

Final Terms dated 27th March 2024

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the Prospectus Directive). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II product governance | Professional investors only target market- Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

MRB SECURITIES

Securitisation Fund

Organised under the laws of Luxembourg

Compartment : "RootBridge Diversified Opportunity"

RCSL: 072

Legal Entity Identifier LEI (Securitisation Fund): 2138007ZV729OVJJW704

Issue of CHF 20.000.000,00

Of Series of Notes "RootBridge"

Tranche : Not Applicable

under the

MRB SECURITIES Note Programme

Upto 2.000.000.000 Eur of Notes

PART A – CONTRACTUAL TERMS

The Notes issued by the Issuer will be subject to the Conditions and also to the following terms (the "**Final Terms**") in relation to the Notes.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Private Placement Memorandum dated 4th August 2023 which together constitute[s] a private placement memorandum (the "**Private Placement Memorandum**"). For the purpose of these Final Terms, references to Final Terms in the Private Placement Memorandum shall be read and construed as references to Final Terms in respect of the Notes. This document constitutes the applicable Final Terms of the Notes and must be read in conjunction with the Private Placement Memorandum. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these applicable Final Terms and the Private Placement Memorandum.

(Note: Headings are for ease of reference only.)

SERIES DETAILS

1	(i)	Issuer:	MRB SECURITIES, Securitisation Fund, represented by its Management Company, MRB MANAGEMENT SARL (RCSL B279461)
	(ii)	address:	2C, Parc d'Activités, L-8308 Capellen, Grand Duchy of Luxembourg
	(iii)	Compartment	RootBridge Diversified Opportunity
2	(i)	Series Designation:	RootBridge
	(ii)	Tranche Designation:	Not Applicable
		If the Notes to be consolidated with Notes of an existing Series	Not Applicable
3		Currency:	CHF
4		Aggregate Nominal Amount of Notes:	
	(i)	Series	Up to CHF 20.000.000,00, represented by 200.000 Notes
	(ii)	Tranche	Not Applicable
5		Issue Price:	100%
6		Denomination:	CHF 100,00 per Note
7	(i)	Issue Date:	1 st March 2024
	(ii)	Interest Commencement Date:	1 st March 2024
8		Maturity Date:	Perpetual
9		Governing Law	Grand Duchy of Luxembourg
10		Status of the Notes	The Notes constitute limited recourse secured obligations of the Issuer and rank pari passu and rateably, without any preference

among themselves, with all other existing direct, secured, limited recourse, indebtedness of the Issuer, which has been or will be allocated to the Compartment but, in the event of insolvency (including bankruptcy, insolvency and voluntary or judicial liquidation), only to the extent permitted by applicable laws relating to creditors' rights generally.

The Notes are unsecured.

The Notes are backed by the Underlying Assets. In accordance with the terms and conditions of the Securitisation Act 2004, the assets of the Compartment (including the Underlying Assets) will in principle be exclusively available to satisfy the rights of the holders of the Notes and of other creditors whose claims have arisen in connection with the creation, operation or liquidation of the Compartment. Such assets will generally be protected against the claims of creditors whose claims relate to any other compartment of the Company or the Company's general estate.

The Notes are partially funded and capital calls shall be issued by the Issuer from the Issue Date until the Notes are fully paid in.

11	Date of Board approval for issuance of Notes:	5 th March 2024
12	Type of Notes	Zero Coupon Note
13	Interest Basis:	Not Applicable
14	Redemption / Payment Basis / Redemption Amount:	<p>Unless previously redeemed, the Issuer shall redeem the Notes in cash or in kind in accordance with the following provisions:</p> <p>If the Redemption is made in cash: the Redemption Amount per Note will be calculated on the total market value of the Underlying Assets, less the Fees and the Expenses of the Compartment, pro rata based on the number of Notes in issuance.</p> <p>If the Redemption is made in kind: each Noteholders shall receive Shares issued by the Underlying Fund pro rata based on the number of Notes in issuance upon the Redemption Date plus any amount pro rata based left in Cash Reserve, less the Fees and the Expenses of the Compartment. Further to the Redemption in kind, the Noteholders will become shareholders of the Swiss Entity.</p>
15	Early Redemptions:	Applicable
	(i) Issuer's early redemption option:	<p>At its own discretion, the Issuer reserves the right to redeem, at any time, part or all of the Notes in issuance to the Noteholders, with a notice period of 90 Business Days</p> <p>The Redemption Amount upon such early redemption(s) to be redeemed per Note will be calculated as set out in Item 14 above</p>

(ii) Noteholder's early redemption option:	The Noteholders may request redemption in kind of Notes at any time, with a notice period of 90 Business Days, starting from the 31 st of March 2027.
(iii) Automatic early Redemption Amount(s)	The Noteholders shall be redeemed automatically in case of sale of the Shares or liquidation of the Swiss Entity or merger of the Swiss Entity with another Entity.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16	Fixed Rate Note Provisions:	Not Applicable
17	Floating Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provision(s)	Applicable
	Amortisation Yield:	The Notes will not bear any interest.
	Redemption Amount:	See item 14 above.
19	Tracker Certificates Provisions:	Not Applicable

UNDERLYING ASSETS

20	(i) Type of Underlying Assets:	The Proceeds of the Notes shall be used by the Issuer: <ul style="list-style-type: none"> 1) to acquire or subscribe shares (the "Shares") of RootBridge AG, having its registered office at Rabengasse 2a, CH-8704 Herrliberg, Switzerland, registered under the file number CHE-443.764.496 (the "Swiss Entity"). RootBridge AG (www.rootbridge.eu) helps and invests in businesses from inception stage to successful exit. The Notes will offer investors a holistic approach to participate in RootBridge and its diversified portfolio. As RootBridge, due to its deep-rooted expertise and extensive knowledge in these regions its geographic focus lies predominantly in Switzerland, Europe, the United Kingdom, and Southeast Asia (particularly India). RootBridge AG dedicated team has cultivated specialized insights and networks that enable it to navigate the intricacies of these markets effectively. By concentrating its efforts in these areas, RootBridge AG maximizes the potential for successful investments and sustainable growth opportunities for its partners and stakeholders. Financial information about the Swiss entity is available to the Noteholders upon request. 2) as cash reserve (the "Cash Reserve") to cover the Expenses of the Compartment.
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- 3) to invest into a convertible loan to be granted to the Swiss Entity which would be convertible at a later stage into Shares.

(all together the "Underlying Assets")

(ii)	Acquisition of the Underlying Assets:	The Issuer will acquire or subscribe Shares of the Swiss Entity and will keep a minimum cash reserve to cover the Expenses of the Compartment
(iii)	Security Interest	Not Applicable
21	In case of securitisation of shares or fund units:	Applicable
	Information about past and future performance and its volatility,	Not Applicable
	The name of the market where such asset is admitted to trading,	Not Applicable
	The ISIN number or other equivalent identification codes	Not Applicable
	More than 10% of the Underlying Assets are shares/units which are not admitted to trading on a EU regulated market or such other equivalent market	Applicable
22	Other information relating to the Underlying Assets:	www.RootBridge.eu
23	Recourse to leverage and borrowing:	Not Applicable
24	Method of disinvestment of the Underlying Assets:	Sale of the Shares or liquidation of the Swiss Entity
25	Provision related to Secured Notes / description the Secured Property:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26	Financial Centre(s)	Grand Duchy of Luxembourg
27	Form of Notes:	Registered
	Classic Global Notes;	No
	New Global Note (NGN -Bearer notes):	No
	New Safekeeping Structure (NSS – registered notes):	No

28	Agents and Security Trustee	
	(i) Calculation Agent	Creitrust Sàrl, Grand Duchy of Luxembourg
	(ii) Account Bank – Cash Management Account	Citibank Europe PLC, Luxembourg Branch
	(iii) Paying & Settlement Agent	Kaiser Partner Privatbank AG, Liechtenstein
	(iv) Security Trustee	Non Applicable
	(v) Listing Agent	Not Applicable
	(vi) Arranger	MRB Fund Partners AG, Switzerland
	(vii) Auditors	Audit Conseil Services Sàrl, Grand Duchy of Luxembourg
	(viii) Central Administration	Creitrust Sàrl, Grand Duchy of Luxembourg
	(ix) Portfolio Manager	Not Applicable
	(x) Investment Advisor	Not Applicable
	(xi) Index Provider	Not Applicable
	(xii) Registrar / Transfer Agent	MRB Management Sàrl, Grand Duchy of Luxembourg
	(xiii) Servicer	Not Applicable
	(xiv) Distributor	Not Applicable

PROVISIONS COMPLETING, MODIFYING AND AMENDING THE CONDITIONS

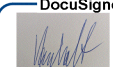
29	Substitution / Replenishment :	The Issuer is not allowed to substitute the Underlying Assets by other type of assets, except in case of merger of the Swiss Entity with another entity.
30	Subscription Period:	Not Applicable
31	Further subscription(s):	The Issuer reserves the right to issue further notes to increase the exposure of the Compartment to the same Underlying Assets.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this document and declares that having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Signed on behalf of the Issuer:

By: For the Issuer, the Board of Managers:

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PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING:

Listing:	Not Applicable
Admission to trading:	Not Applicable
Estimate of total expenses related to admission to trading:	Not Applicable

2. RATINGS:

The Notes to be issued have not been rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER:

So far as the Issuer is aware, no other person involved in the issue of the Notes has an interest material to the offer. The Management Company and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

The Arranger of the Securitisation Fund is associated to the Unitholder of the Compartment and the Management Company.

4 CONFLICT OF INTEREST

None

5. REASONS FOR THE OFFER AND USE OF PROCEEDS:

Reasons for the offer and use of proceeds:	To invest into the Underlying Assets and pay for the Expenses of the Compartment - See items 20
Estimated net proceeds:	Up to CHF 20.000.000,00
Estimated total expenses:	Not Applicable

6. INDICATION OF YIELD AND HISTORIC INTEREST RATE

Indication of yield	Not Applicable
Historic Interest Rate	Not Applicable

7. OPERATIONAL INFORMATION

ISIN Code:	CH1336654533
Common Code:	133665453
For fungible securities only	Not Applicable
Temporary ISIN code	
Temporary common code	Not Applicable
Notes are intended to be held in a manner which would allow Eurosystem eligibility	NO Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper [(and registered in the name of a nominee of one of the ICSDs acting as common safekeeper)] [include this text for registered notes] and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary

policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Clearing system(s)	Subscription in the Noteholder Register held by the Issuer via the application on www.FundNav.lu
Common Depository / Common Safe Keeper	Not Applicable
Any relevant identification number(s): Legal Entity Identifier (LEI)	2138007ZV729OVJJW704
Delivery of Notes:	Either by delivery against Payment. or The subscriptions are made online on www.fundnav.lu and a contract note shall be delivered upon Issue Date to reflect the subscription in the noteholder's register.
Address and Contact of the Issuer	MRB Securities S.F. 2C, Parc d'Activités L-8308 Capellen Gand Duchy of Luxembourg
TEFRA Rules:	TEFRA C
Prohibition of Sales to EEA and to UK Retail Investors:	Applicable
Prohibition of Sales to US Persons:	Applicable
Name and address of the entity or the entities which have a firm commitment to act as intermediary(ies) in secondary trading, providing liquidity through bid and offer rates and description of the main terms of its or their commitment:	Not Applicable

8. SPECIAL PROVISIONS AND COMMENTS

Minimum investment in the Notes: EUR 100.000,00 (or equivalent in another currency) unless the Noteholder qualifies as a Professional Investor as per the MIFID II Directive. For Professional Investors, the minimum investment amount is 25.000 EUR (or equivalent in another currency).

Minimum trading amount: CHF 100,00

SFDR - ESG disclosures – Second Party opinion The Issuer does not promote environmental or social characteristics nor have sustainable investment as an objective in respect of this Note issuance.

Other Fees

Structuring Fee: A Structuring Fee of 0,25%, with a minimum amount of CHF 6.000,00, calculated on the Nominal Amount of the Notes, may be charged by the Issuer to the Compartment. The Structuring Fee is due annually and is payable quarterly.

Administration Fee: An Administration Fee of CHF 8.000,00 is paid by the Compartment to the Management Company on 1st April of each calendar year.

Subscription Fee: A Subscription Fee up to 5%, calculated on the subscription amount, is paid by the Noteholders to Management Company at the date of the subscription. This amount is withdrawn from the subscription amount.

Special Risk Factor: No assurance has been given to the Issuer / Management Company on the valuation at which the subscription of the Shares in the capital of the Swiss Entity shall be done.

Investors are invited to enquire with the Swiss Entity and get all information they need to assess such valuation and the conditions at which such subscription in the Shares shall be made by the Issuer.

The Management Company is not responsible for the provision of such information nor to assess the terms and conditions of such subscription and the valuation of the Shares.

Organisational chart:

