

LFP Prime SICAV-SIF S.A. (the “Fund”)
Société d’investissement à capital variable – Société anonyme
Registered office: 2, boulevard de la Foire L-1528 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 154091

Luxembourg, 01 February 2016

NOTICE TO THE SHAREHOLDERS OF THE FUND

The shareholders of the Fund (the “**Shareholders**”) are hereby informed of the following:

Appointment of an alternative investment fund manager

The board of directors of the Fund (the “**Board of Directors**”) has decided to appoint Luxembourg Fund Partners S.A. as alternative investment fund manager of the Fund, and to amend the issuing document of the Fund (the “**Issuing Document**”) accordingly and to have it compliant with the Luxembourg law of 12 July 2013 on alternative investment fund managers.

Amendment of the Issuing Document:

The Board of Directors has decided to take this opportunity to also amend the Issuing Document as follows:

- In the Directory section: modification in order to reflect the new composition of the Board of Directors.
- In Part I:
 - 1. Indication of the new external auditor of the Fund;
 - 2. Update of the tax section.
- In Part II (related to the Sub-Fund’s factsheets) for all the sub-funds of the Fund:
 - 1. Deletion of the reference to the initial subscription period;
 - 2. Addition of a section on “Borrowings” in the following sub-funds to precise that “The Sub-Fund is not authorised to borrow money” :
 - Fortress International Fund;
 - Arboretum Total Return Fund.This modification will enter into force as from 01 March 2016.
 - 3. Addition of a section on the leverage assessment and the level of leverage so as to comply with the provisions of the Law of 12 July 2013 obliging the sub-fund to indicate the level of leverage both on a gross basis and on a commitment basis.
 - 4. Addition of the following sentence in each sub-fund factsheet “Subscriptions may be made in amounts only and not in a number of Shares” due to the fact that subscriptions must be paid before the applicable valuation day.

The above changes (the “Changes”) will be implemented in a new Issuing Document dated February 2016.

As from the publication date of this notice, Shareholders of the sub-funds “Fortress International Fund” and “Arboretum Total Return Fund” who do not approve the Changes will have the possibility to redeem their shares free of charge by submitting a redemption request by 1 March 2016 at the latest.

Redemption requests shall be addressed to the Fund’s Transfer Agent (Apex Fund Services Malta Limited).

The Changes will be reflected in a new offering document of the Fund, which will be available upon request and free of charge, during normal office hours at the address of the Fund at its registered office, 2, boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg.

Should you require further information, please do not hesitate to contact the Fund at its registered office or your financial advisor.

Yours sincerely,

The Board of Directors