LFP Prime SICAV - SIF S.A.

Société d'investissement à capital variable – Société anonyme Registered office: 2, Rue d'Alsace, L-1122 Luxembourg, Grand Duchy of Luxembourg R.C.S. Luxembourg B 154091 (the "Company")

CONVENING NOTICE TO A GENERAL MEETING OF SHAREHOLDERS OF THE SUB-FUND "OLD BROAD STREET FUND – ADVENTUROUS PORTFOLIO" OF THE COMPANY

The shareholders of the sub-fund "Old Broad Street Fund – Adventurous Portfolio" of the Company (the "Contributing Sub-Fund") are hereby convened to attend a general meeting of the shareholders of the Contributing Sub-Fund (the "Shareholders") which will be held on 27th August 2018 at 11:00 Luxembourg time at the registered office of the Company, 2, rue d'Alsace, L-1122 Luxembourg (the "Meeting") for the purpose of considering and voting upon the following agenda:

- Contribution of the sub-fund "LFP Prime SICAV-SIF S.A. Old Broad Street Fund -Adventurous Portfolio" into the sub-fund "LFP artners Investment Funds – Enhanced Growth Fund";
- 2. Miscellaneous.

The agenda of the Meeting is the same as the one of the general meeting of shareholders of the Contributing Sub-Fund which was held on 20th July 2018 and for which there was no deliberation on the agenda as no Shareholder was present or represented.

The Shareholders who are not in favor of such Contribution have always the possibility to redeem or convert their shares free of charge until 4^{th} September 2018 at 16:00 (Luxembourg time).

The Meeting will have to vote on the contribution of the Contributing Sub-Fund into the class of share A2 of the sub-fund "Enhanced Growth Fund" of LFPartners Investment Funds (the "Receiving Sub-Fund"), an undertaking for collective investment in transferable securities having its registered office at 2, boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg *Registre de Commerce et des Sociétés* under number B182010, upon CSSF's approval, based on the comparative table of the Contributing Sub-Fund and the Receiving Sub-Fund annexed to the present convening notice, and as per the following terms and conditions (the "Contribution"):

Shares with no par value (the "New Shares") will be issued, free of charge, as a result of the contribution of assets and liabilities of the Contributing Sub-Fund to the Receiving Sub-Fund.

The Shareholders will receive New Shares in the Receiving Sub-Fund in the registered form indicated in the table below:

Contributed classes of shares		Receiving classes of shares	
A Share Class	LU1070707960	A2 Share Class	LU1402310707
B Share Class	LU1070708000	in chare chass	101402310/0/

The number of New Shares allocated to the shareholders of each Class of Shares of the Contributing Sub-Fund will be determined on the basis of the NAV of 5th September 2018, which will be verified and approved by an authorized auditor.

The cost of the Contribution will be fully supported by the Contributing Sub-Fund, being understood that such Contribution will be considered as a subscription in the Receiving Sub-Fund and therefore subject to a Share Creation Charge of 5% (as more detailed in Appendix I).

After the allocation of New Shares, the Contributing Sub-Fund shall cease to exist and all of its shares will be cancelled.

The following documents are at disposal of the Shareholders, free of charge, at the registered office of the Company:

• A copy of the latest version of the prospectus of the Company and of LFPartners Investment Funds;

 A copy of the Key Investor Information Documents of LFPartners Investment Funds – Enhanced Growth Fund;

 A copy of the current agreements (including the fees details) concluded by LFPartners Investment Funds having an impact on the net asset value of the Receiving Sub-Fund.

The deliberation on the resolutions on the Meeting agenda will take place on the day of the Meeting as there is no quorum required and the decisions will be taken by a simple majority of the votes of the Shareholders present or represented.

It is expected that, if approved by the Meeting, the Contribution will be effective by 11th September 2018 at the latest. The Shareholders will be informed of the outcome of the Meeting without undue delay.

Shareholders are advised that the rights of Shareholders to attend a general meeting and to exercise a voting right are determined according to their shares held at the 1 calendar day prior the general meeting at midnight (Luxembourg time).

If you wish to attend the Meeting in person, we would be most grateful if you would communicate your intention to us at latest 4 Luxembourg business days before the meeting.

If you are unable to attend the Meeting in person, you may be represented at the Meeting by means of the attached proxy, returned as soon as possible and at least 1 Luxembourg business day before the Meeting by email (domiciliation@efa.eu) or by fax to the following number: +352 48 65 61 89 22.

Please also send back the duly signed original proxy form to the following address: European Fund Administration S.A. Mrs. Andreea Voicu 2, rue d'Alsace L-1122 Luxembourg

Luxembourg, 17th August 2018

APPENDIX I - Comparative table

LFP Prime SICAV-SIF S.A. – Old Broad Street Fund - Adventurous Portfolio

(Contributing Sub-Fund)

Note: LFP Prime SICAV-SIF S.A. — Old Broad Street Fund - Adventurous Portfolio is referred to the "**Fund**" in the present column and the defined terms have the meaning of the prospectus of the Contributing Sub-Fund.

LFPartners Investment Funds – Enhanced Growth Fund

(Receiving Sub-Fund)

Note: LFPartners Investment Funds – Enhanced Growth Fund is referred to the "Fund" in the present column and the defined terms have the meaning of the prospectus of the Receiving Sub-Fund.

Investment Strategy / Objective / Policy

The Fund aims to provide capital appreciation over the medium to long term.

The strategy will primarily focus on downside protection and create asymmetry returns which are the drivers of long-term performance. The Fund will construct a portfolio of mutual funds, undertakings for collective investments in transferable securities (UCITS), undertakings for collective investments (UCIS), fixed income, equities, commodities, currencies, cash and near cash and alternative strategies combining several asset classes to meet its investment objectives.

The Fund will make selective asset allocation decisions based on a sound assessment of underlying investment potential offered by each targeted investment fund. The investment strategy will be process driven, following a strategy of diversification over a broad number of investments and portfolio limits to avoid over exposure to any specific investment area.

The Fund's investment strategy is based on the following steps:

- Assessing the investment universe, on-going review of the alternative sectors;
- Development of a target asset allocation, using an optimizer to construct a portfolio with the lowest volatility;
- Definition of optimal portfolio composition, qualitatively assessing each target investment for portfolio allocation;
- Rigorous quantitative and qualitative due diligence process (Track Record & Value Analysis, Ratings Surveillance, Reference Checks, Legal Due Diligence);
- Portfolio Management: Performance Measurement, Return enhancement, Risk

The strategy will primarily focus on seeking growth over the long term and create asymmetry returns which are the drivers of long-term performance. The Fund's main investment objective is to provide investors with an enhanced growth and income.

The Fund will make selective asset allocation decisions based on a sound assessment of underlying investment potential offered by each targeted investment fund. The investment strategy will be process driven, following a strategy of diversification over a broad number of investments and portfolio limits to avoid over exposure to any specific investment area.

The Fund's investment strategy is based on the following steps:

- Assessing the investment universe, ongoing review of the alternative sectors;
- Development of a target asset allocation, using an optimizer to construct a portfolio with the lowest volatility;
- Definition of optimal portfolio composition, qualitatively assessing each target investment for portfolio allocation;
- Rigorous quantitative and qualitative due diligence process (Track Record & Value Analysis, Ratings Surveillance, Reference Checks, Legal Due Diligence);
- Portfolio Management: Performance Measurement, Return enhancement, Risk control, Reporting, Predictability and Transparency.

The Fund will construct of portfolio of:

UCITS and eligible UCIs alternative strategy funds such as managed futures funds, long/short equity funds, global macro investment funds, listed REITs, UCITS eligible private equity funds in control, Reporting, Predictability and Transparency.

The Fund's main investment objective is to provide investors with a balance growth and income by mainly investing in alternative strategy funds such as managed futures funds, CTAs, long/short equity funds, global macro investment funds, listed REITs, private equity funds in emerging/developed market capitalizations of large or small companies and financial derivatives instruments (for hedging purposes).

The Fund may also invest its assets in a diversified portfolio of mutual funds, Luxembourg and European undertakings for collective investments in transferable securities (UCITS), Luxembourg and European units of undertakings for collective investments (UCIs) including Specialised Investment Funds (SIF) governed by the 2007 Law and other type of regulated investment funds, Exchange-traded Funds (ETFs), fixed income, equities, commodities, currencies, cash and near cash.

The Fund shall identify, capture, develop and 'actively manage' a portfolio of alternative investment funds and assets to ensure limited correlation between investment strategies and broader markets expanding or restricting exposure to specific investment areas in order to maximise returns within specific investment cycles.

No specific restrictions apply concerning the volatility limits of the portfolio of the Fund.

- emerging/developed market capitalizations of large or small companies;
- mutual funds, undertakings for collective investments in transferable securities (UCITS), undertakings for collective investments (UCIs) investing mainly in equities, commodities (through UCITS eligible instruments), compliant with prevailing rules under UCITS Law and on basis mutual funds, ancillary undertakings for collective investments in securities transferable (UCITS), undertakings for collective investments (UCIs) investing in fixed income securities, currencies and cash; and
- Currency SWAPS for hedging purposes only.

The Fund shall identify, capture, develop and 'actively manage' a portfolio of UCITS and eligible UCIs alternative investment funds and assets to ensure limited correlation between investment strategies and broader markets expanding or restricting exposure to specific investment areas in order to maximize returns within specific investment cycles.

No specific restrictions apply concerning the volatility limits of the portfolio of the Fund.

Depending on prevailing market conditions the Fund may be primarily invested in money market, cash and deposits to protect the interest of its investors, potentially through mutual funds, undertakings for collective investments in transferable securities (UCITS) and undertakings for collective investments (UCIs).

Profile of the typical investor

The Fund is suitable for investors who are prepared to tolerate higher capital losses in return for a higher level of capital growth.

The Fund is suitable for investors who are prepared to tolerate higher capital losses in return for a higher level of capital growth.

The Fund is suitable for investors who seek medium to long-term capital appreciation and who are comfortable with and understand the risks associated with investing in a variety of investment funds (UCITS and other UCIs) and broadly speaking of financial markets of moderate to high risk. Investors must also be comfortable with and understand that while their monies will be invested in liquid instruments, they will need to trade-off temporary losses in return for capital appreciation. Note, there is no minimal holding period required of the investors for the sake of maximum liquidity, transparency and efficiency.

Investment advisor

Old Broad Street Investments Limited

Mill Mall, Suite 6, Wickhams Cay 1 P.O. Box 2085, Road Town Tortola, British Virgin Islands

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Valuation Day

Daily valuations

The Fund's Net Asset Value is going to be valued on each banking day. The Fund's net asset value will be calculated on the next following banking day in the Grand Duchy of Luxembourg (the "Valuation Day"). If the Valuation Day is a bank holiday in the Grand Duchy of Luxembourg, then the net asset value per share is going to be computed on the next banking day.

Risk profile

Investment in the Fund involves risks and it is possible that a Shareholder may lose a substantial proportion or all of its investment in the Fund.

The value of the investments may fall as well as rise. The performance of the Fund is subject to changes in various factors including, without any limitation, fluctuations in equity values, currencies and interest rate movements.

Risk factors:

- General economic and market conditions
- Market risk
- Potential market volatility
- Temporary investments in liquid assets
- Liquidity risk
- Concentration and diversification
- Investments in Mutual Funds Risk
- Income Securities Risk
- High Yield Securities Risk
- Risks linked to the valuation of the assets
- Equity Securities Risk
- Index Funds Risk
- Derivatives Risk

Further information about risks factors can be found in the Prospectus.

The investment value of Shareholders may fall as well as rise and Shareholders may get back less than they originally invested.

