

# **RESS Life Investments A/S**

**Ress Life Investments A/S (a limited liability Danish company), CVR-no. 33593163.**

**Offer Document for Admission to Trading on NASDAQ Copenhagen of 40,266 Existing Shares of  
each a Nominal Value of EUR 500.00 per Share.**

## **Declaration by the persons responsible for the offer document**

*"We hereby declare that, to the best of our knowledge and belief, the information provided in the offer document is accurate and that, to the best of our knowledge and belief, the offer document is not subject to any omissions that may serve to distort the picture the offer document is to provide, including that all relevant information in the minutes of board meetings, long-form audit reports and other internal documents is included in the offer document".*

*In the offer document reference is made to information received from third parties. It is hereby confirmed that the information has been reproduced accurately and that to the Board of Director's knowledge, no facts, which are published by third parties, have been omitted which could have caused the reproduced information to be inaccurate or misleading.*

Copenhagen, the 18 November 2015.

Ress Life Investments A/S

### *Board of Directors*

Helle Marianne Breinholt (Chairman)  
CEO

Jack Austern  
Professional board member

Jeppe Buskov  
Lawyer

### *Executive Board*

Ole Meier Sørensen  
CEO

The Offer Document is only available in an English version.

The Offer Document is dated 18 November 2015 (the "Offer Document Date").

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## **Important Information**

This Offer Document has been prepared in accordance with Chapter 10 of the Danish Act on Managers of Alternative Investment Funds and the “Rules for issuers of investment undertakings” issued by NASDAQ OMX Copenhagen A/S as of 01-07-2009, Scheme “C”. The Danish FSA has in a letter dated 20 May 2014 confirmed that the Company is not subject to the prospectus requirement under Chapter 6 or Chapter 12 of the Danish Securities Trading Act in connection with the listing of the Company’s Shares on a regulated market because the Company is deemed an alternative investment fund of the open type since it redeems its Shares subject to certain conditions as described in this Offer Document. Consequently, this Offer Document does not include the information that would be required under the Prospectus Directive and the Prospectus Regulation, and the Offer Document has not been reviewed or approved by the Danish FSA.

## 1. Resumé

Eftersom Ress Life Investments A/S er et dansk selskab, der optages til handel på Nasdaq Copenhagen, er det et krav, at resumeet udarbejdes på dansk, når den øvrige del af Udbudsdokumentet er udarbejdet på engelsk.

Resuméet bør læses som en indledning til Udbudsdokumentet. Enhver beslutning om investering i værdipapirerne af investoren bør træffes på baggrund af Udbudsdokumentet som helhed. Hvis en sag vedrørende oplysningerne i Udbudsdokumentet indbringes for en domstol i henhold til national lovgivning i en EØS medlemsstat, kan den sagsøgende investor være forpligtet til at betale omkostningerne i forbindelse med oversættelse af Udbudsdokumentet, inden sagen indledes. Kun de personer, som har indgivet resumeet eller eventuelle oversættelser heraf, kan ifalde et civilretligt erstatningsansvar, men kun såfremt resumeet er misvisende, ukorrekt eller uoverensstemmende, når det læses sammen med de andre dele af Udbudsdokumentet, eller ikke, når det læses sammen med Udbudsdokumentets andre dele, indeholder nøgleoplysninger, således at investorerne lettere kan tage stilling til, om de vil investere i de pågældende værdipapirer.

Overskrift	Oplysningsselement	Besvarelse
<b>Oplysninger af general karakter</b>	Navn og adresse	Ress Life Investments A/S Holbergsgade 14, 2 tv. 1057 Copenhagen K. Danmark
	Registreringsnummer	CVR-nr. 33593163
	Dato for stiftelse	Den 1. april 2011
	Lovgivning	Selskabet er underlagt dansk lovgivning og herunder Lov om forvaltere af alternative investeringsfonde m.v. nr. 598 af 12. juni 2013. Selskabet forvaltes af Resscapital AB.
	Hvem henvender Selskabet sig til	Selskabet markedsføres kun overfor professionelle investorer (som defineret i direktivet om "Markeder for finansielle instrumenter"), semi-professionelle investorer de steder, hvor det er tilladt, samt private investorer i Danmark.
<b>Oplysninger vedr. ledelsen og organisationen</b>	Bestyrelsesmedlemmer	Helle Marianne Breinholt (formand) Jack Austern Jeppe Buskov
	Navnet på direktør	Ole Meier Sørensen
	Revisor	Deloitte Statsautoriserede Revisionspartnerselskab Weidekampsgade 6 2300 København S.  Ved Statsautoriseret revisor Per Rolf Larssen.
	Depositar	Nykredit Bank A/S Att.: Depositary Services Kalvebod Brygge 47 1780 København V.

	Rådgivere	Kromann Reumert Advokatfirma Sundkrogsgade 5 2100 København Ø  Dansk OTC Finans ApS Levysgade 14, 1. 8700 Horsens																																																																					
	Forvaltning og administration	I henhold til Lov om forvaltere af alternative investeringsfonde m.v. nr. 598 af 12. juni 2013 er der indgået aftale med Resscapital AB, Org.nr:556698-1253, Box 55916, 102 16 Stockholm, der er manager (Fund Manager) for både Master Funden i Luxembourg og Selskabet. Fund Manager er godkendt og under tilsyn som en forvalter af alternative investeringsfonde af Finansinspektionen, det svenske finanstilsyn.  Der er indgået en aftale med Citco (Denmark) ApS, Holbergsgade 14, 2 tv, 1057 København K. vedr. administration af Selskabet, og CEO for Citco (Danmark) Ole Meier Sørensen er også direktør for Selskabet. Derudover er der ingen relationer mellem Citco (Denmark) ApS og Selskabet.																																																																					
Oplysninger vedrørende årsrapporten	Lovgivning	Årsrapporten er aflagt i henhold til Årsregnskabsloven klasse B. Fra og med regnskabsåret 2014/2015 aflægges regnskabet efter IFRS. Overgangen til IFRS vil ikke betyde ændringer til de historiske regnskabstal eller vurderingerne af disse. Omregning til IFRS standard er alene sket til brug for Udbudsdokumentet.																																																																					
	Udbytte	Selskabet har endnu ikke udbetalt udbytte og har ingen intention om at gøre det.																																																																					
	Indtjening	<table><tr><th colspan="5">Ress Life Investments A/S</th></tr><tr><th rowspan="2">Resultatopgørelse</th><th colspan="4">Årsafslutning 30 September</th></tr><tr><th>2014 EUR</th><th>2014 USD</th><th>2013 EUR</th><th>2012 EUR</th></tr><tr><td></td><td></td><td>Valuta kurs Gnm. Årl. Kurs 1.3564</td><td></td><td></td></tr><tr><td></td><td>Revideret</td><td></td><td>Revideret</td><td>Revideret</td></tr><tr><td>Andre eksterne udgifter</td><td>-128,087</td><td>-173,737</td><td>-77,004</td><td>-124,539</td></tr><tr><td>Brutto resultat</td><td>-128,087</td><td>-173,737</td><td>-77,004</td><td>-124,539</td></tr><tr><td>Personale omkostninger</td><td>-26,846</td><td>-36,414</td><td>-11,395</td><td>-17,101</td></tr><tr><td>Drift resultat</td><td>-154,933</td><td>-210,151</td><td>-88,399</td><td>-141,640</td></tr><tr><td>Anden finansiell indkomst</td><td>3,734,884</td><td>5,065,997</td><td>1,211,440</td><td>1,504,120</td></tr><tr><td>Andre finansielle udgifter</td><td>-903,823</td><td>-1,225,946</td><td>-1,549,968</td><td>-1,311,969</td></tr><tr><td>Resultat fra primær aktivitet før skat</td><td>2,676,128</td><td>3,629,900</td><td>-426,927</td><td>50,511</td></tr><tr><td>Skat</td><td>834</td><td>1,131</td><td>-54,758</td><td>0</td></tr><tr><td>Årets resultat</td><td>2,676,962</td><td>3,631,031</td><td>-481,685</td><td>50,511</td></tr></table>	Ress Life Investments A/S					Resultatopgørelse	Årsafslutning 30 September				2014 EUR	2014 USD	2013 EUR	2012 EUR			Valuta kurs Gnm. Årl. Kurs 1.3564				Revideret		Revideret	Revideret	Andre eksterne udgifter	-128,087	-173,737	-77,004	-124,539	Brutto resultat	-128,087	-173,737	-77,004	-124,539	Personale omkostninger	-26,846	-36,414	-11,395	-17,101	Drift resultat	-154,933	-210,151	-88,399	-141,640	Anden finansiell indkomst	3,734,884	5,065,997	1,211,440	1,504,120	Andre finansielle udgifter	-903,823	-1,225,946	-1,549,968	-1,311,969	Resultat fra primær aktivitet før skat	2,676,128	3,629,900	-426,927	50,511	Skat	834	1,131	-54,758	0	Årets resultat	2,676,962	3,631,031	-481,685	50,511
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	Formue	Egenkapitalen udgør pr. 30. september 2014 EUR 30.170.449 modsvarende USD 37.963.476 og pr. 31. august 2015 EUR 50.505.732 modsvarende USD 56.642.179.
	Vederlag til bestyrelse	Udgjorde EUR 26.846 for regnskabsåret 2013/2014. For regnskabsåret 2014/2015 forventes EUR 40.000.
	Regnskabsåret	Fra 1. oktober til 30. september.
	Udlevering af materiale	Årsrapporter, delårsrapporter og vedtægter kan læses og hentes på Selskabets hjemmeside: <a href="http://www.resslifeinvestments.com">www.resslifeinvestments.com</a> .
<b>Oplysninger om investeringsselskabet af specifik karakter</b>	Bevisudstedende eller konførende	Selskabet udsteder aktier. Aktieudstedende institut er Nykredit Bank A/S.
	Fysiske aktier eller VP	Alle aktier udstedes af Selskabet gennem VP Securities.
	Udloddende eller akkumulerende	Selskabet kan udbetale udbytte, men har ingen intentioner om at gøre det og har endnu ikke gjort det.
	ISIN	DK0060315604
	Skatte- og afgiftsregler hos investorerne	Investorerne er selv ansvarlig for beskatning af deres eventuelle gevinster og udbytter fra Selskabet.
	Vedtægternes bestemmelser om administrationsomkostninger	Vedtægterne bestemmer ikke noget om administrationsomkostninger, da dette ikke er et krav for alternative investeringsfonde.
	Vedtægternes bestemmelser om medlemmernes stemmeret	En aktionær kan afgive stemme på en generalforsamling i forhold til de aktier, som aktionæren besidder på registreringsdatoen.
	Under hvilke forhold generalforsamlingen kan opløse selskabet	Såfremt en eller flere aktionærers forlangende om indløsning vil føre til, at Selskabets nominelle aktiekapital efter indløsningen bliver mindre end EUR 70.000 eller et beløb svarende til DKK 500.000, eller at Selskabets kapitalberedskab efter indløsningen ikke vil være forsvarligt, eller at der efter indløsningen ikke vil være fuld dækning for Selskabets reserver, der er bundne i henhold til lovgivningen eller vedtægterne, skal Selskabets bestyrelse, med mindre der forinden indløsningen træffes beslutning om en kapitalforhøjelse, der sikrer, dels at Selskabets nominelle aktiekapital efter indløsningen mindst udgør EUR 70.000 eller et beløb svarende til DKK 500.000, dels at Selskabets kapitalberedskab efter indløsningen vil være forsvarligt, og at der er fuld dækning for de bundne reserver efter indløsningen – indkalde til generalforsamling med henblik på, at der træffes beslutning om likvidation af Selskabet. Likvidationen træder i så fald i stedet for indløsningen.

<b>Oplysninger om aktierne</b>	Hvor aktierne kan erhverves	<p>Aktierne forventes optaget til handel på Nasdaq Copenhagen. Bestyrelsen er bemyndiget til i perioden indtil den 1. september 2018 ad én eller flere omgange at forhøje aktiekapitalen i Selskabet med indtil nominelt EUR 500.000.000. Heraf har Selskabet udstedt EUR 20.133.000 på datoen for offentliggørelsen af nærværende Udbudsdokument, hvilket giver mulighed for at udstede yderligere EUR 480.601.500. Enhver aktietegner skal som minimum tegne aktier for et beløb på EUR 100.000 i forbindelse med enhver kapitalforhøjelse.</p> <p>Tegningsaftalen kan downloades på <a href="http://www.resslifeinvestments.com">www.resslifeinvestments.com</a></p>
	Hvorledes emissionsprisen fastsættes	Aktierne udstedes og kan handles til den udbudte pris i EUR på Nasdaq Copenhagen. Selskabet har indgået en prisstiller aftale med Carnegie Investment Bank, hvor der dagligt sættes en købs- og en salgspris på minimum 1 stk. aktie i 90 % af handelstiden på Nasdaq Copenhagen. Kapitaltilførsler uden fortegningsret kan gennemføres til en kurs, der svarer til den senest beregnede indre værdi (NAV), der offentliggøres i USD og EUR med angivelse af valuta omregningskurs eller over.
	Betaling for og fristen for udlevering af aktierne	Aktierne kan handles på Nasdaq Copenhagen. Betaling for og udlevering af aktier foretages gennem VP Securities. Der udstedes ikke nye aktier i forbindelse med optagelsen til handel..
	Størrelsen af formuen	Ved Udbudsdokumentets offentliggørelse har Selskabet en aktiekapital på EUR 20.133.000 og en egenkapital opgjort pr. 31. august 2015 på EUR 50.505.732 modsvarende USD 56.642.179. Der udstedes ikke nye aktier i forbindelse med optagelsen til handel af Selskabets aktier på Nasdaq Copenhagen.
	En akties størrelse og minimumsindskud	Hver aktie har en nominal størrelse på EUR 500. Enhver aktietegner skal som minimum tegne aktier for et beløb på EUR 100.000.
	Navnet på det regulerede marked som aktierne vil søge optagelse på	Aktierne forventes optaget til handel på Nasdaq Copenhagen den 23. november 2015.
	Hvorvidt aktierne kan udstedes til ihændeher eller noteres på navn	Selskabets aktier er udstedt på navn og skal noteres på navn i selskabets ejerbog.
	Hvor aktierne kan noteres på navn	Selskabets ejerbog føres af VP Services A/S, CVR nr. 30 20 11 83.
	Medlemmernes indløsningsret	Selskabets bestyrelse skal på en aktionærs forlangende indløse aktionærens aktier i Selskabet ved kontant udbetaling. Indløsning iværksættes af besty-



	<p>relsen den 25. i hver måned, eller den næstkomende hverdag hvor banker er åbne for forretning i København, såfremt den 25. ikke er en dag, hvor banker er åbne for forretning i København. Såfremt en aktionær ønsker at gøre retten til indløsning gældende, skal aktionæren give Selskabet skriftlig meddelelse herom, inklusive antallet af aktier, som ønskes indløst, med et varsel på mindst 30 dage. Hver indløsningsrunde omfatter de aktier i relation til hvilke, der skriftligt er fremsat krav om indløsning. Bestyrelsen kan forlange indløsning udsat, således at indløsningsprisen fastsættes efter, at selskabet har realiseret de til indløsningen af aktier nødvendige aktiver. Ligeledes kan bestyrelsen beslutte, at indløsning suspenderes, hvis der rejses tvivl om værdiansættelsen eller væsentlig afvigelse af selskabets formue på tidspunktet for indløsning. Indløsning kan desuden afvises, hvis bestyrelsen vurderer, at Selskabets kapitalberedskab ikke vil være forsvarligt efter indløsningen.</p>
Reglerne om fastsættelse af indløsningsprisen	<p>Indløsning sker til indre værdi, der opgøres på tidspunktet for indløsningens iværksættelse efter samme principper, der anvendes i årsrapporten, uden hensyntagen til goodwill, knowhow og lignende immaterielle aktiver mod fradrag af et indløsningsgebyr på 5 % af indløsningsbeløbet. Indløsningsgebyr fradrages ikke ved indløsning af aktionærer, som giver Selskabet skriftlig meddelelse om indløsning, inklusive antallet af aktier, som ønskes indløst, med et varsel på mindst 205 dage. Dog kan der i disse tilfælde efter bestyrelsens skøn ske fradrag til dækning af nødvendige omkostninger ved indløsningen (afvikling af investeringer og honorar til revisor og advokat).</p> <p>Da Selskabet primært investerer i Master Funden, er det alt overvejende element i beregningen af Selskabets NAV, NAV'en i Master Funden. Forvalteren for Master Funden (Resscapital AB) beregner NAV i Master Funden én gang pr. måned, hvilket sker pr. ultimo hver måned og offentliggøres så snart derefter, at beregningerne er afsluttet. Dette er oftest omkring den 15.-20. i måneden. Såfremt der opstår begivenheder, der er væsentlige for den indre værdi i Master Funden, vil der ikke blive foretaget en ny beregning af den indre værdi i Master Funden i den mellemliggende periode, hvorfor Selskabet ej har mulighed for at offentliggøre en opdateret NAV. Såfremt Selskabet får information om begivenheder, der er væsentlige for den indre værdi i Master Funden, vil Selskabet i stedet offentliggøre en selskabsmeddelelse via GlobeNewswire om begivenheden.</p> <p>Årsagen til at der skal anvendes relativt mange dage til beregningen skyldes, at Master Funden investerer i livsforsikringspolicer, hvis værdiansættelse sker på</p>

		<p>individuel basis baseret på flere faktorer f.eks. præmiebetalinger og ændringer i disse, opdateringer af forventede levealder, ændringer i diskonteringsrenter og generelle "mark-to-market" justeringer. Da beregninger er komplicerede skal der være tid til såvel beregninger som verifikation af beregningerne. De løbende beregninger foretages af forvalteren (Resscapital AB), og to gange om året verificeres værdiberegningerne for livsforsikringspolicer af en ekstern revisor eller aktuar. Disse to gange om året er offentliggørelsesperioden oftest lidt længere end de øvrige måneder. Øvrige elementer, der indgår i beregningen af NAV for Selskabet, er primært likvide midler og skyldige omkostninger.</p>
	Hvor emissions- og indløsningspris og indre værdi offentliggøres	NAV offentliggøres som minimum midt i og sidst i hver måned via GlobeNewswire. Når Fund Manager har beregnet NAV, vil værdien blive offentliggjort via GlobeNewswire.
	Indskrænkninger i medlemmernes ret til videresalg	Selskabets aktier er omsætningspapirer, og der gælder ingen indskrænkninger i aktiernes omsættelighed.
	Udbetaling af udbytte	Selskabet kan udbetale udbytte, men har ingen intentioner om at gøre det og har endnu ikke gjort det.
	Faciliteter til rådighed for udbetaling til medlemmer	Selskabet kan optage kortfristede lån på højst 10 % af Selskabets formue for at indløse Aktionærer, for at udnytte tegningsrettigheder eller til midlertidig finansiering af indgåede handler.
<b>Oplysninger om Investeringspolitik</b>	Investeringsmål og investeringspolitik	<p>Selskabet investerer primært i værdipapirer, der sikrer en eksponering i det sekundære marked for amerikanske livsforsikringspolicer, såkaldte "Life Settlements" og andre "longevity-linked" værdipapirer.</p> <p>I henhold til Selskabets vedtægter vil Selskabet primært forfølge sin investeringsstrategi ved at investere i værdipapirer udstedt af Ress Life Sub-Fund (Master Funden) i Luxembourg. Selskabet fungerer således som feeder fund til Master Funden i Luxembourg.</p> <p>Master Funden investerer udelukkende i det sekundære marked for amerikanske livsforsikringspolicer. Selskabet investerer på månedsbasis sit likviditetsoverskud (udover et beløb til dækning af forventede omkostninger og en evt. reserve til indløsning) i Master Funden.</p>
	De seneste års performance	<p>Selskabet har opnået følgende afkast i %, eksklusiv gearing, beregnet ud fra udviklingen i Selskabets NAV, der historisk er beregnet i USD:</p> <p>2015 4,20 % (foreløbigt urevideret år-til-dato afkast</p>

		ultimo oktober 2015) 2014 4,82 % 2013 1,85 % 2012 -2,54 % 2011 -6,18 %
	Anvendelse af finansielle instrumenter	Selskabet må anvende finansielle instrumenter. Selskabet anvender ikke finansielle instrumenter på datoen for dette Udbudsdokument.
<b>Oplysninger om risikofaktorer</b>	Beskrivelse af risikofaktorer	<p>Selskabet har beskrevet følgende risici:</p> <ul style="list-style-type: none"> <li>• <b>Afhængighed af personale</b> Selskabet er i mindre grad afhængig af nøglepersoner, idet en del opgaver er outsourcet. Selskabet er til gengæld afhængig af bestyrelsesmedlemmerne, og tabet af deres ydelser kan få en negativ indflydelse på Selskabets drift.</li> <li>• <b>Afhængighed af Fund Manager</b> Selskabet er i høj grad afhængig af Fund Manager, og et tab af deres services kan få afgørende effekt på Selskabets fremtidige virke.</li> <li>• <b>Førtidig indfrielse af Master Fonden</b> Der påhviler en risiko for Selskabet, hvis der foretages en førtidig nedlukning af Master Fonden. Risikoen er relateret til, at aktiverne måske realiseres til en lavere værdi end anskaffelsesværdien.</li> <li>• <b>Ændringer i lovgivning</b> Det kan påvirke Selskabet negativt, hvis der foretages ændringer i det lovgrundlag, Selskabet er stiftet under eller de aktiver, det har investeret i.</li> <li>• <b>Potentielle interessekonflikter internt mellem Selskabet, Resscapital AB eller Master Fonden eller med samarbejdspartnere</b> kan få en negativ indflydelse på Master Fundens arbejde med investeringerne og dermed afkastet for Selskabet.</li> <li>• <b>Investeringsrisiko</b> Der er en risiko for, at Selskabets indre værdi kan falde i forhold til investorens anskaffelsesværdi.</li> <li>• <b>Kontrol udøvet af eksisterende aktionærer</b> Direktører og væsentligste aktionærer i Selskabet kan bevare en betydelig indflydelse på driften og ledelsen af Selskabet. Dette kan få Selskabet til at engagere sig i transaktioner med tilknyttede enheder, der forårsager eller begrænser et salg eller fusion af Selskabet og kan ændre Selskabets udbyttepolitik. En sådan koncentration af ejerskab og kontrol kan få den virkning,</li> </ul>

