

# Actively Managed Certificate (“AMC”)

on CB Global Commodity Portfolio II (USD)

End of subscription 19 November 2021

Open End | Not Listed | Private Placement

ISIN CH1138770487

**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.

11 November 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

---

### 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

The AMC CB Global Commodity Portfolio (USD) seeks to generate attractive, uncorrelated risk-adjusted returns by capitalizing on the multi-dimensional opportunity set that is uniquely available across the commodity markets. To achieve this goal, the certificate invests in actively managed commodity hedge funds that deploy discretionary or systematic strategies and take positions ranging from directional to relative value. These funds are managed by commodity specialists that often focus on a single commodity sector. The managers invest predominantly in commodity derivatives and have no or very limited equity exposure as well as no predefined long or short bias. The certificate is diversified across commodity sectors, geographies, investment strategies, trading styles and time horizons.

### 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.

## Indicative Termsheet

### 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

---

Structured Product Type per Swiss Derivative Map	Dynamic Tracker-Certificate (Code 1300)
Total Amount	USD 3'000'000
Issue Size	3'000 Certificates (with reopening clause)
Issue Price	USD 1'000 + Distribution Fee (if any)
Distribution Fee	Up to 2.00% times: <ul style="list-style-type: none"><li>• USD 1'000 for the purpose of the Issue Price definition</li><li>• the Price of the Certificate for the purpose of the Secondary Market definition</li></ul>
Currency	USD
Denomination	<ul style="list-style-type: none"><li>• 1 Unit</li></ul>
Fees	The following fees will be deducted daily from the Strategy Level: <ul style="list-style-type: none"><li>• Management fee: 1.50% p.a.</li><li>• Administration fee: 0.30% p.a.</li><li>• Set up fees: a fixed cost of USD 3'000 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 November 2021, being the date on which the Products are issued, and the Issue Price is paid.
Final Valuation Date	Termination Date

## Indicative Termsheet

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 Certificate(s) and multiples of 1 Certificate(s) thereafter
Valoren	113877048
ISIN	CH1138770487
Listing	Not listed
Business Day Convention	Following
Secondary Market	<p>Monthly secondary market trading orders are received and processed on a best effort basis on 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 45 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

---

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>
----------------------	--

## Indicative Termsheet

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	<p>Regarding investments in the Product, there are several kinds of risks, inter alia:</p> <ul style="list-style-type: none"><li>• the market, credit and liquidity risk with respect to the Strategy-Components</li><li>• the counterparty risk with respect to the Issuer</li><li>• the currency risk with respect to the Strategy-Components which are not denominated in the Currency of the Product (if any)</li><li>• the risk of sub-optimal adjustments of the Strategy-Components by the Strategy-Manager.</li></ul> <p>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.</p> <p>In a worst-case scenario, Holders of the Product may lose their total investment.</p>
Limitation of Transferability	The Certificate can only be sold back to the Issuer.
Tax Treatment in Switzerland	<p>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.</p> <p>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.</p>
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.

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.

Asset class	Range allocation (% of total portfolio value)	Permitted instruments
Alternative investment Funds	Min 0% - Max 100%	<ul style="list-style-type: none"><li>• Onshore (European domicile)</li><li>• Offshore</li></ul>
Commodities	Min 0% - Max 100%	<ul style="list-style-type: none"><li>• Exchange traded funds (ETFs), mutual funds, structured products</li><li>• </li></ul>
Foreign Exchange	Min 0% - Max 50%	<ul style="list-style-type: none"><li>• Futures and options of all currency pairs</li><li>• Cash in any currency different than the Product Currency</li></ul>
Cash	Min 0% - Max 49%	Cash in the Product currency.

#### 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 aims to invest in actively managed commodity hedge funds that deploy discretionary or systematic strategies leading to positions ranging from directional positioning to relative value.
2. The actively managed commodity hedge funds are managed by commodity specialists who often focus on single commodity sectors.

## Indicative Termsheet

### Investment Restrictions

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

- No direct commodity securities
- Min 3 Investments
- Investment funds with mainly commodity exposure
- No leverage on the certificate level

## ANNEX 2

### Broker Fees

Average Broker Transaction Fee: 0.1% - 0.25%

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.