The value of the assets of the Fund may go down as well as up in response to the performance of individual companies or issuers and general market conditions.

The Fund's may invest in UCITS and/or other UCIs investing in securities issued by selected companies or issuers. Operating expenses, including investment management fee and administration fees, of such targeted investment funds will reduce the return and investment value on such investments. All risks linked to assets of the targeted investment funds may decrease the investment values of Shareholders.

Risk factors:

- Equity risk
- Debt securities
- Derivatives risk
- * Futures
- Emerging markets

Further information about risks can be found in Section "Principal Risks" of the Prospectus.

Leverage / Securities financing transactions / Global Risk Exposure and Risk Management

In accordance with the 2013 Law, the AIFM will provide to competent authorities and Investors the level of leverage both on a gross basis in accordance with the gross method as set out in article 7 of the AIFMR and on a commitment basis in accordance with the commitment method as set out in article 8 of the AIFMR. The

The Fund may only use derivative instruments for hedging purposes only.

The Fund will not enter into security lending transaction or (reverse) repurchase agreement and will not invest in Total Return Swap ("TRS") or Contracts for Difference ("CFD"). As a result, the Fund is not subject to the CSSF Circular

level of leverage calculated according to the gross and commitment methods is not expected to exceed 200% of the Net Asset Value. Information on the total amount of leverage calculated in accordance with the gross and commitment methods employed by the Fund will be disclosed to Investors in the annual report and on a regular basis.

14/592 and not subject to the Regulations (EU) 2015/2365 on transparency of securities financing transactions and of reuse.

Commitment approach will be used to compute the global risk exposure.

The Management Company, on behalf of the Fund, will employ a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the Fund.

The Commitment Approach is defined as the sum of the absolute value of the individual commitments of financial derivatives instruments, after taking into account possible effects of netting and hedging techniques.

Classes of Shares' characteristics

Classes of Shares A and B

- Well Informed Investors
- Currency of the Share Classes:
- Share Class A: GBP
- Share Class B: USD
- Type of Shares:
 - Accumulation

Classes of Shares A, A2 and B

- Retail Investors
- Pricing Currency:
- Classes of Shares A and A2: GPB
- Class of Shares B: USD
- Dividend Policy:
- Capitalisation

Subscription and redemption

Initial Subscription Price:

- Class of Shares A: GBP 100
- Class of Shares B: USD 150

Subscription of Shares:

- <u>Minimum</u> <u>subscription</u> <u>amount</u> (subscriptions may be made in amounts only and not in a number of Shares): GBP 10,000 for Share Classes A and USD 10,000 Share Classes B
- Subscription day and cut-off time: requests must be received before 16:00 one bank business day in Luxembourg prior to the applicable Valuation Day
- Payment: minimum one bank business days in Luxembourg prior to the applicable Valuation Day in the base currency of the Share Class. Subscriptions orders will only take place in nominal amounts (not in fund Shares). In case of non-payment of the subscription orders' monies, the orders can be cancelled by the Board of Directors. In case of late payment of the subscription

Initial Issue Price:

- Classes of Shares A and A2: GPB 100
- Class of Shares B: USD 100

Subscription of Shares:

- Minimum initial subscription amount: GBP 10,000 for Classes of Shares A and A2 and USD 10,000 Class of Shares B
- <u>Minimum subsequent subscription amount:</u> GBP 1,000 for Classes of Shares A and A2 and USD 1,000 Class of Shares B
- <u>Subscription day and cut-off time</u>: before 5 p.m. Luxembourg time on the Business Day prior the Valuation Day
- <u>Settlement</u>:
 - should be received within a period of three (3) Business Days after the Valuation Day
 - possibility to accept payment in the form of securities and other assets as stipulated in the Fund's Prospectus

Subscription Fee:

orders' monies, the order may be executed at the next Valuation Day.

Subscription Charges:

- Share Class A : up to 5% on every subscription amount received
- Share Class B : up to 5% on every subscription amount received

Subscription charges are for the benefit of the Investment Advisor.

