

## Metis Opportunity Fund - Offering Terms

### Key Facts (Class A Shares)

Legal Structure	Open-ended fund, domiciled in Mauritius
Fund Manager	Metis Capital Management, Ltd.
Custodian	Mauritius Commercial Bank
Legal Advisor	Bedell Cristin (Mauritius)
Administrator	Equinoxe Alternative Investment Services (Mauritius)
Auditor	KPMG (Mauritius)
Strategy	India long equity (Strategy track record since Nov 2010)
Benchmark	BSE 500
Investment Horizon	3+ Years
Subscription/Redemption	Monthly / Notice of 30 days
Entry Fee	None
Exit Fee	None (after the first year); up to 2% (prior to first year)
Management Fees	Up to 2% (size-dependent)
Performance Fees	15% over a 10% hurdle rate
High-water mark?	Yes
Fund AUM	USD 3.5 mil (firm commitment)
Minimum Investment	USD 100,000
Incremental Investment	USD 100,000
Performance of Strategy*	<b>+37%</b> vs. <b>-2%</b> for S&P BSE 500

\* Track record of strategy from inception (November 2010) till December 2013 based on 2 live SMA strategies (un-hedged INR returns after all execution charges and management fees but before performance fees and taxes)

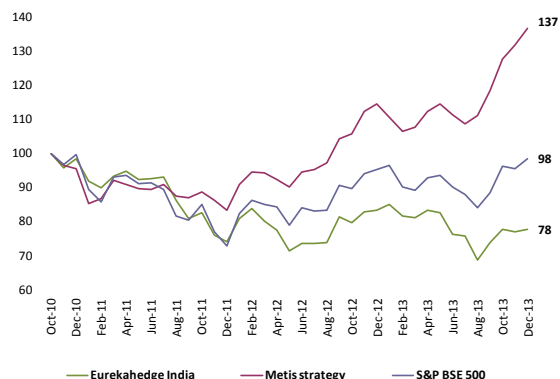
**We offer a disciplined discretionary strategy, besides offering customized portfolios.** We have been running two listed equity strategies, namely *India Undervalued* and *India Underserved*, since 2010. Our *India Undervalued* book is typically a collection of our 10-20 best value ideas, all of which coherently fit with our value, forensic and fundamental framework. It is targeted at investors that seek to capitalize on value dislocations through identifiable catalysts. Our *India Underserved* strategy focuses on companies that have, in our view, the largest real business upside (to come in line with G7 levels) within listed equities. These companies, in our view, are ones with the most sustainable business models. Many constituents under this strategy are discretionary in nature and may exhibit cyclicity like any other cyclical name. However, more often than not, each cyclical peak and trough for such business models will likely be higher than prior cycles. These names are then screened using our value and forensic screens to be identified for further fundamental due diligence. Our goal, at any given time, is to have a diversified set of businesses that are well placed within their ecosystem, given the domestic and international environment. We are now offering these two strategies in a combined book, *Metis Opportunity Fund*, which is typically comprised of 15-35 positions (please refer to **exhibits** on next page for performance details).

### Meet our Investment Managers

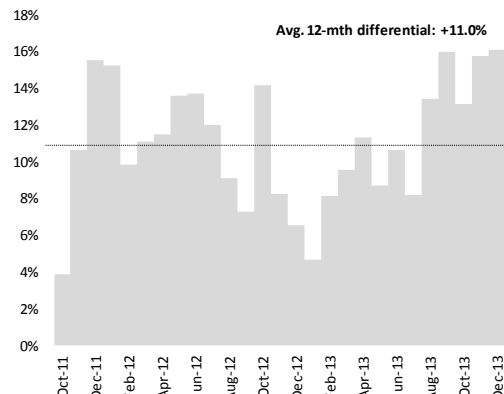
**Piyush Sharma**, is the co-investment manager of Metis Opportunity Fund. Having spent time with Citigroup and Bombay Stock Exchange in India, he moved to United States in 2002, where he covered stocks within Business Services, Autos, Consumer Products and Financials with Sanford Bernstein, Longbow Research, and Avondale Partners, working in teams that received accolades by leading institutional research arbiters, including Institutional Investor (II) and Greenwich Associates. Piyush received an MBA from University of North Carolina at Chapel Hill, MS from MNNIT, and BS in Accounting from University of Allahabad.

**Gaurav Aggarwal, CFA, CPA**, is the co-investment manager of Metis Opportunity Fund. He was a senior analyst with portfolio management duties over \$50 million in fund of fund assets at a leading regional investment bank (Global Investment House) in the Middle East. Prior to this, he was with Bay Harbour Management, a \$1.2 billion distressed debt and equity hedge fund in New York City. He has also served as an analyst with Polen Capital Management, a \$2 billion long-only value money manager in Florida. He received an M.S. in Accounting (specializing in Finance) and B.S. in Business Administration from the University of North Carolina at Chapel Hill. He is a Chartered Financial Analyst and a Certified Public Accountant.

### Exhibit 1a – Benchmarking Metis Strategy Performance



### Exhibit 1b - Relative Rolling 12-month Returns



### Exhibit 1c – Benchmarking Metis Strategy Performance

	Metis strategy	Nifty	S&P BSE 500	S&P BSE Midcap	S&P BSE Smallcap	Eureka hedge India	India-focused CE Funds*
Trailing 12 months	19%	7%	3%	-6%	-11%	-7%	7%
Trailing 24 months	64%	36%	36%	30%	18%	5%	39%
2013	19%	7%	3%	-6%	-11%	-7%	7%
2012	38%	28%	31%	38%	33%	14%	29%
2011	-13%	-25%	-27%	-34%	-43%	-25%	-29%
Avg. Return (+ve months)	4%	5%	5%	6%	5%	3%	5%
Avg. Return (-ve months)	-3%	-4%	-4%	-5%	-6%	-4%	-3%
Annualized Volatility (TTM)	13%	14%	15%	20%	21%	16%	13%
Sharpe Ratio	0.56	0.01	-0.10	-0.26	-0.64	-0.58	-0.23

### Exhibit 1d – Metis Strategy Portfolio Snapshot

Characteristic	Metis strategy
Top position as % of book	14%
Smallest position as % of book	0.7%
Top 5 positions as % of book	51%
Avg. weighted market cap of book (mil)	\$949
Avg. weighted free float of book	46%
Net Exposure	76%
# of positions	20

Note – Performance figures are un-hedged INR returns as at the end of December 2013; risk-free rate of 3% was assumed for calculating SR. \*Actively managed closed-ended funds in US; returns are adjusted for USD/INR changes  
 Source: BSE, Eureka hedge, Internal Sources

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**DISCLAIMER:** Any reference to “Metis Capital Management”, “Metis Strategy”, or “Metis Opportunity” in this note refers to an offshore fund/strategy, which is pending registration in Mauritius. Accordingly, all terms discussed are subject to fund registration. The information, opinions, estimates and projections contained in this fund brief were prepared by managers of the fund and constitute its current judgment as of the date of this note. The information contained herein is believed to be reliable and has been obtained from sources believed to be reliable, but Metis Capital Management, Ltd. or its fund managers make no representation or warranty, either expressed or implied, as to the accuracy, completeness or reliability of such information. Metis Capital Management, Ltd. does not undertake, and has no duty, to advise you as to any information that comes to its attention after the date of this fund brief or any changes in its opinion, estimates or projections. Prices and availability of securities are also subject to change without notice. This is not a prospectus and does not constitute investment advice or an offer or solicitation to buy or sell any designated investments discussed herein. Neither Metis Capital Management, Ltd., nor its officers, directors, agents, employees, fund managers makes any warranty, express or implied, as to the suitability of any fund as an investment or of any kind whatsoever, or assumes any responsibility for, and none of these parties shall be liable for, any losses, damages, costs, or expenses, of any kind or description, arising out of this brief or your investment in any fund. You understand that you are solely responsible for reviewing any fund, its offering and any statements made by a fund or its manager and for performing such due diligence as you may deem appropriate, including consulting your own legal and tax advisers. This information does not constitute an offer or solicitation to buy or sell any designated investment- please request copy of PPM for further information if you are sophisticated investor, qualified investor, and/or accredited investor as defined in your jurisdiction.

*This brief shouldn't be viewed as marketing collateral and all questions related to this offering should only be directed towards its fund managers.*

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