



Ceres Fund Ltd

www.ceresfund.com

c/o International Management (Mauritius) Ltd
Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius

Tel: +230 202 4747

Fax: +230 202 4760

Email: admin@ceresfund.com

Registered Address: St. Andrews Court, Frederick St., P. O. Box N-4205, Nassau, Bahamas

SUBSCRIPTION / REDEMPTION / SWITCH FORM Appendix B

The undersigned acknowledges receiving/viewing the Ceres Fund Ltd Offering Document (www.ceresfund.com).

The undersigned has read the Offering Document and has carefully considered the risks outlined therein.

1) Investor's Name/s: _____
 Address: _____
 Telephone Number: _____ Mobile: _____
 Fax Number: _____ Email: _____

2) I/We hereby subscribe/redeem/switch in the amount indicated for the Class of Ordinary Shares of Ceres Fund Limited on the terms and conditions set out in the Offering Document as follows (indicate amount or percentages and buy [+] or sell [-]), and will transfer our funds to the bank accounts below (where applicable):

"A" shares _____ US\$	"G" shares _____ Euro	"K" shares _____ Euro
"B" shares _____ US\$	"H" shares _____ US\$	"L" shares _____ Euro
"C" shares _____ US\$	"I" shares _____ US\$	"M" shares _____ Euro
"F" shares _____ US\$	"J" shares _____ GBP	"N" shares _____ GBP

Amount: US\$ _____
 Barclays Bank PLC
 Victoria Street
 Isle of Man, IM99 1AJ
 IBAN: GB33 BARC 2026 7466 4584 55
 SwiftBIC: BARCGB22
 Account: Ceres Fund Ltd
 Account Number: 66458455
 Reference: " _____ "

Amount: GBP _____
 Barclays Bank PLC
 Victoria Street
 Isle of Man, IM99 1AJ
 IBAN: GB26 BARC 2026 7400 8851 26
 SwiftBIC: BARCGB22
 Account: Ceres Fund Ltd
 Account Number: 00885126
 Reference: " _____ "

Amount: Euro _____
 Barclays Bank PLC
 Victoria Street
 Isle of Man, IM99 1AJ
 IBAN: GB82 BARC 2026 7444 5616 66
 Swift: BARCGB22
 Account: Ceres Fund Ltd
 Account Number: 44561666
 Reference: " _____ "

3) Date

4) Authorised Signatory

Authorised Signatory

Declaration by Subscriber: "I/We declare that I am/we are not a US Citizen or Permanent Resident and that I am/we are not a Bahamian Citizen or Permanent Resident of The Bahamas or any form of entity deemed resident within the meaning of the Exchange Control Regulations of The Bahamas made under the Exchange Control Regulations Act."

5) Please fax this form together with a) a certified copy of the investor's passport and b) an original utility (telephone/electricity/rates) bill or bank statement addressed to the investor at his/her home address to US fax +1 320 213 5078, or SA fax +27 866 7157 34 and return the originals by post to the address below:

Ceres Fund Ltd, c/o The Registrar, Terrace T8, The Village, Beach Road, Hout Bay, 7806, South Africa

- 26.1 The following contracts which are or may be material have been entered into otherwise than in the ordinary course of the Company's business:
- 26.1.1 an Investment Management Agreement between the Company and the Investment Manager;
 - 26.1.2 [deleted];
 - 26.1.3 [deleted].
- 26.2 Details of the remuneration arrangements for each of the parties to the above contracts are set out in paragraphs 10.4 and 11 above.
- 26.3 The Company is not engaged in any litigation or arbitration and no litigation or claim is known to the Directors to be pending or threatened against the Company.
- 26.4 The Company has no employees.
- 26.5 There are no existing or proposed service contracts between any of the Directors and the Company but the Directors may receive remuneration as referred to above in this Offering Document.
- 26.6 The Company has not purchased nor acquired, nor agreed to purchase or acquire, any fixed property.
- 26.7 No Shares in the Company are under option or agreed, conditionally or unconditionally, to be put under option.
- 26.8 No Shares or loan capital of the Company have been, or are agreed to be issued as fully or partly paid up otherwise than in cash.
- 26.9 Neither the Investment Manager nor the Fund Administrator nor an affiliated person of any of them may as principal knowingly buy or sell any security from or to the Company without the consent of the Directors of the Company.
- 26.10 Copies of the following documents are available for inspection on the Company's website at www.ceresfund.com or during usual business hours on any weekday (Saturdays and Public Holidays excepted) at the registered office of the Company and the office of the Fund Administrator.
- 26.10.1 the Memorandum and Articles of Association of the Company;
 - 26.10.2 the contracts referred to in paragraph 12.1 above;
 - 26.10.3 the International Business Companies Act 2000 of The Bahamas as amended;
 - 26.10.4 this Offering Document;
 - 26.10.5 the most recent audited financial statements of the Company (once audited).

Copies of these documents may be obtained by Shareholders from the office of the Fund Administrator, free of charge.

27. **Anti - Money Laundering Procedures**

- 27.1. To ensure compliance with statutory and other generally accepted principles relating to anti-money laundering in the country in which the Company is regulated and in the countries in which its banking is conducted, the Company, or its appointed Registrar, may require a detailed verification of a prospective investor's identity.
- 27.2. Depending on the circumstances of each application, a detailed verification may not be required if:

- the applicant makes the payment from an account held in the applicant's name at a recognized financial institution; or
- the application is made through a recognized financial intermediary.

These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognized by the Financial Transactions Reporting Act, 2000, Statute Laws of The Bahamas as having sufficient anti-money laundering regulations. Currently approved are: Australia, Barbados, Belgium, Bermuda, Brazil, Canada, Cayman Islands, Channel Islands, Denmark, Finland, France, Germany, Gibraltar, Greece, Hong Kong SAR, Ireland, Isle of Man, Italy, Japan, Liechtenstein, Luxembourg, Malta, Netherlands, New Zealand, Norway, Panama, Portugal, Singapore, Spain, Sweden, Switzerland, United Kingdom, United States.

27.3. An individual investor may be required to provide:

- full names;
- a copy of the relevant pages of a passport, driver's license, voter's card, national identity card or such other identification document bearing a photographic likeness of the person as is reasonably capable of establishing the identity of the person;
- proof of permanent address, by way of a recent utility bill eg: water, rates, electricity, telephone, gas or a personal bank or credit card statement (no more than three months old). This document should reflect the permanent residential address. Alternatively an original letter of reference from a firm of lawyers, accountants or bankers is required. The letter should confirm the length of time the individual has been known to them, the capacity in which they have acted for the individual and should also confirm the individual's residential address and any other relevant details or information regarding their professional relationship with the individual. This letter should be addressed to the Company by name.
- telephone and fax number (if any); and
- date and place of birth.

27.4 Corporate applicants or other legal entities may be required to produce a Certificate of Good Standing (or other document evidencing the status of the legal entity in the country of domicile), and provide details of the Registered office including the registered agent's address and the names and addresses of all officers, directors and beneficial owners of the applicant together with copy of the relevant pages of passport, driver's license, voter's card, national identity card or such other identification document bearing a photographic likeness of the person as is reasonably capable of establishing the identity of each officer, director and beneficial owner. A beneficial owner is defined as some-one with a 10% or larger holding in a corporate entity's voting shares.

27.5 Trusts or similar organizational units without specific beneficial owner, which subscribe to the Company must demonstrate organizational documents which verify their existence and the authority of one or more signatories to sign subscriptions on their behalf.

27.6 Copies of documents should be certified by a director or manager of a recognized bank or regulated institution, a certified accountant, a notary public, a serving police officer, a member of the judiciary or a lawyer. The certifier should state their credentials on each of the documents.

27.7 The Company reserves the right to request such further information as is necessary to verify the identity of an applicant. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Company may refuse to accept the application and the subscription monies relating thereto.

27.8 Redemption proceeds and any other payments due to investors or creditors may be made to third party bank accounts at their request provided the accounts are maintained in a) any of the *European Union member states, b) *FATF member countries or c) a member country of the FATF-style regional body, the *Offshore Group of Banking Supervisors. Payments to third parties with bank accounts in any other countries may require the same due diligence to be provided on the payee as required for an individual investor set out in Section 27.3 above.

*a) **European Union member states:** Austria, Belgium, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, The Netherlands, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, United Kingdom,

*b) **FATF member countries:** Argentina, Australia, Austria, Belgium, Brazil, Canada, Denmark, Finland, France, Germany, Greece, Gulf Co-operation Council, Hong Kong, China, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Russian Federation, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom, United States, or

*c) **Offshore Group of Banking Supervisors** (a FATF-style regional body) member countries: Aruba, Bahamas, Bahrain, Barbados, Bermuda, Cayman Islands, Cyprus, Gibraltar, Guernsey, Hong Kong, China, Isle of Man, Jersey, Labuan, Macau, China, Mauritius, Netherlands Antilles, Panama, Singapore, Vanuatu.