

The Directors of AQA UCITS Funds SICAV plc whose names appear on the last page accept responsibility for the information contained in this Offering Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that this is the case) the information contained in this Offering Supplement is in accordance with the facts and does not omit anything likely to affect the accuracy of such information. The Directors accept responsibility accordingly.

## Offering Supplement

(the "Offering Supplement")

3<sup>rd</sup> March, 2017

relating to the offer of Investor Shares in

## AQA Selective Income Fund

(the "Sub-Fund")

a Sub-Fund of

## AQA UCITS Funds SICAV p.l.c.

(the "Company")

an open-ended collective investment scheme organised as a multi-fund public limited liability company with variable share capital registered under the laws of Malta and licensed by the Malta Financial Services Authority in terms of the Investment Services Act (Chapter 370, Laws of Malta). The Company qualifies as a 'Maltese UCITS' in terms of the Investment Services Act (Marketing of UCITS) Regulations (S.L. 370.18, Laws of Malta).

**AQA Capital Limited**  
(the "Investment Manager")

**Bank of Valletta p.l.c.**  
(the "Custodian" and the "Banker")

**RBC Investor Services Trust, London Branch**  
(the "Global Custodian")

**Valletta Fund Services Limited**  
(the "Administrator")

APPROVED by the  
Malta Financial Services Authority  
in terms of section 11 of the  
Investment Services Act, 1994

Signature.....  
Name: *Cheer Ann Brincat*  
Date: *3<sup>rd</sup> March 2017*

**Important Notice:** This Offering Supplement may not be distributed unless accompanied by, and is to be read in conjunction with, the latest version of the Prospectus of the Company. Save as disclosed in this Offering Supplement, there has, as at the date indicated above, been no significant change and no significant new matter has arisen since publication of the Prospectus. The Investment Manager has also published one or more Key Investor Information Documents (each a "KIID") in respect of the Sub-Fund.

This Offering Supplement is a revised and updated version of the Offering Supplement dated 24<sup>th</sup> November, 2016.

**AQA SELECTIVE INCOME FUND, A SUB-FUND OF AQA UCITS FUNDS SICAV P.L.C. IS LICENSED AS A COLLECTIVE INVESTMENT SCHEME BY THE MALTA FINANCIAL SERVICES AUTHORITY ("MFSA") UNDER THE INVESTMENT SERVICES ACT (CAP. 370, LAWS OF MALTA) AND QUALIFIES AS A 'MALTESE UCITS' IN TERMS OF THE INVESTMENT SERVICES ACT (MARKETING OF UCITS) REGULATIONS (S.L. 370.18, LAWS OF MALTA). AUTHORISATION OF THE COMPANY AND ITS SUB-FUNDS BY THE MFSA DOES NOT CONSTITUTE A WARRANTY BY THE MFSA AS TO THE PERFORMANCE OF THE COMPANY AND ITS SUB-FUNDS AND THE MFSA SHALL NOT BE LIABLE FOR THE PERFORMANCE OR DEFAULT OF THE COMPANY AND ITS SUB-FUNDS.**

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# Important Information

**BEFORE PURCHASING ANY INVESTOR SHARES IN THE SUB-FUND DESCRIBED IN THIS OFFERING SUPPLEMENT, YOU SHOULD MAKE SURE THAT YOU FULLY UNDERSTAND THE NATURE OF THIS INVESTMENT, THE RISKS ASSOCIATED WITH IT AND YOUR OWN PERSONAL CIRCUMSTANCES. IF YOU ARE NOT CERTAIN ABOUT THE CONTENTS OF THIS OFFERING SUPPLEMENT, YOU SHOULD SEEK THE ADVICE OF A SUITABLY QUALIFIED ADVISOR. YOU SHOULD ALSO REFER TO THE LATEST VERSION OF THE PROSPECTUS WHICH ACCOMPANIES THIS OFFERING SUPPLEMENT AND WHICH DESCRIBES THE COMPANY AND PROVIDES GENERAL INFORMATION ABOUT OFFERS OF INVESTOR SHARES IN THE COMPANY. YOU SHOULD NOT TAKE ANY ACTION IN CONNECTION WITH THIS OFFER OF INVESTOR SHARES UNLESS YOU HAVE RECEIVED A COPY OF THE PROSPECTUS.**

## **Suitability of Investment**

Before investing in the Sub-Fund, you should inform yourself how you could be affected by: (a) any possible tax consequences; (b) any legal and regulatory requirements; (c) any applicable foreign exchange restrictions or exchange control requirements; (d) any governmental or other consents or formalities that you might require or otherwise encounter under the laws of your country of citizenship, residence or domicile and which might affect your acquisition, holding or disposal of Investor Shares or receipt by you of income from such Investor Shares.

