



THE UNITAS COOPERATIVE TERM SHEET

CREATING OPPORTUNITIES THROUGH DIVERSIFICATION AND GROWTH

Unitas is structured as a cooperative that: (a) invest equity in a 'buy, build and transfer' cycle with a 5 year term; (b) yields current income as a function of operating cash flows, plus capital gains at exit. The guiding principle of Unitas is cash flow to investors and long-term benefits to communities and businesses. Unitas thrives on private sector finance and management with environmentally and socially responsive practices, to build up cash flows during the investment term and capital gains at exit

Manager:	Unitas Consultancy JLT – Principles worked at global banks and have longstanding experience in real estate, project finance and the capital markets.
Area:	Dubai
Term:	5 Years Lock-In
Investment:	Minimum Amount: USD 20,000 Multiples: USD 10,000
Distribution:	Payments on a half-yearly basis
Expected Returns:	7.5 % per annum net (on cash flows) + 5.0% Capital appreciation per annum (on exit)
Reports:	Quarterly Un-Audited, Annual Audited
Exit:	Multiple channels from recapitalization to institutional investors Invested funds are repaid in a 5-year term
Commitment:	USD \$ 10 M
Portfolio:	Unitas Consultancy invests over a plethora of sectors: Facility Management, Trading, Food & Beverage, Real Estate, Health Care and E-commerce. We plan to keep on diversifying our portfolio into other growing sectors of the economy.
Carried Interest:	Incremental % after base hurdle rate
Management Fees:	1.0 % p.a of commitments
Administration Fees:	1.0 % p.a of commitments
Incentive Fees:	10.0 % incentive fees will be on a hurdle rate of 8%, on a high-water mark
Auditor:	KSI Shah & Associates



THE UNITAS COOPERATIVE PROSPECTUS

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Objective of the Cooperative

The investment purpose of the Cooperative is to provide long-term total returns consistent with a moderate risk profile, through cooperative that: (a) invest equity in a 'buy, build and transfer' cycle with a 5 year term; (b) yields current income as a function of operating cash flows, plus capital gains at exit.

Profile of the typical investor

The Cooperative is suitable for investors looking for potentially higher long-term returns than a bond focused fund but are prepared to take a higher level of risk in order to achieve this. Because of the risk associated with such a model, investors in this Cooperative should also have at least a five-year investment horizon.

Distribution Policy

Income from the Cooperative will be distributed on a half-year basis to shareholders within the cooperative. This could vary depending on the nature of the market at a given point of time.

Fees and Expenses

Administration Fees

Investors subscribing to shares in the Cooperative shall pay an administration fee of 1.0 % of the Net Asset Value annually

Management Fee

The Manager will receive a fee at the rate of 1.0% per annum, based on the Cooperative's Net Asset Value payable quarterly in arrears of the Cooperative's Net Asset Value.

Incentive Fee

The minimum return necessary for the manager to start collecting incentive fees of 10% will be on a hurdle rate of 8%, on a high-water mark

Lock-in-Period

There will be a lock-in-period for 5 years for every new investor.

Minimum Investment

The minimum amount of each new shareholder will be USD 20,000, and every additional investment must be in multiples of USD 10,000, unless allowed by the manager

Valuation of Net Asset Value

Companies in the asset bank of the Cooperative will be valued every quarter by the designated Chartered Accountant company.

Costs and Expenses

The Cooperative will bear all costs related to its establishment (including marketing), administration, custody, dealing, operation, transfer charges, underlying Investment Managers' fees and other fees and expenses inherent in the day to day running of the Cooperative and as determined by the Manager. The Cooperative will bear the costs of preparing, printing, and distributing Annual Reports, Interim Reports and other notices and communications to Shareholders. The Cooperative will also bear the share dealing transaction fees and the dividend distribution fees.

Redemption Day

The Redemption Day will be on DEC 28th 2018.

Risk Factors

The Risk Factors to which Shareholders in the Cooperatives are exposed are as stated below. A Shareholder in doubt about any aspect of these should seek professional advice.

Risk Related to Market Events:

Investment in the Cooperative is subject to risks associated with the markets in which the Cooperative invests. These risks include, but are not limited to market risk, political risk, corporate risk and country risk as well as to risk arising out of unforeseen events (including changes in law and/or regulatory requirements) and Acts of God, such as earthquake, fire or flood. An investment in the Cooperative involves a degree of risk. Such investment is suitable for persons who possess suitable financial means, and should not be made by any person who cannot afford the loss of his or her investment.

Market Risk:

The risk that underlying price may fluctuate due to adverse market movements. Such market risks, which can cause the value of your investment to fall or rise; are expected to be borne by the investor. The Cooperative cannot give assurance that the investment objectives will be achieved and investors may receive back an amount which is less than that originally invested. The movement of assets can be influenced by many factors including, but not limited to: dampened market sentiment, poor underlying investments, unfavorable exchange rates and the general economic and political environment. There may be a situation where the Assets held directly or indirectly by the Cooperative may not be readily realizable and no market may formally exist. It might therefore be difficult for an investor to obtain reliable information about its value.

Liquidity Risk:

The accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavorable prices. The Cooperative's may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.

Absence of Operating History:

A Cooperative, which is newly established, will not have an operating history upon which investors may base an evaluation of its likely performance. The Cooperative's results will depend upon the availability of suitable investment opportunities based on the investment objective of the Cooperative and the performance of the Cooperative's investments.

Sovereign Risk:

Repayment of your investment may be affected by economic and political events in the investing countries. The occurrence of a sovereign risk event could result in the loss of all or a portion of the principal invested.

Risk of Potential Loss of Investment:

The investment in the Cooperative is not a deposit or other obligation of the Manager or any other financial institutions and is not guaranteed by the Manager or any other financial institutions. An investment in the Cooperative's is therefore subject to investment risks including the possible loss of the principal amount invested. In summary the Cooperative's is neither capital protected or guaranteed by the sponsor of the Cooperative's.

Absence of Secondary Market:

Currently there is no public market for the shares of the Cooperative and it is unlikely that any active secondary market for any of the Cooperative's will develop. The shareholder(s) might be able to dispose of their shares only by means of redemptions on the relevant Redemption Day at a relevant redemption price, in the absence of an active secondary market. The risk of any decline in the Net Asset Value during the period from the date of notice of redemption until the redemption day will be borne by the shareholder(s) requesting redemption. In addition, the Manager has the power to suspend and compel redemptions. There are also restrictions on transferring shares from one investor to other investor.

