



# General Information

Orbis SICAV  
Société d'Investissement à Capital Variable

ORBIS SICAV (the "Company"), formerly named Orbis Japan Equity (Yen) Fund Limited, was formed by the amalgamation effective 28 November 2002 of Orbis Japan Equity (Yen) Fund Limited and Orbis Japan Core Equity Fund Limited, both incorporated in the British Virgin Islands on 23 December 1997. The Company transferred its registered office to Luxembourg effective 29 November 2002. The articles of incorporation of the Company (the "Articles of Incorporation") have been fully restated, so as to qualify as an undertaking for collective investment under Luxembourg law, by decision of the extraordinary general meeting of the Shareholders of the Company held on 29 November 2002 published in the *Mémorial Recueil des Sociétés et Associations* (the "Mémorial") on 23 December 2002. The Articles of Incorporation are deposited with the Chancery of the District Court of Luxembourg, were most recently amended effective as at the 2 May 2017 Extraordinary Meeting of the Shareholders. Anyone wishing to consult, or obtain a copy of, the Articles of Incorporation and the legal notice should apply to the Tribunal d'arrondissement de Luxembourg. The Company is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment in transferable securities ("UCITS") and is authorised and supervised by the Commission de Surveillance du Secteur Financier ("CSSF") in Luxembourg. It is governed by Part I of the law of 17 December 2010 on undertakings for collective investment (the "Law of 2010"). Such registration however does not imply a positive assessment by the Regulatory Authority of the quality of the Shares offered for sale. Any representation to the contrary is unauthorised and unlawful. The Company is a UCITS for the purpose of the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, as may be amended from time to time. **The Prospectus includes particulars given in compliance with the Listing Regulations of the Bermuda Stock Exchange, a member of the World Federation of Exchanges, for the purpose of giving information with respect to those Share Classes which are listed on the Bermuda Stock Exchange. The Bermuda Stock Exchange takes no responsibility for the contents of the Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of the Prospectus.**

Subscriptions can be accepted only on the basis of the current Prospectus and the latest annual report containing the audited accounts, and of the semi-annual report if such report is published after the latest annual report. These reports form an integral part of the Prospectus. No person is authorised to make any representation other than as contained in the Prospectus or in the documents referred to in the Prospectus. Such documents are available to the public at the office of Orbis Investment Management (Luxembourg) S.A. (the "Manager") in Luxembourg. The distribution of this Prospectus and the offering of the Shares may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to make application for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdictions. In particular, the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (nor has the Company been registered under the United States Investment Company Act of 1940, as amended) and may not be offered or sold, directly or indirectly, in the United States of America or its territories or possessions or areas subject to its jurisdiction, or to citizens or residents thereof (hereinafter referred to as "U.S. Persons") other than in accordance with the laws of the United States.

Notice to investors in Canada: If, in connection with a distribution of an eligible foreign security, as defined in Multilateral Instrument 45-107 Listing Representation and Statutory Rights of Action Disclosure Exemptions or other applicable provision, Orbis delivers to you an offering document that constitutes an offering memorandum under applicable securities laws in Canada, you may have, depending on the province or territory of Canada in which the trade was made to you, remedies for rescission or damages if the offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by you within the time limit prescribed by the securities legislation of your province or territory. You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal advisor.

*Notice to investors in Hong Kong: none of the Funds' prospectuses have been registered by the Registrar of Companies in Hong Kong. The Funds are collective investment schemes as defined in the Securities and Futures Ordinance of Hong Kong (the "Ordinance") but have not been authorised by the Hong Kong Securities and Futures Commission pursuant to the Ordinance. Accordingly, interests in the Funds may only be offered or sold in Hong Kong to persons who are "professional investors" as defined in the Ordinance and any rules made under the Ordinance or in circumstances which are permitted under the Companies Ordinance of Hong Kong and the Ordinance. Warning: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.*

*Notice to investors in Japan: the Shares have not been and will not be registered pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law no. 25 of 1948, as amended) and, accordingly, none of the Shares nor any interest therein may be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any Japanese person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese person except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities and in effect at the relevant time. For this purpose, a "Japanese person" means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.*

*Notice to investors in Jersey: the Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 8(2) of the Control of Borrowing (Jersey) Order 1958, as amended, to the circulation of the offer herein contained by the Global Equity Fund, the Japan Equity Fund, the Emerging Markets Equity Fund, the International Equity Fund and the Global Balanced Fund. It must be distinctly understood that, in giving this consent, the Jersey Financial Services Commission does not take any responsibility for the financial soundness of these Funds or for the correctness of any statements made, or opinions expressed, with regard to them. The Jersey Financial Services Commission is protected by the Control of Borrowing (Jersey) Law 1947, as amended, against liability arising from the discharge of its functions under that law.*

*Notice to investors in South Africa: Collective Investment Schemes ("CIS") are generally medium to long-term investments. The value of participatory interests or of an investment may go down as well as up, and past performance is not a reliable indicator of future results. The Manager provides no guarantee with respect to capital or any Fund's returns. Fluctuations or movements in exchange rates may cause the value of underlying international investments to go up or down. CIS are traded at prevailing prices and can engage in borrowing and script lending. A schedule of fees and charges and maximum commissions is available on request from the Manager. The Funds are priced weekly. Any Fund may be closed to new investments at any time in order to be managed in accordance with its mandate.*

*Notice to investors in Botswana: the Global Equity Fund, the Japan Equity Fund and the Emerging Markets Equity Fund each have been approved to market its Shares to the public in Botswana by the Regulatory Authority of Botswana. However, none of these Funds are supervised or licensed in Botswana. The Company is established under the laws of Luxembourg and is authorised and supervised by the CSSF. The Facilities Agent for these Funds in Botswana is Allan Gray (Botswana) (Proprietary) Limited, Plot 545354, 2nd Floor, Building 2, Central Square, New CBD, Gaborone, Botswana, where investors can obtain fund information and reports. In accordance with section 11(i) of the Botswana Income Tax act (Chapter 52: 01), an amount accrued to any person shall be deemed to have accrued from a source situated in Botswana where it has accrued to such person in respect of any investment made outside Botswana by a resident of Botswana; provided that section 11 (i) shall not apply to foreign investment income of non-citizens resident in Botswana. Botswana residents who have invested in the shares of the Fund are therefore required to declare income earned from this Fund when preparing their annual tax returns.*

*The directors of the Company (the “Directors”) have taken all reasonable care to ensure that at the date of this Prospectus the information contained herein is accurate and complete in all material respects. **The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.** The Shares to which the Prospectus relates are being offered on the basis of the information and representations contained in the Prospectus and any further information given or representations made by any person may not be relied upon as having been authorised by the Company, the Directors or the Manager.*

*The information contained in the Prospectus is considered to be accurate at the date of its publication. To reflect changes, this document may be updated from time to time and potential subscribers should enquire of the Company as to the issue of any later Prospectus. It should be remembered that the price of the Shares can go down as well as up. An investor may not get back the amount he has invested. Changes in exchange rates may also cause the value of Shares in the investor’s base currency to go up or down.*

*Potential subscribers or purchasers of Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements, and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding, conversion or sale of Shares.*

**Important:** *If you are in any doubt about the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.*

*June 2018*

## INTRODUCTION

The Company established itself under the laws of the Grand Duchy of Luxembourg as a “*Société d’Investissement à Capital Variable*” (“SICAV”) on 29 November 2002 for an unlimited period. The Company is an open-ended investment company with variable capital with limited liability under Part I of the Law of 2010. The Company is structured as an umbrella fund and offers both institutional and individual investors with a variety of funds (hereinafter referred to, collectively, as the “Funds” or singularly as a “Fund”). The purpose of the Company is to provide investors with an opportunity for investment in a SICAV in order to achieve a return from the capital invested.

Information specific to each Fund is set out in the Fund’s Introductory Booklet, including a description of the investment objectives, approach and restrictions of the Fund and of the Share Classes offered by that Fund. The Company’s Prospectus consists of this General Information document and all of the Funds’ Introductory Booklets. The Directors may, at any time, create additional Funds, whose investment objectives or reference currency may differ from those then existing. Upon creation of new Funds, the Prospectus will be updated accordingly. Each Fund’s prospectus consists of the General Information document and the Fund’s Introductory Booklet.

Each Fund is managed in accordance with the specific investment objectives and the investment and borrowing restrictions applicable to that Fund in its Introductory Booklet and to the general investment and borrowing restrictions specified in Appendix II of the General Information document – “Investment Restrictions” and Appendix III – “Special Investment Techniques and Instruments”. There can be no guarantee that the investment objectives of the Funds will be achieved.

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## APPOINTMENTS

### DIRECTORS

The Directors are responsible for the overall investment policy, objective and management of the Company and for its administration.

The Directors are, in alphabetical order, John C.R. Collis, William B. Gray, Claude Kremer, Austin J. O'Connor and David T. Smith.

There are no existing or proposed service contracts between any of the Directors and the Company. An annual Directors fee is payable to John C.R. Collis, Claude Kremer, Austin J. O'Connor and David T. Smith. None of the other Directors has received any remuneration or other direct benefit material to him.

### MANAGER

Under a management company services agreement dated 1 July 2013, the Directors have appointed Orbis Investment Management (Luxembourg) S.A. as the designated management company of the Company to be responsible, subject to the overall control and supervision of the Directors, for providing administration, investment management and marketing services in respect of the Funds, as contemplated under the Law of 2010. Prior to the effectiveness of this appointment, the Company operated as a self-managed SICAV. For its services, the Manager receives a fee in respect of each Fund. The Share Classes, and the fees borne by these Classes, are described in this General Information document. The Share Classes offered by a particular Fund are set out in that Fund's Introductory Booklet.

The Manager was incorporated under the laws of the Grand Duchy of Luxembourg in August 2012. It is licensed by the CSSF as a management company of UCITS in accordance with Chapter 15 of the Law of 2010. The address of the Manager is 155, rue Cents, L-1319, Luxembourg.

The Manager follows a remuneration policy which promotes sound and effective risk management consistent with the business strategy, values and interests of the Manager, the Company and the Shareholders (the "Remuneration Policy"). The Remuneration Policy - which includes rules relating to remuneration deferral, withholding, clawback and maximum ratios on variable compensation - is designed to reinforce long term objectives and Orbis' core values by aligning the interests of the Company and its Shareholders with those of the Manager's identified staff.

In line with applicable law and regulatory guidelines, the Manager applies the Remuneration Policy in a manner which is proportionate to its size and internal organisation and the nature, scope and complexity of its activities.

The Remuneration Policy, including a description of how remuneration and benefits are assessed, is available from the website [www.orbis.com](http://www.orbis.com) or a paper copy is available to investors free of charge upon request.

The directors of the Manager are:

**Alexander Cutler** - Bachelor of Science Honours in Naval Architecture (U.S. Naval Academy), Master of Business Administration (Wharton - University of Pennsylvania), Chartered Financial Analyst. Mr. Cutler joined Orbis in 2004 and is a director of the Manager and of each of Orbis Investment Management Limited and Orbis Investment Management (Guernsey) Limited. Prior to joining Orbis, Mr. Cutler had 10 years' experience at Brandywine Asset Management, Ltd, as an analyst, portfolio

manager and managing director. There, he managed the Relative Value product, co-managed the Large Cap Value area, and co-managed the firm as a member of the firm's Executive Committee.

**James Dorr** - Bachelor of Science (Honours) and Juris Doctor (Queen's University), Master of Laws (University of Cambridge), Barrister and Solicitor. Mr. Dorr joined Orbis in 1998 and serves as General Counsel. He is the Secretary of the Orbis Funds, an officer of Orbis Investment Management Limited and an officer and director of Orbis Investment Management (Guernsey) Limited. Prior to joining Orbis, he practised corporate securities law for nine years as a partner in the law firm Davies, Ward & Beck in Toronto, Canada.

**Alireza Ziai** - Bachelor of Science (Honours), Juris Doctor, Master of Business Administration, Barrister and Solicitor. Mr. Ziai joined Orbis in 2007 and is a director and Conducting Person of the Manager. Prior to joining Orbis, he practiced corporate securities law at the law firm of Goodmans LLP in Toronto and, more recently, investment funds law at the law firm of Mello, Jones & Martin in Bermuda.

## CONDUCTING PERSONS

The Conducting Persons of the Manager are Mr. Cutler and Mr. Ziai, along with Matthew Furr, who serves as Orbis' Global Risk Manager and Justin Willott, who serves as UK Head of Compliance for Orbis Investment Advisory Limited and Orbis Portfolio Management (Europe) LLP. They are responsible for supervising the day-to-day business of the Company for the Manager. The services of Mr. Cutler and Mr. Furr are being supplied to the Manager by Orbis Investment Management Limited. The services of Mr. Willott are being supplied to the Manager by Orbis Investment Advisory Limited. Mr. Ziai is an employee of the Manager. None of the Conducting Persons receives any remuneration or other direct benefit material to him from the Company for the services that he is providing to the Company as a Conducting Person.

**Matthew Furr** - Bachelor of Science (Honours) and Master of Arts in Economics (Dalhousie University), Chartered Financial Analyst, Graduate Certificate in Enterprise Risk Management (New York University). Mr. Furr joined Orbis in January 2012 and currently serves as Global Risk Manager and a director of Orbis Investment Management Limited. Prior to joining Orbis, his responsibilities included managing a range of operational and investment activities for asset management and capital markets businesses. He has worked for Butterfield Asset Management, Nomura Securities, Tewksbury Capital Management and the Meditor Group.

**Justin Willott** - Bachelor of Arts Honours (University of Reading), Chartered Accountant, Associate of the Chartered Institute of Securities and Investment. Mr. Willott joined Orbis in 2011 and is the Head of Compliance and the Money Laundering Reporting Officer for Orbis Investment Advisory Limited and Orbis Portfolio Management (Europe) LLP. Prior to joining Orbis, he spent fifteen years in compliance related roles including five years at Invesco Perpetual and more recently seven years at Gartmore.

## INVESTMENT MANAGERS

Each of Orbis Investment Management Limited and Orbis Investment Management (Guernsey) Limited has agreed to act in the capacity of an Investment Manager to one or more Funds (as specified below). In that capacity, each of these companies provides, subject to the Manager's control and supervision, investment decisions and advice as well as additional services in connection with the day-to-day management of those Funds, including trading, administration, registration, information and assistance.

Orbis Investment Management Limited is a Bermuda company founded in 1989 by Allan Gray. It is licensed to conduct investment business by the Bermuda Monetary Authority. It also provides



investment management and advisory services to clients other than the Company and the Manager, including other Orbis collective investment schemes. The address of Orbis Investment Management Limited is Orbis House, 25 Front Street, Hamilton HM 11, Bermuda.

Orbis Investment Management (Guernsey) Limited originally was incorporated as Orbis Investment Management (B.V.I.) Limited under the laws of the British Virgin Islands in 1997 and was continued to Guernsey on 1 May 2018, at which time its name was changed to Orbis Investment Management (Guernsey) Limited. It is licensed to conduct investment business by each of the Bermuda Monetary Authority and the Guernsey Financial Services Commission. It also provides investment management and advisory services to clients other than the Company and the Manager, including other Orbis collective investment schemes. The address of Orbis Investment Management (Guernsey) Limited is Orbis House, 25 Front Street, Hamilton HM 11, Bermuda.

Orbis Investment Management Limited acts as the Investment Manager of the Global Equity Fund pursuant to an investment management agreement dated 1 July 2013, as amended and restated on 1 January 2017.

Orbis Investment Management Limited acts as the Investment Manager of the Global Balanced Fund pursuant to a investment management agreement dated 1 July 2013.

Orbis Investment Management Limited acts as the Investment Manager of the International Equity Fund pursuant to an investment management agreement dated 1 April 2014.

Orbis Investment Management Limited acts as the Investment Manager of the Emerging Markets Equity Fund pursuant to an investment management agreement dated 1 November 2016.

Orbis Investment Management (Guernsey) Limited acts as the Investment Manager of the Japan Equity Fund pursuant to an investment management agreement dated 1 July 2013.

Each Investment Manager receives a fee for its services to the relevant Fund. The Share Classes, and the fees borne by these Classes, are described in this General Information document. The Share Classes offered by a particular Fund are set out in that Fund's Introductory Booklet.

The agreements between the Manager and the Investment Managers provide that they are to remain in force for an indefinite period and may be terminated at any time by mutual agreement between both parties or by either party to the agreement upon three years' prior written notice. An Investment Manager's appointment may be terminated with immediate effect, where, in the Manager's sole discretion and good faith determination, such immediate termination is so warranted in the interests of the Shareholders of the Funds.

The Manager is, and the Investment Managers in turn are, authorised to act on behalf of the Company and to select agents, brokers and dealers through whom to execute transactions and provide the Board of Directors and the Manager, as applicable, with such reports as they may require.

The Manager may delegate any of its responsibilities to third parties (including to other members of the Orbis Group) in accordance with applicable requirements set out in Luxembourg law and regulation and subject, where required, to the consent of the Company and/or the CSSF. In any case the Manager shall remain responsible for the proper performance by such party of those responsibilities. Delegation by the Manager to the Investment Managers shall not prevent the Manager from instructing any Investment Manager with respect to the functions delegated to the Investment Manager. Each Investment Manager may delegate any of its responsibilities to any other party (including to other members of the Orbis Group) subject, where required, to the consent of the Manager and/or the CSSF. The Manager shall remain primarily responsible for any such delegation. Any delegate of an Investment Manager may be terminated with immediate effect, where, in the Manager's sole discretion and good faith determination, such immediate termination

is so warranted in the interests of the Shareholders of the Funds. In the event of such delegation, the Prospectus will be updated accordingly.

The directors and President of Orbis Investment Management Limited are Mr. Cutler and Mr. Furr, along with:

**Graeme Forster** – Master of Arts (Honours) in Mathematics (University of Oxford), Master of Research in Applied Mathematics (University of York), Doctor of Philosophy in Mathematical Epidemiology and Economics (University of Cambridge), Chartered Financial Analyst. Mr. Forster joined Orbis in 2007 as a member of its London-based team of quantitative analysts. He moved to Bermuda in 2012 as a member of the investment team and has primary responsibility for the Orbis International Equity and Orbis Optimal strategies and is a director of Orbis Investment Management Limited.

**William Gray** – Bachelor of Commerce (University of Cape Town), Master of Business Administration (Harvard), Chartered Financial Analyst. Mr. Gray is the President of Orbis Investment Management Limited, a director of Orbis Holdings Limited and the Chairman, President and a director of the Orbis Funds. From 1988 to 1991 he conducted investment research into global equities, stockmarkets and currencies for Orbis Investment Advisory Limited and for Orbis Investment Management Limited's predecessor company in Hong Kong. Upon completing his MBA in 1993, he joined Orbis Investment Management Limited to analyse North American securities.

**Darren Johnston** – Bachelor of Commerce (Mount Allison University), a Fellow of the Chartered Professional Accountants of Bermuda, U.S.A. Certified Public Accountant, Chartered Financial Analyst. Mr. Johnston joined Orbis in January 2017 and currently serves as a director of Orbis Investment Management Limited. Prior to joining Orbis, Mr. Johnston was the Chief Executive Officer of PricewaterhouseCoopers Caribbean Region Ltd. At the time of joining Orbis, he had over 27 years of experience in the professional services industry and has worked in Bermuda, the Caribbean and the U.S.A. Mr. Johnston was formerly a member of the Bermuda Government Audit Committee and has previously served as Deputy Chair of the Bermuda Monetary Authority and Chairman of the Bermuda Board of Education.

**Anne Marwick** – Bachelor of Arts (Honours) in Business Administration (Richard Ivey School of Business – Western University), Master of Business Administration (Kellogg – Northwestern University), Chartered Financial Analyst. Ms. Marwick joined Orbis in 2010 as a member of the global operations team and is a director of Orbis Investment Management Limited. Prior to joining Orbis, she was a management consultant with Deloitte Consulting in Toronto, Canada where she worked on strategic and operational engagements for asset management and financial services firms.

**Garth Rempel** – Bachelor of Commerce (University of Calgary), Chartered Professional Accountant. Mr. Rempel joined Orbis in 2003. He leads the firm's Fund Operations team and is a director of Orbis Investment Management Limited and Orbis Holdings Limited. He previously worked as Chief Financial Officer of Glenview Capital Limited, and before that at International Fund Administration and Ernst & Young.

The directors of Orbis Investment Management (Guernsey) Limited are Mr. Cutler and Mr. Dorr along with:

**Adrian Harbour** – Master of Arts in Astrophysics (University of Cambridge). Mr. Harbour joined Orbis in 2008, originally serving as a European equities analyst in London, subsequently focusing on a variety of business and investment operations projects. Mr. Harbour moved home to Guernsey in 2016 and now acts as a consultant to Orbis and related parties. Prior to joining Orbis, he was an auditor at Deloitte & Touche LLP. Mr. Harbour is a Chartered Financial Analyst and Chartered Accountant.

## **PORTFOLIO MANAGER**

Orbis Investment Management (Hong Kong) Limited has agreed to act in the capacity of a Portfolio Manager to the Emerging Markets Equity Fund pursuant to a portfolio management agreement

dated 1 January 2017. In that capacity, it provides, subject to the Investment Manager's control and supervision, investment decisions and advice with respect to substantially all of the Emerging Markets Equity Fund's portfolio.

Orbis Investment Management (Hong Kong) Limited is a Hong Kong company licenced to conduct asset management by the Hong Kong Securities and Futures Commission. The address of Orbis Investment Management (Hong Kong) Limited is Suites 1802-1805, 18th Floor, Chater House, 8 Connaught Road, Central, Hong Kong.

The Portfolio Manager is entitled to a portfolio management fee paid by the Investment Manager of the Emerging Markets Equity Fund out of the Investment Manager's own assets.

## **SUB-PORTFOLIO MANAGERS**

Each of Allan Gray International Proprietary Limited, Orbis Portfolio Management (Europe) LLP and Orbis Investment Management (Hong Kong) Limited has agreed with the relevant Investment Manager to act in the capacity of a Sub-Portfolio Manager to a Fund (as specified below). In the capacity of Sub-Portfolio Manager, each of the companies provides, subject to the Investment Manager's control and supervision, investment decisions and advice with respect to a limited portion of the relevant Fund's portfolio. Such limitations may be defined by asset type, geographic region and/or the amount of assets in the portfolio.

Allan Gray International Proprietary Limited acts as a Sub-Portfolio Manager to the Emerging Markets Equity Fund for investment decisions and advice for African securities pursuant to a services agreement dated 21 December 2016, commencing 1 January 2017.

Allan Gray International Proprietary Limited is a South African private company, approved and regulated by the South Africa Financial Services Board as an authorised financial services provider. The address of Allan Gray International Proprietary Limited is 1 Silo Square, V&A Waterfront, Cape Town, 8001, South Africa.

Orbis Portfolio Management (Europe) LLP acts as a Sub-Portfolio Manager to the Global Equity Fund for investment decisions and advice for currencies pursuant to a sub-portfolio management agreement dated 1 January 2017.

Orbis Portfolio Management (Europe) LLP is a United Kingdom limited liability partnership authorised and regulated by the UK Financial Conduct Authority. The address of Orbis Portfolio Management (Europe) LLP is 28 Dorset Square, London, NW1 6QG, United Kingdom.

Orbis Investment Management (Hong Kong) Limited acts as a Sub-Portfolio Manager to the Global Equity Fund for investment decisions and advice, primarily for emerging markets securities pursuant to a sub-portfolio management agreement dated 1 January 2017.

Each Sub-Portfolio Manager is entitled to a sub-portfolio management fee paid by the relevant Investment Manager out of its own assets.

## **INVESTMENT ADVISORS**

The Investment Manager of each Fund has appointed one or more investment advisors (the "Investment Advisors") for an unlimited period to research and recommend investments for the Fund. Orbis Investment Management Limited has appointed Orbis Investment Advisory Limited, Orbis Portfolio Management (Europe) LLP and Orbis Investment Management (U.S.), LLC as its investment advisors. Orbis Investment Management (Guernsey) Limited has appointed Orbis Investment Management Limited as its investment advisor. Each Investment Advisor is entitled to an advisory fee paid by the relevant Investment Manager out of the Investment Manager's own assets.

## THE DEPOSITARY

Pursuant to a depositary services agreement (the “Depositary Agreement”), Citibank Europe plc, Luxembourg Branch (the “Depositary”) has been appointed depositary of the assets of the Company.

The Depositary is a public limited company domiciled in Ireland with registered number 132781 whose registered office is at 1 North Wall Quay, Dublin 1. The Luxembourg branch of the Depositary is registered with Luxembourg’s Registre de Commerce et des Sociétés under number B0200204 and authorised in accordance with the Luxembourg law of 5 April 1993 on the financial sector, as amended. The Depositary is authorised by the Central Bank of Ireland, but in respect of its services as depositary in Luxembourg it is regulated by the CSSF. The Depositary has appointed its affiliate, Citibank, N.A., 390 Greenwich Street, New York, New York, 10013, United States of America, as global sub-custodian. A complete list of the Depositary’s sub-custodians is available at <http://www.citigroup.com/citi/about/countrypresence/luxembourg.html>.

The Depositary is responsible for oversight of the Company to the extent required by and in accordance with applicable laws, rules and regulations. The key duties of the Depositary, as required by the Law of 2010, include:

- (a) monitoring and verifying the Company’s cash flows;
- (b) safekeeping of the Funds’ assets, including holding in custody financial instruments that may be held in custody and verification of ownership of other assets;
- (c) ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with the constitutional documents of the Company and applicable Luxembourg law, rules and regulations;
- (d) ensuring that the value of the Shares is calculated in accordance with the constitutional documents of the Company and applicable Luxembourg law, rules and regulations;
- (e) ensuring that in transactions involving the Funds’ assets any consideration is remitted to the relevant Fund within the usual time limits;
- (f) ensuring that the Funds’ income is applied in accordance with the constitutional documents of the Company, and applicable Luxembourg law, rules and regulations; and
- (g) carrying out instructions of the Manager unless they conflict with the constitutional documents of the Company or applicable Luxembourg law, rules and regulations.

The Depositary Agreement may be terminated by either party by giving not less than 90 days’ prior written notice to the other, although termination may be immediate in certain circumstances, such as the insolvency of the Depositary. The Depositary may not be replaced without the approval of the CSSF.

### ***Delegation and Conflicts of Interest***

Under the terms of the Depositary Agreement and in accordance with applicable laws, rules and regulations, the Depositary has the power to delegate certain of its functions, including to entities in countries with less effective prudential regulation and supervision. As described in further detail below, the liability of the Depositary to the Company and its Shareholders will generally not be impacted by the delegation of its safekeeping duties.

The Depositary must therefore exercise due skill, care and diligence in the selection, continued appointment and ongoing monitoring of safekeeping agents to ensure that these delegates maintain the expertise, competence and standing appropriate to discharge their obligations.

From time to time, conflicts may arise between the Depositary and its delegates or sub-delegates, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Funds.

Actual or potential conflicts of interest may also arise between the Funds, the Shareholders and/or the Manager on the one hand and the Depositary on the other hand. In particular, depositary and administration services are provided by the same legal entity, Citibank Europe plc, Luxembourg Branch. In practice, however, the depositary and administration lines of business are functionally and hierarchically separated and operate on an arm's length basis. In addition, the Depositary may have a financial or business interest in the provision of such products or services, or receive remuneration for related products or services provided to the Funds, or may have other clients whose interests may conflict with those of the Funds, the Shareholders and/or the Manager.

The Depositary and any of its affiliates may effect, and make a profit from, transactions in which the Depositary (or its affiliates, or another client of the Depositary or its affiliates) has, directly or indirectly, a material interest or a relationship and which involves or may involve a potential conflict with the Depositary's duty to the Funds.

Citibank's group-wide conflict of interest policy provides for the management of conflicts through various policies, procedures and/or processes, which may, depending upon the conflict, include prevention or avoidance of conflicts, or appropriate disclosures, establishing information barriers, restructuring transactions, products or processes, and/or changing compensation incentives. Specifically, the Depositary has a conflict of interest policy in place to identify, manage and monitor on an on-going basis any actual or potential conflict of interest. A system of internal controls, different reporting lines, allocation of tasks and management reporting allow potential conflicts of interest to be properly identified, managed and monitored. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to applicable laws, rules and regulations.

Updated information on the Depositary's duties, delegations and sub-delegations, including a full list of safekeeping agents and any conflicts of interest that may arise, is available to Shareholders free of charge upon request to the Depositary or Manager. This information will be updated from time to time.

### ***Liability of the Depositary***

Under applicable laws, rules and regulations, the Depositary is liable to the Company and its Shareholders for the loss of financial instruments held in custody by the Depositary or its safekeeping agents. In such circumstances, the Depositary is required to return a financial instrument of identical type or the corresponding amount to the relevant Fund(s) without undue delay. The Depositary may discharge this liability only where it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Under applicable laws, rules and regulations, the Depositary is also liable to the Company and its Shareholders for any losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations under the Depositary Agreement and/or in accordance with applicable laws, rules and regulations. Shareholders may invoke the liability of the Depositary directly, or indirectly through the Company.

### **ADMINISTRATOR, DOMICILIARY, REGISTRAR AND TRANSFER AGENT**

Pursuant to a fund administration services agreement, Citibank Europe plc, Luxembourg Branch (the "Administrator") has been appointed as the Company's Administrator, Domiciliary, Registrar and Transfer Agent as appropriate, to administer the computation of the Net Asset Value per Share of the Funds, and to perform other general administrative functions, in particular to administer the issue, conversion and redemption of Shares, the maintenance of records and other related administrative functions.

## **PLACING AGENT**

Orbis Investment Management Limited (the “Placing Agent”) acts as Placing Agent of each Fund pursuant to an agreement with the Company dated 1 July 2013 (the “Placing Agent Agreement”). The Placing Agent Agreement authorises the Placing Agent to:

- (a) solicit subscriptions for the Funds;
- (b) respond to unsolicited enquiries on the Funds; and
- (c) communicate with the Shareholders.

The Placing Agent shall not be entitled to and shall not itself or through any appointed sub-agents, accept monies on account of subscriptions for Shares or effect payments for redemption of Shares.

## **IRISH FACILITIES AGENT**

The Company is authorised to market the Shares to the public in Ireland.

The facilities agent for the Company in Ireland is Bridge Consulting Limited. The facilities agent will provide the following administrative services in connection with marketing the Shares in Ireland:

- (1) Arrange for copies of the following documents to be made available to prospective investors and Shareholders resident in Ireland at no cost:
  - (a) the Prospectus;
  - (b) the Instrument of Incorporation (and any amending documents);
  - (c) the most recent annual and half yearly reports of the Company; and
  - (d) the key investor information documents of the Company.
- (2) Provide information as to how a redemption request can be made to the Company, in respect of its Funds and how redemption proceeds will be paid to investors.
- (3) Make available to Shareholders at its offices in Ireland the issue and redemption prices of Shares.
- (4) Provide facilities for the forwarding of any complaints to the Company.

All investor instructions regarding dealing (purchases, redemptions and transfers), changes to the registered details of investors (including name and address), requests for information, or other services should follow the processes outlined in this Prospectus.

Further information about the Company and the relevant dealing procedures may be obtained from the facilities agent:

Bridge Consulting Limited  
33 Sir John Robertson’s Quay  
Dublin 2  
Ireland  
+353 1 631 6444

## **SWEDISH PAYING AGENT**

The Company is authorised to market certain Shares to the public in Sweden.

The paying agent for the Company in Sweden is Skandinaviska Enskilda Banken AB (publ) (“SEB”). SEB may undertake functions in Sweden with respect to the Company such as distribution of

information which the Company is required to supply under the laws of Luxembourg and payment of redemption proceeds to relevant Shareholders.

The duties of SEB have been determined in order to comply with the Swedish Mutual Funds Act (Sw. *lagen (2004:46) om värdepappersfonder*), as may be amended from time to time. SEB shall be responsible for providing all such services and functions as described in Chapter 1, Section 7 of the Swedish Mutual Funds Act, which the Company is obliged to provide to Shareholders in Sweden.

Further information about the Company and the relevant dealing procedures may be obtained from the paying agent:

Skandinaviska Enskilda Banken AB (publ)  
Transaction Banking  
KB BV  
SE - 106 40 Stockholm  
Sweden  
+46 8 763 5960

## HOW TO TRANSACT IN FUND SHARES

### SHARES AVAILABLE

The Board of Directors is authorised without limitation to issue Shares of any Class at any time within each Fund, whose characteristics may differ from those Classes then existing. Upon creation of new Classes whose characteristics differ from those described in the Fund's Introductory Booklet, the Prospectus will be updated accordingly. Any Class of Shares may be issued in series corresponding to any such feature which may be calculated or assessed independently for each Shareholder, whether on the basis of an attribute particular to such Shareholder, the performance experienced by such Shareholder, or otherwise, in each case as may be determined by the Board of Directors from time to time.

Each Class may be quoted in a different Unit Currency as more fully described in that Fund's Introductory Booklet.

### NEW INVESTORS WITH ORBIS

First time investors with Orbis are required to open an investment account prior to transacting. Account opening is a four step process: (1) the completion of an Orbis account opening form; (2) supplying necessary anti-money laundering/anti-terrorist financing ("AML") documentation; (3) sending the Orbis account opening form and AML documentation to the Administrator; and (4) once the original documentation is received and approved the investor will receive written confirmation of their Orbis Client Identification Number which must be quoted in all future correspondence. After the investment account opening process is complete, investors will be able to subscribe for Shares as set out below under "Issue of Shares".

Any investment in Shares is subject to the terms and conditions contained in the Orbis account opening form. The Orbis account opening form is available on the website [www.orbis.com](http://www.orbis.com) or may be obtained from the Placing Agent.

### ISSUE OF SHARES

Shares of the Funds are normally subscribed for on the Dealing Days specified in each Fund's Introductory Booklet (or in the event such day is not a Business Day, then the immediately preceding Business Day) and/or such other days in addition thereto as determined by the Board of Directors.

If the Board of Directors determines to call an additional Dealing Day on a day which is not normally a Dealing Day (or preceding Business Day where required), Citi will notify any investors who have submitted subscription, conversion or redemption instructions for the next normally occurring Dealing Day and offer such investors the option of having their subscription/conversion/redemption processed on the additional Dealing Day.

Subscriptions may be made either by submitting a Subscription Form to Citi or by submitting a subscription instruction via the website [www.orbis.com](http://www.orbis.com). Please note that either of the subscription methods may be available only to investors of certain countries and/or only to certain categories of investors. After the Orbis investment account opening process is complete, investors will be notified which subscription methods are available to them.

For subscriptions to be made by submitting a Subscription Form to Citi, subscribers for Shares should send to Citi:

- (a) the duly completed Subscription Form issued by the Company; and
- (b) payment for their investment (payment should not be sent to the Manager or any Investment Manager, Portfolio Manager or Sub-Portfolio Manager).

In order for an application to be considered acceptable for subscription on a Dealing Day, a correctly completed Subscription Form together with the requisite payment confirmation must be received at Citi by the Closing Time.

Applications will normally be processed only after Citi has received an original signed Subscription Form. However, applicants who have properly elected to communicate by electronic communications may send their Subscription Forms by facsimile to the fax number indicated on the Subscription Form.

A Subscription Form is required for each subscription. The Subscription Form is normally included in the package of information provided to prospective investors. The Subscription Form may also be downloaded from the website [www.orbis.com](http://www.orbis.com) or obtained from Orbis Investment Management Limited. Photocopies of the Subscription Form may be used.

Payment is made by wiring funds that are received by Citi for value by the cut-off time specified in the Subscription Form. Payment may also be made by authenticated SWIFT MT103 electronic bank transfer or guaranteed funds for value not more than five business days following the Dealing Day. Citi must confirm receipt of acceptable form of payment by the Closing Time on a Dealing Day for the application to be accepted for subscription on that Dealing Day.

For subscriptions to be made via the website [www.orbis.com](http://www.orbis.com), other than the need to submit a duly completed Subscription Form to Citi as described elsewhere in this section, all other procedures for purchasing Shares, including payment methods and timing, are the same for users of Orbis' online services. The use of Orbis' online services is subject to eligibility criteria and additional terms and conditions. Further instructions for the use of Orbis' online services will be provided either at the time of opening an Orbis investment account or when the Shareholder registers for Orbis' online services.

Payments for Shares should be made net of all bank charges, in the Reference Currency of the relevant Fund or in the Unit Currency of the relevant Class or in any Eligible Currency to the bank account published by Citi.

For a conversion of Shares, please refer below under the heading "Conversion of Shares".

The Net Asset Value per Share is determined and published following the local cut-off time on a Dealing Day. Where acceptable applications are received later than the local cut-off time on a Dealing Day, the Shares are allotted based upon the Net Asset Value per Share on the following Dealing Day. When determining the Net Asset Value per Share, asset values may be subject to Fair Value Pricing Adjustments.



The number of Shares allotted to each applicant on a Dealing Day is determined by dividing the amount subscribed by the Net Asset Value per Share of the relevant Class calculated for that Dealing Day. Fractional Shares are issued and truncated to four decimal places.

Normally, written confirmations of subscriptions will be sent to the Shareholders or, where applicable, a relevant intermediary, on the first Business Day following the relevant Dealing Day.

Subscription monies received, properly identified and cleared before a Dealing Day attract interest until the day immediately prior to the Dealing Day. The interest is added to the amount subscribed if the interest rate payable by Citi on deposits of this nature as of the date the monies are cleared is not less than 1.0% per annum. Interest earned on subscription monies on the Dealing Day accrues to the benefit of the applicable Fund. Subscription monies may be tendered to Citi in any Eligible Currency. Subscription monies not tendered in the Reference Currency of a Fund or Unit Currency of a Class are converted into such currency at the prevailing exchange rate determined by Citi. When converting subscription monies, Citi is acting as the investor's agent and the conversion will be made at the risk of the investor. Similarly, subscription assets not tendered in the Reference Currency of a Fund or Unit Currency of a Class are valued in such currency at the prevailing exchange rate determined by the Depositary or achieved by the Fund. The valuation of subscription assets and the associated currency exchange rate risk will be borne by the investor.

The Company may, at the discretion of the Manager and subject to the control and supervision of the Board of Directors, agree to issue Shares as consideration for a contribution in-kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular, to the extent required, the obligation to deliver a valuation report from the Company's auditors ("*réviseur d'entreprises agréé*") which shall be available for inspection by any Shareholder at the office of the Manager and provided that such securities comply with the investment objectives and policies of the relevant Class within the relevant Fund described herein. Any costs incurred in connection with a contribution in kind of securities shall not be borne by the Company.

The Manager reserves the right to reject any subscription in whole or in part, in which case subscription monies paid, or the balance thereof, as appropriate, will normally be returned to the applicant within five Business Days thereafter, provided such subscription monies have been cleared, or to suspend at any time and without prior notice the issue of Shares in one, several or all of the Classes within the Funds.

No Shares of any Class within any Fund will be issued during any period when the calculation of the Net Asset Value per Share in such Class is suspended by the Company, pursuant to the powers reserved to it by Article 12 of the Articles of Incorporation or at the Board of Directors' discretion acting in the best interests of the Company.

In the case of suspension of calculation of the Net Asset Value, the subscription will be dealt with on the first Dealing Day following the end of such suspension period.

In order to protect the interests of existing Shareholders in the Fund, and subject to the overall control and supervision of the Board of Directors, the Manager may, in its discretion, impose a levy on cash subscriptions, the amount of which is a percentage of the value of that cash subscription as stated in the Fund's Introductory Booklet. This levy (the "Substantial Subscription Levy") represents an estimate of the fiscal and purchase charges and related market impact that would be incurred if the Fund were to increase its underlying investments pro rata to allow for the subscription. In combination with or as an alternative to paying the Substantial Subscription Levy, the Company may agree to issue Shares as consideration for a contribution in kind of securities as outlined previously. Subject to the Board of Director's overall control and supervision, the Manager will make all decisions regarding the levying of a Substantial Subscription Levy and/or accepting contributions in kind of securities in accordance with Orbis' published policy from time to time, a copy of which may be obtained from Orbis Investment Management Limited or downloaded from [www.orbis.com](http://www.orbis.com).

## **MARKET TIMING**

The Company does not tolerate market timing or other excessive trading practices. Excessive, short-term (market timing) trading practices may disrupt portfolio management strategies and harm fund performance. To minimise harm to the Company and the Shareholders, and subject to the Board of Director's overall control and supervision, the Manager has the right to reject any subscription, conversion, or switch request from any investor who is engaging in excessive trading or has a history of excessive trading or if an investor's trading, in the opinion of the Manager, has been or may be disruptive to the Company or any of the Funds. In making this judgment, the Manager may consider trading done in multiple accounts under common ownership or control. Neither the Manager nor the Company shall be held liable for any loss resulting from rejected orders.

## **ANTI-MONEY LAUNDERING RULES**

The Company, the Manager, Depositary, Administrator, Domiciliary, Registrar and Transfer Agent and their officers will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to money laundering and terrorist financing.

Applicants may be required to furnish information and materials such as independent documentary evidence of their identity, a permanent address and information relating both to the source of the monies to be invested and to others who will have a direct or indirect beneficial ownership interest in the Shares. Failure to provide such information or documentation in a timely manner could result in delay in the allotment of Shares, or in a refusal to allot Shares. In addition, the Directors may delay, defer or withhold the payment of the proceeds payable on the redemption or purchase of any Shares of any Shareholder for such period of time as the Directors may determine, including permanently or to suspend the redemption rights of any Shareholder if the Directors deem it necessary to do so to comply with any anti-money laundering and anti-terrorist financing laws or regulations, FATCA or any other laws or regulations applicable to the Company or Citi. Neither the Company nor the Directors shall be liable to any Shareholder for any loss or damages arising as a result of the Directors exercising these powers.

## **CONVERSION OF SHARES**

On any Dealing Day, Shareholders have the right, subject to any restrictions set out in a Fund's Introductory Booklet and to provisions hereinafter specified, to convert all or part of their Shares of one Class into Shares of another Class of the same Fund or of the same or another Class of another Fund.

Conversions may be made by either submitting a Switch Form to Citi or a switch instruction via the website [www.orbis.com](http://www.orbis.com). Please note that either of these conversion methods may be available only to investors of certain countries and/or only to certain categories of investors. After the Orbis investment account opening process is complete, investors will be notified which conversion methods are available to them.

No conversion of Shares will be effected until a duly completed Switch Form has been received at the office of the Administrator indicated on the Switch Form or a duly completed switch instruction via the website [www.orbis.com](http://www.orbis.com) has been received by Citi, in each case in accordance with the instructions for effecting a conversion. The rate at which Shares of any Class within any Fund shall be converted will be determined by reference to the respective Net Asset Value of the relevant Class within the relevant Fund, calculated as of a particular Dealing Day, if the properly completed conversion request is duly submitted by no later than the Closing Time. When determining the Net Asset Value per Share, asset values may be subject to Fair Value Pricing Adjustments. Conversion requests received after that cut-off time on a given Dealing Day will be effected on the following Dealing Day.

Where conversions are to be made by submitting a Switch Form, for those applicants who have not elected to communicate by electronic communications, conversion of Shares will normally be processed only after Citi has received original signed conversion instructions (even if an initial instruction was sent by facsimile). Applicants who have properly elected to communicate by electronic communications may send their conversion instructions by facsimile to the fax number indicated on the Switch Form.

Where conversions are to be made by submitting switch instructions via the website [www.orbis.com](http://www.orbis.com), other than the need to submit either an original or facsimile copy (as the case may be) of the duly completed Switch Form to Citi, all other procedures for switches in an Orbis Fund as described elsewhere in this section, including timing, are the same for users of the online services. The use of Orbis' online services is subject to eligibility criteria and additional terms and conditions. Further instructions for use of Orbis' online services will be provided either at the time of opening an Orbis investment account or when the Shareholder registers for Orbis' online services.

The Manager may refuse to accept a conversion application if it is detrimental to the interests of the Company or the Shareholders taking into account the monetary amount or number of Shares to be converted, market conditions or other circumstances.

Conversion of one Class of a Fund into another Class of the same Fund will not give rise to a Substantial Subscription Levy or a Substantial Redemption Levy (as defined below). However, conversion of one class of an Orbis Fund (the "First Fund") into a class of another Orbis Fund (the "Second Fund") may give rise to the payment of a Substantial Redemption Levy to the First Fund and/or a Substantial Subscription Levy to the Second Fund. Where applicable, the currency exchange rate risk resulting from a conversion will be borne by the Shareholder.

The Manager may, in its discretion and at the request of the Shareholder, agree to effect a conversion of shares through a direct transfer in-kind of securities from the First Fund as consideration for the issue of shares in the Second Fund, in compliance with the conditions set forth by Luxembourg law, provided that such securities comply with the investment objectives and policies of the Second Fund. The Shareholder would at no time throughout the conversion receive, or have the right to receive, such securities. No costs incurred in connection with a conversion in-kind of securities shall be borne by the Company.

All terms and notices regarding the redemption of Shares shall equally apply to the conversion of Shares. Normally, written confirmations of conversions will be sent to the Shareholders or, where applicable, a relevant intermediary, on the first Business Day following the relevant Dealing Day, together with the balance resulting from such conversion, if any.

Except where the conversion is of the Shareholder's entire holding in a Class within a Fund, in converting Shares of one Class within a Fund for Shares of another Class within the same or another Fund, a Shareholder must meet the applicable minimum investment requirement imposed by the acquired Class within the relevant Fund. If, as a result of any request for conversion of a portion of a Shareholder's holding, the aggregate Net Asset Value of the Shares held by the converting Shareholder in such Class within such Fund would fall below the minimum holding requirement for that Class and Fund, the Company may decline such request. In such case, the Shareholders may address a second request to either 1) maintain the minimum holding, or 2) convert the entire holding for conversion of its entire holding in the relevant Class within the relevant Fund.

Shares of any Class within any Fund will not be converted in circumstances where the calculation of the Net Asset Value per Share of such Class within such Fund is suspended by the Company pursuant to Article 12 of the Articles of Incorporation.

## **REDEMPTION OF SHARES**

Each Shareholder of the Company may at any time request the Company, subject to certain conditions outlined below, to redeem on any Dealing Day all or any of the Shares held by such

Shareholder in any Class of any of the Funds subject to certain conditions outlined below. Minimum redemption amounts for the Share Classes offered by a Fund are set forth in each Fund's Introductory Booklet.

To facilitate redemptions, Shareholders may use the redemption form (the "Redemption Form") that is included in the package of information provided to them. In addition, the Redemption Form may be downloaded from the website [www.orbis.com](http://www.orbis.com). Redemptions will normally be processed only after Citi has received original signed redemption instructions. However, applicants who have properly elected to communicate by electronic communications may send their redemption instructions by facsimile to the fax number indicated on the Redemption Form.

In addition, Shareholders who are eligible to process transactions via Orbis' online services may submit redemption instructions via the website [www.orbis.com](http://www.orbis.com) instead of submitting a Redemption Form directly to Citi. Other than the need to submit a duly completed Redemption Form to Citi as described elsewhere in this section, all other procedures for redeeming Shares of the Funds, including timing, are the same for users of the online services. The use of Orbis' online services is subject to eligibility criteria and additional terms and conditions. Further instructions for the use of Orbis' online services will be provided either at the time of opening an Orbis investment account or when the Shareholder registers for Orbis' online services.

Shareholders with certificated shares must normally return their certificates (or at least certificates representing sufficient shares for the redemption desired) to Citi before the redemption request can be processed. However, for those applicants who have properly elected to communicate by electronic communications and who submit a copy of their certificates with their redemption request, the request will be processed. Redemption proceeds will be remitted only after the original certificates are received by Citi. Balance certificates are provided to Shareholders making a partial redemption of certificated shares. Normally, written confirmations of redemptions will be sent to the Shareholders or, where applicable, a relevant intermediary, on the first Business Day following the relevant Dealing Day.

Redemption proceeds are paid in the Reference Currency of the Fund or Unit Currency of the Class, unless a different Eligible Currency is requested. Shareholders must provide complete remittance instructions. The reasonable costs of any cash redemption payment will normally be borne by the Fund. Redemption proceeds not paid in the Reference Currency of a Fund or Unit Currency of a Class are converted at the prevailing exchange rate determined by the Depositary and the associated currency exchange rate risk will be borne by the investor. Payments are made normally within five Business Days after the relevant Dealing Day, as long as properly completed documentation, including the signed original redemption instructions (or faxed copy where Shareholders have properly elected to communicate by electronic communications) and share certificates, if issued, has been received. This allows the Fund sufficient time to make arrangements to meet such payments. Payments could be delayed beyond five Business Days in the event of extenuating circumstances, such as markets being closed in a relevant jurisdiction during the five Business Days following the relevant Dealing Day.

Shareholders whose redemption instructions are accepted will have their Shares redeemed on any Dealing Day provided that the instructions are received by Citi not later than the Closing Time. Redemption instructions received after that time will be processed on the next Dealing Day.

Shares will be redeemed at a price equal to the Net Asset Value per Share of the relevant Class within the relevant Fund (the "Redemption Price"). The Redemption Price may be higher or lower than the price paid at the time of the subscription or purchase. When determining the Net Asset Value per Share, asset values may be subject to Fair Value Pricing Adjustments.

Payment of the redemption proceeds will be made by SWIFT/telegraphic transfer to an account in the name of the Shareholder indicated by the Shareholder, at the Fund's expense and at the Shareholder's risk.

If redeeming Shareholders consent, the Manager may determine that all or part of the redemption proceeds be paid by transferring an appropriate portion of the property of the Fund to the redeeming Shareholders. In-kind distributions will be effected in a manner that does not materially prejudice the remaining Shareholders.

To the extent required, the securities forming the in-kind distribution will be valued and a valuation report will be obtained from the Company's auditors. The cost of the valuation report will not normally be borne by the Company except to the extent that this does not materially prejudice the remaining Shareholders. Investors who receive the securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of the securities. In addition, the net proceeds from the sale by the redeeming Shareholder of the securities may be more or less than the Redemption Price due to market conditions and/or the difference between the prices used to calculate the Net Asset Value and the prices received on the sale of the securities.

Shares of any Class within any Fund will not be redeemed if the calculation of the Net Asset Value per Share of such Class within such Fund is suspended by the Company in accordance with Article 12 of the Articles of Incorporation or in other exceptional cases where, in the discretion of the Board of Directors, the circumstances and the best interests of the Shareholders so require.

If, as a result of any request for partial redemption, the aggregate Net Asset Value of the Shares held by the Shareholder in a Class of Shares within a Fund would fall below the minimum holding requirement, the Company may decline such request. This does not affect the Shareholder's right to request the redemption of the entire Shareholding of such Shareholder in such Class within such Fund.

When there is insufficient liquidity or in other exceptional circumstances, the Board of Directors reserves the right to postpone the payment of redemption proceeds. Furthermore, if on any Dealing Day redemption requests pursuant to Article 8 and conversion requests pursuant to Article 9 of the Articles of Incorporation relate to more than 10% of the Shares in issue in a specific Class within a specific Fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for such period as the Board of Directors considers to be in the best interests of the relevant Class within the relevant Fund, but normally not exceeding 10 Dealing Days. On the next Dealing Day following such period, these redemption and conversion requests will be met in priority to later requests.

If with respect to any given Dealing Day, redemption requests amount to the total number of Shares in issue in any Funds or Class or if the remaining number of Shares in issue in that Fund or Class after such redemptions would represent a total Net Asset Value below the minimum level of assets under management required for such Fund or Class to be operated in an efficient manner, the Board of Directors may decide to terminate and liquidate the Fund or Class in accordance with Article 24 of the Articles of Incorporation.

In addition, the Shares may be redeemed compulsorily whenever in the discretion of the Board of Directors this is required in the best interests of the Company or in circumstances provided for under Articles 10 and 24 of the Articles of Incorporation. For instance, Article 10 provides that the Company may compulsorily redeem Shares held by certain U.S. Persons, among others (collectively, "Prohibited Persons"). The Company reserves the right to require the relevant Shareholders to indemnify the Company against any losses, costs or expenses arising as a result of any compulsory redemption of Shares due to the Shares being held by, on behalf or for the account or for the benefit of, Prohibited Persons. The Company may pay such losses, costs or expenses out of the proceeds

of any compulsory redemption and/or redeem all or part of the relevant shareholder's shares in order to pay for such losses, costs or expenses.

In order to protect the interests of existing Shareholders in the Fund, and subject to the overall control and supervision of the Board of Directors, the Manager may, in its discretion, impose a levy on cash redemptions, the amount of which is a percentage of the value of that cash redemption, as stated in the Fund's Introductory Booklet. This levy (the "Substantial Redemption Levy") represents an estimate of the fiscal and purchase charges and related market impact that would be incurred if the Fund were to decrease its underlying investments pro rata to allow for the redemption. In combination with or as an alternative to paying the Substantial Redemption Levy, the Manager and the redeeming Shareholder may agree to a redemption in kind of securities as outlined previously. Subject to the overall control and supervision of the Board of Directors, the Manager will make all decisions regarding the levying of a Substantial Redemption Levy and/or making redemptions in kind of securities in accordance with Orbis' published policy from time to time, a copy of which may be obtained from Orbis Investment Management Limited or downloaded from [www.orbis.com](http://www.orbis.com).

Any cash redemption by an investor equating to 5% or more of the Net Asset Value of the Emerging Markets Equity Fund, the Global Balanced Fund, the Global Equity Fund or the International Equity Fund calculated on the most recently completed Valuation Day may be deferred to the first Dealing Day falling at least fourteen days immediately following the date on which the redemption request is submitted.

## TRANSFER OF SHARES

As an alternative to redeeming Shares, a Shareholder may, subject to applicable laws, rules and regulations and to Article 10 of the Articles of Incorporation, transfer ownership to an acceptable investor by forwarding a completed transfer form (the "Transfer Form") to Citi. The Transfer Form may be downloaded from the website [www.orbis.com](http://www.orbis.com) or obtained from Citi. Photocopies of the Transfer Form may be used. Transferees who are new investors will have to comply with the requirements referred to above under "How to Transact in Fund Shares - New Investors with Orbis".

Certain Classes of Shares may not be transferred without the prior consent of the Board of Directors. Any applicable transfer restrictions are set forth in a Fund's Introductory Booklet.

Upon the death of a Shareholder, the Manager reserves the right to require the provision of appropriate legal documentation to evidence the rights of the Shareholder's legal successor. In the event of the death of a joint holder of Shares, the right of last survivorship shall apply.

## FEES AND EXPENSES

**General Expenses.** The Company shall pay out of the assets of the relevant Class within the relevant Fund all expenses payable by such Class within such Fund which shall include fees payable to its Manager, Investment Manager and additional services providers, fees and expenses payable to its accountants, Depositary, Administrator, Domiciliary, Registrar and Transfer Agent and its correspondents, its listing agent, any Distributors and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the Directors, their insurance coverage, and reasonable travelling costs and out-of-pocket expenses in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to Shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest,

bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

The Manager and Investment Managers have agreed with the Company that in the current calendar year, except for specified exclusions, operating expenses attributable to certain Funds will be capped at the rate specified in the relevant Funds' Introductory Booklets. The cap will be automatically extended for further successive one year periods unless the Manager and/or the Fund's Investment Manager notify the Company that the cap will not continue at least three months prior to the expiry of the term, as extended. The Manager and/or the Fund's Investment Manager will meet expenses incurred in excess of such cap and will not seek reimbursement from the Company. The operating expenses that are capped are all expenses excluding the fees of the Manager and Investment Manager, the cost of buying and selling assets, interest and brokerage charges.

**Formation and Launching Expenses of Additional Classes and Funds.** The Manager and/or the Fund's Investment Manager will pay all charges relating to the creation of a new Class and/or Fund.

**Fees of the Manager and the Investment Managers.** The Manager and the Fund's Investment Manager are entitled to receive together a single fee from each Class of the Fund. A portion of the fee earned by the Manager and/or Investment Manager may be used to support client servicing carried out by related and third party companies for servicing investors in the Company.

The Share Classes, and the fees borne by these Classes, are described in this General Information document. The share Classes offered by a particular Fund are set out in that Fund's Introductory Booklet. Before any increase in fees, Shareholders shall be notified with a period of notice and in the manner deemed appropriate by the Regulatory Authority. Further information is available upon request.

**Other Relationships.** Orbis Investment Management Limited and Orbis Investment Management (Guernsey) Limited pay to two affiliate companies a fee of up to 0.5% per annum of the quarterly average net asset value of shares in the Orbis Funds owned by "shared clients". Orbis Investment Management Limited also pays a fee to an independent third party that directs, where the third party deems it appropriate and on an exclusive basis, its clients' assets under management into Orbis Funds. This fee is limited to an amount not exceeding 0.15% per annum of the total net asset value of shares in the Orbis Funds owned by "shared clients". The fee is paid out of the management fees earned by Orbis Investment Management Limited and Orbis Investment Management (Guernsey) Limited and is not an additional expense of the Fund.

In addition, Orbis Investment Management (Guernsey) Limited has an investment advisory agreement with Orbis Investment Management Limited. The relevant fees are paid by Orbis Investment Management (Guernsey) Limited to Orbis Investment Management Limited and are not additional expenses of the Fund. Similarly, the fees of the Portfolio Manager, the Sub-Portfolio Managers and the Investment Advisors are paid by the relevant Investment Manager out of its own assets and are not additional expenses of the Fund.

**Fees of the Depositary, Administrator, Domiciliary, Registrar and Transfer Agent.** The fees payable to the Depositary, Administrator, Domiciliary, Registrar and Transfer Agent are at such rates and/or amounts as may be agreed from time to time. Subject to the cap on expenses noted above, the maximum fee payable to the Administrator, Domiciliary, Registrar and Transfer Agent is 0.03% per annum and to the Depositary is 0.0025% per annum, plus any applicable custody fees, which vary by jurisdiction and do not exceed 0.55% per annum in any jurisdiction, in each case based on the Net Asset Value of the relevant Fund, unless the Net Asset Value of the Fund falls below certain levels in which case agreed minimums will apply. In addition, the Depositary, Administrator, Domiciliary, Registrar and Transfer Agent are entitled to be reimbursed by the Company for reasonable out-of-pocket expenses and disbursements and for charges of any correspondents (as the case may be).

## MANAGEMENT FEES AND SHARE CLASSES OFFERED

This section describes the fees borne by each Share Class of the Funds which may be offered from time to time. For information on which Share Classes are offered by a particular Fund, please refer to the Introductory Booklet for that Fund. While certain Share Classes bear the same or similar fees, the eligibility requirements for these share classes may differ. Note that for purposes of calculating performance fees, the Performance Fee Hurdle, as set out for each Share Class in a Fund's Introductory Booklet, may differ from the Benchmark used by that Fund.

### INVESTOR SHARE CLASSES

The Investor Share Classes of each Fund bear a single fee (the "Fee" or the "ICF") charged, in the aggregate, by the Investment Manager and the Manager that varies between a minimum of 0.5% and a maximum of 2.5% per annum of the Class' weekly net assets on the prior Dealing Day determined based on closing prices without Fair Value Pricing Adjustments and after any subscriptions and redemptions. The Fee is designed to align the Investment Manager's and the Manager's interests with those of investors in the Class. The principles determining the Fee are:

- (1) All Inclusive. The Fee is the only compensation paid by the Class to the Manager and relevant Investment Manager.
- (2) Performance Dependent. The Fee is directly related to the excess return achieved by the Class compared with that of its Performance Fee Hurdle.
- (3) Long-term Oriented. The Fee percentage is based on the rolling three-year return of the Class, focusing the Investment Manager's attention on the long-term return on the Fund.

The Fee is 1.5% per annum when the performance of the Class is equal to its Performance Fee Hurdle. Performance in excess of the Performance Fee Hurdle will cause the Fee to increase, to a maximum of 2.5% per annum, while performance below the Performance Fee Hurdle will cause the Fee to decrease, to a minimum of 0.5% per annum.

The maximum (minimum) Fee is payable if the return of the Class is superior (inferior) to that of the Performance Fee Hurdle by 25 percentage points over the three years ending on the date of calculation. For purposes of calculating the Fee, the return of the Class is defined as the percentage change in the net asset value of the Class based on closing prices without Fair Value Pricing Adjustments and before the Fee. All capital appreciation, depreciation, income and expenses other than the Fee are accounted for.

For example, assume that the Class has a cumulative three-year return before the Fee of 74%, while the Performance Fee Hurdle returned 60%, for a cumulative outperformance of 14% over this period. The Fee for the last week in this particular three-year period would be accrued at 2.06% per annum (being 1.5% plus one twenty-fifth of the Class' excess return of 14 percentage points).

Alternatively, assume that the Class has a cumulative three-year return before the Fee of 60%, while the Performance Fee Hurdle returned 74%, for a cumulative underperformance of 14% over this period. The Fee for the last week in this particular three-year period would be accrued at 0.94% per annum (being 1.5% minus one twenty-fifth of the Class' relative underperformance of 14 percentage points).

Separate Investor Share Classes may also be offered exclusively to Institutional Investors, if so indicated in the Fund's Introductory Booklet. These Share Classes may in some cases be referred to as "Institutional Investor Share Classes".



The management fee for the Investor Share Class of the Emerging Markets Equity Fund is calculated using the cumulative three-year historical performance of the Investor Share Class of that Fund's predecessor fund, the Asia ex-Japan Equity Fund, relative to the relevant Performance Fee Hurdle. Over the course of the three-year period commencing 1 November 2016, the calculation of the performance of the Investor Share Class of the Emerging Markets Equity Fund each successive week will use one additional week's performance relative to the MSCI Emerging Markets Index, Net and one fewer week's performance relative to the MSCI All Country Asia ex-Japan (Net) (US\$) Index (the Performance Fee Hurdle of the Investor Share Class of the Asia ex-Japan Equity Fund). From 1 November 2019, the Fee will be calculated entirely by reference to the MSCI Emerging Markets Index, Net.

The management fee for the Investor Share Classes of the International Equity Fund is calculated using the cumulative three-year historical performance of the Investor Share Classes of that Fund relative to the relevant Performance Fee Hurdle. Over the course of the three-year period commencing 1 June 2017, the calculation of the performance of the Investor Share Classes of the International Equity Fund each successive week will use one additional week's performance relative to the MSCI All Country World Index ex USA, net of withholding taxes and one fewer week's performance relative to the MSCI World Index ex USA, net of withholding taxes (the Performance Fee Hurdle of the Investor Share Class of the International Equity Fund prior to 1 June 2017). From 1 June 2020, the Fee will be calculated entirely by reference to the MSCI All Country World Index ex USA, net of withholding taxes.

## REFUNDABLE RESERVE FEE SHARE CLASSES

The refundable reserve fee (the "Refundable Reserve Fee") is a performance-based fee offered in several variations through different Refundable Reserve Fee Share Classes. The table below summarises key information for each of the Refundable Reserve Fee Share Classes, and is followed by detailed descriptions of the variations of the Refundable Reserve Fee borne by those Share Classes. The Refundable Reserve Fee Share Classes offered by a particular Fund are set out in that Fund's Introductory Booklet.

REFUNDABLE RESERVE FEE SHARE CLASSES						
Share Class	Base Fee (as a % per annum)	Performance Fee (as a % of outperformance) <sup>1</sup>	Performance Fee Refund (as a % of underperformance) <sup>1</sup>	Minimum Initial Investment <sup>2</sup>	Minimum Subsequent Transaction <sup>2, 3</sup>	
Core Refundable Reserve Fee	0.45%	First US\$100 million	25%	25%	US\$20 million <sup>4</sup>	
	0.40%	Next US\$100 million				
	0.35%	Next US\$200 million				
	0.30%	Over US\$400 million				
Zero Base Refundable Reserve Fee	No base fee	33%	33%	US\$100 million	US\$250,000	
Base Refundable Reserve Fee	0.60%	25%	25%	US\$1 million	US\$25,000	
Founding Refundable Reserve Fee <sup>5</sup>	0.45%	First US\$100 million	25%	25%	US\$10 million (so long as US\$20 million invested with Orbis)	
	0.40%	Next US\$100 million				
	0.35%	Next US\$200 million				
	0.30%	Over US\$400 million				

<sup>1</sup> Calculated by reference to the applicable Performance Fee Hurdle for each Share Class, as set out in the Introductory Booklet of each Fund.

<sup>2</sup> Note that the initial and subsequent transaction minimums may be set by Orbis above any minimums required by applicable law. In addition, the Manager may, in accordance with internal guidelines, waive any such transaction minimums and/or any applicable eligibility requirements.

<sup>3</sup> Except in the case of dividend reinvestment. Transactions do not need to be in multiples of this amount.

<sup>4</sup> This minimum initial investment amount in any Core Refundable Reserve Fee Share Class of the International Equity Fund and the Emerging Markets Equity Fund (in respect of its predecessor fund, the Asia ex-Japan Equity Fund) only applies from and after the first Dealing Day in October 2014.

<sup>5</sup> Renamed "Founding Refundable Reserve Fee Share Class" from "Refundable Reserve Fee Shares" as of the first day in October 2014.

While remaining consistent with the three principles for designing the fee for the Investor Share Classes described above, the Refundable Reserve Fee is calculated independently for each investor, thereby linking the fee directly to the performance experienced by that investor. Compared to the fee for the Investor Share Classes, the Refundable Reserve Fee's typically symmetrical share of under and outperformance smooths the investor's net investment returns relative to the Performance Fee Hurdle.

Performance fees are charged only on returns in excess of those generated by the designated Performance Fee Hurdle. There is a high water mark mechanism to ensure that performance fees are not charged more than once when inferior performance is subsequently recovered. The Refundable Reserve Fee also incorporates a performance fee refund which is available in the event of subsequent underperformance.

## **CORE REFUNDABLE RESERVE FEE SHARE CLASSES**

The Core Refundable Reserve Fee Share Classes bear a fee that consists of a base fee and a performance fee. The price of the Core Refundable Reserve Fee Share Classes will be quoted net of both parts of the fee. Base and performance fee levels as well as minimum initial and subsequent transaction amounts for the Core Refundable Reserve Fee Share Classes are set out in the table at the beginning of this section.

### ***Base Fee - Aggregation with Other Holdings***

Except as specified in the following paragraph, if the investor owns shares in either the Core Refundable Reserve Fee Share Classes or Founding Refundable Reserve Fee Share Classes of any other Eligible Orbis Funds (except for such share classes in an Optimal Strategy), then for the purpose of calculating the applicable Base Fee on a Dealing Day, the total net asset value of these shares in such other Eligible Orbis Funds will be aggregated with the Client's Holding in the Core Refundable Reserve Fee Share Classes in the Fund, in each case as of the Closing Time on the prior Dealing Day determined based on closing prices without Fair Value Pricing Adjustments and after any subscriptions and redemptions.

For investors who first invested in the Core Refundable Reserve Fee Share Classes of the Asia ex-Japan Equity Fund (the predecessor of the Emerging Markets Equity Fund) and the International Equity Fund before the first Dealing Day in October 2014 and who have been invested continuously in that Share Class since that date, the Base Fee will be calculated by applying a rate based on each investor's total amount invested in all Core and Founding Refundable Reserve Fee Share Classes in any Orbis Fund, as of the Closing Time on the prior Dealing Day determined based on closing prices without Fair Value Pricing Adjustments and after any subscriptions and redemptions.

### ***Performance Fee***

#### ***Performance Fee Accrual***

The Investment Manager is entitled to earn a performance related fee (the "Performance Fee") on each Dealing Day, being 25% of the positive difference between the return of the Core Refundable Reserve Fee Share Class and that of an equivalent investment in a designated index used to calculate the Performance Fee Hurdle for the Class calculated for the period commencing on the immediately prior Dealing Day and concluding on that Dealing Day (the "Earning Period"). For the purposes of determining and accruing the Performance Fee, the return of the Series or Class of Core Refundable Reserve Fee Shares shall be the change in the net asset value of the relevant Series or Class of such Shares based on closing prices without Fair Value Pricing Adjustments, accounting for all dividends distributed for that Series and income earned and expenses incurred or accrued for the Series, including the Base Fee, but excluding the Performance Fee, the effect of any Performance Fee

Refund and the effect of any redemptions. The Performance Fee Hurdle is also calculated based on closing prices without Fair Value Pricing Adjustments. The Performance Fee is applied against the Client's Holding on each Dealing Day.

All accrued Performance Fees are invested in a separate refundable fee reserve (the "Refundable Fee Reserve"). These amounts are invested in the underlying strategy and held as a single Class of Fee Reserve Shares issued to the Investment Manager, with Fee Reserve Shares earmarked for each investor's separate Refundable Fee Reserve. While fee accruals into the Refundable Fee Reserve are uncapped, fee payments from the Refundable Fee Reserve to the Investment Manager (in the form of the proceeds of redeemed Fee Reserve Shares credited to the Investment Manager) are capped. Once fees are paid out from the Refundable Fee Reserve to the Investment Manager, they are no longer subject to refund.

### *Performance Fee Refund*

If outperformance is subsequently lost, the Investment Manager will refund the Performance Fee, at a rate of 25% of the lost outperformance (the "Performance Fee Refund"). The Performance Fee Refund will be financed by redeeming Fee Reserve Shares with a value equal to the Performance Fee Refund and crediting the proceeds to the investor's Core Refundable Reserve Fee Share Class. The total Performance Fee Refund will be limited to the net asset value based on closing prices without Fair Value Pricing Adjustments of the earmarked Fee Reserve Shares. If any Fee Reserve Shares remain after the applicable Performance Fee Refund has been paid for that Earning Period, they will be redeemed in favour of the Investment Manager but such redemptions shall not result in a total payment to the Investment Manager exceeding the relevant Fee Cap for the Earning Period. Fee Reserve Shares may be transferred only with the prior consent of the Board of Directors.

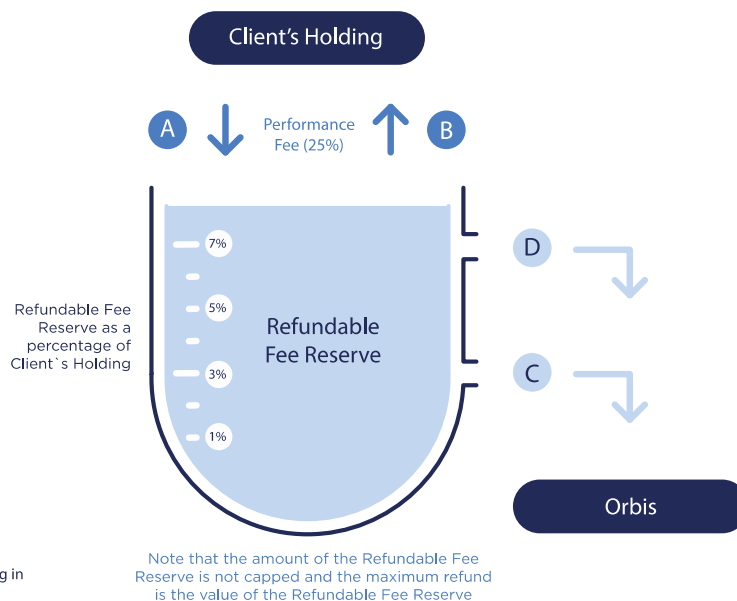
In the event that underperformance results in the redemption of all outstanding Fee Reserve Shares associated with a Series of Core Refundable Reserve Fee Shares, any subsequent underperformance will be tracked in a loss recovery memorandum account and such relative losses must be recovered before any performance fee pertaining to that Series of Core Refundable Reserve Fee Shares is accrued to the Investment Manager as Fee Reserve Shares.

No Performance Fee Refund would be applicable during any period in which relative losses are being tracked in a loss recovery memorandum account, including upon the partial or full redemption of a Core Refundable Reserve Fee Share Class.

### *Performance Fee Mechanics*

The mechanics of the Core Refundable Reserve Fee and refund are illustrated below.

- A** Outperformance: 25% of the Client's outperformance (after the base fee) relative to the Performance Fee Hurdle is paid into the Refundable Fee Reserve.
- B** Underperformance: 25% of the Client's underperformance (after the base fee) relative to the Performance Fee Hurdle is refunded from the Refundable Fee Reserve to the Client's Holding.
- C** Performance fee paid to Orbis: if the Refundable Fee Reserve exceeds 3% (but is less than or equal to 7%) of the Client's Holding (this would require more than 12% of outperformance net of base fees), the amount payable to Orbis is capped at an Annualised Rate of 1% of the Client's Holding.
- D** Performance fee paid to Orbis: if the Refundable Fee Reserve exceeds 7% of the Client's Holding (this would require more than 28% of outperformance net of base fees), an additional payment is made to Orbis, also capped at an Annualised Rate of 1% of the Client's Holding.



Under scenarios C and D, Orbis can receive up to 2% of the Client's Holding in any 12-month period, excluding the base fee.

Except in the case of redemption, dividend or other distribution or upon liquidation of the Fund, a payment cap with three bands (the “Fee Cap”) will limit the amount of the Performance Fee paid out to the Investment Manager. Any earned but unpaid Performance Fee will be credited to a single Class of Fee Reserve Shares that participate in the same pool of assets as the Core Refundable Reserve Fee Share Classes. Fee Reserve Shares are earmarked and tracked separately to determine a Refundable Fee Reserve for each investor's Series of Core Refundable Reserve Fee Shares. As noted above, for these purposes the net asset value of the Client's Holding is based on closing prices without Fair Value Pricing Adjustments.

Payments of the Performance Fee will be limited as described in the table below:

PERFORMANCE FEE PAYMENT CAPS <sup>1</sup>		
Payment Cap	Total Value of Fee Reserve Shares (including those resulting from returns in the Earnings Period)	Performance Fee Payments payable in cash to Orbis on a Dealing Day
1 <sup>st</sup> Payment Cap	3% or less of the Client's Holding	None
2 <sup>nd</sup> Payment Cap	Greater than 3% and less than or equal to 7% of the Client's Holding	Capped at an Annualised Rate of 1% of the Client's Holding for the Earnings Period
3 <sup>rd</sup> Payment Cap	Greater than 7% of the Client's Holding	Capped at a further Annualised Rate of 1% of the Client's Holding for the Earnings Period <sup>2</sup>

<sup>1</sup> For a particular Dealing Day.

<sup>2</sup> This amount is in addition to the 1% annualised fee payable under the second payment cap, meaning that the maximum Performance Fee that Orbis can be paid is capped at an Annualised Rate of 2%.

The Fee Reserve Shares do not accrue or pay any Performance Fee or Base Fee. When Core Refundable Reserve Fee Share Classes are partially or totally redeemed, converted or a dividend or other distribution is declared and paid or in the event of the Fund's liquidation any associated Fee Reserve Shares will be proportionally redeemed by and in favour of the Investment Manager.

### Switches and Redemptions

The Refundable Fee Reserve attributable to a Core Refundable Reserve Fee Share Class or Series may be transferred and become attributable to another Core Refundable Reserve Fee Share Class or Series in another Orbis Fund if the investor chooses to switch between Orbis Funds, subject to the Refundable Reserve Fee structure being of the same type and the investor meeting relevant eligibility requirements. When Core Refundable Reserve Fee Share Classes are partially or totally

converted or switched to another Core Refundable Reserve Fee Share Class in another Orbis Fund, any balance in the loss recovery memorandum account may be proportionally transferred and become attributable to that other class.

When Core Refundable Reserve Fee Share Classes are partially or totally redeemed (except for conversions or switches to another Core Refundable Reserve Fee Share Class in another Orbis Fund, subject to the investor meeting eligibility requirements) or a dividend or other distribution is declared and paid or in the event of the Fund's liquidation, any balance in the loss recovery memorandum account will be proportionally reduced.

## **ZERO BASE REFUNDABLE RESERVE FEE SHARE CLASSES**

### ***Eligibility***

An investor who holds a Zero Base Refundable Reserve Fee Share Class may not hold any other Class or Series in any Orbis Fund offering the same investment strategy as the Fund in which the investor holds a Zero Base Refundable Reserve Fee Share Class, if such other Class or Series bears a different fee from that borne by the Zero Base Refundable Reserve Fee Share Class.

### ***Description***

Base and performance fee levels as well as minimum initial and subsequent transaction amounts for the Zero Base Refundable Reserve Fee Share Classes are set out in the table at the beginning of this section.

The Zero Base Refundable Reserve Fee Share Classes bear the same Refundable Reserve Fee as the Core Refundable Reserve Fee Share Classes, except as described below.

### ***Base Fee***

The Zero Base Refundable Reserve Fee Share Classes are not subject to any Base Fee.

### ***Performance Fee***

The Performance Fee for Zero Base Refundable Reserve Fee Share Classes differs from the Performance Fee for the other Refundable Reserve Fee Share Classes in two important ways:

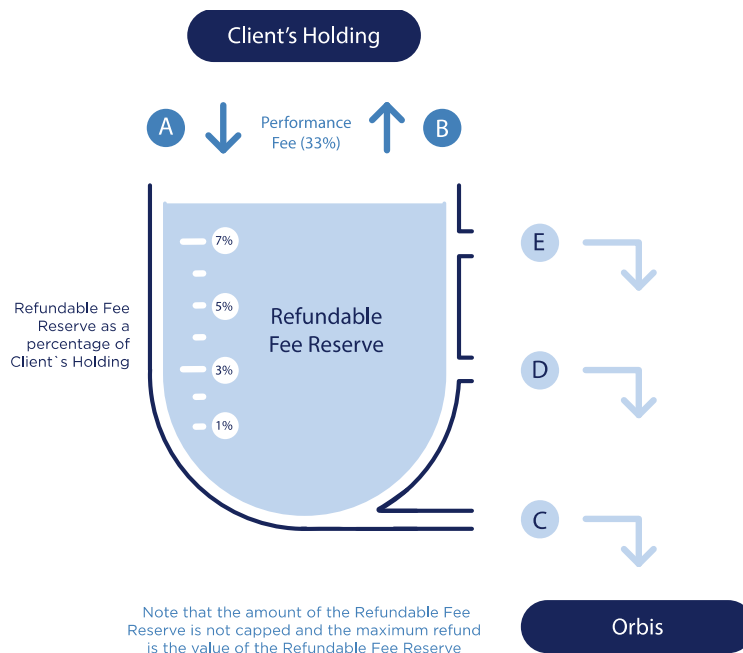
- (a) *Performance Fee and Refund Schedule.* The Performance Fee is 33% of the Class' outperformance relative to its Performance Fee Hurdle, refundable to the investor at the same rate if the superior performance is subsequently lost.
- (b) *Payment.* Payments of the Performance Fee will be limited as described in the table below.

### ***Performance Fee Mechanics***

The mechanics of the Zero Base Refundable Reserve Fee and refund are illustrated below.

- A** Outperformance: 33% of the Client's outperformance relative to the Performance Fee Hurdle is paid into the Refundable Fee Reserve.
- B** Underperformance: 33% of the Client's underperformance relative to the Performance Fee Hurdle is refunded from the Refundable Fee Reserve to the Client's Holding.
- C** Performance fee paid to Orbis: if the Refundable Fee Reserve exceeds 0% (but is less than or equal to 3%) of the Client's Holding, the amount payable to Orbis is capped at an Annualised Rate of 0.75% of the Client's Holding.
- D** Performance fee paid to Orbis: if the Refundable Fee Reserve exceeds 3% (but is less than or equal to 7%) of the Client's Holding (this would require more than 9% of outperformance), an additional payment is made to Orbis, capped at an Annualised Rate of 1% of the Client's Holding.
- E** Performance fee paid to Orbis: if the Refundable Fee Reserve exceeds 7% of the Client's Holding (this would require more than 21% of outperformance), an additional payment is made to Orbis, also capped at an Annualised Rate of 1% of the Client's Holding.

Under scenarios C, D and E, Orbis can receive up to 2.75% of the Client's Holding in any 12-month period.



The Fee Caps applicable to the Zero Base Refundable Reserve Fee are as described in the table below:

PERFORMANCE FEE PAYMENT CAPS <sup>1</sup>		
Payment Cap	Total Value of Fee Reserve Shares (including those resulting from returns in the Earnings Period)	Performance Fee Payments payable in cash to Orbis on a Dealing Day
1 <sup>st</sup> Payment Cap	Greater than 0% but less than or equal to 3% of the Client's Holding	Capped at an Annualised Rate of 0.75% of the Client's Holding for the Earnings Period
2 <sup>nd</sup> Payment Cap	Greater than 3% and less than or equal to 7% of the Client's Holding	Capped at a further Annualised Rate of 1% of the Client's Holding for the Earnings Period <sup>2</sup>
3 <sup>rd</sup> Payment Cap	Greater than 7% of the Client's Holding	Capped at a further Annualised Rate of 1% of the Client's Holding for the Earnings Period <sup>3</sup>

<sup>1</sup> For a particular Dealing Day.

<sup>2</sup> This amount is in addition to the 0.75% annualised fee payable under the first payment cap.

<sup>3</sup> This amount is in addition to the fees payable under the first and second payment caps, meaning that the maximum Performance Fee that Orbis can be paid is capped at an Annualised Rate of 2.75%.

## BASE REFUNDABLE RESERVE FEE SHARE CLASSES

### Eligibility

Base Refundable Reserve Fee Share Classes are available only to specific types of investors, as follows:

- (1) 'Life Pool' vehicles and certain other institutional asset pools managed by Allan Gray Proprietary Limited or its affiliates. For purposes of this Share Class, each pool is treated as a single investor.
- (2) Eligible investors whose association with Orbis is managed by certain types of authorised third parties with whom Orbis has agreed a consultancy-based servicing model for these investors' accounts.

In most (but not all) cases, investors who later meet the eligibility requirements for another available Refundable Reserve Fee Share Class may choose to switch their holdings from the Base Refundable

Reserve Fee Share Class to that other Share Class at that time, transferring their existing Refundable Fee Reserve in the process.

### ***Description***

Base and performance fee levels as well as minimum initial and subsequent transaction amounts for the Base Refundable Reserve Fee Share Classes are set out in the table at the beginning of this section.

The Base Refundable Reserve Fee Share Classes bear the same Refundable Reserve Fee as the Core Refundable Reserve Fee Share Classes, except as described below:

### ***Base Fee***

The Base Fee is charged at a flat rate of 0.60% per annum on all amounts invested in this Class.

## **FOUNDING REFUNDABLE RESERVE FEE SHARE CLASSES (CLOSED TO NEW INVESTORS)**

The Share Classes previously referred to as “Refundable Reserve Fee Shares” were renamed the “Founding Refundable Reserve Fee Share Classes” as of the first day in October 2014 (except for those Share Classes of the Asia ex-Japan Equity Fund (the predecessor of the Emerging Markets Equity Fund) and the International Equity Fund, which were renamed “Core Refundable Reserve Fee Share Classes”).

### ***Eligibility***

Effective the first Dealing Day in October 2014, each Founding Refundable Reserve Fee Share Class is closed to investment from investors who were not already investors in that Class as of that date. Only such Shareholders holding a Founding Refundable Reserve Fee Share Class as of that date may continue to invest in that particular Class, subject to continuing to meet any minimum investment requirements for that Class.

Investors holding a Founding Refundable Reserve Fee Share Class may switch that investment in whole to another Founding Refundable Reserve Fee Share Class in any other Orbis Fund offering the same investment strategy as that of the Fund in which the original Founding Refundable Reserve Fee Share Class was held, subject to meeting any relevant eligibility requirements. Holders of a Founding Refundable Reserve Fee Share Class may not hold any other Class or Series of Shares bearing a Refundable Reserve Fee in the same Fund or strategy. Except as described above, investors who redeem or switch to another Orbis Fund all of their holdings from a Founding Refundable Reserve Fee Share Class will not be permitted to invest in that (or any other) Founding Refundable Reserve Fee Share Class after such redemption or switch.

### ***Description***

Base and performance fee levels as well as minimum initial and subsequent transaction amounts for the Founding Refundable Reserve Fee Share Classes are set out in the table at the beginning of this section.

The Founding Refundable Reserve Fee Share Classes bear the same Refundable Reserve Fee as the Core Refundable Reserve Fee Share Classes, except as described below:

### *Base Fee – Aggregation with Other Holdings*

For the purpose of calculating the Base Fee rate for the Founding Refundable Reserve Fee Share Classes, if the investor is the owner of shares of other Eligible Orbis Funds, the total net asset value of such other Eligible Orbis Fund shares (except for Zero Base Refundable Reserve Fee Share Classes and Base Refundable Reserve Fee Share Classes) will be aggregated with the Client's Holding, as of the Closing Time on the prior Dealing Day determined based on closing prices without Fair Value Pricing Adjustments and after any subscriptions and redemptions. The Base Fee will be calculated by applying the rate to the Client's Holding on the prior Dealing Day after any subscriptions and redemptions in those Shares for that prior Dealing Day.

### *Performance Fee*

The Performance Fee for the Founding Refundable Reserve Fee Share Classes is calculated by reference to a different Performance Fee Hurdle, as set out in the Fund's Introductory Booklet.

### **NO FEE SHARE CLASSES**

The No Fee Share Classes do not bear any fees and are available only to collective investment schemes managed by an Investment Manager or one of its affiliates, including Allan Gray Proprietary Limited.

### **FIXED FEE SHARE CLASSES**

The Fixed Fee Share Classes bear a single fee charged, in the aggregate, by the Manager and relevant Investment Manager equal to 1.7% per annum of the weekly net assets of each Fixed Fee Share Class on the prior Dealing Day determined based on closing prices without Fair Value Pricing Adjustments and after any subscriptions and redemptions. Fixed Fee Share Classes are available only to collective investment schemes managed by an Investment Manager or one of its affiliates, including Allan Gray Proprietary Limited, as well as to eligible South African tax free savings account providers who invest via Allan Gray Proprietary Limited or one of its affiliates.

### **BENCHMARKS**

For purposes of calculating performance fees, the Funds use "benchmarks" within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and regulation (EU) 596/2014 (the "Benchmarks Regulation").

The Manager, in order to comply with its legal obligations under the Benchmarks Regulation, has adopted a written plan setting out actions which it will take with respect to each Fund in the event that any of the Benchmarks listed in the table below materially changes or ceases to be provided (the "Contingency Plan"). Shareholders may access free of charge the Contingency Plans at the registered office of the Company.

The Benchmarks listed in the table below are being provided by the entity specified next to the name of the relevant Benchmark, in its capacity as administrator, as defined in the Benchmarks Regulation, of the relevant Benchmark (each a "Benchmark Administrator" and collectively the "Benchmark Administrators"). The status of each Benchmark Administrator in relation to the register referred to in article 36 of the Benchmarks Regulation (as of the date of this Prospectus) is set out



in the table below. All Benchmark Administrators are required to apply either for registration or for authorization in accordance with the Benchmarks Regulation by 1 January 2020.

Benchmark <sup>1</sup>	Benchmark Administrator	Status of the Benchmark Administrator
FTSE World Index	FTSE International Limited	Not yet listed in the register referred to in article 36 of the Benchmarks Regulation, as it has not yet obtained authorisation or registration pursuant to Article 34 of the Benchmarks Regulation
J.P. Morgan Global Government Bond Index	J.P. Morgan Securities LLC	Not yet listed in the register referred to in article 36 of the Benchmarks Regulation, as it is an entity located in a country outside of the European Union and does not comply with the conditions laid down in article 30(1) of the Benchmarks Regulation nor has it acquired recognition in accordance with article 32 of the Benchmarks Regulation
MSCI World Index	MSCI Inc.	Listed in the register referred to in article 36 of the Benchmarks Regulation as an administrator authorised pursuant to article 34 of the Benchmarks Regulation
MSCI Emerging Markets Index		
MSCI All Country Asia ex Japan		
MSCI All Country World Index ex USA		
TOPIX	TOPIX	Not yet listed in the register referred to in article 36 of the Benchmarks Regulation, as it is an entity located in a country outside of the EU and does not comply with the conditions laid down in article 30(1) of the Benchmarks Regulation nor has it acquired recognition in accordance with article 32 of the Benchmarks Regulation

<sup>1</sup> For information on a particular Fund's performance Benchmark or a particular Share Class' Performance Fee Hurdle, please see the Introductory Booklet for that Fund.

## GENERAL INFORMATION

### THE COMPANY

The Company established itself under the laws of the Grand Duchy of Luxembourg as a “*Société d'Investissement à Capital Variable*” (“SICAV”) on 29 November 2002 for an unlimited period. The capital may not, at any time, be less than EUR 1,250,000.

The Articles of Incorporation are deposited with the Chancery of the District Court of Luxembourg and were most recently amended effective as at the 2 May 2017 Extraordinary Meeting of the Shareholders. The Company is registered with the Luxembourg Trade and Companies Register under number B 90 049.

The Board of Directors shall maintain for each Fund a separate pool of assets. A Fund is not a separate legal entity. All of the Funds together comprise the Orbis SICAV single legal entity. As between Shareholders, each pool of assets shall be invested for the exclusive benefit of the relevant Fund. With regard to third parties, in particular towards the Company's creditors, each Fund shall be exclusively responsible for all liabilities attributable to it.

Article 18 of the Articles of Incorporation allows investments in each Fund to be made indirectly through wholly-owned subsidiaries. If the Board of Directors decides to use this power, the Prospectus will be updated accordingly.

## THE SHARES

The Shares of each Class have no par value and, within each Class, are entitled to participate equally in the profits arising in respect of, and in the proceeds of a liquidation of, the Fund to which they are attributable. All Classes of Shares are issued in registered form only. Fractions of Shares may be issued up to one ten-thousandth of a Share. All Shareholders in the Investor Share Class hold Shares in the same Class. Shareholders in any Refundable Reserve Fee Share Class are usually issued Shares in an individual series within a Class, except in certain limited circumstances. The differences between the Classes of Shares relate to the type of investor who is eligible to invest, the charging structure applicable to each of them or such other features as the Board of Directors may in its discretion determine. Subscription to certain Classes of Shares is restricted to Institutional Investors as set forth in the Fund's Introductory Booklet.

The Shares do not carry any preferential or pre-emptive rights and each Share, irrespective of the Class to which it belongs or its Net Asset Value, is entitled to one vote at all general meetings of Shareholders subject to the possibility for the Board of Directors to suspend voting rights pursuant to Article 22 of the Articles of Incorporation. The Shares are issued without par value and must be fully paid.

## DIVIDEND POLICY

The Annual General Meeting of Shareholders of the Funds shall determine, upon proposal from the Board of Directors, how the income of such Funds shall be disposed of, and may authorise the Board of Directors to declare distributions from time to time.

All distributions will be paid out of a proportion of the investment income available for distribution, net realised or unrealised capital gains and/or, on occasion, out of the capital of the Fund.

It is anticipated that most of the total returns of the Emerging Markets Equity Fund, the Global Equity Fund, the International Equity Fund and the Japan Equity Fund will be earned from capital appreciation on their investments rather than from dividends or other income and, as a result, might not have any amount available for distribution. It is anticipated that the Global Balanced Fund will also receive dividends or other income that will be retained in the Fund. All income that is retained is added to the Net Asset Value of the Fund. Distributions from a Class will be automatically reinvested in additional Shares of that Class at its Net Asset Value unless a Shareholder requests in writing that any distributions be paid to the Shareholder. Subject to any legal or regulatory requirements, the Board of Directors reserves the right to introduce new Classes to any Fund with different dividend policies that will be disclosed in that Fund's Introductory Booklet.

In any event, no distribution may be made if, as a result, the net assets of the Company would fall below EUR 1,250,000.

Dividends not claimed within five years of their due date will lapse and revert to the relevant Class within the relevant Fund. No interest shall be paid on a distribution declared by the Company and kept by it at the disposal of its beneficiary.

## TAXATION

**General.** The Company anticipates that its operations will be conducted in such a manner that it will not be subject to material taxation in any jurisdiction other than Luxembourg apart from withholding tax on dividends, interest and gains received from investments in certain jurisdictions.

Prospective Shareholders should inform themselves of, and where appropriate take advice on, the laws and regulations (such as those relating to taxation and exchange controls) applicable to the

subscription, purchase, holding and redemption of Shares in the country of their citizenship, residence or domicile.

**European Union Savings Directive.** Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (the “EU Savings Directive”) was repealed in November 2015, as a consequence of the adoption in December 2014 of Directive 2014/107/EU, discussed below under the section entitled “The EU Directive on Administrative Cooperation”. The EU Savings Directive required the automatic exchange between EU Member States of information on private savings income. The EU Directive on Administrative Cooperation expands this obligation by extending the automatic exchange of information to include not only information about interest income, but also dividends and other types of capital income, as well as the annual balance of the accounts producing such items of income. The EU Directive on Administrative Cooperation entered into force on 1 January 2016, with the first information reports expected to be exchanged in 2017.

**Luxembourg Taxation.** Under current Luxembourg law, there are no Luxembourg ordinary income, capital gains, estate or inheritance taxes payable by the Company or its Shareholders in respect of their Shares in the Company, except by Shareholders who are domiciled in, residents of, or maintain a permanent establishment in, the Grand Duchy of Luxembourg, and by certain Shareholders who were former Luxembourg residents. With respect to Classes of Shares available to all investors, the Company is subject to an annual subscription tax (*taxe d’abonnement*) at the rate of 0.05% per annum of the value of the total net assets of such Classes on the last day of each calendar quarter. With respect to Classes of Shares restricted to Institutional Investors, including collective investment schemes managed by an Investment Manager or one of its affiliates, the Company is subject to reduced subscription tax at the rate of 0.01% per annum of the value of the total net assets of such Classes on the last day of each calendar quarter.

The Company is considered in Luxembourg as a taxable person for value added tax (“VAT”) purposes without input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT and require the VAT registration of the Company in Luxembourg to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad. No VAT liability in principle arises in Luxembourg in respect of any payments by the Company to its Shareholders to the extent such payments are in respect of their subscription to the Company’s Shares and therefore do not constitute consideration received for any taxable services supplied to the Company.

The above information is based on the law in force and current practice and is subject to change. In particular, a pending case before the Court of Justice of the European Union might impact the VAT treatment of investment advisory services supplied to the Company or to its management company (C-275/11).

**Ireland Taxation.** The following summary is based on Irish taxation law and practice as of the date of this Prospectus, is subject to changes therein, is not exhaustive and does not constitute legal or tax advice. It does not purport to deal with all the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules.

The Manager intends to conduct the affairs of the Company so that the Company does not become resident in Ireland for taxation purposes. Accordingly, provided the Company does not exercise a trade within Ireland or carry on a trade in Ireland through a branch or agency, the Company will not be subject to Irish tax on its income and gains other than on certain Irish source income and gains.

## *Irish Investors*

Subject to personal circumstances, Shareholders resident in Ireland for taxation purposes will be liable for Irish income tax or corporation tax in respect of any income distributions of the Company (whether distributed or reinvested in new Shares).

Irish taxation law provides that if an investor resident or ordinarily resident in Ireland for taxation purposes holds a “material interest” (such as from holding Shares of the Company) in an offshore fund and that fund is located in a “qualifying location” (including a member state of the EC, EEA or the Organization for Economic Cooperation and Development (the “OECD”) with which Ireland has a double taxation treaty) then:

- dividends paid by the Company to such investor that is not a company will be taxed at a rate of 30% and any gain accruing to the investor on the disposal of the interest will be charged tax at 33%; and
- dividends paid by the Company to an investor that is a company that is resident in Ireland will be taxed at 25% and any gain accruing to such investor on the disposal of their interest in the Company will be taxed at 25%.

These rates will only apply if certain details relating to the disposal of and the receipt of income from such investments are included in the tax return(s) made on time. Failure by an investor to include the correct income in a tax return will result in the income being taxed at the investor’s marginal rate of tax.

Following legislative changes, the holding of shares at the end of an eight-year period from acquisition (and on a rolling eight-year basis) constitutes a ‘deemed disposal’ of shares (at the market value) and such Shareholders are subject to a 30% tax rate on any deemed gain based on the increased value (if any) of the shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of Irish taxation, a conversion of Shares in the Company from one Class of Shares to another Class of Shares may constitute a disposal.

Persons resident or ordinarily resident in Ireland (and who, if they are individuals, are domiciled in Ireland) should be aware that Irish taxation law could have material consequences for any person who holds 5% or more of the Shares of the Company if, at the same time, the Company is controlled in such a manner as to render it a company that would, were it to have been resident in Ireland, be a “close” company for Irish taxation purposes.

## *Anti-avoidance*

Additionally, persons resident or ordinarily resident in Ireland for tax purposes should be aware that the provisions of Irish taxation law may render them liable to income tax in respect of undistributed income or profits of the Company. These provisions are aimed at preventing the avoidance of income tax by individuals through a transaction resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render them liable to income or corporation tax in respect of undistributed income or profits of the Company on an annual basis.

## **TAX REPORTING REGIMES**

*The following is a general description of the tax reporting regimes currently applicable to the Funds. Each of these regimes is extremely complex, and Shareholders and beneficial holders are urged to consult their own tax advisors to obtain a more detailed explanation of the applicable rules, and to*

*learn how they might affect the Funds and Shareholders or beneficial holders in their particular circumstances. (See “Risk Factors” regarding FATCA and Other Tax Reporting Regimes.)*

**U.S. Foreign Account Tax Compliance Provisions (FATCA).** The Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act (“FATCA”) are generally designed to establish a new reporting regime in respect of the direct and indirect ownership of non-U.S. accounts by U.S. persons. Under FATCA, each Fund is classified as a “foreign financial institution” (an “FFI”). Each Fund currently intends to qualify as a Registered Deemed-Compliant FFI (as defined in FATCA) for all FATCA purposes.

As an FFI, each Fund has registered, as required, with the U.S. Internal Revenue Service (the “IRS”). Each Fund also intends to comply with the terms of an inter-governmental agreement between the U.S. and Luxembourg (the “U.S.-Luxembourg IGA”). Under the terms of the U.S.-Luxembourg IGA and the implementing legislation enacted by Luxembourg, each Fund is required to obtain information about its Shareholders (and, in some cases, beneficial holders) and may be required to disclose information about its Shareholders (and, in some cases, beneficial holders) to the Luxembourg taxation authority, which in turn may be required under the terms of the U.S.-Luxembourg IGA to share that information with the IRS.

As an FFI under the FATCA rules, from 1 July 2014 each Fund would have been subject to withholding tax at a rate of 30% on payments of U.S. source income, as well as (from 1 January 2017) on gross proceeds from the sale of assets that produce U.S. source income, if it had not registered with the IRS, and agreed to comply with the terms of the U.S.-Luxembourg IGA.

**The OECD Common Reporting Standard.** The OECD has proposed rules for the Automatic Exchange of Information in Tax Matters, which provides due diligence and reporting rules for financial institutions in participating jurisdictions. Together, these rules comprise the “Common Reporting Standard”, or “CRS”. The CRS, which is based in large part on the U.S. FATCA rules, provides a uniform set of guidelines that addresses (i) the types of information to be exchanged by participating jurisdictions, (ii) the time and manner of exchange and (iii) the confidentiality of data and safeguards that must be respected. Financial institutions in a participating jurisdiction that adopts these rules will need to file annual information reports with their local tax authorities, which authorities will then exchange that information with the tax authorities in other participating jurisdictions. Each of the Funds qualifies as a financial institution subject to CRS.

The CRS went into effect on 1 January 2016 for countries on the “early adopters” list and the first information reports are expected to be exchanged in 2017. Since Luxembourg was amongst the early adopters, the Funds have been subject to the CRS rules from that date. In consequence, the Funds may be required to disclose to the Luxembourg tax authorities account information about any Shareholders (and in some cases, beneficial holders) that are tax-resident in another participating jurisdiction. This information may also be forwarded to the tax authorities in any jurisdiction in which a Shareholder is tax-resident.

**The EU Directive on Administrative Cooperation.** The EU Directive 2014/107/EU (the “Directive on Administrative Cooperation”, or “DAC”) entered into force on 1 January 2016, as a means to implement the CRS within the EU. In consequence, from 2017 (in respect of tax years beginning in 2016) the Funds may be required to disclose to the Luxembourg tax authorities account information about any Shareholders (and, in some cases, beneficial holders) that are tax-resident in an EU Member State. This information may also be forwarded to the tax authorities in any jurisdiction in which a Shareholder is tax-resident.

**Information Regarding Tax.** As a condition to opening an account with a Fund, all Shareholders will be required to consent to the disclosure and reporting of certain account information under FATCA, CRS and DAC. As a result, Shareholders (and, in some cases, beneficial holders) will be required to

provide any information that the Funds determine is necessary to allow the Funds to comply with their obligations under these regimes. Failure to provide this information or consent to the required disclosure and reporting could result in incorrect or double reporting and violation by the Funds of applicable laws, and could adversely impact a Shareholder's ability to transact in the Funds.

## **UNITED KINGDOM REPORTING FUND STATUS**

HM Revenue & Customs has, with the exception of the relevant Refundable Reserve Fee Share Classes, Fixed Fee Share Classes and No Fee Share Classes of the Global Equity Fund, the Emerging Markets Equity Fund and the Japan Equity Fund, approved each of the Emerging Markets Equity Fund, the Global Equity Fund and the Japan Equity Fund as a Reporting Fund effective from 1 January 2011. Prior to that date and from their inception, each of these Funds (other than the Refundable Reserve Fee Share Classes of the Funds) had received certification as a distributing fund from HM Revenue & Customs ("Distributor Status"). Similarly, with the exception of the Refundable Reserve Fee Share Classes, each of the Global Balanced Fund (effective from 1 January 2014) and the International Equity Fund (effective from 1 April 2014), has been approved as a Reporting Fund.

As Reporting Funds, investors will no longer receive annual distributions from the Funds and UK investors may be liable to tax annually on their share of Fund income, without receiving a distribution of that income from the Fund. Within six months of their respective year-ends, the Funds will make available, on the website [www.orbis.com](http://www.orbis.com), a report providing relevant fund income information for UK investors' tax purposes.

Unlike Distributor Status, which was subject to a retrospective application and certification process at the end of each year, a Fund will continue to qualify as a Reporting Fund unless and until it fails to comply with the relevant requirements. The Manager intends to manage the Funds in such a way that under existing United Kingdom legislation they should continue to qualify as Reporting Funds. However, there can be no assurance that a Fund will continue to qualify as a Reporting Fund.

## **NET ASSET VALUE**

The net asset value (the "Net Asset Value") per Share of each Class in each Fund is calculated in the Reference Currency of the relevant Fund or in the Unit Currency of the relevant Class of Shares as indicated in the Fund's Introductory Booklet. The Net Asset Value per Share will be rounded up or down to the nearest smallest lawful denomination of the relevant currency and if it is mid-way between the nearest smallest lawful denomination of the relevant currency it will be rounded up.

The Net Asset Value per Share is calculated as of the Closing Time on (i) each Fund's Dealing Days, (ii) the last day of each calendar month, and/or (iii) such other days in addition thereto or substitution therefor as determined by the Manager, subject to the overall control and supervision of the Board of Directors (each a "Valuation Day" and, in the event such day is not a Business Day, then the immediately preceding Business Day).

Each Fund's assets are valued primarily on the basis of closing market quotations or official closing prices on each Valuation Day. If closing market quotations or official closing prices are not readily available or do not accurately reflect the fair value of a Fund asset or if the value of a Fund asset has been materially affected by events occurring before the Fund's pricing time but after the close of the exchange or market on which the asset is principally traded, that asset will be valued by another method that the Manager believes, subject to the overall control and supervision of the Board of Directors, accurately reflects fair value in accordance with the Company's fair value pricing policies. For example, arbitrage opportunities may exist when trading in a portfolio security is halted and does not resume before the Net Asset Value for the Fund is calculated. These arbitrage opportunities may enable transacting investors to dilute the Net Asset Value of other investors in the Fund. Trading in overseas markets presents time zone arbitrage opportunities when events

affecting asset values occur after the close of the overseas market but prior to the Fund's pricing time. These events may trigger an adjustment to the asset values used in calculating the Net Asset Value for that Dealing Day. An asset's valuation may differ depending on the method used for determining value.

The Net Asset Value per Share of each Class for all Funds is determined by dividing the value of the total assets of the Fund properly allocable to such Class less the liabilities of the Fund properly allocable to such Class by the total number of Shares of such Class outstanding on any Valuation Day. If since the time of determination but prior to the publication of the Net Asset Value there has been a material change in the quotations in the markets on which a substantial portion of the investment attributable to the relevant Class within the relevant Fund are dealt in or quoted, the Manager may, in order to safeguard the interests of the Shareholders and the Company and subject to the Board of Director's overall control and supervision, cancel the first valuation and carry out a second valuation. In calculating the Net Asset Value, income and expenditure are treated as accruing from day to day.

## **DETERMINATION OF THE NET ASSET VALUE**

The Net Asset Value of the Company is determined in accordance with Article 11 of the Articles of Incorporation which sets out the following rules to be applied in determining such value:

- (a) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.
- (b) Securities listed on a recognised stock exchange or dealt on any other Regulated Market (as defined in Appendix II – "Investment Restrictions") will be valued at their closing prices or, in the event that there should be several such markets, on the basis of their last available prices on the main market (in the opinion of the Board of Directors) for the relevant security.
- (c) Securities not listed or traded on a recognised stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales price determined prudently and in good faith by the Board of Directors.
- (d) The Board of Directors may authorise the use of the amortised cost method of valuation for short-term transferable debt securities in certain Funds. This method involves valuing a security at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security or other instrument. While this method provides certainty in valuation, it may result in periods during which value as determined by amortised cost, is higher or lower than the price the Fund would receive if it sold the securities. For certain short-term transferable debt securities, the yield to a Shareholder may differ somewhat from that which could be obtained from a similar fund which marks its portfolio securities to market each day.
- (e) The value of futures, forward and options contracts not traded on exchanges or on other Regulated Markets shall have their net value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The value of futures, forward and options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement or closing prices (as applicable) of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

- (f) Interest rate swaps will be valued at their market value established by reference to the applicable interest rate curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument-related swap agreement shall be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board of Directors.
- (g) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board of Directors or a committee appointed to that effect by the Board of Directors.

The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

Any assets held in a particular Class within a Fund not expressed in the Reference Currency (apart from forward currency contracts, which will be valued in accordance with paragraph (e) above) will be translated into the Reference Currency at the rate of exchange prevailing in a recognised market on the Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Net Asset Value of the Company is at any time equal to the total of the Net Asset Values of the various Classes within the various Funds converted, as the case may be, into euro at the rate of exchange prevailing in a recognised market on the Valuation Day.

## **TEMPORARY SUSPENSION OF CALCULATION OF NET ASSET VALUE**

Pursuant to Article 12 of the Articles of Incorporation, the Company may suspend the calculation of the Net Asset Value per Share of any particular Class within any Fund and the issue and redemption of its Shares from its Shareholders as well as the conversion from and to Shares of each Class within each Fund:

- (a) during any period when any of the principal stock exchanges or other markets on which more than 5% of the investments of the Company attributable to such Class from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Class quoted thereon;
- (b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company attributable to such Class would be impracticable or cause irreversible negative effects on the Company, a Fund or a Class;
- (c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Class or the current price or value on any stock exchange or other market in respect of the assets attributable to such Class;
- (d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- (e) when for any other reason the prices of any investments owned by the Company attributable to such Class cannot promptly or accurately be ascertained; or
- (f) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving the winding-up of the Company or informing them about the



termination and liquidation of a Fund or a Class and/or, more generally, during the process of liquidation of the Company, a Fund or a Class.

Such suspension as to any Class within any Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Class within any Fund.

Notice of the beginning and of the end of any period of suspension shall be published, if appropriate, in a Luxembourg daily newspaper and in any other newspaper(s) selected by the Manager, subject to the overall control and supervision of the Board of Directors. Notice will likewise be given to any applicant or Shareholder, as the case may be, applying for subscription, conversion or redemption of Shares in the Class within the Fund concerned. Suspended subscription, conversion and redemption applications will be treated as applications in respect of the first Dealing Day following the end of the suspension period unless such investors have withdrawn their applications by written notification received by or on behalf of the Company before the end of the suspension period.

## **PUBLICATION OF NET ASSET VALUE**

The Net Asset Value per Share of each Class within each Fund is made public at the office of the Manager and is available at the offices of Citi. This information is also available on the website [www.orbis.com](http://www.orbis.com).

## **LIQUIDATIONS, TRANSFERS AND MERGERS**

The Company has been established for an unlimited period of time. However, the Company may be dissolved and liquidated at any time by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements applicable for amendments to the Articles of Incorporation.

The general meeting of Shareholders in the Fund(s) concerned may decide following a proposal from the Board of Directors:

- (a) to liquidate the Fund;
- (b) to close the Fund by transfer to another Fund of the Company; or
- (c) to close the Fund by transfer to another undertaking for collective investment within the limitations authorised by Article 2 (5) of the Law of 2010.

In these instances, no quorum is required and resolutions are taken on the basis of a simple majority of the Shares present or represented.

The same decisions concerning a Fund may be taken by the Board of Directors but only:

- (a) when the net assets of the Fund in question fall below the amount determined by the Board of Directors to be the minimum level for the Fund to be operated in an economically efficient manner;
- (b) when justified by substantial changes in the political, economic or monetary situation; or
- (c) as a matter of economic rationalisation;

and under the following conditions:

- (a) the Company has to decide to repurchase all the Shares of all of the Shareholders of the Fund in question before its winding-up takes effect;
- (b) the price that the Company offers for repurchasing shares will be based on the Net Asset Value of the Fund or Class concerned after the costs of winding it up have been deducted, however, all other expenses and commissions will not be taken into account;

- (c) any unpaid set-up costs allocated to the Fund in question must be paid for in full as soon as the decision to wind-up has been taken;
- (d) the Company will send a notification regarding the wind-up to the Shareholders registered in the Fund concerned at least 30 days prior to the day that the wind-up is due to take effect;
- (e) any amounts that have not been reclaimed at the Depositary, will be deposited, in accordance with applicable laws and regulations, in escrow at the *Caisse de Consignations* in Luxembourg on behalf of the persons entitled thereto. Proceeds not claimed within the statutory period will be forfeited in accordance with applicable laws and regulations; and
- (f) any winding-up proceedings in any given Fund will be performed in accordance with applicable legal and statutory provisions.

In accordance with Article 25 of the Articles of Incorporation, the Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the Company with one or several other Luxembourg or foreign UCITS, or fund(s) thereof. The Board of Directors may also decide to proceed with a merger (within the meaning of the Law of 2010) of one or several Fund(s) with one or several other Fund(s) within the Company, or with one or several other Luxembourg or foreign UCITS or fund(s) thereof. Such mergers shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the common draft terms of the merger to be established by the Board of Directors and the information to be provided to Shareholders. Such a merger does not require the prior consent of Shareholders.

The Board of Directors may decide to proceed with the absorption by the Company or one or several Funds of (i) one or several funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under a non-corporate form.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraphs, the Shareholders of any Fund may also decide on any of the mergers or absorptions described above and on the effective date thereof. The convening notice to the general meeting of Shareholders will indicate the reasons for and the process of the proposed merger or absorption.

In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the Law of 1915, as amended, and any other applicable laws and regulations.

## **GENERAL MEETINGS**

The Annual General Meeting of Shareholders of the Company is held on the 30<sup>th</sup> day of April at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting. If such day is not a Luxembourg Business Day, the Annual General Meeting shall be held on the next following Luxembourg Business Day. Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Shareholders of any Class or Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Fund or to such Class.

Notices of all general meetings are sent to all registered Shareholders by mail (or, if a Shareholder has agreed to receive the notices by another means of communication ensuring access to the information, by such means of communication), at least eight days prior to the meeting. Such notice will indicate the date, time and place of the meeting, the conditions of admission thereto, contain the agenda and refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at the meeting. To the extent required by applicable law, notices will be published in the *Recueil électronique des sociétés et associations* and/or in a Luxembourg newspaper.

## **ANNUAL AND SEMI-ANNUAL REPORTS**

Audited reports to the Shareholders in respect of the preceding financial year of the Company, and the consolidated accounts of the Company, are made available at the Manager's office and at Citi and shall be available at least 15 days before the Annual General Meeting. In addition, unaudited semi-annual reports of the Company are also made available at such places within two months after 30 June. The Company's financial year ends on 31 December.

The Company may make available to Shareholders and potential investors an abridged version of the financial reports referred to above, which shall not contain the detailed list of securities held by each of the Funds. Such abridged annual reports and abridged semi-annual reports will contain the offer to provide to those persons upon request and free of charge a copy of the complete version of such documents.

## **FUND TRANSACTIONS**

Subject to policies established by the Board of Directors and the Manager, and subject to the Manager's overall control and supervision, Orbis Investment Management Limited is primarily responsible for the execution of each Fund's investment transactions and the allocation of the brokerage commissions. The Company has no obligation to deal with any broker or group of brokers in the execution of transactions in portfolio securities. Such transactions may be subject to a commission or dealer mark-up which may not be the lowest commission or spread available.

In addition, trade execution for certain African securities may be performed by Allan Gray International Proprietary Limited, in accordance with its own policies and procedures, upon instructions from Orbis Investment Management Limited. Due to the nature of some African markets, the choice of brokers available may be more limited.

Orbis Investment Management Limited will determine, as appropriate, the broker-dealers (collectively, "Brokers") to be used for each Fund's securities, foreign exchange and futures transactions. Orbis Investment Management Limited will have complete discretion in deciding which Brokers the Funds will use and in negotiating their commission rates. Orbis Investment Management Limited will not adhere to any rigid formulas in selecting Brokers, but will weigh a combination of factors. In selecting Brokers and negotiating commission rates, Orbis Investment Management Limited may take into account the Broker's facilities, reliability, financial responsibility, costs of products or services, and responsiveness to them. Further, Orbis Investment Management Limited may consider the value of the products and services described below, either provided by the Broker or paid for by the Broker (either by cash payments or by commissions) and provided by others (collectively, "Products and Services"). A Broker will not be excluded from receiving brokerage business because it does not provide Products and Services. In selecting Brokers to execute transactions, Orbis Investment Management Limited will not be obligated to seek the lowest available "execution only" commission cost. Thus, the Funds might be deemed to pay for Products and Services provided by the Broker that would be included in the commission rate. Accordingly, if Orbis Investment Management Limited determines in good faith that the amount of commissions charged by a Broker is reasonable in relation to the value of the brokerage services and other Products or Services provided by such Broker, the Funds may pay commissions to that Broker that are greater than the amount another Broker may charge.

The use of commissions to pay for Products and Services will be limited to items within the safe harbour of Section 28(e) of the U.S. Securities Exchange Act of 1934. Orbis has adopted a policy of refusing any "soft dollar" credits from Brokers for the payment of third party non-brokerage and research services. The Products and Services which Orbis Investment Management Limited may consider in selecting a Broker are as follows:

- Brokerage: Brokerage may include, among other things, clearing, order routing and settlement services.
- Research, research products and research services: Research may include, among other things, proprietary research from Brokers, which may be written, oral or on-line. Research products may include, among other things, computer databases to access research or which provide research directly. Research services may include, among other things: research concerning market, economic and financial data; statistical information; data on pricing and availability of securities; specialised financial publications; electronic market quotations; performance measurement services and commodities; analyses concerning specific securities, companies or sectors; and market, economic and financial studies and forecasts.

Orbis Investment Management Limited has no fixed internal brokerage allocation procedures designating specific percentages of brokerage commissions to particular firms. In exchange for the direction of commission dollars to certain Brokers, credits may be generated that may be used by Orbis Investment Management Limited or its affiliates to obtain the Products and Services provided or paid for by such Brokers. To the extent that such credits are generated or such Products and Services are obtained, the Funds and Orbis Investment Management Limited and/or Orbis Investment Management Limited's affiliates will be receiving a benefit by reason of the direction of commissions.

The Products and Services to be received from the Brokers may be used by Orbis Investment Management Limited and/or its affiliates in servicing other fund accounts, as well as for the Funds. In addition, some Products and Services may not necessarily be used by a Fund even though its commission dollars provided for the Products and Services. A Fund, therefore, may not, in a particular instance, be the direct or indirect beneficiary of the Products or Services provided. Nonetheless, Orbis Investment Management Limited believes that under such circumstances the Products or Services would provide the Funds with benefits by, at least, supplementing the research otherwise available to the Funds.

When executing a transaction in a security on behalf of a Fund, it can be aggregated and the aggregated transaction fulfilled with multiple trades. Trades aggregated with orders for other Funds result in the need to allocate those trades. The ease with which Orbis Investment Management Limited can allocate trades to a Fund can be limited by the sizes and prices of those trades relative to the sizes of the instructed transactions for the Funds. A process of allocation can result in a Fund not receiving the whole benefit of the best priced trade. Orbis Investment Management Limited manages this conflict by following an Order Allocation Policy, which is designed to ensure the fair treatment of all Funds over time.

Securities held by a Fund also may be held by another Fund or by other Funds or investment advisory clients for which Orbis Investment Management Limited and/or its affiliates (including Allan Gray International Proprietary Limited) act as adviser. Securities may be held by, or be an appropriate investment for, a Fund as well as other clients of Orbis Investment Management Limited and/or its affiliates (including Allan Gray International Proprietary Limited). Because of different objectives or other factors, a particular security may be bought for one or more such clients when one or more other clients are selling the same security. If purchases or sales of securities for a Fund or other clients for which Orbis Investment Management Limited and/or any of its affiliates (including Allan Gray International Proprietary Limited) act as manager or adviser arise for consideration at or about the same time, transactions in such securities will be made, insofar as feasible, for the respective Funds and clients in a manner deemed equitable to all. There may be circumstances when purchases or sales of Fund securities for one or more clients have an adverse effect on other clients. Orbis Investment Management Limited reduces this risk by limiting the volume of the same security which may be traded in opposite directions on the same dealing day. When handling multiple orders for the same security on the same dealing day, Orbis Investment Management Limited may 'cross' trades by matching opposing flows to seek to obtain best execution. When crossing orders, it is possible that the execution may not result in best execution for a Fund, for example, where a trade did not constitute a fair and reasonable price. Orbis Investment Management Limited reduces this risk by implementing a Crossing Policy.

One or more Funds may be restricted in its or their investment activities due to ownership threshold limits and reporting obligations in certain jurisdictions applying in aggregate to the Funds managed by Orbis Investment Management Limited or its affiliates. Such restrictions may adversely impact clients through missed investment opportunities. Although it is not specifically designed to address those ownership limits and obligations, the Order Allocation Policy mitigates the associated conflict by seeking to allocate limited investment opportunities among Funds fairly and equitably over time.

## **DIRECTORS' AND OTHER CONFLICTS OF INTEREST**

The Directors and/or officers of the Company may be directors and/or officers of other Orbis Funds (including any that invest in the Funds), the Manager, an Investment Manager, the Portfolio Manager, the Sub-Portfolio Managers, the Investment Advisors and/or the Placing Agent and their affiliates. Directors are expected to act in the best interest of each Fund or the Company when undertaking their director duties relating to that Fund or the Company, to disclose any conflicts and to recuse themselves from decisions when the conflict warrants.

The Manager, the Investment Managers, the Portfolio Manager, the Sub-Portfolio Managers, the Investment Advisors and their affiliates, directors, officers and shareholders (collectively, the "Orbis Group") are involved in other financial investment and management activities, including managing and advising the Orbis Group and other clients, dealing in securities in which a Fund may invest for the Orbis Group's own account and on behalf of others and providing seed capital to one or more Orbis Funds.

The Orbis Group has a Managing Conflicts of Interest policy. Policies and procedures established by Orbis to prevent or manage conflicts, such as the Managing Conflicts of Interest Policy, Order Allocation Policy, Crossing Policy and Personal Account Trading Policy, may not be sufficient to ensure, with reasonable confidence, that the risk of damage to the interests of one or more Orbis Funds will be eliminated.

Orbis Group employees may have relationships with employees of investors in Orbis Funds, employees of companies in which the Orbis Funds invest or other individuals whose interests conflict with those of a Fund. Such an employee's relationship could influence the employee's decision-making at the expense of the Funds' interests. The Orbis Group Managing Conflicts of Interest Policy requires employees to report all potential conflicts. These are reviewed by the members of the Orbis Group compliance team which, when it is considered necessary, implements controls to mitigate the risk.

Orbis Group employees may be exposed to Orbis Funds' investment information while also being able to trade through personal accounts. There is a risk that, if an employee could place a trade of sufficient size, this would adversely affect the price at which a Fund transacts. The Orbis Group has implemented a Personal Account Trading Policy which requires that employee trading in relevant securities must be pre-approved.

Investments in one or more Funds by related parties to the Company or by other clients could create an incentive for the Manager to favour those Funds or clients over others. On any given Dealing Day, related parties to the Company may be subscribing for or redeeming Shares of a Fund, or may cause another Orbis Fund to subscribe or redeem shares of that Fund. In so doing, the related party may have access to information pertaining to a Fund or its Shareholders not available to all Shareholders, which could result in an advantage for those parties. Such transactions may offset all or some of the subscriptions or redemptions to the Fund by unrelated parties on that day. All such transactions are made at the prevailing Net Asset Value per Share of the relevant Class of the Fund.

Some Orbis Funds may bear management fees different from those applicable to the Funds. Orbis Group members or related parties may receive payments from a Manager and/or Allan Gray Proprietary Limited and/or its affiliates for services related to the distribution of one or more Funds or financial products offered by Allan Gray Proprietary Limited and/or its affiliates. These activities may on occasion create a conflict of interest between the Orbis Group's management of one or more Funds and other roles undertaken by members of the Orbis Group, including an incentive to favour one fund or client over another. Each member of the Orbis Group will use reasonable efforts

to ensure that in undertaking its various duties, any conflicts which arise will be resolved fairly and in the interests of each Fund, to the extent it is practical to do so while having regard to its other obligations, including those to other Orbis Funds and clients. The Orbis Group follows policies and procedures designed to ensure that conflicts are managed in a manner fair to all parties to whom duties are owed. However, situations may arise where those policies and procedures are not sufficient to prevent actions adverse to the interests of one or more Funds.

From time to time, a Fund may, in the ordinary course of business, invest in (i) securities issued by investors in the Fund or other Orbis Funds or securities of issuers that are managed, advised or controlled by the Orbis Group or (ii) other funds that invest in securities of issuers that are managed, advised or controlled by the Orbis Group. From time to time, securities of or being dealt in by the members of the Orbis Group or their clients (each a “Connected Party”) may, in the ordinary course of business, be purchased or sold by another Connected Party. All such purchases and sales may be made only at prevailing market prices and must be disclosed to the Directors, the Manager and the directors of any Orbis Funds involved.

Orbis has certain responsibilities with respect to valuing securities (see “Net Asset Value”). A conflict may arise with respect to this responsibility given that the fees to be earned by the Orbis are based, in part, on these valuations.

On any issue involving a conflict of interest, the Manager shall be guided by its good faith judgment as to the best interests of the Company or a Fund, as applicable, and shall take such actions as it determines to be reasonably necessary or appropriate to eliminate, mitigate, or otherwise address such conflict of interest.

The foregoing section does not necessarily constitute a comprehensive list of all potential conflicts of interest.

## **DATA PROTECTION**

Where the Company, the Manager and/or one of the Investment Managers process personal data they do so in accordance with the Orbis Privacy Policy. Further information can be found in Shareholders’ transaction documentation or on the website [www.orbis.com/international/privacy](http://www.orbis.com/international/privacy).

Except under limited circumstances, all entities to which personal data are transferred are required to maintain the confidentiality of such information to the extent they receive it, and to use the information only in the course of providing such services. Entities to which personal data are transferred may not disclose clients’ non-public personal data to persons other than those identified in the Orbis Privacy Statement, except as otherwise provided for in the Orbis Privacy Statement.

## **DISTANCE MARKETING**

Council directive 2002/65/EC concerning the distance marketing of consumer financial services (the “DM Directive”) was implemented in Luxembourg by the Law of 18 December 2006, which was later replaced by the Law of 8 April 2011 implementing a consumer code (the “DM Law”). The DM Law applies, among other things, to financial services supplied at a distance to consumers. The Company has determined that Luxembourg laws and accordingly the DM Law shall apply to the establishment of relations with prospective and current Shareholders who are entitled to the benefit of the DM Directive.

The DM Directive and DM Law require the Company to provide specified information to consumers before the contract to subscribe for its Shares is concluded. The specified information is contained in the Prospectus, Subscription Form and (for investors who elect to view their account online on the website [www.orbis.com](http://www.orbis.com)) the terms for online services. The DM Law confers cancellation rights for certain types of financial services and in specified circumstances. However, the Company’s Shares are not a type of financial service to which cancellation rights apply.

## CIRCULAR 2002/77

This circular issued by the Regulatory Authority establishes guidelines for Undertakings for Collective Investment for dealing with errors in the calculation of the Net Asset Value and for failures to comply with a fund's investment restrictions. In some instances, the corrective action required includes an obligation to compensate shareholders in Undertakings for Collective Investment for losses incurred.

### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected free of charge during usual business hours on any Luxembourg Business Day at the Manager's office, 155, rue Cents, L-1319, Luxembourg and on any Business Day at the office of the Placing Agent, Orbis House, 25 Front Street, Hamilton, HM 11, Bermuda:

- (a) the Articles of Incorporation of the Company;
- (b) the Memorandum and Articles of Incorporation (or equivalent constitutional documents, as applicable) of the Manager and the Investment Managers;
- (c) the material contracts referred to elsewhere in this document;
- (d) the financial reports of the Company;
- (e) the key investor information documents of the Company;
- (f) the Complaints Resolution Policy of the Manager; and
- (g) the Proxy Voting Policy of the Manager.

Documents (a), (b) and (f) may be delivered to interested investors at their request. Documents (e) and (g) are available on the Orbis website [www.orbis.com](http://www.orbis.com).

## RISK FACTORS

There is no assurance that the investment approach of each Fund will be successful or that a Fund will achieve its investment objective. It should be appreciated that the value of Shares in the Funds can go down as well as up, that investors may not realise the amount initially invested, and that past performance is not a reliable indicator of future results.

As part of our investment process, we consider tax impacts to the Funds in our investment case for a particular investment. However, we do not actively undertake any specific steps designed to maximise any particular outcome in respect of tax matters. We make no assurance that optimal tax treatment will be achieved in any particular circumstances.

**Exchange Rates.** Investors in the Funds may be fully exposed to the local stockmarkets in which such Funds invest and the associated currencies. The Funds may be invested in securities denominated in a number of different currencies other than the Reference Currency in which the Funds are denominated; changes in foreign currency exchange rates will affect the value of Shares held in such Funds.

**Warrants.** Given the volatility of warrant prices, investments in such instruments imply an increased risk for the investor.

**Emerging and Frontier Markets.** Certain of the Funds' investments in securities may be in markets which are considered to be emerging or frontier markets. Such markets are generally less mature and developed than those in advanced countries and have varying laws and regulations. There are

significant risks involved in investing in emerging or frontier markets, including liquidity risks, sometimes aggravated by rapid and large outflows of “hot money” and capital flight, currency risks, and political risks, including potential exchange control regulations and potential restrictions or controls on foreign investment and repatriation of capital. In many cases, such risks are significantly higher than those in developed markets. Furthermore, emerging and frontier markets often have a more limited number of potential buyers and issuers and may be dependent on revenue from particular commodities or international aid. Additionally, emerging and frontier markets may have less government supervision and regulation, differences in auditing and financial reporting standards, and less developed legal systems. In addition, emerging and frontier markets often have less developed securities settlements processes and less developed legal systems, which may delay or prevent settlement of securities transactions.

These risks are generally greater for investments in frontier market countries, which typically have smaller economies or less developed capital markets than traditional emerging market countries.

In addition, due to the nature of some emerging and frontier markets, the choice of brokers available may be more limited.

The Funds may be invested in securities listed on the Moscow Exchange (including the Moscow Interbank Currency Exchange and the Russian Trading System stock exchange). Whilst securities traded on the Moscow Exchange are treated as investments in securities dealt in on a Regulated Market, the Russian securities market is subject to particular risks, some of which may result in a lack of market efficiency and liquidity, which may cause higher price volatility and market disruptions. Investments in Russia are subject to other significant risks, including with regard to ownership and custody of securities as well as counterparty exposure.

The Depositary must, on an ongoing basis, assess the custody risk of the country where the Company’s assets are held for safekeeping. The Depositary may from time to time identify a custody risk in a jurisdiction and suggest to or compel an Investment Manager, Portfolio Manager or Sub-Portfolio Manager to promptly realise certain investments. In such circumstances, the price at which such assets will be sold may be lower than the price the Company would have received under normal conditions, impacting the performance of the Fund(s).

Similarly, an Investment Manager, Portfolio Manager or Sub-Portfolio Manager may seek to invest in securities listed in countries where the Depositary has no correspondent, requiring the Depositary to identify and appoint a local custodian. This process may take time and deprive the Fund(s) of investment opportunities.

**Segregation of Assets and Liabilities.** While it is the intention of the Company that all gains, losses and expenses of a particular Share Class be borne by that Share Class, since the Law of 2010 offers no legal segregation of assets and liabilities among Share Classes, there is a risk that, under certain circumstances, transactions in relation to one Share Class result in liabilities to, or otherwise impact the Net Asset Value of, other Share Classes of the same Fund.

For instance, the currency hedging transactions in the Euro Class of the Japan Equity Fund may, from a legal standpoint, result in liabilities impacting the Net Asset Value of all the Share Classes of that Fund. Accordingly, the Company has instituted appropriate procedures and controls to ensure that currency hedging is managed in accordance with regulatory requirements, as described under the “Currency Management” section of the Fund’s Introductory Booklet.

As of the date of this Prospectus, the Japan Equity Fund was the only Fund offering a currency hedged Share Class.

**Stockmarket Hedging.** The stockmarket hedging of the Global Balanced Fund is neither intended to, nor can it, eliminate the risk of loss inherent in its underlying equity investments. Instead such



stockmarket hedging is attempting to partially reduce the risk of loss associated with the Fund's equity investments as a result of a significant decline in stockmarkets, although this risk reduction may not be achieved. Such hedging may add to the Fund's returns during periods of stockmarket declines and detract from them during periods when stockmarket returns exceed those on cash.

**Contractual Risk.** Contractual risk includes the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. Orbis seeks to reduce a Fund's contractual risk to the extent practicable, for example, by: the selection of derivatives and derivatives dealers; limiting the level of margin deposits; instructing the Depositary to arrange for equity transactions to be settled "delivery versus payment" whenever possible; and by using netting agreements to reduce both the aggregate settlement amount of outstanding forward currency contracts and the unrealised gains thereon.

**Fixed Interest Securities.** Fixed interest securities are particularly affected by trends in interest rates and inflation. If interest rates increase, capital values may fall and vice versa. Inflation will erode the real value of capital. In addition, companies may not be able to honour payments on bonds they issue. Issuers of high-yield (non-investment grade) bonds are considered to be at greater risk of not paying interest and/or returning principal at maturity. The Global Balanced Fund may at times be invested in high yield bonds and securities of issuers that have filed for bankruptcy protection or equivalent reorganization, notably distressed debt.

**OTC Derivatives.** Subject to the provisions of this Prospectus, the Funds may enter into over-the-counter ("OTC") financial derivative instruments such as non-exchange traded options, forwards, contracts for differences and swaps in accordance with their respective investment objectives and policies. In such a case, the Funds will be exposed to a credit risk on the counterparties with which they trade. OTC derivatives are agreements specifically tailored to the needs of an individual investor that enable the user to structure the date, market level and amount of a given position. OTC derivatives are not afforded the same protection as may apply to participants trading futures, options, contracts for differences or swaps on organised exchanges, such as the performance guarantee of an exchange clearing house. The counterparty for these agreements will be the particular company or firm involved in the transaction, rather than a recognised exchange and, accordingly, the insolvency, bankruptcy or default of a counterparty with which a Fund trades such non-exchange traded options, forwards, contracts for differences and swaps could result in substantial losses to the relevant Fund.

**Collective Investment Schemes.** The Funds may be invested in securities issued by collective investment schemes. Such collective investment schemes will bear additional fees and expenses. However, there shall be no duplication of subscription or redemption fees each time the Funds are invested in other collective investment schemes managed, directly or under delegation, by the Manager, the Investment Managers or by any other entity to which the Manager and/or the Investment Managers are bound by common management or common control or by material participation, direct or not.

**Exercise of Rights.** Investors will only be able to fully exercise their investor rights directly against the Company, notably the right to participate in general Shareholders' meetings, if investors are registered themselves and in their own name in the Shareholders' register. In cases where an investor invests in the Company through an intermediary investing into the Company in the intermediary's name but on behalf of the investor, it may not always be possible for the investor to exercise certain Shareholder rights. Investors are advised to take advice on their rights.

**FATCA and Other Tax Reporting Regimes.** The FATCA rules were generally designed to establish a new reporting regime in respect of the direct and indirect ownership of non-U.S. accounts by U.S. persons. Under FATCA, each Fund is classified as an FFI.

As an FFI, each Fund has registered, as required, with the IRS. Each Fund also intends to comply with the terms of the U.S.-Luxembourg IGA. Under the terms of the U.S.-Luxembourg IGA and the implementing legislation enacted by Luxembourg, each Fund is required to obtain information

about its Shareholders (and, in some cases, beneficial holders) and may be required to disclose information about its Shareholders (and, in some cases, beneficial holders) to the Luxembourg taxation authority, which in turn may be required under the terms of the U.S.-Luxembourg IGA to share that information with the IRS.

Each Fund currently intends to qualify as a Registered Deemed-Compliant FFI (as defined in FATCA) for all FATCA purposes. Failure by a Fund to qualify as a Registered Deemed-Compliant FFI or to comply with the terms of the U.S.-Luxembourg IGA could cause the Fund to become subject to withholding tax at a rate of 30% on certain U.S.-source payments to that Fund, which could have a material adverse effect on that Fund's performance.

As a result, Shareholders (and, in some cases, beneficial holders) will be required to provide any information that the Fund determines necessary to avoid the imposition of the withholding tax or in order to allow the Fund to satisfy these obligations. Similarly, Shareholders (and, in some case, beneficial holders) will be required to provide any information that a Fund considers necessary to enable it to comply with its obligations under CRS, DAC or the U.S.-Luxembourg IGA. For Shareholders or beneficial holders that are tax resident in a participating jurisdiction, this information may be disclosed to the applicable tax authorities in that jurisdiction.

The rules under FATCA, CRS and DAC are extremely complex. Shareholders and beneficial holders should consult their own tax advisors to obtain a more detailed explanation of these rules and to learn how they might affect the Funds and Shareholders and beneficial holders in their particular circumstances.

**Stock Connect.** The Funds may invest in China A-Shares through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (together, "Stock Connect"). These are mutual market access programmes through which investors can deal in selected securities listed on the Shanghai Stock Exchange ("SSE") and/or Shenzhen Stock Exchange through the Stock Exchange of Hong Kong ("SEHK") and the clearing house in Hong Kong ("Northbound trading"), and Chinese domestic investors can deal in selected securities listed on the SEHK through the SSE or Shenzhen Stock Exchange clearing houses in Shanghai or Shenzhen, respectively ("Southbound trading"), subject to certain limitations. To the extent that a Fund's investments in China are dealt through Stock Connect, such dealing may be subject to additional risk factors, some of which may impact that Fund's ability to implement its investment strategy effectively.

As Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect were launched in November 2014 and December 2016, respectively, the relevant laws and regulations are untested and the Stock Connect rules, scope and risk factors subject to change.

The following describes the principal risk factors related to Shanghai-Hong Kong Stock Connect. Substantially similar risk factors apply to Shenzhen-Hong Kong Stock Connect.

#### *Ownership of the Stock Connect Securities*

Shanghai-Hong Kong Stock Connect securities will be held in an uncertificated form following settlement by brokers or custodians as clearing participants in accounts in the Hong Kong Central Clearing and Settlement System ("CCASS") maintained by the Hong Kong Securities and Clearing Corporation Limited ("HKSCC") as central securities depository in Hong Kong and nominee holder. HKSCC in turn holds Shanghai-Hong Kong Stock Connect securities of all its participants through a single nominee omnibus securities account in its name registered with the China Securities Depository and Clearing Corporation ("ChinaClear"), the central securities depository in mainland China. Foreign investors like the Company holding Shanghai-Hong Kong Stock Connect securities through HKSCC are the beneficial owners of the assets and are therefore eligible to exercise their rights through the nominee only. However, HKSCC will not be obliged to take any legal action or enter into court proceedings to enforce any rights on behalf of investors in Shanghai-Hong Kong Stock Connect securities in mainland China. It is furthermore uncertain whether the Chinese courts

would recognise the ownership interest of Shanghai-Hong Kong Stock Connect investors to allow them standing to take legal action against the Chinese entities in case disputes arise.

A Fund's title and interests in, and entitlements to, Shanghai-Hong Kong Stock Connect securities (whether legal, equitable or otherwise) will also be subject to disclosure of interest requirement or foreign shareholding restriction and applicable local market rules.

#### *ChinaClear or HKSCC Default*

ChinaClear has established a risk management framework and measures that are approved and supervised by the China Securities Regulatory Commission. Pursuant to the general rules of CCASS, if ChinaClear defaults, HKSCC will in good faith seek recovery of the outstanding Shanghai-Hong Kong Stock Connect securities and monies from ChinaClear through available legal channels and through ChinaClear's liquidation process, as applicable. Shanghai-Hong Kong Stock Connect investors will be distributed the Shanghai-Hong Kong Stock Connect securities and/or monies to the extent recovered directly or indirectly from HKSCC.

A failure or delay by the HKSCC in the performance of its obligations may result in a failure of settlement or the loss of Shanghai-Hong Kong Stock Connect securities and/or related monies and a Fund and its investors may suffer losses as a result. Because HKSCC is only a nominee holder and not the beneficial owner of Shanghai-Hong Kong Stock Connect securities, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong, Shanghai-Hong Kong Stock Connect securities will not be regarded as part of the general assets of HKSCC available for distribution to creditors even under mainland China law.

The Company, the Manager and the Portfolio Managers shall not be responsible or liable for any losses arising from the default of ChinaClear and/or HKSCC.

#### *Not Protected by Investor Compensation Fund*

Investors should note that any Northbound or Southbound trading under Shanghai-Hong Kong Stock Connect will not be covered by the Hong Kong's Investor Compensation Fund or the China Securities Investor Protection Fund and thus investors will not benefit from compensation under such schemes.

#### *Differences in Trading Days and Hours*

Shanghai-Hong Kong Stock Connect will only operate on days when both markets are open for trading and when banks in both markets are open on the corresponding settlement days. There will therefore be occasions when it is a normal trading day for the mainland China market but it is not possible to carry out any trading of Shanghai-Hong Kong Stock Connect securities in Hong Kong, which may create a risk of price fluctuations.

#### *Taxes*

The interpretation and applicability of existing Chinese tax laws may not be as consistent and transparent as those of more developed nations, and may vary from region to region. There is a possibility that the current tax laws, regulations, and practice in China may be changed with retrospective effect in the future.

## CONTACTS AND FURTHER INFORMATION

### ORBIS SICAV

Société d'Investissement à Capital Variable, R.C.S. Luxembourg B 90 049

### REGISTERED OFFICE

31, Z.A. Bourmicht  
L-8070 Bertrange  
Luxembourg

### BOARD OF DIRECTORS

William Gray, *President, Orbis Investment Management Limited, Bermuda*  
John C. R. Collis, *Consultant, Bermuda*  
Claude Kremer, *Partner, Arendt & Medernach, Avocats à la Cour, Luxembourg*  
Austin J. O'Connor, *Consultant, Luxembourg*  
David T. Smith, *Managing Director, Ecosse Limited, Bermuda*

### MANAGER

Orbis Investment Management (Luxembourg) S.A.  
155, rue Cents  
L-1319 Luxembourg  
Luxembourg

### CONDUCTING PERSONS OF THE MANAGER

Alexander Cutler, *Co-Manager, Orbis Investment Management Limited, Bermuda*  
Matthew Furr, *Global Risk Manager, Orbis Investment Management Limited, Bermuda*  
Justin Willott, *UK Head of Compliance, Orbis Investment Advisory Limited, London, United Kingdom*  
Alireza Ziai, *Dirigeant, Orbis Investment Management (Luxembourg) S.A., Luxembourg*

### AUDITORS OF THE COMPANY

Ernst & Young Société Anonyme  
35E, Avenue John F. Kennedy  
L-1855 Luxembourg  
Luxembourg

### LUXEMBOURG LEGAL ADVISERS OF THE COMPANY

Arendt & Medernach  
41A, Avenue John F. Kennedy  
L-2082 Luxembourg  
Luxembourg

### COMPLAINTS

Shareholders and prospective Shareholders who wish to lodge a complaint concerning the Company, the Manager or the Shares may do so by telephoning the Client Services Team of Orbis Investment Management Limited in Bermuda at +1 441 296 3000. Written complaints should be sent by electronic mail to: [clientservice@orbis.com](mailto:clientservice@orbis.com) or by mail or courier to Orbis Investment Management Limited, Orbis House, 25 Front Street, Hamilton HM 11, Bermuda, Attention: The Client Services Team. Complaints may also be submitted to the Company's United Kingdom Representative. The

Complaints Resolution Policy of the Manager is available to Shareholders and prospective Shareholders upon request. Shareholders who are natural persons residing in a Member State of the European Union and who use the services of [www.orbis.com](http://www.orbis.com) with respect to their accounts may use the EU Online Dispute Resolution platform (<http://ec.europa.eu/consumers/odr/>) for the submission of complaints relating to those online services.

## **INFORMATION FOR SHAREHOLDERS IN THE UNITED KINGDOM – UNITED KINGDOM REPRESENTATIVE**

The Company is a recognised scheme under Section 264 of the UK Financial Services and Markets Act 2000. There is no right to cancel an agreement to purchase shares under the cancellation and withdrawal rules made by the UK Financial Conduct Authority and the normal protections provided by the UK regulatory system do not apply. Compensation under the UK Financial Services Compensation Scheme is not available.

Information about the Net Asset Value per Share of each Class of the Company and access to and copies of the Prospectus, constitutional documents and most recent annual and half-yearly reports may be obtained from Orbis Investment Advisory Limited, an authorised person (FCA Firm Reference No. 122572). The Prospectus is also available on the Orbis website [www.orbis.com](http://www.orbis.com).

Orbis Investment Advisory Limited also acts as the representative of the Company in the United Kingdom for the purpose of providing facilities for submitting redemption requests and complaints. Shareholders who seek to make complaints through the Company's United Kingdom representative should submit them by post to the address indicated below:

Orbis Investment Advisory Limited  
28 Dorset Square  
London NW1 6QG  
United Kingdom

Shareholders may also call Orbis Investment Advisory Limited on +44 20 7042 2000 and ask to speak with Client Services.

While the preceding pages are intended to answer most questions, if you have any further enquiries, please do not hesitate to contact the appropriate party indicated below:

## **INVESTMENT MANAGER OF THE EMERGING MARKETS EQUITY FUND, GLOBAL BALANCED FUND, GLOBAL EQUITY FUND AND INTERNATIONAL EQUITY FUND**

Orbis Investment Management Limited  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
E-mail: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

## **INVESTMENT MANAGER OF THE JAPAN EQUITY FUND**

Orbis Investment Management  
(Guernsey) Limited  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
E-mail: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

## **PORTFOLIO MANAGER OF THE EMERGING MARKETS EQUITY FUND**

Orbis Investment Management  
(Hong Kong) Limited  
Suites 1802-1805  
18th Floor, Chater House  
8 Connaught Road  
Central, Hong Kong

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
E-mail: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

## **SUB-PORTFOLIO MANAGER OF THE EMERGING MARKETS EQUITY FUND**

Allan Gray International Proprietary Limited  
1 Silo Square  
V&A Waterfront  
Cape Town, 8001  
South Africa

## **SUB-PORTFOLIO MANAGERS OF THE GLOBAL EQUITY FUND**

Orbis Investment Management (Hong Kong) Limited  
Suites 1802-1805  
18th Floor, Chater House  
8 Connaught Road  
Central, Hong Kong

Orbis Portfolio Management (Europe) LLP  
28 Dorset Square  
London NW1 6QG  
United Kingdom

Each of the Sub-Portfolio Managers may be contacted as follows:

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
Email: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

## **INVESTMENT ADVISOR OF ORBIS INVESTMENT MANAGEMENT (GUERNSEY) LIMITED**

Orbis Investment Management Limited  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
E-mail: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

## **INVESTMENT ADVISORS OF ORBIS INVESTMENT MANAGEMENT LIMITED**

Orbis Investment Advisory Limited  
28 Dorset Square  
London NW1 6QG  
United Kingdom

Orbis Investment Management (U.S.), LLC  
600 Montgomery Street, Suite 3800  
San Francisco, CA 94111  
United States of America

Orbis Portfolio Management (Europe) LLP  
28 Dorset Square  
London NW1 6QG  
United Kingdom

Each of these Investment Advisors may be contacted as follows:

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
Email: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team

Please contact the Manager or the Placing Agent with questions regarding Orbis and investment-related matters relating to the Company. Questions regarding taxation, estate planning or other legal matters are best answered by consulting a professional advisor.

## **DEPOSITARY**

Citibank Europe plc,  
Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange  
Luxembourg

## **ADMINISTRATOR, DOMICILIARY, REGISTRAR AND TRANSFER AGENT**

Please forward Orbis forms to:

Citibank Europe plc,  
Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange  
Luxembourg

Telephone: +353 1622 4040  
Facsimile: +353 1622 4034  
Attention: The Orbis Service Team

Please contact the Administrator to notify a change in your address or with questions regarding:

- how to subscribe to the Funds of Orbis SICAV;
- how to redeem, transfer or convert Shares;
- Share certificates; or
- contract notes.

## **PLACING AGENT**

Orbis Investment Management Limited  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

Telephone: +1 441 296 3000  
Facsimile: +1 441 296 3001  
Email: [clientservice@orbis.com](mailto:clientservice@orbis.com)  
Attention: Client Services Team



## APPENDIX I - GLOSSARY

As used in the Prospectus the following terms have the meanings given below:

“Annualised Rate” refers to a daily compounded rate equivalent to an annual rate in connection with the Investment Manager’s draw on the Refundable Fee Reserve;

“Asia ex-Japan Equity Fund” refers to Orbis SICAV Asia ex-Japan Equity Fund, the predecessor of the Emerging Markets Equity Fund;

“Benchmark” refers to an independent published price tracking index or other comparative asset basket, as designated for each Fund in its Introductory Booklet, established as the performance reference standard against which the Fund’s long-term returns are measured;

“Business Day” refers to any day on which banks are open for business in Bermuda or New York;

“China A-Shares” refers to RMB-denominated “A” shares in mainland China-based companies that trade on Chinese stock exchanges such as the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange;

“Citi” refers to the Administrator;

“Class” or “Share Class” refers to a class, sub-class or series of shares (as the context requires) offered by a Fund;

“Client’s Holding” refers to the net asset value of a particular Refundable Reserve Fee Share Class held by an investor at a given point in time;

“Closing Time” refers to 10:30 pm Luxembourg time on any Dealing Day (or 9:30 pm Luxembourg time on any Dealing Days that fall in between the time Bermuda and Luxembourg adopt Daylight Savings Time);

“Commodity-linked Instruments” refers to securities and other financial instruments providing exposure to the performance of one or more commodities, commodity indices or commodity derivatives in accordance with and subject to applicable UCITS eligibility rules, including: (1) transferable securities linked to or backed by the performance of one or more commodities, commodity indices or commodity derivatives, such as exchange traded commodities and commodity-linked notes/certificates; (2) units of permitted close-ended funds substantially investing, directly or indirectly, in commodities and/or commodity-linked instruments; (3) units of UCITS or other permitted undertakings for collective investment, the investment strategy of which is to provide exposure to commodities and/or commodity-linked instruments; and (4) derivative instruments (including transferable securities embedding derivative instruments) such as futures, forwards, options or swaps, providing exposure to diversified commodity indices. Commodity-linked instruments exclude securities and financial instruments that are not permitted by the UCITS eligibility rules, such as (i) certificates representing an ownership interest in commodities (as opposed to certificates representing a debt obligation linked to or backed by the performance of commodities), and (ii) securities and other financial instruments providing for the possibility of physical delivery of the underlying commodities;

“Dealing Days” refers to the days on which Investors and Shareholders may transact in shares of a Fund as disclosed in each Fund’s Introductory Booklet and this General Information document;

“Eligible Currency” refers to any of the euro, U.S. dollars, Canadian dollars, Australian dollars, British pounds, Japanese yen, Swiss francs and South African rand;

“Eligible Orbis Fund” refers to Orbis Global Equity Fund (Australia Registered), Orbis Institutional U.S. Equity Fund L.P., Orbis Institutional International Equity Fund L.P., Orbis Institutional Emerging Markets Equity Fund L.P. and any Orbis Fund domiciled in Bermuda or Luxembourg;

“Emerging Markets Equity Fund” refers to Orbis SICAV Emerging Markets Equity Fund;

“EU” refers to the European Union;

“euro” and “EUR” refers to the legal currency of the Member States participating in the Economic and Monetary Union;

“Euro Classes” refers to those Classes for which Euro is the specified Unit Currency;

“Fair Value Pricing Adjustment” refers to the adjustment of asset values to more accurately reflect the fair value of a Fund’s assets, as more fully described in the section entitled “Determination of the Net Asset Value”;

“Fee Reserve Shares” refers to shares separately issued to the relevant Investment Manager to hold the Refundable Fee Reserves in respect of each type of Refundable Fee Reserve Share Class;

“Financial Conduct Authority” refers to the regulatory organisation established under the Financial Services Act 2012 of the United Kingdom, located at 25 The North Colonnade, Canary Wharf, London, E14 5HS, United Kingdom;

“Fixed Fee Share Class” refers to the Fixed Fee Share Classes which are available to eligible investors;

“Fund” refers to the Emerging Markets Equity Fund, the Global Balanced Fund, the Global Equity Fund, the International Equity Fund and the Japan Equity Fund;

“GBP”, “British Pounds” or “£” refers to the legal currency of the United Kingdom;

“Global Balanced Fund” refers to Orbis SICAV Global Balanced Fund, formerly named Orbis SICAV Global Balanced SA Fund and Orbis SICAV Global Balanced AG Fund;

“Global Equity Fund” refers to Orbis SICAV Global Equity Fund;

“Institutional Investor” refers to an investor who qualifies as such by the CSSF, in particular:

- (1) credit institutions or other professionals of the financial sector which invest (a) in their own name for themselves, (b) in their own name and on behalf of another Institutional Investor, or (c) in their own name and on behalf of a non-Institutional Investor who (i) has entered into a discretionary management relationship with them, and (ii) is not entitled to a direct claim against the Funds;
- (2) insurance and reinsurance companies, including life insurance or capitalisation products linked to the Funds where policyholders do not qualify as Institutional Investors, provided that (i) the insurance company is the sole subscriber to the Funds, and (ii) the policyholders have no direct access to the assets of the Funds (e.g. entitled to shares of the Fund upon termination of the insurance policy);
- (3) pension funds or plans, provided that their beneficiaries are not entitled to a direct claim against the Fund;
- (4) undertakings for collective investment;
- (5) local authorities investing on their own behalf;
- (6) holding or similar companies the shareholders of which are (a) all Institutional Investors, or (b) not all Institutional Investors, provided that the companies either (i) have material substance, a separate structure and activity from those of their shareholders, and hold significant financial interests, or (ii) may be regarded as “family” holding companies or similar structures through which a family or a branch of a family holds significant financial interests;
- (7) financial or industrial groups; and

(8) foundations holding significant other financial interests under independent control and existence from their beneficiaries or the recipients of their income or assets;

“International Equity Fund” refers to Orbis SICAV International Equity Fund;

“Investment Advisor” in relation to Orbis Investment Management (Guernsey) Limited refers to Orbis Investment Management Limited and in relation to Orbis Investment Management Limited refers to Orbis Investment Advisory Limited, Orbis Portfolio Management (Europe) LLP and Orbis Investment Management (U.S.), LLC;

“Investment Manager”, in relation to the Japan Equity Fund refers to Orbis Investment Management (Guernsey) Limited and in relation to the Emerging Markets Equity Fund, the Global Balanced Fund, the Global Equity Fund and the International Equity Fund refers to Orbis Investment Management Limited;

“Investor Share Class” refers to the Investor Share Classes, including Institutional Investor Share Classes (where applicable), of the Emerging Markets Equity Fund, the Global Balanced Fund, the Global Equity Fund, the International Equity Fund and the Japan Equity Fund, which are available to all investors or which are restricted to Institutional Investors as specified in the relevant Fund’s Introductory Booklet;

“Japan Equity Fund” refers to Orbis SICAV Japan Equity Fund;

“Japanese yen” or “yen” refers to the legal currency of Japan;

“Luxembourg Business Day” refers to any day on which banks are open for business in Luxembourg;

“Manager” refers to Orbis Investment Management (Luxembourg) S.A. as the management company of the Company;

“No Fee Share Class” refers to the No Fee Share Classes which are available to eligible investors;

“Orbis Funds” refers to the mutual funds managed by the Manager, the Investment Managers or their affiliates;

“Optimal Strategy” refers to the absolute return strategy offered by certain Orbis Funds that seeks to isolate Orbis’ stock picking skill by stripping out most of the stockmarket return through the sale of stockmarket index futures;

“Performance Fee Hurdle” refers to an independent published price tracking index or other comparative asset basket, as designated for each Share Class listed in a Fund’s Introductory Booklet, used to calculate performance fees;

“Portfolio Manager” in relation to the Emerging Markets Equity Fund refers to Orbis Investment Management (Hong Kong) Limited;

“Reference Currency” refers to the currency in which the Net Asset Value of the Fund is calculated and published;

“Refundable Reserve Fee Share Classes” refers to all of the Share Classes which offer a Refundable Reserve Fee, which are available to eligible investors;

“Regulatory Authority” refers to the Luxembourg *Commission de Surveillance du Secteur Financier*, 283, route d’Arlon L-1150, Luxembourg, e-mail: [direction@cssf.lu](mailto:direction@cssf.lu);

“Reporting Fund” refers to a Fund that has been approved as a reporting fund by the United Kingdom HM Revenue & Customs in accordance with the Offshore Funds (Tax) Regulations 2009 and subsequent amendments;

“RMB” refers to the legal currency of the People’s Republic of China;

“Shareholders” refers to the person or body corporate registered in the share register of the Company as the holder of Shares in the Company;

“Shares” refers to all classes of shares of the Company offered to investors;

“Stock Connect” refers to the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect, as the case may be, the mutual market access programmes through which investors can deal in selected securities listed on the Shanghai Stock Exchange (“SSE”) and/or Shenzhen Stock Exchange through the Stock Exchange of Hong Kong (“SEHK”) and the clearing house in Hong Kong (“Northbound trading”), and Chinese domestic investors can deal in selected securities listed on the SEHK through the SSE or Shenzhen Stock Exchange clearing houses in Shanghai or Shenzhen, respectively (“Southbound trading”);

“Sub-Portfolio Manager”, in relation to the Global Equity Fund refers to each of Orbis Investment Management (Hong Kong) Limited and Orbis Portfolio Management (Europe) LLP and in relation to the Emerging Markets Equity Fund refers to Allan Gray International Proprietary Limited;

“Unit Currency” refers in relation to a Class of a Fund which issues shares in multiple currencies, the currency in which the Net Asset Value per share of the shares of the Class is calculated and published;

“US\$” or “\$” refers to the legal currency of the United States of America; and

“Yen Classes” refers to those Classes for which Japanese yen is the specified Unit Currency.

## APPENDIX II - INVESTMENT RESTRICTIONS

Except to the extent that more restrictive rules are provided for in connection with a specific Fund under the Section "Investment Restrictions" for such Fund, the investment policy shall comply with the investment restrictions set forth below, which summarises those prescribed under Part I of the Law of 2010. Each Fund, as well as any sub-fund of a UCITS referred to below, shall be considered as a separate UCITS for the purposes of Sections A through F below.

All capitalised terms not otherwise defined shall have the meanings ascribed to them in the definitions at the end of this Appendix.

A. Investments in the Funds shall consist solely of one or more of the following:

- (1) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market;
- (2) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State;
- (3) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an Other State or dealt in on an Other Regulated Market in an Other State;
- (4) recently issued Transferable Securities and Money Market Instruments, provided that:
  - the terms of issue include an undertaking that application will be made for admission to an official listing on a Regulated Market, a stock exchange in an Other State or on an Other Regulated Market as described under (1)-(3) above;
  - such admission is secured within one year of issue;
- (5) units of UCITS and/or other UCIs within the meaning of Article 1 (2) (a) and (b) of the UCITS Directive, whether situated in a Member State or in an Other State, provided that:
  - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Regulatory Authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
  - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;
  - the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
  - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

These restrictions do not apply where a Fund is investing in units of a master fund qualifying as a UCITS.

- (6) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State, provided that it is subject to prudential rules considered by the Regulatory Authority as equivalent to those laid down in Community law;

- (7) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:
- the underlying consists of instruments covered by this Section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Regulatory Authority; and
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund’s initiative; and,
- (8) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issuer or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong;
  - issued by an undertaking any securities of which are dealt in on Regulated Markets or on Other Regulated Markets referred to in (1), (2) or (3) above;
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Regulatory Authority to be at least as stringent as those laid down by Community law; or
  - issued by other bodies belonging to the categories approved by the Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third bullet points above and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (10,000,000 euro) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

B. Each Fund may however:

- (1) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to in Section A;
- (2) hold cash and cash equivalents on an ancillary basis; such restriction may exceptionally and temporarily be exceeded if the Board of Directors considers this to be in the best interest of the Shareholders;
- (3) borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute “borrowings” for the purpose of this restriction; and
- (4) acquire foreign currency by means of a back-to-back loan.

C. In addition, the Company shall comply in respect of the net assets of each Fund with the following investment restrictions per issuer:

(a) Risk Diversification Rules

For the purpose of calculating the restrictions described in paragraphs (1) to (6) and (9) hereunder, companies which are included in the same Group of Companies are regarded as a single issuer.

To the extent an issuer is a legal entity with multiple sub-funds where the assets of a sub-fund are exclusively reserved to the investors in such sub-fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that sub-fund, each sub-fund is to be considered as a separate issuer for the purpose of the application of the risk spreading rules described under items (1) to (6), (8), (10) and (12) to (15) hereunder.

*Transferable Securities and Money Market Instruments*

- (1) A Fund may invest no more than 10% of its net assets in Transferable Securities or Money Market Instruments issued by the same body.
- (2) The total value of the Transferable Securities and Money Market Instruments held by a Fund in the issuing bodies in each of which it invests more than 5% of its net assets must not exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.
- (3) A Fund may invest on a cumulative basis up to 20% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of Companies.
- (4) The limit of 10% set forth above under (1) is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).
- (5) The limit of 10% set forth above under (1) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, “qualifying debt securities” are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Fund.
- (6) The securities specified above under (4) and (5) are not to be included for purposes of computing the ceiling of 40% set forth above under (2).
- (7) Notwithstanding the ceilings set forth above, each Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any member state of the Organization for Economic Cooperation and Development (“OECD”) or the Group of Twenty (the “G20”), the Republic of Singapore, the Hong Kong Special Administrative Region of the People’s Republic of China, or by a public international body of which one or more Member State(s) are member(s), provided that (i) the securities, at the level of the Fund’s portfolio, are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Fund.

(8) Without prejudice to the limits set forth hereunder under (b), the limits set forth in (1) are raised to a maximum of 20% for investments in shares and/or debt instruments issued by the same body when the aim of the Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the Regulatory Authority, on the following basis:

- the composition of the index is sufficiently diversified;
- the index represents an adequate benchmark for the market to which it refers; and
- it is published in an appropriate manner.

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

### *Bank Deposits*

(9) A Fund may not invest more than 20% of its net assets in deposits made with the same body.

### *Derivative Instruments*

(10) The risk exposure to a counterparty in an OTC derivative transaction and efficient portfolio management techniques may not exceed 10% of the Fund's net assets when the counterparty is a credit institution referred to in A (6) above or 5% of its net assets in other cases.

(11) Each Fund may invest, according to its investment policy and within the limit laid down in this Appendix II, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in this Appendix II. When a Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in this Appendix. The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

(12) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of (A) (7) and (C) (1) above as well as with the risk exposure and information requirements laid down in the Prospectus.

### *Units of Open-Ended Funds*

(13) No Fund may invest more than 20% of its net assets in the units of a single UCITS or other UCI referred to in A. (5). Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net assets of a Fund.

### *Combined Limits*

(14) Notwithstanding the individual limits laid down in (1), (9) and (10) above, a Fund may not combine:

- investments in Transferable Securities or Money Market Instruments issued by;
- deposits made with; and/or
- exposures arising from OTC derivative transactions and efficient portfolio management techniques undertaken with,



a single body in excess of 20% of its net assets.

- (15) The limits set out in (1) to (6), (9) and (10) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments and efficient portfolio management techniques made with this body carried out in accordance with (1) to (6), (9) and (10) above may not exceed a total of 35% of the net assets of the Fund.

(b) Limitations on Control

- (16) No Fund may acquire such amount of shares carrying voting rights which would enable the Company to exercise significant influence over the management of the issuer.

As a general matter of market practice in Luxembourg, significant influence over the management of an issuer is considered to be exercised when an investment company, or a management company acting in connection with all of the common funds which it manages, acquires 10% or more of the issuer's voting shares (the "10% Threshold"). However, neither the Law of 2010 nor Directive 2009/65/EC have defined the term "significant influence" as used in their Articles 48(1) and 56(1), respectively, and in this investment restriction. Consequently, the Company has determined that once it reaches the 10% Threshold, a presumption that it is able to exercise significant influence over the management of the issuer is created. However, this presumption may be rebutted by the Manager by having regard to the issuer's particular facts and circumstances. If this presumption is rebutted to the satisfaction of the Manager acting in the best interests of the Company and its Shareholders, then the Company may exceed the 10% Threshold to the extent that its holdings in the issuer remain below the relevant threshold at which significant influence could be exercised within the context of the applicable facts and circumstances.

- (17) Neither any Fund nor the Company may as a whole acquire: (i) more than 10% of the outstanding non-voting shares of any one issuer; (ii) more than 10% of the outstanding debt securities of any one issuer; (iii) more than 10% of the Money Market Instruments of any one issuer; or (iv) more than 25% of the outstanding shares or units of any one UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The ceilings set forth above under (16) and (17) do not apply in respect of:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s);
- shares in the capital of a company which is incorporated under or organised pursuant to the laws of an Other State, provided that (i) such company invests its assets principally in securities issued by issuers of that Other State, (ii) pursuant to the laws of that Other State a participation by the relevant Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that Other State, and (iii) such company observes in its investments policy the restrictions set forth under C, items (1) to (10) and (12) to (17); and

- shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of Shares at the request of Shareholders.

D. In addition, the Company shall comply in respect of its net assets with the following investment restrictions per instrument:

- (1) Each Fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions.

E. Finally, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:

- (1) No Fund may acquire commodities or precious metals or certificates representative thereof, provided that transactions in foreign currencies, financial instruments, indices or Transferable Securities as well as futures and forward contracts, options and swaps thereon are not considered to be transactions in commodities for the purposes of this restriction.
- (2) No Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- (3) No Fund may use its assets to underwrite any securities.
- (4) No Fund may issue warrants or other rights to subscribe for Shares in such Fund.
- (5) A Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Fund from investing in non-fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).
- (6) The Company may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under A, items (5), (7) and (8).
- (7) Direct investments in China A-Shares and other RMB-denominated securities that trade on Chinese stock exchanges will be made through Stock Connect or similar mutual market access programmes provided that the Manager, in consultation with the Board of Directors, and the Depositary are both satisfied that the conditions and risks associated therewith do not differ from those in relation to Stock Connect. If and as applicable, the disclosure in the Introductory Booklet and/or key investor information document of any Fund investing more than 10% if its net assets in China A-Shares and other RMB-denominated securities that trade on Chinese stock exchanges will be updated accordingly.

F. Notwithstanding anything to the contrary herein contained:

- (1) The ceilings set forth above may be disregarded by each Fund when exercising subscription rights attaching to securities in such Fund's portfolio.
- (2) If such ceilings are exceeded for reasons beyond the control of a Fund or as a result of the exercise of subscription rights, such Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its Shareholders.

The Board of Directors and the Manager have the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Company are offered or sold.

## DEFINITIONS

Unless otherwise indicated, the following terms have the following meanings:

<b>Group of Companies</b>	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognised international accounting rules.
<b>Member State</b>	a member state of the European Union, including the States that are contracting parties to the agreement creating the European Economic Area, within the limits set forth under this agreement and related acts.
<b>Money Market Instruments</b>	instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.
<b>Other Regulated Market</b>	a market which is regulated, operates regularly and is recognised and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); neutrality of its organiser (the organiser's role must be limited to recording and supervision); (ii) on which the securities are dealt in at a certain fixed frequency; (iii) which is recognised by a state or by a public authority which has been delegated by that state or by another entity which is recognised by that state or by that public authority such as a professional association; and (iv) on which the securities dealt are accessible to the public.
<b>Other State</b>	any state of Europe which is not a Member State, and any state of America, Africa, Asia, Australia and Oceania.
<b>Regulated Market</b>	a regulated market as defined in the Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments ("Directive 2004/39/EC"), namely a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interest in financial instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the provisions of the Directive 2004/39/EC.
<b>Transferable Securities</b>	shares and other securities equivalent to shares; bonds and other debt instruments; and any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, with the exclusion of techniques and instruments (see Appendix III).

## APPENDIX III – RISK MANAGEMENT PROCESS AND SPECIAL INVESTMENT TECHNIQUES AND INSTRUMENTS

### A. GENERAL

The Company may employ special investment techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments are used for the purposes of efficient portfolio management within the meaning of, and under the conditions set out in, applicable laws, regulations and circulars issued by the Regulatory Authority from time to time. As of the date of this Prospectus, none of the Funds had engaged in securities lending or borrowing, repurchase agreement transactions, reverse repurchase agreement transactions, sell/buy-back transactions or total return swaps. If and as applicable, the disclosure in this General Information document and/or the Introductory Booklet of any Fund engaging in such transactions will be updated accordingly.

When these operations concern the use of derivative instruments, the conditions and limits shall conform to the provisions laid down in “Appendix II: Investment Restrictions”.

Under no circumstances shall these operations cause a Fund to diverge from its investment objectives as laid down in the Prospectus or add substantial additional risks in comparison to the stated risk profile of the Fund.

The Manager uses a risk management process which enables it to assess the exposure of each of the Funds to market, liquidity and counterparty risks, including operational risks, which are material for the Funds.

As part of the risk management process, and based on the risk profile of the Funds with respect to the use of financial derivative instruments and other efficient portfolio management techniques, the Manager uses the commitment approach to monitor and measure the global exposure of each Fund, unless otherwise provided for with respect to a particular Fund. This approach measures the global exposure related to positions in financial derivative instruments and other efficient portfolio management techniques which, unless otherwise provided for with respect to a particular Fund, may not exceed the total Net Asset Value of the portfolio of the relevant Fund.

The Funds do not employ financial derivatives to a large extent or in a systematic way as part of complex investment strategies. Financial derivative instruments used are limited to standard derivatives. These primarily consist of: foreign exchange forward contracts, which may be used to protect against foreign exchange risks in the context of the management of the Funds’ assets and liabilities; index futures and index options, which may be used to reduce stockmarket and/or bond market exposure or for investment efficiency purposes; and equity options, which may be used for income generation and other investment efficiency purposes.

To the extent that any Fund intends to employ efficient portfolio management techniques comprised of the activities described under Sections B and C of this Appendix III, it will outline any specific policies and risks arising from any such activities in the introductory booklets of the respective Fund.

### B. SECURITIES LENDING AND BORROWING

The Company may enter into securities lending and borrowing transactions provided that they comply with the following rules:

- (i) The Company may only lend or borrow securities through a standardised system organised by a recognised clearing institution or through a first class financial institution specialising in this type of transaction.
- (ii) As part of lending transactions, the Company must in principle receive a guarantee, the value of which at the conclusion of the contract must be at least equal to the aggregate value of the securities lent.

This guarantee must be given in the form of liquid assets and/or in the form of securities issued or guaranteed by a member state of the OECD or by its local authorities or by supranational institutions and undertakings of a community, regional or worldwide nature or by an on demand guarantee furnished by a first class financial institution blocked in the name of the Company until the expiry of the loan contract.

Such a guarantee shall not be required if the securities lending is made through recognised clearing institutions or through any other organisation assuring to the lender a reimbursement of the value of the securities lent, by way of a guarantee or otherwise.

- (iii) The Company will ensure that the volume of the securities lending and borrowing transactions is kept at an appropriate level and that it is able at any time to recall any securities lent or terminate any securities lending agreement into which it has entered in a manner that enables it, at all times, to meet its redemption obligations.

### **C. REPURCHASE AGREEMENT TRANSACTIONS**

The Company may on an ancillary basis enter into repurchase agreement transactions which consist of the purchase and sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their contractual arrangement.

The Company can act either as purchaser or seller in repurchase agreement transactions or a series of continuing repurchase transactions. Its involvement in such transactions is, however, subject to the following rules:

- (i) The Fund may not buy or sell securities using a repurchase agreement transaction unless the counterparty in such transactions is a highly-rated financial institution specializing in this type of transaction, including a member bank of the U.S. Federal Reserve System.
- (ii) During the life of a repurchase agreement contract, the Fund cannot sell the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the repurchase term has expired, except to the extent it has borrowed similar securities in compliance with the provisions set forth hereabove in respect of securities borrowing transactions.
- (iii) The Company must ensure that the level of its exposure to repurchase agreement transactions is such that it is able, at all times, to meet its redemption obligations.
- (iv) When entering into a reverse repurchase agreement, the Company must ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement must be used for the calculation of the net asset value of the Fund.
- (v) When entering into a repurchase agreement, the Company must ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

## D. COLLATERAL

Risk exposure to a counterparty arising from OTC derivative transactions and other efficient portfolio management techniques will take into account collateral, if any, provided by the counterparty.

Collateral received by the Company on behalf of a Fund, if any, may be used to reduce a Fund's counterparty risk exposure if the collateral received for the benefit of a Fund complies with the conditions imposed by applicable laws and regulations, notably in terms of liquidity, valuation, issuer credit quality, correlation and diversification, as well as any guidance issued from time to time by the Regulatory Authority in this respect.

Collateral provided by a counterparty in the context of OTC derivative transactions and efficient portfolio management techniques, if any, will be taken into consideration with respect to the Company's applicable counterparty risk limits, as set out in this Prospectus. Collateral will be valued on a daily basis using available market prices and taking into account appropriate discounts depending, notably, on price volatility and the credit quality of the issuer of the collateral. Cash collateral not tendered in the Reference Currency of a Fund or Unit Currency of a Class will be valued on a daily basis taking into account (i) the prevailing exchange rate determined by Citi, and (ii) appropriate discounts, if any, which will be determined based on the haircut policy adopted by the Company. As of the date of this Prospectus, the Company expects that no discount will be applied to the value of any cash collateral received by the Funds.

Non-cash collateral received by the Company on behalf of a Fund cannot be sold, reinvested or pledged, except where and to the extent permissible under Luxembourg law and regulations. Cash collateral can be reinvested in liquid assets permissible under Luxembourg law and regulations, as further set out below. As of the date of this Prospectus, the Company shall only accept cash collateral. For this reason, the Company will not carry out stress tests. Should the Company elect to take non cash collateral, this Prospectus will be updated accordingly.

Any reinvestment of cash collateral shall be sufficiently diversified in terms of country, markets and issuers with a maximum exposure, on an aggregate basis, of 20% of the Fund's Net Asset Value to any single issuer. When a Fund is exposed to different counterparties, collateral received should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation, this limit may be exceeded and up to 100% of the collateral received by a Fund may consist in transferable securities and money market instruments issued or guaranteed by a Member State, by one or more of its local authorities, by a member State of the OECD or the G20, by the Republic of Singapore, by the Hong Kong Special Administrative Region of the People's Republic of China, or by a public international body of which one or more Member State(s) are member(s), provided that (i) the securities or instruments, at the level of the Fund's portfolio, are part of a basket of collateral comprised of securities or instruments of at least six different issues, and (ii) the securities or instruments from any one issue do not account for more than 30% of the net assets of such Fund.

The Company's determination of the required level of collateral may vary as per the agreements in place with the individual counterparties, taking into account factors including the nature and characteristics of the counterparties to the executed transactions, the creditworthiness and identity of counterparties, applicable laws and regulations, and prevailing market conditions. It is expected that OTC financial derivative instruments will generally be fully collateralized to their positive mark-to-market value.

To the extent required by the 'Guidelines on ETFs and Other UCITS Issues' issued by the European Securities and Markets Authority ("ESMA"), cash collateral received for the benefit of a Fund will only be:

- (i) placed on deposit with a credit institution which has its registered office in a Member State or a credit institution located in a third-country which is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (ii) invested in high-quality government bonds;
- (iii) used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis; and/or
- (iv) invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds issued by ESMA, as may be amended from time to time.

Similarly, reinvested cash collateral should be diversified in accordance with the diversification requirements set out above.

A Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Fund to the counterparty at the conclusion of the transaction. The Fund would be required to cover a shortfall in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Fund.



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