

**Disclosure Statement – Hudson Bay Funds**

Deutsche Bank Securities Inc., Deutsche Bank Trust Company Americas, Deutsche Bank National Trust Company and Deutsche Bank Trust Company, N.A., each acting through its Wealth Management division (the “Solicitation Agents” and each a “Solicitation Agent”), Hudson Bay Capital Management LP (the “Fund Manager”) and Hudson Bay Fund LP (the “LP Fund”) and Hudson Bay International Fund Ltd. (the “Ltd. Fund” and together with the LP Fund, the “Funds” and each a “Fund”) have entered into an agreement pursuant to which the Solicitation Agents have agreed to consider their clients and prospective clients for whom an investment in a Fund may be suitable and to refer such persons to such Fund or the Fund Manager for potential subscription of interests in such Fund (the “Interests”). The Solicitation Agents are not affiliated with either Fund or the Fund Manager. You are receiving this disclosure because a Solicitation Agent has contacted you as a “Referred Investor” (as defined below) regarding a potential investment in a Fund. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Confidential Private Placement Memorandum (the “Memorandum”) of the Funds.

As compensation for these activities, the Solicitation Agents will receive from clients investing in a Fund (“Referred Investors”) a “Placement Fee” in an amount up to 2.5% of the gross investment in such Fund by each Referred Investor referred by the Solicitation Agent to the Fund or Fund Manager. The Placement Fee will be charged by the Solicitation Agent that introduced the Referred Investor and not by the Fund or Fund Manager, and the Placement Fee will be in addition to, and will not reduce or otherwise be in limitation of, the gross investment of each Referred Investor. The Fund Manager and each Fund shall not be liable for, and shall have no responsibility for, the Placement Fee. Further, and in addition to the Placement Fee payable by the Referred Investor, the Solicitation Agent will receive a “Servicing Fee” as follows: (a) in the case of the LP Fund, the Fund Manager shall pay the Solicitation Agent a Servicing Fee in an amount equal to 25% (per annum) of the LP Fund’s Management Fee (but in no case more than 50 basis points of the balance of each Referred Investor’s capital account with the LP Fund (before the deduction of the LP Fund’s Management Fee)) attributable to each Referred Investor in accordance with the Memorandum of the LP Fund; and (b) in the case of the Ltd. Fund, the Ltd. Fund shall pay the Solicitation Agent a Servicing Fee in an amount equal to 25% (per annum) of the Ltd. Fund’s Management Fee (but in no case more than 50 basis points of the Net Asset Value of each Referred Investor’s Shares in the Ltd. Fund (before the deduction of the Ltd. Fund’s Management Fee)) attributable to each Referred Investor in accordance with the Memorandum of the Ltd. Fund. Other than the foregoing fees, no additional fees or other amounts will be charged to Referred Investors by the Funds as a result of the Solicitation Agent’s involvement. Referred Investors will not pay increased Fund management fees or other similar compensation to the Solicitation Agent, the Fund Manager or the Fund as a result of the referral.

Given the existence of the compensation arrangements described above, the Solicitation Agents may benefit financially from referring clients to the Funds rather than to other competitive hedge funds or other products that may also be appropriate for particular clients. As a result, the receipt of such payments by the Solicitation Agents from the Funds or the Fund Manager creates a potential conflict of interest in the form of an additional financial incentive to the Solicitation Agents, their equity owners and investment representatives to refer clients to the Funds or the Fund Manager. In addition, the Solicitation Agents or their affiliates may earn compensation from the Funds or their affiliates through arrangements that may or may not directly involve the Solicitation Agents, such as the provision of brokerage or prime brokerage services or research. Employees of the Solicitation Agents or their affiliates, including their investment representatives who may offer Interests to clients, may now or in the future own Interests in the Funds.

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