

Theta Distressed Credit Opportunities Pool

PURPOSE

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

PRODUCT

Product: Theta Distressed Credit Opportunities Pool ("the Fund")
Product manufacturer: Theta Fund Management B.V. ("Theta"), a 100% subsidiary of Theta Capital Management B.V. in Amsterdam
Product Code: Class B - USD
Website: www.thetacapital.com
Telephone: + 31 (0)20 5722 734
Regulator: Autoriteit Financiële Markten (AFM), The Netherlands
Document valid as at: 30 June 2023

YOU ARE ABOUT TO PURCHASE A PRODUCT THAT IS NOT SIMPLE AND MAY BE DIFFICULT TO UNDERSTAND

WHAT IS THIS PRODUCT?

TYPE

The Fund is organized as a common contractual fund (*fonds voor gemene rekening*) under the laws of The Netherlands. Theta is licensed as a fund manager (*beheerder van een beleggingsinstelling*) under article 2:65 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, the "Act").

OBJECTIVE

The Fund aims to provide investors with an investment vehicle which targets above average returns of 10%+ per annum on a five-year investment horizon by allocating to a pool of 4-8 third party specialist investment managers that focus on investing in dislocated credit instruments and distressed debt and restructuring opportunities.

Theta will allocate to managers in the structured credit, corporate and sovereign credit space in both developed and emerging markets that have the experience and infrastructure to capitalize on the increased volatility and dispersion in markets as well as anticipated restructurings and liquidations.

The investment funds are selected on the basis of several criteria, including but not limited to investment strategy, pedigree and experience of the investment team, quality of the organization and service providers, and (commercial) terms of investment. The investment return is mainly determined by the change in value of the shares of the funds in which it invests.

The (changes in the) expectations regarding economic growth, interest and ratings have an impact on the return. If these investments are traded in a currency other than the U.S. dollar, then changes in exchange rates also affect the return. In addition, the return is influenced by the changes that are made to the portfolio. The product's costs lower the return. The return will be calculated monthly in US dollars based on the value of the portfolio.

In view of the long-term objective and because investments can experience short term fluctuations, it is recommended to hold an investment in this product at least 5 years.

INTENDED RETAIL INVESTORS

The Fund is suitable for investors who seek capital growth over a 5-year investment horizon.

Investors should:

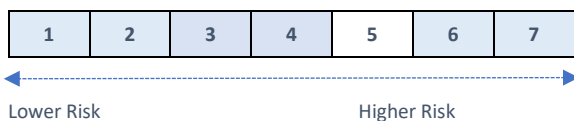
- Have experience with investing in hedge funds;
- Be prepared to accept the risk of a large loss in the value of the Fund and to be able to accept those losses;
- Not require income from the Fund;
- Expect to hold the Fund for a long period of time (5+ years);
- Be willing to accept higher exit costs and limited liquidity (Investors can redeem after the initial 2 year hard lock 25% of their capital every quarter with 90 days notice);
- Be aware that redemption of participations in the fund may under certain circumstances not be possible;
- Be aware that the Fund is intended as a supplement to a well-diversified portfolio; and
- Be aware that the Fund does not take adverse sustainability impacts into account.

TERM

The Fund is open ended with no maturity date. Theta may terminate the product unilaterally with notice (see prospectus for more details).

WHAT ARE THE RISKS AND WHAT COULD I GET IN RETURN?

Risk Indicator



The risk indicator assumes you keep the product for 5 years. The actual risk may vary significantly if you sell earlier and you may not get your original investment back.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because the Fund is not able to pay you.

We have classified this product as 5 out of 7, which is a medium-high risk class. This rates the potential losses from future market performance at a medium level, and poor market conditions are unlikely to impact the capacity of the Fund to pay you. Because the Fund does not include any protection from future market performance, you could lose some, or all, of your investment. If the Fund is not able to pay you what you are owed, you could lose your entire investment.

The following risks, other than market risk, are not included in the risk-indicator, but are material, nonetheless. For a full description of the risks, please refer to the prospectus.

- *External Managers*
the ultimate investment decisions are being made by the underlying external managers over which we have limited control.
- *Leverage*
the underlying funds can invest more than 100% of the Fund's capital using borrowed money which can amplify both gains and losses.
- *Liquidity Risk*
The liquidity of the underlying funds in certain circumstances can be limited or suspended by the underlying managers.
- *Sustainability risk*
A change in regulation regarding sustainability may have negative effects on performance.

PERFORMANCE SCENARIOS

Market developments in the future cannot be accurately predicted. The scenarios shown are only an indication of some of the possible outcomes based on recent returns. Actual returns could be lower.

INVESTMENT OF USD 100,000

SCENARIOS		1 year	3 year	5 year (Recommended holding period)
STRESS SCENARIO	What you might get back after costs	80,163.57	65,247.12	31,248.33
	Average net return each year	-19.84%	-13.27%	-20.76%
UNFAVORABLE SCENARIO	What you might get back after costs	94,106.89	106,434.87	100,768.81
	Average net return each year	-5.89%	2.10%	0.15%
MODERATE SCENARIO	What you might get back after costs	99,310.99	115,769.06	116,890.83
	Average net return each year	-0.69%	5.00%	3.17%
FAVORABLE SCENARIO	What you might get back after costs	104,482.06	125,477.01	133,783.38
	Average net return each year	4.48%	7.86%	5.99%

This table shows the money you could get back over the 5 years, under different scenarios, assuming that you invest USD 100,000.

The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products.

The scenarios presented are an estimate of future performance based on evidence from the past on how the value of this investment varies and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the investment.

The stress scenario shows what you might get back in extreme market circumstances, and it does not take into account the situation where the Fund is not able to pay you.

The figures shown include all the costs of the product itself but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

WHAT HAPPENS IF THETA FUND MANAGEMENT B.V. IS UNABLE TO PAY OUT?

The Fund's assets are held separately from Theta Fund Management B.V. and safeguarded by the legal owner. A pay-out of the Fund's assets is thus not affected by the financial position or potential default of Theta. Stichting Juridisch Eigenaar TDCOP has been appointed as legal owner of the Fund's assets. The assets of the Fund are held in custody by the depository, Northern Trust Global Services SE, which is independent of Theta.

WHAT ARE THE COSTS?

Costs over time

The reduction in yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs. The amounts shown here are the cumulative costs of the product itself, for three different holding periods. They include potential early exit penalties. The figures assume you invest USD 100,000. The figures are estimates and may change in the future.

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs and show you the impact that all costs will have on your investment over time.

INVESTMENT OF USD 100,000		IF YOU SELL AFTER 1 YEAR	IF YOU SELL AFTER 3 YEARS	IF YOU SELL AFTER 5 YEARS
SCENARIOS				
TOTAL COSTS		USD 2,140	USD 6,420	USD 10,700
IMPACT ON RETURN PER YEAR		2.14%	2.14%	2.14%

Composition of costs

The table below shows:

- the impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period;
- the meaning of the different cost categories.

THIS TABLE SHOWS THE IMPACT ON RETURN PER YEAR

One-off costs	Entry costs	0.00%	Impact of entry costs taken before investment. This is the maximum, you could pay less.
	Exit costs	0.00%	Impact of exit costs taken when you exit the investment upon maturity.
On-going costs	Portfolio transaction costs	0.00%	The impact of costs of us buying and selling underlying investments for the product
	Other ongoing costs	2.14%	The impact of costs incurred each year for managing and administering your investments, including those of the underlying funds and third parties
Incidental costs	Performance fee	0.30%	The impact of performance fee based on past performance. This is charged whenever the Fund performs better than 5% per annum (non-cumulative). The Fund has a high watermark (the highest net asset value of the Fund at the end of the year).

HOW LONG SHOULD I HOLD IT AND CAN I TAKE MY MONEY OUT EARLY?

Recommended holding period: 5 Years

Given the nature of the underlying investments of the product and its objective in the long-term, a minimum holding period of 5 years is recommended.

Investors can subscribe and redeem at the net asset value. Subscriptions are monthly. Investors have an initial hard lock up and then redemptions are every quarter, with 90 days' notice subject to a 25% investor level gate. Theta is not obliged to redeem more than 10% of the outstanding participations of the Fund on any quarterly dealing day.

HOW CAN I COMPLAIN?

You can submit your complaint via info@thetacapital.com or by regular mail.

Postal address: Concertgebouwplein 19, 1071LM, Amsterdam, The Netherlands

Website: www.thetacapital.com

E-mail: info@thetacapital.com

If you have filed a complaint with us as a private individual and disagree with the outcome of your complaint, you can present your complaint to the Financial Services Complaints Institute (KIFID) and / or the court. Information about the KIFID procedure can be found on www.kifid.nl.

OTHER RELEVANT INFORMATION

The information memorandum in English, the terms and conditions of the Fund and the annual report for the Fund are also published on the above website. These documents are available free of charge at the office of Theta Fund Management B.V. The most recent net asset value is also published on the website. The remuneration policy is explained in English in the annual report. The Fund may offer other share classes. Information on these share classes is available in the prospectus under the relevant Appendix. The product is subject to the tax laws of The Netherlands. Depending on your home country of residence, this might have an impact on your investments. Please contact an advisor for further details. Theta Fund Management B.V. may be held liable solely on the basis of any statement contained in this document that is misleading, inaccurate or inconsistent with the relevant parts of the prospectus of the Fund. The historical series are based on proforma track record of the portfolio, but this means that the performance can deviate from the expectations. The representation of the total costs is calculated on the basis of expected fees and expenses.