

# Actively Managed Certificate (“AMC”)

on CB Liquid Alpha Portfolio (EUR)

End of subscription 17 September 2021

Open End | Not Listed | Private Placement

ISIN CH1113517259

**Agilvest Issuing Solutions Limited**

**Registration No. 68117**

**(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. The Issuer was incorporated on 11 September 2020 as a non-cellular company limited by shares under the laws of Guernsey under registration number 68117. The registered office of the Issuer is at Suite 6, Provident House, Havilland Street, St. Peter Port, Guernsey GY1 2QE.

27 September 2021

## PARTIES

### Issuer/Calculation Agent

Agilvest Issuing Solutions Limited (a non-cellular company incorporated with limited liability under the laws of Guernsey) Agilvest Issuing Solutions Limited is not licensed or registered in Guernsey by the Guernsey Financial Services Commission ("GFSC") or registered or authorized by GFSC as a collective investment scheme and GFSC has not and will not approve the content or dissemination of this AMC or of any other document relating to or in connection with this AMC.

### Paying Agent

ISP Securities

### Custodian/Broker

ISP Securities

### Strategy-Manager

Crossbow Partners AG (the "Strategy-Manager"). The Strategy-Manager is a member of SRO VQF, Zug, a self-regulatory organisation registered with the FINMA.

## PRODUCT INFORMATION

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### Description

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.

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.

### Underlying

The Underlying is a basket representing a notional actively managed portfolio (the “Reference Portfolio”) of assets (the “Constituents”) and cash in the Currency of the Product (the “Cash Position”), which together shall be referred to as 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.

### Investment Strategy

This AMC aims to deliver steady, positive returns in EUR with limited risk. To achieve this objective, the certificate invests in alternative investment funds which are mainly market neutral, have a proven track record, invest only in highly liquid instruments, and are currency hedged. The sources of return are diversified across various and uncorrelated strategies which include relative value, macro, equity long/short, credit long/short, and absolute return.

### 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 Position of the Strategy-Level. 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 Position of the Strategy-Level.

### Initial Weighting of the Strategy-Level

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)

Value of the Reference Portfolio on any trading day  $t$ , determined by the sum of the prices of each of the assets contained in the Reference Portfolio, 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.

### Redemption Amount

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.

The Strategy Manager, as appointed by the Issuer, is responsible for the Strategy. No party, including the Paying Agent, is therefore liable to any 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 or any third party source that the Calculation Agent may deem appropriate to determine the fair value of the component.

### 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 unfavourable 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

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Structured Product Type per Swiss Derivative Map	Dynamic Tracker-Certificate (Code 1300)
Total Amount	EUR 1'400'000
Issue Size	1'400 Certificates (with reopening clause)
Issue Price	EUR 1'000 + Distribution Fee (if any)
Distribution Fee	Up to 1.00% times EUR 1'000
Currency	EUR
Denomination	<ul style="list-style-type: none"><li>• 1 Unit</li></ul>
Fees	<p>The following fees will be deducted daily from the Strategy Level:</p> <ul style="list-style-type: none"><li>• Management fee: 0.50% p.a.</li><li>• Administration fee: 0.30% p.a.</li><li>• Set up fees: a fixed cost of USD 3000 will be amortised daily over a six-month period starting from and including the Payment Date</li></ul>
Broker Fee Schedule	See Annex 2.
Payment Date / Issue Date	24 September 2021, 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

## Final Termsheet

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 Certificate(s) and multiples of 10 Certificate(s) thereafter
Valoren	111351725
ISIN	CH1113517259
Listing	Not listed
Business Day Convention	Following
Secondary Market	<p>By-weekly secondary market trading orders are received and processed on a best effort basis on the 15<sup>th</sup> of the month (or the previous business day should the 15<sup>th</sup> fall on a banking holiday) and the last business day of the month, with a bid offer spread of 1% under normal market conditions. 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. The notice period for subscriptions is 1 business day and for redemptions 15 calendar days.</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

## MISCELLEANEOUS

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Selling Restrictions	<p>United Kingdom, Guernsey, United States of America, US Persons.</p> <p>In and from Switzerland the Product can only be sold to institutional and 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 issued to more than 50 investors. For jurisdiction-specific tax and any regulatory considerations, investors should consult their independent advisors.</p>
Product Representation	Products to be represented by Intermediated Securities (Bucheffekten)
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 liquidity of the Product as well as the liquidity of the underlying is very limited and may not exist during the lifetime of the Product.

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.

### Common Depositary

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.

## Final Termsheet

The Strategy Manager, acting on behalf of the Issuer, is not obliged to invest according to the Strategy, e.g. it can invest in assets other than the Strategy-Components. However, the investor is still entitled to receive the Redemption Amount as outlined in this Termsheet independent of the returns of the investments of the Issuer.

### 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.

	<b>Asset class</b>	<b>Range allocation (% of total portfolio value)</b>	<b>Permitted instruments</b>
1	Alternative Investment Funds	Min 0% - Max 100%	<ul style="list-style-type: none"><li>• Onshore (European domicile)</li><li>• Offshore</li></ul>
2	Exchange Traded Funds and Trackers	Min 0% - Max 100%	<ul style="list-style-type: none"><li>• ETFs</li><li>• Index funds</li></ul>
3	Foreign Exchange	Min 0% - Max 30%	<ul style="list-style-type: none"><li>• Forwards or Swaps for currency hedging purpose, if any</li></ul>
4	Cash	Min 0% - Max 30%	<ul style="list-style-type: none"><li>• In reference currency EUR</li><li>• In other currencies, but EUR hedged</li></ul>

### 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 invests in alternative investment funds across different styles, such as relative value, macro, equity long/short, credit long/short, and absolute return strategies.
2. The alternative investment funds should mainly invest in highly liquid instruments and should be currency hedged.
3. Only liquid funds are considered in order to qualify for the by-weekly liquidity of the certificate.

### Investment Restrictions

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

- No direct investments in securities.

## Final Termsheet

- Minimum of 3 investment funds or trackers.
- No leverage on the certificate level.

## ANNEX 2

### Broker Fees

Average Broker Transaction Fee: 0.1% - 0.25%

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