



## Westbrooke Special Opportunities SNN QI Hedge Fund | Collective Investment Scheme | Key Investor Information

### Key investor information

This document provides the investor with key information about these portfolios. It does not serve as marketing material. The publishing of this information is required by law (Collective Investments Schemes Control Act 45 of 2002 (“CISCA”), Board Notice 52 (“BN52”), section 27), to help you understand the nature of the portfolios as well as the risks associated with investing in these portfolios. All potential investors are advised to read and familiarise themselves with the contents of this document in order to arrive at an informed investment decision.

Portfolio Information	
Launch Date	1 June 2012
Launch Date under CISCA	1 October 2017
Directors of the Management Company	J Louw, H J Pienaar, I Burke, L Fourie, G P Rate
Legal Structure	CIS Trust
Distribution Date	On the last day of December
Financial Year End	On the last day of December
Auditor	Deloitte
Custodian	FirstRand Bank Limited
Prime Broker	Peregrine Equities (Pty) Ltd
Fund Administrator	Sanne Fund Services SA (Pty) Ltd
Portfolio NAV	R 291,024,139.61
Unit Price	R 1,620.66 (CL – 1 – DT)
Risk Profile	Moderate - Aggressive

### List of Portfolios

- > **SNN Qualified Investor Hedge Fund Scheme**  
Westbrooke Special Opportunities SNN QI Hedge Fund

A portion of the fund is invested in more liquid opportunities (“Liquid Portfolio”) including special situations, simulated leverage buyouts and M & A arbitrage.

### The Portfolio Objective

The portfolio’s main objective is to achieve uncorrelated returns to local stock markets and protect capital, while having a longer-term investment view and a moderate tolerance to volatility.

### The Investment Strategy

The Westbrooke Special Opportunities SNN QI Hedge Fund is a hedge fund focused on special opportunities in South African small-mid cap listed equities.

The fund invests in a concentrated number of investments that will deliver unusually attractive risk adjusted returns over a rolling three year horizon with a low correlation to the ALSI.

The fund’s strategy is to invest in a manner more closely aligned to private equity and investment banking and play an active role in unlocking value in the underlying investments of the fund (“Active Portfolio”)

### Changes to the Investment Strategy and/or Investment Policy

In order to amend any provision(s) contained in the supplemental deed, the manager has to request and receive prior approval from the FSB. Such request shall state the reasons for the proposed amendment and the impact or benefit this is likely to have for the investor.

Upon receiving such approval, the auditor of the scheme must oversee a balloting process which is undertaken to obtain consent from the investors.

Investors holding at least 75% (seventy-five percent) in value of the participatory interests in the portfolio and who constitute more than 50% (fifty percent) of the portfolio’s investors must vote in favour of the amendment for the amendment to be effected.

Voting shall be conducted by electronic ballot in accordance with the provisions of the deed, and the manager shall, after having dispatched the ballots to investors, allow for a period thirty days for investor to return the ballots.

### **Does Portfolio Invest in Underlying Funds?**

No.

### **The Types of Assets in which the Portfolio may invest**

The investment universe of the portfolio focuses on:

- Listed equities;
- Listed fixed income investments;
- Listed Preference shares;
- Listed Derivative instruments;
- Unlisted instruments

### **The Investment Restrictions applicable to the Portfolio**

#### The Types and Sources of Leverage

The portfolio may leverage itself by short selling or trading on margin or purchasing options. The portfolio may at certain times be required to issue guarantees, and accordingly may borrow money from a bank, prime broker or any other such institution. The portfolio may also arrange for the issue of guarantees for the bridging required to conclude a private placement or underwriting of securities.

#### The Risks Associated with the Leverage

The portfolio may use leverage techniques from time to time to purchase or carry investments.

The interest expense and other costs incurred in connection with such leverage or borrowing may not be recovered by an appreciation in the investments purchased or carried.

Gains realised with leveraged investments may cause the underlying fund's net asset value to increase at a faster rate than would be the case without leverage. If, however, investment results fail to cover the cost of leverage or borrowings, the portfolio's net asset value could also decrease faster than if there had been no leverage or borrowings. Because of the leveraged nature of certain of the investments, a relatively small movement in the market price of traded instruments may result in a disproportionately large profit or loss.

#### The Restrictions on the Use of Leverage

The degree to which leverage may be employed in the portfolio shall be limited by the terms of the mandate. The limits laid down

in the mandate should be carefully reviewed in making an investment decision.

#### Collateral and Asset Re-Use Arrangements

The cash and long positions held in the portfolio are available for use as collateral for the short positions held.

#### The Maximum Leverage allowed for the Portfolio

The portfolio will utilize the commitment approach. The leverage limit is 250%.

#### Material Arrangements of the Manager with the Prime Broker

#### The Manner of Managing Conflicts of Interest

The parties agree that, for the duration of this agreement, they shall endeavour to avoid any conflict of interest between them.

In order to protect the investors, the parties shall exercise due care and skill and note to any affected party the nature and extent of the potential conflict of interest as well as the steps undertaken to minimise the effect on any affected party by such conflict.

#### The Level of Counterparty Exposure

The portfolio will comply with the counterparty exposure limits as set out in BN52.

#### The Methodology of Calculating Counterparty Exposure

In terms of section 8(2) of BN52 counterparty exposure shall be calculated to equal any initial margin held by a counterparty, the market value of any derivative, any net exposure generated through a scrip lending agreement and any other exposures created through reinvestment of collateral.

#### Provisions in the Contract with the Depository and Custodian on the Possibility of Transfer and Re-hypothecation of Assets

The prime broking agreement may allow for the re-hypothecation of assets.

The portfolio's prime broker may provide a financing service to the portfolio, whereby any shortfall in the financing of the portfolio's assets is provided by the prime broker. Any such financing will be collateralised from the assets of the portfolio. However, unlike a normal borrowing situation, the prime broker takes physical delivery of the portfolio's assets and is permitted

to deal with them for its own account. The portfolio's assets are therefore treated as being indistinguishable from the assets of the prime broker and are not segregated as client money or assets.

In the event of the insolvency of the prime broker, the assets of the portfolio that are held as collateral against money owed to the prime broker, are completely exposed to the prime broker's creditors.

In such instances, any action by the prime broker's creditors may lead to the closing out of positions without the consent of the investment manager and at a loss.

#### **Delegated Administration and Management of Conflict of Interest that May Arise**

The Manager has appointed Sanne Fund Services SA (Pty) Ltd ("SANNE") as the administrator. Both entities are subject to separate governance structures and independent oversight and internal controls; as well as the FSB regulatory oversight. Both entities have satisfied the FSB in terms of the conflict of interest policy they have in place.

The parties agree that, for the duration of this agreement, they shall endeavour to avoid any conflict of interest between them. In order to protect the investors, the parties shall exercise due care and skill and note to any affected party the nature and extent of the potential conflict of interest as well as the steps undertaken to minimise the effect on any affected party by such conflict.

#### **The Portfolio's Valuation and Pricing Methodologies**

The portfolio will apply the portfolio valuation and asset pricing policy of the Manager. In order to achieve fair pricing, the price at any calculation date will be calculated using the 30 day Volume Weighted Average Pricing ("VWAP") for instrument in this portfolio. This policy will be consistently applied and meets the requirements of BN52.

#### **The Liquidity Risk Management of the Portfolio and the Repurchase Rights**

Liquidity management is facilitated through real time monitoring of the portfolio liquidity profile using both an independent third party risk monitoring system and internal proprietary system. The investment manager shall ensure that the liquidity of the securities included in the portfolio shall not compromise the liquidity terms of the portfolio.

Regular liquidity stress-testing will be applied, providing for increased investor repurchases, and shortage of liquidity of the underlying assets in the portfolio.

#### **Repurchase of Participatory Interests**

Repurchase notification date will be 3 (three) calendar months prior to the repurchase pricing. The repurchase payment date will be 14 (fourteen) business days after the repurchase pricing date.

#### **Gating, Side-Pocketing and Repurchase Restrictions**

Sections 5(b) (ii) and 6(5) of BN52 provide that both retail hedge funds and qualified investor hedge funds may suspend the repurchases of units under exceptional circumstances and when it's in the interests of investors.

#### **Special Repurchase Arrangements or Rights of Some Investors**

None.

#### **Investment Management Fees, Charges, and Expenses**

Annual Base Fee	Capped at an annual fee rate of 1.75%, excluding VAT
Performance Fee	Uncapped, but the maximum fee rate will be 20% excluding VAT.
High Watermark	The fee calculation employs a HWM ensuring no fee is accrued until previous underperformance has been recouped.
Entry Charge:	0%
Exit Charge:	0%

The portfolio may offer multiple classes of units for different types of investors and unit holders. The various classes in the portfolio may each have different fee structures for the different types of investors.

All investments will be allocated to specific classes at the discretion of the investment manager. All classes of units in the portfolio will invest in the same investment portfolio of securities and share the same investment objective and policy.

For more detailed information about charges and how these are calculated, a detailed fee methodology is available on request from the Manager.

#### **Other Fees**

The portfolio may directly deduct and pay other fees if such payments are permitted in terms of Section 93 of CISCA and are due and payable under lawful agreement.

#### **The Charges Paid by the Portfolio**

These charges make up the running costs of the portfolio. Permissible deductions from a portfolio shall include:

- > Initial fee & VAT;



- > Investment management fee;
- > Administration fee;
- > Exit fee;
- > Trading charges and other levies;
- > Auditor's fees;
- > Bank charges; and
- > Trustee and custodian fees.

#### **Fair Treatment of Customers**

The Manager observes a policy of Treating Customers Fairly ("TCF") and this permeates throughout the business and informs all business dealings of the Manager. The Manager strives to design, distribute, and provide products that meet the objectives of the TCF code and all investors investing in our products – simple and complex – are encouraged to seek qualified financial advice in order to select and invest in a product that not only meets their requirements, but is to their level of understanding and sophistication.

#### **Preferential Treatment**

None.

#### **The Latest Annual Report**

The latest annual report of the portfolio shall be kept at the office of the Manager for viewing by the investor.

#### **Selling and Issuing Participatory Interest in the Portfolio**

##### **Purchase of Participatory Interests**

Purchases of participatory interests will be effective on the first day of each calendar month. Applications for new purchases as well as the purchase amount need to be received no later than 10:00 on the last business day of the previous calendar month.

##### **Minimum investment amount**

R 1,000,000 (One Million Rand).

The investor shall complete a subscription form and return to the Manager no later than 10:00 on the last business day of the previous calendar month for the investment to be processed and participatory interest (units) allocated in favour of the investor on the 1<sup>st</sup> day of the new calendar month.

The Manager may not sell any participatory interest (units) except on terms requiring the full payment of the selling price.



Management Company	Investment Manager	Trustee
Sanne Management Company (RF) (Pty) Ltd	Westbrooke Alternative Asset Management (Pty) Ltd	FirstRand Bank Ltd, Johannesburg
Registration No: 2013/096377/07	An Authorised Financial Services Provider, FSP No. 46750	Telephone: +27 87 736 1732
Pier Place, Heerengracht Street, Foreshore, Cape Town, 8001	32 Impala Road, Chislehurst, 2196 Johannesburg	
Telephone: +27 21 202 8282 E-mail: <a href="mailto:information@sannegroup.com">information@sannegroup.com</a> Website: <a href="http://www.sannegroup.com">www.sannegroup.com</a>	Telephone: +27 11 245 0860 Website: <a href="http://www.westbrooke.co.za">www.westbrooke.co.za</a>	

### Mandatory Disclosures

Collective Investment Schemes are generally medium- to long-term investments. The value of participatory interests (units) may go down as well as up. Past performance is not necessarily a guide to future performance. Collective investments are traded at ruling prices and can engage in scrip lending and borrowing. A schedule of fees, charges and maximum commissions, as well as a detailed description of how performance fees are calculated and applied, is available on request from Sanne Management Company (RF)(Pty) Ltd ("the Manager").

The Manager does not provide any guarantee in respect to the capital or the return of the portfolio. Excessive withdrawals from the portfolio may place the portfolio under liquidity pressure and in such circumstances, a process of ring-fencing of withdrawal instructions and managed pay-outs over time may be followed. Commission and incentives may be paid, and if so, are included in the overall costs. Portfolios may be closed to new investors in order to enable the Manager to manage it more efficiently in accordance with its mandate.

Prices are published daily on our website and local media. Additional information, including key investor information documents, minimum disclosure documents, as well as other information relating to the basis on which the manager undertakes to repurchase participatory interests offered to it, and the basis on which selling and repurchase prices will be calculated, is available, free of charge, on request from the Manager.

The value of an investment is dependent on numerous factors which may include, but not limited to, share price fluctuations, interest and exchange rates and other economic factors. Where foreign investments are included in the portfolio, performance is further affected by uncertainties such as changes in government policy, political risks, tax risks, settlement risks, foreign exchange risks, and other legal or regulatory developments.

A Fund of Funds is a portfolio that invests in other portfolios of collective investment schemes (CIS) which levy their own charges, which could result in a higher fee structure for the Fund of Funds portfolio.

The Manager is registered and approved by the Financial Services Board ("FSB") under CISCA. The Manager retains full legal responsibility for the portfolio. Westbrooke Alternative Asset Management (Pty) Limited, FSP No. 46750, is authorised under the Financial Advisory and Intermediary Services Act 37 of 2002 to provide investment management services. FirstRand Bank Limited, acting through RMB Custody and Trustee Division, is the appointed trustee.

### Disclaimer

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Alternative Asset Management

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MANAGEMENT COMPANY

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