NOTE: INFORMATION CONTAINED WITHIN THIS DOCUMENT IS FOR INVESTMENT PROFESSIONALS FOR INFORMATION PURPOSES ONLY

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PRESTIGE ASSET MANAGEMENT LIMITED IS A MEMBER OF THE ALTERNATIVE INVESTMENT MANAGEMENT ASSOCIATION (AIMA)

PRESTIGE ASSET MANAGEMENT LIMITED IS A MEMBER OF THE CHARTERED INSTITUTE FOR SECURITIES AND INVESTMENT (CISI)

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PRESTIGE FUND MANAGEMENT LIMITED IS REGISTERED WITH THE CAYMAN ISLAND MONETARY AUTHORITY (CIMA)

SELECTED FUNDS ARE REGISTERED WITH THE MONETARY AUTHORITY OF SINGAPORE (MAS)

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SELECTED FUNDS ARE REGISTERED WITH THE COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF)
Contacting us

INSTITUTIONAL MARKETING & ADMINISTRATION SERVICES

Prestige Asset Management Limited

Marketing Office: 33 St. James’s Square, London, SW1Y 4JS, United Kingdom
Registered Office: 36 Spital Square, London, E1 6DY, United Kingdom

T: +44 (0) 203 178 4055
F: +44 (0) 203 004 9690

E: (Admin) admin@prestigeassetmanagement.co.uk
E: (Marketing) info@prestigefunds.com

www.prestigeassetmanagement.co.uk
www.prestigefunds.com

Authorised and regulated by the Financial Conduct Authority (FCA)
Member of the Alternative Investment Management Association (AIMA)
Member of the Chartered Institute for Securities and Investment (CISI)

Company Registration Number: 6277530
VAT Registration Number: 928786268
FCA Registration Number: 486239
Mission

To provide investors with a genuine alternative inflation hedge in an increasingly uncertain and volatile world.
Asset Based - Direct Lending
High cost lending is less attractive to Banks

- Inefficient market: Each loan approval typically involves a personal site visit to the client

- Specialist market: Non-Commoditised areas of lending

- Relationship driven market:
  - High barriers to entry
  - Few remaining large / active lending players in the market
  - Frequent - repeat customer business activity / referrals and follow on business

- Relatively small specialist lending markets - approximately GBP 5bn / USD 6bn p.a. (most of which is controlled by commercial banks)

- Much of the lending activity is focused around the strategic financing of one or several assets which generates a specific productivity gain, or specific cost saving

- Loan customers are less sensitive to rates - more focused on long term client service and the “monthly cost” of servicing the loan

- Increasing security / collateral base - personal guarantees / asset debentures encourages repeat business

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Commercial Finance Opportunities

Executive Summary

- Alternative investment strategy focused on Capital Appreciation
- Access to the profitable institutional asset-based direct lending
- Established: diversified investment portfolio consisting of short term, high yielding loan assets
- Established: professional fund management team
- Established: professional specialist finance arranging team
- Non-correlated to traditional asset classes such as equities and bonds
- Consistent absolute returns in most market conditions
- Investment strategy ‘capacity’ remains limited

Niche Asset Class > which we believe is essential as part of a diversified investment portfolio in a low growth, low interest rate environment.

NOTE: Past performance is not a guide to future performance and investments can go down as well as up.
Commercial Finance Opportunities

Executive Summary

- The Fund targets annual net returns of 6-7% with annual volatility of below 1%
- The Fund inception date is 11/2011 and its strategy is Asset Based - Direct Lending with a focus on UK based small and medium size enterprise in areas such as construction, manufacturing, engineering and specialist service based industries
- The Fund has approximately USD 80mn assets under management and is used by approximately 100 investor groups globally
- Commercial Finance Opportunities (‘Fund’) is managed by Prestige Capital Management in conjunction with affiliated companies (“Prestige”)
- Prestige was founded in 2007 and specialises in alternative investments
- Prestige team consists of over 100 people in regulated operations in the UK and in several international financial centres
- Prestige has raised approximately USD 1.6bn since 2008

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
What it’s not…

- Not systematic, no black boxes, no algorithms
- Not “market-based”
- Not reliant on rising equity markets
- Not reliant on rising real estate markets
- Not equity-based and not a “stock picking” strategy
- Not commodity-based
- Not trend following
- Does not invest in emerging or frontier markets
- No “mark to model” portfolio valuation methodology

What it is…

- Short / medium term Asset Based factoring / invoice finance / commercial loans to SMEs
- Discretionary / Fundamental - strategic asset allocation
- Lending Teams have decades of real Asset Based finance / lending experience
- Diversified across multiple industrial, commercial sectors
Investment Objectives

- Steady, long term capital growth of 6-7% p.a.
- Low volatility (< 1% p.a.)
- Uncorrelated returns to traditional and alternative investments
- Commensurate liquidity to investors

Through selected investments in:

- Loans are secured against assets
- Strong diversification in terms of counterparties, sectors and types of finance
- Short term lending - typically 12-24 months
- A focus on small business operating in construction, engineering, manufacturing, fabricating and specialist service based industrial sectors

Since its launch in 2011 the Fund has not experienced a negative year

NOTE: As at 03/2018. Past performance is not a guide to future performance and investments can go down as well as up.