Redemption of Shares:

- Redemption Day and Cut-Off Time: requests must be received one bank business day prior the relevant Valuation Day before 16:00
- Payment Day: redemptions monies will normally be paid in the base currency of the Share Class within a maximum of five bank business days in Luxembourg after the Valuation Day. Orders can be placed either in nominal amounts or fund Shares.
 - Redemption Charges: No Redemption charges will apply.

- Classes of Shares A and B: Subscription fee of up to 5% payable either to the Management Company or to the appointed Distributor(s).
- Class of Shares A2: A Share Creation Charge ("SCC") of 5% may apply: represented by a monthly charge, equal to 0.083% per month of every subscription amount received, which will be borne by the Fund in the form of a Share Creation Charge and amortised back to the Fund on a daily basis over a period of sixty (60) months from the date of each subscription. The Share Creation Charge shall apply to all initial subscriptions and any subsequent subscriptions. The full amount of the Share Creation Charge may be paid to officially appointed parties involved in the offering of Shares, at the time of the subscription. Upon redemption of shares the Share Creation Charge will extinct and the write off of the remaining accrual will be materialized by a Contingent Deferred Sales Charge computed on a pro rata temporis.

Redemption of Shares:

- <u>Minimum Redemption Amount:</u> GBP 1,000 for Classes of Shares A and A2 and USD 1,000 Class of Shares B
- Redemption Day and Cut-Off Time: before 5 p.m. Luxembourg time at least 2 Business Days preceding the relevant Valuation Day
- Payment Day: Within 4 Business Days following the relevant Valuation Day

Redemption Fee:

- Classes of Shares A and B: No redemption fee will apply
- Class of Shares A2: Contingent Deferred Sales Charge ("CDSC") as outlined below so as to compensate the 5% Share Creation Charge borne by the Fund:
 - Year 1 (after the subscription): 5% of the redemption proceed pro rata temporis;
 - Year 2: 4% of the redemption proceed pro rata temporis;
 - Year 3: 3% of the redemption proceed pro rata temporis;
 - Year 4: 2% of the redemption proceed pro rata temporis;
 - Year 5: 1% of the redemption proceed pro rata temporis.

This Redemption Fee may be paid by the Fund to either to the Management Company or to the appointed Distributor(s).

Other fees

Management Fee payable to the AIFM

- 2.45% on the Net Asset Value until the sub-fund size reaches EUR 50 Mio;
- 2.40% on the Net Asset Value from EUR 50 Mio to EUR 100 Mio;
- 2.37% on the Net Asset Value from EUR 100 Mio to EUR 200 Mio;
- 2.35% on the Net Asset Value beyond EUR 200 Mio;

with a minimum of EUR 24,000 plus 1.50 bp on the Net Asset Value.

Depositary , Paying Agent and Central Administration Agent Fees

The fees and charges of the Depositary are borne by the Company in accordance with the provisions of the Depositary Agreement.

The fees and charges of the Paying Agent are borne by the Company in accordance with the provisions of the Paying Agency Agreement.

The fees for the Central Administration Agent's services are charged in accordance with the Central Administration Agreement and paid by the Company.

Management Company Fee (Up to 2.10%)

The Management Company will receive a Management Company Fee paid by the Fund. On each Valuation Day (as this term is defined below), the Management Company Fee is equal to the Net Asset Value (before deduction of the Management Company Fee) on such Valuation Day, multiplied by the Management Company Fee and multiplied by the number of calendar days between such Valuation Day and the immediately preceding Valuation Day, divided by 365 (or 366, if applicable).

The Fund shall also pay to the Management Company fixed fees inherent to domiciliation, KIID and risk management services, which are included in the above maximum Management Company Fee. The Management Company Fee is normally payable by the Fund on a monthly basis within fifteen (15) Business Days following the last Valuation Day of the preceding month.

The maximum level of management fees that may be charged by the underlying regulated investment funds in which the Fund may invests is of 2%, which are additional fees to the Management Fees.

