the assets can be invested into one single fund managed by Superfund.

CHANGES TO THE INVESTMENT OBJECTIVES AND STRATEGY OF THE SEGREGATED PORTFOLIO ARE SUBJECT TO PRIOR NOTICE TO INVESTORS. INVESTORS WILL BE GIVEN AT LEAST TWENTY (20) CALENDAR DAYS' NOTICE IN ADVANCE OF THE CHANGE. THE CHANGE IN THE INVESTMENT OBJECTIVES AND STRATEGY WILL ONLY BECOME EFFECTIVE AFTER ALL REDEMPTION REQUESTS RECEIVED DURING SUCH NOTICE PERIOD, HAVE BEEN SATISFIED. ANY APPLICABLE REDEMPTION FEE SHALL BE WAIVED IN CASE OF CHANGES TO THE INVESTMENT OBJECTIVE AND STRATEGY OF THE SEGREGATED PORTFOLIO.

### **IV INVESTMENT RESTRICTIONS, LEVERAGING AND BORROWING**

Investors' attention is brought to the fact that there are no investment restrictions, there will be no limits on the leverage, and there will be no restrictions on borrowing.

The segregated portfolio will not invest in physical commodities or physical property but only on bankable assets.

### **V FEES, CHARGES AND EXPENSES**

#### *Investment Management and Performance Fee*

No management or performance fees will be charged by the SP.

### *Administration Fees*

The Segregated Portfolio shall contribute to the expenses of the Company in the form of administration fees. The fees are: • Fixed Fee: EUR 1,250 per calendar month • Payment Handling Fee: EUR 10 per transaction • ETI custody fee: EUR75 per quarter • Form completion fee: EUR100 per subscription/redemption.

From 1 January 2023, no contributions will be made to the expenses of the Company by the Segregated Portfolio.

### *Investment Manager Fees*

The investment manager shall charge the following fees to the Segregated Portfolio: • Fixed fee: EUR400 per month • Volume based fee: 0.20% of the Gross AuM payable monthly in arrears • Trading fees for ETI Units: 0.50% of the gross transaction value less any broker fees charged • Dematerialisation fees for ETI Units: EUR900 per dematerialisation.

From 1 January 2023, the investment manager shall charge the following fees to the Segregated Portfolio: Fixed Fee: EUR1,650 per month • Volume based fee: 20bps of the Gross AuM payable monthly in arrears • Trading fees for ETI Units: 50bps of the gross transaction value less any broker fees charged.

The Administration, Investment Management and Delegated Investment Management Fees are subject to a yearly review.

### *Custody and Banking Fees*

The Segregated Portfolio will pay the Main Banker and the Brokers a fee for their services (the “Custody and Banking Fee”) in accordance with their standard contract terms. The Custody and Banking Fee will accrue on every Dealing Day and will be payable in accordance with the terms of the agreements between the Company on behalf of the Segregated Portfolio and the Main Banker and Brokers respectively.

### *Set-Up Fee*

A one-time setup fee of EUR 12,500 shall be charged to the segregated portfolio and amortised over 5 years. From 1 January 2023, if the Assets under Management decrease below EUR1million, the total amount of unamortised set-up fees will be written off to expenses.

### *Liquidation Fee*

A one-time liquidation fee shall be charged to the Segregated Portfolio at the current list price in the event of the termination of the Segregated Portfolio. From 1 January 2023, if the Assets under Management decrease below EUR1million, the liquidation fee will be accrued on a monthly basis so that after 2 years, the full liquidation fee has been accrued.

### *Variation of Fees*

The Board of Directors may, from time to time, agree to a variation of the Administration Fee, Investment Manager Fees, Delegated Investment Manager Fees, Custody and Banking Fee and of any other fee provided for in this Information Summary provided such change in fee(s) is in line with market practice and provided further, all existing Noteholders affected by such variation shall be notified accordingly.

## **VI BANKER AND BROKERS**

### *Banker*

The Company has appointed Baader Bank AG to act as Main Banker to the Segregated Portfolio. Baader Bank AG is incorporated under the laws of Germany as a credit institution. Baader Bank AG is subject to the regulatory surveillance of and has been granted a banking license by BaFin in Germany. The office of Baader Bank AG is located at Weihenstephaner Straße 4, D-85716 Unterschleißheim, Germany (tel: +49 89 5150 1907). Baader Bank AG shall establish a cash account for the Segregated Portfolio into which cash of the Segregated Portfolio will be deposited from time to time.

### *Broker*

The Company has appointed Baader Bank AG to act as Broker to the Segregated Portfolio. Baader Bank AG is incorporated under the laws of Germany as a credit institution. Baader Bank AG is subject to the regulatory surveillance of and has been granted a banking license by BaFin in Germany. The office of Baader Bank AG is located at Weihenstephaner Straße 4, D-85716 Unterschleißheim, Germany (tel: +49 89 5150 1907). Other than in connection with its role as Main Banker to the Company, Baader Bank AG will not provide any other services or perform any other functions except for brokerage and securities dealing services in respect of the assets of the Segregated Portfolio and will have no other duties or responsibilities relating to the Segregated Portfolio. All financial instruments held by the Segregated Portfolio will be held in custody by Baader Bank AG in accordance with its standard terms of business.

## **VII Financial Statements of the Segregated Portfolio**

The Company's Financial Statements were not available at the time of this publication. The valuation of the Segregated Portfolio will be per the attached Valuation Principles, as amended from time to time.

## **Appendix A: NAV Valuation Principals**

### Calculation of Net Asset Value

The Net Asset Value of the Segregated Portfolio and the Net Asset Value per Note shall be calculated by the Issuer as of the last Calendar Day each month or at such times as the Directors may determine. The Redemption Price will be available upon request from the Issuer.

Unless otherwise stated or supplemented in this Terms and Conditions, the value of the assets in the Segregated Portfolio shall be ascertained on the following basis:

- (A)** the value of any investment other than an open-ended collective investment scheme quoted, listed or normally dealt in on or under the rules of any stock exchange or other regulated market, organised trading facility or multilateral trading facility considered by the Directors to provide a satisfactory market for the securities in question (a "**Regulated Market**") shall be calculated by reference to the price appearing in the account statement of the Broker and/or Custodian. The Issuer can rely on the prices provided by the Broker and/or Custodian directly to either the Issuer or another iMAPS group company for such quoted assets.
- (B)** the value of any underlying investment of the Segregated Portfolio, or of any asset that is to be transferred in kind to the Segregated Portfolio, which is not quoted, listed or normally dealt in, on or under the rules of a Regulated Market, shall be the initial value thereof ascertained as hereinafter provided, or the value thereof as assessed on the latest revaluation thereof made in accordance with the provisions hereinafter contained. For this purpose:-

  - (i) the initial value of an underlying investment held by the Segregated Portfolio, or of an asset to be transferred in kind to the Segregated Portfolio, shall be the amount expended by the Segregated Portfolio in the acquisition of the underlying investment, and in the case of an asset to be transferred in kind to the Segregated Portfolio, the value of such asset on the transfer date; or
  - (ii) the Directors or any service provider empowered to do so may at any time cause a revaluation to be made of any such underlying investments held by the Segregated Portfolio, or of any asset to be transferred in kind to the Segregated Portfolio, by any third party appointed for such purpose by the Directors or by a service provider empowered to do so, in accordance with any applicable valuation guidelines, and verified by the Auditors or by another independent recognised audit firm;
- (C)** the value of each unit or share in any open-ended collective investment scheme which provides for the units or shares therein to be realised at the option of the unit holder or shareholder out of the assets of that scheme shall be the last published net asset value per unit or share;
- (D)** derivative instruments shall be valued using quoted market prices for publicly traded derivatives or, in the absence of quoted market prices, appropriate valuation techniques as the Directors shall from time to time determine. The Issuer can rely on prices provided by the Broker;
- (E)** cash, deposits and similar property shall be valued at their face value (together with accrued interest) unless, in the opinion of the Directors, any adjustment should be made;
- (F)** investments in managed accounts of quoted assets shall be valued at the net liquidation value as provided by the broker of the managed account directly to the Issuer;

- (G)** property other than investments and derivatives shall be valued in such manner and at such time or times as the Directors shall from time to time determine;
- (H)** notwithstanding any of the foregoing sub-paragraphs, the Directors may adjust the value of any investment or other property or permit some other method of valuation to be used if they consider that in the circumstances (including without limitation a material volume of subscription or redemption of Notes in the Segregated Portfolio; or the marketability of the investments or other property; or such other circumstances as the Directors deem appropriate) such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investment or other property;
- (I)** every Note allotted by the Company shall be deemed to be in issue and the Segregated Portfolio shall be deemed to include the net amount of any cash or other property to be received in respect of each such Note;
- (J)** where, in consequence of any notice or redemption request duly given, a reduction of the Segregated Portfolio by the cancellation of Notes has been or is to be effected but payment in respect of such reduction has not been completed, the Notes in question shall be deemed not to be in issue and any amount payable in cash or investments out of the Segregated Portfolio in pursuance of such reduction shall be deducted;
- (K)** where any investment or other property has been agreed to be acquired or realised but such acquisition or disposal has not been completed, such investment or other property shall be included or excluded, as the case may be, and the gross acquisition or net disposal consideration excluded or included as the case may require as if such acquisition or disposal had been duly completed;
- (L)** there shall be included in the assets an amount equal to all such costs, charges, fees and expenses as the Directors may have determined to amortise less the amount thereof which has previously been or is then to be written off;
- (M)** where an amount in one currency is required to be converted into another currency the Issuer may effect such conversion using such rates as the Directors shall determine at the relevant time except where otherwise specifically provided herein;
- (N)** there shall be deducted from the assets such sum in respect of tax (if any) as in the estimate of the Directors will become payable in respect of the current Accounting Period;
- (O)** where the current price of an investment is quoted, ex dividend or interest, there shall be added to the assets a sum representing the amount of such dividend or interest receivable by the Company (on behalf of the Segregated Portfolio) but not yet received;
- (P)** investments in cryptocurrencies are valued either at the price of the broker statement or at the price published at [coinmarketcap.com](https://coinmarketcap.com). Where statements are not provided by the broker or crypto exchange, the investments will be valued at the price shown on the relevant website and a screenshot taken as evidence. If a third-party valuation tool is available for use by the Company, then the value of the investments provided by the tool shall be relied upon by the Company unless there is evidence that the valuation provided is materially incorrect.;

**(Q)** Securities tracking the value of the Notes shall be valued at the value of the Notes and netted with the Notes for NAV Calculation purposes.

The Directors may, after consultation with the Investment Manager, adjust the value of any investment or other property or permit some other method of valuation to be used if they consider that in the circumstances (including without limitation a material volume of subscriptions or requests for repurchase of Notes in the Segregated Portfolio; or the marketability of the investments or other property; or such other circumstances as the Directors deem appropriate) such adjustment or other method of valuation should be adopted to reflect more fairly the value of such Investment or other property.

All values assigned by the Directors, in consultation with the Investment Manager to any investment and/or liability of the Company shall be final and conclusive absent manifest error.

Valuations and any other related information obtained by the Directors may not be subject to independent review or investigation and the Company, the Investment Manager, the Broker and Custodian are entitled to rely on such valuations and information without independent verification.

Effective from 1 January 2023, any Set-Up fee charged by the Company or Investment Manager will be applied to the valuation once the AuM of the SP exceeds EUR1.25 million and be amortised over 5 years. If the AuM subsequently decreases below EUR1 million, the total amount of unamortised set-up fees will be written off to expenses.

Effective from 1 January 2023, where the liquidation fee applicable to the relevant Segregated Portfolio is more than EUR10,000, if the AuM of the SP decreases below EUR1,000,000, then the liquidation fee shall accrue on a monthly basis so that after 2 years, the full liquidation fee has been accrued. Otherwise, the liquidation fee shall accrue for 2 years if the AuM decreases below EUR500,000.

If the value of a Segregated Portfolio's assets is adjusted after any Valuation Date, the Directors will not be required to revise or recalculate the Net Asset Value on the basis of which subscriptions, redemptions or exchange of Notes of that Segregated Portfolio may have been previously accepted.

For the purpose of the calculation of the NAV per Note, the value of assets or liabilities denominated in a currency other than the Base Currency of that Note shall be determined by taking into account the rate of exchange prevailing at the time of the determination of the Net Asset Value.

#### NAV per Note

Where there is one issue of Notes in a Segregated Portfolio, its NAV per Note shall be determined by calculating the Net Asset Value less the value of securities tracking the value of the Notes divided by the number of Notes outstanding less the number of securities tracking the value of the Notes. Otherwise, the NAV of each Note in a Segregated Portfolio shall be determined by calculating the Net Asset Value attributable to the issue of Notes of which that Note forms part divided by the number of Notes outstanding in that class as at the time that the calculation is made.

The NAV per Note shall be rounded to two (2) decimal places and shall be expressed in the Base Currency of the Notes concerned.

#### Valuation Errors

The Company or the Investment Manager shall not be responsible for any error in calculating the value of assets if the Company or the Investment Manager, as the case may be, has acted in good faith when making such calculations, and no adjustment shall be made to the values of any assets unless the valuation error exceeds 5% (five percentage point) of the NAV, in which case it shall be adjusted.