SOURCE: Prestige Capital Management Limited
Investment Process
Overview

- External Brokers
- Commercial Banks
- Law Firms

Deal Sourcing

Due Diligence

Portfolio Liquidation

Portfolio Construction & Monitoring

- Operational
- Fundamental
- Legal & Regulatory

- Self Liquidating Positions
- Refinancing
- Secondary Sale

- Weekly Calls
- Quarterly Visits
- Semi-Annual Independent Third Party Valuations

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
The Fund operates a diversified investment portfolio of asset based - loans which are typically secured against a diverse range of assets. Loan ‘collateral’ is typically tied to land, buildings and/or inventory, accounts receivable, personal guarantees and debentures over bank accounts.

Historic Trade Examples:


NOTE: As at 03/2018. All figures are approximate and subject to change without notice. All Finance Areas are examples only and may not be presentative of future lending activity. SOURCE: Prestige Capital Management Limited. FINANCE ARRANGER: Nucleus Commercial Finance Limited.
Investment Process
Lending Origination

The lending ‘origination’ process is labour-intensive and relationship-driven. The Fund contracts with a specialist UK based Finance Arranger established in 2011 with an experienced direct lending team of approximately 50 people.

The customer base is often small and medium size enterprises with a strong focus on providing finance to modernise small businesses and make efficiency / productivity gains

<table>
<thead>
<tr>
<th>SOURCE: Direct</th>
<th>SOURCE: Third Party</th>
<th>SOURCE: Third Party</th>
<th>SOURCE: Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Existing Customers</td>
<td>Mortgage Brokers</td>
<td>Manufacturers</td>
<td>Prestige - Companies</td>
</tr>
<tr>
<td>New Customers</td>
<td>Finance Arrangers</td>
<td>Dealers</td>
<td>Prestige - Clients</td>
</tr>
<tr>
<td>Sales Team</td>
<td>Financial Advisors</td>
<td>Suppliers</td>
<td>Other / Miscellaneous</td>
</tr>
<tr>
<td>Internet Marketing</td>
<td>Lawyers</td>
<td>Installers</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Accountants</td>
<td>Contractors</td>
<td></td>
</tr>
</tbody>
</table>

Since 2011 our Finance Arranger has been responsible for arranging over 1,000 loans to more than 500 borrowers - totalling approximately GBP 575m / USD 700m

Since inception of the Fund, its main counterparty (Finance Arranger) has expanded both in terms of the number, size and complexity of transactions it conducts and also the number of staff and retained consultant expertise it operates with to source and administer them.

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
**Investment Process**

**Lending Origination - Stages**

<table>
<thead>
<tr>
<th>Stage</th>
<th>Activities</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Sourcing</strong></td>
<td>- Extensive Third Party Relationships across UK, EU and US</td>
</tr>
<tr>
<td></td>
<td>- Prepare Summary of all deals for initial review</td>
</tr>
<tr>
<td><strong>Deal &amp; Sector Analysis</strong></td>
<td>- Analysis of Sector, Company and Collateral</td>
</tr>
<tr>
<td></td>
<td>- Identify right structure and create operational monitoring plan</td>
</tr>
<tr>
<td><strong>Credit Analysis</strong></td>
<td>- Analyse Borrower cash flows</td>
</tr>
<tr>
<td></td>
<td>- Identify right structure and create operational monitoring plan</td>
</tr>
<tr>
<td><strong>Closing Documents</strong></td>
<td>- Approval for Investment Committee</td>
</tr>
<tr>
<td></td>
<td>- Legal Documents and Account setup</td>
</tr>
<tr>
<td><strong>Loan &amp; Account Management</strong></td>
<td>- Monthly Collateral Valuations, Quarterly site visits</td>
</tr>
<tr>
<td></td>
<td>- Cash flow and Covenant monitoring</td>
</tr>
<tr>
<td><strong>Receivables Collection</strong></td>
<td>- Collect Receivables in lock boxes</td>
</tr>
<tr>
<td></td>
<td>- Analyse actual cash flows against expected to spot problems</td>
</tr>
<tr>
<td><strong>Credit Reviews</strong></td>
<td>- Quarterly Balance Sheet and Income analysis</td>
</tr>
<tr>
<td></td>
<td>- Unwind positions following 2 successive downgrades</td>
</tr>
</tbody>
</table>

