

1. LIST OF AMENDMENTS IN THE VISA STAMPED PROSPECTUS OF PROTEA FUND DATED 4 AUGUST 2016 AGAINST THE VERSION DATED NOVEMBER 2016

1.1 Introduction

Section 1.2 of this document lists all the changes that have been made to the visa stamped prospectus dated 4 August 2016 of Protea Fund (the **Fund**), a Luxembourg investment company with variable capital, organised under the form of a public limited liability company (*société anonyme*), subject to part I of the Luxembourg act of 10 December 2010 on undertakings for collective investment, as amended.

The main amendments to the prospectus of the Fund relate to the following:

- (1) amendment of the section 6 headed "*Anti-Money Laundering and Terrorist Financing Requirements*" of the General Section;
- (2) removal of the sections 16.5 to 16.10 of the General Section relating to the European Union tax considerations;
- (3) addition of a section 17 headed "*Exchange of Information for Tax Purposes*" to the General Section;
- (4) cosmetic amendments to the section headed "*Investment Objective*" of the section 3 of the Appendix 1 describing the feature and characteristics of Protea Fund – Blue Sky;
- (5) addition of a section 23 headed "*Protea Fund – Diversified*" to the Appendix 1; and
- (6) launching of Protea Fund – Diversified.

Capitalised terms not defined herein will have the meaning scribed to them in the latest visa stamped prospectus of the Fund dated November 2016 (the **Prospectus**).

1.2 List of amendments

- (a) Update of the table of content of the Prospectus and update of the cross references within the Prospectus.
- (b) Section 6 headed "*Anti-Money Laundering and Terrorist Financing Requirements*" of the General Section has been restated as follows:

"6.1 Measures aimed towards the prevention of money laundering as provided by Luxembourg laws and the circulars as issued by the CSSF are the responsibility of the Fund, that delegates to the Administrative Agent such controls.

6.2 These measures may require the Administrative Agent to request verification of the identity of any prospective investor. By way of example, an individual may be required to produce a copy of his/her passport or identification card duly certified by a competent authority (e.g. embassy, consulate, notary, police officer, solicitor, financial institution domiciled in a country imposing equivalent identification requirements or any other competent authority. In the case of corporate applicants, this may require, amongst others, production of a certified copy of the certificate of incorporation (and any change of name) and investor's memorandum and articles of association (or equivalent), a recent list of its shareholders showing a recent stake in its capital, printed on the letterhead of the investor

duly dated and signed, an authorised signature list and an excerpt of the trade register. It should be noted that the above list is not exhaustive and that the investors may be required to provide further information to the Administrative Agent in order to ensure the identification of the final beneficial owner of the Shares.

6.3 Until satisfactory proof of identity is provided by potential investors or transferees as determined by the Administrative Agent, it reserves the right to withhold issue or approval of registration of transfers of Shares. Similarly, redemption proceeds will not be paid unless compliance with these requirements has been made in full. In any such event, the Administrative Agent will not be liable for any interest, costs or compensation.

6.4 In case of a delay or failure to provide satisfactory proof of identity, the Administrative Agent may take such action as it thinks fit.

6.5 These identification requirements may be waived by the Administrative Agent in the following circumstances:

(a) in the case of a subscription through a financial intermediary which is supervised by a regulatory authority which imposes an investors' or transferees' identification obligation equivalent to that required under Luxembourg laws for the prevention of money laundering and to which the financial intermediary is subject;

(b) in the case of a subscription through a financial intermediary whose parent is supervised by a regulatory authority which imposes an investors' or transferees' identification obligation equivalent to that required under Luxembourg laws for the prevention of money laundering and where the law applicable to the parent or the group policy imposes an equivalent on its subsidiaries or branches."

- (c) Section 15 of the General Section has been amended as follows (underscore (addition) or ~~striketrough~~ (deletions) text):

"15. RISK CONSIDERATIONS."

- (d) Sections 16.5 to 16.10 of the General Sections have been removed;

- (e) Addition of a Section 17 headed "Exchange of information for Tax Purposes" to the General Section which reads as follows:

"17.0 The Fund may be required to report certain information about its Shareholders and, as the case may be, about individuals controlling Shareholders that are entities, on an automatic and annual basis to the Luxembourg direct tax administration (Administration des contributions directes) in accordance with, and subject to, the Luxembourg law of 21 June 2005 implementing the Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments, the Luxembourg law of 24 July 2015 concerning FATCA, and/or the Luxembourg legislation implementing Council Directive 2014/107/EU and the standard for automatic exchange of financial account information in tax matters developed by the OECD with the G20 countries (commonly referred to as the "Common Reporting Standard"), each as amended from time to time (each an "AEOI Law" and collectively the "AEOI Laws"). Such information, which may include personal data (including, without limitation, the name, address, country(ies) of tax residence, date and place of birth and tax identification number(s) of any reportable individual) and certain financial data about the relevant Shares (including, without limitation, their balance or value and gross payments made thereunder), will be transferred by the Luxembourg direct tax administration to the competent authorities of the relevant foreign jurisdictions in

accordance with, and subject to, the relevant Luxembourg legislation and international agreements.

17.1 Each Shareholder and prospective investor agrees to provide, upon request by the Fund (or its delegates), any such information, documents and certificates as may be required for the purposes of the Fund's identification and reporting obligations under any AEOI Law. The Fund reserves the right to reject any application for Shares or to redeem Shares (i) if the prospective investor or Shareholder does not provide the required information, documents or certificates or (ii) if the Fund (or its delegates) has reason to believe that the information, documents or certificates provided to the Fund (or its delegates) are incomplete or incorrect and the Shareholder does not provide, to the satisfaction of the Fund (or its delegates), sufficient information to cure the situation. Prospective investors and Shareholders should note that incomplete or inaccurate information may lead to multiple and/or incorrect reporting under the AEOI Laws. Neither the Fund nor any other person accepts any liability for any consequences that may result from incomplete or inaccurate information provided to the Fund (or its delegates). Any Shareholder failing to comply with the Fund's information requests may be charged with any taxes and penalties imposed on the Fund attributable to such Shareholder's failure to provide complete and accurate information.

17.2 Each Shareholder and prospective investor acknowledges and agrees that the Fund will be responsible to collect, store, process and transfer the relevant information, including the personal data, in accordance with the AEOI Laws. Each individual whose personal data has been processed for the purposes of any AEOI Law has a right of access to his/her personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete."

- (f) Sections 3.5 and 3.6 of Appendix 1 regarding the Investment Objective of Protea Fund – Blue Sky has been amended and merged and read as follows (underscore (addition) or ~~strikethrough~~ (deletions) text):

~~"3.5 In principle, the Compartment will take a long term and relatively evenly assorted exposure towards global fixed income, global equities and alternative investments."~~

3.5 The choice of investments will neither be limited by a specific asset type, geographical area (including emerging markets), economic sector nor in terms of currencies in which investments will be denominated. ~~3.6~~ Depending on the market conditions, the portions of the asset classes may ~~however~~ be adjusted for tactical reasons."

- (g) Section 3.10.(d).(v) of Appendix 1 regarding the Investment Objective of Protea Fund – Blue Sky has been amended as follows (underscore (addition) or ~~strikethrough~~ (deletions) text):

"3.9 ~~3.10~~ The Compartment will endeavour to attain the investment objective by mainly investing in Transferable Securities, namely:

(...)

(d) structured investment products such as but not limited to certificates, bonds, or other Transferable Securities whose returns are correlated to:

(...)

(v) *UCITS/UCI, including notably UCITs eligible alternative strategy funds hedge funds and/or fund of hedge funds*;

(...)."

- (h) Section 3.11 of Appendix 1 regarding the Investment Objective of Protea Fund – Blue Sky has been amended as follows (underscore (addition) or ~~striketrough~~ (deletions) text):

"3.10 ~~3.11~~ Within the limits set out in the investment restrictions described in Section ~~21~~ 22 of the main body of the Prospectus, the Compartment may also achieve the investments described under sub-paragraphs ~~3.109(a)~~, ~~3.109(b)~~, ~~3.109(c)~~, and ~~3.109(d)~~ above indirectly by investing a significant part of its assets in UCITS or UCIs . Due to the fact that the Sub-fund invests in other UCIs, the Shareholder is exposed to a possible duplication of fees and charges. However, the maximum percentage of the fixed management fee at the level of the target UCIs will be 2%."

- (i) Section 3.15 of Appendix 1 regarding the Investment Objective of Protea Fund – Blue Sky has been amended as follows (underscore (addition) or ~~striketrough~~ (deletions) text):

"3.14 ~~3.15~~ If the Investment Manager considers this to be in the best interest of the Shareholders, the Compartment may also, for defensive purposes, ~~on an ancillary basis~~, hold up to 100% of its net assets in liquid assets, money market funds and Money Market Instruments."

- (j) Addition of a Section 23 headed "Protea Fund – Diversified" to the Appendix 1.