

Actively Managed Certificate ("AMC")

on Sparissimo Revenue Sharing
End of subscription 20 August 2024
Open End | Not Listed | Private Placement
ISIN CH1320847648

**Protected Cell CH1320847648, a Cell of MR3 Issuer PCC Limited
Registration No. 69047
(as "Issuer")**

BRIEF DESCRIPTION

Actively Managed Certificates do not constitute collective investment schemes within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are therefore neither governed by the CISA nor subject to the supervision by the Swiss Financial Market Supervisory Authority ("FINMA"). Accordingly, holders of this product (the "Product") do not have the benefit of the specific investor protection provided under the CISA. Holders of the Product bear the issuer's credit risk. Furthermore, investors should be aware that AMCs have a dynamic, discretionary structure, which may result in changes to the Product terms and/or the Strategy-Components.

In Switzerland, the underlying of this financial instrument is likely to be considered as foreign collective investment fund within the meaning of the CISA and therefore governed by the CISA. Accordingly, the offer and sale of this financial instrument in and from Switzerland is restricted to institutional and professional clients (excluding high net worth private clients which opted to be treated as professional clients).

The Issuer was incorporated on 06 April 2021 as a Protected Cell company limited by shares under the laws of Guernsey under registration number 69047. The registered office of the Issuer is at Suite 6, Provident House, Havilland Street, St. Peter Port, Guernsey GY1 2QE.

17 July 2024

PARTIES

Issuer/Calculation Agent

MR3 Issuer PCC Limited (a Protected Cell company incorporated with limited liability under the laws of Guernsey). MR3 Issuer PCC Limited is not licensed or registered in Guernsey by the Guernsey Financial Services Commission ("GFSC") or registered or authorised by GFSC as a collective investment scheme and GFSC has not and will not approve the content or dissemination of this AMC or any other document relating to or in connection with this AMC. Protected Cell CH1320847648 is a protected cell of MR3 Issuer PCC Limited, was created for the specific purpose of issuing the AMC, and is operated and controlled by the Directors of MR3 Issuer PCC Limited. As a matter of Guernsey law, each

cell of the Issuer is a protected cell of assets and liabilities, wholly separate and distinct from any assets or liabilities of any other protected cell(s) of the Issuer or any assets or liabilities of the Issuer which are not attributable to any protected cell of the Issuer.

| | |
|-------------------------|---|
| Paying Agent | ISP Securities AG, Switzerland |
| Custodian/Broker | Swissquote Bank SA, Switzerland |
| Strategy-Manager | MRB Fund Partners AG, Switzerland (the "Strategy-Manager"). The Strategy-Manager is licensed under the laws of Switzerland as an asset manager of collective investments and is subject to supervision by the Swiss Financial Market Supervisory Authority (FINMA). |

PRODUCT INFORMATION

| | |
|----------------------------|---|
| Description | <p>This Product (hereinafter, also "Certificate", "Note" or "AMC") is an Actively Managed Certificate. The Product allows for participation in the performance of the Underlying (the "Strategy"). The Strategy reflects a notional actively managed portfolio of assets and cash, maintained by the manager (the "Strategy-Manager"). The performance of the Strategy is tracked via the calculation of the Strategy-Level.</p> <p>The holders of the Product (hereinafter, "Holders of the Product", "Holders of the Certificate" or "Note Holders") have exposure to the same performance a real portfolio would have, if it was actually managed according to the Strategy. However, the Holders of the Product will not be entitled to real assets in a real portfolio and have only a claim against the Issuer on the payment of the Redemption Amount based on the Strategy-Level at the Final Valuation Date.</p> |
| Underlying | <p>The Underlying is a basket representing a notional, actively managed portfolio (the "Reference Portfolio") of assets including cash in the Currency of the Product (the "Strategy-Components"). The basket is selected and managed by the Strategy-Manager in accordance with this termsheet ("Termsheet"), the "Investment Strategy" referred to here below as well as the investment universe (the "Investment Universe"), the guidelines (the "Strategy-Guidelines") and the investment restrictions (the "Investment Restrictions"), as per Annex 1.</p> |
| Investment Strategy | <p>The Strategy aims for the long-term revenue participation that Sparissimo Holding Ltd. generates with affiliated business partners based on their marketing support of those business partners.</p> |

Additionally, the AMC may aim to achieve long-term capital appreciation by investing in other (listed or unlisted) company participations, private debt or other (liquid or illiquid) financial instruments. Investment returns are expected to have a low correlation with general capital market trends.

| | |
|---|---|
| Reinvestment of Returns | Any amounts reflecting net dividends and/or interest rates in a real portfolio consisting of the Strategy-Components will be added to the cash component of the Underlying. Any withholding taxes or similar taxes that might be charged on any of the Strategy-Components by tax authorities will not be reclaimed and will not be added to the cash component of the Underlying. |
| Initial Weighting of the Strategy-Components | The Strategy-Manager starts to implement the Strategy at the first possible trading day after Payment Date according to this Termsheet, the Investment Strategy, the Investment Universe, the Strategy-Guidelines and the Investment Restrictions. The Initial Strategy-Components will depend on the market conditions at the time the Strategy-Manager starts to implement the Strategy. |
| Strategy-Level (t) | Sum of the value of each of the Strategy-Components on any trading day t, converted to the Currency of the Product at the prevailing exchange rate(s), less all costs linked to the management of the Strategy including (but not limited to) fees, expenses, hedging and transaction costs, custody fees and taxes (if any), and divided by the sum of outstanding Certificates on such trading day t, as calculated by the Calculation Agent. |
| Early Redemption Event | The Issuer has the right to partially or fully early redeem the Note by a cash amount ("the Partial/Full Early Redemption Amount") on any Early Payment Date. Note holders would be notified on the corresponding Early Valuation Date. |
| Early Payment Dates | Anyday, from and including the Issue Date to and including the Final Valuation Date, adjusted as per the Business Day Convention. |
| Early Valuation Dates | Ten business days before the Early Payment Date. |
| Redemption Amount | <p>On Redemption Date, the Certificates will redeem a cash amount in the Currency of the Product equal to the Strategy-Level on the Final Valuation Date, as calculated by the Calculation Agent.</p> <p>The Strategy Manager, as appointed by the Issuer, is responsible for the Strategy. No party, including the Paying Agent, is therefore liable to any</p> |

party for any loss in connection with the investment, nor for the performance of the Strategy. A Noteholder's entitlement is limited at all times to the Redemption Amount at Final Valuation Date. In a worst-case scenario, the Redemption Amount may be zero. Noteholders should be aware that positive performance of the Strategy cannot be guaranteed.

Prices of the Strategy-Components

The prices of the Strategy-Components used as a basis for the calculation of the Strategy-Level are calculated at the sole discretion of the Calculation Agent, based on the values provided by the Custodian, as applicable, or any other third-party source that the Calculation Agent may deem appropriate to determine the fair value of the component. See Annex 3 for more details.

Price of the Certificate

The price of one unit of this Product on a specific trading day t is equal to Strategy-Level(t).

Selection / Adjustments / Rebalancing of the Strategy-Components

Adjustments of the Strategy-Components are actively made by the Strategy-Manager.

Termination Event

The Issuer and the Strategy-Manager have the right to terminate the Product at any time ("the Termination Date") without a specific reason, by notifying the Holders of the Certificate on the earliest possible date.

Consequences of a Termination Event

Following a Termination Event, the Certificates will redeem a cash amount in the Currency of the Product equal to the Strategy-Level on the Termination Date ("the Termination Amount") as calculated by the Calculation Agent. Investors should be aware that the Termination Amount may be, due to unfavorable market conditions, considerably lower than the Issue Price or the last valuation of the Product before the Termination Event. The Issuer has the right to reduce the Termination Amount considerably (including to zero) in certain situations. This may include, but is not limited to illiquidity or insolvency of an underlying asset(s) distressed situations related to or impacting an underlying asset.

GENERAL TERMS

Structured Product Type per Swiss Derivative Map

Dynamic Tracker-Certificate (Code 1300)

Indicative Termsheet

| | |
|----------------------------------|--|
| Total Amount | CHF 5'000'000 |
| Issue Size | 5'000 Certificates (with reopening clause) |
| Issue Price | CHF 1'000 + Distribution Fee (if any) |
| Distribution Fee | Up to 5.00% times: <ul style="list-style-type: none">• CHF 1'000.00 for the purpose of the Issue Price definition• the Price of the Certificate for the purpose of the Secondary Market definition |
| Currency | CHF |
| Denomination | CHF 1'000 |
| Quotation Type | In Units |
| Fees | The following fee will be deducted daily from the Strategy-Level: <ul style="list-style-type: none">• Administration fee: the higher of a) 0.50% p.a. and b) CHF 25'000 p.a. The Administration fee may not exceed a limit of 4.50% p.a. |
| Performance Fee | <ul style="list-style-type: none">• 5.00% of the monthly accumulated profit• Hurdle Rate: 0% (quarterly observed, according to the Performance Fee Observation Dates as defined in Annex 2) See Annex 2 for more details on Performance Fee Entitlement, Performance Fee Calculation and Performance Fee Observation Dates. |
| Broker Fee Schedule | See Annex 2. |
| Payment Date / Issue Date | 23 August 2024, being the date on which the Products are issued, and the Issue Price is paid. |
| Final Valuation Date | Termination Date |
| Redemption Date | The Redemption Amount shall be due to Noteholders on the tenth business day after the Final Valuation Date. |
| Settlement | Cash settlement. |

| | |
|--|---|
| Exchange Rate | Applicable Exchange Rates (if any) for conversion of any amount into the relevant settlement currency for the purposes of determining the Strategy-Level or the Redemption Amount, may be sourced from the Custodian (if applicable), or from public sources like Bloomberg (BFIX), Reuters, Telekurs, etc. Relevant is the rate at the time or near the time of the determination of the Strategy-Level or the Redemption Amount. |
| Minimum Trade Size | 10 Certificates and multiples of 1 Certificate thereafter |
| Valoren | 132084764 |
| ISIN | CH1320847648 |
| Listing | Not listed |
| Business Day Convention | Following |
| Business Day | Shall mean any day other than a Saturday, Sunday, or public holiday on which banks are open for business in Guernsey and Switzerland |
| Secondary Market | <p>Quarterly secondary market trading orders are received and processed on a best effort basis on the 30th day of the last month of the quarter (or the previous Business Day should the 30th fall on a bank holiday) subject to a notice period of one week, with a bid offer spread of 1% under normal market conditions.</p> <p>Secondary market trading orders will not be received or processed until 30th December 2024.</p> <p>Acceptance of an order cannot be guaranteed and is subject to, amongst other things, sufficient liquidity. Orders must be placed with the Paying Agent before 16:30 for same day trading. A Distribution Fee may apply on secondary market buy orders.</p> <p>On Secondary Market transactions, additional transaction fees may apply and are charged to the Strategy-Level.</p> |
| Clearance Institution / Clearing Code | SIX SIS AG / ISP 116441 |

MISCELLANEOUS

Selling Restrictions

Russian Federation, Belarus, Canada, United Kingdom, Guernsey, United States of America, US Persons and any other jurisdiction indicated in Annex 4 as restricted.

Under no circumstances may the product be distributed to any sanctioned person, entity or country identified by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State, the United Nations Security Council, the European Union, His Majesty's Treasury of the United Kingdom, Bailiwick of Guernsey sanctions regime, Swiss sanctions framework implemented by SECO or other relevant sanctions authority.

In and from Switzerland the Product can only be offered or sold to institutional and professional clients (excluding private clients which opted to be treated as professional clients) pursuant to the Swiss Financial Services Act.

The Product shall be distributed only by way of private placement; public distribution is not permitted. The Product may not be offered out of, or into Guernsey and/or to any person domiciled in Guernsey.

For jurisdiction-specific tax and any regulatory considerations, investors should consult their independent advisors.

Product Representation

Products to be represented by Intermediated Securities (Bucheffecten)

United States IRC Section 871(m)

Out of scope

Applicable Law / Place of Jurisdiction

Swiss Law under exclusion of the Swiss Private International Law Act and of the CISG / City of Zurich

Risks

Regarding investments in the Product, there are several kinds of risks, inter alia:

- The market, credit and liquidity risk with respect to the Strategy-Components.
- The counterparty risk with respect to the Issuer.
- The currency risk with respect to the Strategy-Components which are not denominated in the Currency of the Product (if any).
- The risk of sub-optimal adjustments of the Strategy-Components by the Strategy-Manager.

- The counterparty risk with respect to the Custodian. Amongst other things, Custodian default could generate loss of Strategy-Components impacting the Strategy-Level.

In a worst-case scenario, Holders of the Product may lose their total investment.

Limitation of Transferability The Certificate can only be sold back to the Issuer.

Tax Treatment in Switzerland

For individuals holding the Product for private investment purposes with tax domicile in Switzerland the portion of income realised on the underlying Strategy-Level attributable to their respective portion in the underlying Strategy-Level will be subject to Swiss income taxes on an annual basis (by financial year end) or upon redemption. Gains and losses realised on the Strategy-Level as well as gains and losses derived from the sale of the Product should be considered as income tax-free private capital gains and non-tax-deductible private capital losses respectively.

The Product is not subject to the Swiss withholding tax. The Product may be subject to Swiss stamp duty of up to 0.15% on the primary as well as the secondary market. There is no Swiss stamp duty upon redemption of the Product. For Swiss paying agents, payments under the Product are not subject to the EU savings tax. Investors and other interested parties are advised to consult their tax advisors to determine the special tax consequences of the purchase, ownership or disposition of the Product before any commitment/investment is made.

Common Depository SIX SIS AG

ANNEX 1

It is the sole responsibility of the Strategy-Manager to ensure that the Strategy and the Strategy-Components as well as the investments correspond to the Investment Universe, the Strategy-Guidelines, and the Investment Restrictions. Neither the Issuer, nor the Paying Agent, nor the Custodian, nor the Calculation Agent, nor any other involved party apart from the Strategy-Manager carries out any supervision in that regard.

In the event that the Strategy-Manager deviates from the Strategy-Components as described in the Investment Universe and Strategy Guidelines, the Note Holder is still entitled to the Redemption Amount that is outlined in this Termsheet.

Investment Universe

The Investment Universe consists of the following asset / asset classes and represents the basis for the selection, adjustment and rebalancing of the Strategy-Components by the Strategy-Manager. The Investment Universe may be amended by the Strategy-Manager at any time and in its sole discretion.

| Asset Class | Range allocation (% of total portfolio value) | Permitted Instruments |
|-------------------------|--|--|
| Alternative Investments | Min 0% - Max 100% | <ul style="list-style-type: none"> • Hedge funds, macro and CTAs • Private equity funds • Venture capital funds • Real estate funds, REITs |
| Private Debt | Min 0% - Max 100% | <ul style="list-style-type: none"> • Private loans |
| Private Equity | Min 0% - Max 100% | <ul style="list-style-type: none"> • Shares of a private company |
| FX | Min 0% - Max 100% | <ul style="list-style-type: none"> • Futures and options of all currency pairs • Cash in any currency different than the Product Currency |
| Fixed Income | Min 0% - Max 100% | <ul style="list-style-type: none"> • All ratings and maturities • Exchange traded funds (ETFs), mutual funds, structured products |
| Equities | Min 0% - Max 100% | <ul style="list-style-type: none"> • Exchange traded stocks • Derivatives on listed equities and global indices • Exchange traded funds (ETFs), mutual funds, structured products |
| Cash | Min 0% - Max 49% | Cash in the Product Currency (max 49 %) |

Strategy Guidelines

The Strategy-Components are selected, adjusted and rebalanced by the Strategy-Manager in accordance with the following guidelines (the "Strategy-Guidelines"):

1. The Strategy is expected to hold on to selected high-conviction investments for the long-term without involving a meaningful turnover in the portfolio.

Investment Restrictions

The following Investment Restrictions are applicable for the Strategy-Manager:

- Short selling of any asset
- Leverage through credit raising, short selling, or derivatives
- Long positions in US dividend-paying stocks

ANNEX 2

Broker Fees

Average Broker Transaction Fee: As per fee schedule of the respective Custodian/Broker

Performance Fee

| | |
|------------------------------------|---|
| Profit Valuation Date | Monthly as per valuation frequency. |
| Accumulated Profit | <p>The accumulated profit is calculated on each Profit Valuation Date t as:</p> $\text{Accumulated Profit}(t) = \text{Accumulated Profit}(t - 1) + \text{Asset Value}(t) - (\text{Asset Value}(t - 1) \times (1 + \text{Hurdle Rate})) - \text{Inflows}(t) + \text{Outflows}(t) - \text{OutflowAdjustment}(t)$ <p>where:</p> <ul style="list-style-type: none">• $\text{Asset Value}(t)$ is the value of all assets less fees on each Profit Valuation Date t• $\text{Inflows}(t)$ is the value of all secondary trade buy orders on Profit Valuation Date t• $\text{Outflows}(t)$ is the value of all secondary trade sell orders on Profit Valuation Date t• $\text{OutflowAdjustment}(t)$ is fraction of the Accumulated Profit($t-1$) that corresponds to the Outflows(t) on Profit Valuation Date t. |
| Performance Fee Entitlement | <p>A Performance Fee is entitled to the Strategy Manager if the Accumulated Profit before deduction of the Performance Fee on the relevant Performance Fee Calculation Date is positive, ie:</p> $\text{Accumulated Profit}(t) > 0.0$ |
| Performance Fee Calculation | <p>Performance Fee Amount ("PFA") is calculated on each Performance Fee Calculation Date (i) and is equal to:</p> |

$$PFA(i) = \frac{(Accumulated\ Profit(i) \times Performance\ Fee)}{Number\ of\ Outstanding\ Certificates}$$

- *Accumulated Profit (i)* is the value of the Accumulated Profit on the Performance Fee Calculation Date *i*, before deduction of the Performance Fee.
- *Number of Outstanding Certificates(i)* is the number of outstanding certificates on the Performance Fee Calculation Date *i*.

The Performance Fee Amount cannot be a negative number.

On Performance Fee Release Date any positive *Accumulated Profit(t)* is reset to zero following a Performance Fee Entitlement. Negative *Accumulated Profit(t)* values will be kept at their negative value into the next period.

**Performance Fee
Observation Dates**

Quarterly on the last business day of March, June, September and December, from and including the Issue Date to and including the Final Valuation Date.

**Performance Fee Release
Dates**

Quarterly on the last business day of March, June, September and December, from and including the Issue Date to and including the Final Valuation Date.

ANNEX 3

Valuation of Strategy-Components

The value of the Strategy-Components on a specific date *t* is based on the most current asset level of each Strategy-Component at the time the API call is made. Changes in the prices of the Strategy-Components that occur afterward can lead to differences at the Strategy-Level for the same end-of-day portfolio statements.

ANNEX 4

Additional Restricted Jurisdictions

The Products for which the Swissquote Bank SA acts as Custodian/Broker may not be subscribed by investors located in the below countries:

- Albania
- Barbados
- Cambodia
- Canada
- Colombia

Indicative Termsheet

- Guernsey
- Haiti
- Iran
- Jamaica
- Myanmar
- Nicaragua
- North Korea
- Pakistan
- Syria
- Ukraine
- United Kingdom
- United States of America (incl. US Persons)
- Vanuatu
- Venezuela
- Yemen
- All African countries except Mauritius and South Africa
- All countries of the Commonwealth of Independent States

DISCLAIMER- IMPORTANT PLEASE READ This termsheet as published by the Issuer is purely for information purpose only and is not intended as an offer or solicitation of the purchase or sale of any securities, funds, structured products or any other investment ("Investment Products"). Nothing herein constitute investment, legal, accounting or tax advice or a representation that any Investment Product is suitable for or appropriate to your investment objectives, financial situation and particular needs, or otherwise constitutes a personal recommendation to you. This termsheet does not purport to identify or suggest all the risks or material considerations which may be associated with any Investment Products. If you are in doubt as to any information in respect of any Investment Product, please consult your own financial, legal and/or tax advisers. Any assumptions, data, projections, forecasts or estimates are forward looking statements and based upon information furnished to the Issuer or publicly available information and reflect subjective estimates and assumptions concerning circumstances and events that have not yet taken place. Accordingly, there can be no assurance or guarantee that any projected or forecasted results will be attained. Actual results may vary from such projections and forecasts. Past performance is not necessarily indicative of future performance, and such variations may be material. While based on the information believed to be reliable, this termsheet and its contents are provided on an "as is" basis. The Issuer does not make any representation or warranty as to the accuracy or completeness of the information in this termsheet. Information in this termsheet is confidential. Distribution of this termsheet to any person other than the original recipient will be strictly prohibited. The Issuer and its affiliates, connected or related corporations, directors and/or employees may have an interest in the Investment Products including without limitation, in relation to the Investment Products, marketing, dealing, holding, acting as market-makers, performing financial or advisory services, acting as a manager or co-manager of private offering. The Issuer and its affiliates, connected or related corporations, directors and/or employees may also have alliances, contractual agreements or broking or investment banking or other relationships for the provision of financial services, with any counterparty mentioned in this termsheet. This termsheet may only be distributed in countries where its distribution is legally permitted and described herein within selling restrictions. This information is not directed to any person in any jurisdiction where by reason of that person's nationality, residence or net worth otherwise will be prohibited. Furthermore, this termsheet may not be publicly distributed or distributed to persons who are not institutional or professional investors by the Issuer or any other person.