**NOTE:** As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.

**SOURCE:** Prestige Capital Management Limited
Largest asset of many small businesses is their outstanding invoices / receivables
Many loan customers are land / property owners running family businesses and small limited companies
May have a relatively conservative balance sheet
May have an operating overdraft facility with a bank
May have a low debt approach to financing
May operate several businesses and are looking for ways to diversify their income and make productivity gains

Over 1,000 bank branches closed between 2015 and 2016. Access to credit and the speed of new loan approvals has not recovered from 2007


NOTE:  As at 03/2018.  All figures, terms and conditions are approximate and subject to change without notice.
SOURCE:  Prestige Capital Management Limited
A multi level loan filtering, profiling and evaluation process

Investment Manager - Investment Committee

Lending Criteria / Acceptable - Risk - Assets - Areas - Customers

Finance Arranger - Credit Committee

Individual Loan Origination / Loan Customer Approval

Investment Manager - Investment Committee

Individual Loan Approval

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Systems and Technology used

- Equifax and Experian - credit reference data
- Credit Safe - credit reference data
- Red Flag
- Microsoft Office 360 / Cloud
- Salesforce
- UK government Land Registry - data alerts
- UK government Companies House - data alerts
- Google - data alerts
- Client interest and capital payments are made by Bank ‘Direct Debit’ or ‘Standing Order’

With approximately 5.4 million* small businesses in the UK, there is an increasing amount of data available for use in the screening / origination processes

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.
Investment Process
Lending Criteria

**Quantitative**

- Minimum of 3 years audited and published accounts
- Verified credit references
- Partner or Director personal credit searches through ‘Experian’ credit data vendor group
- Company credit searches through ‘Experian’ and or ‘Creditsafe’ credit data vendor groups
- Experian rating above 60 / 100 for businesses and above 600 / 1200 for individuals

**Qualitative**

- Loan - size
- Loan - duration
- Loan type - (invoice, cashflow, secured loan, asset finance etc.)
- Loan to value (% deposit)
- Customer - credit rating
- Customer - type (corporate)
- Customer - sector
- Customer - size
- Customer - payment history
- Customer - location
- Customer - relationship (existing / new?)
- Personal guarantee - secured on other assets (land, property, buildings, shares etc.)

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.

SOURCE: Prestige Capital Management Limited
Investment Process
Lending Criteria, Collateral & Security

Increasing levels of borrower security often come in the form of:

**Asset Finance**
- Cash deposit
- Ownership of the asset until maturity
- Personal Guarantee (on larger transactions)

**Project Finance**
- Personal Guarantees from company owners / directors (on larger transactions)
- Debenture over company bank account
- Partial ownership of the asset until loan maturity (in some cases)
- UK / Land
- UK / Buildings
- Government ‘feed in tariffs’ (FiTs)
- Operational ‘step in rights’
- Company share pledge
- Other ‘un-encumbered’ assets

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
No ‘Consumer’ Finance

Lending is only entered into with corporate bodies and partnerships with four or more partners and other considerations, such as value of loan etc. These are Unregulated Agreements.

The Fund’s main counterparty ‘Finance Arranger’ operates with a suite of almost 50 individual loan customer agreements and uses both internal and external legal counsel - depending on their complexity.

These ‘bespoke’ finance solutions put in place with each customer help to safeguard and regulate different parts of the financing activity and supporting collateral, as well as control of the rights and behaviour of the underlying borrower.
Investment Process

Risk Control

- Strong Origination Process
  - Finance Arranger Credit Committee
  - Fund Investment Committee

- Diversified investment loan portfolio

- Lending structure often requires financed assets to remain in ownership of the lender until the final payment

- Strong loan management and monitoring process

- Passive loan monitoring - desktop analysis / alerts

- Active loan monitoring - on site physical meetings

- Borrowers may pledge additional personal assets such as land and buildings

- Debentures may be taken over borrower bank accounts and other assets

- Cash deposits are often taken from borrowers

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Investment Process
Risk Control – Ongoing Monitoring

A multi level loan / customer on-going monitoring process

- Borrower bank statements will typically be analysed monthly
- Borrower balance sheet and cash flow statements will typically be analysed quarterly
- Based on the quarterly analysis, a Borrower Internal Risk Rating 1 - 6 will be assigned
- Internal Risk Ratings will indicate the Borrower outlook over the previous 12 months and expected outlook for the next 12 months

### Passive Monitoring
- Finance Arranger - Desktop Analysis - All loan customers
- Investment Manager - Top 50 loan customers

### Active Monitoring
- Finance Arranger - Site / Field Visits - multiple times a year - Top 25-50 loan customers
- Investment Manager - Top 10 loan customers

### Real Time Monitoring
- Finance Arranger - Desktop Analysis / Bank Accounts - Top 25-50 loan customers
- Investment Manager - Desktop Analysis - Review of dashboard hub

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Investment Process

Risk Control - Governance & Oversight

- Fund - Board includes Directors who are individually approved by various international regulatory and professional trade bodies including:
  - Financial Conduct Authority (FCA) - United Kingdom
  - Malta Financial Services Authority (MFSA) - Republic of Malta
  - Swiss Financial Market Supervisory Authority (FINMA) - Switzerland
  - Cayman Island Monetary Authority (CIMA) - Cayman
  - Commission de Surveillance du Secteur Financier (CSSF) - Luxembourg

- Fund - Board (and its special purpose vehicles) includes 2 experienced / professional independent Directors

- Fund - independently audited (on site) 5 years running by a top-five audit firm

- Fund - independently administered by Mitsubishi UFG (one of the world’s largest banking groups)

- Fund - operates with no loans to directors, shareholders of Prestige and / or affiliated companies (except to SPVs operated by the dedicated Finance Arranger)

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Investment Process

Risk Control - Governance & Oversight

- Fund - operates with no ‘leverage’
- Fund - operates with no ‘derivatives’ (except forward contracts FX share class hedging)
- Fund - operates with no elaborate ‘mark to model’ / ‘future income’ valuation methodology
- Fund - operates with no ‘exotic financial engineering’
- Investment Manager - team includes 2 x FCA (UK) / MFSA (Malta) / CSSF (Luxembourg) approved Directors
- Investment Manager - team includes a former Barclays Bank - Commercial Lending Officer
- Investment Manager - team includes a former Chemical Bank (JP Morgan) - banker
- Investment Manager - team includes a former Credit Suisse - banker / PwC - auditor
- Investment Manager - operates a monthly ‘Investment Committee’
- Investment Manager - operates various regular internal administration, risk, operational teams / meetings and processes
- Investment Manager - publishes significant / detailed portfolio analysis report (typically monthly) of Fund’s investment loan portfolio
- Investment Manager - retains a seat on the board of the Finance Arranger and operates / attends board meetings (typically quarterly)
- Members of the Investment Manager personally visits larger loan clients in addition to the ‘Finance Arranger’

NOTE: As at 03/2018. All figures are approximate and subject to change without notice.

SOURCE: Prestige Capital Management Limited
Investment Process
Risk Control - Liquidity

- Loan portfolio - interest of approximately 10% p.a.
- Loan portfolio - return of capital of approximately 100% p.a.
- Loan portfolio - early repayment of up to 20% p.a.
- Fund - cash buffer @ 10-15% NAV
- Fund - borrowing / overdraft credit facility
- Fund’s main counterparty (Finance Arranger) and / or some of its other counterparty lenders also have borrowing / overdraft credit facilities
- Ability to sell loans internally to other Prestige Funds / Managed Debt Pools
- Ability to sell loans externally

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.
SOURCE: Prestige Capital Management Limited
Investment Process

Risk Control - Portfolio Asset Allocation

- Portfolio - Ongoing qualitative and quantitative asset risk screening process
- Portfolio - Limit exposure to any single loan
- Portfolio - Limit exposure to any single loan customer
- Portfolio - Limit exposure to any single loan sector
- Portfolio - Analysis of level and variability of historic defaults / impairments
- Portfolio - Loan to Value (LTV) limits and limits on non-secured lending
- Portfolio - Maintains strong client / sector diversification
Investment Process

Investment Portfolio - Snapshot

Asset Allocation - Finance Portfolios % of Fund

Finance Portfolio 1: 30.80%
Finance Portfolio 2: 23.09%
Finance Portfolio 3: 18.37%
Finance Portfolio 4: 10.99%
Finance Portfolio 5: 5.25%
Finance Portfolio 6: 5.13%
Finance Portfolio 7: 3.74%
Finance Portfolio 8: 2.62%
Investment Process

Investment Portfolio - Snapshot

Asset Allocation - Finance Portfolios # of Loans / % of Loans

<table>
<thead>
<tr>
<th>Finance Portfolio</th>
<th># of Loans</th>
<th>% of Loans</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>527</td>
<td>49%</td>
</tr>
<tr>
<td>2</td>
<td>165</td>
<td>15%</td>
</tr>
<tr>
<td>3</td>
<td>138</td>
<td>13%</td>
</tr>
<tr>
<td>4</td>
<td>69</td>
<td>6%</td>
</tr>
<tr>
<td>5</td>
<td>67</td>
<td>6%</td>
</tr>
<tr>
<td>6</td>
<td>66</td>
<td>6%</td>
</tr>
<tr>
<td>7</td>
<td>29</td>
<td>3%</td>
</tr>
<tr>
<td>8</td>
<td>17</td>
<td>2%</td>
</tr>
</tbody>
</table>

NOTE: As at 03/2018. All figures, terms and conditions are approximate and subject to change without notice.

SOURCE: Prestige Capital Management Limited
## Commercial Finance Opportunities

### Market Correlations

<table>
<thead>
<tr>
<th>CORRELATION 11/2013 - 03/2018</th>
<th>MSCI World Index USD</th>
<th>UK 10 Year Treasury Index GBP</th>
<th>Prestige Alternative Finance USD</th>
<th>Commercial Finance Opportunities USD</th>
</tr>
</thead>
<tbody>
<tr>
<td>MSCI World Index USD</td>
<td></td>
<td></td>
<td>0.29</td>
<td>0.03</td>
</tr>
<tr>
<td>UK 10 Year Treasury Index GBP</td>
<td>-0.21</td>
<td></td>
<td>0.36</td>
<td>0.05</td>
</tr>
<tr>
<td>Prestige Alternative Finance USD</td>
<td>0.03</td>
<td>0.08</td>
<td></td>
<td>0.14</td>
</tr>
<tr>
<td>Commercial Finance Opportunities USD</td>
<td>0.03</td>
<td>0.09</td>
<td>0.14</td>
<td></td>
</tr>
</tbody>
</table>

**NOTE:** As at 03/2018. Past performance is no guide to future performance and investments can go down as well as up. Participating PALTF USD results prior to 05/2014 are a composite proforma based upon actual results of Participating Shares with certain fees rebated. Participating CFO USD results prior to 03/2016 are a composite proforma based upon actual results of Participating Shares with certain fees rebated. **SOURCE:** Prestige Capital Management Limited
NOTE: As at 03/2018. Past performance is no guide to future performance and investments can go down as well as up. Participating PALTF USD results prior to 05/2014 are a composite proforma based upon actual results of Participating Shares with certain fees rebated. Participating CFO USD results prior to 03/2016 are a composite proforma based upon actual results of Participating Shares with certain fees rebated. SOURCE: Prestige Capital Management Limited
Commercial Finance Opportunities

Conclusion

- Access to an established institutional asset-based direct lending team and a diversified managed pool of high yielding loans assets
- Generating consistent, absolute returns with low volatility in various market conditions
- Low correlation to traditional assets classes such as equities and bonds
- Managed by an experienced team with a strong history in loan origination, credit scoring, and loan portfolio management
- UK small business are often conservative - asset rich, cash poor and under invested - in need of modernisation and productivity gains

<table>
<thead>
<tr>
<th>Net of Fees USD</th>
<th>CFO I-Class</th>
<th>US 10 Year Treasury Index</th>
<th>US Bank Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>TOTAL</td>
<td>53.31%</td>
<td>15.32%</td>
<td>2.83%</td>
</tr>
<tr>
<td>3 YEAR</td>
<td>21.62%</td>
<td>7.03%</td>
<td>1.93%</td>
</tr>
<tr>
<td>2 YEAR</td>
<td>13.87%</td>
<td>5.05%</td>
<td>1.57%</td>
</tr>
<tr>
<td>1 YEAR</td>
<td>6.63%</td>
<td>2.51%</td>
<td>0.92%</td>
</tr>
</tbody>
</table>

NOTE: As at 03/2018. Past performance is no guide to future performance and investments can go down as well as up. Participating I-Class USD results prior to 02/2016 are a composite proforma based upon actual results of Participating Classes USD with certain fees rebated.
SOURCE: Prestige Capital Management Limited
# Commercial Finance Opportunities

## Summary of Terms

<table>
<thead>
<tr>
<th>Category</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>FUND / SCHEME:</strong></td>
<td>Secured Growth Finance (SICAV-SIF)</td>
</tr>
<tr>
<td><strong>SCHEME / CELL:</strong></td>
<td>Commercial Finance Opportunities</td>
</tr>
<tr>
<td><strong>DOMICILE:</strong></td>
<td>Luxembourg (EU)</td>
</tr>
<tr>
<td><strong>STRUCTURE:</strong></td>
<td>SICAV-SIF (Open Ended)</td>
</tr>
<tr>
<td><strong>EXCHANGE LISTING:</strong></td>
<td>Euronext Dublin (EU)</td>
</tr>
<tr>
<td><strong>SCHEME REGULATORY TYPE:</strong></td>
<td>Alternative Investment Fund Manager (AIFM)</td>
</tr>
<tr>
<td><strong>REGULATOR:</strong></td>
<td>Commission de Surveillance du Secteur Financier (CSSF)</td>
</tr>
<tr>
<td><strong>REGULATORY STATUS:</strong></td>
<td>Alternative Investment Fund Manager Directive (AIFMD)</td>
</tr>
<tr>
<td><strong>INVESTMENT STRATEGY:</strong></td>
<td>Asset Based - Invoice Finance / Commercial Finance</td>
</tr>
<tr>
<td><strong>INVESTMENT MANAGER:</strong></td>
<td>Prestige Capital Management Limited</td>
</tr>
<tr>
<td><strong>FINANCE ARRANGER:</strong></td>
<td>Nucleus Commercial Finance Limited</td>
</tr>
<tr>
<td><strong>MARKETING &amp; DISTRIBUTION SERVICES AGENT:</strong></td>
<td>Prestige Asset Management Limited</td>
</tr>
<tr>
<td><strong>FUND ADMINISTRATION:</strong></td>
<td>Mitsubishi UFJ Investor Services &amp; Banking S.A. (Luxembourg)</td>
</tr>
<tr>
<td><strong>FUND CUSTODIAN &amp; BANK:</strong></td>
<td>Mitsubishi UFJ Investor Services &amp; Banking S.A. (Luxembourg)</td>
</tr>
<tr>
<td><strong>FUND AUDITOR:</strong></td>
<td>KPMG (Luxembourg)</td>
</tr>
<tr>
<td><strong>BASE CURRENCY:</strong></td>
<td>GBP</td>
</tr>
<tr>
<td><strong>CURRENCIES:</strong></td>
<td>GBP / EUR / USD / CHF / SEK</td>
</tr>
<tr>
<td><strong>MINIMUM SUBSCRIPTION:</strong></td>
<td>EUR 125,000 (or currency equivalent)</td>
</tr>
<tr>
<td><strong>MINIMUM TOP UP:</strong></td>
<td>EUR 10,000 (or currency equivalent)</td>
</tr>
<tr>
<td><strong>SUBSCRIPTIONS:</strong></td>
<td>Monthly</td>
</tr>
<tr>
<td><strong>LIQUIDITY:</strong></td>
<td>Up to USD 2 million (or currency equivalent) monthly on 30 days’ notice.</td>
</tr>
<tr>
<td></td>
<td>Amounts greater than this (or currency equivalent) are by prior arrangement.</td>
</tr>
<tr>
<td><strong>FEES:</strong></td>
<td>Management: 1.50% p.a. Performance: 0% Initial: 0% Redemption: 5% in first year declining by 1% per year, 0% after 5 years</td>
</tr>
</tbody>
</table>

**NOTE:** Currency share class subscriptions should observe the equivalent EUR scheme regulatory minimum at the time of investment in order to be accepted. Life Insurance Company / Nominee Investors - the minimum initial investment level of a Fund can be met by submitting multiple investments across all currency classes for the same dealing date.
Commercial Finance Opportunities
Operational Flow

NOTE: Loan Origination is conducted by Nucleus Asset Finance Limited and Nucleus Commercial Finance Limited - Special Purpose Vehicles
SOURCE: Prestige Capital Management Limited. Subject to change without notice.
APPENDIX 1: Prestige  
Building on success

A Successful track record in Fund-based lending

Established in 2007, Prestige consists of several companies under common ownership and control with operations in the UK, Malta, Luxembourg and Cayman and during that time has raised over USD 1.5bn with a focus on private debt / credit related fund based, alternative investment strategies.

Since 2011, the Commercial Finance Opportunities Fund has grown to over USD 80ml, and is used by almost 100 financial advisory groups globally. The Fund operates a diversified investment portfolio consisting of asset based loans in invoice finance, cashflow finance, property finance and asset finance sectors with a strong focus on small and medium size enterprise in the UK in areas such as manufacturing, engineering, construction and specialist service based industries. The investment portfolio includes lending and finance opportunities on specific transactions and or assets held in dedicated ring fenced special purpose vehicles (SPVs) and dedicated funds. Most of the lending origination and ongoing servicing is conducted by an established, specialist, independent Finance Arranger (owned by Prestige).

NOTE: As at 03/2018. Past performance is no guide to future performance and investments can go down as well as up. Participating results prior to 03/2016 are a composite proforma based upon actual results of Participating Classes with certain fees rebated. SOURCE: Prestige Capital Management Limited
PEOPLE AND PROCESS

Investment Advisor team includes:

- 4 Financial Conduct Authority (FCA) approved / regulated professionals
- A former Nomura Bank / Mitsubishi UFJ / US MBA-educated former banker
- A former Wachovia Bank / Merrill Lynch / US MBA-educated former banker
- A former Barclays Bank - commercial lending specialist
- Team with combined experience of over 150 years in the private finance space
- Originated, managed and liquidated over GBP 1 billion / USD 1.55 billion in the private finance space
- Uses proprietary risk systems to effectively manage these transactions
- Developed proprietary risk ratings matrix to analyse all transactions, reflecting the credit risks associated with underlying loan sector and borrowers
- With the experience and knowledge in the sector, Commercial Finance Opportunities is ideally positioned to source the best transactions for investors

Plus the international resources of ‘Prestige’
APPENDIX 1 : Prestige
Clients

Our diversified client / investor base includes:

International Institutional Investors
- Banks
- Corporations
- Insurance companies
- Pension funds
- Public entities and authorities
- Registered charities

International Professional Advisors
- Alternative investments third party marketers
- Asset managers
- Discretionary investment advisors
- Discretionary investment trusts
- Distribution networks for financial products
- Family offices
- Hedge fund managers
- Private banks

Prestige Asset Distribution
Gross Assets Raised - Highlights

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<th>Year</th>
<th>USD</th>
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<td>2012</td>
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<td>2013</td>
<td>195mn</td>
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<tr>
<td>2014</td>
<td>207mn</td>
</tr>
<tr>
<td>2015</td>
<td>205mn</td>
</tr>
<tr>
<td>2016</td>
<td>273mn</td>
</tr>
<tr>
<td>2017</td>
<td>258mn</td>
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01/2008 - 03/2018 USD 1.6bn

NOTE: All figures are approximate and subject to change without notice.
SOURCE: Prestige Asset Distribution Limited.
APPENDIX 1 : Prestige
Regulatory Institutions & Industry Associations

Secured Growth Finance Opportunities (SICAV-SIF)
Commercial Finance Opportunities (Fund)
is registered with the Commission de Surveillance du Secteur Financier (CSSF)
www.cssf.lu

Prestige Capital Management Limited
is authorised and regulated in Malta by Malta Financial Services Authority (MFSA)
www.msfa.com.mt

Prestige Capital Management Limited
is a member of the Malta Funds Industry Association (MFIA)
www-mfia.org-mt

Prestige Asset Management Limited
is authorised and regulated in UK by Financial Conduct Authority (FCA)
www-fca.org-uk

Prestige Asset Management Limited
is a member of the Alternative Investment Management Association (AIMA)
www.aima.org

Prestige Asset Management Limited
is a member of the Chartered Institute for Securities & Investment (CISI)
www.cisi.org
As a result of the continued global economic slowdown and the problems caused by the 2007/08 credit bubble, UK, EU and US bank deposit rates remain low, and returns remain low and often below inflation. Additionally, traditional bank lending is still subdued and traditional equity-based investments continue to be volatile.

When reviewing various investment opportunities, Prestige researched the asset-based finance / lending / leasing and factoring markets and the extent to which the servicing of these markets has been abandoned by many of the traditional lending banks. These markets are now mainly serviced by independent finance brokers who place the business under a line of credit.

Asset-Based Lending is a business loan secured by collateral (assets). The loan / lease, or ‘line of credit’, is secured against inventory, accounts receivable and/or other balance-sheet assets.

Prestige has identified a specialist Finance Arranger which primarily services the UK industrial sector and has a long track record of selecting high quality clients with strong assets - resulting in low default rates.
APPENDIX 2: UK / SME Lending - Overview
Areas of Concern: Why traditional banks may lend less

- Since 2008, several large UK and International lenders have gone bust, been nationalised or bailed out (Bank of Scotland, Royal Bank of Scotland, Lloyds, Northern Rock, Alliance & Leicester, Bradford & Bingley, Barclays, Anglo Irish, Fortis, Dexia, ING, Popular, CoOp, Kaupthing) … potentially meaning less ability to lend to non-core areas.

- Many UK and international lenders’ share prices collapsed from their 2007 peaks and remain significantly lower than 10 years ago despite recent strong gains in Western stock-markets … potentially meaning less ability to lend to non-core areas.

- All UK and EU banks are required to maintain significantly higher ‘Tier 1 Capital Ratios’ in line with ‘Basel 3’ rules … potentially meaning less ability to lend to non-core areas.

- EU-wide caps on bankers’ bonuses will push up fixed costs … potentially meaning less ability to lend to non-core areas.

- UK Government ‘Vickers’ Report’ recommends that banks break up risky ‘Investment Banking’ activities from ‘retail / Commercial Banking’ activities … potentially meaning less ability to lend to non-core areas.

- Since 2008 several large UK Banking groups have merged, meaning less competition (HBOS/Lloyds, RBS/NatWest, Santander/Alliance & Leicester/Bradford & Bingley) … potentially meaning less ability to lend to non-core areas.
APPENDIX 2: UK / SME Lending - Overview

Areas of Concern: Why traditional banks may lend less

- Royal Bank of Scotland (RBS) (previously the UK’s biggest lender) has exited approximately 40 businesses over the past 5 years, has made redundant approximately 40,000 people and shrunk its balance sheet by approximately GBP£1Tr / USD$1.3Tr … potentially meaning less ability to lend to non-core areas.

- HSBC (Europe’s largest bank) has exited approximately 50 businesses over the past 5 years and has made redundant approximately 50,000 people … potentially meaning less ability to lend to non-core areas.

- ING (a previously-large UK agri lender) has left the UK, selling its retail banking businesses to Barclays and putting its significant agri / industrial / commercial loan book in ‘run off’.

- Bank / regulator ‘Capital Adequacy’ requirements for commercial lending to small to medium size enterprises is often significantly higher than that of home mortgage lending.

- The 6 largest US banking groups have spent over USD 100bn on litigation since 2008! SOURCE: Bloomberg

- The 4 largest UK banking groups were forced to set aside GBP 21.5bn to cover fines and customer redress in 2013.  SOURCE: Bloomberg

- BREXIT may force European lenders to leave or reduce exposures … potentially meaning less ability to lend to non-core areas.
APPENDIX 2: UK / SME Lending - Overview

Areas of Concern: Credit

10 years since the 2008 financial crisis!

Royal Bank of Scotland Plc
Share Price 30 / 06 / 2007 GBP 63.30
Share Price 28 / 02 / 2018 GBP 2.68
-95%

Barclays Bank Plc
Share Price 30 / 06 / 2007 GBP 6.96
Share Price 28 / 02 / 2018 GBP 2.13
-69%

SOURCE: Bloomberg

ARTICLE OF INTEREST: Small businesses losing overdrafts at a rate of GBP 5m per day
http://www.telegraph.co.uk/finance/newsbysector/banksandfinance/11951747/Small-businesses-losing-overdrafts-at-a-rate-of-5m-per-day.html

ARTICLE OF INTEREST: 1000 Bank Branch Closures from 2015-2017
APPENDIX 2: UK / SME Lending - Overview

Areas of Concern: Credit

Banks: Market Capitalisation 2007 vs. 2018

<table>
<thead>
<tr>
<th>Bank</th>
<th>Market Value as of Q1 2018, USDbn (Approximate)</th>
<th>Market Value as of Q2 2007, USDbn (Approximate)</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>HSBC</td>
<td>215,0</td>
<td>215.0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Barclays</td>
<td>91</td>
<td>48.5</td>
<td>-46.70%</td>
</tr>
<tr>
<td>Royal Bank of Scotland</td>
<td>120</td>
<td>50.2</td>
<td>-58.17%</td>
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<tr>
<td>Citigroup</td>
<td>201.7</td>
<td>98.1</td>
<td>-1.91%</td>
</tr>
<tr>
<td>Goldman Sachs</td>
<td>200</td>
<td>98.1</td>
<td>-1.91%</td>
</tr>
</tbody>
</table>

- UNITED KINGDOM

<table>
<thead>
<tr>
<th>Bank</th>
<th>Market Value as of Q1 2018, USDbn (Approximate)</th>
<th>Market Value as of Q2 2007, USDbn (Approximate)</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>BNP Paribas</td>
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<tr>
<td>UBS</td>
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<tr>
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<td>Credit Agricole</td>
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</table>

- UNITED STATES OF AMERICA

- EUROPE

10 years since the 2008 financial crisis!
APPENDIX 2: UK / SME Lending - Overview

Areas of Concern: Credit

Bank Lending to SMEs Remains Weaker than 10 years ago

M4 net lending to Private Non-Financial Corporations (PNFCs) 03/2004 - 12/2017

SOURCE: Bank of England
APPENDIX 3: Financial Markets

Overview

Historically low returns on bank deposits. This is likely to continue for several years.

The REAL RETURN for many investors is negative.

SOURCE: Bloomberg

Continued uncertainty and volatility in the equity, bonds and commodity markets.

Are these the asset classes you want to be exposed to in the medium term?

Index has been rebased to USD100 for comparison purposes only

SOURCE: Bloomberg
APPENDIX 4: UK / SME Lending - Overview

Historic Trade Example

Historic Trade Examples:


NOTE: As at 02/2018. All figures are approximate and subject to change without notice.

All Finance Areas and Historic Trade Example are example only and may not be representative of future lending activity.

SOURCE: Prestige Capital Management Limited
## International Fund Reference Codes

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International Institutional Distribution

OpenFunds
investment services

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OpenFunds Investment Services AG
Seefeldstrasse 35, 8008, Zurich, Switzerland
Via Balestra 27, 6900, Lugano, Switzerland
T: +41 44 500 3108
E: info@open-funds.ch
www.open-funds.ch
Authorised and Regulated by the Swiss Financial Market Authority (FINMA)

Prestige
Asset Distribution

INTERNATIONAL FUND DISTRIBUTION SERVICES
Prestige Asset Distribution Limited
Registered Office: 90 Main Street, PO Box 3099, Road Town,
Tortola, British Virgin Islands
T: +1 345 949 0456
E: info@prestigeassetdistribution.com
www.prestigeassetdistribution.com