		<p>at en ændring i kontrollen med Selskabet forsinkes, udskydes eller forhindres, selv når en sådan ændring vil være i den bedste interesse for Selskabets øvrige aktionærer.</p> <ul style="list-style-type: none"> <li>• Selskabets aktier ophører med at være optaget til handel kan påvirke aktionærernes adgang til at handle med Selskabets aktier og dermed få en negativ indflydelse på værdien.</li> <li>• Indløsningsrisici Selskabet har en forpligtelse til at indløse aktionærernes aktier efter anmodning på visse betingelser. Disse betingelser omfatter en ret for bestyrelsen i Selskabet at fastholde eller suspendere indløsning af forskellige årsager, herunder, hvor Selskabets kapitalreserver efter indløsning ikke ville være tilstrækkelige. Hvis et stort antal investorer anmoder om indløsning på samme tid, vil Selskabet være nødsaget til at anmode om indløsning af aktier i Master Funden, som kan føre til et for tidligt salg af aktiverne i Master Fund, hvilket kan føre til væsentlige tab af værdi.</li> </ul> <p>Der kan ikke gives sikkerhed for, at Selskabet vil være i stand til at indløse aktionærernes aktier på anmodning uden væsentlig forsinkelse og omkostninger for aktionæren, og som kan skade Selskabet, og kursen på Aktierne.</p> <ul style="list-style-type: none"> <li>• Hovedaktionærerne kan udøve en betydelig indflydelse på Selskabet. Afhængig af antallet af aktionærer der er til stede på generalforsamlingen, kan hovedaktionærerne i praksis beslutte vedtægtsmæssige ændringer uden minoritetsaktionær godkendelse eller kan være i stand til at blokere for en række af beslutninger i Selskabet, herunder vedtægtsmæssige ændringer og kan beslutte at forhøje aktiekapitalen.</li> <li>• Selskabet kan blive involveret i retssager eller krav mod Selskabet der kan få økonomiske konsekvenser og påvirke værdien af Selskabet negativt.</li> <li>• Risiko ved at være optaget til handel Markedskursen på Aktierne er tæt relateret til udviklingen i Master Funden og kan variere en del. Selskabet vil annoncere alle oplysninger, der kan få en væsentlig indflydelse på prisen på Aktierne og ændringer i den indre værdi med selskabsmeddelelser via GlobeNewswire. Forskellige forhold for Master Funden kan føre til betydelige udsving, og nogle eller mange af disse faktorer kan være uden for Master Fundens kontrol og ikke nødvendigvis relateret til Master Fundens virksomhed, drift eller fremtidsudsigter.</li> </ul>
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		<ul style="list-style-type: none"> <li>• Selskabet er registreret i Danmark Selskabet er et aktieselskab registreret i henhold til dansk lov, hvilket kan gøre det vanskeligt for Selskabets aktionærer bosiddende eller hjemmehørende uden for Danmark at udnytte eller håndhæve visse rettigheder.</li> <li>• Skatte risiko For Selskabet involverer en investering i Master Funden en række komplekse skattemæssige overvejelser. Ændringer i skattelovgivningen i nogle af de lande, hvor Master Funden har sine investeringer (eller i Luxembourg), eller ændringer i skattesatser eller traktater der er forhandlet i disse lande kan påvirke afkastet fra Master Funden. Hver aktionær opfordres til at konsultere egen skatterådgiver vedrørende deres skattemæssige konsekvenser af at investere, besiddelse og afhænde andele i Master Funden.</li> <li>• Lån Selskabet må ikke optage lån. Selskabet kan dog optage lån på højst 10 % af Selskabets formue for at indløse aktionærer (herunder købe egne aktier), for at udnytte tegningsrettigheder, til midlertidig finansiering af indgåede handler eller til betaling af omkostninger.</li> <li>• Nasdaq Copenhagen Der kan være meget lille eller ingen handel med Selskabets aktier efter de er optaget til handel, hvilket kan påvirke kursen på aktierne.</li> <li>• Fluktuationer i valutakurser Aktierne udstedes i EUR. Den regnskabsmæssige valuta er USD, og de underliggende aktiver er USD baserede. Derfor vil eventuelle udsving i valutakursen mellem USD og EUR påvirke værdien af Aktierne. Derudover er der en valutarisiko for hver aktionær afhængigt af dennes regnskabsmæssige valuta.</li> </ul> <p><b>Risici relateret til Master Funden</b></p> <ul style="list-style-type: none"> <li>• Risiko for om der er adgang til investeringsaktiver En ændring i tilgængeligheden til investeringsaktiver eller gearing (hvor det kræves) kan få negativ indflydelse på Selskabets evne til at udføre sin investeringsstrategi, hvilket kan føre til, at Master Funden ikke kan opfylde sine investeringsmål.</li> <li>• Gearing Hvis Master Funden anvender gearing til at øge det potentielle afkast opstår der en risiko for, at</li> </ul>
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		<p>låneomkostningerne overstiger afkastet af investeringen. Den maksimale gearing for Master Funden ved brug af lån og finansielle instrumenter må ikke overskride 200 % af Master Fundens netto aktiver.</p> <ul style="list-style-type: none"> <li>• Afdækning af bl.a. valutakurs risici Når Master Funden anvender risiko afdækning, indebærer det visse risici, herunder evnen til at forudsige bevægelser i renter og valutakurser, ufuldkommen sammenhæng mellem risiko afdæknings instrumenter og investeringsaktiver.. Anvendelse af risiko afdækningsinstrumenter øger også omkostningerne.</li> <li>• Opbevaring af værdipapirer Hvis Master Funden låner med henblik på gearing, kan det være nødvendigt at stille sikkerhed til långiveren. Når der kræves sikkerhed, vil aktiver deponeres hos eller blive pantsat til långiver og vil ophøre med at være under depositarens kontrol. Følgelig kan Master Funden blive udsat for risici overfor långiveren.</li> <li>• Indløsning i Master Funden kan medføre omkostninger der reducerer værdien pr. Unit.</li> <li>• Units investeret i Master Funden medfører ingen stemmerettigheder.</li> </ul> <p><b>Risici relateret til investering i livsforsikringer</b></p> <ul style="list-style-type: none"> <li>• Lang levetids risiko Levetidsrisikoen består af to komponenter, systematisk risiko og idiosynkratiske risiko. En kritisk faktor for den systematiske risiko for investorerne er pålideligheden af de levetidsvurderinger, som investeringsbeslutningerne er baseret på. Upræcise forudsigelser af en forsikret levealder kan blandt andet skyldes fremskridt inden for medicinsk behandling. Eventuelle ændringer i levetiden kan have en væsentlig negativ indvirkning for investeringers afkast.</li> <li>• Overvurderet eller undervurderet værdi Værdiansættelsen af livsforsikringer er baseret på forventede pengestrømme, som afhænger af et ukendt tidsrum, for hvilket den forsikrede vil leve. Hvis Master Funden undervurderer, hvor lang tid en forsikret kan leve, kan de samlede betalinger overstige værdien af livsforsikringen ved udløb.</li> <li>• Svig af den forsikrede En forsikret kan opgive misvisende status for</li> </ul>
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		<p>hans / hendes sygdom, kan undlade at oplyse alle modtagere af livsforsikringsbeløbet eller kan sælge en livsforsikring til mere end én køber. Hvis Master Funden bliver udsat for sådan svig, kan afkastet af investeringen blive påvirket negativt.</p> <ul style="list-style-type: none"> <li>• <b>Tilgængelighed risiko</b> En ændring i tilgængeligheden af livsforsikringer kan påvirke Master Fundens evne til at udføre sin investeringsstrategi og opfylde sit investeringsmål. Master Funden vil derfor være afhængig af sin evne til at finde en tilstrækkelig mængde af livsforsikringer.</li> <li>• <b>Likviditetsrisiko</b> Master Funden har ikke adgang til likvide aktiver til at indløse alle Unit ejere medmindre aktiverne realiseres gennem det sekundære marked, hvilket kan påvirke prissætningen af investeringerne og værdien af Master Funden negativt.</li> <li>• <b>Forsikrede er forsvundet</b> Der er risiko for, at en forsikret person under en livsforsikring kan forsvinde, eller at der kan være en forsinkelse i konstateringen af, at den forsikrede er død, eller i at opnå den nødvendige dokumentation for at gøre krav mod boet efter den afdøde. Master Funden kan pådrage sig betydelige uforudsete udgifter med at finde en forsvundet forsikret og kan opleve væsentlige forsinkelser i udbetalinger fra et dødsbo, hvilket kan påvirke værdien af investeringen og Master Funden negativt.</li> <li>• <b>Modpartsrisiko</b> Der er en modpartsrisiko i forbundet med at holde en livsforsikring til udløb. Der er ingen garanti for, at forsikringsselskaberne vil opfylde deres forpligtelser til at foretage betaling ved udløb.</li> <li>• <b>Performance Fee risiko</b> Det succes fee der skal betales til Fund Manager er baseret på værdistigninger i den indre værdi. Der kan muligvis være en væsentlig forskel mellem realisationsværdi og værdiansættelsen af en livsforsikring for Master Funden. Der er en risiko for, at disse urealiserede gevinster ikke kan realiseres i tilfælde af tidlig indfrielse eller ved en forøget løbetid på livsforsikringen. Dette kan påvirke den samlede værdi for Master Funden.</li> <li>• <b>Risiko for at livsforsikringer anses for værdipapirer</b> Skulle USA Internal Revenue Service på et tidspunkt vurdere, at livsforsikringer skal klassificere-</li> </ul>
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		<p>res som "værdipapirer" , kan dette potentielt have konsekvenser for betaling af skat. Med de gældende skattesatser vil dette have negativ indflydelse på værdien for Master Funden.</p> <ul style="list-style-type: none"> <li>• Risiko præmie Forsikringsselskaber kan i fremtiden (med eller uden forudgående advarsel) vælge at ændre de forsikringssatser, der anvendes til at beregne præmier. Eventuelle ændringer i udgifterne til forsikring kan få væsentlig negativ indflydelse på investeringen i og værdiansættelsen af livsforsikringer.</li> <li>• Forsikringsmæssig interesse konflikt Der er en risiko for, at en livsforsikring kan være etableret ved en metode eller procedure, der forsøger at omgå statens forsikringsmæssige interesser og love, der skal forhindre livsforsikringer i at blive anvendt som en forsikring mod menneskeliv.</li> </ul> <p>Livsforsikringer der er etableret uden en forsikringsmæssig interesse eller en livsforsikring hvor den forsikringsmæssig interesse for den pågældende er tvivlsom kan have en negativ indflydelse på værdien af disse livsforsikringer og dermed for Master Funden.</p>
	Eventuelle restriktioner på risikofaktorer	Selskabet er ikke bekendt med, at der er nogle restriktioner på de beskrevne risikofaktorer.
	Udvælgelse af underliggende aktiver på baggrund af aktivernes kreditmæssige rating	Porteføljen i Master Funden er diversificeret ud fra køb af livsforsikringer fra 49 forsikringsselskaber med en vægtet finansiell rating på A+ i henhold til kredit rating selskabet A.M. Best på investerings-tidspunktet.



## 2. Basic Information of the Company

### Name and Registration

Ress Life Investments A/S (hereinafter referred to as “the Company”), is registered in Copenhagen and has its registered office at:

Holbergsgade 14, 2 tv.  
1057 Copenhagen K.  
Denmark

The Company's homepage is: [www.resslifeinvestments.com](http://www.resslifeinvestments.com).

The Company is a Danish limited liability company, registered in Denmark and The Central Business Register (Erhvervsstyrelsen) with the CVR-no. 33593163.

The Company is an Alternative Investment Fund ("AIF") as defined in the Alternative Investment Fund Managers Directive 2011/61/EU ("AIFMD") and the Danish Act on Managers of Alternative Investment Funds.

The Company is marketed towards professional investors as defined in the European Union's MIFID Directive (Markets in Financial Instruments Directive), semi-professional investors where permitted, as well as retail investors in Denmark.

The Company is applying for the shares to be listed on NASDAQ Copenhagen in accordance with the “Rules for issuers of investment undertakings” by NASDAQ OMX Copenhagen A/S as of 01-07-2009, Scheme “C”. After being admitted to trading the Company will follow the regulations in § 27 in the Securities Trading Act, etc. and the disclosure obligations for issuers of shares.

### Date of incorporation and applicable law

The Company was incorporated 1 April 2011 and is subject to Danish law.

The Company's Shares are issued under the ISIN code DK0060315604

### Objective

According to section 2.1 in the Company's Articles of Association the objective of the Company is primarily to invest the Company's funds in securities ensuring exposure in the secondary market for US life insurance policies, the so-called “Life Settlements” and other longevity-linked securities. Following section 2.2 in the Articles, the Company will primarily pursue its investment strategy by investing in securities issued by the Ress Life Sub-Fund (also referred to as the “Master Fund”) in Luxembourg. The Company acts as a feeder fund for the Master Fund, which invests in the secondary market for US life policies also known as Life Settlements. The Company invests on a monthly basis its excess cash, setting aside costs for daily management, in the Master Fund.

### The Financial Year

The financial year runs from 1 October to 30 September. The first financial year ran from 1 April 2011 to 30 September 2012.

### Financial Calendar

10 December 2015	Full year results statement 2014/2015
7 January 2016	Annual General Meeting

29 January 2016	Interim financial statement Q1 2015/2016
23 May 2016	Interim financial statement Q2 2015/2016
29 July 2016	Interim financial statement Q3 2015/2016

## History and development

Ress Life Investments A/S is a limited liability company incorporated in Denmark on 1 April 2011. Prior to the Admission to Trading on Nasdaq Copenhagen and approval for marketing to retail investors in Denmark from the Danish FSA, the Company was only open for professional investors as defined by the European Union's MIFID directive and semi-professional, where permitted.

## Board of Directors

According to the Company's Articles of Association the affairs of the Company shall be supervised by the Board of Directors consisting of 3-5 members elected at the general meeting for one (1) year at a time. Re-election may take place.

The Board of Directors shall:

- Prepare rules of procedure as to the duties and powers of the Board
- Appoint an AIF Manager to be in charge of investment and portfolio management, risk management and marketing.
- May make an agreement with an administration company on the day-to-day administration of the Company.

The Board of Directors works from the Company's business address:

Ress Life Investments A/S  
Holbergsgade 14, 2 tv.  
1057 Copenhagen K.  
Denmark

At the annual general meeting on 22 December 2014 the following three board members were elected:

- Helle Marianne Breinholt (Chairman)
- Jack Austern
- Jeppe Buskov

### Mrs. Helle Marianne Breinholt, Chairman

Helle Marianne Breinholt, Østbanegade 3, 3. tv., 2100 Copenhagen, (born 1964), has more than 25 years of experience within the area of financial product development, funding, properties and accounting. Helle M. Breinholt holds a Graduate Diploma in Economics, Financial and Management Accounting (HD), a M.Sc. in Business Economics and Auditing and an executive board programme at INSEAD, France. Earlier experience includes:

- Breinholt Consulting A/S, Managing Director, 2001-
- Nordea Markets, Director, Head of Structured Transactions, 2000–2001
- Unibank Markets, Chief analyst, 1998–2000
- Unibank Markets, Senior analyst/Chief analyst, 1994–1998
- Structured Finance Servicer A/S, Managing Director, 1995–2001
- KPMG C. Jespersen, Accountant, 1987–1994

Helle M. Breinholt currently holds the following board and management positions:

- BIG Fonden, chairman of the board, appointed 31-03-2014
- BIG 1 Holding A/S, chairman of the board, appointed 31-03-2014
- BIG 2 Holding A/S, chairman of the board, appointed 31-03-2014
- Breinholt Consulting A/S, founder, board member, CEO, appointed 26-06-2001
- Breinholt Invest A/S, founder, board member, CEO, appointed 25-03-2004
- Investeringsforeningen AL Invest, udenlandske aktier, etisk, board member, appointed 14-04-2010
- Investeringsforeningen AL Invest, obligationspleje, board member, appointed 14-04-2010
- Ress Life Investments A/S, chairman of the board, appointed 27-09-2013

Helle M. Breinholt has held the following board positions within the last five years:

- ASX af MAJ 2011 A/S, board member, period: 03.04.2009 - 29.07.2011
- BIG 1 A/S, board member, period: 25.03.2009 - 28.02.2011
- BIG 2 A/S, board member, period: 25.03.2009 - 11.06.2010
- BIG 3 A/S, board member, period: 25.03.2009 - 11.06.2010
- BIG 4 A/S, board member, period: 25.03.2009 - 22.05.2013
- BIG 5 A/S, board member, period: 25.03.2009 - 10.12.2013
- BIG 6 A/S, board member, period: 25.03.2009 - 19.02.2014
- Ejendomsselskabet August 2003 A/S under frivillig likvidation, board member, period: 25.10.2012 - 10.04.2015
- Kapitalforeningen Bankpension Emerging Markets Aktier, vice chairman, period: 14.04.2010 - 02.01.2012
- Komplementarselskabet Ejendomsselskabet Star August 2003/14 ApS, board member, period: 12.06.2014-19.09.2014
- Keops Security A/S under frivillig likvidation, board member, period: 25.10.2012 - 10.04.2015
- Landic Property Bonds I A/S under frivillig likvidation, board member, period: 25.10.2012 - 10.04.2015
- PFA Blue Star Ejendomme P/S, board member, period: 13.06.2014 - 25.06.2014
- Specialforeningen AL Invest Udenlandske Aktier, board member, period: 14.04.2010 - 22.10.2010

#### **Mr. Jack Austern, board member**

Jack Austern, Kong Georgs Vej 54, 2. Th. 2000 Frederiksberg, (born 1962), has been engaged in financial business since 1990 with trading of equities and funds. Jack Austern is educated with a bachelor degree in international finance and business from Copenhagen Business School and a graduate school of business from Stanford University. Earlier experience includes:

- VP, Head of Nordic Institutions at SAXO Bank, 2012-2013
- Head of Proprietary Trading / Equities, Manager, Danske Bank / Danske Markets, 2005-2012
- Founder and partner, Hedge-fund manager, Nordic Asset Management, 2001-2005
- Head of Foreign Equities, sales, Alfred Berg / ABN Amro, 1997-2001
- Equity sales, Head of foreign equities, Alfred Berg, 1990-1997

Jack Austern currently holds the following board and management positions:

- Jagtbiografen Ny ApS, board member, appointed 14-03-2013
- Nystrøm & Krabbe Ny A/S, board member, appointed 22-02-2013
- Ress Life Investments A/S, board member, appointed 27-09-2013

Jack Austern has held the following board positions within the last five years:

- K/S Asschenfeldt, Tyskland Super 25, board member, period: 02.04.2009 - 13.03.2014
- K/S Asschenfeldt, Manchester Road, Knutsford, board member, period: 11.04.2008 - 14.03.2013

### **Mr. Jeppe Buskov, board member**

Jeppe Buskov, Maglemosevej 61, 2920 Charlottenlund, (born 1975), is Master in Law (LL.M). University of Copenhagen of 2002.

Mr. Buskov is a partner in the Danish law firm Kromann Reumert and works primarily with mergers and acquisitions, capital markets and financial regulation (asset management). Jeppe Buskov became a partner in Kromann Reumert in 2010.

Jeppe Buskov works with clients in connection with Danish and foreign investors buying and selling of businesses and has special industry knowledge within the financial sector and healthcare. Jeppe Buskov also advises in connection with IPOs and other capital markets transactions as well as take-overs of listed companies.

Jeppe Buskov currently holds the following board and management positions:

- KR 592 A/S, chairman of the board, appointed 01-07-2014
- KR 592 A/S, chairman of the board, appointed 29-04-2015
- Ress Life Investments A/S, board member, appointed 28-02-2014

Jeppe Buskov has held the following board positions within the last five years:

- Safeway A/S, chairman, period: 30.07.2013 - 07.08.2013
- Reeft A/S, chairman, period: 09.08.2013 - 24.02.2014
- ATOP Europe A/S, chairman, period: 06.01.2014 - 30.01.2014
- Hamiconsult A/S Rådgivende Ingeniører, chairman, period: 01.01.2014 - 22.01.2014
- Aktieselskabet Trap Danmark, chairman, period: 17.01.2014 - 13.03.2014
- Global Dental Insurance A/S, chairman, period: 13.03.2014 - 01.07.2014
- Sonion Holdco A/S, chairman, period: 13.03.2014 - 09.07.2014
- DONG Energy Real Estate A/S, chairman, period: 26.06.2013 - 14.01.2014
- KR 581 A/S, chairman, period: 26.06.2013 - 07.05.2014
- KR 575 A/S, chairman, period: 26.06.2013 - 07.05.2014
- Forward TopCo A/S, chairman, period: 30.03.2015 - 23.04.2015
- Forward HoldCo A/S, chairman, period: 30.03.2015 - 23.04.2015
- Hirtshals LNG A/S, chairman, period: 17.01.2014 - 21.02.2014
- KR 595 A/S, chairman, period: 29.04.2015 - 19.06.2015
- Isfell Sisimut A/S, chairman, period: 01.07.2014 - 05.01.2015
- Dansk Farm Management A/S, chairman, period: 01.07.2013 - 21.08.2013
- Bellakvarter Projektselskab A/S, chairman, period: 01.07.2015 - 25.08.2015

### **Executive Board**

The executive board is appointed by the board of directors, which determines the guidelines and conditions for the executive board. The executive board follows the strategy and is responsible for the daily management, organization and development of the Company, management of assets and liabilities, accounting and reporting.

The executive board works from the Company's business address:

Ress Life Investments A/S  
Holbergsgade 14, 2 tv.  
1057 Copenhagen K.  
Denmark

The executive board consists of:

**Mr. Ole Meier Sørensen**

Ole Meier Sørensen, Ridder Stigs Vej 5, 2300 Copenhagen S., (born 1968) is Master in Law (LL.M). University of Copenhagen.

Mr. Sørensen is the Managing Director of Citco (Denmark) ApS. Ole Sørensen joined Citco in Denmark in 2008 and is responsible for all the operations of Citco's Corporate & Trust business in Scandinavia. Before joining Citco, Ole Sørensen worked in the financial industry in Luxembourg for 8 years. As a Managing Director of Citco's Corporate & Trust Division, Ole Sørensen's clients cover a variety of business lines including multinationals and high net worth individuals. Ole Sørensen also services a number of investment firms such as the real estate arm of large listed US alternative investment business with global operations and an independently managed private equity real estate investment advisory company focused on real estate investment in Europe and Asia. As part of his services, Ole Sørensen offers management positions.

Earlier experience includes:

- ApS Stake Nr. 1810 under konkurs, CEO, period: 23.11.2012-12.08.2014
- BHP Billiton Petroleum (Denmark) ApS under frivillig likvidation, CEO, period: 20.04.2011-26.11.2014
- BHP Billiton Marketing Investments ApS under frivillig likvidation, CEO, period: 12.04.2011-15.10.2013
- Blackrock Property Denmark ApS under frivillig likvidation, CEO, period: 26.08.2011-19.09.2014
- Craven Østergade 60 A/S, chairman of the board, period: 12.08.2011-16.05.2013
- Crisplant Industries A/S under konkurs, vice chairman of the board, period: 18.11.2009-26.10.2012
- Danish Entertainment ApS, CEO, period: 25.05.2011-12.07.2011
- Glorietta Investments ApS under tvangsopløsning, CEO, period: 29.05.2008-08.07.2011
- Harket ApS, CEO, period: 14.05.2010-18.06.2010
- Hogan Developments Limited ApS, CEO, period: 12.05.2011-15.05.2013
- Illum Østergade 52 ApS, chairman of the board, period: 12.08.2011-20.05.2015
- Ipic Denmark ApS, board member, period: 30.05.2008-17.01.2011
- Ipic Denmark Holdings ApS, board member, period: 30.05.2008-13.08.2010
- KM Denmark Overseas ApS, board member, period: 05.05.2011-22.08.2013
- Labatt Holding A/S, board member, period: 30.05.2008-20.12.2012
- Logistex Holdings Denmark A/S, board member, period: 18.11.2009-16.11.2012
- Sultan ApS under konkurs, CEO, period: 07.07.2008-28.03.2014
- Tuesday's Child ApS, CEO, period: 22.06.2011-12.08.2014
- Vermilion Denmark Holdings ApS, board member, period: 16.05.2008-26.01.2010
- Wheatsheaf Properties ApS, CEO, period: 14.05.2010-21.06.2010

Ole Meier Sørensen currently holds the following board and management positions:

- Amagerbro ApS, CEO, appointed 25-06-2014
- Amagerbro Holding ApS, CEO, appointed 25-06-2014
- AMF Continued SE, administrator, appointed 13-02-2012
- AP Portico ApS, CEO, appointed 03-06-2008
- Bensell Havnefronten ApS, CEO, appointed 29-02-2008
- BRE/Copenhagen Hotel Holding ApS, CEO, appointed 29-02-2008
- Café de Coral (Denmark) ApS, CEO, appointed 22-08-2008
- Christian Emborg Holding ApS, CEO appointed 05-05-2010
- Christian Emborg Invest ApS, CEO, appointed 29-03-2011
- Citco (Denmark) ApS, CEO, appointed 02-03-2009
- Colin ApS, board member and CEO, appointed 18-03-2008
- Comar Holdings ApS, board member, appointed 29-06-2008
- Decca Holding ApS, CEO, appointed 29-05-2008
- Ejendomsselskabet Gordings Gård A/S, board member, CEO, appointed 13-06-2014
- Esterline Technologies Denmark ApS, CEO, appointed 31-03-2011

- European Re Club Copenhagen ApS, CEO, appointed 28-10-2014
- European Re Club Hillerød ApS, CEO, appointed 28-10-2014
- European Re Club Odense ApS, CEO, appointed 28-10-2014
- European Re Club Vimmelskiftet ApS, CEO, appointed 08-04-2015 European Real Estate ApS, appointed 29-05-2008
- Frederikssundsvej Holding ApS, CEO, appointed 25-06-2014
- Frederikssundsvej 264 Holding ApS, board member, CEO, appointed 15-05-2014
- Gammel Kongevej I ApS, CEO, appointed 25-06-2014
- Gammel Kongevej II ApS, CEO, appointed 25-06-2014
- Gammel Kongevej Holding ApS, CEO, appointed 25-06-2014
- Gordings Gård Holding ApS, board member, CEO appointed 13-06-2014
- GR BRF ApS, board member appointed 18-12-2013
- GR BRF Birkedommervej ApS, board member, appointed 17-02-2014
- GR BRF Næstvedgade ApS, board member, appointed 17-02-2014
- GR BRF Tomsgårdsvej ApS, board member, appointed 17-02-2014
- GR BRF Thorupgårds Alle ApS, board member, appointed 24-02-2014
- GR BRF Østerbrogade 41 ApS, board member, appointed 17-02-2014
- GR HB ApS, board member, appointed 18-12-2013
- GR HB Tingskrivervej ApS, board member, appointed 17-02-2014
- GR HB Trianglen ApS, board member, appointed 17-02-2014
- GR RD 1 ApS, board member, appointed 18-12-2013
- GR RD 2 ApS, board member appointed 18-12-2013
- Heavy Transport Holding Denmark ApS, CEO, appointed 31-05-2008
- Highsurf A/S, board member, appointed 29-04-2010
- KIWI BBA ApS, board member, CEO, appointed 13-05-2014
- KIWI DR ApS, board member, CEO, appointed 13-05-2014
- KIWI FRB ApS, board member, CEO, appointed 13-05-2014
- Latin American Snack Foods ApS, board member, appointed 29-05-2008
- MDS International Denmark ApS, CEO, appointed 04-06-2013
- Neptune Commonholds ApS, board member, CEO, appointed 19-05-2014
- Neptune GR Holding ApS, CEO, appointed 28-08-2013
- Neptune KIWI Holding ApS, board member, CEO, appointed 13-05-2014
- Netzaberg ApS, CEO, appointed 22-12-2009
- Nordsjælland Ejendomsinvest 1 ApS, CEO, appointed 25-06-2014
- Nordsjælland Ejendomsinvest 2 ApS, CEO, appointed 25-06-2014
- Nordvest Ejendomme ApS, CEO, appointed 25-06-2014
- Norvik Holding ApS, CEO, appointed 25-05-2011
- Nordre Fasanvej ApS, CEO, appointed 25-06-2014
- Nordre Fasanvej Holding ApS, CEO, appointed 25-06-2014
- Nørrebro II ApS, CEO, appointed 25-06-2014
- Nørrebro III ApS, CEO, appointed 25-06-2014
- Nørrebro III Holding ApS, CEO, appointed 25-06-2014
- Nørrebro VI Holding ApS, CEO, appointed 25-06-2014
- Nørrebrogade 54A ApS, board member, CEO, appointed 30-09-2014
- Peter Fabers Gade ApS, board member, CEO, appointed 30-09-2014
- Ress Life Investments A/S, CEO, appointed 01-10-2013
- Starco Financial Company ApS, CEO, appointed 30-06-2008
- Strandloden Holding ApS, CEO, appointed 25-06-2014
- Søborg ApS, CEO, appointed 25-06-2014
- Toscana Holdings ApS, CEO, appointed 29-05-2008
- Vesterbro ApS, CEO, appointed 25-06-2014
- Vesterbro I Aps, CEO, appointed 25-06-2014
- Vesterbro II Aps, CEO, appointed 25-06-2014
- Vesterbro III Aps, CEO appointed 25-06-2014
- Vesterbro Holding ApS, CEO, appointed 25-06-2014
- Vesterbrogade I Aps, CEO, appointed 25-06-2014
- Østerbro ApS, CEO, appointed 25-06-2014
- Zinco A/S, board member, appointed 12-05-2010

## **Accountant**

The Company's independent external accountant is:

Deloitte Statsautoriserede Revisionspartnerselskab  
Weidekampsgade 6  
2300 Copenhagen S.

Deloitte Statsautoriserede Revisionspartnerselskab is represented by State Authorized Public Accountant Per Rolf Larssen.

The Company's annual accounts for 2013/2014, 2012/2013 and 2011/2012 are audited and signed by Per Rolf Larssen. The audits have not resulted in any qualifications.

The person who has signed the Company's annual accounts is a State Authorized Public Accountant and a member of FSR – Danish accountants.

All financial information and the Company's Articles of Association are available on the Company's website: [www.resslifeinvestments.com](http://www.resslifeinvestments.com). Please refer to chapter 7 for Information of the Company's assets and liabilities, financial position and results.

## **Fund Manager**

The Company's Fund Manager is:

Resscapital AB  
PO Box 55916  
102 16 Stockholm  
Sweden

Office address:  
Floragatan 2,  
102 16 Stockholm  
Sweden.

Please refer to chapter 5 "Significant Contracts", section 5.1 for a description of the services provided by the Fund Manager to the Company.

Resscapital AB is a limited liability company incorporated in Sweden on 3 January 2006 with company no 556698-1253 and is the alternative investment fund manager (also referred to as the "Fund Manager") for both the Master Fund in Luxembourg and the Company. The Fund Manager is authorised and supervised as an alternative investment fund manager by Finansinspektionen, the Swedish Financial Supervisory Authority.

Resscapital AB is currently not a Fund Manager for other clients.

The Fund Manager's focus is insurance-linked securities with an emphasis on the secondary market for US life insurance policies. Proprietary pricing models and actuarial underwriting capabilities have been developed, in order to give an advantage when purchasing policies. A competitive advantage is the Fund Manager's financial simulation software which allows for stochastic simulation (Monte Carlo). Extensive simulations have been important in order to identifying key metrics for policy selection for constructing an optimal portfolio. With the simulation platform, the management team performs back tests, comparing actual survival data to that predicted by the medical underwriters in the market. As a result, the Fund Manager has insight into the reliability and level of statistical significance of the underwriters' life expectancy reports. The Fund Manager also collaborates with independent medical underwriters specializing in senior mortality in order to provide more accurate morbidity assessments and mortality distributions. These factors are folded into the Fund Manager's underwriting and analytics to mitigate risk and assess value.

