

LFP PRIME SICAV-SIF S.A.
Sociétés d'Investissement à Capital Variable – Fonds d'Investissement spécialisés
Registered office: 2, boulevard de la Foire L-1628 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 164091
(the « Fund »)

Luxembourg, 16 April 2015

**LETTER FROM THE BOARD OF DIRECTORS TO THE SHAREHOLDERS of the
GLOBAL FORESTRY GROWTH FUND**

Dear Shareholders of the GLOBAL FORESTRY GROWTH FUND,

As already communicated to you and after having notified the Luxembourg local financial authorities, the Commission the Surveillance du Secteur Financier (the “C.S.S.F.”), the board of directors of the Fund (the “**Board**”) has decided to suspend all redemption requests received, reject all conversion and subscription request as well as suspend the computation of the NAV of the sub-fund, the last official NAV until further notice is dated 31 March 2015. The aim of this letter from the Board is to provide you with additional information to the previous notice sent.

What has caused the Board to take this decision:

To date the financial statements for the fiscal year 2013 are not yet completed hence cannot be filled and made available to the shareholders. That delay arise from a disagreement between the Board and Ernst & Young S.A. The suite of information below is going to explain the situation in summary.

Despite the availability of the Board in providing swiftly all requested information to Ernst & Young S.A., the external auditors of the Fund, the review of the financial statements dated 31st December 2013 is not yet completed. The main reason of this disagreement is linked to the valuation of the forestry assets held by the Fund, as confirmed within the last formal communication received from Ernst & Young S.A. on 13th February 2015.

The Board considers that Ernst & Young S.A.’s request to apply a substantial discount to the existing valuation methodology without defining this additional discount , suggestion to consider comparable transactions originally found in the financial statements of two related foreign investment funds, and that the Fund was subject to a credit risk linked to Floresteca B.V., the parent company of the forestry manager Floresteca S.A. is not relevant.

Despite the independent valuation of the forestry assets held by the Fund compiled by the internationally recognised valuation expert Pöyry (Pöyry international consulting and engineering company), despite the methodology applied by the Board and already approved by Ernst & Young S.A. during the previous audits, in 2011 & 2012, the Board has decided to retain an additional opinion from PwC Luxembourg (PwC), on the overall valuation methodology and pay a particular focus to any potential credit risk linked to any parties to the schematic. The methodology used by the Board appears to be in line with the conclusion of the PwC Memorandum dated December 2014.

For the best interest of the shareholders of the Fund, the Board has decided to confirm its intention to continue with the proven valuation methodology taking already into consideration a conservative high discount factor, hence no additional discount should be borne by the shareholders of the Fund.

The Board is in the view that a disclaimer of opinion, within the annual audited financial statements 2013, cannot be accepted as no compelling element has ever been provided by Ernst & Young S.A.

The Board wishes to bring to the attention of the shareholders that once again the external audit process for fiscal year 2013 has been delayed by Ernst & Young S.A. internal resourcing issues. The legal & regulatory deadline of 30 June 2014 for the submission of the audited financial statements was not respected despite previous encouraging communications between Ernst & Young S.A. and the Board and the Audit Plan previously agreed and signed. In addition, the Board was made aware by email in August that the new audit team was on holidays for the month hence their work would resume in September 2014. On top of the previous reasons explaining the delay, substantial overruns were claimed in September 2014, the audit work was put on hold by Ernst & Young S.A. pending settlement and the work continued in October 2014.

Ernst & Young S.A.'s issue surrounding the methodology used to price the forestry assets started to be discussed with the Board only in October 2014.

The delay encountered in completing the review of the financial statements has triggered doubts amongst some shareholders of the Fund. In January 2015, the Board received several redemption requests, mainly from the same shareholder, amounting about 20% of the Net Asset Value of the Fund.

Termination of Ernst & Young S.A.'s external audit mandate:

The Board met and decided to inform the C.S.S.F. on 16 February 2015, acting as the supervisor of the audit function in Luxembourg, with its decision to leverage the benefit of the Article 26 of the Law of 18 December 2009 on the audit profession.

The Law of 18 December 2009 on the audit profession is:

- Transposing Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC,
- Organising the audit profession,
- Amending certain other legal provisions, and
- Repealing the amended Law of 28 June 1984 organising the profession of "réviseur d'entreprises".

According to the Article 26 of the Law:

- The "réviseurs d'entreprises agréés" and "cabinets de révision agréés" may be dismissed only on proper grounds. A divergence of opinion as to an accounting treatment or an auditing procedure may not constitute a proper ground for dismissal,
- The audited entity and the "réviseur d'entreprises agréé" or the "cabinet de révision agréé" shall inform the CSSF of the dismissal or resignation of the "réviseur d'entreprises agréé" or the "cabinet de révision agréé" during the term of appointment and shall provide an adequate explanation.

The Board resolves that this situation is not constituting a divergence of opinion as Ernst & Young S.A. is unable to provide concrete elements to defend its recommendation that is not even quantified nor qualified to the date of this letter.

Suspension of all redemption, conversion and subscription requests received in relation to the GLOBAL FORESTRY GROWTH FUND:

In the light of the amount of redemption requests received, the Board is of the opinion to suspend all redemption, conversion and subscription requests received by the Central Administrator until a suitable redemption plan has been organised and agreed by all parties; the main principles are that the pay out of redemption proceeds is going to take place as soon as money deriving from the investments will be available and that the redemptions are going to be honoured based upon their seniority. The Board will communicate further on this matter in the very near future. The Board will also reject all conversion and subscription request received.

Even if the Board always try to keep a high level of liquidity in the Fund, at this stage the anticipated cash flows deriving from the forestry assets are not sufficient enough to honour the redemption requests in cash and the Board do not have the intention to sell at discount the forestry assets in the near future to facilitate the exit process as the Board deems fortunate to await for the anticipated future cash flow from 2019 onwards, originating from the harvesting of the trees and the sale of the wood.

The official nomination of PwC is scheduled for 20 April 2015, PwC has already reviewed the entire file and confirmed its firm intention to complete the audit of the financial statements for the year ending on 31 December 2013 at the latest towards the end of the first week of June 2015, additionally PwC also confirmed its firm intention to close the audit of the financial statements of the Fund as at 31 December 2014 prior the legal dead-line of 30 June 2015.

Alternatives regarding the redemption methods:

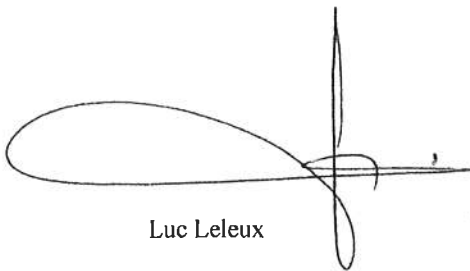
As the Board already received requests from some shareholders to redeem in specie, i.e. instead of receiving cash proceed to receive some of the assets held by the Fund, the Board must offer the possibility to all shareholders to redeem in specie. The Board invites all shareholders to contact us would you wish to proceed as such.

If you have already submitted a redemption request and if you deem the above communication receivable, would you have the intention to withdraw your redemption request, please notify the Board immediately either directly or through the Central Administrator of the Fund.

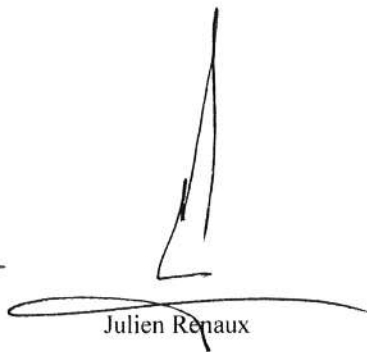
Should you require further information, please do not hesitate to contact the Board.

Yours sincerely,

The Board of Directors



Luc Leleux



Julien Renaux



Christophe Lentschat

