Name:

Copy No.\_\_\_\_\_

### ADDENDUM

## TO THE

### CAYMAN ISLANDS SUPPLEMENT OF

### ORCHARDWAY P2P CREDIT FUND LTD

### WHICH IS SUPPLEMENTAL TO THE

#### CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM OF

#### OF HCG DIGITAL FINANCE LP

# FOR PROSPECTIVE INVESTORS IN EUROPEAN ECONOMIC AREA (EEA) MEMBER STATES

April 2017

This is an Addendum to the Cayman Islands Supplement of OrchardWay P2P Credit Fund Ltd. (the "**Fund**") dated April 2017 (the "**Cayman Supplement**"), which is in turn supplemental to the Confidential Private Placement Memorandum of HCG Digital Finance LP for prospective investors in EEA Member States. It is intended to be read only in conjunction with the Cayman Supplement. A prospective investor should carefully review the Cayman Supplement prior to making an investment in the Fund. Capitalized terms used but not otherwise defined in this Offering Supplement have the same respective meanings as assigned to such terms in the Cayman Supplement.

THIS ADDENDUM IS CONFIDENTIAL. THE FUND PREPARED IT SOLELY FOR USE BY THE OFFEREE REFERRED TO ABOVE IN CONNECTION WITH THE OFFERING OF SHARES OF THE FUND. IT IS NOT FOR USE BY ANY OTHER PERSON.

### ADDENDUM FOR PROSPECTIVE INVESTORS IN EEA MEMBER STATES

The AIFMD National Private Placement Regimes ("NPPR") are mechanisms to allow AIFMs to market AIFs that are not allowed to be marketed under the AIFMD domestic marketing or passporting regimes. This principally relates to the marketing of non-European Economic Area ("EEA") AIFs and any AIFs managed by non-EEA AIFMs. However, it also relates to the marketing of feeder AIFs where the master fund's manager is a non-EEA AIFM or the master fund is a non-EEA AIF.

The Fund is a non-EEA AIF (a Cayman AIF) managed by an EEA AIFM (the AIFM). It may therefore not be marketed under the passporting regimes under the AIFMD but may be marketed, in Member States which so permit, under NPPR.

To use a NPPR in a Member State, the AIFM must notify its intention to market an AIF in the Member State to, and obtain the approval of, the Competent Authority of the Member State.

Any offering of Shares of the Fund to prospective Shareholders in the EEA will be made in accordance with the requirements of the AIFMD.

The AIFM has registered the Fund for the offer of its Shares to prospective professional investors under the national private placement regimes of the following Member States:

- Belgium
- Denmark
- Finland
- Luxembourg
- Sweden
- The Netherlands
- The United Kingdom

Shares in the Fund may only be made available to those professional investors in other Member States who request them at their own initiative pursuant to a bona fide and documented reverse solicitation request made to the AIFM.

It is the responsibility of any recipient of this Cayman Supplement to observe all applicable laws and regulations.

The following information is provided for general guidance only.

# FOR PROSPECTIVE INVESTORS BELGIUM

No public offering or advertisement of the Shares is being made to investors in Belgium.

The Fund has been registered for marketing to professional investors only in Belgium under the Belgian National Private Placement Regime implemented by Article 495 of the Belgian Law of 19 April 2014 on alternative investment funds and their managers.

The registration of the Fund for marketing to professional investors in Belgium is not an indication of approval by the Belgian Competent Authority, the Financial Services and Markets Authority (FSMA), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

# FOR PROSPECTIVE INVESTORS DENMARK

No public offering or advertisement of the Shares is being made to investors in Denmark.

The Fund has been registered for marketing to professional investors only in Denmark under the Danish National Private Placement Regime implemented by Section 109 of the Danish Alternative Investment Fund Managers etc. Act.

The registration of the Fund for marketing to professional investors in Denmark is not an indication of approval by the Danish Competent Authority, the Danish Financial Supervisory Authority (Danish FSA - Finanstilsynet), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

# FOR PROSPECTIVE INVESTORS FINLAND

No public offering or advertisement of the Shares is being made to investors in Finland.

The Fund has been registered for marketing to professional investors only in Finland under the Finnish National Private Placement Regime implemented by Chapter 20 Section 2 of the Finnish AIFM Act

The registration of the Fund for marketing to professional investors in Finland is not an indication of approval by the Finnish Competent Authority, the Finnish Financial Supervisory Authority (FIN-FSA - Finanssivalvonta), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

### FOR PROSPECTIVE INVESTORS IN LUXEMBOURG

No public offering or advertisement of the Shares is being made to investors resident in Luxembourg.

The Fund has been registered for marketing to professional investors only in Luxembourg under the Luxembourg National Private Placement Regime implemented by Article 100(2) of the Law of 17 December 2010 on undertakings for collective investment and Article 35 of the Law of 12 July 2013 on alternative investment fund managers.

The registration of the Fund for marketing to professional investors in Luxembourg is not an indication of approval by the Luxembourg Competent Authority, the Commission for the Supervision of the Financial Sector (CSSF – Commission de Surveillance du Secteur Financier), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

### FOR PROSPECTIVE INVESTORS IN SWEDEN

No public offering or advertisement of the Shares is being made to investors in Sweden. The Cayman Supplement and Memorandum have not been and will not be registered with or approved by the Swedish Competent Authority, the Swedish Finansinspektionen (FI) as prospectuses. Accordingly, the Cayman Supplement and Memorandum may not be made available, nor may the Shares offered hereunder be marketed and offered for sale in Sweden, other than under circumstances which are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980).

The Fund has been registered for marketing to professional investors only in Sweden under the Swedish National Private Placement Regime implemented by Chapter 5, Section 5 of the Swedish Alternative Investment Fund Managers Act (Lag (2013:561) om förvaltare av alternativa investeringsfonder, the "Swedish AIFM Act").

The Portfolio Manager has, in addition to the Cayman Supplement, produced a specific Swedish Private Placement Memorandum supplement in accordance with Chapter 10 Section 1 of the Swedish AIFM Act.

The registration of the Fund for marketing to professional investors in Sweden is not an indication of approval by the Swedish Competent Authority, the Swedish Finansinspektionen (FI), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

# FOR PROSPECTIVE INVESTORS THE NETHERLANDS

No public offering or advertisement of the Shares is being made to investors in the Netherlands.

The Fund has been registered for marketing to professional investors only in the Netherlands under the Dutch National Private Placement Regime implemented by Article 1:13b section 3 of the Dutch Financial Supervision Act (Wet op het financiel toezicht' – Wft).

The registration of the Fund for marketing to professional investors in the Netherlands is not an indication of approval by the Dutch Competent Authority, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten – AFM), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.

# FOR PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

No public offering or advertisement of the Shares is being made to investors in United Kingdom.

The Fund has been registered for marketing to professional investors only in the United Kingdom ('UK') under the UK National Private Placement Regime implemented by Article 57 of The UK Alternative Investment Fund Managers Regulations 2013.

The registration of the Fund for marketing to professional investors in the UK is not an indication of approval by the UK Competent Authority, the Financial Conduct Authority (FCA), of the adequacy, accuracy or completeness of this Cayman Supplement or the portfolio of the Fund. Any indication to the contrary would be unauthorised and unlawful.