

MCB Africa Equity Fund

Public offering of Redeemable Class N Participating Shares and Redeemable Class R Participating Shares

ISIN Redeemable Class N Shares: MU0465S00007

Redeemable Class R Shares: MU0465S00015

Simplified Prospectus | Issued: January 12, 2015

1. AUTHORISATION

This simplified prospectus (the “Simplified Prospectus”) contains only key information about the MCB Africa Equity Fund (the “Fund”) which has been authorised by the Financial Services Commission (the “FSC”) under the Securities Act 2005. In granting this authorisation, it must be clearly understood that the FSC does not vouch for the financial soundness of the Fund or for the correctness of any statements made herein or any opinions expressed with regards to them.

The Directors of the Fund, whose names are set out in Section 4.3 of this Simplified Prospectus, accept responsibility for the information contained herein. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information provided in this document is in accordance with the facts and contains a fair summary of the key information set out in the full Prospectus. It is the responsibility of each person relying on this Simplified Prospectus to ensure that the said prospectus is the latest one issued by the Fund.

The full Prospectus along with the Constitution of the Fund are available for inspection free of charge at the offices of the Principal Distributor and Manager during the normal working hours on any Business Day.

2. RESTRICTION OF SALE

The distribution of this document and the offering of shares in certain jurisdictions may be restricted and accordingly anyone wishing to subscribe for shares in the Fund should satisfy itself/himself that it/he complies with the laws of the relevant territory and that it/he obtains any requisite governmental or other authorisations and/or observes any other formalities. This document does not constitute an offer to anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer. The definitions used in this Simplified Prospectus are set out in section 8.

Restriction of sale to US Person - The Fund has not been registered under the United States Securities Act of 1933, as amended, or the United States Investment Company Act of 1940, as amended and may not be offered, sold or delivered in the United States, or to or for the account of a US Person.

3. CONFLICTS

The Manager is duly licensed under the Securities Act 2005 to, inter alia, promote, manage and administer collective investment schemes and closed-ended funds. Potential investors should be aware that the Manager has, in addition to its CIS Manager license, an investment adviser (unrestricted) license issued by the FSC and is accordingly entitled to also provide advisory and portfolio management services to its clients. The Manager will not, on behalf of its advisory clients, invest in, nor advise for the investment in, retail collective investment schemes falling under its own management.

4. PRESENTATION OF THE FUND

4.1. Name and registered office address of the Fund

MCB Africa Equity Fund, C/o GFin Corporate Services Ltd, 9th Floor, Orange Tower, Ebene, Mauritius - Website: www.mbcim.mu/funds

4.2. Constitution

MCB Africa Equity Fund is a collective investment scheme incorporated under the laws of the Republic of Mauritius (“Mauritian Law”) on December 18, 2014, as a public company limited by shares, holding a category 1 Global Business License. The Fund is regulated under the Financial Services Act 2007 and is authorised to operate as a Global scheme pursuant to the Securities Act 2005.

The Fund is being promoted by MCB Investment Management Co. Ltd (the “Manager” or “MCBIM”), which is a company duly licensed by the FSC to promote funds and offer management, administration, distribution and other services to collective investment schemes and closed-end funds. The Manager will subscribe to all of the Management Shares issued by the Fund from time to time.

4.3. The Directors

The Board's primary function is to direct and supervise the business and affairs of the Fund. The Board consists of three (3) directors, at least two (2) of whom shall at all times be resident in Mauritius. The Directors are: Bashirali Abdulla CURRIMJEE [Independent Chairperson], Bernard d'Hotman de Villiers [Independent Director] and Ronald LAN YAN FOON [Non-executive Director].