The value of the Investor Shares will fluctuate, and there is no guarantee that you will make a profit, or that you will not make a loss, on your investment. Refer also to the Section of the Prospectus entitled "Risk Factors". The Risk Factors outlined in the Prospectus are sufficiently exhaustive to also cater for any specific risks which may apply for an investment in the Sub-Fund.

An investment in the Investor Shares by you is best undertaken after you are satisfied, possibly after obtaining advice from a suitably qualified advisor, that you have properly assessed the merits and risks associated with the investment and that your financial resources are adequate to enable you to bear any potential losses that may arise. The contents of this Offering Supplement and of the Prospectus are not intended to contain, and should not be regarded as containing, advice relating to taxation, legal advice, investment advice or any other matter.

## **Restrictions on Distribution outside Malta**

The offer of Investor Shares pursuant to this Offering Supplement is deemed to be an offer of securities to the public in terms of the Companies Act, however, the distribution of this Offering Supplement, the Prospectus, the KIID and the offering of Investor Shares may be restricted in other jurisdictions. This Offering Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. Persons to whose attention this Offering Supplement may come are required to inform themselves about, and to observe, such restrictions.

# Interpretation

## Definitions

Terms used in this Offering Supplement shall, unless otherwise defined or the context otherwise requires, have the same meaning as those defined in the Prospectus.

In this Offering Supplement, the following words shall have the meanings set opposite them:

<b>Administrator</b>	Valletta Fund Services Limited or the entity engaged from time to time by the Company or by its appointed agent to provide fund administration services to the Sub-Fund.
<b>Business Day</b>	Any day that is not a Saturday or a Sunday and not a public or bank holiday in Malta. The Board may under the Prospectus determine additional Business Days for any particular year.
<b>Investor Shares</b>	Eight (8) Classes of Investor Shares in the Sub-Fund: Class A EUR Accumulator Shares Class B EUR Distributor Shares Class C USD Accumulator Shares Class D USD Distributor Shares Class E EUR Accumulator Shares Retail Class F EUR Distributor Shares Retail Class G USD Accumulator Shares Retail Class H USD Distributor Shares Retail
<b>Institutional Investor</b>	Any person that qualifies as a Professional Client under Annex II of MiFID or as an Eligible Counterparty in terms of MiFID.
<b>MIFID</b>	The Markets in Financial Instruments Directive (Directive 2004/39/EC).
<b>Retail Investor</b>	Any person that is not an Institutional Investor.
<b>Redemption Day</b>	Every Business Day.
<b>Redemption Price</b>	The price at which Investor Shares shall be redeemed, which shall be equivalent to the NAV per Share at the Valuation Point on the relevant Redemption Day.
<b>Subscription Day</b>	Every Business Day.
<b>Subscription Price</b>	The price at which Investor Shares may be acquired, which shall be equivalent to the NAV per Share at the Valuation Point on the relevant Subscription Day.
<b>Valuation Point</b>	11.59pm (23:59 hours) (CET) on the Business Day immediately preceding a Dealing Day.

## General

This Offering Supplement shall, in addition, be subject to the same rules of interpretation as those set out in the Prospectus. Please see the Section of the Prospectus entitled "**Interpretation**" for further details.

# Key Features

## The Sub-Fund and the Investor Shares

<b>Name of the Sub-Fund</b>	AQA Selective Income Fund
<b>Segregation</b>	The Sub-Fund is a segregated portfolio whose assets and liabilities are to be treated as a patrimony separate from the assets and liabilities of each other sub-fund and of the Company. The Classes of the Sub-Fund do not constitute segregated portfolios. Please refer to the Prospectus for further details.
<b>Classes of Investor Shares</b>	<p>The Sub-Fund is comprised of eight (8) Classes of Investor Shares:</p> <ul style="list-style-type: none"><li>Class A EUR Accumulator Shares</li><li>Class B EUR Distributor Shares</li><li>Class C USD Accumulator Shares</li><li>Class D USD Distributor Shares</li><li>Class E EUR Accumulator Shares Retail</li><li>Class F EUR Distributor Shares Retail</li><li>Class G USD Accumulator Shares Retail</li><li>Class H USD Distributor Shares Retail</li></ul>
<b>Base Currency</b>	<ul style="list-style-type: none"><li>Class A EUR Accumulator Shares</li><li>Class B EUR Distributor Shares</li><li>Class C USD Accumulator Shares</li><li>Class D USD Distributor Shares</li><li>Class E EUR Accumulator Shares Retail</li><li>Class F EUR Distributor Shares Retail</li><li>Class G USD Accumulator Shares Retail</li><li>Class H USD Distributor Shares Retail</li></ul>
<b>Eligibility for Investment</b>	Class A, B, C, and D are available to institutional investors while Class E, F, G and H are available to retail investors.
<b>Profile of Typical Investor</b>	The Sub-Fund is targeted for investors who want to assume low to moderate levels of risk and are willing to hold their investment for the medium to long term.
<b>Voting Rights</b>	The Investor Shares entitle the holder to one (1) vote per Share at general meetings of the Company.
<b>Dividend Policy</b>	In respect of the Class B EUR Distributor Shares the Class D USD Distributor Shares, the Class F EUR Distributor Shares Retail and the Class H USD Distributor Shares Retail, the Directors shall calculate, at each dividend date, determined in accordance with the Articles of Association, the net income available for distribution, adjusted to reflect the re-allocation, if any, of part of the expenses against capital. In the absence of unforeseen circumstances, subject to the availability of distributable profits and in the absence of exceptional market conditions, the Directors expect to distribute to shareholders in the Class B EUR Distributor Shares, the Class D USD Distributor Shares, the Class F EUR Distributor Shares Retail and the Class H USD Distributor Shares Retail on an annual basis part or all of the net income available for distribution by the Class B EUR Distributor Shares, the Class D USD Distributor Shares, the Class F EUR Distributor Shares Retail and the Class H USD Distributor Shares Retail of the AQA Selective Income Fund. Any undistributed income will be reflected in the net asset value per share of the respective share class.

## Tax Status

The Sub-Fund is classified as a Non-Prescribed Fund. Please refer to the Section of the Prospectus entitled "Taxation" for further details on the tax treatment of Non-Prescribed Funds and shareholdings in such funds.

Further details regarding the Investor Shares and the rights attaching thereto in respect of the Sub-Fund can be found in the Section entitled "General Information" below.

## Investment Objective, Policy and Restrictions

### Investment Objective

The investment objective of the Sub-Fund is to maximize capital growth and generate an attractive total return consisting of current income and capital appreciation, with a lower risk/reward profile associated with investing in credit markets.

There is no guarantee that the investment objective of the Sub-Fund will be achieved and investment results may vary substantially over time.

### Investment Policy

To capitalise on attractive opportunities, while minimising risk, the Investment Manager shall allocate investments across a diversified universe of listed corporate and sovereign bonds. The Sub-Fund will not be investing in bonds of a particular duration.

The Sub-Fund shall invest primarily in fixed and/or floating bonds in both the corporate and sovereign segment, without any focus on any particular credit rating, but which are consistent with the Sub-Fund's investment objectives. However, the Investment Manager shall seek to maintain a weighted average credit quality of Ba by Moody's or BB by S&P. Moreover, the Sub-Fund will hold a diversified portfolio of bonds over a broad base of issuers, industries and geographies to mitigate credit risks. The Sub-Fund is not expected to have any bias towards any specific industrial, geographic or other market sector.

The Investment Manager shall manage the credit risk and will aim to manage interest rate risk through credit analysis and credit diversity.

The Investment Manager shall combine traditional corporate bond analysis with a clear understanding of market factors and valuations.

The Investment Manager shall consider the following factors in evaluating securities for purchase by the Sub-Fund, including:

- a. Yield to maturity, yield to call (where appropriate), current yield and the price of the security relative to other securities of comparable quality and maturity;
- b. The issuer's financial resources and financial condition, including leverage and cash flow to cover interest expense and principal repayment;
- c. The terms under which securities are issued and the nature of the securities and coverage under financial covenants;
- d. The size of the issuer and the issuer's operating history; and
- e. Market-technical factors, including prevailing market conditions and the amount of new high yield securities being issued.

The Sub-Fund may also hold cash and cash equivalents for investment purposes. For temporary or defensive purposes, the Sub-Fund may invest in short-term fixed income instruments, money market funds and cash and cash equivalents. The Sub-

	<p>Fund may also at any time hold such securities for cash management purposes, pending investment in accordance with its Investment Policy and to meet operating expenses and redemption requests.</p> <p>The Sub-Fund may invest in FDIs, including currency forwards, Credit Default Swaps (CDS) and ETFs for hedging purposes and the reduction of risk. The Sub-Fund will bear the associated costs and fees in connection with the use of such instruments. These fees will generally be payable to counterparties in OTC FDIs. Such counterparties are not expected to be related to the Company and/or the Investment Manager. The Company may also enter into foreign exchange linked OTC FDIs with the Custodian.</p>
<b>Investment and Borrowing Restrictions</b>	<p>In pursuing its Investment Objective and Investment Policy, the Sub-Fund will be subject to the Investment, Borrowing and Leverage Restrictions set out in the Section of the Prospectus entitled "Investment Objectives, Policies and Restrictions".</p> <p>The global exposure of the Sub-Fund arising out of its FDI positions will be measured on the basis of the Absolute VaR as set out in the MFSA Rules.</p>
<b>Leverage</b>	<p>The Sub-Fund may be leveraged through the use of Financial Derivative Instruments.</p> <p>FDIs may be used for hedging purposes and the mitigation of risks. In any case, leverage generated through the use of FDIs is not expected to exceed 200% of NAV of the Sub-Fund.</p>
<b>Approved Regulated Markets</b>	As per the Prospectus.

## The Offering

<b>Number of Investor Shares on Offer</b>	<p>Class A EUR Accumulator Shares EUR: 20,000,000 Shares  Class B EUR Distributor Shares EUR: 20,000,000 Shares  Class C USD Accumulator Shares USD: 20,000,000 Shares  Class D USD Distributor Shares USD: 20,000,000 Shares  Class E EUR Accumulator Shares Retail: 20,000,000 Shares  Class F EUR Distributor Shares Retail: 20,000,000 Shares  Class G USD Accumulator Shares Retail: 20,000,000 Shares  Class H USD Distributor Shares Retail: 20,000,000 Shares</p>
<b>Initial Offering Price</b>	<p>Class A EUR Accumulator Shares: EUR100  Class B EUR Distributor Shares: EUR100  Class C USD Accumulator Shares: USD100  Class D USD Distributor Shares: USD100  Class E EUR Accumulator Shares Retail: EUR 100  Class F EUR Distributor Shares Retail: EUR 100  Class G USD Accumulator Shares Retail: USD 100  Class H USD Distributor Shares Retail: USD 100</p>
<b>Initial Offering Period</b>	From 15 <sup>th</sup> February 2016 to Closing Date. The Initial Offering Period for Class E, F, G and H starts Shares starts 6 <sup>th</sup> March, 2017 to Closing Date
<b>Closing Date</b>	The Initial Offering Period closed on 26 <sup>th</sup> February 2016 for Class A, B, C, D. For Class E, F, G and H the initial offering period closes on 31 <sup>st</sup> March, 2017.
<b>Minimum Holding</b>	<p>Class A EUR Accumulator Shares: EUR1,000  Class B EUR Distributor Shares: EUR1,000  Class C USD Accumulator Shares: USD1,000</p>

	<p>Class D USD Distributor Shares: USD1,000  Class E EUR Accumulator Shares Retail: EUR 1,000  Class F EUR Distributor Shares Retail: EUR 1,000  Class G USD Accumulator Shares Retail: USD 1,000  Class H USD Distributor Shares Retail: USD 1,000</p>
<b>Minimum Initial Investment</b>	<p>Class A EUR Accumulator Shares: EUR500,000  Class B EUR Distributor Shares: EUR500,000  Class C USD Accumulator Shares: USD500,000  Class D USD Distributor Shares: USD500,000  Class E EUR Accumulator Shares Retail: EUR 1,000  Class F EUR Distributor Shares Retail: EUR 1,000  Class G USD Accumulator Shares Retail: USD 1,000  Class H USD Distributor Shares Retail: USD 1,000</p>
<b>Minimum Additional Investment</b>	<p>Class A EUR Accumulator Shares: EUR1,000  Class B EUR Distributor Shares: EUR1,000  Class C USD Accumulator Shares: USD1,000  Class D USD Distributor Shares: USD1,000  Class E EUR Accumulator Shares Retail: EUR 1,000  Class F EUR Distributor Shares Retail: EUR 1,000  Class G USD Accumulator Shares Retail: USD 1,000  Class H USD Distributor Shares Retail: USD 1,000</p>
<b>Publication of NAV per Share</b>	The NAV per Share will be published on the website of the Investment Manager and most recognised data providers.
<b>Listing</b>	None.

Further details regarding this offering of Investor Shares can be found in the Section entitled "The Offering" below.

## Fees

<b>Investment Management Fee Class A, B, C, D</b>	In respect of each class of Investor shares on offer to Investors: Up to 0.60% per annum, calculated on the NAV of each Class of Investor Shares at each Valuation Point and payable quarterly in arrears.
<b>Investment Management Fee Class E,F,G,H</b>	In respect of each class of Investor shares on offer to Investors: Up to 1.00% per annum, calculated on the NAV of each Class of Investor Shares at each Valuation Point and payable quarterly in arrears.
<b>Administration Fee</b>	Up to 0.065% of the NAV of the Sub-Fund subject to an annual minimum fee of EUR 25,000 and USD 100,000,000 assets under management in respect of each Class of Investor Shares. Up to 0.0405% of the NAV of the Sub-Fund subject to an annual minimum fee of EUR 25,000 and more than USD 100,000,000 assets under management in respect of each Class of Investor Shares.
<b>Subscription Fee</b>	Up to 3% of the subscription proceeds in respect of each Class of Investor Shares.
<b>Redemption Fee</b>	Up to 3% of the redemption proceeds in respect of each Class of Investor Shares.
<b>Switching Fee</b>	Nil. Provided that the Directors reserve the right to introduce a



	Switching Fee in future.
<b>Dilution Levy</b>	Nil. Provided that the Directors reserve the right to introduce a Dilution Levy in future.

Further details regarding the fees chargeable to the Sub-Fund can be found in the Section entitled "Fees Payable by the Sub-Fund" below

**Deadlines**

<b>Settlement Date</b>	By close of business, three (3) Business Day after the relevant Subscription Day.
<b>Subscription Notice Deadline</b>	By close of business, one (1) Business Day prior the relevant Subscription Day.
<b>Redemption Notice Deadline</b>	By close of business, one (1) Business Day prior the relevant Redemption Day.

# The Offering

## Share Offer

This Offering Supplement is supplemental to, and must be read in conjunction with, the Prospectus issued by the Company.

The Offering Supplement constitutes an offer of Investor Shares in the Sub-Fund which is comprised of eight (4) Classes of Investor Shares.

The Offering Period commenced on the first Business Day after the Closing Date of the Initial Offering Period and shall remain open until such time as the Directors determine otherwise, the offer is for Investor Shares at the Subscription Price applicable on the relevant Subscription Day.

## Purchase, Transfer and Exchange of Shares

Investor Shares can be purchased at the prevailing Subscription Price, by submission to the Company at the office of the Administrator of the relevant and properly completed Subscription Application prior to the cut off time for receipt of applications for the relevant Share Class.

If the Subscription Application is not received as required, then the Subscription Application may be rejected or held over until the next Subscription Day at the discretion of the Company. In the event that an application is rejected, any application monies received will be returned without interest by telegraphic transfer to the remitting bank at the discretion of the Company at the risk and expense of the Subscriber. Subject to the satisfaction of the requirements set out above, Investor Shares shall be issued to successful Subscribers on the relevant Subscription Day.

No application will be capable of withdrawal after acceptance by the Administrator, unless such withdrawal is approved by the Directors acting in their absolute discretion. In such circumstances, the Company may charge the Subscriber for any expense incurred by the Company and for any loss to the Sub-Fund arising out of such withdrawal.

The Administrator will generally issue written confirmation of ownership to a Shareholder within seven (7) Business Days after the applicable Subscription Day.

Payment should be effected as described in the Payment Forms which are available from the Investment Manager and/ or the Administrator. At the Company's discretion, payments may be accepted other than in cash. All payments for Investor Shares must be made in the base currency of that class of Investor Shares and be received in Cleared Funds in any event before 12.00pm (noon) (CET) on the Settlement Date. Any applicable bank charges will be borne by the Subscriber.

If payment in full in Cleared Funds in respect of an application has not been received by the relevant Settlement Date or in the event of non-clearance, any allotment or issue of Shares made in respect of such application shall be cancelled and the Directors may charge the Subscriber for any expense incurred by the Company and for any loss to the Sub-Fund arising out of such non-receipt or non-clearance. Monies returned will be at the risk and expense of the Subscriber.

Full details of the application and subscription process appear in the Section of the Prospectus entitled "**Purchase, Exchange and Transfer of Shares**".

A Subscription Application and other related documentation will be provided upon request by the Administrator, the Investment Manager or by an Authorised Distributor.

## Redemption of Shares

Investors are directed to the Prospectus where the procedures relating to the Redemption of Investor Shares and the conditions applicable thereto are outlined.

Investor Shares can be redeemed at the prevailing Redemption Price, by submission to the Company at the office of the Administrator of the relevant and properly completed Redemption Notice before the Redemption Notice Deadline. Redemption requests received after the cut off time for receipt of redemption requests will be processed on the following Redemption Day.

In terms of the Memorandum and Articles, redemption requests and/or exchange requests are, once made, irrevocable. A Redemption Notice if accepted by the Company will be effective as at the applicable Redemption Day. Investor Shares shall be cancelled on the relevant Redemption Day and redemption requests will generally be settled within seven (7) Business Days from the relevant Redemption Day.

Full details of the redemption process appear in the Section of the Prospectus entitled "**Redemption of Shares**".

A Redemption Notice and other related documentation will be provided upon request by the Administrator, the Investment Manager or by an Authorised Distributor.

### **Deferral of Redemption**

The Directors may in their exclusive discretion limit the total amount of redemptions effected on any Redemption Day to 10% of the outstanding Investor Shares in the Sub-Fund on that day (in each case before processing request for the issue of the Investor Shares or requests for redemptions of such Investor Shares for such Redemption Day). In such circumstances the Company or its authorised agent may scale down pro rata the number of Investor Shares to be redeemed in response to each request for redemption to the extent necessary to ensure that the foregoing limit is not exceeded, and shall carry forward the balance for redemption as at the next Redemption Day and so on to each succeeding Redemption Day until each request has been complied with in full. Requests for redemption carried forward from an earlier Redemption Day shall have priority over later requests.

### **Pricing**

The calculation of the NAV of the Sub-Fund and of the NAV per Share shall be effected by the Administrator at each Valuation Point on every Subscription Day and Redemption Day in such manner as is stated in the Prospectus under the section entitled "**Net Asset Value Calculation**". The NAV per Share will be available from the Administrator and will be published on the website of the Administrator.

### **Duration of the Sub-Fund**

The Duration of the Sub-Fund is indefinite.

### **Historical Information**

The Company is a newly formed entity and as such does not have any established track record which could be utilised as a basis for evaluating potential performance.

# The Administrator

Pursuant to an agreement dated 26<sup>th</sup> August 2016 (the "**Administration Agreement**"), Valletta Fund Services Limited (a member of the Bank of Valletta Group) has been appointed as the Administrator of the Sub-Fund.

The Administrator is responsible under the overall supervision of the Investment Manager and the Board of Directors for, inter alia, the general administration of the Sub-Fund, which includes keeping the register of Shareholders, the proper book-keeping of the Sub-Fund, arranging for the issue and redemption of Shares, and calculating the Net Asset Value.

The Administrator was incorporated in Malta on 27<sup>th</sup> September 2006 under registration number C 39623 and having its registered office at Suite 2, Level 3, TG Complex, Brewery Street, Mriehel, BKR 3000, Malta. It is recognised by the MFSA to provide administration services to collective investment schemes.

The Administrator is entitled to be indemnified by the Company and/or the Investment Manager in respect of the Sub-Fund, against all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, gross negligence or wilful default on the part of the Administrator) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties.

The Administrator shall be entitled, without verification, further enquiry or liability on the Administrator's part, to rely on pricing information in relation to specified investments held by the Company in respect of the Sub-Fund, which is provided by price sources stipulated in the Administration Agreement or, in the absence of any such stipulated price sources, any price sources on which the Administrator may choose to rely. Without prejudice to the generality of the foregoing, the Administrator shall not be responsible or liable to any person for the valuation or pricing of any assets or liabilities of the Sub-Fund (save as provided in the Fund Administration Agreement) or for any inaccuracy, error or delay in pricing information supplied to the Administrator.

The Administrator will use reasonable endeavours to independently verify the price of any such assets or liabilities of the Sub-Fund using its network of automated pricing services, brokers, market makers, intermediaries or other third parties. In the absence of readily available independent pricing sources, the Administrator may rely solely upon any valuation or pricing information (including, without limitation, fair value pricing information) about any such assets or liabilities of the Company which is provided to it by: (i) the Company, (ii) the Investment Manager; and/or (iii) any valuer, third party valuation agent, intermediary or other third party which in each such case is appointed or authorised by the Company and/or the Investment Manager in respect of the Sub-Fund to provide valuations or pricing information of the assets or liabilities of the Sub-Fund to the Administrator. The Administrator shall not be liable for any loss suffered by any person as a result of the Administrator not valuing or pricing any such asset or liability of the Company in respect of the Sub-Fund.

The Administrator in no way acts as guarantor or offeror of the Sub-Fund's Shares or any underlying investment. The Administrator is a service provider to the Company in respect of the Sub-Fund and has no responsibility or authority to make investment decisions, or render investment advice, with respect to the assets of the Sub-Fund. The Administrator is not responsible for, and accepts no responsibility or liability for any losses suffered by the Company and/or the Investment Manager or any investors in the Company in respect of the Sub-Fund as a result of any failure by the Investment Manager to adhere to the investment objective, policy, investment restrictions, borrowing restrictions or operating guidelines.

The Administrator shall not be liable or otherwise responsible for any loss suffered by any person by reason of (i) any act or omission of any person prior to the commencement date of the Administration Agreement, (ii) any defect, error, inaccuracy, breakdown or delay in any product or service provided to the Administrator by any third party service provider, and (iii) any inaccuracy, error or delay in information provided to the Administrator by or for the Company in respect of the Sub-Fund.

The Administrator shall not otherwise be liable for any loss to the Company and/or the Investment Manager or any other person in respect of the Sub-Fund, unless direct loss is sustained as a result of its fraud, gross negligence or wilful default.

In any event, the Administrator's aggregate liability for damage in any one calendar year shall be limited to twice the amount of fees due to the Administrator, and for these purposes "**Damage**" shall mean the aggregate of all losses or damages (including interest thereon if any) and costs suffered or incurred, directly or indirectly, by the parties to the Administration Agreement, including as a result of breach of contract, breach of statutory duty, tort (including negligence), fault or other act or omission by the Administrator but excluding any such losses, damages or costs arising from the fraud or dishonesty of the Administrator or in respect of liabilities which cannot lawfully be limited or excluded.

Under the terms of the Administration Agreement, the Administrator is able to delegate certain of its functions and duties to the Administrator's affiliates in respect of the Sub-Fund.

The appointment of the Administrator may be terminated without cause by not less than ninety (90) days' notice in writing.

The Administrator is not responsible for the preparation or issue of this document other than with respect to the description above in respect of the Administrator.

The Administration Agreement is regulated by the laws of Malta and subject to the jurisdiction of the Maltese courts.

The fees payable to the Administrator are set out in the Section entitled "**Fees Payable by the Sub-Fund**" below and in the Administration Agreement.

# Fees Payable by the Sub-Fund

## Investment Management Fee

The Company will pay the Investment Manager an investment management fee (the "**Investment Management Fee**") of 0.60% per annum of the NAV of the Sub-Fund in respect of Class A, Class B, Class C and Class D.

The Company will pay the Investment Manager an investment management fee (the "**Investment Management Fee**") of 1.00% per annum of the NAV of the Sub-Fund in respect of Class E, Class F, Class G and Class H. The Investment Management Fee will accrue at every Valuation Point and shall be payable quarterly in arrears.

The Investment Manager will be reimbursed for all properly incurred and approved out-of-pocket expenses.

## Administration Fees

The Company shall pay the Administrator out of the assets of the Sub-Fund an administration fee (the "**Administration Fee**") of up to 0.065% of the Sub-Fund's Net Asset Value, subject to a minimum annual fee of €25,000 (excluding VAT thereon if any) and USD 100,000,000 assets under management in respect of each Class of Investor Shares. When assets under management are more than USD 100,000,000, an administration of up to 0.04% of the NAV will be paid. The Administration Fee is calculated by reference to the Net Asset Value at each Valuation Point and shall be payable quarterly in arrears.

In addition to the Administration Fee, the Administrator is also entitled to receive out of the assets of each Sub-Fund agreed upon fixed fees for the preparation of unaudited financial statements for the Sub-Fund, investor transactions and maintenance of investor accounts.

The Company shall be responsible for all disbursements and reasonable out-of-pocket expenses incurred by the Administrator in the proper performance of its duties.

## Custody Fees

The Company shall pay the Custodian out of the assets of the Sub-Fund an annual custody fee (the "**Custody Fee**") of 0.05% of the Sub-Fund's Net Asset Value, subject to a minimum annual fee of €15,000 for the first year, (excluding VAT thereon if any) in respect of the Sub-Fund. The Custody Fee is calculated by reference to the Net Asset Value at each Valuation Point and shall be payable quarterly in arrears.

The Company shall be responsible for all disbursements and reasonable out-of-pocket expenses incurred by the Custodian in the proper performance of its duties.

## Shareholder Servicing Fees

The Company shall pay out of the assets of the Sub-Fund a shareholder servicing fee (the "**Shareholder Servicing Fee**") of up to 1.00% of the Sub-Fund's Net Asset Value (excluding VAT thereon if any) to the Investment Manager. The Shareholder Servicing Fee is calculated by reference to the Net Asset Value at each Valuation Point and shall be payable quarterly in arrears.

The Shareholder Service Fees are due by the Company for services rendered in respect of the Sub-Fund by third party service providers including distributors, sub-investment managers or investment advisors appointed by the Investment Manager.

## Subscription Fee

Up to 3% of the subscription proceeds in respect of each Class of Investor Shares in issue in the Sub-Fund.

## **Redemption Fee**

Up to 3% of the redemption proceeds in respect of each Class of Investor Shares in issue in the Sub-Fund.

## **Other Expenses**

The Sub-Fund will also be subject to other fees including, its pro-rata share of the Directors; Company Secretary Fees and other operating expenses relating to the Company generally as set out in the Prospectus.

# General Information

## The Rights of Shareholders

The rights of Shareholders are stated in the Memorandum and Articles and in the Companies Act, and include (inter-alia) the right to receive notice of, and to attend and to vote at, meetings of the Company as summarised below.

The Investor Shares in the Sub-Fund carry the right to one (1) vote per share at general meetings of the Company. The Investor Shares entitle Shareholders to participate in the movements, both positive and negative, in the value of the assets of the Sub-Fund as well as the receipt of dividends as set out hereunder.

The Founder Shares do not (for so long as there are any Investor Shares in the Company in issue) carry the right vote at general meetings of the Company but they have (together with the Board) the exclusive right to nominate Directors as eligible for appointment by the Company in general meeting. The Founder Shares do not carry a right to participate in any dividends or other distributions of the Company or in the assets of the Company on a winding up (other than to the surplus, if any, that may remain after payment of all amounts due to creditors and holders of the Investor Shares).

## Share Capital and Accounts

All amounts received by the Company on the issue of Investor Shares, initially and subsequently, will be credited as share capital of the Company and will form part of the NAV of the Sub-Fund. Separate accounts are kept for the assets of the Sub-Fund.

## Access to information

The Investment Manager may, with the consent of the Company, grant certain Shareholders, including, without limitation, those deemed to involve a significant or strategic relationship, additional information and reporting. Such information and reporting may provide the recipient greater insights into the Company and the Sub-Fund's activities than is included in standard reports to Shareholders, thereby enhancing the recipient's ability to make investment decisions with respect to the Company and the Sub-Funds and with respect to the investment of its own assets.

## Fractional Shares

Fractional Shares will be issued up to four (4) decimal places.

## Shares in other Sub-Funds of the Company

The Company is constituted as a multi-fund investment company with variable share capital. As of the date of this Offering Supplement, the Company has made an offering of Investor Shares in other sub-funds.

## Dividend Policy

In respect of the Class A EUR Accumulator Shares, Class C USD Accumulator Shares and Class E USD Accumulator Shares it is not the present intention of the Directors that the Sub-Fund will pay dividends, however, the Directors reserve the right to pay Dividends at any time if they consider that a payment of a Dividend is appropriate.

In respect of the Class B EUR Distributor Shares and the Class D USD Distributor Shares the Directors shall calculate, at each dividend date being a date in January following the year end of the Company, determined in accordance with the Articles of Association, the net income available for distribution, adjusted to reflect the re-allocation, if any, of part of the expenses against capital. In the absence of unforeseen circumstances, subject to the availability of distributable profits and in the absence of exceptional market conditions, the Directors expect to distribute to shareholders in the Class B EUR Distributor Shares and the Class D USD Distributor Shares on an annual basis part or all of the net income available for distribution by the Class B EUR Distributor Shares and the Class D USD Distributor Shares of the AQA Selective Income Fund. Any undistributed income will be



reflected in the net asset value per share of the respective share class.

Unless a Dividend is declared and paid, the Sub-Fund's income and profits will be accumulated and reflected in the Net Asset Value of the Sub-Fund.

### **Sub-Fund Expenses**

The fees and expenses incurred in connection with the establishment of the Sub-Fund, the application for licensing of the Sub-Fund, the preparation and publication of the Offering Supplement and all legal costs and out of pocket expenses in relation thereto shall be borne by the Company.

### **Documents Available for Inspection**

Copies of the following documents shall be available for inspection at the registered office of the Company or at the offices of the Administrator (see Directory at last page hereof) during normal business hours:

- (1) Memorandum & Articles of Association, and Certificate of Incorporation of the Company;
- (2) The latest Prospectus, and Offering Supplements for all Sub-Funds;
- (3) All Key Investor Information Documents;
- (4) Investment Management Agreement;
- (5) Custody Agreement;
- (6) Administration Agreement;
- (7) Investment Services Act; and
- (8) The latest Annual and Half Yearly report of the Company.

# Directory

<b>Directors of the Company</b>	<b>Mr. Raffaele Rossetti</b> <b>Mr. Alexander Vella</b> <b>Mr. Nicholas Calamatta</b>
<b>Registered Office</b>	Third Floor, Valletta Buildings, South Street, Valletta, Malta
<b>Investment Manager</b>	<b>AQA Capital Limited</b> 171, Old Bakery Street Valletta VLT1455 Malta
<b>Custodian and Banker</b>	<b>Bank of Valletta p.l.c.</b> 58, Zachary Street, Valletta, VLT 1130, Malta
<b>Global Custodian</b>	<b>RBC Investor Services Trust, London Branch</b> Riverbank House – 2 Swan Lane London, UK EC4R 3AF United Kingdom
<b>Administrator, Registrar and Transfer Agent</b>	<b>Valletta Fund Services Limited</b> Suite 2, Level 3, TG Complex, Brewery Street, Mriehel, Malta.
<b>Company Secretary</b>	<b>Calamatta Cuschieri Fund Services Limited</b> Third Floor, Valletta Buildings, South Street, Valletta, Malta.
<b>Auditors</b>	<b>Deloitte Audit Limited</b> Deloitte Place, Mriehel Bypass, Birkirkara, BKR3000 Malta
<b>Legal Advisors</b> <i>(as to Maltese law)</i>	<b>GANADO Advocates</b> 171, Old Bakery Street, Valletta, VLT 1455, Malta