Depositary Bank, Administrative, Registrar and Transfer Agent Fee (this wording applies as from 13th of April 2018 (close of business))

The Fund will pay to the Depositary Bank, the Administrator, the Registrar and Transfer Agent annual fees which will vary up-to a maximum of 0,5 % of the net asset value at the Fund level subject to a minimum fee per sub-fund of EUR 26.700 for Depositary Bank and Administrator activities and a minimum fee of EUR 24,000 for Registrar and Transfer Agent activities at the Fund level. These fees are payable on a monthly basis and do not include any transaction related fees, and costs of sub-custodians or similar agents. The Depositary Bank, the Administrator, the Registrar and Transfer Agent are also entitled to be reimbursed of reasonable disbursements and out of pocket expenses which are not included in the above mentioned fees. The amount paid by the Fund to the Depositary Bank, the Administrator, the Registrar and Transfer Agent will be mentioned in the annual report of the Fund.

Investment Advisory Fee:	Investment Advisory Fee		
The Investment Manager(s) or the Investment Advisor(s) of each Sub-Fund will be paid by the AIFM. If any fees payable by the AIFM to the Investment Manager(s) or the Investment Advisor(s) are paid out of the net assets of the Company, such fees shall be deducted from the fees payable to the AIFM, and may not, in aggregate, exceed the fees payable by the Company to the AIFM as stipulated in each Sub-Fund Factsheet. The Investment Advisor(s) of any Sub-Fund may also be paid subscription or redemption charges.	The Investment Advisor will be exclusively remunerated by the Management Company out of the Management Company Fee levied at the Fund's level, its remuneration being 1.70% out of such Management Company Fee. If any fees are paid to the Investment Advisor out of the net assets of the Fund, such fees shall be deducted from the fees payable to the Management Company, and may not, in aggregate, exceed the maximum Management Company Fee set out above.		
Subscription Tax o.01% of the Net Asset Value per year payable quarterly in arrears.	 Subscription Tax 0.05% or 0.01% of the Net Asset Value per year payable quarterly in arrears, as more described in the Prospectus. 		
Performance Fee None	Performance Fee None		



PROXY FORM FOR THE

GENERAL MEETING OF SHAREHOLDERS OF THE SUB-FUND "OLD BROAD STREET FUND - ADVENTUROUS PORTFOLIO" OF LFP PRIME SICAV-SIF S.A. TO BE HELD ON 27th AUGUST 2018 AT 11:00

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS	PLEASE COMPLETE IN BLOCK CAPITAL LETTERS					
I the undersigned,						
Corporate Name/First Name(s)	Last Name					
(if there is more than one holder, the names of all joint holde full)	ers shoul	d be attache	d in			
holder ofShares of	20	(numb	er of			
the sub-fund "Old Broad Street Fund – Adventurous Portfol SIF S.A. (the " Company ")	io" of LF	P Prime SIC	AV-			
do hereby appoint as her/his true and lawful agent to act mame, place and stead, with full power of subdelegation, the "Proxy"), with power to act alone, and authorize him/he Meeting in order to examine and vote on the items on the held to vote in favor of all the items on the agenda, unless it it that the undersigned intends to vote against or abstain from	ne chairn er to repr agenda. is expres	nan of the M resent me/us The Proxy sl sly indicated	eeting at the nall be			
	For	Against	Abstain			
1. Contribution of the sub-fund "LFP Prime SICAV-SIF						
S.A. – Old Broad Street Fund - Adventurous Portfolio" into the sub-fund "LFPartners Investment Funds – Enhanced Growth Fund"						

adoption of any modification of the agenda of the Meeting or of resolutions presented before the Meeting.

I/we hereby further recognize that I/we have been duly convened for the Meeting according to the Luxembourg law of 13 February 2007 on specialised investment funds and the Luxembourg law of 10 August 1915 on Commercial Companies.

Given in	on	
Signature(s):		
Name (printed):		

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS