STONEWOOD GLOBAL FUND PCC LIMITED

(a protected cell investment company registered with limited liability in Guernsey under registration number 59227) (the "**Fund**")

STONEWOOD GLOBAL FLEXIBLE FUND

(the "Cell")

APPENDIX

The Manager and the Directors of the Fund accept responsibility for the accuracy of the information in this Appendix. To the best of the knowledge and belief of the Manager and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Appendix is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Cell is a cell of Stonewood Global Fund PCC Limited. The Directors resolved to create this Cell on 22 September 2016.

This is an appendix to the scheme particulars of Stonewood Global Fund PCC Limited dated 10 January 2019 as may be amended from time to time (the "**Particulars**").

This Appendix must be read in conjunction with the Particulars and applications for Participating Shares will be accepted only on that basis.

Words defined in the Particulars unless otherwise defined shall have the same meaning in this Appendix.

Dated 10 January 2019

INTRODUCTION

The Cell

The Cell is a cell of the Fund, which is an open-ended collective investment scheme, constituted as a protected cell company under the Companies Law registered with limited liability in Guernsey on 28 October 2014.

The Participating Shares

Participating Shares in the Cell will be issued in four Classes: Class A, Class B, Class C and Class R. Each Class may have a different minimum initial subscription level, a different Management Fee and a different Performance Fee charged in respect of it but will otherwise be issued on the same terms and have the same rights attributed to them - see the sections below headed "Fees and Expenses" and "Terms and Conditions of the Cell Participating Shares".

INVESTMENT PARTICULARS

Investment Objectives

The Cell seeks to balance appreciation of capital, income generation and risk of loss with a global diversified portfolio of equities, fixed income securities, listed real estate and, at times, commodity linked instruments.

The Cell has a Benchmark return of U.S. dollar LIBOR plus 400 basis points. It is anticipated that over longer investment time horizons this return should approximate the return achieved by investing in global equities but with lower volatility. It is intended that, other than within the first six months of the life of the Cell, the Cell will have at least 20% equity exposure at all times.

Investment Strategy

The Cell invests in equities, fixed income securities, listed real estate and at times commodity linked instruments. In addition, the Cell may at times reduce its equity exposure by selling stock market index futures and purchasing put options on stock market indices.

The weightings amongst the different asset classes are determined based upon their capital appreciation and income potential as well as the risk of loss. The Manager targets the Portfolio to hold:

- 20-90% of the Portfolio in a portfolio of global equities considered to offer fundamental value superior to the Benchmark;
- 10-70% of the Portfolio in Fixed Income Instruments issued by corporate bodies, governments and other entities, such as bonds, money market instruments, cash and cash equivalents and exchange traded funds invested in such instruments;
- 0-10% in listed real estate;

- 0-10% in Commodity Linked Instruments including exchange traded funds invested in commodities.

In addition, the Manager intends to limit the Cell's exposure to equity risk net of hedging to 80% of the net asset value and to limit hedging of the Cell's equity exposure to no more than 30% of the net asset value of the Cell. The Manager may cause the Cell to be under or over those targets and limits where it considers this to be in the best interest of the Cell.

Equities. The Manager identifies attractive equity investment opportunities on the basis of a "bottom-up" fundamental deep value approach, investing in equity securities where the Manager believes intrinsic value exists with a substantial margin of safety. In assessing the intrinsic value of the equity security to be purchased, particular attention is given to the Manager's assessment of the value of the equity security to a "Private Buyer" and the spread between this value and the market price, which provides the margin of safety and reduction in risk. The larger the spread, the more attractive the equity security is relative to other equity securities. Similarly the Manager seeks to sell equity securities that have reached its assessment of intrinsic value and are therefore less attractive relative to other equity securities.

The main risk of investing in equities is that their prices will decline if stock markets fall significantly. To reduce this risk, when the Manager's research suggests that stock markets are overvalued and vulnerable, the Manager will reduce exposure to equities or hedge stock market risk. Similarly when the Manager's research indicates that stock markets represent good value, the Manager will increase exposure to equity risk by increasing equity exposure or decreasing the amount of any hedging. No more than 80% of the Cell is targeted to be exposed to equity risk net of any hedging and the total amount of hedging is targeted to be no more than 30% of the Cell's net asset value. The Cell reduces its exposure to equity risk by selling a basket of equity index futures and purchasing equity index put options. By utilising these hedging instruments the Manager believes the returns on the equities in the Cell's portfolio will be less dependent on the direction of movement in global stock markets.

Fixed Income Instruments. The Cell invests in Fixed Income Instruments issued by corporate bodies, governments and other entities, such as bonds, money market instruments, cash and cash equivalents and exchange traded funds invested in such instruments. Fixed income securities are selected to provide income, liquidity and to provide portfolio diversification and protection against capital loss. Investments in government securities are based on, in part, the Manager's global macro views. Investments in corporate fixed income securities are based on the Manager's fundamental analysis of the issuing company. The Cell's investments in fixed income securities may differ materially from the Benchmark in duration and credit quality.

Commodity Linked Instruments. To the extent permitted by the Cell's investment restrictions, the Cell may gain indirect exposure to commodities through Commodity Linked Instruments. The Cell will gain exposure to commodities if the Manager's investment process identifies a commodity that provides more attractive returns than an investment in equities, fixed income securities or listed real estate and taking into account portfolio diversification and risk reduction. Furthermore, an investment in a commodity related instrument would have to be more attractive than an investment in an equity, fixed income or listed real estate instrument that provides exposure to the related commodity. Under no circumstances can an investment that provides commodity exposure result in the physical delivery of the underlying commodity to the Cell.

Currency Management. Currency fluctuations can dramatically influence investment returns. The Manager actively monitors the Cell's currency exposure. Those currency exposures considered vulnerable may be sold in favour of those considered more attractive, generally using forward contracts. The Cell may be long on currencies without holding underlying assets in those currencies. The policy of the Manager is to avoid net short positions. The Cell's currency exposure is therefore likely to differ materially from the currency exposure of its underlying investments.

Risk Management. The Manager aims to limit the risk of loss to less than that experienced by global equity funds but higher than that experienced by government bond funds. This aim is expected to be achieved by combining a portfolio of global equities with stock market hedging, fixed income securities and commodity linked investments. Whilst this is likely to reduce the risk of loss, it will result in a reduction in expected returns.

The investment strategy may be varied at the discretion of the Directors (following consultation with the Manager) if in their opinion a different investment strategy might better achieve the investment objectives of the Cell. Investors in the Cell will be given prior notice of any such variation and the Directors will allow at least one redemption cycle to complete before implementing such variation.

Investment Restrictions

The following investment restrictions shall apply to the Cell:

(a) No more than 10% of the Net Asset Value attributable to the Cell may be invested in securities issued by any one issuer and, with effect from 17 May 2018, this restriction will not apply to US Treasury Bills with a maturity of less than 12 months.

(b) No more than 40% of the Net Asset Value attributable to the Cell may be invested in positions of more than 5% and, with effect from 17 May 2018, this restriction will not apply to US Treasury Bills with a maturity of less than 12 months.

(c) The Cell may not invest in more than 10% of the shares of a single company.

(d) No more than 10% of the Net Asset Value attributable to the Cell may be invested in shares that are not traded on an exchange that is a member of, or is owned by a full member of, the World Federation of Exchanges. The New York Stock Exchange and the London Stock Exchange will, for these purposes, always be treated as if they are full members of the World Federation of Exchanges.

(e) No more than 10% of the Net Asset Value attributable to the Cell may be invested in unlisted securities and such securities must be valued on at least a weekly basis utilising a generally recognised methodology.

(f) No more than 10% of the Net Asset Value attributable to the Cell may be invested in Collective Investment Schemes and any such schemes that the Cell may invest in are limited to those that have a risk profile that is not significantly higher than the risk profile of the Cell. The Cell may not invest in a collective investment scheme that can invest more than 10% of its own assets in other collective investment schemes. For the avoidance of doubt, an exchange traded fund is not a Collective Investment Scheme.

(g) The Cell may not invest in a fund of funds or a feeder fund.

(h) Derivatives may be used only for efficient portfolio management purposes. The Cell may use derivatives to switch its exposure from one currency to another. Unlisted derivatives may be used only in respect of foreign currency, interest rate and exchange rate swap transactions. The Cell may not transact in uncovered derivatives.

(i) The Cell may not pledge its assets other than to post collateral in support of permitted derivative transactions.

(j) The Cell may not invest in other collective investment schemes or exchange traded funds with leveraged exposure to underlying assets.

(k) Short selling of securities by the Cell is not permitted.

(l) The Cell will not enter into stock lending or stock borrowing transactions.

(m) The Cell is not permitted to invest in an instrument that compels the acceptance of physical delivery of a commodity.

(n) The Cell is not permitted to invest in synthetic financial instruments.

The above restrictions (a), (b), (c) and (f) apply as at the date of the relevant transaction or commitment to invest. Changes in the portfolio do not have to be effected merely because, owing to appreciations or depreciations in value, redemptions or by reason of the receipt of, or subscription for, any rights bonuses or benefits in the nature of capital or of any acquisition or merger or scheme of arrangement for amalgamation, reconstruction, conversion or exchange or of any redemption, any of the restrictions would thereby be breached, but regard shall be had to these restrictions when considering changes or additions to the portfolio.

The investment restrictions may be varied at the discretion of the Directors (following consultation with the Manager) if in their opinion different investment restrictions might better achieve the investment objectives of the Cell. Investors in the Cell will be given prior notice of any such variation and the Directors will allow at least one redemption cycle to complete before implementing such variation.

Borrowing Powers

The Cell may not incur any borrowings other than for the purpose of providing funds to satisfy requests by Shareholders for the redemption of their Participating Shares. Such borrowings must not exceed 10% of the Cell's Net Asset Value at the time of borrowing nor be outstanding for more than 90 days. Hedging transactions shall not constitute borrowings for this purpose.

Ideal Investors

The Cell is suitable for investors who are seeking to balance appreciation of capital, income generation and risk of capital loss by holding a diversified global portfolio of equities, fixed income securities, listed real estate and at times Commodity Linked Instruments. Investors should be able to evaluate the risks and strategy of investing in the Cell and to bear the economic consequences of investment in the Cell including the possibility of any loss arising from the investment. Further, the Cell is only suitable for investors who are able to make a minimum investment of US$100,000.

Prospective Investors should be aware that the investment objective and policies established in relation to Participating Shares in the Cell are subject to the "Risk Factors" outlined in the Particulars and this Appendix.

MANAGEMENT AND ORGANISATION

Investment Adviser

Currently no Investment Adviser has been appointed.

Prime Brokers

The Fund may appoint one or more Prime Brokers under a Prime Brokerage Agreement to provide prime brokerage services to the Cell. These services will include general dealing, execution, and settlement services. The Fund reserves the right to change the Prime Brokerage arrangements described above by agreement with the Prime Broker and/or, in its discretion, to appoint additional or alternative Prime Broker(s). Where the Cell trades in, inter alia, futures or options, the Fund may appoint a Prime Broker to hold such assets. Any appointment of a Prime Broker is conditional on the GFSC receiving an application for, and granting consent to, a derogation under the Class B Rules. Subject to the terms of such derogation, the Custodian will not be responsible for the custody and control of those assets or the actions of any Prime Broker in respect of those assets. At the date of this Appendix no derogation has been applied for or granted.

FEES AND EXPENSES

Initial Fee:	None.
Annual Management Fee:	Class A - 1.25% of the NAV of the Cell attributable to the Class A Shares; Class B - 0.75% of the NAV of the Cell attributable to the Class B Shares; Class C - 0.00% of the NAV of the Cell attributable to the Class C Shares; Class R - 0.00% of the NAV of the Cell attributable to the Class R Shares.
Custody Fee:	**Brokerage: (no minimum fee)** Equities 0.20% ETF 0.20% Bonds 0.20% Mutual funds 0.20% Futures 15 CHF per contract **Safekeeping account/Custody:** 0.08% p.a. **Forex:** Spot, Forwards and Swaps: 8 bps **Lombard/Fixed Advanced borrowing facility** LIBOR + 0.75% **NOTE:** All fees quoted exclude third-party charges and stock exchange fees.
Administration Fee:	None - the fees of the Administrator will be paid by the Manager.
Broker Fee (if any):	To be charged at prevailing commercial rates – any such fees will be agreed between the Fund and the Broker and communicated to investors in the Cell separately.
Investment Adviser Fee:	None - the fees of any Investment Adviser will be paid by the Manager.
Performance Fee:	(a) In each Performance Period, the Manager shall be entitled to earn a Performance Fee from the Cell as compensation for outperforming the Benchmark Return (as defined below); (b) The Performance Fee (if any is payable) shall be calculated and accrued weekly in arrears and paid to the Manager out of the Cell's assets by the Administrator within 14 days of the relevant Performance Date (as defined below).

	(c) The relevant Performance Fee for each Class of Share is as follows: 1. Class A – no Performance Fee 2. Class B – 20% 3. Class C – no Performance Fee 4. Class R – 25%.

Definitions for the purposes of the calculation of the Performance Fee:

a **Performance Period** is the period between the latest Valuation Point and the immediately preceding Valuation Point (each a **"Performance Date")**;

the **Performance Fee** is equal to the relevant % (as detailed above) of the total amount by which the Net Asset Value per Share as at the latest Performance Date exceeds the High Water Mark adjusted by the Benchmark Return compounded for each Performance Period since a Performance Fee was last paid for each Share Class for which a Performance Fee is charged;

the **High Water Mark** is the Net Asset Value per Share at which a Performance Fee was last paid, net of the Performance Fee;

the **Benchmark Return** is U.S. dollar LIBOR plus 400 basis points ("**Benchmark**").

TERMS AND CONDITIONS OF THE CELL PARTICIPATING SHARES

Base Currency	US$
Subscription Price	US$10.00 per Participating Share initially and thereafter on an Investment Dealing Day at a price calculated in accordance with the Particulars - see the section headed 'Subscriptions'.
Minimum Initial Subscription Amount	Class A - US$100,000 Class B - US$100,000 Class C - US$100,000 Class R – US$100,000
Minimum Additional Subscription Amount	Class A - US$10,000 Class B - US$10,000 Class C - US$10,000 Class R – US$10,000
Specific limitation on Offering of Class C and Class R Shares	The Class C and Class R shares will only be offered to investors at the sole discretion of the Manager.
Investment Dealing Day	Every Thursday, or if not a Business Day, on the Business Day immediately following.
Redemption Dealing Day	Every Thursday, or if not a Business Day, on the Business Day immediately following.
Subscription Notice Period	Application Forms and cleared funds are to be received by 4pm (Guernsey time) on the Business Day prior to an Investment Dealing Day. If the Application Form or cleared funds are received after the deadline, it will be treated as a request for subscription on the next Investment Dealing Day, unless the Administrator agrees otherwise in any particular case.
Redemption Notice Period	Redemption requests are to be received by 4pm (Guernsey time) on the Business Day prior to a Redemption Dealing Day. If the Redemption Notice is received after the deadline for receipt of requests for redemption for any particular Redemption Day, it will be treated as a request for redemption on the

	next relevant Redemption Dealing Day, unless the Administrator agrees otherwise in any particular case.
Redemption Proceeds Payment	Payment of the redemption proceeds will be made within 10 Business Days following the applicable Redemption Dealing Day.
Minimum Redemption Amount	US$10,000
Compulsory Redemption Amount	Below US$100,000
Conversion Notice Period	Four Business Days prior to each Investment Dealing Day.
Contract Notes	A contract note will be distributed to the applicant on acceptance of the application (for subscription or redemption) within seven Business Days after the relevant Investment Dealing Day or Redemption Dealing Day (as applicable).
Valuation Point	11pm (Guernsey time) on the Business Day immediately preceding an Investment Dealing Day or a Redemption Dealing Day.
Dividends	None.
Exit Penalties	None.
Redemption Fee	None.