The Fund Manager shall ensure that no investments in the Master Fund is carried out to the extent the Company has less than USD 200,000 (or the equivalent in any other currency) in cash accounts or an amount equal to the Company's budgeted costs and expenses for the next financial year. The Fund Manager shall immediately notify the board of directors of the Company if the Company has less than USD 200,000 (or the equivalent in any other currency) in cash accounts or an amount equal to the Company's budgeted costs and expenses for the next financial year.

The management has complimentary backgrounds and international experience from having worked at major investment banks and hedge funds. Over the years, the Life Settlements market has been extensively researched and numerous visits have been made to participants in the US, including Life Settlement providers, banks, legal and regulatory advisors, medical underwriters and other service providers specific to the Life Settlement industry.

The management team consists of:

- Jonas Mårtenson, Managing Director and Founder who has an international finance background and has lived and worked in Switzerland, Belgium and the UK. He has worked as a Director at Schroders between 1994-1998, Director at Bear Stearns between 1998-1999, as a Director at Merrill Lynch in London between 1999-2002 and as a Director at Hypovereinsbank between 2002-2003, focusing on selling and structuring derivative products to European institutional investors. He has been involved in the life settlements market since 2007. Jonas holds a M.Sc. in International Economics from the Gothenburg School of Economics in Sweden. He has worked for the Company since 2006.
- Andreas Ametrin, Fund Manager, was between 2006-2008 Partner and Team Leader of Quantitative Research at Peloton a major multi-strategy hedge fund in London where he analyzed and developed trading strategies and risk management tools. Between 2000-2008 Andreas worked as an Analyst and Team Leader at the software company SunGard in Stockholm, where he was responsible for valuation of credit derivatives and general interest rate modeling. He also has extensive experience in programming and risk calibration of model parameters. Andreas holds a M.Sc. in Industrial Engineering and Management from the Linköping Institute of Technology in Sweden. He has worked for the Company since 2009.
- Anton Pozine, Risk Manager, came in contact with life settlements while writing a Master's thesis on premium modeling and optimization for life insurance policies. Since 2011, he held various positions including junior portfolio manager both in Sweden and Luxembourg. Anton holds a M.Sc. in Industrial Engineering and Management from the Linköping Institute of Technology in Sweden. He has worked for the Company since 2010.

The board of directors consists of both successful entrepreneurs and senior managers with extensive experience from the financial industry:

- Niklas Midby, Chairman of the Board since 2009, has a background mainly in finance. Niklas began his career in consulting. Between 1988-1998 he worked in London for Salomon, subsequently Citibank and then Charterhouse in investment banking where he held various senior positions in corporate finance and private equity. Returning to Sweden, Niklas joined OM in 2000 (now Nasdaq OMX Nordic) with overall responsibility for all exchanges and clearing houses, including the Stockholm Stock Exchange. Since 2003 he manages his own investment company, Consiglio and serves on several company boards, including as Chairman of Skandiabanken AB, since 2014. Niklas holds an MBA in Finance from the Stockholm School of Economics.
- Mikael Holmberg, Non-Executive Director since 2010, has a background within management, financing and accounting. Mikael has worked within the Kinnevik group of companies since 1983, including Controller and later Managing Director of Invik & Co. AB between 1987-1999, CFO of Investment AB Kinnevik between 1990-1993 and Deputy Managing Director of Banque Invik S.A between 1997-2007. As head of the European part of the single family office of Cristina Stenbeck, Mikael is since 2007 Managing Director of Anima Regni Partners S.a.r.l, as well as a member of the



board of Verdere S.a.r.l since 2007. Mikael is based in Luxembourg and has studied Economics with a focus on strategic planning and control at the University of Lund in Sweden.

- Erik Mitteregger, Non-Executive Director since 2009, has a background within equity research and alternative investment management. He worked as Analyst at Öhman between 1986-1988, as Analyst at Salomon Smith Barney 1988-1989. Between 1989-1995 he held various positions at Alfred Berg Fondkommission, including as Head of Research and member of the Group Management Board. In 1995 he co-founded Brummer & Partners Asset Management. Together with his partners he introduced hedge fund management to Sweden and built what is today one of Europe's leading managers of alternative investment funds. In 2002 he left Brummer & Partners in order to pursue other interests. He has since then established his own group of industrial companies and also serves on several company boards, among them the listed investment companies Kinnevik since 2004 and Tele 2 since 2010. Erik holds a B.Sc. from the Stockholm School of Economics.

The Managing Director, Jonas Mårtenson also serves on the Board. The Fund Manager is also supported by an advisory board with senior members from the insurance industry which assists with strategic issues.

The Master Fund, Ress Life Sub-Fund was launched in April 2011. It is classified as an alternative investment fund (AIF). Initially, the Master Fund was managed by the fully owned subsidiary of the Fund Manager, Ress Capital Fund Management S.A., established in 2010 and authorized by the supervisory authority in Luxembourg, CSSF. Since launch, the Fund Manager has been the advisor to the Master Fund, but earlier this year, the Fund Manager was appointed AIF Manager for the Master Fund.

This section is based on information from the Fund Manager.

## **Market Maker**

The Company's Market Maker is:

Carnegie Investment Bank A/S  
Overgaden neden Vandet 9B  
DK-1414 København K.  
CVR-no.: 35521267

The Company has entered into a market maker agreement with Carnegie Investment Bank ("Carnegie") on 12 October 2015.

Carnegie assumes the task to handle the market making in the Company's Shares from 23 November 2015. Carnegie is under normal market conditions required to provide both a bid and offer price from Monday to Friday from 9:00 am to 4.55 pm.

Carnegie will act as a market-maker through its membership of Nasdaq Copenhagen.

There are no relations between the Company and Carnegie.

Please refer to chapter 5 "Significant Contracts", section 5.6 for a description of the services provided by Carnegie.

## **Depository**

The Company's Depository is:

Nykredit Bank A/S  
Kalvebod Brygge 47

DK-1780 Copenhagen V.

The Depositary (hereinafter referred to as “the Depositary” assumes the tasks and responsibilities that are associated with the duties of being a designated Depositary of the Fund according to the current Danish AIFM ACT, directives and regulations. The Depositary is authorized to perform such tasks and responsibilities.

Please refer to chapter 5 “Significant Contracts”, section 5.2 for a description of the services provided by the Depositary.

## **Status on Corporate Governance Recommendations**

The recommendations are best practice guidelines, which companies should generally follow. A company failing to comply with a recommendation must explain why it has deviated from the recommendation and what it has done differently (the “comply or explain” approach). Failure to comply with a recommendation is not considered a breach of rules, but merely implies that the Board of Directors of the company has chosen a different approach.

By adhering to sound principles of corporate governance, the Company wishes to maintain the confidence of investors, achieve its financial objectives and act with integrity towards all its stakeholders.

The Company’s position on the Corporate Governance Recommendations is listed on its webpage: [www.resslifeinvestments.com/corporate-actions](http://www.resslifeinvestments.com/corporate-actions).

The Company’s Board of Directors has chosen to follow all recommendations with exception of the following, which the Board of Directors considers not to be suitable for the Company for the following reasons:

### **The following has not been found relevant due to the Company’s AIF status**

Section	Recommendation
1.1.3	The Committee recommends that the company publish quarterly reports.
1.3.1	The Committee recommends that the company set up contingency procedures in the event of takeover bids from the time that the board of directors has reason to believe that a takeover bid will be made. According to such contingency procedures, the board of directors should not without the acceptance of the general meeting, attempt to counter the takeover bid by making decisions which in reality prevent the shareholders from deciding on the takeover bid themselves.
2.1.2	The Committee recommends that at least once a year the board of directors take a position on the overall strategy of the company with a view to ensuring value creation in the company.
2.1.3	The Committee recommends that the board of directors ensure that the company has a capital and share structure ensuring that the strategy and long-term value creation of the company are in the best interest of the shareholders and the company, and that the board of directors presents this in the management commentary on the company’s annual report and/or on the company’s website.
2.1.5	The Committee recommends that at least once a year the board of directors discuss the composition of the executive board, as well as developments, risks and succession plans.

### **The following has not been found relevant due to the Company’s business model (feeder fund)**

Section	Recommendation
2.1.6	The Committee recommends that once a year the board of directors discuss the company’s activities to ensure relevant diversity at management levels, including setting specific goals and accounting for its objectives and progress made in achieving the objectives in the management commentary on the company’s annual report and/or on the website of the company.

2.3.1	The Committee recommends appointing a vice-chairman of the board of directors who will assume the responsibilities of the chairman in the event of the chairman's absence, and who will also act as effective sparring partner for the chairman.
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**The following has not been found relevant due to the Company's business model and AIF status**

Section	Recommendation
3.4.1	<p>The Committee recommends that the company publish the following on the company's web-site:</p> <ul style="list-style-type: none"> <li>• the terms of reference of the board committees,</li> <li>• the most important activities of the committees during the year, and the number of meetings held by each committee, and</li> <li>• the names of the members of each committee, including the chairmen of the committees, as well as information on which members are independent members and which members have special qualifications.</li> </ul>
3.4.3	<p>The Committee recommends that the board of directors set up a formal audit committee composed such that</p> <ul style="list-style-type: none"> <li>• the chairman of the board of directors is not chairman of the audit committee, and</li> <li>• between them, the members should possess such expertise and experience as to provide an updated insight into and experience in the financial, accounting and audit aspects of companies whose shares are admitted to trading on a regulated market.</li> </ul>
3.4.6	<p>The Committee recommends that the board of directors establish a nomination committee chaired by the chairman of the board of directors with at least the following preparatory tasks:</p> <ul style="list-style-type: none"> <li>• describe the qualifications required by the board of directors and the executive board, and for a specific membership, state the time expected to be spent on having to carry out the membership, as well as assess the competences, knowledge and experience of the two governing bodies combined,</li> <li>• annually assess the structure, size, composition and results of the board of directors and the executive board, as well as recommend any changes to the board of directors,</li> <li>• annually assess the competences, knowledge and experience of the individual members of management, and report to the board of directors in this respect,</li> <li>• consider proposals from relevant persons, including shareholders and members of the board of directors and the executive board for candidates for the board of directors and the executive board, and</li> <li>• propose an action plan to the board of directors on the future composition of the board of directors, including proposals for specific changes.</li> </ul>
3.4.7	<p>The Committee recommends that the board of directors establish a remuneration committee with at least the following preparatory tasks:</p> <ul style="list-style-type: none"> <li>• to recommend the remuneration policy (including the general guidelines for incentive-based remuneration) to the board of directors and the executive board for approval by the board of directors prior to approval by the general meeting,</li> <li>• make proposals to the board of directors on remuneration for members of the board of directors and the executive board, as well as ensure that the remuneration is in compliance with the company's remuneration policy and the assessment of the performance of the persons concerned. The committee should have information about the total amount of remuneration that members of the board of directors and the executive board receive from other companies in the group, and</li> <li>• recommend a remuneration policy applicable for the company in general.</li> </ul>

**The following has not been found relevant due to the Company's size**

Section	Recommendation
1.1.2	<ul style="list-style-type: none"> <li>The Committee recommends that the board of directors adopt policies on the company's relationship with its stakeholders, including shareholders and other investors, and that the board ensures that the interests of the shareholders are respected in accordance with company policies.</li> </ul>
2.2.1	<ul style="list-style-type: none"> <li>The Committee recommends that the board of directors adopt policies on corporate social responsibility</li> </ul>
3.4.5	<p>The Committee recommends that the audit committee:</p> <ul style="list-style-type: none"> <li>annually assesses the need for an internal audit, and in such case, makes recommendations on selecting, appointing and removing the head of the internal audit function and on the budget of the internal audit function, and</li> <li>monitor the executive board's follow-up on the conclusions and recommendations of the internal audit function.</li> </ul>

**The following has not been found relevant as the Company has not been listed, but will be appraised on the next general meeting**

Section	Recommendation
1.2.1	The Committee recommends that when organizing the company's general meeting, the board of directors plans the meeting to support active ownership.
3.1.4	The Committee recommends that the company's articles of association stipulate a retirement age for members of the board of directors.
3.3.2	<p>The Committee recommends that the management commentary, in addition to the provisions laid down by legislation, includes the following information about the members of the board of directors:</p> <ul style="list-style-type: none"> <li>the position of the relevant person,</li> <li>the age and gender of the relevant person,</li> <li>whether the member is considered independent,</li> <li>the date of appointment to the board of directors of the member,</li> <li>expiry of the current election period,</li> <li>other executive functions, e.g. memberships in executive boards, boards of directors, and supervisory boards, including board committees in foreign enterprises and</li> <li>demanding organizational tasks, and</li> <li>the number of shares, options, warrants and similar in the company, and other group companies of the company, owned by the member, as well as changes in the portfolio of the member of the securities mentioned which have occurred during the financial year.</li> </ul>
4.2.1	The Committee recommends that the company's remuneration policy and compliance with this policy be explained and justified annually in the chairman's statement at the company's general meeting.
4.2.2	The Committee recommends that the proposed remuneration for the board of directors for the current financial year be approved by the shareholders at the general meeting.

### 3. Investment Strategy

#### 3.1 Investment Strategy of the Company

The Company invests its funds in securities ensuring an exposure in the secondary market for US life insurance policies, the so called "Life Settlements" and other longevity-linked securities. The Company will primarily pursue its investment strategy by investing in securities issued by Ress Life Sub-Fund in Luxemburg (also referred to as the "Master Fund").

Life Settlements are defined as the selling of one's life insurance policy to a third party for a one-time cash payment. The purchaser then becomes the beneficiary of the policy and begins paying the premiums. Life Settlements are usually only done when the insured person doesn't have a known life-threatening illness.

According to the Company's Articles of Association section 8.1, the Company shall not raise any loans. However, the Company may raise loans of maximum 10% of the Company's assets to redeem shareholders, to exercise subscriptions rights or to temporarily finance transactions made or to pay costs.

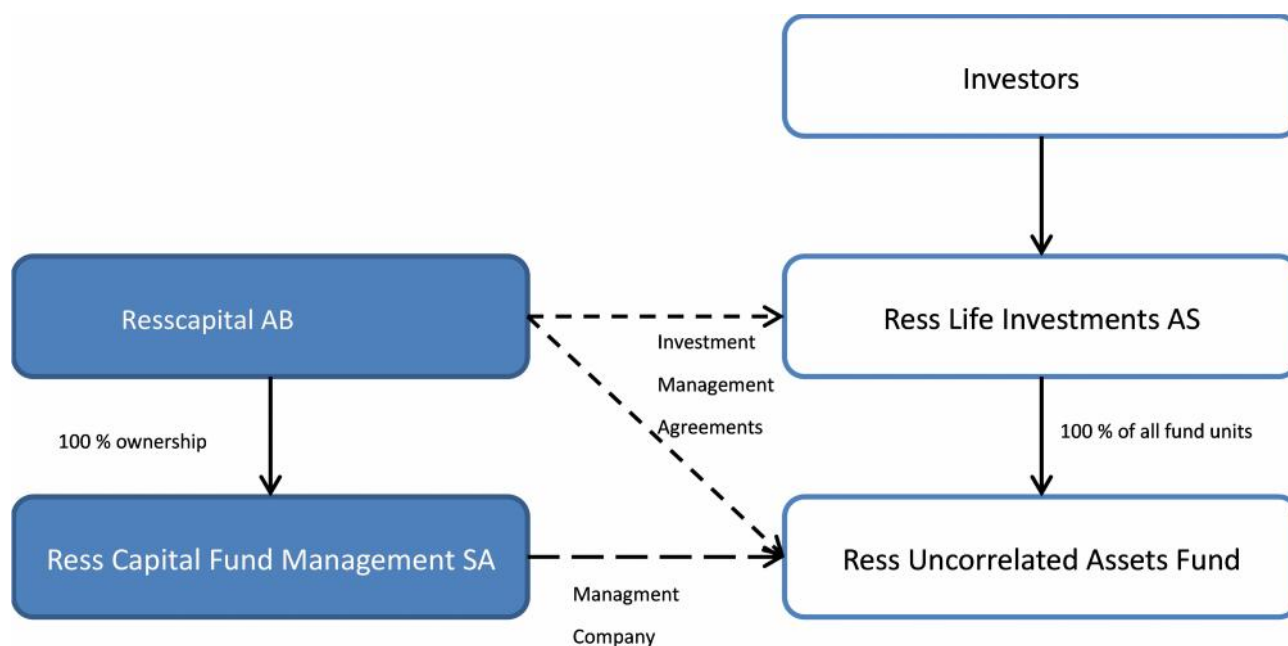
As of the Offer Document Date, the Company owns 24,395,426 units in the Master Fund corresponding to 100 % of the units. The Company has no voting rights attached to units.

The Company's profit/loss for the financial year 2013/2014 was EUR 2,676,962.

The Company's profit/loss for the financial year 2012/2013 was EUR -481,685

The Company's profit/loss for the financial year 2011/2012 was EUR 50,511.

The figure below illustrates how the Company's investments are organised:



Res Uncorrelated Assets Fund is referred to as the "Master Fund" in this Offer Document.

##### 3.1.1 Investment Results

The Company invests primarily in the Master Fund which is the predominant element in the calculation of the Company's NAV. The Fund Manager calculates the NAV in the Master Fund once every month at the end of each month and the NAV is published thereafter. This is usually around the 15th-20th of the month. If any

incidents occur in the interim period, which are significant for the NAV of the Master Fund, a new calculation of the NAV of the Master Fund will not be performed, and the Company will not have the possibility to announce an updated NAV. If, however, the Company receives information about events that are significant to the NAV of the Master Fund an announcement via GlobeNewswire will be published of the event.

The reason for the relatively high number of days to calculate the NAV is due to the fact that the Master Fund invests in life insurance policies whose valuation is carried out on an individual basis based on several factors such as premium payments and changes in these, updates of life expectancy, changes in discount rates and general "mark-to-market" adjustments. When the calculations are complicated, there must be time for verification of the calculations. The current calculations are carried out by the Fund Manager and twice a year verified by an external auditor or actuary. These two times a year the publication period is usually slightly longer than the other months.

Other elements to be included in the calculation of the NAV are the Company's cash and accruals.

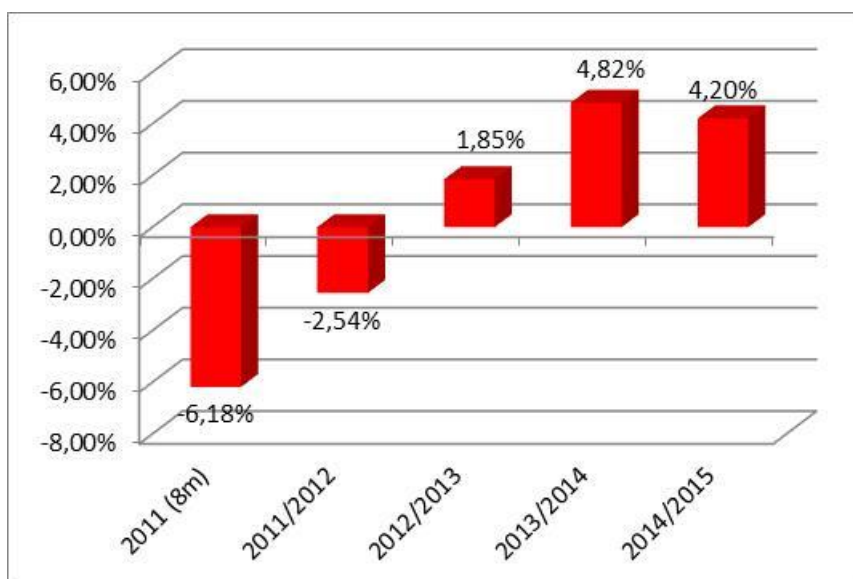
The Company will publish the NAV of the Company twice per month and these calculations will be based on the latest calculated NAV of the Master Fund which will only be up-dated each month.

The Company started operations in April 2011 and has reached the below annual returns calculated as NAV year-to-year percent increase/decrease after deduction of all costs. The NAV is calculated in USD and Investors might have a currency risk towards USD. In future announcements the NAV will be calculated in USD and EUR with a specification of the currency rate sourced from European Central Bank rates (<http://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html>) used for conversion between USD and EUR.

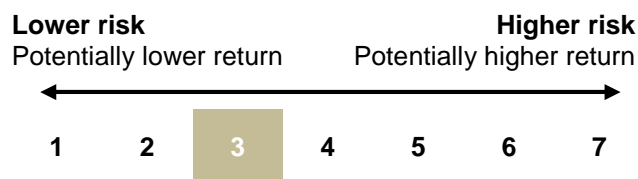
The table below shows the monthly calculated NAV in USD:

. NAV / Share	Jan	Feb	Mar	Apr	Maj	Jun	Jul	Aug	Sep	Okt	Nov	Dec	Total
2011	-	-	-	1.456,5	1.450,0	1.444,1	1.434,5	1.417,6	1.409,1	1.400,4	1.378,1	1.366,5	-6,18%
2012	1.360,2	1.345,8	1.324,6	1.323,0	1.325,5	1.321,3	1.328,3	1.327,7	1.327,9	1.331,5	1.331,7	1.331,7	-2,54%
2013	1.332,3	1.332,0	1.333,0	1.332,7	1.342,1	1.340,1	1.345,1	1.347,7	1.347,8	1.351,6	1.355,5	1.356,4	1,85%
2014	1.361,2	1.367,6	1.371,6	1.373,1	1.374,3	1.372,2	1.375,6	1.375,8	1.379,0	1.401,2	1.407,0	1.421,7	4,82%
2015	1.468,7	1.476,2	1.479,9	1.488,0	1.488,2	1.469,5	1.491,9	1.493,4	1.496,1	1.481,5	-	-	4,20%

The figure below illustrates the annual return of the Company's NAV:



The Company has calculated its risk and return profile:



The Risk / return indicator shows the relationship between risk and potential return on an investment in the Company. The indicator is based on how the Company's net asset value has changed over the past 5 years. As the Company has not existed for five years, for the first 13 months of the period changes in the AAP Life Settlement Index has been used. This company belongs to category 3 out of 7. Category 1 cannot be interpreted as a risk free investment.

The company can move both right and left of the scale, because the indicator is based on historical data, which is not a guarantee of future risk / reward profile.

### 3.2 Investment Strategy of the Master Fund

All description of the Master Fund is a summary of public available information provided by the management company of the Master Fund. Reference is made to the Placement Memorandum for Ress Uncorrelated Assets Fund September 2014. The Information has not been verified by the Company.

All investments by the Master Fund are made in the secondary market for US life insurances policies and it invests in a diversified portfolio of (i) Life Settlements, (ii) beneficial interests in US trusts, special purpose vehicles and (iii) other entities that own Life Settlements as well as financial instruments which either (a) notionally reference an investment in life insurance policies, (b) reference an index which tracks the longevity of individuals of the kind that would habitually invest in Life Settlements or (c) are directly or indirectly secured by a Life Settlement.

The investment objective of the Master Fund is to achieve, by way of asset classes which have low correlation to traditional asset classes, capital markets, and fundamental economic indicators, medium to long-term capital growth, by implementation of the investment policy.

The Master Fund is organised under the laws of the Grand-Duchy of Luxembourg as a mutual investment fund ("fonds commun de placement"). The Master Fund has been set-up on 20 November 2010 for an undetermined period. The Master Fund has been authorised in Luxembourg as a specialised investment fund ("fonds d'investissement spécialisé") and subsequently registered as a mutual investment fund – specialised investment fund ("fonds commun de placement – fonds d'investissement spécialisé") on the official list of specialised investment funds held pursuant to the Luxembourg law dated 13 February 2007 relating to specialized investment funds, as may be amended from time to time. However, such registration does not require any Luxembourg authority to approve or disapprove the assets held in the Master Fund. The Master Fund qualifies as an AIF as defined in the Alternative Investment Fund Managers Directive.

The Depositary for the Master Fund is Caceis Bank Luxembourg. Wells Fargo Bank in the United States acts as the Master Fund's sub-custodian, paying agent and escrow agent. Arendt & Medernach acts as the Master Fund's legal counsel and Ernst & Young provides tax advice. The Master Fund is audited annually by KPMG in Luxembourg.

The Master Fund is managed by Resscapital AB, the Fund Manager, which is authorised and regulated as an Alternative Investment Fund Manager ("AIFM") by the Swedish Financial Services Authority.

The Fund Manager will determine the investment policy of the Master Fund within the objectives and restrictions set forth herein and in the Management Regulations.

The Master Fund may borrow to provide liquidity for acquisition of Life Settlements, redemption, payment of expenses, and bridging requirements. The loan instruments shall at all times be compliant with all loan covenants required by lenders including loan-to-value ratios. The maximum total leverage of the Master Fund achieved by the use of loan instruments shall not exceed 200% of the net assets.

The Depositary is responsible for the execution of the duties concerning the Master Fund's central administration and NAV calculation.

### **3.2.1 Investment Policy and Restrictions**

The Master Fund may source both individual Life Settlements and/or acquire multiple existing portfolio(s) in a cash or derivative format.

The Master Fund will purchase Life Settlements according to the following criteria:

- Life Settlements have to be issued by US insurance companies or US subsidiaries of non-US insurance companies.
- Life Settlements have to be issued by insurance companies with an A.M. Best rating of at least A- or equivalent by other recognised rating agencies; A.M. Best is a credit rating agency with a focus on the insurance industry. The company provides credit rating for most US life insurance carriers and is headquartered in the United States.
- Both male and female insured are acceptable.
- Single and joint lives are permitted.
- Only whole life, universal life and variable universal life Life Settlements will be acceptable. Term life Life Settlements are not eligible.
- Life Settlements must be without restrictions of assignment, not in a grace period, have no restrictions on payment of full death benefit or in one lump sum, beyond contestability period, and unencumbered.
- The life expectancy must be more than 24 months.
- Medical underwriting will be provided by at least two underwriters such as Young Med Solutions LLC, Fasano Associates, American Viatical Services (AVS), 21st Services, EMSI or other firms, deemed reputable from time to time.

In addition, the Master Fund:

- will not purchase Life Settlements issued by one single insurance company, the aggregate face value of which is more than 15% of the total face value of the Life Settlements held by the Master Fund.
- will not purchase any Life Settlements where the insured has been diagnosed as having AIDS.
- will not purchase a Life Settlement which has not yet passed the suicide and contestability period (usually a period of 2 years from issuance).

Taking into account the above criteria, the Master Fund may also purchase beneficial interests in US trusts, special purpose vehicles and other entities that own Life Settlements as well as financial instruments which either (a) notionally reference an investment in Life Settlements (b) reference an index which tracks the longevity of individuals of the kind that would habitually invest in Life Settlements or (c) are directly or indirectly secured by a Life Settlement. Such financial instruments include, without being limited to, foreign exchange forward contracts, futures contracts, swaps and options. When using financial derivative instruments, the Master Fund will ensure, via diversification of the underlying assets, an appropriate level of risk-spreading.



The counterparty risk in an OTC transaction will, where applicable, be limited having regard to the quality and qualification of the counterparty, which shall always be a first class institution specialised in this type of transactions.

### **3.2.2 Investment Process**

#### **Policy acquisition**

The sourcing and procurement of Life Settlements will be undertaken by the Fund Manager which will arrange for the purchase by the Master Fund of Life Settlements that is in accordance with the investment restrictions. On the purchase of a suitable Life Settlement meeting the investment restrictions, the Fund Manager will send the closing package for the purchase of the Life Settlement to Wells Fargo. The Fund Manager will send certification to Wells Fargo, together with a request for disbursement of funds to the owner of the policy, and payment of related acquisition fees. The Fund Manager will prepare and maintain an optimised premium payment schedule for each Life Settlement and notify Wells Fargo of the dates and amounts for premium payments. Wells Fargo will then establish a payment schedule for the payment of premiums of the acquired Life Settlements.

For every policy purchased, a minimum of two life expectancies is required by a medical underwriter. One has to be independent (i.e. paid by the fund). The longest one is used for valuation purposes. The value of each policy and the portfolio is calculated through using an actuarial model used in the insurance industry. The NAV is independently verified by Deloitte twice a year.

As per 31 August 2015 the Master Fund's portfolio consisted of 185 life insurance policies with an average age of 77.4 years. The portfolio has a combined face value of USD 365 million and average life expectancy of 11.8 years. The portfolio is diversified across 49 life insurance companies with a weighted average financial strength rating of A+ according to the credit rating company A.M. Best, whose rating scale is as follows: A++, A+, A, A-, B++, B+, B, B-, C++, C+, C, C- and D. The Master Fund had USD 5.1 million in cash per 31 March 2015.

#### **Tracking**

The Fund Manager will use the services of U.S.-based tracking agents to make regular contact with insured or the insured's authorised contacts and report on the health status of the insured.

#### **Maturity of Life Settlements**

Upon notification of the maturity of a Life Settlement, the tracking agent will liaise with relevant parties to prepare the claims package (policy, death certificate, claim application), and then forward such package on to the sub-custodian and securities intermediary for processing. The Fund Manager will arrange for the procurement of a death certificate from the relevant authority and assist in filing the death claim with the insurance company, with all proceeds going to the Master Fund.

#### **Valuation of Life Settlements**

CACEIS Bank Luxembourg in its capacity as Central Administration Agent will supply a list of Life Settlements to the Fund Manager, who will then provide a valuation of each Life Settlement held by the Master Fund, and of the aggregate investment portfolio. The valuation methodology and calculation of the NAV will follow the principles as adopted in the annual audited accounts. This portfolio valuation will then be forwarded to the Central Administration Agent who is responsible for the calculation of the Master Fund's NAV. A reconciliation of all Life Settlements held by the Depositary and/or Wells Fargo and the corresponding records maintained by the Fund Manager will be undertaken by the Central Administration Agent prior to finalisation of the portfolio valuation and the valuation of the Master Fund's assets.

A reputable auditor or actuary will perform an independent review of, and formally report on, the valuation of the Life Settlements investment portfolio as prepared by the Fund Manager, two times a year. As part of this exercise the auditor or actuary will review any movements in the portfolio, including a review of every new

Life Settlement purchased, to ensure the valuation is prepared in accordance with the agreed valuation methodology and underlying assumptions.

**Hedging policy**

The Fund Manager has the discretion to enter into hedging arrangements for hedging the fluctuation in the value of Life Settlements, as and when such products become available and are cost-effective. In addition, financial derivative instruments may be used in order to limit investment related risks such as, but not limited to, currency risks or interest rate risks.

**3.2.3 Benchmark**

The Master Fund does not have a benchmark.

## **4. Risk Factors**

### **4.1 RISKS RELATED TO THE COMPANY**

An investment in the Company's Shares involves various risk factors. A potential investor should carefully consider all information in this Offer Document, including the risks described below, before a decision is made to buy Shares. This section addresses both general risks associated with the industry in which the Company operates and the specific risks associated with the business. If any such risks were to materialise, the Company's business, results of operations or financial condition could be materially and adversely affected, resulting in a decline in the value of Company's NAV and consequently the value of the Shares.

The risks and uncertainties discussed below are those that the Company currently views as material, but these risks and uncertainties are not the only ones that the Company faces. Additional risks and uncertainties, including risks that are not known at present or that the Management currently deems immaterial, may also arise or become material in the future, which could lead to a decline in the value of the Shares and a loss of part or all of an investment. The following risk factors may not be exhaustive and are not listed in any particular order of priority as to significance or probability.

The main activity of the Company is primarily to invest in securities ensuring exposure to the secondary market for US life insurances policies, also known as Life Settlements. The investment strategy is pursued through investing in fund units issued by the Master Fund.

There can be no assurances that the Company's objectives shall be realized if any of the assumptions underlying its plans prove to be incorrect. Investors should be aware that no independent market studies have been conducted by the Company regarding the Company's plan, nor are any such studies currently planned.

The investments within the Master Fund are subject to market fluctuations and to the risks inherent in all investments; accordingly, no assurance can be given that the investment objective will be achieved.

Investors should make their own independent evaluation of the financial, market, legal, regulatory, credit, tax and accounting risks and consequences involved in an investment in the secondary market for US life insurance policies. In evaluating the merits and suitability of an investment, careful consideration should be given to all of the risks associated with investing in the Company.

The following is a brief description of certain factors which should be considered along with other matters discussed elsewhere in this Offer Document. The following however, does not purport to be a comprehensive summary of all the risks associated with investments in the Company.

An investment in Shares issued by the Company carries a risk and is suitable only for investors who accept the risks, can assume the risk of losing their entire investment and who understand that there is no recourse other than to the assets of the Company.

#### **Dependence on Key Personnel**

The Company is less dependent on key personnel since this risk has been limited through entering into an Outsourcing Agreement with Citco (Section 5.4 Significant Contracts). Nevertheless, the Company is dependent on its board members and the loss of their services could have an adverse effect on the future operations of the Company.

#### **Dependence on Fund Manager**

The Company is highly dependent on the Fund Manager, and the loss of its services could have an adverse effect on the future operations of the Company. The Fund Manager is a niche player which is dependent on its key personnel and the loss of their services could have an adverse effect on the Fund Manager. The Fund Manager mitigates the risk of loss of personnel through offering its employees attractive long-term in-

centives. The Fund Manager also employs personnel in two different locations and is able to replace personnel on short notice, while recruiting additional personnel.

If the Fund Manager were to terminate the cooperation, or should the Company terminate the cooperation for any reason, the Company will have to source the services of the Fund Manager from other alternative investment fund managers or alternatively establish the competencies in-house. There can be no assurance that the Company will be able to successfully do so, and any lack of success in replacing the Fund Manager may have an adverse effect on the Company and the price of the Shares.

### **Early termination**

The Company has a potential risk related to an early termination of the Master Fund, which the Company has invested in. The Fund Manager would, in such situation, have to distribute to the Unitholders of the Master Fund their pro-rata interest in the assets. The Master Fund's investments would have to be sold by the Fund Manager or distributed to the Company. It is possible that at the time of such sale or redemption certain investments held by the Master Fund may be worth less than the initial cost of the investment, resulting in a loss to the Master Fund and to the Company. Moreover, in the event the Master Fund terminates prior to the complete amortisation of organisational expenses, any unamortised portion of such expenses will be accelerated and will be debited from (and thereby reduce) amounts otherwise available for distribution to the Company.

If the Master Fund were to be terminated, the Company will have to arrange for the management of the underlying Life Settlements through the Fund Manager or otherwise. Any failure to timely implement such management may adversely affect the Company and the price of the Shares.

### **Changes in applicable law**

The Company must comply with various regulatory and legal requirements, including securities laws and tax laws as imposed by the jurisdictions under which it operates. Should any of those laws change over the life of the Company and the funds it has invested in, the regulatory and legal requirements to which the Company and its shareholders may be subject could differ materially from current requirements, which could adversely affect the Company and the price of the Shares.

### **Potential Conflicts of Interest**

Between the Company, the Master Fund, the Fund Manager, the Depositary, any Unitholder or other parties there may arise conflicts of interest related to contractual matters, financial transactions or other arrangements. Such conflicts of interest could have a negative influence on the Master Funds' ability to carry out or work with its investments and consequently the returns for the Master Fund and the Company.

### **Investment risk**

The return on the Life Settlements, and in turn the investment portfolio held by the Master Fund, will primarily be dependent upon the ability and expertise of the Fund Manager to source, price and manage the assets.

Attention should be drawn to the fact that the NAV per Unit in the Master Fund can go down as well as up. An investor may not get back the amount he has invested, particularly if shares are redeemed or sold soon after they are issued and the shares have been subject to charges. Changes in exchange rates may also cause the NAV per share in the investor's base currency to go up or down. No guarantee as to future performance of, or future return from, the Company's Shares can be given.

### **Control by Existing Stockholders**

The directors, executive officers and principal stockholders of the Company shall retain a significant influence on the affairs and management of the Company, as well as on all matters requiring stockholder approval, including electing and removing members of the Company's board of directors (the "Board"), causing the Company to engage in transactions with affiliated entities, causing or restricting the sale or merger of the Company, and changing the Company's dividend policy. Such concentration of ownership and control could have the effect of delaying, deferring or preventing a change in control of the Company even when such a change of control would be in the best interests of the Company's other stockholders.

### **Company's Shares may cease to be admitted to trading**

The Company's Shares may cease to be admitted to trading on Nasdaq Copenhagen if the Company does not comply with the rules and regulations of being a listed company on Nasdaq Copenhagen. This may affect shareholders' ability to sell their Shares and thus have a negative effect on the Shares.

### **Redemption of shares may be suspended or delayed, and redemptions with less than 205 days' notice are subject to a 5 % fee**

The Company has an obligation to redeem shareholders' shares upon request, subject to certain conditions. These conditions include a right for the Board of Directors of the Company to stay or suspend redemption for various reasons, including where the Company's capital reserves after redemption would not be sound. Furthermore, certain costs associated with the redemption may be deducted from the proceeds. If a large number of investors were to request redemption at the same time, the Company will have to request redemption of shares of the Master Fund, which may lead to an early sale of the assets of the Master Fund, leading to material losses of value. The Master Fund is not required to redeem units unless at least 180 days' notice is provided, and the Company may therefore not be able to carry out redemptions with 30 days' notice unless it has the necessary liquid reserves or can sell shares to new investors within the same timeframe.

If shareholders provide less than 205 days' redemption notice, a 5 % reduction will be applied to the value of the redeemed shares.

There can be no assurance that the Company will be able to redeem shareholders' shares upon request without material delay and costs to the shareholder, which may adversely affect the Company and the price of the Shares.

### **Majority Shareholders' interests may not be consistent with the interests of minority shareholders**

Majority Shareholders could exercise a significant influence over the Company. Depending on the number of shareholders present at the shareholders general meeting, Majority Shareholders in practice might decide statutory changes without minority shareholder approval or be able to block a number of corporate resolutions of the Company, including statutory changes and decide to increase the authorized capital.

### **Litigation and contingent liabilities**

The Company may become involved in litigation or arbitration proceedings which may affect the Company's results, financial condition and Share price negatively. The Company is at the Offer Document Date not involved in any legal proceedings.

### **Risks Related to the Admission to Trading**

The market price of the Shares is closely related to the development in the Master Fund and can vary widely. The Company will announce all information which could have a significant influence on the market price of

the shares including any significant changes in the NAV. Different conditions for the Master Fund can lead to significant fluctuations, and some or many of these factors may be beyond the Master Fund's control and are not necessarily related to the Master Fund's business, operations or prospects. Such factors include changes in market conditions for companies in the financial sector, fluctuations in the companies' operating results, changes in exchange rates and trading on the stock market, a perception of a systemic risk in the US and European financial markets, changes in the ownership structure, changes in financial analysts' economic estimates or recommendations of the Company or its Shares and other securities and communications from the Company or its competitors of new investment products or services, acquisitions or joint ventures.

**The Company is a public limited liability company incorporated under Danish law, which can make it difficult for shareholders resident outside Denmark to exercise or enforce certain rights**

The Company is a limited liability company registered under Danish law, which can make it difficult for the Company's shareholders resident or domiciled outside of Denmark to exercise or enforce certain rights. The rights of holders of Shares shall be governed by Danish law and the Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions typically have. As a result, investors may be unable to effect service of process upon the Company outside Denmark or in courts outside Denmark enforce judgements against the Company rendered on the basis of the laws of jurisdictions outside Denmark.

**Tax Risks**

For the Company an investment in the Master Fund involves a number of complex tax considerations. Changes in tax legislation in any of the countries in which the Master Fund will have investments (or of Luxembourg), or changes in tax treaties negotiated by those countries, could adversely affect the returns from the Master Fund to its Unitholders. No assurance can be given regarding the actual level of taxation imposed upon the Master Fund. Each Unitholder is strongly urged to consult its own tax advisers regarding their tax implications of investing, holding and disposing of Units in the Master Fund and, if relevant, receiving distributions in respect of Units in the Master Fund. See Section "Tax Status" for a further discussion of the tax considerations for the Master Fund.

**Nasdaq Copenhagen**

There may be little or no trading in the Shares after the Admission to Trading, which may adversely affect the price of the Shares.

**Currency risk**

The Shares are denominated in EUR. The accounting currency is USD and the underlying assets are USD based. Accordingly, the value of the Shares is likely to fluctuate with any fluctuations in the exchange rate between USD and EUR. If the value of EUR depreciates against USD, the EUR price of the Shares will appreciate. In addition, there is a currency risk depending on the local accounting currency for each shareholder.

**4.2 RISKS RELATED TO THE MASTER FUND**

All description of the Master Fund is a resume of public available information provided by the Master Fund, which has not been verified by the Company. Reference is made to the Placement Memorandum for Ress Uncorrelated Assets Fund, September 2014. If any of the risks relating to the Master Fund were to materialize, it may adversely affect the Company and the price of the Company's Shares.

### **Availability risk**

The continuity of operation of the Company is dependent on the Master Funds' ongoing ability to purchase investment assets and to meet the investment objectives of the Master Fund. A change in the availability of investment assets or the leverage (where required) could adversely affect the Company's ability to execute its investment strategy leading to the potential failure of the Master Fund to meet its investment objectives.

### **Leverage risk**

The Master Fund may borrow to provide liquidity for acquisition of Life Settlements, redemption, payment of expenses, and bridging requirements. The loan instruments shall at all times be compliant with all loan covenants required by lenders including loan-to-value ratios'. The maximum total leverage of the Master Fund achieved by the use of loan instruments will not exceed 200 % of the Master Fund's net assets. If the Master Fund uses leverage to increase potential investment returns a significant risk exists should the cost of borrowing exceed the rate of return of the investment assets. The Master Fund's exposure to capital risks is increased by the degree of leverage employed.

### **Hedging risk**

Whenever the Master Fund uses hedging instruments, it involves certain risks including dependence on the ability to predict movements in interest and currency rates, imperfect correlation between the hedging instruments and the investment assets, and the fact that the skills needed to use hedging instruments are different from those needed to select the investments. Whilst such techniques can improve the return on invested capital, their use also increases the costs and the risk of losses to the Master Fund having recourse to these techniques.

### **Custody risk**

If the Master Fund borrows for the purpose of leverage, it may be required to provide security to the lender. Where security is required, assets will be deposited with or pledged to the lender and will cease to be within the Depositary's control. Accordingly, the Master Fund may be exposed to acts, omissions, or insolvency risk of the lender. If the pledging of security is required, the Fund Manager will source a reliable financial institution with good credit ratings to minimise such risk.

### **Redemption Charges risk**

Units in the Master Fund redeemed may be subject to redemption charges. Such charges will decrease the redemption value of Units.

### **Voting rights**

Units carry no voting rights, including no right to vote on a proposed winding-up of the Master Fund.

## **4.2.1 RISKS RELATED TO INVESTMENTS IN LIFE SETTLEMENTS**

### **Longevity Risk**

The longevity risk is made up of two components, systematic risk and idiosyncratic risk. The risks common to all policies are referred to as systematic risk and cannot be diversified away. The idiosyncratic risk is mainly related to outcomes within the expected probability distribution.

A critical factor of the systematic risk for investors is the reliability of life expectancy assessments on which investment decisions are based. Life expectancy certificates contain predictions of mortality and it is im-

portant that the methodologies used by the medical underwriters are consistent and reliable. Inaccurate forecasting of an insured's life expectancy could result from, among other things: advances in medical treatment resulting in deaths occurring later than forecasted, inaccurate diagnosis or prognosis, changes of lifestyle habits, or the individual's ability to fight disease resulting in improved health, fraud, or misrepresentation by the insured.

Life expectancy underwriters as well as the Society of Actuaries for the insurance industry in the US have in the past and may in the future (with or without prior warning) choose to change the mortality tables used to predict the life expectancy of individuals. Any future changes to the mortality tables lengthening the time an insured is expected to live could materially adversely affect Life Settlement investments including, without limitation, how a Life Settlement would be priced, the amount of premiums that would be expected or reserved to be paid on a Life Settlement, the overall value of the Life Settlements on the secondary market and the NAV per Unit of the Master Fund.

### **Valuation overstatement or understatement risk**

The valuation of Life Settlements is based on projected cash flows, which depend upon an unknown length of time for which the insured will live. If the Master Fund underestimates how long an insured may live, it may pay more for a Life Settlement than the Life Settlement is worth, either on a discounted or a present value basis, and be required to pay out more premiums than anticipated. Either of these circumstances could have a significant adverse effect on the return on investment.

Although qualified physicians' estimates may be used, such a valuation will ultimately be a matter of informed judgment, there is no guarantee the NAV will not be overstated or understated, and incorrect valuations may therefore occur.

The marketplace for Life Settlements is under continuous development and the pricing risk will at all times be present. An example is the practice of purchasing Life Settlements with shorter life expectancies derived from a lower confidence level has created a competitive pricing arena. An increase in the competitiveness in pricing may make it more difficult for the Master Fund to purchase Life Settlements in an expedient manner and result in lower margins on the investments.

### **Insured fraud risk**

Although the Company will conduct a reasonable level of due diligence in advance of investing in a Life Settlement, there is a risk that the Master Fund may be defrauded. Among other types of fraud that may exist, an insured may misrepresent the status of his/her illness, may fail to disclose all beneficiaries, or may sell a Life Settlement to more than one purchaser. If the Master Fund is exposed to such fraud, the return on investment may be adversely affected. Insured fraud risk is generally rare in the market place and it is mitigated by a legal review prior to each policy purchase.

### **Availability risk**

The continuity of operation of the Master Fund is dependent on its ongoing ability to purchase Life Settlement policies. Changes in circumstances may result in a reduced supply of Life Settlements. Such changes could result from, among other things: (i) improvement in the economy overall, generating higher investment returns to insured from their investment portfolios; (ii) improvements in health insurance coverage, limiting the need of insured to obtain funds to pay the cost of their medical treatment; (iii) a change in law requiring the Master Fund to apply more stringent credit standards in purchasing Life Settlements; (iv) the entry into the market of less reputable third-party brokers who submit inaccurate or false Life Settlement information to the Fund Manager on behalf of insured; (v) the establishment of new licensing requirements for the market participants and a delay in complying, or an inability to comply, with such new requirements; or (vi) refusal of the insurance company that issued the policy to consent to its transfer.



A change in the availability of Life Settlements could adversely affect the Fund Manager's ability to execute its investment strategy and meet its investment objective. The Master Fund will therefore be dependent on its ability to find an adequate supply of Life Settlements.

### **Liquidity risk**

The Master Fund may use a substantial portion of the funds to acquire a pool of Life Settlements. There is minimal or no return on such purchases until maturity. Proceeds derived from maturing Life Settlements will be reinvested and will not be readily available to satisfy redemption requests. Such an investment is essentially illiquid. Therefore, the Master Fund may not have access to liquid assets to make any payment to Unit holders until the Life Settlements mature, or unless it realises the assets through the secondary market. The secondary market for these settlements is not highly regulated or developed and there is no certainty the market will be active. Accordingly, delays may occur in redemption payments. In order to increase the Master Fund's liquidity, the Company shall seek to match redemptions with subscriptions and source available credit facilities with the pledging of the Life Settlements held by the Master Fund.

### **Missing insured**

There is a risk that an insured under a Life Settlement owned by the Master Fund may go missing, or that there may be a delay in ascertaining that an insured has died, or in obtaining the required documentation needed to claim the death benefit under such Life Settlement. The Master Fund could incur substantial unplanned expenses in locating a missing insured and could experience substantial delays in collecting death benefits which would affect the value of the Master Fund. In some States, the regulator may limit the frequency of contact that the Company, through its tracking firms, could make to the insured and obtaining his/her medical records by the tracking firms.

### **Counterparty risk**

There is a counterparty risk in respect of the solvency of the insurance company during the period a Life Settlement is held to maturity. There is no guarantee that the insurance companies will meet their obligations to make payment on maturity. The Company manages counterparty risk by limiting the exposure to any single insurance company obligor, and by only buying policies written by insurers that meet its rating requirements.

The Master Fund is assisted by the Fund Manager in locating and evaluating Life Settlements to be purchased, administering the Life Settlements, and processing claims. If, as a result of insolvency or liquidation, or otherwise, the Fund Manager were to cease servicing the Life Settlements, it may be difficult for the Master Fund to find a suitable successor Fund Manager. Any successor Fund Manager may have less experience and be less capable in tasks related to evaluating Life Settlements, processing claims, and managing collection systems.

### **Performance Fee risk**

The performance fee payable to the Fund Manager is based on gains in the NAV per Unit. It is envisaged that the difference between the market realisable value and the valuation adopted by a Master Fund can be material. There is a risk that these unrealised profits may not be crystallised in the event of early realisation, or delayed maturity of Life Settlements. As a result, the total performance of the Master Fund may be affected.

### **Risk of Life Settlements being deemed securities**

Should the United States Internal Revenue Service deem Life Settlements to be classified as "securities" at some point in time this could potentially have implications with regard to the application of withholding tax.

The application of withholding tax at current tax rates to the Master Fund would have a negative impact on returns.

### **Premium Risk**

Insurance carriers may in the future (with or without prior warning) choose to change Cost of Insurance rates used to calculate premium levels on policies issued by the carrier. Any future changes to the Cost of Insurance rates could materially adversely affect Life Settlement investments including, without limitation, how a Life Settlement would be priced, the amount of premiums that would be expected or reserved to be paid on a Life Settlement and the overall value of the Life Settlement and subsequently the Net Asset Value per Unit.

### **Insurable Interest Risk**

There is a risk that a Life Settlement may have been originated through a method or procedure that attempts to circumvent state insurable interest laws intended to prevent life insurance from being used as a wager on human life. Although the Fund Manager will conduct a reasonable level of due diligence in advance of investing in a Life Settlement, it may be difficult in certain instances to recognize a lack of insurable interest due to complex arrangements and programs that may be designed to circumvent such laws. Life Settlements originated without an insurable interest or Life Settlements where the insurable interest is in question could negatively impact the value of such Life Settlements and the Master Fund renders the Life Settlements void and/or could subject the Master Fund to additional litigation costs.

In addition to the above mentioned risks, the investment in the Master Fund entails specific risks related to the investment policy and strategy of the Master Fund. The specific risks related to the investment in the Master Funds are described in this Offer Document.

## 5. Significant Contracts

A summary of each material contract, other than contracts entered into as part of the normal business that the Company or any member of the Board of Directors or Executive Board has made in the past two years.

### 5.1 Investment Management and Marketing Services

The Company has entered an agreement with Resscapital AB to act as the Company's alternative investment fund manager (referred to as the Fund Manager).

The Fund Manager is a limited liability company incorporated in Sweden with registration number 556698-1253 and its registered office at Box 55916, 102 16 Stockholm, Sweden . The Fund Manager is authorised by the Swedish Financial Supervisory Authority as an alternative investment fund manager.

The Fund Manager shall be responsible for the investment management of the assets of the Master Fund (i.e. the portfolio management and the risk management in relation to the assets of the Company. The Fund Manager is authorised to act for and on behalf of the Company.

The Fund Manager may delegate, under its responsibility and control, and with the consent of the competent authority, part or all of its following functions and duties to any third party. The Fund Manager has the following functions and services to be performed:

#### 5.1.1 Portfolio Management Services

In relation to the portfolio management services, the Fund Manager will, in accordance with laws and regulations, elaborate the Company's investment objective, policy and restrictions, identify the target investments, take the investment decisions, manage the assets of the Company in accordance with the investment policies, objectives and restrictions as set out in the Company's Articles of Association and with the aim to achieve the Company's investment objective.

Subject to such investment policy, objective, restrictions and guidelines, the Fund Manager will in particular and without limitation, have complete discretion to:

- a) identify target investments;
- b) provide investment management;
- c) buy, sell, retain, exchange or otherwise deal in investments and other assets, make deposits, subscribe to issues and offers for sale and accept placings, underwritings and sub-underwritings of any investments and effect transactions on any markets.
- d) exercise all voting rights pertaining to securities held by the Company;
- e) supervise and monitor the performance of third parties including sub-advisors/managers and other delegates;
- f) provide supervision of the Company's investments.

#### 5.1.2 Risk Management Services

In relation to the risk management services, the Fund Manager will, in accordance with applicable laws and regulations, identify and analyse the exposure of the Company's assets to certain risks, to set up a risk management procedure and to define, select and apply an adequate risk management methodology in relation to the investment policies and objectives. Subject to such risk management procedure, the Fund Manager will in particular and without limitation, have complete discretion to:

- a) set up a risk management procedure in order to identify, measure, manage and monitor on an on-going basis all risks relevant to the relevant investment strategy;
- b) identify and analyse the risks to which the Company is exposed and to determine and monitor compliance with the risk limits, in particular market, credit, liquidity and counterparty risks as well as other risks such as operational risks;
- c) define, select and apply an adequate risk management methodology;

- d) ensure that the risk profile of the Company disclosed to investors is consistent with the risk limits that have been set;
- e) supervise and monitor the performance of third parties;
- f) render to the Company's Board of Directors such periodical and special reports as it may reasonably request, in particular on:
  - a. the consistency between and compliance with the risk limits set and the risk profile of the Company as disclosed to investors
  - b. the adequacy and effectiveness of the risk management procedure, indicating in particular whether appropriate remedial measures have been or will be taken in the event of any actual or anticipated deficiencies
  - c. the current level of risk incurred by the Company and any actual or foreseeable breaches of their risk limits set, so as to ensure that prompt and appropriate action can be taken;
- g) prepare and file with the competent authorities the annual reporting on risk management pursuant to the provisions of applicable laws.

### **5.1.3 Marketing and Disclosure to Investors**

In relation to the marketing activities, the Fund Manager will, in accordance with applicable laws and regulations, establish or procure to establish a website containing all the necessary information as required by law or regulations (in particular as regards the documents relating to the Company as required by law or regulations). In accordance with the applicable regulations, such website must be kept up to date at all times. The Fund Manager shall be responsible for keeping the website up to date.

The Fund Manager undertakes to produce an information brochure and a factsheet for the Company as required by law or regulations. In accordance with the applicable regulations, such information brochure and factsheet must be up to date when used in marketing activities. The Fund Manager shall be responsible for keeping the information brochure and factsheet up to date.

The Fund Manager shall report to the Swedish Financial Supervisory Authority on the principal markets and instruments in which it trades on behalf of the Company. The Fund Manager shall provide information on the main instruments in which it is trading, on markets of which it is a member or where it actively trades, and on the principal exposures and most important concentrations of the Company.

The Fund Manager shall calculate the NAV in USD and EUR for the Company. The issue and redemption prices will be determined and published at least in the middle and at the end of each month. Once the NAV is determined, it will be announced through GlobeNewswire.

In case of delegation of functions, the board of directors of the Fund Manager shall implement appropriate control mechanism and procedures, including risk management controls, and regular reporting process in order to ensure an effective supervision of the third parties to whom such functions and duties have been delegated. The Fund Manager's liability shall not be affected by the fact that it has delegated its functions and duties to third parties.

In case of delegation of functions, all the fees and expenses charged by the service providers to whom such functions have been delegated and the related fees and expenses of their agents shall be paid by the Fund Manager.

The Fund Manager is responsible for the payment of the staff, personnel and office space necessary to perform its obligations under the agreement.

The Fund Manager is entitled to receive a Management Fee of 0.125% per month, based on the latest available NAV in USD, excluding assets invested in The Master Fund, or other funds managed by the Fund Manager.

In addition, the Fund Manager shall receive a performance fee. The performance fee is equivalent to 15 % of the performance in USD, excluding assets invested in other funds managed by the Fund Manager.

The agreement can be terminated with ninety (90) days written notice by either the Company or the Fund Manager giving notice to the other party.

The agreement shall be governed by and construed in accordance with Swedish substantive Law.

## **5.2 Depositary Services**

The Company's Depositary is Nykredit Bank A/S, Kalvebod Brygge 47, DK-1780 Copenhagen V and has the following responsibilities:

### **5.2.1 Monitoring of cash and cash flows**

The Depositary shall in general ensure that the Company's cash flows are properly monitored in accordance with the Danish Act on Managers of Alternative Investment Funds,

The Depositary keeps special control with regards to:

- a) all payments made by or on behalf of investors in connection with the subscription of Shares in the Company are received, and
- b) all cash in the Company posted on cash accounts in the name of the Company, or the Depositary's name or in the name of the Depositary when they act on behalf of the Company.

### **5.2.2 Keeping the assets**

The assets of the Company or the Fund Manager acting on behalf of the Company shall be entrusted to the Depositary for safe-keeping, as follows. For financial instruments that can be held in custody:

- a) The Depositary shall hold in custody all financial instruments that can be registered in a financial instruments account opened in the Depositary's books and all financial instruments that can be physically delivered to the Depositary. The Depositary shall keep all physical financial instruments, which can be delivered to the Depositary.
- b) For that purpose, the Depositary shall ensure that all those financial instruments that can be registered in a financial instruments account opened in the Depositary's books are registered in the Depositary's books within segregated accounts in the name of the Company or the Fund Manager acting on behalf of the Company, so that they can be clearly identified as belonging to the Company in accordance with the applicable law at all times.

### **5.2.3 Other assets:**

- a) The Depositary shall verify the ownership of the Company or the Fund Manager acting on behalf of the Company of such assets and shall maintain a record of those assets for which it is satisfied that the Company or the Fund Manager acting on behalf of the Company holds the ownership of such assets;
- b) The assessment whether the Company or the Fund Manager acting on behalf of the Company holds the ownership shall be based on information or documents provided by the Company or the Fund Manager and, where available, on external evidence;
- c) The Depositary shall keep its records up-to-date.

### **5.2.4 Execution of the safe-keeping assignment**

Financial instruments are held in the country where such instruments are normally kept.

The Depositary may refuse to keep financial instruments, if the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that are subject to effective prudent regulation, including minimum capital requirements, and supervision in the relevant jurisdiction, and where the local entity is not subject to periodic external review to ensure that the financial instruments are in the local unit's possession.

#### 5.2.5 Derivatives

If the Company trades in derivatives with the Depositary, the Depositary initially must assess whether it has the necessary competence in the Depositary function to handle the various types of derivatives that the Fund wishes to use.

#### 5.2.6 Supervisory responsibilities

The Depositary shall, pursuant to the Danish AIFM ACT § 52, section 1, ensure that:

- a) sale, issuing, redemption and cancellation of Shares in the Company is in accordance with the applicable national law and the Company's Articles of Association or fund rules,
- b) calculation of the NAV per share is in accordance with applicable law, the Company's Articles of Association or fund rules and in accordance with the Danish AIFM ACT, chapter 6,
- c) the consideration for transactions in which the Company is a party, is provided to the Company within the usual time limits and
- d) The Company's income is used in accordance with applicable law and the Company's Articles of Association or fund rules.

The Depositary must perform the Fund Manager's instructions, unless they conflict with applicable law or the Company's Articles of Association or fund rules.

The Depositary must perform its obligations for subsequent review of instructions and transactions.

#### 5.2.7 Issuing services

The Depositary acts as issuer (VP-registration) and subscription agent for any capital raising of the Company.

The Company pays the costs of VP Securities A/S, which is connected with the Depositary's service of issuing shares.

The way in which the supervisory function to be performed by the Depositary depends on the asset type and geographic areas in which the Fund according to the Depositary considers investing and expects to invest.

The Fees for the above agreements and services are agreed to the following:

- Safekeeping fees DKK 12,000 annually excl. VAT.
- Depositary management DKK 18,000 annually excl. VAT.

The agreement can be terminated by the Company with one month's written notice and by the Depositary by six month's written notice.

If one of the parties defaults on its obligations according to this agreement, the other party may terminate the agreement without a notice

The agreement is governed by and constructed in accordance with the laws of Denmark.

### 5.3 Domiciliary Services

A Domiciliary Service Agreement has been agreed on 23 August 2013 between the Company and Citco (Denmark) ApS.

Citco (Denmark) ApS has five employees, three of those working with legal matters and two secretaries. Mr Ole Sørensen is the CEO.

Citco's Managing Director Ole Meier Sørensen is also the Company's Executive Board. Otherwise there are no relations between Citco (Denmark) ApS and the Company.

The Citco Group of Companies is a worldwide group of independent financial service providers serving hedge funds, private equity and institutional clients. Citco companies service these sectors around the world by offering hedge fund administration, custody and fund trading, financial products and corporate and trust planning solutions.

Below is a brief summary of the essential parts of the agreement.

The Company has requested Citco to perform domiciliary services as from the 15 September 2013 including the following:

- Provision of the registered office and address of the Company
- Provision of registered agent services for the Company
- Provision of a company secretary
- Maintenance of statutory records and filing of statutory returns
- Preparation of agenda and maintenance of minutes of meetings of directors and shareholders
- Acceptance and reporting to the Company of all Company correspondence and official notices
- The Company shall be permitted to use the following address as its registered office and address: c/o Citco (Denmark) ApS, Holbergsgade 14, 2 tv., 1057 Copenhagen, Denmark
- Citco shall be entitled at its discretion to examine all mail and official notices addressed the Company and received at the registered address.

The agreement is entered into for an indefinite period and shall continue until either party shall give 90 days' notice to the other party to that effect.

The agreement is governed by and construed in accordance with the laws of Denmark.

### 5.4 Outsourcing Services

An Outsourcing Service Agreement has been agreed on 23 August 2013 between the Company and Citco (Denmark) ApS.

Citco's Managing Director Ole Meier Sørensen is also the Company's Executive Board. Otherwise there are no relations between Citco (Denmark) ApS and the Company.

Below is a brief résumé of the essential parts of the agreement.

The Company has requested Citco to perform the following services:

*Annual General Meeting services:*

- Contacting the shareholders in order to hold the annual general meeting of shareholders ("AGM") and preparing the appropriate proxies;
- Sending official invitations for the AGM to the shareholders;
- Drawing up the minutes of the AGM, as well as the attendance list;

- Filing the annual statutory financial statements with the trade register after their adoption by the AGM of shareholders.

*Board of Directors services:*

- Contacting the directors in order to hold the meeting of the Board of Directors ("Board of Directors' meeting") and preparing the appropriate proxies (maximum 4 per year included in fixed fee);
- Sending official invitations to the directors;
- Drawing up the minutes of the Board of Directors' meeting, as well as the attendance list.

*Stock exchange services:*

- Preparation and publication of the Company's stock exchange announcements, cf. Section 27 of the Danish Securities Trading Act and the rules of Nasdaq Copenhagen;
- Notifications of own shares, cf. Section 28 of the Danish Securities Trading Act;
- Publication of notifications from the Company's senior employees regarding trading in the Company's shares, cf. Section 28a of the Danish Securities Trading Act;
- Publication of notifications of major shareholdings, cf. Section 29 of the Danish Securities Trading Act;
- Keeping of and updating on an ongoing basis the Company's insider list, cf. Section 37(4) of the Danish Securities Trading Act.

*Record keeping services*

- The articles of incorporation;
- The minutes of meetings of the Board of Directors and general meetings of shareholders;
- The shareholders register;
- Tax returns: corporate income tax, municipal business tax, and wealth tax, if applicable;
- Forms relating to taxation, deductions, tax accounts;
- The annual accounts;
- Excerpts from the trade register;
- Official publications;
- Agreements;
- Invoices and related payments;
- Bank statements;
- Any other documents which Citco deems necessary for the file or which is required to keep in order to comply with local laws.

*Tax Compliance Services:*

- Collecting the required information in order to assist local tax advisors to prepare tax returns in respect of corporation income tax ("CIT");
- Assisting local tax advisors in the preparation of CIT returns and submit them to the tax authorities after approval (after the necessary proxy has been issued);
- Payment of taxes, if applicable.

*Accounting Services:*

- Completing the set-up of accounting records and general file;
- Sending NAV statement of holding every month to the investors.
- Maintain the accounting records of the Company which are sufficient to show and explain the Company's transactions and which are such as to disclose with reasonable accuracy, at any time, the fi-



financial position of the Company and to enable the Company's Directors to ensure that the Company's balance sheet and profit and loss account are properly prepared.

- Ensuring that the accounts and financial statements are prepared in accordance with legal and local requirements. These include:
  - bookkeeping including ensuring the ledgers are updated for all income and expenses;
  - estimation and appropriate recording of accruals (including taxation accruals), prepayments, deferred income and similar items;
- Preparation of non-consolidated annual statutory financial statements in accordance with IFRS accounting standards
- Managing bank accounts operations and payments for the bank accounts held by the Company.
- Arranging for approval of invoices and checking against the approval limits, preparing and checking of payment authorization documents, arranging and checking of the appropriate signature(s) of the payment authorization documents against the approval limits for each payment, arranging execution of the payment by the bank, recording of payments made in the accounts;
- Preparing bank reconciliation from the bank statement to the accounts.
- Assisting the local auditor with the annual audit of the statutory financial statements.

### *Miscellaneous*

The agreement is entered into for an indefinite period and shall continue until either party shall give 90 days' notice to the other party to that effect.

The agreement is governed by and construed in accordance with the laws of Denmark.

### **5.5 Management Service**

A management service agreement has been agreed on 23 August 2013 between the Company, Citco (Denmark) ApS, where Citco's Managing Director, Mr. Ole Sørensen, is the Company's Executive Board. The Company has requested Citco to perform management services for the Company, and Citco has requested Mr Ole Sørensen to act as manager of the Company.

Citco's Managing Director Ole Meier Sørensen is also the Company's Executive Board. Otherwise there are no relations between Citco (Denmark) ApS and the Company.

The agreement is entered into for an indefinite period and shall continue until either party shall give 90 days' notice to the other party to that effect.

The agreement is governed by and construed in accordance with the laws of Denmark.

The Fees for the above agreements and services are agreed to the following:

- |   |                            |
|---|----------------------------|
| • Annual Domiciliary and Administration Fee:      | EUR 12,000                 |
| • Annual Fee for provision of Management Services | EUR 1,000                  |
| • Compliance Review & KYC collection              | EUR 150 (per new investor) |

Additional services will be charged on a time-spent basis. Hourly rates currently vary between EUR 120.00 and EUR 285.00 depending on the complexity of the work being carried out and the seniority of the staff. Additional services relate to all work not listed in the fixed fee agreement such as services provided in relation to the listing, the Danish AIFM Act, withholding tax and FATCA. In 2013/2014 Citco (Denmark) charged EUR 8,012.50 on time spent. There's no budget. Citco (Denmark) has so far charged EUR 10,429.50 (EUR 5,909.50 for FATCA) for 2014/2015.

## **5.6 Market Maker Agreement**

The Company has entered into a market maker agreement with Carnegie Investment Bank ("Carnegie"), CVR-no.: 35521267 on 12 October 2015.

Carnegie assumes the task to handle the market making in the Company's Shares from [12 October] 2015. Carnegie is under normal market conditions required to provide both a bid and offer price from Monday to Friday from 9:00 am to 4.55 pm.

The price is set for a minimum of 1 share bid and offer price at a minimum of 90 % of business hours, and with a spread of no more than 5 % between the bid and offer price. Carnegie is trading on their own account and risk.

Carnegie seeks that the price follows the current supply and demand situation. Carnegie reserves the right to fully or partially refrain from quoting prices in the event of substantial changes in the economic, financial or political conditions which Carnegie estimates significantly will complicate quoting a bid and offer price in the Company's shares.

The Company pays a quarterly fee of DKK 12,500 paid in advance. The agreement can be unilaterally terminated by either party with three months' notice.

Carnegie will act as a market-maker through its membership of Nasdaq Copenhagen.

There are no relations between the Company and Carnegie.

## 6. Information of the Shares being admitted to Trading

This Offer Document is only relevant for the Admission to Trading of the Company's existing Shares on Nasdaq Copenhagen. No new Shares are being offered at this stage.

The Offer Document can be downloaded on the company's homepage: [www.resslifeinvestments.com](http://www.resslifeinvestments.com)

The Offer Document include the Company's Articles of Association, inserted as Appendix 2. The Offer Document has been prepared in accordance with Chapter 10 of the Danish Act on Managers of Alternative Investment Funds and the "Rules for issuers of investment undertakings" by NASDAQ OMX Copenhagen A/S as of 01-07-2009, Scheme "C".

### Expected schedule for significant events

Date	Event
19 November 2015	The Offer Document is made public
23 November 2015	First day of trading for the Shares on Nasdaq Copenhagen.

### General Restrictions

Distribution of this Offer Document may, in certain jurisdictions, be restricted by law and this Offer Document may not be used for or in connection with, any offer or invitation to invest in Shares in the Company. This Offer Document does not constitute an offer or an invitation to subscribe for Shares in the Company in any jurisdiction. It presupposes that individuals, who may come into possession of this Offer Document, realize, understand and observe such restrictions. The Company assumes no legal responsibility for any violation of such restrictions by any person.

The Shares may, in certain jurisdictions, be subject to transfer and selling restrictions. Persons who come into possession of this Offer Document are required by the Company to realize, understand and observe any such restrictions. Neither the Company nor its advisers assume any responsibility for any violation of such restrictions by any person, whether that person is an existing shareholder or potential subscriber of Shares.

This Offer Document may not be distributed or otherwise made available in the U.S., Canada, Australia or Japan. This Offer Document may not be distributed or otherwise made available in any jurisdiction outside of Denmark, unless such distribution is permitted under the applicable laws of the relevant jurisdiction, and the Company may require receipt of satisfactory documentation.

### The Share Capital

At the date of the Offer Document the Company has a share capital of EUR 20,133,000, and an equity calculated as of 31 August EUR 50,505,732 or USD 56,642,179. Each share has a nominal value of EUR 500. The Company has issued 40,266 Shares.

The table below show the 5 % shareholders and the Board of Directors and Executive Board's holdings in the Company:

	At Offer Document Date		
	Shares	Nom. value	Ownership in %
<b>Shareholders:</b>			
Banque Carnegie Luxembourg SA	4,769	2,384,500	11.84%
The Swedish Club	3,757	1,878,500	9.33%
Apoteket AB:S Pensionsstiftelse	3,638	1,819,000	9.03%
Helga Liselott Tham	3,528	1,764,000	8.76%
SEB Life International Assurance Ltd	2,330	1,165,000	5.79%
<b>Board of Directors</b>			
None	-	-	0.00%
<b>Executive Board</b>			
None	-	-	0.00%
<b>Employees</b>	-	-	0.00%
<b>Other Shareholders</b>	22,244	11,122,000	55.24%
<b>New Shareholders</b>	-	-	0.00%
<b>Total</b>	40,266	20,133,000	100.00%
		-	

The Company has entered into an agreement with the Fund Manager regarding investment management and marketing services. Please refer to Section 5.1. There are no other contractual relationships between the Company and the Fund Manager. In order to create a long-term alignment of interest between the Fund Manager and the Company, the following board members of the Fund Manager have invested in the Company:

- Erik Mitteregger, 1,769 shares,
- Niklas Midby, 171 shares
- Jonas Mårtenson, 51 shares

There are no relations between the shareholders and Board of Directors of the Company, the Executive Board of the Company or the Board of Directors of the Fund Manager.

All Shares are fully paid. The Shares are not divided into classes, and there are no special rights attached to the Shares.

The Company is in the process of applying for the Shares to become admitted to trading on Nasdaq Copenhagen under the ISIN code DK0060315604 on 23 November 2015. The Company's Shares will only be marketed towards professional investors (as defined in the Markets in Financial Instruments Directive), semi-professional investors where permitted as well as retail investors in Denmark. The Company cannot issue new Shares below the Company's current NAV per share or below par value and new investors can only subscribe for Shares of a minimum of EUR 100,000.

The Company shall publish issue- and redemption prices at least in the middle and at the end of each month. Besides, the Company has an ongoing commitment to announce all information which could have a significant influence on the market price of the shares including any significant changes in the Company's

NAV. This follows § 27 paragraph 1 in "Lov om Værdipapirhandel" that all inside information which directly concerns the issuer's business shall be published as soon as possible.

The Shares of the Company are issued by VP Securities A/S, reg. no. 21 59 93 36 and through Nykredit Bank A/S. The Company's Shares are registered in the names of the holders and shall be entered in the Company's register of shareholders. In connection with registration the shareholder must provide an e-mail address to which notices to the shareholder can be sent.

The Company's register of shareholders is kept by VP Services A/S, reg. no. 30 20 11 83.

According to section 4.2 in the Articles of Association the Shares are negotiable instruments and thus no restrictions apply as to the negotiability of the Shares. No Shares shall confer special rights on any shareholder and no shareholder shall be obliged to let his shares be redeemed, either in whole or in part.

The Admission to Trading of the Shares will be made, issued and traded in EUR.

According to section 4.8 in the Company's Articles of Association, the Board of Directors is authorized, during the period until 1 September 2018 in one or several operations, to increase the share capital of the Company up to nominally EUR 500,000,000. The Company has already issued EUR 20,133,000 at the date of the Offer Document leaving EUR 480,601,500 to be issued. Every subscriber must as a minimum subscribe for Shares of an amount of EUR 100,000. The Shares of the capital increase must be negotiable instruments and rank equally with the existing share capital. The Shares must be registered in the names of the holders and shall be entered in the Company's register of shareholders. The Board of Directors is authorized to derogate from the proportionate pre-emption right for existing shareholders. The subscription may take place at a price which corresponds to the most recent NAV calculation per share or higher.

A subscription agreement can be downloaded from the Company's website [www.resslifeinvestments.com](http://www.resslifeinvestments.com)

For a period until 1 January 2020 the Board of Directors is authorized to acquire, on behalf of the Company, own Shares of up to 50 % of the Company's share capital. The consideration for the Shares must not deviate from the price, including cost deduction, calculated as the NAV at the time of initiation. At the Offer Document Date the Company owns no own Shares.

The Company has not issued any options, warrants or convertible instruments.

The table below illustrates the development of the Company's share capital for the financial periods covered by this Offer Document:

Date	Capital Increase (Transaction)	Nominal Capital Increase (EUR)	No. of Shares	Subscription Rate (EUR)	Share Capital after the Capital Increase (nom. EUR)	Total no. of Shares
7 April 2011	Foundation	70,000	140	100.00	70,000	140
6 February 2012	Capital Increase	839,500	1,679	200.00	909,500	1,819
6 February 2012	Capital Increase	480,000	960	196.03	1,389,500	2,779
6 February 2012	Capital Increase	54,000	108	201.60	1,443,500	2,887
6 February 2012	Capital Increase	357,000	714	200.05	1,800,500	3,601
6 February 2012	Capital Increase	815,500	1,631	205.41	2,616,000	5,232
6 February 2012	Capital Increase	336,000	672	211.22	2,952,000	5,904
6 February 2012	Capital Decrease for Special Reserves	-35,000	-70	100.00	2,917,000	5,834
10 April 2012	Capital Increase	81,000	162	200.22	2,998,000	5,996
26 April 2012	Capital Increase	120,000	240	198.36	3,118,000	6,236
28 June 2012	Capital Increase	188,500	377	213.73	3,306,500	6,613
26 July 2012	Capital Increase	595,000	1,190	209.90	3,901,500	7,803
29 October 2012	Capital Increase	941,000	1,882	205.40	4,842,500	9,685
29 January 2013	Capital Increase	112,500	225	201.97	4,955,000	9,910
28 February 2013	Capital Increase	225,000	450	196.65	5,180,000	10,360
27 March 2013	Capital Increase	393,500	787	202.90	5,573,500	11,147
30 April 2013	Capital Increase	1,312,500	2,625	208.80	6,886,000	13,772
28 June 2013	Capital Increase	1,220,500	2,441	206.38	8,106,500	16,213
3 September 2013	Capital Increase	92,500	185	202.64	8,199,000	16,398
25 October 2013	Capital Increase	349,500	699	199.60	8,548,500	17,097
20 December 2013	Capital Increase	257,500	515	199.18	8,806,000	17,612
26 March 2014	Capital Increase	391,500	783	198.02	9,197,500	18,395
30 April 2014	Capital Increase	546,500	1,093	198.95	9,744,000	19,488
26 May 2014	Capital Increase	1,255,500	2,511	198.28	10,999,500	21,999
4 June 2014	Capital Increase	364,000	728	198.28	11,363,500	22,727
2 July 2014	Capital Increase	2,037,000	4,074	202.00	13,400,500	26,801
30 July 2014	Capital Increase	364,000	728	200.94	13,764,500	27,529
9 December 2014	Capital Increase	285,000	570	224.74	14,049,500	28,099
29 January 2015	Capital Increase	393,500	787	234.20	14,443,000	28,886
2 March 2015	Capital Increase	704,000	1,408	259.83	15,147,000	30,294
30 March 2015	Capital Increase	404,000	808	262.67	15,551,000	31,102
27-04-2015	Capital Increase	1,132,500	2,265	275.09	16,683,500	33,367
26 May 2015	Capital Increase	1,751,000	3,502	265.35	18,434,500	36,869
29 June 2015	Capital Increase	529,500	1,059	271.33	18,964,000	37,928
28 September 2015	Capital Increase	434,500	869	266.32	19,398,500	38,797
28 October 2015	Capital Increase	734,500	1,469	267.09	<b>20,133,000</b>	<b>40,266</b>

From the foundation date until the date of the Offer Document the Company has increased the share capital several times for new investors.

### Governing Law and Jurisdiction

The Admission to Trading of the Shares is subject to Danish law. Any dispute arising out of the Admission to Trading shall be brought before the Danish courts.

### Dividend Rights

Payment of dividend shall be made in compliance with the directions of VP Securities A/S.

The Annual General Meeting authorize the payment of dividends on the basis of the approved annual account for the last financial year. The dividend adopted by the general meeting cannot exceed the amount proposed or approved by the Board of Directors. The Company will withhold dividend tax on dividend being paid to shareholders.

The Company's Articles of Association do not mention any limitation periods of payment of dividends nor any dividend restrictions or procedures for shareholders living outside of Denmark.

After completion of the Admission to Trading, each share with a nominal value of EUR 500 will be entitled to any dividend as from the financial year 2013/2014. There are no dividend restrictions. The Company, however, has no intention of paying dividends.

### **Voting Rights**

A shareholder's right to participate in the general meeting and vote according to the shareholder's Shares shall be determined in relation to the Shares owned by the shareholder at the date of registration.

The date of registration is one (1) week before the general meeting. The Shares owned by the individual shareholder shall be calculated at the date of registration based on registration of the shareholder's Shares in the register of shareholders and statements of ownership. Shareholders shall have access to the general meeting of the Company only if they have notified the Company of their attendance minimum three (3) days before the general meeting.

### **Redemption**

Paragraph 5 in the Company's Articles of Association refer to the Shares' redemption.

At the request of a shareholder, the Board of Directors of the Company is obliged to redeem the said shareholder's Shares in the Company by cash payment. Shareholders wishing to exercise their redemption right must give the Company written notice, specifying the number of shares to be redeemed, with a notice of at least 30 days. Any round of redemption shall include the Shares in relation to which a written demand for redemption has been made.

Shareholders may request redemption once a month. Redemption is initiated by the Board of Directors on the 25th of each calendar month, or the forthcoming business day where banks are open for business in Copenhagen.

Redemption shall take place at the NAV calculated at the time of initiation of the redemption according to the same principles as those applied in the annual report without consideration of good-will, knowhow and similar intangible assets, against deduction of a 5 % of the redemption amount. Redemption fee is not deducted in connection with redemption of shareholders who give the Company written notice, specifying the number of shares to be redeemed, with a notice of at least 205 days. However, at the discretion of the Board of Directors, a deduction can in such cases be made for covering the necessary costs of redemption (disinvestment and fees to accountant and attorney).

The Company shall publish issue- and redemption prices at least in the middle and at the end of each month. Besides, the Company has an ongoing commitment to announce all information which could have a significant influence on the market price of the shares including any significant changes in the Company's NAV.

The Board of Directors may demand that the redemption be postponed to the effect that the redemption price is fixed after the Company has realized the assets necessary for the redemption of Shares.

The Board of Directors may decide to suspend redemption if justified doubts can be raised about the valuation or significant difference from the Company's assets at the time of redemption, or if the Board of Directors estimates that a reasonable redemption price cannot be determined.

If a demand for redemption represents more than 5 % of the Company's assets, the board of Directors may require proportional postponement of redemption, in whole or in part, for a period which the Board of Directors considers to be in the best interest of the Company, but with the objective that the period should not be longer than two redemption periods after the time of redemption at which postponement takes place. All demands for redemption postponed will be met on a pro rata basis in compliance with the principle of equal treatment of the shareholders.

Payment to a redeemed shareholder shall be made when the capital reduction resulting from the redemption has been finally registered with the Danish Commerce and Companies Agency.

In the event that one or more shareholders' demand for redemption will result in the Company's nominal share capital after redemption becoming less than EUR 70,000 or an amount equal to DKK 500,000, or the Company's capital resources after redemption not being sound, or the Company's reserves, which are non-distributable by law or pursuant to the Articles of Association, after the redemption are not fully covered, the Board of Directors of the Company must – unless a decision on a capital increase is made prior to redemption ensuring that in part that the Company's nominal share capital after redemption is minimum EUR 70,000 or an amount equal to DKK 500,000, in part that the Company's capital resources after redemption will be sound and that the Company's non-distributable reserves are fully covered after the redemption – convene a general meeting for the purpose of passing a resolution on liquidation of the Company. The liquidation shall in that case replace the redemption.

The provisions of section 74 of the Danish Companies Act shall apply to any redemption. The Board of Directors may adopt the amendments of the Articles of Association required by the redemption.

### **Pre-emption Rights**

According to Danish law, all shareholders have pre-emptive rights in the event of any increase in the share capital by cash payment. A capital increase may be adopted by the general meeting or by the Board of Directors following a general authorization. In connection with the increase of the Company's share capital the general meeting may approve deviations from the general pre-emption rights if the increase is made at the market price according to the Companies' Act Section 162, sub-section 1.

Pursuant to section 4.8 in the Company's Articles of Association the Board of Directors is authorized to derogate from, in whole or in part, the proportionate pre-emption right for existing shareholders. The subscription may take place at a price which corresponds to the most recent NAV calculation per share or higher.

### **Description of the Articles of Association of the Company**

#### **Summary of Provisions relating to the Board of Directors and the Executive Board**

According to paragraph 13 of the Company's Articles of Association the affairs of the Company shall be supervised by the Board of Directors with 3-5 members, who are elected at the general meeting for one (1) year at a time. Re-election may take place. One of the main tasks for the Board of Directors is to prepare rules of procedure as to the duties and powers of the Board. Secondly the Board of Directors shall lay down the overall investment and risk policy in accordance with the objective of the Company. Subsequently the Board of Directors shall appoint a manager to be in charge of the day-to-day management of the Company, which can be arranged as an agreement with a management company. Besides, the Company may enter into an agreement with an AIFM and one or more advisers for optimization of the Company's investments.

Paragraph 14 in the Articles of Associations states the Company is bound by the joint signatures of one manager and one member of the Board of Directors (however, not one and the same person), or by the joint signatures of all members of the Board. In addition, the Board of Directors may grant powers of procuration.

According to section 13.5 in the Company's Articles of Association the Board of Directors may make an agreement with a management company on the day-to-day management. The section states nothing about the costs of the administration.

### **The Company's General Meetings**

Paragraph 9, 10, 11 and 12 in the Company's Articles of Association relate to the general meetings.

All general meetings shall be convened electronically by notice at the Company's website and by an e-mail sent to all the shareholders registered in the register of shareholders who have requested a written notice of the meeting. The meeting shall be convened in English.

General meetings shall be convened no later than three weeks and no earlier than five weeks before the date of the general meeting by publishing a notice on the Company's website and by e-mail to all shareholders registered in the register of shareholders who have requested a written notice of the meeting. The meeting is convened in English.



The following business shall be transacted at the annual general meeting:

- a. Adoption of the annual report.
- b. Appropriation of profit or loss as recorded in the adopted annual report.
- c. Election of members of the Board of Directors.
- d. Appointment of auditor.
- e. Any resolutions proposed by the Board of Directors or the shareholders.

Shareholders may demand in writing to the Board of Directors that specific business be put on the agenda for transaction at the annual general meeting. If the demand is made minimum six (6) weeks before the general meeting, the shareholder shall be entitled to have the business placed on the agenda. If the Company receives the demand later than six (6) weeks before the general meeting, the Board of Directors shall decide whether the demand has been made in such good time that it can be placed on the agenda. The Company must minimum eight (8) weeks before the date of the contemplated annual general meeting publish the date of the annual general meeting and the date before which demands for business to be placed on the agenda must be made by the shareholders.

Extraordinary general meetings shall be held when the Board of Directors, the auditor appointed at the general meeting or shareholders holding 5 % of Company's capital so demands. Extraordinary general meetings for transaction of specific business shall be convened minimum two (2) weeks after it has been demanded.

The general meeting shall be presided over by a chairman elected by the Board of Directors. The general meeting shall be held in English without simultaneous interpretation into and from Danish. Similarly documents for the general meeting will be prepared in English and the documents will not be translated into Danish.

A shareholder's right to participate in the general meeting and vote according to the shareholder's shares shall be determined in relation to the Shares owned by the shareholder at the date of registration. The date of registration is one (1) week before the general meeting. The Shares owned by the individual shareholder shall be calculated at the date of registration based on registration of the shareholder's Shares in the register of shareholders and statements of ownership which the Company has received for the purpose of entering them in the register of shareholders but which it has not yet been entered in the register of shareholders. Shareholders shall have access to the general meeting of the Company only if they have notified the Company of their attendance minimum three (3) days before the general meeting.

All resolutions passed at the general meeting shall be passed by a simple majority of votes, unless a higher majority is required by the Company's Articles of Association or the Danish Companies Act.

No sound and picture recording is allowed at the general meeting.

## **Danish Tax considerations**

### **1. Introduction**

The following Tax description is based on a Danish limited liability company (A/S) acting as a feeder fund.

The Master Fund is structured as a so-called Luxembourg FCP fund. In an advanced binding ruling from the Danish tax authorities published in 2012 a Luxembourg FCP fund was regarded a transparent entity for Danish tax purposes.

Based on the above it is expected that the Master Fund will be regarded as transparent for Danish tax purposes to the effect that Danish investors, including a Danish limited liability company, are considered having invested directly in the underlying assets.

The Master Fund will invest in US Life Settlements. Hence, a Danish limited liability company acting as a feeder fund in relation to the Master Fund is for Danish tax purposes considered having invested in US Life Settlements.

A Danish limited liability company (A/S) will be subject to section 19 of the Danish Capital Gains Tax Act, provided that

1. it invests in securities, etc. and
2. one of the following requirements is met:
  - a) repurchase of Shares of the company (the A/S) shall on the bearer's request be effected by use of company assets at a market value which is not significantly below the equity value, or
  - b) the A/S has at least 8 members (investors).

In a published advanced binding ruling from the Danish tax authorities dated 29 April 2008 (SKM 2008.381 SR) it is stated that US Life Settlements are to be considered securities as mentioned in section 19 of the Danish Capital Gains Tax Act.

Based on the above it can be concluded that a Danish limited liability company acting as a feeder fund in relation to the Master Fund will be subject to section 19 of the Danish Capital Gains Tax Act.

## **2. Taxation of the Danish limited liability company**

A Danish limited liability company subject to section 19 of the Danish Capital Gains Tax Act is exempt from taxation pursuant to section 3(1), no. 19, of the Danish Corporation Tax Act.

However, if the Danish limited liability company receives dividends from Danish companies, these dividend payments will basically be subject to a taxation rate of 15 percent.

## **3. Taxation of investors in the Danish limited liability company**

### **3.1 Investors fully liable to taxation in Denmark**

#### **3.1.1 Natural persons (private funds)**

The investors are subject to taxation according to the inventory principle, cf. section 19 of the Danish Capital Gains Tax Act, cf. section 23(7) of the same Act.

It means that each year the investors pay tax on the difference between the value of the investment units at the end and at the beginning of the year of assessment of the investment fund. The value of the investment units means the market value.

If a market value cannot be determined, or if it is lower than the repurchase value, the repurchase value is used.

In the event of an investor's purchase/sale of units in the course of the year of assessment of the investment fund, the acquisition price/selling price of the units replaces the value at the beginning and end of the year of assessment of the investment fund.

Gains and losses are capital income. Net losses may only be deducted in other capital income. Dividend paid by the investment fund is also capital income.

If the investment units had been subject to the provisions on shares held in a professional capacity if they had not been subject to section 19 of the Danish Capital Gains Tax Act, they would, however, be subject to taxation as personal income.

#### **3.1.2 Pension funds**

The total annual yield calculated according to the inventory principle (realized and unrealized gains/losses and dividend) is subject to a taxation rate of 15.3 per-cent according to the provisions of the Danish Pension

Investment Return Tax Act. Net losses may be deducted at the calculation of other income subject to pension investment return tax in the year of assessment concerned or later years of assessment.

### 3.1.3 Legal persons subject to corporation tax

The investors are subject to taxation according to the inventory principle, cf. section 19 of the Danish Capital Gains Tax Act, cf. section 23(7) of the same Act. See above.

Gains and losses according to the inventory principle and dividend paid by the investment fund will be liable to taxation as ordinary corporate income. Net losses may be deducted in other corporate income.

### 3.2 Foreign investors

Foreign investors can only be subject to Danish taxation to the extent that the provisions on limited tax liability (and double taxation conventions) so allow.

Natural persons as well as companies are subject to limited tax liability on dividend from Danish investment funds, cf. section 2(1), no. 6, of the Danish Withholding Tax Act and section 2(1), para. c, of the Danish Corporation Tax Act. Most double taxation conventions limit the taxation right of Denmark to 15 percent.

Neither natural persons nor companies are subject to limited taxation on gains on sale of investment units. The law does thus not authorize continuous inventory taxation. It follows from section 16B(2), no. 4, of the Danish Tax Assessment Act that sale back of investment funds is treated as an ordinary sale.

## 7. Review of Operations and Financial Statements

### Annual Reports of 30 September 2014, 2013 and 2012

The Company's Annual Reports for 2013/2014, 2012/2013 and 2011/2012 are audited and signed by State Authorised Public Accountant Per Rolf Larssen from Deloitte State Authorised Accountant Company.

The audits have not resulted in any qualifications.

The annual reports have been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises. The annual report for 2014/2015 and going forward will be prepared using IFRS standards. The Company's recognition or measurement will not change after the transition to IFRS or the evaluation hereof and thus the historical financial information disclosed in this document will not change. The transition to IFRS standards is made only for the purpose of this Offer Document.

The following information is incorporated in the Offer Document by reference to the Company's Annual Reports.

The following cross reference table refers to information in the Company's annual reports for 2013/2014, 2012/2013 and for 2011/2012 as published by the Company:

Income Statement for 2013/2014	Annual Report 2013/2014, page 9
Balance Sheet of 30 September 2014	Annual Report 2013/2014, page 10 and 11
Equity Statement of 2013/2014	Annual Report 2013/2014, page 12
Notes for the Annual Report 2013/2014	Annual Report 2013/2014, page 13 and 14
Statement by Management on the annual report	Annual Report 2013/2014, page 2
Independent auditor's reports	Annual Report 2013/2014, page 3 and 4
Income Statement for 2012/2013	Annual Report 2012/2013, page 10
Balance Sheet of 30 September 2013	Annual Report 2012/2013, page 11 and 12
Equity Statement of 2012/2013	Annual Report 2012/2013, page 13
Notes for the Annual Report 2012/2013	Annual Report 2012/2013, page 14 and 15
Statement by Management on the annual report	Annual Report 2012/2013, page 2
Independent auditor's reports	Annual Report 2012/2013, page 3
Income Statement for 2011/2012	Annual Report 2011/2012, page 10
Balance Sheet of 30 September 2012	Annual Report 2011/2012, page 11 and 12
Equity Statement of 2011/2012	Annual Report 2011/2012, page 13
Notes for the Annual Report 2011/2012	Annual Report 2011/2012, page 14, 15 and 16
Statement by Management on the annual report	Annual Report 2011/2012, page 2
Independent auditor's reports	Annual Report 2011/2012, page 3

The Company's annual report can be downloaded from the homepage [www.resslifeinvestments.com](http://www.resslifeinvestments.com)

As of 1 October 2014 the Company's accounting currency changes from EUR to USD. For the annual report 2014/2015 the accounting currency will be USD.

The accounting policies applied for the annual reports for 2013/2014, 2012/2013 and 2011/2012 are:

### Material uncertainty related to recognition and measurement

#### Critical judgments

Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors, including expectations of future events that are considered to be relevant. Actual results may differ from these estimates.

#### Critical accounting estimates and assumptions

When preparing the financial statements, Management makes estimates and assumptions concerning the future. The accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

#### Key sources of estimation uncertainty

The fair value of the Master Fund is based on monthly NAV calculations, and the liquidity of the tertiary market for Life Settlements is limited and thus it is not certain that the sale of a Life Settlement policy would realise the amount at which the asset is stated in the financial statements. Life expectancies and fair values are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision.

### **Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably. Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

### **Foreign Currency Translation**

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

### **Income Statement**

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, etc.

#### Staff costs

Staff costs comprise fees to members of the Board of Directors.

#### Other financial income

Other financial income comprises interest income and net capital gains on securities, other payables and transactions in foreign currencies.

#### Other financial expenses

Other financial expenses comprise interest expenses and net capital losses on securities, payables and transactions in foreign currencies.

#### Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

### **Balance sheet**

#### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

#### Other investments

Other investments comprise unlisted securities which are measured at fair value (market price) at the balance sheet date. Fair value is based on monthly NAV calculations.

#### Cash

Cash comprises cash in hand and bank deposits.

#### Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

#### Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

The audits of the annual reports have not resulted in any qualification.

The tables below should be read in conjunction with the Company's audited financial statements for FY 2014, 2013 and 2012.

Exchange rate used for conversion into USD for 2014 is sourced from European Central Bank rates (<http://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html>).

# Ress Life Investments A/S

INCOME STATEMENT	Year ended 30 September			
	2014 EUR	2014 USD	2013 EUR	2012 EUR
		Exchange rate		
		Avg. Year. rate		
	<i>Audited</i>	1.3564	<i>Audited</i>	<i>Audited</i>
Other external expenses	-128,087	-173,737	-77,004	-124,539
<b>Gross profit/loss</b>	<b>-128,087</b>	<b>-173,737</b>	<b>-77,004</b>	<b>-124,539</b>
Staff costs	-26,846	-36,414	-11,395	-17,101
<b>Operating profit/loss</b>	<b>-154,933</b>	<b>-210,151</b>	<b>-88,399</b>	<b>-141,640</b>
Other financial income	3,734,884	5,065,997	1,211,440	1,504,120
Other financial expenses	-903,823	-1,225,946	-1,549,968	-1,311,969
<b>Profit from ordinary activities before tax</b>	<b>2,676,128</b>	<b>3,629,900</b>	<b>-426,927</b>	<b>50,511</b>
Tax on profit/loss from ordinary activities	834	1,131	-54,758	0
<b>Profit/loss for the year</b>	<b><u>2,676,962</u></b>	<b><u>3,631,031</u></b>	<b><u>-481,685</u></b>	<b><u>50,511</u></b>
<b>Proposed distribution of profit/loss:</b>				
Retained earnings	<u>2,676,962</u>	<u>3,631,031</u>	<u>-481,685</u>	<u>50,511</u>

# Ress Life Investments A/S

## BALANCE SHEET

Assets	Year ended 30 September			
	2014 EUR	2014 USD	2013 EUR	2012 EUR
	<i>Audited</i>	Exchange rate 1.2583	<i>Audited</i>	<i>Audited</i>
Other Investments	29,268,115	36,828,069	16,208,361	8,007,480
Other receivables	797,323	1,003,272	153,795	4,158
<b>Fixed Asset Investments</b>	<b>30,065,438</b>	<b>37,831,341</b>	<b>16,362,156</b>	<b>8,011,638</b>
<b>Fixed Assets</b>	<b>30,065,438</b>	<b>37,831,341</b>	<b>16,362,156</b>	<b>8,011,638</b>
Other short-term receivables	60,134	75,667	0	0
Prepayments	6,807	8,565	0	0
<b>Fixed Asset Investments</b>	<b>66,941</b>	<b>84,232</b>	<b>0</b>	<b>0</b>
<b>Cash</b>	<b>149,104</b>	<b>187,618</b>	<b>79,288</b>	<b>25,894</b>
<b>Currents Assets</b>	<b>216,045</b>	<b>271,849</b>	<b>79,288</b>	<b>25,894</b>
<b>Assets</b>	<b>30,281,483</b>	<b>38,103,190</b>	<b>16,441,444</b>	<b>8,037,532</b>
Liabilities	Year ended 30 September			
	2014 EUR	2014 USD	2013 EUR	2012 EUR
	<i>Audited</i>	Exchange rate 1.2583	<i>Audited</i>	<i>Audited</i>
Contributed Capital	13,764,500	17,319,870	8,199,000	3,901,500
Share Premium	14,125,162	17,773,691	8,563,570	4,013,331
Reservation Reserve	35,000	44,041	35,000	35,000
Retained Earnings	2,245,787	2,825,874	-431,174	50,511
<b>Equity</b>	<b>30,170,449</b>	<b>37,963,476</b>	<b>16,366,396</b>	<b>8,000,342</b>
Income tax payable	0	0	54,758	0
<b>Non-current liabilities other than provisions</b>	<b>0</b>	<b>0</b>	<b>54,758</b>	<b>0</b>
Other payables	111,034	139,714	20,290	37,190
<b>Current liabilities other than provisions</b>	<b>111,034</b>	<b>139,714</b>	<b>20,290</b>	<b>37,190</b>
<b>Liabilities other than provisions</b>	<b>111,034</b>	<b>139,714</b>	<b>75,048</b>	<b>37,190</b>
<b>Equity and Liabilities</b>	<b>30,281,483</b>	<b>38,103,190</b>	<b>16,441,444</b>	<b>8,037,532</b>



## Operating and Financial Review

This analysis should be read in conjunction with the Company's annual reports for 2013/2014, 2012/2013 and 2011/2012 and related notes .

The Company's accounting policies in the annual report for 2013/2014, 2012/2013 and 2011/2012 are described below in this section 6.

### Income Statement

The main activity of the Company is to invest in securities ensuring exposure to the secondary market for US life insurance policies, also known as Life Settlements. The investment strategy is pursued through investing in fund units issued by the Master Fund, a specialised investment fund (SIF) in Luxembourg exclusively investing in Life Settlements.

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

#### Financial year 2013/2014:

During the Company's fiscal year, the NAV of the Company has increased from EUR 998.01 (USD 1,347.81) per share of nominal value of EUR 500 to EUR 1,095.95 (USD 1,379.03) on 30 September 2014. The development in the NAV consists of positive movements in both the investments and the exchange rate between USD and EUR. The annual report shows a profit of EUR 2,676,128. Management considers the result for the year acceptable.

Other external expenses amounted to EUR 128,087 which include expenses relating to the entity's ordinary activities, including expenses for premises, stationery and office supplies, etc.

Staff costs comprise fees to members of the Board of Directors amounted to EUR 26,846.

Other financial income amounted to EUR 3,734,884 which comprises interest income and net capital gains on securities, other payables and transactions in foreign currencies. Exchange rate adjustments accounted for EUR 3,150,173.

Other financial expenses amounted to EUR 904,823 which comprise interest expenses and net capital losses on securities, payables and transactions in foreign currencies.

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

#### Financial year 2012/2013:

During the Company's fiscal year, the NAV of the Company has declined from EUR 1,026.01 (USD 1,326.64) per share of nominal value of EUR 500 to 998.01 EUR (1,347.81 USD) on 30 September 2013. The annual report shows a loss of EUR 482 thousand. Despite the positive development of the Company's investment, the Company's NAV in EUR has suffered a decline due to the development of the price spread between EUR and USD

Other external expenses amounted to EUR 77,004 which include expenses relating to the entity's ordinary activities, including expenses for premises, stationery and office supplies, etc.

Staff costs comprise fees to members of the Board of Directors amounted to EUR 11,395.

Other financial income amounted to EUR 1,211,440 which comprises interest income and net capital gains on securities, other payables and transactions in foreign currencies. Exchange rate adjustments accounted for EUR 830,926.

Other financial expenses amounted to EUR 1,549,968 which comprise interest expenses and net capital losses on securities, payables and transactions in foreign currencies.

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

#### Financial year 2011/2012:

The annual report for 2011/2012 covers the Company's first financial year. An extended financial period of 18 months was chosen.

Initially, assets under management were limited and performance suffered, since fixed costs as a proportion of assets under management, were high during the start-up stage.

During the first half of the Company's fiscal year, the NAV of the Company was declining and was at its lowest point EUR 981.04 (USD 1,417.61) per share of nominal value of EUR 500. During the second half of the Company's fiscal year, positive signs in the market resulted in the NAV growing continuously and on 30 September 2012, equity value amounted to EUR 1,026.01 (USD 1,326.64) per share.

The annual report shows a profit of EUR 51 thousand.

Other external expenses amounted to EUR 124,539 which include expenses relating to the entity's ordinary activities, including expenses for premises, stationery and office supplies, etc.

Staff costs comprise fees to members of the Board of Directors amounted to EUR 17,101.

Other financial income amounted to EUR 1,504,120 which comprises interest income and net capital gains on securities, other payables and transactions in foreign currencies. Exchange rate adjustments accounted for EUR 1,503,7273.

Other financial expenses amounted to EUR 1,311,969 which comprise interest expenses and net capital losses on securities, payables and transactions in foreign currencies.

#### **Assets and Liabilities**

##### Financial year 2013/2014:

Other investments amount to EUR 29,268,115 which comprises unlisted securities measured at fair value (market price) at the balance sheet date. Fair value is based on monthly NAV calculations. The fair value of the Master Fund is based on monthly NAV calculations and the liquidity of the tertiary market for Life Settlements is limited and thus it is not certain that the sale of a Life Settlement policy would realise the amount at which the asset is stated in the financial statements. Life expectancies and fair values are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision.

Other Receivables amount to EUR 797,323 and are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Cash comprises of EUR 149,104 in hand and bank deposits.

Equity amounts to EUR 30,170,449 which comprises of contributed capital of EUR 13,764,500 + a share premium of EUR 14,125,162 + revaluation reserve of EUR 35,000 and retained earnings of EUR 2,245,787.

Current tax payable or receivable amounts to EUR 0 which is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Other financial liabilities amount to EUR 111,034 and are measured at amortised cost, which usually corresponds to nominal value.

#### Financial year 2012/2013:

Other investments amount to EUR 16,208,361 which comprises unlisted securities measured at fair value (market price) at the balance sheet date. Fair value is based on monthly NAV calculations. The fair value of the Master Fund is based on monthly NAV calculations and the liquidity of the tertiary market for Life Settlements.

Other Receivables amount to EUR 153,795 and are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Cash comprises of EUR 79,288 in hand and bank deposits.

Equity amounts to EUR 16,366,396 which comprises of contributed capital of EUR 8,199,000 + a share premium of EUR 8,563,570 + revaluation reserve of EUR 35,000 and retained earnings of EUR -431,174.

Current tax payable or receivable amounts to EUR 54,758 which is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Other financial liabilities amount to EUR 20,290 and are measured at amortised cost, which usually corresponds to nominal value.

#### Financial year 2011/2012:

Other investments amount to EUR 8,007,480 which comprises unlisted securities measured at fair value (market price) at the balance sheet date. Please refer to the paragraph above for an explanation of the calculations and risks related to NAV calculations.

Other Receivables amount to EUR 4,158 and are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Cash comprises of EUR 25,894 in hand and bank deposits.

Equity amounts to EUR 8,000,342 which comprises of contributed capital of EUR 3,901,500 + a share premium of EUR 4,013,331 + revaluation reserve of EUR 35,000 and retained earnings of EUR 50,511.

Other financial liabilities amount to EUR 37,190 and are measured at amortised cost, which usually corresponds to nominal value.

#### **Dividends**

The Company has no intention of paying dividends and has not done it so far. For the financial year 2014/2015 the Board of Directors has no intention of proposing any dividend payment.

## 8. Trends

### New Trends

The information in this section is based on the views of the Fund Manager, which the Company has not verified.

The market for US life insurance policies, also known as Life Settlements, still has not fully recovered from the financial crisis and policies are trading at distressed levels. Nevertheless, activity is increasing and demand is slowly picking up, as large US-based institutional investors are entering the market looking for portfolios at distressed levels. The major life expectancy underwriters have also validated their methodologies and updated their tables. With improved underwriting from a couple of specialist firms, expected returns are becoming more reliable and less volatile.

As past issues are being resolved, the Life Settlements market is expected to grow according to forecasts from several research firms. An important factor contributing to this growth is the fact that institutional investors are attracted by the uncorrelated returns and are beginning to invest in Life Settlements. The key investment features making this an attractive asset class are high yields combined with good credit quality and low correlation with bonds and equities.

Please refer to the section "Risk Factors" for a discussion of the risks associated with the Company and its activities.

### Well-known Trends, Uncertainties, Demands, Commitments or Events

The secondary market in US life insurance policies, also known as Life Settlements, offers investors the opportunity to purchase life insurance policies at a discount to face value. The Life Settlement market exists because sellers of life insurance policies receive a higher cash value than the surrender value offered by insurance companies. The investor buying the life insurance policy continues to pay premiums until the demise of the insured, at which point, the insurance company pays the face value to the investor.

Currently 42 states in the US regulate Life Settlement transactions. A better regulatory environment is expected to enable the secondary market for life insurance policies to resume growth.

To sellers of life insurance policies the secondary market offers an attractive alternative. Traditionally, policy owners received little, if any, economic value from policies they no longer wanted, needed or could afford. In fact, even today, many policies simply lapse. The value of lapsed policies is enormous. According to the Life Insurance Settlement Association (LISA) [www.thevoiceoftheindustry.com](http://www.thevoiceoftheindustry.com) an estimated 90% of all policies issued lapse before paying a claim.

## **9. Remuneration and Benefits**

### **Remuneration**

At the annual general meeting the shareholders approve the remuneration of the board of directors, and the board of directors determine the remuneration of the executive board.

Please refer to chapter 6 for a table of the 5 % shareholders and the holdings by the Board of Directors, the Executive Board and the Board of Directors of the Fund Manager including a statement that there are no relations between the shareholders and Board of Directors of the Company, the Executive Board of the Company or the Board of Directors of the Fund Manager.

### **Remuneration of Board of Directors**

Board members receive a fixed annual fee, subject to shareholder approval. The board is not covered by pension or any bonus or option schemes. None of the Board members are entitled to special remuneration upon resignation.

The total remuneration of the board of the directors for the financial years amounted to:

2013/2014: EUR 26,846

2012/2013: EUR 11,395

2011/2012: EUR 17,101

For 2014/2015 total remuneration of the board of directors is expected to be EUR 40,000.

The Company has not granted any loans, guarantees or other commitments to or on behalf of the board of directors or to any of its members.

### **Remuneration of the Executive Board**

The Executive Board consists of Ole Meier Sørensen, who joined the Company on 1 October 2013.

The Executive Board receives no direct salary from the Company. Instead the Company has entered into three agreements with Citco (Denmark) ApS on 23 August 2013, where the Executive Board Mr Ole Meier Sørensen is Managing Director. The three agreements cover "Domiciliary Services", "Outsourcing Services" and "Management Services". Please refer to section 4 "Significant Contracts" for a specification of the three agreements.

## 10. Additional Information

### Advisors

#### Legal Advisor for the Company

Kromann Reumert Advokatfirma  
Sundkrogsgade 5  
2100 København Ø  
Denmark

#### Accountant for the Company

Deloitte Statsautoriserede Revisionspartnerselskab  
Represented by State Authorized Public Accountant Mr Per Rolf Larssen  
Weidekampsgade 6  
2300 Copenhagen S.

#### Financial Advisor

Dansk OTC Finans ApS  
Levysgade 14, 1.  
8700 Horsens

### Ordering the Offer Document

The Offer Document can be downloaded from the Company's website [www.resslifeinvestments.com](http://www.resslifeinvestments.com) if the investor accepts certain conditions and restrictions. The contents of the website are not an integral part of the Offer Document.

The distribution of this Offer Document may in certain jurisdictions be restricted by law. The Offer Document does not constitute an offer to sell or a solicitation to invest in Shares in the Company. Persons who receive this Offer Document are required to seek relevant information about the Company and make their own investment decisions and to observe such restrictions.

## 11. Glossary

The table below contains definitions of terms used in the Offer Document.

Admission to Trading	Admission to Trading of 40,266 Existing Shares in the Company of a nominal value of EUR 500 each.
Articles of Association	The Company's Articles of Association last dated the 30 March 2015.
Banking day	A day where banks in Denmark are open for financial transactions and money transfers.
Board of Directors	Helle Marianne Breinholt (Chairman), Jack Austern and Jeppe Buskov.
The Company	Ress Life Investments A/S Holbergsgade 14, 2 tv. DK-1057 Copenhagen K. Denmark CVR-no. 33593163.
Danish AIFM ACT	The Danish AIFM Act of marketing is implemented in Denmark by the Danish "FAIF Act" (in Danish: Lov om Forvaltere af Alternative Investeringsfonde).
Depository	The Company's Depository:  Nykredit Bank A/S Kalvebod Brygge 47 DK-1780 Copenhagen V.
Executive Board	Ole Meier Sørensen, CEO
DKK	Abbreviation for Danish kroner (currency in Denmark).
Existing Shares	40,266 Existing Shares in the Company of a nominal value of EUR 500 each.
Exchange Act	U.S. Securities Exchange Act of 1934, with later changes
EUR	Abbreviation for the official currency of the European Union's (EU) for the member states who have adopted it, including Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain.
Fund Manager	Resscapital AB, org.nr. 556698-1253, Floragatan 2, Box 55916, 102 16 Stockholm, Sweden.
IFRS	International Financial Reporting Standards as adopted in the European Union in 2002.

Life Settlements	The selling of one's life insurance policy to a third party for a one-time cash payment. The purchaser then becomes the beneficiary of the policy and begins paying the premiums.
Management	The Board of Directors and the Executive Board of the Company.
Management Regulations	The Management Regulations are dated 20 November 2010 governing the Master Fund. The Management Regulations are published in the Memorial C, Recueil des Sociétés et Associations through a notice advising that such document has been deposited with the Luxembourg Registre de Commerce et des Sociétés.
Majority Shareholders	A person or entity that owns more than 50 % of a company's outstanding shares. By virtue of controlling more than half of the voting interests in the company, the Majority Shareholder have a very significant influence in the business operations and strategic direction of the company.
Master Fund	Ress Life Sub-Fund, a specialised investment fund (SIF) in Luxembourg exclusively investing in Life Settlements.
Nasdaq Copenhagen	Nasdaq Copenhagen A/S, Postbox 1040, Nikolaj Plads 6, DK-1007 Copenhagen K. A regulated market operated under the European Markets in Financial Instruments Directive (MiFID) which is directly regulated by the Danish FSA (Finanstilsynet).
NAV	Net Asset Value. The Company's price per Share is the per-share USD and EUR amount calculated by dividing the total value of all the securities in its portfolio, less any liabilities, by the number of the Company's Shares outstanding.
Offer Document Order	Nasdaq Copenhagen, Rules for Issuers of Investment Certificates as of 1 July 2009, section 2.3 "Admission Process for other Collective Investment Schemes" and scheme "C" and "Law of Managers of Alternative Investment Funds, etc." no. 598 of 12 June 2013, chapter 10
Offer Document Date	18 November 2015.
Offer Document	This Offer Document dated 18 November 2015 used for admission of the Company's shares on Nasdaq Copenhagen. In Danish referred to as "Udbudsdokument".
Regulation S	Regulation S in the U.S. Securities Act of 1933, with later changes.



Securities Act	U.S. Securities Act of 1933, with later changes.
Shares	The Company's Shares of a nominal value of EUR 500 each.
Society of Actuaries	The Society of Actuaries is a professional organization for actuaries based in North America. The Society's vision is for actuaries to be recognized as the leading professionals in the modelling and management of financial risk and contingent events. The Society has three overall goals: providing primary and continuing education for students and practicing actuaries, maintaining high professional standards for actuaries, and conducting research on actuarial trends and public policy issues.
Units	The Company primarily invests in fund units issued by Ress Life Sub-Fund also referred to as the Master Fund, a specialised investment fund (SIF) in Luxembourg exclusively investing in Life Settlements.
Unitholder	Ress Life Investments A/S – as an owner of Units (see above).
USD	Abbreviation for the U.S. dollar.
VP Securities	VP Securities A/S

# **APPENDIX 1 – Response to demands for information under the "Law of Managers of Alternative Investment Funds, etc." no. 598 of 12 June 2013**

## **Introduction**

This document answers the information required under the "Law on managers of alternative investment funds, etc." no. 598 of 12 June 2013.

The answers are based on Chapter 10 "Manager's reporting obligations for investors' § 62:

*"A manager must for each alternative investment fund which is based in a country within the European Union or a country with which the Union has an agreement regarding the financial area, it manages, and for each alternative investment fund the manager markets in a country within the European Union or a country with which the Union has an agreement regarding the financial area, must provide the following information and any significant changes to those for the fund's investors in a manner which is specified in the fund's Articles of Association or the fund's provisions before investors invest in the alternative investment fund":*

*Any further questions or problem statements for a headline or question below are marked in "italic writing".*

### **1) A description of the alternative investment fund's investment strategy and investment targets**

Please refer to chapter 3 "Investment Strategy" for a description of the Company's investment strategy and targets.

### **2) If there is a Master Fund where is it based?**

Please refer to chapter 2 "Basic Information of the Company", page 17, section "Objective" for a description of the Company's Master Fund.

### **3) Establishment of the underlying Funds in the Company fund of funds structure**

The Company invests primarily in Units (shares) issued by the Master Fund, which is described in chapter 2 "Basic Information of the Company", page 17, section "Objective".

### **4) A description of the assets in which the alternative investment fund can invest**

Please refer to chapter 2 "Basic Information of the Company", page 17, section "Objective" for a description of the assets.

### **5) A description of the methods the Company may use when investing and the risks associated with such processes**

The Company invests primarily in Units issued by the Master Fund and other longevity-linked securities, as described in chapter 2 "Basic Information of the Company", page 17, section "Objective". For a description of the methods and risks associated with the investments carried out by the Master Fund please refer to Chapter 3 "Investment Strategy", page 29 and chapter 4 "Risks", page 35-42 respectively.

## **6) A description of all present investment limitations**

Please refer to chapter 2 “Basic Information of the Company”, page 17, section “Objective” for a description of the investment strategy and to Appendix 2 “Articles of Association”, section 2.1 and 2.2 for the limits of the Company’s investment strategy.

## **7) Use of leverage**

*A description of the circumstances in which the alternative investment fund may use leverage, including the types of leverage and the sources of leverage the Fund may use, any restrictions on the use of leverage and any risks associated with the Fund’s use of leverage*

Please refer to Appendix 2 “Articles of Association”, section 8.1, describing that the Company may not use debt facilities except for certain limited purposes.

## **8) The maximum level of leverage**

Please refer to Chapter 3 “Investment Strategy”, page 29, section “Investment Strategy of the Company” and Appendix 2 “Articles of Association”, section 8.1.

## **9) A description of the possibilities to re-use the alternative investment fund’s assets and the guarantee provided by the Fund**

The Company may not provide guarantees to any third parties, except clearing houses and bilateral trading partners according to Appendix 2 “Articles of Association”, section 7.1 and 7.2

## **10) A description of the procedures by which the Company may change its investment strategy and / or investment policy**

According to the Company’s Articles of Association section 9, the Company’s shareholders can exercise their rights and change the investment strategy at the annual general meeting or at an extraordinary general meeting. Extraordinary general meetings shall be held when the Board of Directors, the Company’s auditor or shareholders holding 5% of the Company’s capital, has required it. Extraordinary general meetings for a specific issue shall be called not later than two weeks after the request is made.

## **11) Consequences of investing in the Company**

*A description of the most important legal implications of entering into an agreement to invest in the alternative investment fund. Consequently information is required of jurisdiction and applicable law, and whether there are legal acts of security that must be observed to ensure the enforcement and recognition of the jurisdiction in which the alternative investment fund established*

Any investor who subscribes for Shares becomes a shareholder in the Company. According to the Company's Articles of Association, section 4.2, the Shares are negotiable and consequently there are no restrictions on transferability of the Shares. The Company was founded in Denmark and the share issue follows Danish law as stated in chapter 2 "Basic Information of the Company", page 17, section "Date of incorporation and applicable law".

## **12) The Company's Management**

*Identification of the alternative investment fund's manager, depositary, auditor and any other service providers including a description of their duties and the investors' rights in relation to these:*

Please refer to chapter 2 "Basic Information of the Company", page 18-20, for a description of the Board of Directors, page 23 for a description of the Accountant and page 25-26 for a description of the Depositary. Furthermore please refer to chapter 5 "Significant Contracts" for a specification of the services rendered by the daily management provider, Citco and the Investment Management and Marketing Services rendered to the Company by Resscapital AB.

## **13) A description of how the manager of the alternative investment fund meets the requirements of § 16, section 5**

*A manager must:*

- 1) increase its capital in addition to the requirements of paragraphs 1-4 in order to find an adequate cover for potential liability risks arising from professional negligence, or*
- 2) have a professional indemnity insurance against liability arising from professional negligence which is appropriate to the risks it should cover.*

In order to fulfil the requirements in § 16, section 5 the Company has signed a professional indemnity insurance, which covers up to 10 million DKK.

## **14) A description of delegated management tasks**

- 1) A description of any management task that the alternative investment fund manager has delegated when referring to. Appendix 1 no. 1 and 2, and of any task that the depositary has delegated. The descriptions should specify who has been entrusted with a task, and a description of any conflicts of interest that may arise in connection with the delegations.*
  - 1) Investment management functions a nominee must be responsible for in the management of an Alternative Investment Fund:*
    - a) Portfolio management.*
    - b) Risk management.*
  - 2) Other functions that a nominee is responsible for in the collective management of an Alternative Investment Fund:*
    - a) Administration, including:*
      - i. The Fund's legal services and accounting services.*
      - ii. Customer inquiries.*
      - iii. Valuation and pricing, including tax returns.*

- iv. *Control of compliance.*
- v. *Management of shareholder / shareholder register.*
- vi. *Distribution of Dividends*
- vii. *Issue and redemption of units / shares.*
- viii. *Entering agreements, including the issuance of certificates.*
- ix. *Registration.*
- b) *Marketing*
- c) *Activities related to the alternative investment fund assets, ie supply of the services that are needed for the fulfilment of the manager's fiduciary duties, facility management, real estate administration, advising companies on capital structure, company strategy and related questions, advice and services relating to mergers and acquisitions of companies and other services in connection with management of the Alternative Investment Fund and the companies and other assets it has invested in.*

Please refer to chapter 5 "Significant Contracts" for a specification of the Investment Management and Marketing Services rendered to the Company by Resscapital AB.

Please refer to chapter 5 "Significant Contracts", section 5.2 for a description of the Depositary services rendered to the Company by Nykredit.

Please refer to chapter 5 "Significant Contracts" for a specification of the services rendered by the daily management provider, Citco.

## **15) Procedures for the valuation of the Fund's assets and liabilities**

*A description of the methods and procedures, the Alternative Investment Fund has defined according to § 29 section regarding the value and pricing of the Fund's assets and liabilities, including the methods used for valuation of assets and liabilities that are difficult to quantify:*

*"A manager of alternative investment funds must have procedures for valuation of the fund's assets and liabilities for each alternative investment fund it manages to ensure that the valuation of assets and calculation of the fund's net asset value per share is done correctly, independent and in consistent manner and in accordance with this Act and applicable national law. The rules for the valuation of assets and calculation of the net asset value per share shall be described in each fund's Articles of Association or fund rules".*

According to the Company's Articles of Association § 5.5 valuation is carried out at NAV calculated at the time of the redemption according to the same principles as applied in the annual report, without consideration of goodwill, know-how and other intangible assets, except that the Board of Director's deduction to cover the necessary costs of redemption (settlement of investments and fees paid to accountants and lawyers).

## **16) Procedures for managing liquidity risk**

*A description of the Alternative Investment Fund's management of liquidity risk, including a description of the rights of the investors to be redeemed both under normal and extraordinary circumstances and the agreements concluded with investors on redemption:*

According to the Company's Articles of Association section 5.1 to 5.13 the Company's board of directors must redeem a Shareholder's Shares in the Company by cash payment upon his or hers request. Shareholders wishing to exercise their redemption right must give the Company written notice, specifying the num-

ber of shares to be redeemed, with a notice of at least 30 days. Any round of redemption shall include the shares in relation to which a written demand for redemption has been made. Shareholders may request redemption once a month. Redemption is initiated by the Board of Directors on the 25th of each calendar month, or the forthcoming business day where banks are open for business in Copenhagen. Redemption is carried out at NAV calculated at the time of the redemption implementation by the same principles as applied in the annual report, without consideration of goodwill, know-how and other intangible assets against deduction of a redemption fee of 5 % of the redemption amount. Redemption fee is not deducted in connection with redemption of shareholders who give the Company written notice, specifying the number of shares to be redeemed, with a notice of at least 205 days. However, at the discretion of the Board of Directors, a deduction can in such cases be made for covering the necessary costs of redemption (disinvestment and fees to accountant and attorney).

The Board of Directors may in certain cases request redemption to be postponed in order for the redemption price to be calculated after the Company has realized the necessary assets for the redemption of the Shares. The Board of Directors may decide that redemption is suspended, if there is justified doubt about the valuation or significant deviation of the company's assets at the time of redemption, or if the Board deems that there cannot be calculated a fair redemption price. If demand for redemption represents more than 2% of the Company's assets or in aggregate more than 5% of the Company's assets within a three months period, the Board of Directors may require proportional postponement of redemption, in whole or in part, for a period which the Board of Directors considers to be in the best interest of the Company but with the objective that the period must not be longer than 6 months of redemption after the time of redemption at which postponement takes place. All demands for redemption postponed will be met on a pro rata basis in compliance with the principle of equal treatment of the shareholders.

**17) A description of all fees and expenses with specification of the maximum amount that directly or indirectly are paid by the investors**

Please refer to chapter 5 "Significant Contracts", section 5.2 "Depositary Services" page 45-46 for the fees paid to Nykredit Bank. Chapter 5 "Significant Contracts", section 5.5 "Management Services" page 49 for fees paid for management services to Citco. Chapter 5 "Significant Contracts", section 5.1 "Investment Management and Marketing Services" on page 43-45 for fees paid to Resscapital AB.

**18) A description of how the manager shall ensure that all investors are treated fairly**

The Company's Articles of Association §§ 4.5, 4.6, 5.1 and 11.4 state that no Shares have special rights and no shareholder is obliged to have his Shares redeemed – neither in whole nor in part. Dividends shall be paid in accordance with the provisions of VP Securities A/S. At a shareholder's request the Company's Board of Directors must redeem such Shareholder's Shares in the Company by cash payment. All investors have rights to attend and vote at the Company's general meetings.

#### **19) Any preferential treatment**

*If one or more investors obtain preferential treatment or the right to preferential treatment, the preferential treatment, the type of investors who can obtain such treatment, and if applicable, his or their legal or economic links to the Alternative Investment Fund or manager must be described.*

The Company's Articles of Association § 4.5 state that no investors have any special rights. All shareholders are treated equally.

#### **20) The latest Annual Report as addressed in § 61**

The Company's latest annual report is from September 2014. The accounting year runs from 1 October to 30 September.

#### **21) The procedure and conditions for issuing and transferring Shares**

Please refer to chapter 6 "Information of the Shares being admitted to Trading", section "General Restrictions" on page 51 for the procedure and conditions for issuing and selling Shares in the Company.

#### **22) The Company's latest net asset value or market price per share**

Please refer to chapter 6 "Information of the Shares being admitted to Trading", section "The Share Capital", on page 51 for the latest reported NAV and section "General Restrictions" on page 51 for the latest issue rate of new Shares.

#### **23) The Company's reported results**

Please refer to chapter 7 "Review of Operations and Financial Statements" on page 60-67 for the financial years 2013/2014, 2012/2013 and 2011/2012.

#### **24) Prime broker**

*If the Alternative Investment Fund uses a prime broker, the identity of the prime broker must be disclosed, and any significant agreements with the prime broker should be described, including a description of how any conflicts of interest are handled, and, where appropriate, the provision of the agreement with the Alternative Investment Fund's depositary concerning the possibility of transfer and reuse of the fund's assets, and a description of any transfer of liability to the prime broker*

The Company does not use a prime broker

#### **25) A description of how and when the information covered by § 64 and 65 will be published**

*Section 2. The manager must inform the Alternative Investment Fund's investors on any measures which the Depositary has taken in order to release all or part of responsibility, cf. § 56 section 2. The manager must*

*immediately inform the Alternative Investment Fund's investors if there is a change in the depositary's liability according to § 56.*

*The depositary's liability is not affected by any delegation according to § 54, cf. however, section 2 and § 57:*

*Section 2. Notwithstanding paragraph 1 the depositary can discharge itself of its liability for the loss of a financial instrument held in custody by a third party under the rules on delegation in § 54, the depositary can prove that 1) any requirements for delegation of the safekeeping of financial instruments in accordance with § 54 are met, 2) there is a written agreement between the depositary and the third party that explicitly transfers depositary liability to the third party and at the same time allows for the Alternative Investment Fund or its manager on behalf of the Fund to make a claim against the third party in the event of loss of financial instruments or allows the depositary to make such a claim on behalf of the Alternative Investment Fund, and 3) there is a written agreement between the depositary and the Alternative Investment Fund or its manager on behalf of the Fund, which expressly allows such release from liability and gives the objective justification to conclude such an agreement on the depositary release from liability.*

*Information according to § 64*

*A manager must for each Alternative Investment Fund, it manages, from a country within the European Union or a country with which the Union has reached an agreement covering the financial area and for each Alternative Investment Fund the manager markets in a country within the European Union or a country with which the Union has reached an agreement covering the financial area, regularly inform the Funds' investors on the following:*

- 1) The share expressed as a percentage of the assets in the Alternative Investment Fund, which due to their liquid nature are subject to special measures.*
- 2) Any new arrangements for managing the Alternative Investment Fund's liquidity.*
- 3) The Alternative Investment Fund's current risk profile and the risk management systems the manager uses to manage the fund's risks.*

*Please refer to chapter 7 "Review of Operations and Financial Statements", section "Assets and Liabilities" on page 60-67 for an allocation of the Company's assets.*

*Information according to § 65*

*A manager must for each Alternative Investment Fund, it manages, from a country within the European Union or a country with which the Union has reached an agreement covering the financial area and for each Alternative Investment Fund the manager markets in a country within the European Union or a country with which the Union has reached an agreement covering the financial area, if the Fund uses financial leverage, regularly inform the Funds' investors on the following:*

- 1. Any change in the maximum level of leverage that the manager can use on behalf of the Alternative Investment Fund, and any right to re-use collateral or other security provided under the agreement which facilitates the leverage.*
- 2. The total amount of leverage for the Alternative Investment Fund*

*According to the Company's Articles of Association § 8.1 the Company cannot use debt facilities.*



## APPENDIX 2 – Articles of Association of Ress Life Investments A/S

<b>1.</b>	<b>NAVN</b>	<b>NAME</b>
1.1	Selskabets navn er Ress Life Investments A/S.	The name of the Company is Ress Life Investments A/S.
<b>2.</b>	<b>FORMÅL</b>	<b>OBJECTS</b>
2.1	Selskabets formål er at investere selskabets midler i værdipapirer, der sikrer en eksponering i det sekundære marked for amerikanske livsforsikringspolicer, såkaldte "Life Settlements" og andre "longevity-linked" værdipapirer.	The object of the Company is to invest the Company's funds in securities ensuring exposure in the secondary market for American life insurance policies, the so-called "Life Settlements" and other longevity-linked securities.
2.2	Selskabet vil primært forfølge sin investeringsstrategi ved at investere i værdipapirer udstedt af Ress Life Subfund (FCP SIF) i Luxembourg.	The Company will primarily pursue its investment strategy by investing in securities issued by Ress Life Subfund (FCP SIF) in Luxembourg.
<b>3.</b>	<b>KAPITAL</b>	<b>CAPITAL</b>
3.1	Selskabets aktiekapital udgør EUR 20.133.000,00 fordelt på aktier a EUR 500 eller multipla heraf.	The share capital of the Company is EUR 20,133,000.00 divided into shares of EUR 500 or multiples hereof.
<b>4.</b>	<b>AKTIER</b>	<b>SHARES</b>
4.1	Selskabets aktier er udstedt på navn og skal noteres på navn i selskabets ejerbog. I forbindelse med navnenotering skal aktionæren oplyse en e-mail adresse, hvortil meddelelser til aktionæren kan sendes, jf. punkt 15. Det er aktionærens ansvar at sikre, at selskabet er i besiddelse af den korrekte e-mail adresse. Aktionærer, der ikke har oplyst en e-mail adresse, modtager ikke de i punkt 15.1 nævnte oplysninger fra selskabet.	The Company's shares are registered in the names of the holders and shall be entered in the Company's register of shareholders. In connection with registration the shareholder must provide an email address to which notices to the shareholder can be sent, cf. Article 15. The shareholder is responsible for ensuring that the Company has the correct email address. Shareholders who have not notified the Company of any email address will not receive the information from the Company specified in Article 15.1.
4.2	Selskabets aktier er omsætningspapirer, og der gælder således ingen indskrænkninger i aktiernes omsættelighed.	The shares shall be negotiable instruments and thus no restrictions apply as to the negotiability of the shares.
4.3	Selskabets aktier er registreret i værdipapircentralen VP Securities A/S, CVR-nr. 21 59 93 36, og selskabet udsteder således ikke	The shares are registered with the Danish securities centre VP Securities A/S, Central Business Register (CVR) number 21 59 93 36, and

	fysiske ejerbeviser. Rettigheder vedrørende selskabets aktier skal anmeldes til VP Securities A/S efter de herom fastsatte regler.	therefore the Company shall not issue any physical share certificates. All rights attaching to the shares shall be notified to VP Securities A/S in accordance with the applicable rules.
4.4	Selskabets ejerbog føres af VP Services A/S, CVR nr. 30 20 11 83.	The Company's register of shareholders is kept by VP Services A/S, reg. no. 30 20 11 83.
4.5	Ingen aktier har særlige rettigheder, og ingen aktionær er forpligtet til at lade sine aktier indløse hverken helt eller delvist.	No shares shall confer special rights on any shareholder and no shareholder shall be obliged to let his shares be redeemed, either in whole or in part.
4.6	Udbetaling af udbytte sker i henhold til de af VP Securities A/S fastsatte bestemmelser.	Payment of dividend shall be made in compliance with the directions of VP Securities A/S.
4.7	Bestyrelsen er bemyndiget til at søge selskabets aktier optaget til notering på et reguleret marked.	The Board of Directors is authorized to apply for listing of the Company's shares on a regulated market.
4.8	Bestyrelsen er bemyndiget til i perioden indtil den 1. september 2018 ad én eller flere omgange at forhøje aktiekapitalen i selskabet med indtil nominelt EUR 500.000.000 aktier. Aktierne i kapitalforhøjelsen skal være omsætningspapirer og ligestillet med den bestående aktiekapital. Aktierne skal være navneaktier. I forbindelse med navnenoteringen skal aktionæren oplyse en e-mail adresse, hvortil meddelelser til aktionæren kan sendes, jf. punkt 4.1 og 15. Bestyrelsen er bemyndiget til at fravige den forholds- mæssige fortegningsret for bestående aktio- nærer. Kapitalforhøjelsen kan gennemføres til en kurs, der svarer til den senest bereg- nede indre værdi eller højere.	The Board of Directors is authorized, during the period 1 September 2018 in one or several operations, to increase the share capital of the Company up to nominally EUR 500,000,000. The shares of the capital increase must be negotiable instruments and rank equally with the existing share capital. The shares must be registered shares. In connection with the regis- tration the shareholder must provide an email address to which notices to the shareholders can be sent, cf. Articles 4.1 and 15. The Board of Directors is authorized to derogate from the proportionate pre-emption right for existing shareholders. The capital increase may take place at a price which corresponds to the most recent net asset value calculation per share or higher.
4.9	Bestyrelsen har den 25. oktober 2013, 20. december 2013, 26. marts 2014, 30. april 2014, 26. maj 2014, 4. juni 2014, 26. juni 2014, 29. juli 2014, 1. december 2014, 26. januar 2015, 25. februar 2015, 30. marts 2015, 27. april 2015, 26. maj 2015 og 29. juni 2015 besluttet at udnytte bemyndigelsen til udstedelse af i alt 21.530 aktier, svarende til en samlet nominel værdi på EUR 10.765.000, hvoraf alle er tegnet. Der reste- rer således nominelt EUR 489.235.000 i henhold til bemyndigelsen.	The Board of Directors has on 25 October 2013, 20 December 2013, 26 March 2014, 30 April 2014, 26 May 2014, 4 June 2014, 26 June 2014, 29 July 2014, 1 December 2014, 26 Jan- uary 2015, 25 February 2015, 30 March 2015, 27 April 2015, 26 May 2015, and 29 June 2015 resolved to utilise its authorisation to issue in aggregate 21,530 shares, corresponding to a nominally value of EUR 10,765,000 in aggre- gate, all of which are subscribed for. Accord- ingly, nominally EUR 489,235,000 remains to be utilised under the authorisation.

## **5. INDLØSNINGSRET**

- 5.1 Selskabets bestyrelse skal på en aktionærs forlangende indløse vedkommende aktionærs aktier i selskabet ved kontant udbetaling, jf. dog punkt 5.2-5.13 og 6.2.
- 5.2 Indløsning iværksættes af bestyrelsen den 25. i hver måned, eller den næstkommende hverdag, hvor banker er åbne for forretning i København, såfremt den 25. ikke er en dag, hvor banker er åbne for forretning i København.
- 5.3 Selskabet skal offentliggøre emissions- og indløsningskurser mindst midt og sidst i hver måned.
- 5.4 Såfremt en aktionær ønsker at gøre retten til indløsning i henhold til punkt 5.2 gældende, skal aktionæren give selskabet skriftlig meddelelse herom, inklusive antallet af aktier, som ønskes indløst, med et varsel på mindst 30 dage. Hver indløsningsrunde omfatter de aktier i relation til hvilke, der skriftligt er fremsat krav om indløsning.
- 5.5 Indløsning sker til indre værdi opgjort på tidspunktet for indløsningens iværksættelse efter samme principper, som anvendes i årsrapporten, uden hensyntagen til goodwill, knowhow og lignende immaterielle aktiver mod fradrag af et indløsningsgebyr på 5 % af indløsningsbeløbet.
- 5.6 Indløsningsgebyr fradrages ikke ved indløsning af aktionærer, som giver selskabet skriftlig meddelelse om indløsning, inklusive antallet af aktier, som ønskes indløst, med et varsel på mindst 205 dage. Dog kan der i disse tilfælde efter bestyrelsens skøn ske fradrag til dækning af nødvendige omkostninger ved indløsningen (afvikling af investeringer og honorar til revisor og advokat).
- 5.7 Bestyrelsen kan forlange indløsning udsat, således at indløsningsprisen fastsættes efter, at selskabet har realiseret de til indløsningen af aktier nødvendige aktiver.

## **RIGHT OF REDEMPTION**

At the request of a shareholder the Board of Directors of the Company is obliged to redeem the said shareholder's shares in the Company by cash payment, however, see Articles 5.2-5.13 and 6.2.

Redemption is initiated by the Board of Directors on the 25<sup>th</sup> of each calendar month, or the forthcoming business day where banks are open for business in Copenhagen, if the 25<sup>th</sup> is a day where banks are not open for business in Copenhagen.

The Company shall publish issue- and redemption prices at least in the middle and at the end of each month.

Shareholders wishing to exercise their redemption right under Article 5.2 must give the Company written notice, specifying the number of shares to be redeemed, with a notice of at least 30 days. Any round of redemption shall include the shares in relation to which a written demand for redemption has been made.

Redemption shall take place at the net asset value calculated at the time of initiation of the redemption according to the same principles as those applied in the annual report without consideration of goodwill, knowhow and similar intangible assets against deduction of a redemption fee of 5% of the redemption amount.

Redemption fee is not deducted in connection with redemption of shareholders who give the Company written notice, specifying the number of shares to be redeemed, with a notice of at least 205 days. However, at the discretion of the Board of Directors, a deduction can in such cases be made for covering the necessary costs of redemption (disinvestment and fees to accountant and attorney).

The Board of Directors may demand that the redemption be postponed to the effect that the redemption price is fixed after the Company has realized the assets necessary for the re-

5.8	Bestyrelsen kan beslutte, at indløsning suspenderes, såfremt der rejses berettiget tvivl om værdiansættelsen eller væsentlig afvigelse af selskabets formue på tidspunktet for indløsning, eller hvis bestyrelsen skønner, at der ikke kan opgøres en forsvarlig indløsningspris.	demption of shares.  The Board of Directors may decide to suspend redemption if justified doubts can be raised about the valuation or significant difference from the Company's assets at the time of redemption, or if the Board of Directors estimates that a reasonable redemption price cannot be determined.
5.9	Hvis krav om indløsning repræsenterer mere end 2 % af selskabets formue eller sammenlagt mere end 5 % af selskabets formue indenfor en tre måneders periode, kan bestyrelsen forlange indløsning udsat helt eller delvist proportionalt i en periode, som bestyrelsen anser som værende i selskabets bedste interesse, men med en målsætning om at perioden ikke strækker sig længere end 6 måneder efter det indløsnings tidspunkt, hvor udsættelsen sker. Alle udsatte krav om indløsning vil blive imødekommet på pro rata basis i overensstemmelse med et princip om ligebehandling af aktionærerne.	If demand for redemption represents more than 2% of the Company's assets or in aggregate more than 5% of the Company's assets within a three months period, the Board of Directors may require proportional postponement of redemption, in whole or in part, for a period which the Board of Directors considers to be in the best interest of the Company but with the objective that the period must not be longer than 6 months of redemption after the time of redemption at which postponement takes place. All demands for redemption postponed will be met on a pro rata basis in compliance with the principle of equal treatment of the shareholders.
5.10	Udbetaling til en indløst aktionær finder sted, når den som følge af indløsningen gennemførte kapitalnedsættelse er endeligt registreret i Erhvervsstyrelsen.	Payment to a redeemed shareholder shall be made when the capital reduction resulting from the redemption has been finally registered with the Danish Business Authority.
5.11	Såfremt en eller flere aktionærers forlangende om indløsning vil føre til, (i) at selskabets nominelle aktiekapital efter indløsningen bliver mindre end EUR 70.000 eller et beløb svarende til DKK 500.000, (ii) at selskabets kapitalberedskab efter indløsningen ikke vil være forsvarligt, eller (iii) at der efter indløsningen ikke vil være fuld dækning for selskabets reserver, der er bundne i henhold til lovgivningen eller vedtægterne, skal selskabets bestyrelse – medmindre der foreinden indløsningen træffes beslutning om en kapitalforhøjelse, der sikrer, at selskabets nominelle aktiekapital efter indløsningen mindst udgør EUR 70.000 eller et beløb svarende til DKK 500.000, at selskabets kapitalberedskab efter indløsningen vil være forsvarligt, og at der er fuld dækning for de bundne reserver efter indløsningen – indkalde til generalforsamling med henblik på, at	In the event that one or more shareholders' demand for redemption will result in (i) the Company's nominal share capital after redemption becoming less than EUR 70,000 or an amount equal to DKK 500,000, (ii) the Company's capital resources after redemption not being sound, or (iii) the Company's reserves, which are non-distributable by law or pursuant to the Articles of Association, after the redemption are not fully covered, the Board of Directors of the Company must – unless a decision on a capital increase is made prior to redemption ensuring that the Company's nominal share capital after redemption is minimum EUR 70,000 or an amount equal to DKK 500,000, that the Company's capital resources after redemption will be sound and that the Company's non-distributable reserves are fully covered after the redemption – convene a general meeting for the purpose of passing a resolution

der træffes beslutning om likvidation af selskabet. Likvidationen træder i så fald i stedet for indløsningen.

on liquidation of the Company. The liquidation shall in that case replace the redemption.

5.12 Ved enhver indløsning finder selskabslovens § 74 anvendelse.

Section 74 of the Danish Companies Act shall apply to any redemption.

5.13 Bestyrelsen kan vedtage de som følge af indløsningen nødvendige vedtægtsændringer.

The Board of Directors may adopt the amendments of the Articles of Association required by the redemption.

## **6. EGNE AKTIER**

## **OWN SHARES**

6.1 Bestyrelsen er bemyndiget til i perioden indtil den 1. januar 2020 på selskabets vegne at erhverve egne aktier på indtil 50 % af selskabets aktiekapital. Vederlaget for aktierne må ikke afvige fra den kursværdi med omkostningsfradrag, der kan opgøres i henhold til punkt 5.5.

For a period until 1 January 2020 the Board of Directors is authorized to acquire, on behalf of the Company, own shares of up to 50% of the Company's share capital. The consideration for the shares must not deviate from the price, including cost deduction, which can be calculated according to Article 5.5.

6.2 Såfremt en aktionær begærer sig indløst, jf. punkt 5, er bestyrelsen berettiget til at afvise kapitalnedsættelsen mod til gengæld at lade selskabet købe aktionærens aktier med henblik på senere videresalg. Køb af egne aktier som alternativ til en nedsættelse af aktiekapitalen ved indløsning kan kun finde sted i det omfang, bestyrelsens bemyndigelse til køb af egne aktier ikke overskrides. Ved køb af egne aktier som alternativ til en nedsættelse af aktiekapitalen ved indløsning skal den udtrædende aktionær stilles lige så godt, som hvis der var gennemført en nedsættelse af aktiekapitalen.

In the event that a shareholder demands to be redeemed, cf. Article 5, the Board of Directors is entitled to reject the capital reduction against letting the Company buy the shareholder's shares for later resale. Purchase of own shares as an alternative to a reduction of the share capital by redemption may only take place if and to the extent that the Board of Directors' authorization to buy own shares is not exceeded. In the event of purchase of own shares as an alternative to a reduction of the share capital by redemption, the retiring shareholder shall be placed in the same position as if a reduction of the share capital had been carried through.

## **7. UDLÅN OG GARANTIFORPLIGTELSE**

## **LENDING AND GUARANTEE OBLIGATIONS**

7.1 Selskabet må ikke yde lån.

The Company shall not grant loans.

7.2 Selskabet må ikke stille garanti over for tredjemand, bortset fra clearingcentraler og bilaterale handelsparter.

The Company shall not provide any guarantee to third parties, except for clearing centrals and bilateral trading parties.

## **8. LÅN**

## **LOANS**

8.1 Selskabet må ikke optage lån. Selskabet kan dog optage lån på højst 10 % af selskabets formue for at indløse aktionærer (herunder købe egne aktier), for at udnytte teg-

The Company shall not raise any loans. However, the Company may raise loans of maximum 10% of the Company's assets to redeem shareholders (including to purchase own

ningsrettigheder, til midlertidig finansiering af indgåede handler eller til betaling af omkostninger.

shares), to exercise subscriptions rights, to temporarily finance transactions made or to pay costs.

## **9. GENERALFORSAMLING; KOMPETENCE, STED OG INDKALDELSE**

## **GENERAL MEETINGS; POWERS, VENUE AND NOTICE**

9.1 Aktionærernes beslutningskompetence udøves på generalforsamlingen.

The shareholders' authority to pass resolutions shall be exercised at the general meeting.

9.2 Generalforsamlingen har den højeste myndighed i alle selskabets anliggender, inden for de i lovgivningen og disse vedtægter fastsatte grænser.

The general meeting has the supreme authority in all the Company's affairs, subject to statute and to these Articles of Association.

9.3 Selskabets generalforsamlinger skal afholdes på selskabets hjemsted eller i Storkøbenhavn.

General meetings shall be held at the Company's registered office or in Greater Copenhagen.

9.4 Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den reviderede og godkendte årsrapport kan modtages i Erhvervsstyrelsen inden udløbet af fristen i årsregnskabsloven.

The annual general meeting shall be held every year in time for the audited and adopted annual report to reach the Danish Business Authority before expiry of the time limit provided by the Danish Financial Statements Act (*årsregnskabsloven*).

9.5 Aktionærer kan skriftligt over for bestyrelsen fremsætte krav om optagelse af et bestemt emne på dagsordenen for den ordinære generalforsamling. Fremsættes kravet senest 6 uger før generalforsamlingen skal afholdes, har aktionæren ret til at få emnet optaget på dagsordenen. Modtager selskabet kravet senere end 6 uger før generalforsamlingens afholdelse, afgør bestyrelsen, om kravet er fremsat i så god tid, at emnet kan optages på dagsordenen.

Shareholders may make a demand in writing to the Board of Directors that specific business be put on the agenda for transaction at the annual general meeting. If the demand is made minimum six (6) weeks before the general meeting, the shareholder shall be entitled to have the business placed on the agenda. If the Company receives the demand later than six (6) weeks before the general meeting, the Board of Directors shall decide whether the demand has been made in such good time that it can be placed on the agenda.

9.6 Bestyrelsen skal senest 8 uger før den ordinære generalforsamling offentliggøre den påtænkte dato for generalforsamlingens afholdelse samt datoen for den seneste fremsættelse af krav om optagelse af et bestemt emne på dagsordenen.

No later than eight weeks before the date of the annual general meeting, the Board of Directors shall announce the scheduled date of the general meeting as well as the latest date for the submission of requests by shareholders to have specific issues included on the agenda.

9.7 Ekstraordinær generalforsamling skal afholdes, når bestyrelsen, selskabets generalforsamlingsvalgte revisor eller aktionærer, der ejer 5 % af selskabets kapital, har forlangt det. Ekstraordinær generalforsamling til

Extraordinary general meetings shall be held when the Board of Directors, the auditor appointed at the general meeting or shareholders holding 5% of Company's capital so demands. Extraordinary general meetings for transaction

behandling af et bestemt angivet emne indkaldes senest 2 uger efter, at det er forlangt.

of specific business shall be convened minimum two (2) weeks after it has been demanded.

9.8 Generalforsamlinger indkaldes af bestyrelsen senest 3 uger og tidligst 5 uger før generalforsamlingen via selskabets hjemmeside og ved e-mail til alle i ejerbogen noterede aktionærer, som har fremsat begæring om skriftlig indkaldelse, jf. punkt 4.1 og 15. Indkaldelse sker på engelsk.

General meetings shall be convened by the Board of Directors no later than three (3) weeks and no earlier than five (5) weeks before the date of the general meeting by publishing a notice on the Company's website and by e-mail to all shareholders registered in the register of shareholders who have requested a written notice of the meeting, cf. Articles 4.1 and 15. The meeting is convened in English.

9.9 Selskabets generalforsamlinger er ikke åbne for offentligheden medmindre bestyrelsen i det enkelte tilfælde giver tilladelse hertil.

The Company's general meetings shall not be open to the public, unless authorised by the Board of Directors in each individual case.

## **10. GENRALFORSAMLING; DAGSORDEN**

## **GENERAL MEETING; AGENDA**

10.1 Selskabet skal i en sammenhængende periode på 3 uger begyndende senest 3 uger før generalforsamlingen (inkl. dagen for dennes afholdelse) gøre følgende oplysninger tilgængelige for aktionærerne på selskabets hjemmeside:

For a continuous period of three (3) weeks beginning no later than three (3) weeks before the date of any general meeting (including the date of the meeting), the Company shall make the following information available to the shareholders on the Company's website:

1. Indkaldelsen.
2. Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen.
3. De dokumenter, der skal fremlægges på generalforsamlingen, herunder for den ordinære generalforsamlings vedkommende den reviderede årsrapport.
4. Dagsordenen og de fuldstændige forslag.
5. Eventuelle formularer, der skal anvendes ved stemmeafgivelse ved fuldmagt og ved stemmeafgivelse per brev, medmindre disse formularer sendes direkte til aktionærerne.

1. The notice convening the general meeting.
2. The aggregate number of shares and voting rights at the date of the notice.
3. The documents to be submitted to the general meeting, including, in the case of the annual general meeting, the audited annual report.
4. The agenda of the general meeting and the full text of any proposal to be submitted to the general meeting.
5. Proxy and postal voting forms, if applicable, unless such forms are sent directly to the shareholders.

10.2 På den ordinære generalforsamling skal dagsordenen være følgende:

The agenda of the annual general meeting shall be as follows:

1. Godkendelse af årsrapporten.

1. Adoption of the annual report.

2. Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.
3. Valg af medlemmer til bestyrelsen.
4. Valg af revisor.
5. Eventuelle forslag fra bestyrelse eller aktionærer.

2. Appropriation of profit or loss as recorded in the adopted annual report.
3. Election of members of the Board of Directors.
4. Appointment of auditor.
5. Any resolutions proposed by the Board of Directors or the shareholders.

**11. GENERALFORSAMLING; STEMME- OG REPRÆSENTATIONSRET MV.**

**GENERAL MEETING; VOTING RIGHTS AND RIGHTS OF REPRESENTATION , ETC.**

- 11.1 Hvert aktiebeløb på EUR 500 giver én stemme
- 11.2 En aktionær har ret til selv at møde på generalforsamlingen eller ved en fuldmægtig og i begge tilfælde sammen med en rådgiver
- 11.3 En fuldmægtig kan udøve stemmeret på aktionærens vegne mod forevisning af skriftlig og dateret fuldmagt. Selskabet stiller en skriftlig eller elektronisk fuldmagtsblanket til rådighed for enhver aktionær, der er berettiget til at stemme på generalforsamlingen.
- 11.4 En aktionærs ret til at deltage i generalforsamlingen og afgive stemme i tilknytning til aktionærens aktier fastsættes i forhold til de aktier, som aktionæren besidder på registreringsdatoen, jf. dog punkt 11.5. Registreringsdatoen ligger 1 uge før generalforsamlingens afholdelse. De aktier, den enkelte aktionær besidder, opgøres på registreringsdatoen på baggrund af notering af aktionærens aktier i ejerbogen samt meddelelser om ejerforhold, som selskabet har modtaget med henblik på indførsel i ejerbogen, men som endnu ikke er indført i ejerbogen.
- 11.5 Aktionærens eller dennes fuldmægtigs deltagelse i generalforsamlingen skal være anmeldt til selskabet senest 3 dage før generalforsamlingens afholdelse. Tilsvarende gælder for en eventuel rådgiver.

Each share of EUR 500 shall carry one vote

Shareholders may attend general meetings in person or by proxy and may, in both cases, be accompanied by an adviser.

Proxies may exercise voting rights on behalf of shareholders subject to presenting a written and dated instrument of proxy. The Company shall make a written or electronic proxy form available to all shareholders entitled to vote at the general meeting.

A shareholder's right to participate in the general meeting and vote according to the shareholder's shares shall be determined in relation to the shares owned by the shareholder at the date of registration, however, see Article 11.5. The date of registration is one (1) week before the general meeting. The shares owned by the individual shareholder shall be calculated at the date of registration based on registration of the shareholder's shares in the register of shareholders and statements of ownership which the Company has received for the purpose of entering them in the register of shareholders but which it has not yet been entered in the register of shareholders.

Shareholders shall notify the Company of their attendance or their proxy's attendance at any general meeting no later than three (3) days before the date of the meeting. This requirement shall also apply to any adviser.



11.6	En aktionær kan brevstemme. Brevstemmen skal i givet fald være modtaget af selskabet inden generalforsamlingens afholdelse. For at sikre identifikation af den enkelte aktionær, der udnytter sin ret til at brevstemme, skal brevstemmen være underskrevet af aktionæren samt med blokbogstaver eller trykte bogstaver angive dennes fulde navn og adresse. Såfremt aktionæren er en juridisk person, skal dennes CVR-nr. eller anden tilsvarende identifikation tillige være tydeligt anført i brevstemmen.	Shareholders may vote by post. Postal votes shall reach the Company before the beginning of the general meeting. For purposes of identification of individual shareholders exercising their right to vote by post, postal votes shall be signed by the shareholder and specify, in block letters or printed letters, the shareholder's full name and address. If the shareholder is a legal person, the shareholder's Central Business Register (CVR) number or other similar identification shall also be clearly set out on the postal vote.
11.7	En aktionær kan inden for de seneste 3 måneder før generalforsamlingens afholdelse stille skriftlige spørgsmål til selskabets ledelse om forhold, der er af betydning for bedømmelsen af årsrapporten og kapitalsselskabets stilling i øvrigt eller for forhold, hvorom der skal tages beslutning på generalforsamlingen.	Within the three (3) months immediately preceding the date of any general meeting, any shareholder may submit questions in writing to the Company's management about matters of significance to the assessment of the annual report and the general position of the company or of significance to any proposed resolution to be submitted to the general meeting.
11.8	Generalforsamlingen afholdes på engelsk uden simultantolkning til og fra dansk. Dokumenter udarbejdet til generalforsamlingens brug i forbindelse med eller efter generalforsamlingen udarbejdes på engelsk, idet dokumenterne dog også skal udarbejdes på dansk, i det omfang det er påkrævet i henhold til lovgivningen.	The general meeting shall be held in English without simultaneous interpretation into and from Danish. All documents prepared for use by the general meeting at or after the meeting shall be in English, save that where required by law they must be prepared in Danish as well.
12.	<b>GENERALFORSAMLING; DIRIGENT, BESLUTNINGER OG PROTOKOL</b>	<b>GENERAL MEETING; CHAIRMAN, RESOLUTIONS AND MINUTES</b>
12.1	Bestyrelsen udpeger en dirigent, der leder generalforsamlingen og sikrer, at generalforsamlingen afholdes på en forsvarlig og hensigtsmæssig måde. Dirigenten afgør alle spørgsmål vedrørende sagernes behandling og stemmeafgivning.	The Board of Directors shall appoint a chairman to preside over the general meeting and to ensure that the meeting is held in an orderly and proper manner. The chairman shall decide all matters relating to the transaction of business and voting.
12.2	På generalforsamlingen træffes alle beslutninger ved simpelt flertal, medmindre andet følger af selskabsloven eller af disse vedtægter.	All business transacted by the general meeting shall be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act ( <i>selskabsloven</i> ) or by these Articles of Association.
12.3	Over forhandlingerne på generalforsamlingen føres en protokol, der underskrives af dirigenten. Protokollen eller en bekræftet	Minutes shall be kept of the proceedings at general meetings, which shall be signed by the chairman of the meeting. The minutes or a

udskrift af denne skal senest 2 uger efter generalforsamlingens afholdelse være tilgængelig for aktionærerne på selskabets hjemsted. Senest 2 uger efter generalforsamlingens afholdelse offentliggøres afstemningsresultaterne for generalforsamlingen på selskabets hjemmeside.

certified copy of the minutes shall be available for inspection by the shareholders at the Company's registered office no later than two (2) weeks after the general meeting. No later than two (2) weeks after the general meeting, the results of voting at the meeting shall be announced on the Company's website.

- 12.4 Der må ikke foretages lyd- og billedoptagelser på generalforsamlingen.

No sound and picture recording is allowed at the general meeting.

### **13. BESTYRELSE OG DIREKTION**

### **BOARD OF DIRECTORS AND MANAGEMENT**

- 13.1 Selskabet ledes af en bestyrelse på 3-5 medlemmer, der vælges af generalforsamlingen for ét år ad gangen. Genvalg kan finde sted.

The affairs of the Company shall be supervised by a Board of Directors of 3-5 members elected at the general meeting for one (1) year at a time. Re-election may take place.

- 13.2 Bestyrelsen skal udarbejde en forretningsorden for udførelsen af sit hverv.

The Board of Directors shall prepare rules of procedure as to the duties and powers of the Board.

- 13.3 Bestyrelsen fastsætter den overordnede investerings- og risikopolitik i overensstemmelse med selskabets formål.

The Board of Directors shall lay down the overall investment and risk policy in accordance with the object of the Company.

- 13.4 Til varetagelse af den daglige ledelse af selskabet ansætter bestyrelsen en direktør.

The Board of Directors shall appoint a manager to be in charge of the day-to-day management of the Company.

- 13.5 Bestyrelsen kan indgå aftale med en godkendt forvalter af alternative investeringsfonde om forvaltning af selskabet. Bestyrelsen kan indgå aftale med et administrations-selskab om den daglige administration af selskabet.

The Board of Directors may enter into an agreement with an authorised manager of alternative investment funds regarding management of the Company. The Board of Directors may enter into an agreement with an administration Company regarding the day-to-day administration of the Company.

- 13.6 Selskabet kan indgå aftale med én eller flere rådgivere for optimering af selskabets investeringer.

The Company may enter into an agreement with one or more advisers for optimization of the Company's investments.

### **14. TEGNINGSREGEL**

### **POWER TO BIND THE COMPANY**

- 14.1 Selskabet tegnes af en direktør og et bestyrelsesmedlem i forening (dog ikke i én og samme person), eller af den samlede bestyrelse.

The Company is bound by the joint signatures of one manager and one member of the Board of Directors (however, not one and the same person), or by the joint signatures of all members of the Board.

14.2	Bestyrelsen kan meddele prokura.	The Board of Directors may grant powers of procuration.
<b>15.</b>	<b>ELEKTRONISK KOMMUNIKATION MELLEM SELSKABET OG AKTIONÆ- RER</b>	<b>ELECTRONIC COMMUNICATION BE- TWEEN THE COMPANY AND SHARE- HOLDERS</b>
15.1	Selskabet benytter elektronisk dokumentud- veksling samt elektronisk post i sin kommu- nikation med aktionærerne. Dette omfatter indkaldelse af aktionærer til ordinær og eks- traordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapport m.v. samt øvrige generelle oplysninger fra sel- skabet til aktionærerne. Selskabet kan altid benytte almindelig brevpост som alternativ til elektronisk kommunikation, men er ikke forpligtet dertil. Det er aktionærernes ansvar at sikre, at selskabet er i besiddelse af kor- rekt elektronisk kontaktoplysning. Eventuelle oplysninger om kravene til de anvendte sy- stemer samt om fremgangsmåden i forbin- delse med elektronisk kommunikation vil kunne findes på selskabets hjemmeside.	The Company uses electronic document ex- change and electronic mail in its communica- tion with the shareholders. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Asso- ciation, the agenda for the general meeting, the annual report, and any other general infor- mation from the Company to its shareholders. The Company may use regular post as an al- ternative to electronic communication at any time but is not obliged to do so. The sharehold- ers are responsible for ensuring that the Com- pany has their correct electronic contact infor- mation. Any information about the requirements for the systems applied and about the proce- dure in connection with electronic communica- tion will be available at the website of the Com- pany.
15.2	Indkaldelse til ordinær og ekstraordinær generalforsamling i henhold til punkt 15.1 sker til de i ejerbogen noterede aktionærer, der har fremsat begæring om skriftlig indkal- delse, vil ske via e-mail.	Notices convening the annual general meeting and extraordinary general meetings will be sent in accordance with Article 15.1 to the share- holders registered in the register of sharehold- ers who have demanded a written notice will be sent by email.
15.3	Hvor det i lovgivningen er foreskrevet, at oplysninger og/eller dokumenter skal gøres tilgængelige for selskabets aktionærer eller offentliggøres, vil dette ske på selskabets hjemmeside.	Where the law prescribes that information and/or documents must be made available for the shareholders of the Company or published, this will be done at the website of the Compa- ny.
<b>16.</b>	<b>KONCERNSPROG</b>	<b>CORPORATE LANGUAGE</b>
16.1	Koncernsproget skal være engelsk, hvorfor bestyrelsesmøder afholdes på engelsk, lige- som dokumenter udarbejdet til brug for ar- bejdet i bestyrelsen udformes på engelsk.	The corporate language shall be English and consequently board meetings shall be held in English, just as documents prepared for the work of the Board of Directors shall be pre- pared in English.

16.2	Kommunikationen mellem selskabet og aktionærerne foregår – i det omfang der ikke lovgivningsmæssigt er noget til hinder derfor – på engelsk.	Communication between the Company and the shareholders shall be in English unless otherwise prescribed by law.
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**17. REVISION**

**AUDIT**

17.1	Selskabets regnskaber revideres af en statsautoriseret revisor, der vælges af generalforsamlingen for ét år ad gangen.	The Company's accounts shall be audited by a state-authorized public accountant appointed at the general meeting for one (1) year at a time.
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17.2	Selskabets årsrapporter skal udarbejdes og aflægges på engelsk.	The Company's annual reports are prepared and presented in English.
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**18. REGNSKABSÅR**

**FINANCIAL YEAR**

18.1	Regnskabsåret løber fra den 1. oktober til den 30. september.	The financial year shall run from 1 October to 30 September.
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18.2	Det første regnskabsår løber fra stiftelsen til den 30. september 2012.	The first financial year shall run from the date of formation to 30 September 2012.
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Således vedtaget på generalforsamlingen den [dato].

As adopted by the general meeting of the Company on [dato]

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Som dirigent:

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Chairman of the meeting: