PRIVATE & CONFIDENTIAL

AUGUST 2023

TRADE FINANCE REAL ECONOMY FUND I

a sub-fund of

SANTANDER ALTERNATIVES SICAV RAIF

Supplement to the Offering Document

INFORMATION CONTAINED IN THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THE OFFERING DOCUMENT DATED 14 MARCH 2023

IMPORTANT NOTICE

Unless otherwise defined in this Supplement, capitalised words in this supplement (the "**Supplement**") to the confidential offering document (the "**Offering Document**") of Santander Alternatives SICAV RAIF (the "**Fund**") have the meaning given in the "Glossary of Terms" of the Offering Document, unless the context requires otherwise. Except as otherwise expressly stated in this Supplement, the terms of the Offering Document shall apply to, and govern, the offer of the Shares. In the event of a conflict between the terms of this Supplement and that of the Offering Document, the former shall prevail. References to € herein shall be construed to mean Euro (EUR). All information contained herein is correct as at the date of the Supplement.

IMPORTANT INFORMATION: SANTANDER ALTERNATIVES SICAV RAIF IS NOT SUBJECT TO SUPERVISION OF A LUXEMBOURG SUPERVISORY AUTHORITY OR ANY OTHER SUPERVISORY AUTHORITY.

This Supplement is being issued by the Fund for the Trade Finance Real Economy Fund I sub-fund (the "**Sub-Fund**") and provided on a confidential basis to Well-Informed Investors (subject to applicable marketing restrictions in each relevant jurisdiction) for the sole purpose of such investors evaluating an investment in the Shares.

This Supplement includes specific information relating to the Sub-Fund and its investment program, whereas the Offering Document of the Fund describes the terms common to the Fund and each Sub-Fund. Prospective investors in the Fund should review carefully the contents of both this Supplement and the Offering Document. The terms of the Sub-Fund are set out in this Supplement and shall take effect from the date of this Supplement.

The distribution of this Supplement is not authorised unless it is accompanied by a copy of the Offering Document, the SFDR Disclosure (as hereinafter defined) and the latest published financial report, if any. This Supplement and the Offering Document together form the offering for the issue of the Shares by the Fund in connection with the Sub-Fund.

Any losses in the Sub-Fund will be borne solely by Investors in the Sub-Fund and not by Santander Alternative Investments SGIIC, S.A.U. or its affiliates (together "**Santander**"). Therefore, Santander's losses in the Sub-Fund will be limited to losses attributable to any ownership interests held in the Sub-Fund in their capacity as Investors in the Sub-Fund or as beneficiary of any restricted profit interest.

There is no public market for the Shares and no such market is expected to develop in the future. The Shares offered hereby are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable laws pursuant to registration or exemption therefrom.

The Shares are suitable only for Eligible Investors who do not require immediate liquidity for their investments, for whom an investment in the Fund does not constitute a complete investment program and who fully understand and are able to bear the loss of their investment in the Fund. The Fund's investment program, by its nature, may be considered to involve a substantial degree of risk. Subscribers for Shares in the Sub-Fund must represent that they are acquiring the Shares for investment.

Offering materials for the offering of the Shares have not been filed with or approved or disapproved by the United States Securities and Exchange Commission or any other state or federal regulatory authority, nor has any such regulatory authority passed upon or endorsed the merits of this offering or passed upon the accuracy or completeness of any offering materials. Any representation to the contrary is unlawful.

Relevant risks are described under the heading "risk factors" herein, and a prospective investor should consider the important factors listed therein as such prospective investor reads this Supplement and considers an investment in the Sub-Fund.

EXECUTIVE SUMMARY

The Trade Finance Real Economy Fund I is a sub-fund (the "**Sub-Fund**") of the Santander Alternatives SICAV RAIF (the "**Fund**"). The Fund is an open-ended investment company (*société d'investissement à capital variable)* organised as a public limited company *(société anonyme)* under the laws of the Grand Duchy of Luxembourg qualifying as a reserved alternative investment fund (the "**RAIF**").

The Sub-Fund's investment manager is Santander Alternative Investments SGIIC, S.A.U. (the "**Investment Manager**"), a company incorporated under the laws of the Kingdom of Spain and regulated by the Spanish securities and financial markets regulator – the Comisión Nacional del Mercado de Valores (the "**CNMV**"). The Investment Manager is part of a global asset management group with a strong local footprint across Europe and Latin America. As at 31 March 2023, the Santander Asset Management ("**SAM**") group had approximately €195 billion assets under management[1]. Spanning 10 countries with offices located in, among others, London, Madrid, Frankfurt, Mexico City, Santiago and São Paulo, the SAM group is a leading regulated asset manager focused on regional portfolio management and investment advisory matters. The SAM group covers a wide range of asset classes including global and regional equities, fixed income, money market, pensions, multi-assets, client solutions, structured products and alternative strategies such as leasing and private debt fund of funds.

The Fund is seeking to provide Eligible Investors with an opportunity to invest in the Sub-Fund to capitalise on the attractive opportunity in trade finance asset remuneration in comparison to equivalent risk assets. The Sub-Fund is seeking to generate attractive returns (net of asset management fees), as defined below in the Summary of Terms Specific to the Sub-Fund ("Target Net Return"). No assurance is however, given that targeted returns will be met. The Sub-Fund furthermore enables Eligible Investors to gain exposure to a highly diversified portfolio of trade finance assets.

Investing in trade finance assets provides an opportunity for Investors to spread risk due to its low correlation with other traditional equity and fixed income asset classes, which are more impacted by economic cyclicality and market sentiment. Furthermore, investments in trade finance assets provide Eligible Investors with access to an asset class with short-dated underlying assets that provide a significant yield pick-up for an equivalent risk to traditional equity and fixed income asset classes.

The Sub-Fund will be constructed to have exposure to Investment Instruments (as defined below) that have been originated by leading trade finance institutions with global corporates, that have an investment grade rating provided by either a third-party credit rating agency or are determined by the regulated trade finance institution. By selecting assets that have been originated with investment grade rated global corporates, the Sub-Fund can capitalise on the high illiquidity premium on 'BBB-' or Standard & Poor's equivalent rated products over liquid corporate debt. Such assets represent attractive investment opportunities due to the stability associated with an investment grade rating, whilst also benefitting from the high illiquidity premium versus returns available in comparably rated corporate bonds.

[1] The total AUM figure does not include master feeder structures.

SUMMARY OF TERMS SPECIFIC TO THE SUB-FUND

The following is a summary of the principal terms of the Sub-Fund effective from the date of this Supplement. It is qualified in its entirety by reference to the Subscription Form relating to the purchase of Shares in the Sub-Fund, which will be distributed to prospective Eligible Investors prior to each subscription and should be reviewed carefully prior to making an investment decision. To the extent there is any inconsistency between this summary and the Subscription Form, then the provisions of the Subscription Form will prevail.

Fund	Santander Alternatives SICAV RAIF
Sub-Fund	The Trade Finance Real Economy Fund I
Investment Objective	The Sub-Fund is an open-ended fund, which seeks attractive risk-adjusted returns comparable to traditional fixed income investments. Returns are generated from investments that have exposure to a diversified portfolio of trade finance related opportunities. The Investment Manager intends to manage the Sub-Fund's investment portfolio with a view towards generating current income, managing liquidity and maintaining a high investment level. Accordingly, the Investment Manager may make investments based, in part, on anticipated future payments from investments. The Investment Manager also intends to take other anticipated cash flows into account, such as those relating to new subscriptions, redemption of Shares by Shareholders and any distributions made to Shareholders. The Investment Manager intends to use a range of techniques to reduce the risk associated with the Sub-Fund's investment strategy. These techniques may include, without limitation: • Diversifying investments across geographies, industries, sectors, corporate credit and maturity profiles; • Actively managing cash and liquid assets; and • Establishing a credit line to provide liquidity for investments, to satisfy redemption requests. The Sub-Fund's investments will not be limited by geographic restrictions nor by a focus on any particular industry, but may be subject to concentration limits or other discretionary limits specified by the Investment Manager. There can be no assurance that the investment objective of the Sub-Fund will be achieved.
Target Net Return	25 basis points over the Relevant Reference Rate, net of Management Fees. The "**Relevant Reference Rate**" is the interpolated EURIBOR of the underlying portfolio of assets (which, if negative, benefits from a zero floor), or any such rate as determined by the successor to EURIBOR or any reference rate which has replaced the EURIBOR market standard benchmark for target returns. The interpolated rate is calculated from the weighted average tenor of the portfolio (that will be provided with the regular update to Investors) and the public base rate curves. There can be no assurance that targeted returns will be met. There is no guarantee that the Sub-Fund will achieve its investment objective and Investors may lose all or part of their invested capital.
Currency	The Sub-Fund is denominated in Euro.
Target Size	The Sub-Fund is seeking total subscriptions in excess of €600 million.
Term	Open-ended with an unlimited term.

Key terms for each Share Class

The following Share Classes are available for subscription by Eligible Investors:

Share Class	Currency	Minimum Investment	Maximum Investment	Maximum Operational Fee (per annum)
D	EUR	30,000,000	No limit	0.25%
E	EUR	500,000	29,999,000	0.80%

Prior to the date of this Supplement, the Sub-Fund issued Class A Shares, Class B Shares and Class C Shares. Following the date of this Supplement subscriptions from new Investors in the aforementioned Classes are closed and will not be accepted. Any further subscriptions in these Classes will be limited exclusively to existing Investors in such Classes on the terms as set out in the section entitled "Principal Terms" below.

The Sub-Fund may also issue Class F Shares which are reserved for employees of the Investment Manager or those directly or indirectly connected to the Investment Manager. The Minimum Investment for Class F Shares shall be EUR 10,000. There is no Maximum Investment for Class F Shares. No Operational Fee shall be payable in respect of Class F Shares.

Further information is provided for in the section entitled "Principal Terms" below.

Investment Manager

Santander Alternative Investments SGIIC, S.A.U..

Investment Team

The investment team is comprised of investment professionals of the Investment Manager with substantial experience in trade finance.

The Investment Team performs an in-depth assessment of specific investment opportunities that meet pre-defined eligibility criteria previously agreed by the Investment Committee and formally presents and escalates, through any of its members, any material amendment to the pre-defined eligibility criteria or investment strategy to the Investment Committee for approval. The composition of the Investment Team may change throughout the tenor of the Sub-Fund.

Investment Committee

The Investment Committee will be composed of three members of the Investment Manager and two independent members.

The composition of the Investment Committee may change.

TRADE FINANCE – AN ATTRACTIVE INVESTMENT OPPORTUNITY

The Sub-Fund was initially launched by SAM at a historic time. Against the backdrop of the COVID-19 pandemic many governments accelerated the rollout of vaccines partially resolving supply chain issues impacted by national and regional lockdowns. Whilst significant efforts were made by governments to ensure that credit continued to flow, supporting real economic activity, and taking steps to protect SME businesses that drive economic growth in most countries, global supply chain issues continued to subsist, whether due to zero COVID policies adopted by China or the outbreak of the Russo-Ukrainian war in February 2022. Raw material costs and rising energy prices have increased having a global inflationary impact that in turn has prompted many central banks to tighten monetary policy by increasing interest rates. Nonetheless, against this backdrop import export volumes have remained robust, in what is a challenging environment, having increased, pushing the value of G20 merchandise trade to new highs in Q1 2022 following six quarters of sustained growth[1]. Furthermore, trade finance revenues for the world's top transactions banks increased in 2021 surpassing pre-pandemic levels[2] with the value of global trade reaching a record level of $28.5 trillion in 2021[3].

The Sub-Fund seeks to capitalise on forecasted growth[4] in the trade finance sector, whilst helping, in small measure, to address the yawning US$1.7 trillion annual trade finance gap to a sector that is predominantly financed by banks, which are themselves constrained in their financing activities by regulation. As an asset class in and of itself, exposure to diversified and high-quality trade finance cashflows and credits has often been the preserve of the privileged few. The Sub-Fund aims to democratise this private asset class by providing Eligible Investors with the opportunity to benefit from stable returns and low volatility in a climate of market and geopolitical uncertainty.

Investing in the Sub-Fund offers a number of benefits to Eligible Investors. These include:

1. ***Low default rates and high recovery rates*** – Trade finance continues to exhibit low credit risk characteristics. This is evidenced by strong historic credit performance with high recovery rates and low default rates according to recent studies by the International Chamber of Commerce[5]. This is coupled with a shorter time to recovery for trade finance assets. Working capital solutions still remain in high demand and continue to be the lifeblood for many SMEs in the real economy.

2. ***Returns*** – The Sub-Fund benefits from an attractive illiquidity premium versus similarly rated Euro investment grade corporate bonds. Trade finance is generally classified an 'illiquid asset class' due to the lack of a developed trading market. In return for investments that are short-term in nature, Investors should expect extra compensation – the so-called 'illiquidity premium'. The trade finance market has provided consistent performance throughout the economic cycles for counterparties of implied investment grade credit ratings depending on sector, country, risk, and the structure of the transaction. Trade finance has also historically performed better than equivalent corporate SME financing as a result of the quality of the underlying credit profile and the short-term nature of the credits.

3. ***Diversification*** – The Sub-Fund provides Eligible Investors with an opportunity to spread risk due to low correlation with other similar asset classes. Furthermore, investing in the Sub-Fund provides important diversification benefits within the trade finance asset class itself, as there is little correlation of risk within a diversified trade finance portfolio of assets that is purposefully constructed by the Investment Manager. Risk correlation with other asset classes is low due to the very different economic drivers impacting other more economically cyclical investments, and therefore provide an opportunity for diversification to improve the risk/return spread across Eligible Investors' portfolios. The investment mandate of the Sub-Fund is to invest across a broad range of geographies, bringing exposure to a number of different countries, and regulatory/political regimes.

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[1] OECD International Trade Statistics: trends in first quarter 2022.

[2] Coalition Greenwich data.

[3] S&P Global Market Intelligence.

[4] 2020 ICC Global Survey on Trade Finance.

[5] ICC Trade Default Register, 2003-2018 report by the International Chamber of Commerce including default information from +20 international banks active in Trade Finance.

PRINCIPAL TERMS

1. NAME OF THE SUB-FUND

Santander Alternatives SICAV RAIF - Trade Finance Real Economy Fund I (the "**Sub-Fund**").

2. INVESTMENT MANAGER OF THE SUB-FUND

Santander Alternative Investments SGIIC, S.A.U., a company incorporated under the laws of Spain registered with the Commercial Registry of Madrid under volume 45273, page 155, section 1 sheet M-796419, and with the Registro Administrativo de entidades gestoras de Instituciones de Inversión Colectiva with reference 287, whose registered office is at Paseo de la Castellana 24, 28046 Madrid, Spain and is authorised and regulated by the CNMV.

3. DEFINITIONS

Unless defined elsewhere in this Supplement or unless the context indicates otherwise, capitalised words and expressions in this Supplement have the meaning as described in the main part of the Offering Document.

4. INVESTMENT OBJECTIVE AND POLICY

Investment Objective

The Sub-Fund is an open-ended fund, which seeks to provide Eligible Investors with steady and uncorrelated returns primarily through investments in notes (the "**Notes**") issued by a special purpose vehicle referencing trade finance assets in accordance with the features described in the Investment Policy below.

Trade finance assets include working capital facilities in the form of Supply Chain Finance Programmes (buyer-confirmed invoices), Receivables Purchase Programmes (account receivables, together described as "**Receivables**") and other Trade Finance Solutions, as further described in the Investment Policy below.

The Sub-Fund's investments will not be limited by geographic restrictions nor by a focus on any particular industry, but may be subject to concentration limits or other discretionary limits specified by the Investment Manager.

Investment Policy

(A) ***Investments***

The Sub-Fund will primarily but not exclusively, hold Notes issued by one or more special purpose vehicles (each of them a "**Note Issuer**"). These Notes shall reference cash flows generated by commercial invoices from commercial businesses located worldwide (including emerging markets) that relate to the supply of goods and/or services ("**Investment Instruments**").

Each Note relates to one or more asset originator's relationship counterparties (typically a global corporate and always a client of the asset originator group ("**Relationship Counterparty**")).

In support of the Note Issuer's obligation under the Notes, the programme manager or other relevant entity for the Note Issuer will facilitate the Sub-Fund's exposure to commercial invoices that align with the eligibility criteria determined by the Investment Manager.

The Investment Manager seeks to have Notes representing the primary investment format held by the Sub-Fund with a view to achieving its investment objective and policy, although no commitment is given in this regard should other investment formats be suitable for the asset originator. The Sub-Fund intends to spread, at all times, its investment exposure over several Relationship Counterparties and across various sectors. The Sub-Fund shall invest in assets that have a global investment focus.

The Sub-Fund may, in appropriate circumstances, invest up to 100% of its net assets in cash or cash instruments. Such circumstances may include, without limitation, insufficient availability of Investment

Instruments, adverse market conditions or in order to meet redemption requests by Eligible Investors in the Sub-Fund.

The Sub-Fund may hold Notes and cash or cash instruments in any tradable currency.

(B) *Origination of assets*

Following the first year of launching the Sub-Fund all or at least most of the Investment Instruments were originated by Santander Corporate and Investment Banking ("**Santander CIB**"). Santander CIB is the Corporate and Investment Banking division of the Santander banking group - a global banking leader with over 150 years of experience as a trade finance bank. The Santander CIB trade finance team has the global reach and deep local knowledge to help manage trade flows, optimise working capital and strengthen key relationships.

Nonetheless, targeted trade finance investment opportunities can be sourced through several origination channels, through the extensive network of origination contacts sourced by the Investment Manager. In the event that assets are originated from financial institutions other than Santander CIB, these will in the main be sourced by the Investment Manager from top tier globally recognised trade finance entities.

The Notes provide exposure to Investment Instruments, which may be, without limitation, in the form of Supply Chain Finance Programmes (buyer-confirmed invoices), Receivables Purchase Programmes and other Trade Finance Solutions as described below:

(A) *Supply Chain Finance Programmes* - Notes supported by the cash flows in relation to supply chain finance programmes relate to account receivables payable by a buyer (of goods or services) in relation to which the buyer irrevocably and unconditionally confirms the buyer's undertaking to pay the full amount of the invoice on its due date.

(B) *Receivables Purchase Programmes* - Notes backed by receivables purchase programmes relate to account receivables owed to sellers (of goods or services) by its customers (the buyer). These receivables benefit from a commercial obligation of the buyer to pay the full amount of the receivable on its due date.

(C) *Other Trade Finance Solutions* - Notes backed by other trade finance solutions such as, without limitation, letters of credit, milestone payment receivables, promissory notes, bills of exchange, or trade loan programmes or arrangements related to the commercial activity of the Relationship Counterparty. For example,

(i) *Letters of Credit:* These are the most common form of payment in international trade finance. A letter of credit is a contract under which a bank agrees to pay the seller, in connection with the supply or export of specific goods, against the presentation of specified documents relating to those goods. It is normally issued at the request of the buyer (the applicant for the credit) in favour of the seller (the beneficiary of the credit).

(ii) *Milestone Payments:* These involve a defined payment amount associated with the completion of a particular deliverable or set of deliverables.

(iii) *Promissory Notes:* These are negotiable instruments (freely transferable) that are invariably issued in connection with an underlying transaction but itself represents an independent obligation to pay a certain amount at a certain point in time in the future. Promissory notes are often encountered in forfaiting and other trade finance transactions.

(iv) *Bills of Exchange:* These are unconditional orders in writing and negotiable instruments, addressed and signed by the drawer requiring the drawee to pay on demand or at a certain time in the future a certain amount to, or to the order of, a specific person (payee) or to the bearer of the instrument.

(v) *Trade Loans:* Trade loans are facilities used by importers, exporters and domestic traders. They are short term in nature and involve a borrower and lender. Each loan will be for a specific transaction and these facilities are usually used for product purchase and sales.

(vi) *Overdue payments from public institutions*: These represent invoices payable by public institutions that may be overdue and provide working capital to suppliers who are penalised by public institutions that historically have longer payment terms and that may in many cases, be delayed.

(vii) *Other forms of short-term lending*: These are forms of short-term lending that in the reasonable opinion of the Investment Manager exhibit qualities akin to trade finance and which are cohesive with the investment policy of the Sub-Fund.

Receivables Purchase Programmes that are originated by Santander CIB may in certain cases benefit from a 25 per cent first loss credit default insurance cover provided by a regulated trade credit insurer having as at the date hereof, a minimum or equivalent credit rating 'A-' by Standard and Poor's credit rating agency.

For Receivables Purchase Programmes originated by other trade finance institutions, or Santander programmes that do not meet the criteria described in the preceding paragraph, these Investment Instruments may either benefit from a minimum 85 per cent trade credit insurance cover (provided by a renowned trade credit insurer) on buyer default with direct exposure to the remaining uninsured portion to the underlying obligors; or, with respect to programmes that do not benefit from trade credit insurance cover, take direct exposure on receivables payable by an Investment Grade rated (as hereinafter defined) corporate entity.

The exposure of the Sub-Fund to the underlying Investment Instruments is continually monitored by the Investment Manager, with the Relationship Counterparty having at the time of investment a minimum rating of 'BBB-' by Standard and Poor's (or an equivalent rating from another recognised credit rating agency or internal credit risk rating provided by a regulated financial institution) (each an "**Investment Grade**" rating) or, which exhibit similar credit quality in the reasonable opinion of the Investment Manager.

Where the relevant Relationship Counterparty for an Investment Instrument currently referenced by the Notes is downgraded below the requisite minimum Investment Grade rating, the Sub-Fund will cease to participate in any additional Investment Instruments related to that counterparty but will continue to maintain residual exposure to that obligor until the maturity date of the relevant Investment Instrument. The Sub-Fund is therefore exposed to the credit risk of every obligor, which can be either an Investment Grade obligor or a non-Investment Grade obligor. As mentioned above, Investment Instruments in the form of Receivables Purchase Programmes will either benefit from trade credit insurance against non-payment and/or default, and if in the case of uninsured programmes, have an Investment Grade rating, while Investment Instruments in the form of Supply Chain Finance Programme benefit from an irrevocable payment undertaking from an Investment Grade rated entity for the duration of the Investment Instrument notwithstanding a credit downgrade event, as indicated above. For other trade finance instruments and structures, the Investment Instruments will either benefit from trade credit insurance against non-payment and/or default, and in the case of uninsured programmes, have an Investment Grade rating.

(C) ***Seed capital***

The Sub-Fund may include capital provided by a member of the Santander group as an initial investment, otherwise known as 'seed capital'. This seed capital allows the Investment Manager to support the operations of the Sub-Fund in its early existence prior to material external investment. As the size of the relevant Sub-Fund increases, the relevant entity of the Santander group will have the ability to withdraw all seed capital but will manage any withdrawal with the best interests of the remaining Eligible Investors in such Sub-Fund in mind.

(D) ***Portfolio management***

The Investment Manager intends to manage the Sub-Fund's portfolio with a view towards managing liquidity and maintaining a high investment level. Accordingly, the Investment Manager may make investments based, in part, on anticipated future distributions from Investment Instruments. The Investment Manager also takes other anticipated cash flows into account, such as those relating to new subscriptions and any redemptions made to Shareholders.

The Investment Manager will apply its discretion in the management of the underlying portfolio of Investment Instruments. Furthermore, the Investment Manager intends to use a range of techniques to reduce the risk associated with the Sub-Fund's investment strategy. These techniques may include, without limitation:

- Diversifying investments across geographies, industries, sectors, corporate credits and maturity profiles; and

- Actively managing cash and liquid assets.

The Sub-Fund is expected to hold liquid assets to the extent required for purposes of liquidity management. To enhance the Sub-Fund's liquidity, particularly in times of possible net outflows through the redemption of Shares by Shareholders, the Investment Manager may sell certain of the Sub-Fund's assets on the Sub-Fund's behalf.

There can be no assurance that the objectives of the Sub-Fund with respect to liquidity management will be achieved or that the Sub-Fund's portfolio design and risk management strategies will be successful. Prospective investors should refer to the discussion of the risks associated with the investment policy and structure of the Sub-Fund.

(E) ***Temporary and defensive strategies***

The Sub-Fund may, in the Investment Manager's sole discretion, hold cash, cash equivalents, other short-term securities or investments in money market funds pending investment, in order to fund anticipated redemptions, expenses of the Sub-Fund or other operational needs, or otherwise in the sole discretion of the Investment Manager.

5. LEVERAGE AND BORROWING POLICY

The Sub-Fund shall, as a main rule, not use leverage and borrowings for investment purposes. However, the Sub-Fund may borrow money for a limited duration to:

- pay expense disbursements when liquid funds are not readily available, and

- bridge finance investments.

Such temporary borrowing shall not exceed one hundred percent (100%) of the Sub-Fund's net assets.

In accordance with AIFM Directive, the maximum leverage permitted for this Sub-Fund is 200% of its NAV, calculated according to the gross method and 200% calculated according to the commitment method.

In addition, such temporary borrowing shall not remain outstanding for more than twelve (12) months.

6. CURRENCY OF THE SUB-FUND

The Sub-Fund is denominated in EUR.

7. DURATION OF THE SUB-FUND

The Sub-Fund is open-ended and established for an unlimited duration.

8. CLASSES OF SHARES OF THE SUB-FUND

The following Classes of Shares are available for subscription by Eligible Investors who from the date of this Supplement subscribe for the amounts specified in the table below:

Share Class	Currency	Minimum Subscription Amount	Maximum Subscription Amount
D	EUR	30,000,000	No limit
E	EUR	500,000	29,999,000

Class D Shares may only be acquired by Eligible Investors subscribing for a minimum amount of EUR 30,000,000. There is no maximum subscription amount for Class D Shares.

Class E Shares may only be acquired by Eligible Investors subscribing for a minimum amount of EUR 500,000 and a maximum amount of EUR 29,999,000.

The following Classes of Shares are reserved for certain Investors (as further described below) and are not for general subscription.

Share Class	Currency	Minimum Subscription Amount	Maximum Subscription Amount
A	EUR	20,000,000	29,999,000
B	EUR	5,000,000	19,999,000
C	EUR	500,000	4,999,000
F	EUR	10,000	No limit

Class A Shares, Class B Shares and Class C Shares are exclusively available for subscription by existing Eligible Investors who have already subscribed in such Class prior to the date of this Supplement. These Classes of Shares are closed for subscription from new Investors and will no longer be accepted by the Sub-Fund following the date of this Supplement.

Class F Shares may only be acquired by employees of the Investment Manager or those directly or indirectly connected to the Investment Manager subscribing for a minimum amount of EUR 10,000. There is no maximum subscription amount for Class F Shares.

The Principals reserve the right to reject any offer from Investors for any reason, accept subscriptions in lesser amounts subject to the requirements of the Law or to waive or modify the application or grant of certain rights with respect to any Share Class.

9. SUBSCRIPTION PROCESS

Eligible Investors that agree to subscribe for Shares in the Sub-Fund shall do so in accordance with the terms and conditions set forth in the Offering Document, this Supplement and the Articles.

The Principals can without limitation, at any time and for any period, issue an unlimited number of fully paid-up Shares of the Sub-Fund of no-par value of any Class at a price and in accordance with the conditions and procedures provided for in this Supplement, without granting to existing Shareholders a preferential right to subscribe for the Shares to be issued.

Shares in the Sub-Fund shall be issued fully paid.

The Sub-Fund will have an open-ended subscription period.

The subscription price for all Share Classes will be based on the Net Asset Value per Share determined on the following Valuation Day (as defined in section 12 below), provided that subscription requests are received prior to 17.00 CET (the "**Cut-off Time**") on the third (3) calendar day prior to such Valuation Day (the "**Cut-off Date**").

The issuance of Shares is subject to the receipt of payment by the Depositary on behalf of the Sub-Fund for the benefit of the relevant Shares in cleared funds within a delay of no more than four (4) Business Days.

For the purposes of this Sub-Fund only, "**Business Day**" shall mean any day which is not a Saturday or a Sunday or 24 December of each year or a day on which banks in Luxembourg are required or permitted to be closed for business.

10. TRANSFER

A Shareholder that wishes to transfer, exchange, or assign any interest in the Shares issued by the Sub-Fund must notify the Principals of the number of Shares it wishes to transfer, exchange or assign, the identity of the proposed transferee and the relationship, if any, between the transferor and the transferee.

The transfer of Shares will be permitted subject to the prior written consent of the Principals, which shall not be unreasonably withheld if the transfer complies with the following conditions: (i) it will be made in accordance with applicable anti-money laundering rules, (ii) it will be subject to the transferee or assignee thereof fully and completely assuming in writing, prior to the effectiveness of the transfer, any outstanding obligations of the transferor, (iii) that the transferee or assignee is an Eligible Investor, and (iv) that the Principals establishes the creditworthiness of the transferee or assignee, which at least shall be equivalent to that of the transferor / seller.

The transfer, exchange or assignment of Shares, or any interest in either of the Shares to a person or an entity, is subject to the terms of the Offering Document, this Supplement and the Articles and to the prior approval of the Principals which shall not be unreasonably withheld.

11. REDEMPTION

Each Shareholder may request that the Sub-Fund redeem some or all of its Shares by providing the Administrative Agent with a completed Dealing / Redemption Request form setting forth the number of Shares it desires to redeem at the latest by the Cut-off Time on the Cut-Off Date. Any redemption request submitted after the Cut-off Time on the Cut-off Date will automatically be placed on the following Valuation Day.

For all Share Classes except Class D Shares, redemption requests will generally be satisfied within two (2) Business Days following the applicable Valuation Day. With respect to Class D Shares, redemption requests will be satisfied following ninety (90) calendar days elapsing from the applicable Valuation Day.

Redemptions will operate as follows:

- In order to meet redemption requests, the Sub-Fund may hold up to 100% of its net assets in liquid instruments. Liquid instruments include cash, short-term deposits, and other money market funds.

- If, for any reason, as of a Valuation Day, the available cash in the eligible currency is lower than the relevant redemption request, the Principals will have the right to defer the payment of all or part of the redemption requests in excess of the available cash or cash equivalents to the following Valuation Day.

- Additional liquidity will be generated to meet any redemption request by maturing Investment Instruments.

- If insufficient liquidity is available in order to meet all redemption requests received, the redemption requests in excess of the relevant liquidity will be deferred to the following Valuation Day.

- Such deferral shall be made on a pro rata basis. Each redeeming Shareholder shall, with respect to a given Valuation Day, be treated equally, regardless of the point in time at which the redemption request has been submitted.

- Redemption requests that have been affected by such total or partial deferral will be dealt in priority to redemption requests received in relation to a subsequent Valuation Day.

- If a portion or all of the redemption requests cannot be satisfied at the next Valuation Day, the Principals may defer such outstanding redemption requests to the next subsequent Valuation Day. Such process shall continue until such redemption requests have been satisfied.

- A queuing system shall be operated in respect of subsequent outstanding redemption requests and, in accordance with the above procedure.

- The redemption price applicable to deferred redemption requests will be determined as at the Valuation Day on which the deferred redemption request has been effectively taken into account.

In all cases, redemptions shall be subject to the availability of cash held in the eligible currency accounts of the Sub-Fund. Redemptions will be funded by available cash held in the eligible currency accounts of the Sub-Fund deriving from the Investments.

The redemption price will be equal to the Net Asset Value per Share determined as at the applicable Valuation Day (the "**Redemption Price**"). The redeemed Shares shall be cancelled in the Sub-Fund's register.

The Principals may furthermore at their discretion either cause the redemption or the transfer of the Shares held by any Shareholder who is no longer authorised to hold Shares, according to the terms of the Offering Document and of the Articles.

12. VALUATION CALCULATION AND POLICY

The NAV of the Share Classes of the Sub-Fund will be determined every Friday or the immediately succeeding Business Day, if Friday is not a Business Day (the "**Valuation Day**").

The NAV is calculated as of each Valuation Day by applying a discount factor to the trade finance asset in question and deducting liabilities of the Sub-Fund on an accrued basis.

The principle behind the valuation of the different investments is to reflect the net present value of the Investment Instruments.

13. CONVERSIONS

Conversion of Shares of one Class into Shares of another Sub-Fund are not permitted. Conversions of Shares of one Class into Shares of another Class of this Sub-Fund are permitted, provided that the Shareholder complies with the eligibility requirements of this Share Class and such conversion is approved by the Principals.

14. DISTRIBUTIONS

The Principals do not intend to carry out income distributions but may decide to do so at a future date.

15. AIFM FEE AND OPERATIONAL FEE

The AIFM is entitled to receive out of the assets of the Sub-Fund a fee in accordance with the provisions of section 9.1 of the general part of the Offering Document.

The Operational Fee, calculated daily on the total investment amount and paid monthly in arrear will be charged as follows to Shareholders in their respective Share Classes:

Share Class	**Maximum Operational Fee p.a. (expressed as a percentage of the NAV per Share)**
A	0.20%
B	0.40%
C	0.80%
D	0.25%
E	0.80%

Such Operational Fee includes the Investment Management Fee and the Distribution Fee. As at the date of this Supplement no Distribution Fee is applicable to this Sub-Fund. For Class F Shares no Operational Fee shall be payable.

The Operational Fee may be waived or reduced at the discretion of the Principals.

16. PREFERENTIAL TREATMENT

The Board of Directors, and in certain cases the Investment Manager, will have the discretion to waive or modify the application of, or grant special or more favourable rights with respect to, any provision of the Supplement or the Offering Document to the extent permitted by applicable law. To effect such waivers or modifications or the grant of any special or more favourable rights, the Board of Directors may create additional series or designations of Shares for certain Eligible Investors that provide for, additional and/or different rights (including, without limitation, with respect to the Operational Fees, minimum and additional subscription amounts, informational rights, capacity rights and other rights). Certain grants of special rights may also be made by the Board of Directors, and, in certain cases, the Investment Manager, through letter agreements ("Other Agreements"). The Sub-Fund or in certain cases the Investment Manager may enter into Other Agreements to the extent permitted by applicable law with certain Eligible Investors.

17. SFDR DISCLOSURE

In accordance with SFDR this Supplement is accompanied by an Article 6 SFDR pre-contractual disclosure (the "**SFDR Disclosure**") providing transparency of the integration of sustainability risks, adverse sustainability impacts and the categorisation of the Sub-Fund, which is not subject to the additional disclosure requirements for financial products referred to in Article 8 or 9 SFDR

INVESTMENT MANAGER

The Investment Team is part of Santander Alternative Investments SGIIC S.A.U. which acts as the Investment Manager of the Sub-Fund and is authorised and regulated in the conduct of its business by the CNMV.

The Investment Manager was incorporated in the Kingdom of Spain as a limited liability company with identification number registered with the Commercial Registry of Madrid under volume 45273, page 155, section 1 sheet M-796419, and with the Registro Administrativo de entidades gestoras de Instituciones de Inversión Colectiva of the CNMV with reference 287. Its registered office is at Paseo de la Castellana 24, 28046 Madrid, Spain.

The Investment Manager's global investment process is based on a bottom-up approach, supported by both a local experienced team and a rigorous risk control. The investment model comprises 5 key elements:

1. Homogenous investment processes and well organised team structures.
2. A combination of global and local macro-economic and asset allocation expertise.
3. A process which strengthens local products tailored to individual countries requirements.
4. The presence of both global and local fixed income and equity research teams.
5. Regional mandates which enable to reinforce market knowledge and management capabilities.

INVESTMENT PROCESS

Portfolio planning

The investment process begins with portfolio planning, which is designed to provide a framework for the Sub-Fund's long-term diversification across various dimensions of the global private trade finance market, such as corporates, industry and business sectors, geographic markets, types of trade finance exposure and credit profiles. The portfolio plan also provides for diversification of corporates, sectors and maturity dates and with respect to individual Investment Instruments. It is expected that through such diversification, the Sub-Fund may be able to achieve more consistent returns and lower volatility than would generally be expected if its portfolio were more concentrated.

Relative value analysis

The next step of the investment process is to analyse changing market conditions and their effect on the relative attractiveness of different segments within the overall private trade finance market. This relative value analysis is based on general and macro-economic developments, such as business cycles, credit spreads, interest rates, structural and regulatory changes, event driven impacts to markets, sectors and supply chains, digital innovation, government stimulus efforts and changes in tax or law as it relates to trade finance. In addition, variables specific to particular industry sectors and the overall private trade finance market are typically evaluated. Based on the outcome of this review, the Investment Manager will attempt to identify the market segments that it believes offer the most attractive investment opportunities at the relevant time leveraging a number of origination channels to target investment exposure to.

The Investment Manager's relative value analysis is intended to serve as a guide for tactical and strategic investment allocation decisions within the framework of the portfolio plan. Due to the illiquidity of private trade finance investments, it is generally not practical to dramatically re-allocate a portfolio over a short period of time. Accordingly, the actual allocation of the Investment Instruments may deviate significantly from the general relative value views of the Investment Team at a particular point in time.

Investment Instrument selection

In the final step of the investment process, the Investment Manager seeks to invest the Sub-Fund's capital allocated to each segment in the highest quality Investment Instruments available to it at the relevant time. The targeted investment opportunities are sourced by the Investment Manager through a number of origination channels, namely through its network of origination contacts amongst leading trade finance originators as well as through a strategic partnership with Santander CIB, as described in the section headed "Investment Policy". The investment opportunities are then individually evaluated by the Investment Manager and its Investment Team using a structured selection process. As investment opportunities are analysed, the Investment Team shall seek to evaluate them in relation to current information from the Investment Manager's and its affiliates' existing private trade finance portfolios, and against each other. This comparative analysis can provide insight into the specific investments that offer the greatest value at different points in time in the various segments of the private trade finance market.

The Investment Team consists of experienced individuals who have been in the trade finance industry market for combined time spans of more than 30 years. The Investment Team's deal sourcing network has been built during the 30 combined years of experience of the Investment Team's work within the financial services industry.

Once an investment opportunity is identified, the Investment Team, together with the relevant support teams, performs a two-step process:

1. ***Transaction Due Diligence -*** Once the portfolio of underlying assets has been identified in accordance with the relevant eligibility criteria, the underlying documents and characteristics will be reviewed to obtain comfort before presenting to the Investment Committee:

    - Structure of the underlying transaction as per documentation
    - Composition of assets within proposed transaction
    - Historical performance of the underlying assets, if available or applicable
    - Due diligence on the asset originator
    - Credit Risk Valuation of Transaction (Risk and Compliance Area)
    - Anti-money laundering and counter terrorist financing ("AML/CTF") and regulatory assessment (Risk and Compliance Area)

2. ***Submission to the Investment Committee -*** Once the portfolio has obtained sign off from the Investment Team as per point 1 above and from a regulatory point of view from Risk and Compliance area, the portfolio will be proposed at the Investment Committee for a decision to be taken. The final outcome is on a unanimous vote by Committee members attending the committee.

    The Investment Committee will exercise discretionary management powers in relation to the inclusion and removal of Relationship Counterparty's programs within the Sub-Fund portfolio. The portfolio composition will be reviewed at a minimum on a quarterly basis and with more frequency should the Investment Team deem necessary and will review additional aspects such a as sector and geographical exposure.

INVESTMENT MANAGER - INVESTMENT COMMITTEE

The constitution of the Investment Manager's Investment Committee is comprised of five (5) members – three (3) representatives of the Investment Manager and two (2) independent investment committee members. The Committee is a deciding body, not an advisory one. The Committee is in charge of making final decisions with regard to the formalization of the investments and its form.

The Committee convenes at least once a year, typically on a quarterly basis and, occasionally out of that quarterly schedule, if and when required. Its main responsibilities are detailed below:

1. Assessing and approving/rejecting the proposed Investment Instruments.

2. Governance of the management process for the Sub-Fund:

   - Reviewing the performance of the underlying portfolio of Investment Instruments presented by the Investment Team.
   - Defining the need to increase, reduce or, amend the current portfolio composition of Investment Instruments.
   - Approving the economic terms for assets to be part of the portfolio; including financing conditions with the different stakeholders: (i) asset originators, (ii) the special purpose entity; and, (iii) the Investor.
   - Approving the economic rationale for each investment´s financing structure to be offered to Eligible Investors.
   - Approving any expenses related to the analysis and execution relative to the asset acquisition activities and, operational aspects of the different investments.
   - Checking investments have AML/CTF and regulatory approvals (Risk and Compliance Area).

   Any significant deviation from any initial proposal presented to the Investment Committee will be subject to a new submission for its approval.

3. Governance of the recovery process including:

   - Reviewing and assessing the recovery plan presented by the Investment Team and the asset originator.
   - Monitoring any expenses related to the recovery plan affecting a portfolio's default.

INVESTMENT MANAGEMENT

Internal credit assessment and portfolio review

The performance of the Sub-Fund will be periodically reviewed by the Investment Team, who shall maintain responsibility for analysis of the trade asset portfolios on a transaction-by-transaction basis. The Investment Team produces both individualised and portfolio reports for internal consideration by the Investment Committee.

Step by step process for ongoing and extraordinary review of the assets

1. Assets managed by the Investment Team will be reviewed on a regular basis. Not all reviews will require an Investment Committee approval.

2. For assets that have suffered a Performance Deterioration (as defined below) since the date of the last review by the Investment Committee, the Investment Team will have the ability to unilaterally cease investment or re-investment in such Investment Instruments. These decisions will be reviewed at the next Investment Committee.

3. The Investment Committee will generally meet quarterly to review all assets under management in the Sub-Fund's investment portfolio. A short form review will be undertaken for each asset indicating if any material changes to the asset's performance, any rating changes have occurred, or any structural changes to the asset contractual structure.

4. Furthermore, annual portfolio reviews will incorporate a market view covering market pricing evolution, asset pipeline evolution and competition evolution.

5. Assets which have experienced Performance Deterioration, exposing the Sub-Fund to a risk of loss, are on the "Watch List". "**Performance Deterioration**" can be defined as:

   - Dilution of the underlying assets, rising above 10 per cent. of the relevant programme;
   - Delinquency rising by more than 5 per cent. within the relevant programme;
   - Credit deterioration but still within the Investment Grade or equivalent scale;
   - General disruptions in a sector which may affect the performance of underlying counterparty or obligors (an "**Underlying Counterparty**"). For example, the aviation sector during the COVID-19 pandemic; and/or

- Risk profile of investments having changed due applicable AML/CTF policies and/or prevailing regulations.

Asset disposal process

Once an asset is identified for divestment, the Investment Team will cease to participate in the asset and consequently arrange for the Sub-Fund to stop making further participations, with the exposure being live for the maximum tenor of the underlying facility (average tenor of 60-70 days). The Investment Team will present its divestment strategy to the Investment Committee. The Final Investment Committee will provide its final decision on the asset disposal.

Process in the event of default within the underlying programmes

Upon the occurrence of an event of default, howsoever described under the relevant trade finance documentation in place with the affected Underlying Counterparty, the asset originator (as servicer) under the relevant programme, shall ordinarily lead the claims process on behalf of the Note Issuer, with the seller of the asset, any applicable trade credit insurance company, and or the Underlying Counterparty(s) of the programme. No assurance can be given on the success or timeliness of the recovery process which shall vary upon the circumstances.

Under specific circumstances, the Investment Manager may lead the recovery process described above.

RISK FACTORS

For the purposes of this Supplement trade finance transactions shall be identified as Receivables Finance, Supply Chain Finance and other Trade Finance Solutions.

The underlying assets have non-payment, late-payment and default of payment obligations associated risks, which if materialised may jeopardize the returns for the Investors in the Sub-Fund. Moreover, Eligible Investors may lose some or all of their investment. The risks referred to below are not exhaustive. Potential investors are recommended to review the Offering Document and this Supplement carefully and in its entirety, and consult with their professional advisers before making an application for Shares in the Sub-Fund.

Receivables Finance

Buyer default

Receivables finance transactions arise from commercial transactions between buyers and sellers, which involve short-term commercial invoices that are payable by buyers. The return on the Sub-Fund's Investments depends on the Underlying Counterparty fulfilling its payment obligations in a timely and complete manner. If an Underlying Counterparty neglects its payment obligations or chooses not to repay its debts entirely, the Sub-Fund may not be able to recover a portion of its outstanding investment (including principal and accrued interest).

For Investment Instruments originated by trade finance institutions, these may benefit from trade credit insurance cover on buyer default, where provided by the relevant asset originator, or have default risk on buyers at the time of investment by the Sub-Fund.

Buyer late payment

Buyers may be late on their payment obligations to the seller, which may impact the Sub-Fund's ability to generate the corresponding cash to meet any redemption requests.

Seller default

Sellers of receivables finance transactions may default. The payment obligation is from the buyer, however receivables finance transactions tend to be undisclosed to the buyers, meaning that the asset originator has to enforce the power of attorney provided by the seller at the point of assigning or selling the economic interest to the underlying invoices, and may have to be claimed from the liquidator of the defaulted seller, and evidenced by the underlying facility documentation.

Seller fraud

Sellers may forge, duplicate or alter documents to illicitly obtain financing with such documents as security. Such documents may comprise purchase orders, invoices or receivables presented for financing. Any Relationship Counterparty, asset originator and the Sub-Fund which has exposure to such financing may not acquire a valid asset resulting in some measure of loss.

Insurer default

The trade credit insurance provider may default and be unable to meet its payment obligations under a claim submitted and pertaining to a receivables finance programme

Supply Chain Finance

Buyer default

Supply chain finance transactions arise from commercial transactions between buyers and suppliers, which involve short-term commercial invoices are that are payable by buyers. Buyers issue the purchaser of the asset (asset originator as described in this document) an irrevocable payment undertaking to pay the amounts payable on the relevant due date but may default on its obligations if it enters into financial distress.

Trade Loans

Borrower default

Trade loan transactions arise from commercial transactions between buyers and suppliers, which are issued to support commercial activity either being the borrower an importer or an exporter of goods or services. The borrower has an obligation to repay these instruments on the due date as dictated by the terms of each loan. These loans are generally drawn against the presentation of other trade instruments such as invoices, bills of lading, bills of exchange, promissory notes, letters of credit, and other forms of trade finance instruments.

Other trade finance instruments

Buyer default

Trade finance transactions arise from commercial transactions between buyers and sellers, which involve short-term commercial instruments that are payable by buyers and/or by the guarantors or other financial counterparties.

For Investment Instruments originated by trade finance institutions, these may benefit from trade credit insurance cover on buyer default, where provided by the relevant asset originator, or have default risk on buyers at the time of investment by the Sub-Fund.

Buyer late payment

Buyers may be late on their payment obligations to the seller, which may impact the Sub-Fund's ability to generate the corresponding cash to meet any redemption requests.

Seller default

Sellers of trade finance transactions may default. The payment obligation is from the buyer, however transactions tend to be undisclosed to the buyers, meaning that the asset originator has to enforce the rights and/or the guarantees provided by the seller and/or other related entities (e.g. letter of credit of the issuing bank) at the point of assigning or selling the economic interest to the underlying interests, and may have to be claimed from the liquidator of the defaulted seller and evidenced by the underlying facility documentation.

Seller fraud

Sellers may forge, duplicate or alter documents to illicitly obtain financing with such documents as security. Such documents may comprise purchase orders, invoices or receivables presented for financing. Any Relationship Counterparty, asset originator and the Sub-Fund which has exposure to such financing may not acquire a valid asset resulting in some measure of loss.

Insurer default

The trade credit insurance provider may default and be unable to meet its payment obligations under a claim submitted and pertaining to a trade finance programme.

RISKS ARISING FROM TRADE FINANCE

Limited provision of information about Relationship Counterparties

Eligible Investors shall not have any right to inspect the records of an originator or any affiliate thereof. Furthermore, Eligible Investors shall not have any right to know the identities of any Underlying Counterparty nor receive any information regarding any obligation of any Underlying Counterparty. The Investment Manager will have no obligation to keep Eligible Investors informed as to matters arising in relation to any specific Underlying Counterparty or any Investment Instrument.

The Relationship Counterparties, any Underlying Counterparty and the related Investment Instruments referenced by or provides economic exposure through the Notes held the Sub-Fund will vary from time to time.

Trade Finance exposures

Selection of trade finance assets by the Investment Manager for inclusion within the Sub-Fund shall be subject to an eligibility criteria. Nonetheless, each asset originator shall have regard to its own interests and not those of any other person when making available investment opportunities in trade finance assets. The characteristics and composition of the Sub-Fund may change over time. The only limitations on the characteristics of each Investment Instrument referenced within the Notes purchased by the Sub-Fund will be the eligibility criteria devised by the Investment Manager.

Industry sector concentration of the Relationship Counterparties and Underlying Counterparties

Although Relationship Counterparties and Underlying Counterparties are involved in a range of different industry sectors, there may be either a higher concentration of Underlying Counterparties in a particular industry or correlation between the creditworthiness of Underlying Counterparties in different but related industry sectors. Deterioration in the economic conditions in any such industry sector or sectors may adversely affect the ability of the Underlying Counterparties to pay under the Investment Instruments and, therefore, could increase the risk of defaults occurring in relation to the related Investment Instruments. A greater concentration of Underlying Counterparties in particular industry sectors may, therefore, result in a greater risk of loss than if such concentration had not been present.

Investors in the Sub-Fund should be aware that, although the eligibility criteria include limits on the concentration of Investment Instrument in particular industry groups, the relative size of the Sub-Fund as compared with the concentration limits may mean that Eligible Investors may still have significant exposure to particular industry groups.

Geographical concentration of the Relationship Counterparties and Underlying Counterparties

The Relationship Counterparties and Underlying Counterparties may be located in, or may have material affiliates with a principal place of business in any jurisdiction. They include thresholds on the proportion (expressed as a percentage) of the nominal balance of Investment Instruments that can continue to be referenced by the Notes purchased by the Sub-Fund.

Any deterioration in the economic conditions in the countries in which the Relationship Counterparties and Underlying Counterparties are located that causes an adverse effect on the ability of the Relationship Counterparties and Underlying Counterparties to repay their obligations could increase the risk of losses on the Investment Instruments. A concentration of Relationship Counterparties and Underlying Counterparties in a country may therefore result in a greater risk of loss than if such concentration had not been present. Investors in the Sub-Fund should be aware that, although the eligibility criteria include limits on the concentration of Investment Instruments in particular countries, the relative size of the Sub-Fund as compared with the concentration limits may mean that Investors may still have significant exposure to particular countries by virtue of the availability of assets sourced from originators.

Specific risks associated with emerging markets

There may be Relationship Counterparties and or Underlying Counterparties in the Sub-Fund located in emerging market countries. There may be a high degree of uncertainty and volatility associated with emerging market countries and the performance of and payments under the Sub-Fund may be directly impacted by certain political, economic and legal events and conditions.

Relationship Counterparties and or Underlying Counterparties from emerging markets countries may be affected by special risks related to regional economic conditions and sovereign risks which are not normally associated with Relationship Counterparties and or Underlying Counterparties located in developed countries, including: (a) risks associated with political, economic and social uncertainty, including the risks of nationalisation or expropriation of assets, diplomatic developments, war and revolution; (b) fluctuations of currency exchange rates (i.e., the cost of converting foreign currency into EUR); (c) lower levels of disclosure and regulation in foreign securities markets than in similar markets in developed countries; (d) confiscatory taxation, taxation of income earned in foreign nations or other taxes or restrictions imposed with respect to investment in foreign nations; (e) economic and political risks, including potential foreign exchange controls, interest rate controls and other protectionist measures; and (f) uncertainties as to the status, interpretation, application and enforcement of laws, including insolvency and bankruptcy laws. In addition, there is often less publicly available information about Underlying Counterparties from emerging market countries which may, among other things, have an effect on the assessment of the credit risks associated with a particular Underlying Counterparties. Underlying Counterparties in emerging market countries may not generally be subject to uniform accounting, auditing and financial reporting standards and auditing practices and requirements may not be comparable to those applicable to Underlying Counterparties located in developed countries.

The economies of individual emerging market countries may differ favourably or unfavourably from the economies of developed countries in such respects as growth of gross domestic product, rate of inflation, volatility of currency exchange rates, depreciation, capital reinvestment, resource self-sufficiency and balance of payments position. Governments of many emerging markets countries have exercised and continue to exercise substantial influence over many aspects of the private sector. In some cases, the government owns or controls many companies, including some of the largest in the country. Accordingly, government actions could have a significant effect on economic conditions in an emerging market country and on market conditions generally.

It may also be difficult to obtain and enforce a judgment relating to emerging markets debt in the jurisdiction in which the majority of the assets of an Underlying Counterparty is located. As a result, it may be difficult and time consuming to take control of or liquidate the collateral securing Investment Instruments.

Market for trade finance obligations

Pursuant to its holding of Notes issued by the Note Issuer, Shareholders in the Sub-Fund will be indirectly subject to exposure associated with defaults in relation to trade financing obligations and claims. Purchasers of trade financing obligations and claims currently include commercial banks, investment funds and investment banks. There can be no assurance that future levels of supply and demand in the secondary market for trade finance obligations will provide an adequate degree of liquidity or that the current level of liquidity will continue. Trade financing obligations are not purchased or sold as easily as publicly traded securities are purchased or sold because, inter alia, holders of such trade financing obligations may be provided with confidential information relating to the Underlying Counterparty and due to the customised nature of certain of the trade financing obligation agreements. In addition, trading volumes in trade finance obligations are small relative to certain other debt markets. There can be no assurance in this regard that it will be possible, at any time following service of an enforcement notice, for the Sub-Fund to dispose of the Notes referencing underlying trade finance exposures.

Set-off

To the extent that an Underlying Counterparty is owed an amount by, or has funds standing to the credit of an account with, the relevant seller or originator, an Underlying Counterparty may have rights to require such funds to be set off against amounts then due under the Investment Instruments owed by it so that the amount so set off is deducted from the amount then due under the Investment Instruments which are funded or secured by a tranche of Notes. In such an event, the relevant seller or originator has agreed to pay to the Note Issuer the amount so set off. There can be no assurance that the relevant seller or originator will have sufficient financial resources at the relevant time to effect any such payment following such set-off and a failure on the part of the relevant originator to make such a payment may adversely affect the Note Issuer's ability to make payments in respect of a tranche of Notes it has issued and, in turn, the Note Issuer's ability to make payments of interest and principal on the Notes when due. In the event of an insolvency of a seller or the originator, Underlying Counterparties may exercise their rights of set-off to a significant degree and enforcement of the covenants to pay sums to the relevant seller or originator would be subject to the insolvency of the seller or originator, as the case maybe. This could adversely affect the ability of the Note Issuer to make distributions of interest and principal in respect of a tranche of Notes it has issued and, ultimately, the Note Issuer's ability to make payments of interest and principal on the Notes.

Dealings with respect to Trade Finance exposures

Each asset originator and their respective affiliates may:

(a) themselves directly or indirectly take investment exposure to each Investment Instrument;

(b) accept deposits from, make loans or otherwise extend credit to, and generally engage in any kind of commercial or investment banking or other business with any Relationship Counterparty, any affiliate of any Relationship Counterparty, or any other person or entity having obligations relating to any Relationship Counterparty; and

(c) act with respect to transactions described in the preceding paragraphs in the same manner as if the Sub-Fund did not exist regardless of whether any such action might have an adverse effect on any Relationship Counterparty or the Sub-Fund or otherwise.

Such parties may accordingly derive revenues and profits from such activities without any duty to account to any person therefor.

Amendments to Investment Instruments

While the Note Issuers will ordinarily have beneficial title to the Investment Instruments, the asset originators may continue to own legal title to the Investment Instruments. Legal title to assignable Investment Instruments may be transferred to the applicable Note Issuer (or a nominee) following a contractually prescribed event. As the legal owner of the Investment Instruments, the asset originator may retain the right to change the terms of the Investment Instruments subject to restrictions in the underlying contractual documentation. Any change in the terms of an Investment Instrument may result in reduced, delayed or accelerated payments on the Notes.

No further information

The Investment Manager may acquire information with respect to an Investment Instrument, the Relationship Counterparty and/or the Underlying Counterparty, or with respect to any other transaction party that may be material in the context of the Investment Instrument and may or may not be publicly available or known. The Investment Manager shall not be under any obligation to make such information available to Eligible Investors.

Origination guidelines and servicing guidelines

Asset originators will operate within the parameters of their respective origination guidelines and the servicers will operate within the parameters of their respective servicing guidelines. In formulating and acting in accordance with such origination guidelines and servicing guidelines, the originators and the servicers have acted, and will continue to act, as a prudent lender.

With respect to origination of Investment Instruments by Santander CIB, the applicable Santander entity. has internal policies and procedures in relation to the fundamental credit principles, disciplines and standards for business origination and the global management of credit risks within the Santander group. The policies and procedures of the applicable Santander entity in this regard broadly include the following:

(a) criteria for the granting of credit and the process for approving, amending, renewing and refinancing credits;

(b) systems in place to administer and monitor the various credit-risk bearing portfolios and exposures;

(c) adequate diversification of credit portfolios given the overall credit strategy; and

(d) policies and procedures in relation to risk mitigation techniques.

Amendments to origination guidelines and servicing guidelines

The originators may amend the terms and conditions of their standard form customer agreements or change their policies and procedures and usual practices for their general trade finance business (insofar as any originator is permitted to do so by relevant legislation, regulation and guidance).

The servicers will be permitted to make changes to the servicing guidelines and to adopt additional and/or alternative policies or procedures from time to time. Any changes, additions and/or alternatives adopted may only be made in accordance with the servicer standard of care.

Any change in the origination guidelines or the servicing guidelines which has an adverse impact on the credit quality of or the amount recoverable from the Investment Instruments will adversely affect the Note Issuer's ability to make payments in respect of any Notes it has issued. This may adversely affect the Note Issuer's ability to make payments of any interest and principal due under the Notes.

Administration and collection policies

The servicers, where applicable, will carry out the administration, collection and enforcement of the trade finance exposures under the Investment Instruments in accordance with their respective servicing guidelines.

Accordingly, Shareholders are relying on the business judgment and practices of the servicers and any other agent in administering the Investment Instruments subject to investment exposure by the Sub-Fund and enforcing claims against the applicable Underlying Counterparty in connection with such Investment Instruments (including enforcement of any security granted in respect thereto).

Reliance on servicers

The servicers are responsible for collecting and depositing all funds received in connection with Investment Instruments and for reporting the amounts of such funds received. The failure by the servicers to deposit these funds on a timely basis could result in insufficient cash being available to cover amounts payable into and by the Sub-Fund when such amounts are due. In addition, the failure by the servicers to report, or report accurately, the amount or character of funds received could result in incorrect amounts being paid by the Sub-Fund. If a servicer's failure to perform its obligations results in the occurrence of a servicer termination event, the program manager (on behalf of the Note Issuer), may terminate such servicer's appointment and appoint, and transfer the servicing obligations to, a successor servicer. Such a transfer may not actually be possible or, even if it is, a transfer of servicing obligations to a successor servicer could have a disruptive effect on the collection and deposit of funds received on the Investment Instruments allocated to the Notes, resulting in delays or shortfalls in payments due on the Notes that are subscribed by the Sub-Fund.

Credit quality

Several factors, including competition from another commercial bank and/or a decline in the effectiveness of the credit risk management procedures employed by the relevant originator, may result in a lowering of interest rates, finance charges and fees and/or credit quality, which could affect the credit quality of the Investment Instruments in future collection periods. Notwithstanding low historical delinquencies and defaults within this asset class there can be no assurance that the delinquency and default percentage will not increase, which may adversely affect the Note Issuer's ability to make payments of interest and principal on the Notes when due.

Originator insolvency

Following a bankruptcy or insolvency of an originator, a court could conclude that the Investment Instruments through which the Sub-Fund has exposure have not been assigned to or held on trust for the Note Issuer and are, instead owned (legally and beneficially) by that originator. In the event of a bankruptcy or insolvency of an originator, that originator could be subject to the bankruptcy or insolvency laws of the jurisdiction it is located in or in other jurisdictions, the outcomes of which may or may not be similar to each other and could result in a wide range of outcomes, any or all of which could adversely affect Eligible Investors in the Sub-Fund.

RISKS ARISING FROM THE NOTES

The Note Issuer is a special purpose vehicle

The Note Issuer is a special purpose vehicle and has covenanted (amongst other things), as long as any series of Notes which it has issued remain outstanding, not to engage in any business other than acquiring and holding assets, incurring indebtedness, carrying out its obligations in relation to such assets and indebtedness, granting of security for such indebtedness, and such further matters as may be reasonably incidental thereto.

The Note Issuer may from time to time incur indebtedness other than pursuant to the series of Notes. Such indebtedness will be secured on assets of the Note Issuer other than the Notes secured in favour of the Sub-Fund. The Note Issuer shall seek to enter into transactions on a limited recourse and non-petition basis. The Note Issuer will be subject to certain other restrictions including that it will not have any subsidiaries or employees, have any premises, consolidate or merge with any other person, or convey or transfer its assets which secure any of its indebtedness to any person (other than as contemplated by such indebtedness).

Limited assets of the Note Issuer

The Note Issuer has no substantial assets or sources of revenue other than the Note Issuer's rights to cash pledged on account, the proceeds deriving from the Investment Instrument and/or proceeds received from an insurance claim in connection with any defaulted Investment Instrument.

The Notes held by the Sub-Fund represent limited recourse obligations of the Note Issuer only. The Notes are not obligations of and are not insured or guaranteed by any originator or any other entity or person. The Notes do not represent deposits with, or other liabilities of, any member of the Santander Group. No member of the Santander Group in any way stands behind or provides credit support for the capital value or performance of the Notes.

Limited power

Eligible Investors may be unable to influence or otherwise control the actions of the Note Issuer and, as a result, Eligible Investors may be unable to stop actions that are adverse to Eligible Investors. The interests of some Eligible Investors may not coincide with the interests of other Eligible Investors, making it more difficult for some Eligible Investors to receive their desired results in a situation requiring consent or approval of other Eligible Investors.

The Note Issuer is not regulated

The Note Issuer is not required to be licensed, registered or authorised under any current securities, commodities, insurance or banking laws of its jurisdiction of incorporation and will operate without supervision by any authority in any jurisdiction. There is no assurance, however, that regulatory authorities in one or more jurisdictions would not take a contrary view regarding the applicability of any such laws to the Note Issuer. The taking of a contrary view by any such regulatory authority could have an adverse impact on the Note Issuer or the Sub-Fund holding the Notes. Eligible Investors should note that because the Note Issuer and the Notes will not be licensed, registered, authorised or otherwise approved by any regulatory or supervisory body or authority, many of the requirements attendant to such licensing, registration, authorisation or approval (which may be viewed as providing additional investor protection) will not apply.

Consequences of winding-up proceedings

Note Issuers are most likely to be structured as an insolvency remote vehicle. The Note Issuers are permitted only to contract with parties who agree not to make any application for the commencement of winding-up, bankruptcy or similar proceedings against the Note Issuer. Legal proceedings initiated against the Note Issuers in breach of these provisions shall, in principle, be declared inadmissible by the relevant court that has jurisdiction with respect to the Note Issuer.

However, if any Note Issuer fails for any reason to meet its obligations or liabilities, a creditor who has not (and cannot be deemed to have) accepted non-petition and limited recourse provisions in respect of the Note Issuer is entitled to make an application for the commencement of insolvency proceedings against the Note Issuer. Furthermore, the commencement of such proceedings may, in certain conditions, entitle creditors to terminate contracts with the Note Issuer and claim damages for any loss suffered as a result of such early termination. Note Issuers are insolvency remote, not insolvency proof.

Sole source of payment

The Note Issuer has no substantial assets or sources of revenue other than the Note Issuer's rights to or in the series of Notes. Payments under the Notes depend solely on payments under the Investment Instruments. Payments under the Investment Instruments, ultimately, depend on timely payments by the Underlying Counterparty of those Investment Instruments.

There is no assurance that the Underlying Counterparty will meet their obligations in respect of the Investment Instruments or that the cash flow generated by the Notes will be sufficient to ensure ultimate payment when due, or at all, of principal and/or interest due on the Notes. The ongoing ability of the Underlying Counterparty to meet their payment obligations under their respective customer agreements depends on, and may be adversely affected by, numerous factors, including, without limitation, the Underlying Counterparty's financial situation, changes in political and economic conditions generally or changes in specific industry segments, changes in governmental rules, regulations and fiscal policies, financial mismanagement, war or acts of violence or force majeure. The rate of payment defaults by the Underlying Counterparty may increase if the creditworthiness of the Underlying Counterparty's declines, or for other reasons. In the event that the Underlying Counterparty defaults on their payment obligations under their Investment Instruments, the Note Issuer's ability to pay under the relevant series of Notes and, ultimately, the Note Issuer's ability to make payments of interest and principal on the Notes when due may be adversely affected and would then depend on the prompt enforcement of, and the amount realised from, the Investment Instruments.

No investigation or representations

None of the originators, the servicers, the arranger, the Note Issuer, the programme manager, the security trustee, nor any agent or affiliate of any of the foregoing, has undertaken or will undertake any investigations, searches or other actions to verify all of the details of the Investment Instruments to be held on trust for or, as the case may be, assigned to the Note Issuer by the relevant originator on each transfer date, nor have any of such parties undertaken, nor will any of such parties undertake, any investigations, searches or other actions to determine the creditworthiness of any Relationship Counterparties, Underlying Counterparty or whether any default exists or is reasonably likely to occur in respect of any of the Investment Instruments, in each case for and on behalf of the Eligible Investors.

RISKS ARISING FROM AN INVESTMENT IN THE SUB-FUND

The investment in the Sub-fund may involve, among others, the following risks that may affect to the Net Asset Value of the Shares:

Market risk

The value of Investment Instruments and the income derived therefrom may fall as well as rise and Investors may not recover the original amount invested in the Sub-Fund. In particular, the value of Investment Instruments may be affected by uncertainties such as international, political and economic developments, changes in government policies taxation, restrictions on the countries to which the Sub-Fund is exposed through its investment. Economic and financial market uncertainties remain elevated, driven by elevated inflation and tightening monetary policy, both of which are exacerbated by the Russian invasion of Ukraine and supply-chain disruptions caused by the COVID-19 pandemic.

Volatility risk

The NAV of the Sub-Fund is calculated taking into consideration a corporate bond index that may suffer from volatility due to tensions exhibited from the financial markets.

Credit risk

Credit risk involves the risk that a borrower or an issuer of a Note (or similar money-market instruments) held by the Sub-Fund may default on its obligations to pay interest and repay principal and the Sub-Fund will not recover their investment.

Liquidity risk

Liquidity risk exists when particular investments are difficult to purchase or sell. A Sub-Fund's investment in illiquid securities may reduce the returns of the Sub-Fund because it may be unable to sell the illiquid securities at an advantageous time or price. Investments in foreign securities, derivatives or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk.

Counterparty risk

Counterparty risk is the risk that a loss may be sustained by the Sub-Fund as a result of one party to whom the Sub-Fund is dependent upon, failing to perform or comply with the terms of its contractual obligations.

Sustainability risk

The Sub-Fund's investments may be subject to sustainability risks. Sustainability risks are environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of the Sub-Fund's investments.

Reliance on key management of the Sub-Fund

Shareholders will have no authority to make decisions or to exercise business discretion on behalf of the Sub-Fund. The authority for all such decisions belongs to the Investment Manager, subject to any provisions of this Supplement. Since the Company (including its Sub-Fund) has no employees, it will depend on the investment expertise, skill and network of business contacts of the Investment Manager. The Investment Manager will evaluate, negotiate, structure, execute, monitor and service the Sub-Fund's investments. The Sub-Fund's future success will depend to a significant extent on the continued service and coordination of the Investment Manager and its Investment Team. The departure of key personnel of the Investment Manager and in particular members of the Investment Team could have a material adverse effect on the Sub-Fund's ability to achieve its investment objectives.

The Sub-Fund's ability to achieve its investment objectives depends on the Investment Manager's ability to identify, analyse, invest in, finance and monitor companies that meet the Sub-Fund's investment criteria. The Investment Manager's capabilities in structuring the investment process, providing competent, attentive and efficient services to the Sub-Fund, and facilitating access to financing on acceptable terms depend on the employment of investment professionals with adequate sophistication to match the corresponding flow of transactions. To achieve the Sub-Fund's investment objectives, the Investment Manager may need to hire, train, supervise and manage new investment professionals to participate in the Sub-Fund's investment selection and monitoring process. The Investment Manager may not be able to find investment professionals in a timely manner or at all. Failure to support the Sub-Fund's investment process could have a material adverse effect on the Sub-Fund's business, financial condition and results of operations.

The Sub-Fund expects that the Investment Manager will depend on the relationships that the Investment Team has with trade finance originators, banks and other trade finance institutions and the Sub-Fund will rely to a significant extent upon these relationships to provide the Sub-Fund with potential investment opportunities. If the Investment Manager fails to maintain their existing relationships or develop new relationships with other originators or sources of investment opportunities, the Sub-Fund may not be able to grow its investment portfolio. In addition, individuals with whom the Investment Manager have relationships are not obligated to provide the Sub-Fund or the Investment Manager with investment opportunities, and, therefore, there is no assurance that such relationships will generate investment opportunities for the Sub-Fund.

Competition for investment opportunities

The Sub-Fund will compete for investments with other investment funds, as well as traditional financial services companies such as commercial banks, investment banks, finance companies and other sources of funding. Moreover, alternative investment vehicles, such as hedge funds, have begun to invest in areas in which they have not traditionally invested, including making investments in trade finance assets. As a result of these new entrants, competition for investment opportunities in trade finance Investment Instruments may strengthen. Many of the Sub-Fund's competitors are substantially larger and have considerably greater financial, technical and marketing resources than the Sub-Fund. For example, some competitors may have a lower cost of capital and access to funding sources that are not available to the Sub-Fund. In addition, some of the Sub-Fund's competitors may have higher risk tolerances or different risk assessments than the Sub-Fund. These characteristics could allow competitors to consider a wider variety of investments, establish more relationships and offer better pricing and more flexible structuring than the Sub-Fund is able to do. As a result, the Sub-Fund may lose investment opportunities if it does not match its competitors' pricing, terms and structure.

Investment approach

There is no guarantee that the investment approach, techniques, or strategies utilised by the Investment Manager will be successful or profitable. All investments of the Sub-Fund risk the loss of capital. Any factor that would make it difficult to execute trades, such as reduced liquidity or extreme market developments, also could be detrimental to profits.

Valuation

In some circumstances, reliable market data may not be available to value the assets of the Sub-Fund. In other cases, the AIFM must make estimates of value of the assets and liabilities of the Sub-Fund or adjust the value of any investment or asset and these estimates could be incorrect or based on information which is out of date. Because such adjustments or revisions, whether increasing or decreasing the net asset value of the Sub-Fund at the time they occur, relate to information available only at the time of the adjustment or revision, the adjustment or revision may not affect the amount of the redemption proceeds of the Sub-Fund received by Shareholders who had their Shares redeemed prior to such adjustments and received their redemption proceeds, subject to the ability of the Sub-Fund to adjust the redemption proceeds received by Shareholders under certain circumstances. As a result, to the extent that such subsequently adjusted valuations or revisions to the net asset value of an investment adversely affect the Sub-Fund's net asset value, the outstanding Shares may be adversely affected by prior redemptions to the benefit of Shareholders who had their Shares redeemed at a net asset value higher than the adjusted amount. Conversely, any increases in the net asset value resulting from such subsequently adjusted valuations may be entirely for the benefit of the outstanding Shares and to the detriment of Shareholders who previously had their Shares redeemed at a net asset value lower than the adjusted amount. The same principles apply to the purchase of Shares. New Shareholders may be affected in a similar way.

Deferred redemptions

The Sub-Fund may defer redemptions requested on any Valuation Day where such request exceeds the liquidity available to the Sub-Fund from maturing Investment Instruments. Such redemption requests shall be carried forward to the next Valuation Day and applied on a pro rata basis and dealt with in priority to subsequent requests. Any such redemption will take place at the relevant Redemption Price in the applicable currency, as determined on applicable Valuation Day. There may therefore be a time lag between the redemption request made on the Valuation Day and the eventual date of redemption. Such time lag could be significantly longer following any substantial Shareholder redemption requests. Shareholders may not therefore be able to realise its investment in the Sub-Fund in its desired timeframe or at a desired price.

In addition, amounts payable to a Shareholder in connection with a redemption request will be paid in accordance with the subscription form submitted by the Shareholder. This may be changed from time to time by written instruction from the Shareholder. Failure to complete the subscriber account details of the subscription form may result in delays in the receipt of redemption proceeds. The Sub-Fund reserves the right to insist on instructions with regard to payment being received by the Sub-Fund in writing under the verified signature of the Shareholder.

Substantial redemptions

Substantial Shareholder requests for the Sub-Fund to redeem Shares could require the Sub-Fund to liquidate certain of its investments more rapidly than otherwise desirable in order to raise cash to fund redemption requests and achieve a market position appropriately reflecting a smaller asset base. This could have a material adverse effect on the value of the Shares.

Temporary investments

Delays in investing the net proceeds of the offering may impair the Sub-Fund's performance. The Sub-Fund cannot provide assurance to prospective Investors that it will be able to identify any investments that meet its investment objective or that any investment that the Sub-Fund makes will produce a positive return. The Sub-Fund may be unable to invest the net proceeds of the Sub-Fund's offering on acceptable terms within the time period that the Sub-Fund anticipates or at all, which could harm the Sub-Fund's financial condition and operating results.

Before making investments, the Sub-Fund will invest the net proceeds of the Sub-Fund's offering primarily in cash, cash equivalents and other short-term liquid instruments on a temporary basis. This will produce returns that may be lower than the returns which the Sub-Fund expects to achieve when the Sub-Fund's portfolio is fully invested in Investment Instruments that meet the Sub-Fund's investment objective. As a result, any distributions that the Sub-Fund pays while the Sub-Fund's portfolio is not fully invested in Investment Instruments meeting its investment objective may be lower than the distributions that the Sub-Fund may be able to pay when the Sub-Fund portfolio is fully invested in Investment Instruments meeting the Sub-Fund's investment objective.

Dilution from subsequent offerings of Shares

The Sub-Fund may accept additional subscriptions for Shares as determined by the Board, in its sole discretion. Additional purchases may dilute the interests of existing Shareholders in the Sub-Fund's investment prior to additional investment being deployed to other Investment Instruments, which could have an adverse impact on the existing Shareholders' interests in the Sub-Fund particularly if subsequent Sub-Fund investments underperform the prior investments.

Target return

The target return does not provide a guarantee of the amounts that may be realised upon the applicable Share redemption date. Whilst it is anticipated that subscription proceeds will reference a substantial quantum of the Investment Instruments this may not be the case at all times during the tenor of investment. This may be the case where certain Investment Instruments no longer meet the Investment Manager's eligibility criteria over time or where there are insufficient Investment Instruments provided by the asset originator to meet the maximum investment exposure desired by the Sub-Fund. In such circumstances, where Investor subscription proceeds exceed the quantum of Investment Instruments indirectly participated by the Sub-Fund, the actual return to Shareholders will be lower than the target return. Neither the Sub-Fund, Board of Directors nor the Investment Manager guarantee or provide assurance that the aggregate quantum of the Investment Instruments will either be available for investment exposure during the tenor of investment or will be equal to greater than the aggregate amounts invested by Eligible Investors.

Co-investments

Certain investments made by the Sub-Fund may be made on a co-investment basis with third party entities with whom neither the Fund nor the Investment Manager has control over. Such third party entities may act as asset originators or Relationship Counterparties in connection with Investments or Investment Instruments to which the Sub-Fund has exposure to. As the Sub-Fund Fund may not have sole and exclusive control over Investments the realisation of any investment may take longer than would otherwise be the case. For example, an exit procedure may be specified requiring notification to other co-investors, a right of first refusal or a right to initiate a buy-sell procedure that may impact the timing of any exit.

Conflicts of interests

There may be potential conflicts of interest among the Investment Manager, its members, Eligible Investors, the Sub-Fund or other transaction parties involved in the activity of the Sub-Fund. In particular, but without limitation to its obligations to act in the best interests of Investors when undertaking any dealings or investments where conflicts of interest may arise, each will respectively endeavour to ensure that such conflicts are resolved fairly.

In the conduct of its business the policy of each of the AIFM and the Investment Manager is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of affiliates' various business activities and the Sub-Fund or its Investors and between the interests of one or more investors and the interests of one or more other investors. The affiliates, as well as the AIFM and the Investment Manager shall strive to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, both the AIFM and the Investment Manager have implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Sub-Fund or its Investors, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

A potential conflict of interest could arise since Santander entities and divisions thereof may be acting in a number of capacities which may include originator and servicer of Investment Instruments referenced or secured under the Notes, account bank, placement agent for the Notes and Investment Manager. In the course of its ordinary business, Santander CIB and/or any of their respective affiliates may, from time to time, engage in purchase, sale or other transactions involving the Investment Instruments more broadly for their proprietary accounts and/or for accounts under their management and/or for any counterparty. Such transactions may have a positive or negative effect on the level of the Investment Instruments and consequently on any market price, liquidity or value of the relevant Notes and the Sub-Fund.

Santander and/or their respective affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, corporate finance and other services, hedging, financing and brokerage activities ("**Banking Services or Transactions**"). Each of Santander and/or its respective affiliates may have engaged in, and may in the future engage in, various Banking Services or Transactions in the ordinary course of business with the seller, supplier or buyer or their respective subsidiaries, jointly controlled entities or associated companies from time to time, for which each of them has received or will receive customary fees and commissions. In the ordinary course of their various business activities, Santander and/or its' respective affiliates may make or hold (on their own account, on behalf of clients or in their capacity as investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans)

for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Santander and/or its respective affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the financial instruments of the seller, supplier or buyer, and may recommend to their clients that they acquire long and/or short positions in any such financial instruments.
Members of the Santander group and their affiliates may engage in other business and furnish investment management, advisory and other types of services to other clients whose investment policies differ from those followed by the originators, the servicers or the account banks and from which they may derive revenues and profits in addition to the fees stated in the various transaction documents, without any duty to account to any person therefor. Members of the Santander Group may make recommendations to or effect transactions with other clients which may differ from those effected with respect to the Investment Instruments referenced by the Notes held in the Sub-Fund.

Certain Classes of Shares are not available to certain investors

As indicated in this Supplement, certain Classes of Shares may not be available to certain investors or may only be acquired by employees of the Investment Manager.

Uncertain economic, social and political environment

Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity, pandemics and other widespread public health emergencies, and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modelling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire investments, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of the Sub-Fund and its investments to execute their respective operations and to receive attractive multiple earnings upon disposition. This may slow the rate of future investments by the Sub-Fund and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon the Sub-Fund's investments.

Further, in late February 2022, Russia initiated significant military action against Ukraine. In response, the U.S., European Union and certain other countries imposed significant sanctions and trade actions against Russia, and the U.S., European Union and certain other countries could impose further sanctions, trade restrictions and other retaliatory actions should the conflict continue or worsen. It is not possible to predict the broader consequences of the conflict, including related geopolitical tensions, and the measures and retaliatory actions taken by the U.S., European Union and other countries in respect thereof, as well as any counter measures or retaliatory actions by Russia in response, is likely to cause regional instability, geopolitical shifts and could materially adversely affect global trade, currency exchange rates, regional economies and the global economy. In particular, while it is difficult to anticipate the impact of any of the foregoing on the Sub-Fund, the conflict and actions taken in response to the conflict could increase sectoral costs, disrupt supply chains, reduce earnings, impair the Sub-Fund's ability to raise additional capital when needed on acceptable terms, if at all, or otherwise adversely affect business, financial condition and results of operations of any Investment of the Sub-Fund.

COVID-19

The COVID-19 pandemic has had a material adverse impact on businesses around the world and the economic and social environments in which they operate. Consequently there are a number of factors associated with the COVID-19 pandemic and its impact on global economies that have had and could continue to have a material adverse effect on the profitability, capital and liquidity of the Sub-Fund.

The COVID-19 pandemic caused disruption to global companies and suppliers. Most jurisdictions implemented severe restrictions on the movement of their respective populations, with a resultant significant impact on economic activity. It remains unclear how the COVID-19 pandemic will evolve through 2023 and beyond, with the risk of further waves, new strains and/or vaccines proving ineffective cannot be ruled out and could result in the reintroduction of, or additional, restrictions placed on local populations.

Macroeconomic expectations are that the effects of the COVID-19 pandemic will be long lasting with the level and speed of economic recovery still uncertain. To the extent that the residual impacts of the COVID-19 pandemic continue to adversely affect the global economy, it may also have the effect of increasing the likelihood and/or magnitude of other risks described herein or may pose other risks which are not presently known or not currently expected to be significant to the Sub-Fund's profitability and liquidity.

Further waves or new strains of COVID-19 could impact the Investment Manager's ability to conduct business and source investment opportunities in the jurisdictions in which it ordinarily operates through disruptions to infrastructure and supply chains, business processes and technology services provided by third parties, and unavailability of staff due to illness.

Economic conditions in the Eurozone

Concerns relating to credit risk (including that of sovereigns and of those entities which have exposure to sovereigns) have intensified in recent years. In particular, concerns have been raised with respect to current economic, monetary and political conditions in the Eurozone. If such concerns persist and/or such conditions further deteriorate (including as may be demonstrated by any relevant credit rating agency action, any default or restructuring of indebtedness by one or more member states or institutions and/or any changes to, including any break up of, the Eurozone), then these matters may cause further severe stress in the financial system generally and/or may adversely affect the Sub-Fund, one or more of the other transaction parties and/or any Underlying Counterparty in respect of Investment Instruments referenced by the Notes and subscribed by the Sub-Fund. Given the current uncertainty and the range of possible outcomes, no assurance can be given as to the impact of any of the matters described above and, in particular, no assurance can be given that such matters would not adversely affect the rights of the Eligible Investors, the NAV of the Shares and/or the ability of the Sub-Fund to redeem Shares at an amount greater than the investment made.

Regulated banking activity

While non-bank lending is currently being promoted within the EU, in many jurisdictions, especially in continental Europe, engaging in lending activities "in" certain jurisdictions particularly via the original extension of credit granting a loan and in some cases including purchases of receivables, discounting of invoices, guarantee transactions or otherwise (collectively, "**Regulated Banking Activities**") is generally considered a regulated financial activity and, accordingly, must be conducted in compliance with applicable local banking laws (or the AIFM Directive, in the case of European long-term investment funds). Although a number of jurisdictions have consulted and published guidance on non-bank lending, in many such jurisdictions, there is comparatively little statutory, regulatory or interpretive guidance issued by the competent authorities or other authoritative guidance as to what constitutes the conduct of Regulated Banking Activities in such jurisdictions. Trade finance exposures subject to these local law requirements may restrict the Sub-Fund's or the Note Issuer's ability to purchase or reference the relevant Investment Instrument or may require it to obtain exposure via other means. Moreover, these regulatory considerations may differ depending on the country in which each Relationship Counterparty is located or domiciled, on the type of Relationship Counterparty and other considerations. Therefore, at the time when trade finance exposures are acquired or participated by the Note Issuer and in turn the Notes subscribed by the Sub-Fund, there can be no assurance that, as a result of the application of regulatory law, rule or regulation or interpretation thereof by the relevant governmental body or agency, or change in such application or interpretation thereof by such governmental body or agency, payments on the trade finance exposures might not in the future be adversely affected as a result of such application of regulatory law or that the Note Issuer or the Sub-Fund might become subject to proceedings or action by the relevant governmental body or agency which, if determined adversely to the Note Issuer or the Sub-Fund, may adversely affect its ability to make payments in respect of the relevant Notes and in turn redemptions of the relevant Shares.

General legal investment considerations

The investment activities of certain Investors are subject to legal investment laws and regulations, or to review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (a) the Shares are suitable or appropriate legal investments for it, (b) other restrictions apply to its purchase of the Shares.

There is therefore a risk that suitable assets, which may be acquired in accordance with the Offering Document and the Articles, may not be available on the market or may not be available on attractive or economically reasonable terms. Poor acquisition conditions may result in the actual result of the Sub-Fund being worse than expected. If no investment properties can be acquired at all on reasonable terms, the planned investment strategy may not be implemented at all. In such a case, the capital already drawn down by Eligible Investors could be invested in a bank account for an indefinite period of time, even though the ongoing costs of a Sub-Fund would still have to be serviced. The aforementioned cases could also lead to the redemption of a Sub-Fund. Therefore, it cannot be ensured that sufficient suitable investment opportunities for the successful implementation of the investment strategy are available during the investment period (so-called diversification risk). If this risk materializes, this may lead to lower distributions to Shareholders or to a partial or complete loss of the Investments.