4.4. Functionaries

Function	Company	Address	Contact details
The Manager	MCB Investment Management Co. Ltd.	9 th Floor, MCB Centre, Sir William Newton Street, Port Louis, Mauritius	☎ : +230 202 5515 ✉ : mcbim@mcbcm.mu 🌐 : www.mcbim.mu
The Investment Adviser	Imara Asset Management	Level 12, Tower 1 Nexteracom, Cybercity, Ebène Mauritius	☎ : +230 467 2388 ✉ : rajeev.sookur@imara.com 🌐 :
The Corporate Secretary	GFin Corporate Services Ltd.	9 th Floor, Orange Tower, Ebene, Mauritius	☎ : +230 466 2600 ✉ : info@gfingroup.com 🌐 : www.gfingroup.com
The Registrar	MCB Registry & Securities Ltd	9 th Floor, MCB Centre, Sir William Newton Street, Port Louis, Mauritius	☎ : +230 202 5398 ✉ : mcbbs@mcbcm.mu 🌐 : www.mcbbs.mu
Custodian	Standard Chartered Bank (Mauritius) Limited	Units 6A and 6B, 6 th Floor Raffles Tower, Lot 19, Cybercity, Ebène Mauritius	☎ : +230 403 6500 ✉ : TBSM_Mauritius_MU@sc.com 🌐 : www.sc.com/mu
The Principal Distributor	MCB Stockbrokers Ltd	9 th Floor, MCB Centre, Sir William Newton Street, Port Louis, Mauritius	☎ : +230 202 5427 ✉ : mcbbs@mcbcm.mu 🌐 : www.mcbcm.mu
The Auditors	BDO & Co	10, Frère Félix de Valois Street Port Louis, Mauritius	☎ : +230 202 3000 ✉ : ceo@bdo.mu 🌐 : www.bdo.mu
Legal Adviser	Vony Ramsamy	Law Chambers, 5 Unicorn House, 5 Royal Street, Port-Louis, Mauritius	☎ : +230 448 0776 ✉ : vony.ramsamy@intnet.mu

5. INVESTMENT OBJECTIVE & PRACTICES AND FINANCIAL CHARACTERISTICS

5.1. Background on the African Economy

Today, Africa dubbed as 'The last frontier' is witnessing unprecedented levels of foreign direct investments. Several countries notably China are competing for its resources and markets. In fact, over the past decade, Africa has created much wealth and generated more sustained growth than it has ever done in its history. While its economic development is fairly recent, there is nothing unusual about the continent's rapid upward mobility. It is simply following a pattern of global economic transformation that began years back. In less than 5 years' time, the continent has risen from eighth position to become the second most attractive investment destination in the world (EY's attractiveness survey: Africa 2014). This remarkable progress in a short space of time shows how the African image has changed. As per African Economic Outlook 2015, Africa's average growth is projected to accelerate to 4.5% in 2015 and to 5% in 2016, to levels last seen before the onset of 2008 global recession. The region has shown significant resilience to both regional and global headwinds, attracting large institutional investors. Over the last decade, investment flows towards the continent more than tripled to reach over USD 200 billion.

The process of growth has itself been accelerating. Technological transfer for instance has never been easier, and the adaptation by several African states to new technology has simply been amazing. The continent is now sitting in a very good place to leapfrog generations of technical advances.

Moreover Africa has added advantages notably its vast reserves of essential natural resources and the 'demographic dividend'. Africa's population is young and it is forecast that this segment of the population will increase by 15 to 20 percent over the next decade at a time when both Europe and Asia will suffer a decline in the same age composition. In the next two decades, the continent is projected to possess the largest labor force in the world, surpassing those of China and India combined. This demographic dividend offers supreme investment opportunities. Growth follows youth, both in terms of productivity and consumption, and Africa's population, unencumbered by the need to provide for an ageing, unproductive population, will have greater surplus income, and energy, to push growth charts further.

Economic progression has also been underpinned by commodity export and Africa is on track to join the gas-producing giants in the medium future. It is also positioning itself to become one of the leading producers of iron ore, coke, coal and even steel. It is already the world's largest producer of cobalt and platinum and is among the top producers of gold, copper and diamonds. But what is significant is that commodities form only a third of the increase in Africa's GDP. The other two-thirds come from services, manufacture and construction, which have led to a sharp rise in the continent's new middle-classes.

Urbanisation is another vital component in its wealth creation as this tends to flatten out ethnic and regional differences, generates productive ideas, vastly increases demand (and supply) of goods and services and economies of scale and productivity. Urbanisation has also brought about substantial improvements in the provision of education, healthcare and a spate of infrastructure projects, including roads, railways, port and airport expansions, and large-scale housing.

A number of new purpose built cities in Kenya and Ghana for example are good illustrations and being showcased by promoters regionally and this trend is forecast to grow. Anecdotally, a recent report commissioned by the World Economic Forum entitled 'African Strategic Infrastructure Initiative' highlight for 51 programmes of regional importance in the Transport, Water, Energy, and Information and Communications Technology (ICT) sectors, which will require investment to the tune of \$68 billion.

Finally it is reassuring to note that in order to ensure that economic activity goes unabated; the continent's pan-African institutions are continuing on a reform path, extending cooperation, implementing innovative policies, strengthening institutions and scaling up investments to deliver sustained growth and development.

Given these favourable factors the onus, is therefore, to explore the African markets and make the most of the immense opportunities. MCB Capital Markets believe the time is right, to build on Africa's current performance and use it as a foundation for delivering long term potential capital gains to its investors.

5.2. The African equity market

The number of stock markets in Africa has risen from 5 in 1990 to 29 exchanges currently representing 38 nations' capital markets. Out of the 29 stock exchanges, 23 are members of the African Securities Exchanges Association (ASEA), a platform which was created to develop member exchanges, enhance the global competitiveness of member exchanges and to provide a platform for networking and exchange of information. The continent also hosts two of the few regional stock exchanges in the world, the BRVM (Bourse Régionale des Valeurs Mobilières) which is an electronic stock exchange for eight West African countries (Benin, Burkina Faso, Côte d'Ivoire, Mali, Niger, Senegal, Togo, and Guinea Bissau) and the other regional exchange serves six member countries: Cameroon, Central African Republic, Chad, Republic of Congo, Equatorial Guinea and Gabon. The Johannesburg Stock Exchange (JSE) is the largest and most liquid exchange. The second and third largest being the Nigerian Stock Exchange and the Casablanca Stock Exchange respectively. The smallest is Douala Stock Exchange in Cameroon.

Fuelling the growth of African markets is the fact that these bourses are building a notable presence in globally recognized indices used by investors and portfolio managers to measure frontier market performance. For instance African equities are now included in emerging frontier indices and Africa-focused benchmark indices, such as the Russell Frontier Index (RFI), MSCI Emerging Frontier Markets Africa (excluding South Africa) Index, S&P Africa Frontier, S&P Pan Africa, and FTSE ASEA Pan Africa Index. For example the S&P Africa Frontier index tracks stocks in Botswana, Cote d'Ivoire, Ghana, Kenya, Mauritius, Namibia, Nigeria and Zambia.

African equity markets have experienced significant growth as evidenced by the rise in initial public offerings (IPOs) with majority of the countries being well rated by international financial markets and portfolio and asset managers in developed markets. Moreover exchanges have clearly demonstrated commitment to accelerate their development by using software systems to boost efficiency and operating speed and reduce costs.

Invariably all studies point towards a rapid rise in Africans' disposable income. Personal communications, Food and beverage, Banks, Health care and Retail are all industries where demand is expected to grow manifold. As earlier mentioned, African infrastructure is being built out; there are numerous opportunities in Agriculture, Construction, Telecommunications, Energy and Mining industries. While there are now many companies enjoying high profit margins in Africa that are suitable for investment, there is also a large list of companies that have yet to come public that will offer as much or more opportunity.

The strong growth prospects, improved macroeconomic management and increased political stability have all been investment-enablers.

In summary the attractiveness of African equity markets can be attributed to the continent's fast-paced economic growth and development, buttressed by political stability, stabilizing and growth-oriented policies and initiatives, liberalized business environments, increasing regional collaboration, and positive engagement with multilateral agencies.

5.3. Investment objective

The Fund aims to achieve long-term capital appreciation by investing in African companies and/or in the shares of companies whose major source of income (above 75%) is derived from Africa.

While it is not intended that the investment policy will be dictated by a benchmark, performance achieved will be measured against a benchmark based on 75% FTSE ASEA Pan Africa Index ex South Africa index and 25% FTSE JSE All-Share Index. The manager reserves the right to change the benchmark for a more appropriate one which would reflect better its objective.

The base currency of the fund shall be the United States Dollar.

5.4. Currency universe

The Fund will hold investments and cash denominated both in United States Dollars and the local currencies of the countries where the Fund is permitted to invest.

5.5. Investment restrictions and practices

The Fund:

- a) Will restrict its investments (other than cash and cash equivalents) to the shares of companies traded on African equities markets and/or to the shares of companies whose major source of income (above 75%) is derived from Africa;
- b) Will limit its aggregate exposure to non-African companies whose major source of income (above 75%) is derived from Africa to a maximum of 10%;
- c) Will limit its exposure to South Africa to a maximum of 25%;
- d) will not purchase a security if, immediately after the purchase, more than 10% of its net assets, taken at market value at the time of purchase, would be invested in securities of that issuer;
- e) shall not directly invest in any company where, immediately after the investment, more than 10% of any one class of securities of that company would be held by the Fund;
- f) shall not directly purchase real estate;
- g) shall not directly purchase a mortgage;
- h) shall not purchase or sell derivatives;
- i) shall not purchase an illiquid asset if, immediately after the purchase more than 10% of the net assets of the collective investment scheme, taken at market value at the time of the purchase, would consist of illiquid assets;
- j) shall not directly purchase a security for the purpose of exercising control or management of the issuer of the security; and
- k) shall not directly purchase or sell commodities, including precious metals.

In addition the Fund shall not:

- a) borrow money or provide for the creation of any encumbrance on its assets ;
- b) subscribe securities offered by a company under formation;
- c) engage in the business of underwriting or marketing securities of any other issuer;
- d) subject to the Securities Act 2005, lend money, securities or other assets,
- e) guarantee securities or obligations of another person;
- f) purchase or sell securities other than through market facilities where these securities are normally bought and sold unless the transaction price approximates the prevailing market price or is negotiated on an arm's length basis;
- g) purchase a security from, or sell a security to, one of the following persons-
 - i. the Manager or the Custodian;
 - ii. an officer of the Manager or the Custodian;
 - iii. an affiliate of a person referred to in subparagraphs g) (i) and (ii), unless the purchase from or sale to the affiliate is carried out at arm's length.

5.6. Risk factors

Prospective investors should be aware that an investment in the Fund involves significant risks that should be considered prior to such investment. There can be no assurance that the investment objectives of the Fund will be achieved, or that an Investor will receive a return of its capital or any return thereon. An investment in the Fund does not represent a complete investment program. The following considerations, among others, should be carefully evaluated before making an investment in the Fund. The considerations and risks outlined below are not the only ones relevant while making an investment decision. Prospective investors should consult with independent, qualified sources of investment, legal, tax, accounting and other advice before making an investment in the Fund. Prospective investors should refer to the full Prospectus for a more detailed description of the risk factors.

- a) Investment risks

- i. Investor returns will be dependent upon the performance of the portfolio of the Fund whose value can fluctuate and as such no assurance, express or implied, can be given that investors will receive back the amount of their investment in the shares of the Fund.
- ii. No secondary market for shares of the Fund exists and no market is expected to develop.
- iii. There are limitations on the transferability of shares in the Fund as this requires the consent of the Board.
- iv. Past results or performance of the Manager are not necessarily indicative of future performance of the Fund. No assurance can be given that profits will be achieved or that substantial losses will not be incurred.
- v. Investors may be adversely affected by any depreciation in the currencies of the jurisdictions where the Fund has invested.
- vi. The Fund has no operating history which can be relied upon to provide any indication of potential future performance.
- vii. Changes in laws or regulations governing the Fund's operations may adversely affect the Fund's business
- viii. Changes in taxation legislation may adversely affect the Fund.
- ix. The shares of the Fund do not trade on a liquid and regulated market and as such redemption of such shares are limited pursuant to the provisions detailed in the full Prospectus.
- x. Large redemption activity could result in the Fund being forced to sell portfolio investments at a loss.

b) Risks relating to the Fund's Portfolio

- i. Restrictions on foreign ownership of stocks of by foreign investors may lead to the Manager not being able to invest the totality of the Fund's monies available for investment.
- ii. Considerations relating to equity investments whereby holders of equity will find their rights subordinated to the rights and claims of that entity's creditors and other claimants during any bankruptcy proceeding, liquidation or winding-up of the entity
- iii. Even where securities are traded on a stock exchange, there can be no absolute assurance that these securities may ever be disposed of.
- iv. Listed Companies may lose their listed status because of non-compliance with relevant regulations.
- v. There can be no assurance that the rights of the Fund, as a minority shareholder, will be protected.
- vi. Lack of diversification since the Fund cannot significantly shift its investment focus out of Africa in the event that political, economic or other circumstances do not justify investment in Africa.
- vii. The assets of the Fund might be concentrated in certain specific sectors, examples of which are laid down in the Prospectus.
- viii. Inflation in African countries may have an adverse effect on the ability of the Fund to make investments and to dispose of portfolio investments on attractive economic terms.
- ix. Corporate actions may, in certain cases, lower the liquidity of portfolio investments.

c) Risks specific to Africa

In addition to the risk factors described above, in considering investing in the Fund an Investor should also be aware of certain risk factors specific to investments on African markets, which include, but are not limited to, the following:

- i. Regulation of African securities markets (other than Mauritius) and accounting, auditing and financial standards may differ significantly from those applicable to Mauritius and developed countries.
- ii. Changes in Africa's political, social, and economic climates may significantly impact the performance of the Fund.
- iii. Exchange controls in some African jurisdictions may restrict the ability of the Fund to repatriate its investments.
- iv. Any slowdown in the growth of African economies can negatively affect the value of the Fund's investments.
- v. Tax related risks stemming from amendments to any income tax treaties between African countries and Mauritius which may impact the performance of the Fund.
- vi. Investment risk may be particularly high to the extent the Fund invests in emerging market securities.

d) Other Risks

Besides the risks related to equity investments set out above, an investment in the Fund involves certain other considerations and risks that prospective investors should carefully consider before investing in the Fund. These include, potential conflicts of interest, tracking error risk, settlement risk, passive investment risk and risks related to the ability of the Manager to dedicate adequate resources (mainly human resources) to the Fund.

5.7. Suitability

The Fund is suitable for investors:

- a) Looking for long-term capital appreciation from a portfolio of diversified securities listed on African equities markets;
- b) Having an investment horizon of at least 5 years; and
- c) Who will not require regular income from their investments.

5.8. Recommended minimum holding period

Investment in the Fund should be considered for a period of at least 5 years.

5.9. Dividends

Neither the Management shareholder nor the holders of Class R Shares and of Class N Shares shall be eligible for any dividend payment.

6. CONDITIONS OF OPERATIONS

6.1. Share capital

The share capital of the Fund is denominated in USD and made up of no par value shares. It is divided into three classes of shares namely: Management Share, Class N Shares and Class R Shares.

6.2. Summary of rights and terms of issue of shares in the Fund

Rights & other terms	Management Shares	Class N Shares	Class R Shares
Voting	Yes	No	No
Dividends	No	No	No
Distribution of surplus assets	Yes, but after distributions to Class N and Class R shares	Yes	Yes
Redemption	No	Yes	Yes
Initial Subscription (minimum)	USD 10	USD 50,000	USD 1,000
Subsequent Subscription (minimum)	N/A	USD 10,000	USD 500
Monthly Savings Plan (minimum)	N/A	USD 1,000	USD 100
Annual Statements of holdings	N/A	Yes	Yes

6.3. Net asset value, portfolio valuation and pricing

The Net Asset Value of the Fund, calculated on a class by class basis, is determined in accordance with International Financial Reporting Standards ("IFRS") subject to the amortization of the organisational and initial offering fees and expenses of the Fund.

Listed and traded securities will be valued daily at the latest closing price in the local currency as provided by the relevant exchanges. Investments initially valued in currencies other than the Fund's Base Currency are converted to the Base Currency using exchange rates obtained from daily rates on that day as published by The MCB. Securities and other assets for which market quotes are not readily available are valued at fair value as determined in good faith by the Board and/or the Manager or persons acting pursuant to their direction. The Fund will be valued with accrual on holdings up to and including the day of valuation. In the event the Manager at any time considers that the above basis of valuation is inappropriate to reflect the correct values or, that the values determined in accordance with the foregoing principles are unfair, the Manager may, with the approval of the Board, make such allowance as it considers appropriate.

The NAV per Share in respect of a class of shares (other than the Management share class) shall be calculated, on each Valuation Day, by dividing the Net Asset Value of the Fund attributable to that class by the total number of shares of that class outstanding on the that Valuation Day. The Issue Price and Redemption Price of Class N Shares or Class R Shares (as the case may be) after the Initial Launch Period shall be calculated by adjusting the NAV per share (as calculated above) by the Dilution Levy and Entry Fee (if any) pertaining to Class N Shares or Class R Shares (as the case may be). The prices in respect of the Net Asset Value, the Issue Price and the Redemption Price shall be rounded at an accuracy of three (3) decimal places.

6.4. Suspension of dealing

The Board is empowered, on the occurrence of specific events, to suspend all dealings and the calculation of the Net Asset Value pertaining to the Fund or any class of shares of the Fund. The Board shall, in addition to the subject of suspension, have the right

to postpone any Valuation Day to the next Business Day if, in the opinion of the Board a significant proportion of the assets of the Fund cannot be valued on an equitable basis and such difficulty is expected to be overcome within one Business Day.

No issue or redemption of shares of the Fund will take place during any period when the calculation of the Net Asset Value is suspended. The Fund may withhold payment to shareholders of the Fund whose shares have been redeemed prior to such suspension until after the suspension is lifted, such right to be exercised in circumstances where the Board believes that the making such payment during the period of suspension would materially and adversely affect and prejudice the interests of continuing shareholders.

The Fund where possible shall take all reasonable steps to bring any period of suspension to an end as soon as possible in any event not later than thirty (30) days after the start of the suspension.

6.5. Subscriptions and redemptions

a) Subscription procedure

Applications for Class N Shares or Class R Shares (as the case may be) may be made to the Manager or through the Principal Distributor. An application form is attached to this Simplified Prospectus and will also be made available on the website of the Fund at www.mcbscm.mu/funds/. Duly completed applications forms and required supporting documents together with remittance must be submitted to either the Manager or Principal Distributor. Applications will be processed when they are physically received at the office of the Manager. Payments by cash will not be accepted and shares must be fully paid up as no credit will be given to investors or potential investors.

b) Minimum funding to be raised

The minimum amount of subscriptions to be raised during the Initial Launch Period is USD 1,000,000. This minimum is required for the Fund to start operating. Should this minimum amount not be reached by the end of the Initial Launch Period, all monies already paid by investors will be returned to them together with any interest earned thereon. Refunds will be made by bank transfer (net of bank charges) to the account specified on the application forms. All subscription monies will be kept in a bank account in the name of the Fund at the MCB.

c) Redemption procedure

A holder of Class N Shares or Class R Shares (as the case may be) may by himself, or acting through an authorised agent, on any Dealing Day request the Fund to, subject to the Minimum Holding, redeem all or any portion of its shares at the Redemption Price by serving and delivering a duly completed redemption request form (obtained from the Manager or Principal Distributor or downloaded from the website of the Fund) at the registered office of the Manager or Principal Distributor. Proceeds from redemption (net of any bank charges) will be paid to the relevant redeemers' accounts within 10 Business Days of the applicable Dealing Date.

A notice period (the "Notice Period") of 10 Business Days, or such other lower period as may be determined by the Board, shall apply to all Redemption Requests. Any Notice Period shall start on the day a Redemption Request is received and accepted by the Manager. The Redemption Request will be processed on the first Dealing Day immediately following the last day of such Notice Period and at the Redemption Price applicable on such Dealing Day. The Board may, at its sole discretion and having regards to the availability of sufficient funds within the Fund, process a Redemption Request on an earlier Dealing Date.

If, on any Dealing Day, the aggregate of all Redemption Requests represents more than twenty per cent (20%) of the total value, of all the Class N Shares and Class R Shares taken collectively, in issue on a given Dealing Day, the Fund shall have the right to redeem the shares to which the Redemption Requests relate at a price determined by a successful sale of the requisite assets of the Fund and unless and until the sale is successfully effected, the redemption requests shall be deemed suspended. In selling the requisite assets, the Fund shall give due consideration to the interests of the holders of shares of the Fund as a whole.

Where a request for redemption relates to a portion only of the Class N Shares or Class R Shares (as the case may be) held by an investor and if the redemption of such shares would have the effect of causing the investor to hold less than the Minimum Holding applicable to that class, the Fund reserves the right to redeem the total number of shares held by that investor as at the date the redemption request was made and to pay the corresponding redemption proceeds as per above.

d) Information on subscription and redemption

	Class N Shares	Class R Shares
Initial Launch Period	Opens on September 3, 2015 and closes on September 4, 2015	
Initial Launch Price	USD 10.00	USD 10.00

Minimum initial investments and Holdings	USD 50,000	USD 1,000
Subsequent minimum investments	USD 10,000	USD 500
MSP – minimum monthly contributions	USD 1,000	USD 100
Subscription dealing deadline	2 p.m. Mauritian time on each Dealing Day	
Notice period for redemptions	10 Business Days or such other lower period as may be determined by the Board	
Pricing basis	Forward pricing basis meaning that the Issue Price or Redemption Price shall not be ascertainable at the time of application	
Subscription in specie	Allowed subject to the approval of the Board	
Subscription confirmation	Contract note will be sent within 15 Business Days of relevant Dealing Day	
Redemption confirmation	Contract note will be sent within 20 Business Days of relevant Dealing Day	
Payment of redemption proceeds	Will be paid (net of any bank charges) within 20 Business Days of relevant Dealing Day	
Minimum redemption amount	USD 1,000	USD 200

6.6. Summary of fees and charges payable by investors

	Class N Shares	Class R Shares
Entry Fee	0.50%	0.75%
Exit Fee	0.25%	0.25%
Dilution Levy	1.50%	1.50%
Management fees	1.50%	1.75%
Such other costs, fees and expenses directly related or incidental to the operation of the Fund	Apportioned, where applicable, on a class by class basis	
Total expense ratio*	c. 2.05%	c. 2.30%

* Based on an average Net asset Value for the Fund of USD 10,000,000

For the purpose of Net Asset Value calculation, organisational and initial offering fees and expenses of the Fund will be allocated to the different shares or classes of shares and may be amortized or written off over a period of five (5) years commencing on the first Business Day of the month during which the Fund commences investment activities or as the Board may determine from time to time. A note reconciling the Net Asset Value calculation at year end shall be included in the statutory accounts of the Fund.

7. GENERAL INFORMATION

7.1. Financial year end

The financial year of the Fund is 30th of June every year.

7.2. Duration and termination of the Fund

The Fund will have an indefinite life. The Fund may be wound up in accordance with the applicable insolvency laws of the Republic of Mauritius or upon exercise by the FSC of its powers under the applicable legislation. On a winding up, whether as a solvent or an insolvent company, the liquidator will distribute the assets of the Company in accordance with Mauritian Laws and the Constitution.

The Fund may pass the appropriate resolution to wind up or cause for the winding up of the Fund where the size of the Fund is too small and/or that it becomes uneconomical and/or investment in these assets are no longer, appropriate for or does not provide value to, investors.

7.3. Anti-Money Laundering Provisions

To satisfy the requirements of the Financial Intelligence and Anti-Money Laundering Act 2002, the Manager may require additional evidence of identification from a prospective investor prior to issuing shares. Besides existing legislation, the Fund will also adhere to the requirements of the relevant codes on Prevention of Money Laundering issued by the FSC.

8. DEFINITIONS AND INTERPRETATION

8.1. Definitions

In this Simplified Prospectus, the words in the first column of the following table shall bear the meanings set opposite them respectively in the second column, if not inconsistent with the subject or context:

Term	Definition
'Act'	The Companies Act 2001 as amended.
'Auditors'	The auditors of the Fund for the time being.
'Base Currency'	United States Dollar
'Board'	The board of directors of the Fund.
'Business Day'	Any day (except Saturday and Sunday and such other day as the Board may determine) on which banks are open for business in Mauritius.
'Class N Shares'	Redeemable Class N Participating Shares having the rights provided for in section 6.2.2 of the Prospectus and under the Company's Constitution with respect to
'Class R Shares'	Redeemable Class R Participating Shares having the rights provided for in section 6.2.3 of the Prospectus and under the Company's Constitution with respect to
'Constitution'	The constitution of the Fund, as amended from time to time.
'Corporate Secretary'	GFin Corporate Services Ltd.
'Custodian'	Standard Chartered Bank (Mauritius) Limited.
'Dealing Day'	The day on which Class R Shares or Class N Shares, as the case may be, are issued and/or redeemed by the Fund, such day being the first Friday of every month. If the first Friday of a month is not a Business day, the Dealing Day will be the following Business Day.
'Dilution levy'	A charge payable to the Fund by investors on both subscriptions and redemptions and representing the costs, including, without being limited to, brokerage, if any, of investing in or disinvesting from (as the case may be) the Fund. This charge currently stands at 1.50% of NAV per share in respect of each
'Directors'	The persons appointed for the time being as members of the Board.
'Entry Fee'	Has the meaning ascribed to that term under section 6.7 of the Prospectus.
'Exit Fee'	Has the meaning ascribed to that term under section 6.7 of the Prospectus.
'FSC'	The Financial Services Commission which is in charge of regulating non-banking financial services in Mauritius.
'Fund' or 'Company'	MCB Africa Equity Fund.
'Initial Launch Period'	Commences on September 3, 2015 and closes on September 4, 2015.
'Initial Launch Price'	The price at which Class N Shares and Class R Shares, as the case may be, are issued by the Fund during the Initial Launch Period.
'Issue Price'	The price at which Class R Shares or Class N Shares, as the case may be, are issued by the Fund after the Initial Launch Period, such price being determined, on a class by class basis, pursuant to section 6.4 of the Prospectus.
'Management Share'	A share in the capital of the Company designated as a management share and having the rights provided for in section 6.2.1 of the Prospectus and under the Constitution of the Company.
'Manager'	MCB Investment Management Co. Ltd.

'Mauritius'	The Republic of Mauritius.
'MSP'	Monthly Savings Plan which can be adopted by an investor to subscribe for the Class R Shares or Class N Shares, as the case may be, on a monthly basis.
'Net Asset Value' or 'NAV'	The amount determined pursuant to the Constitution as being the Net Asset Value of Class R Shares or Class N Shares, as the case may be.
'NAV per Share'	The Net Asset Value divided by the number of shares in issue in respect of each share class.
'Prospectus'	The offering document of the Fund and any amendments thereto.
'Principal Distributor'	MCB Stockbrokers Ltd.
'Qualified Investor'	Any applicant for Shares of the Company but does not include: <ol style="list-style-type: none"> 1. U.S. Persons; 2. Persons which cannot acquire or hold shares in the Company without violating laws or regulations of the jurisdiction to which they are subject to or subject of, or otherwise applicable to them; 3. Persons which by reason of acquiring or holding such shares, may expose the Company or any of its shareholders or Directors to adverse tax or other pecuniary consequences; and 4. Persons/Entities which are custodians, nominees, or trustees for person described in 1. above.
'Redemption Price'	The price at which Class N Shares or Class R Shares (as the case may be) will be redeemed, determined in accordance with section 6.4 of the Prospectus and the Constitution.
'Registrar'	MCB Registry & Securities Ltd.
'Simplified Prospectus'	The present document and any amendments thereto.
'U.S.' or 'United States'	The United States of America, its territories and possessions, any State of the United States, and the District of Columbia.
'U.S. Person'	<ol style="list-style-type: none"> 1. any natural person resident in the United States, including any U.S. resident who is temporarily outside the United States; 2. any corporation, partnership, limited liability company or other entity organised or incorporated under the laws of the United States; 3. any estate of which any executor or administrator is a U.S. Person; 4. any trust of which any trustee is a U.S. Person; 5. any agency or branch of a foreign entity located in the United States; 6. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person; 7. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident, in the United States; and 8. any corporation, partnership, limited liability company or other entity if (1) organised or incorporated under the laws of any non-U.S. jurisdiction and (2) formed by a U.S. Person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) promulgated under the U.S. Securities Act) which are not natural persons, estates or trusts. <p>Notwithstanding the foregoing, the following persons do not constitute "U.S. Persons" for purposes of this Prospectus:</p> <ol style="list-style-type: none"> 1. any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident, in the United States; 2. any estate of which any professional fiduciary acting as executor or

	<p>administrator is a U.S. Person if (1) an executor or administrator of the estate which is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate and (2) the estate is governed by non-U.S. law;</p> <p>3. any trust of which any professional fiduciary acting as trustee is a U.S. Person shall not be deemed a U.S. Person if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person;</p> <p>4. an employee benefit plan established and administered in accordance with the laws of a country other than the United States and customary practices and documentation of such country;</p> <p>5. any agency or branch of a U.S. Person located outside the United States if (1) the agency or branch operates for valid business reasons and (2) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and</p> <p>6. the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.</p>
'USD'	The United States Dollar, being the lawful currency of the United States of America.
'Valuation Day'	Such Business Day which the Board may declare for the carrying out of the Net Asset Value calculation of Class N Shares or Class R Shares, as the case may be, such Valuation Day being every Business Day (or such other day as the Fund or Manager may from time to time decide).

8.2. Rules of Interpretation:

In this Simplified Prospectus, unless there is something in the subject or context inconsistent with such construction: -

- a) Words importing the singular number only shall include the plural number and vice versa;
- b) Words importing the masculine gender only shall include the feminine gender;
- c) Words importing persons only shall include companies or associations or bodies of persons, whether corporate or not;
- d) The word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- e) Reference to US dollars (or USD) and to US cents is reference to the currency of the United States;
- f) Reference to an Article is to an Article of the Constitution and any reference to a paragraph is to a paragraph of this Simplified Prospectus;
- g) Subject to the foregoing provisions, any words defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in this Simplified Prospectus.
- h) References to enactments and to articles or sections of enactments shall include references to any modifications or re-enactments thereof for the time being in force.
- i) Where for the purposes of this Simplified Prospectus or for any other purpose any amount in one currency is required to be translated into another currency the Board may effect such translation using such rate of exchange as in their absolute discretion they think appropriate except where otherwise specifically provided.