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**CAMBRIDGE ASSOCIATES GMBH**

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This document provides information about the qualifications and business practices of Cambridge Associates GmbH. If you have any questions about the contents of this document, please contact:

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## Item 2 – Table of Contents

Item 1	Cover Page.....	1
Item 2	Table of Contents.....	2
Item 3	Advisory Business.....	3
Item 4	Fees and Compensation.....	6
Item 5	Performance-Based Fees and Side-by-Side Management.....	9
Item 6	Types of Clients.....	9
Item 7	Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 8	Other Financial Industry Activities and Affiliations.....	12
Item 9	Code of Ethics.....	12
Item 10	Brokerage Practices.....	14
Item 11	Review of Accounts.....	15
Item 12	Client Referrals and Other Compensation.....	15
Item 13	Investment Discretion.....	15
Item 14	Voting Client Securities.....	16
Item 15	Best Execution and Top Five Execution Venues.....	16
Item 16	Complaints .....	17
Item 17	Conflicts of Interest.....	18
Item 18	Communications Recording and Recordkeeping.....	19
Item 19	Client Reporting.....	19
Appendix A	Risk Disclosures.....	21

### Item 3 – Advisory Business

#### *Summary*

Cambridge Associates GmbH) is a Limited Liability Company registered in Germany (authorised and regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht (abbreviated to BaFin), Graurheindorfer Str. 108 in 53117 Bonn and Marie-Curie-Straße 24-28 in 60439 Frankfurt [www.bafin.de](http://www.bafin.de)) is an indirect subsidiary of Cambridge Associates, LLC (collectively referred to as the “Firm”), and a privately held investment advisory firm principally owned by employees and clients.

#### *Investor protection scheme*

Cambridge Associates GmbH is assigned to the German investor compensation scheme: Entschädigungseinrichtung der Wertpapierhandelsunternehmen (abbreviated EdW), 10865 Berlin, [www.e-d-w.de](http://www.e-d-w.de)

#### *Our Mission Statement*

We partner with endowments, foundations, pension plans, corporations and private clients to implement and manage custom portfolios to generate outperformance so they can maximise their impact on the world.

The Firm seeks to be the premier investment services provider to professional clients and eligible counterparties, building customised portfolios aimed at delivering superior returns at each client’s targeted level of risk.

#### *The Firm*

The Firm has five global affiliates collectively providing investment management, investment advisory, research and performance reporting services. .

Name	Location	Legal Structure
Cambridge Associates LLC	Arlington, Virginia; Boston, Massachusetts; Dallas, Texas; Menlo Park, California; New York, New York; and San Francisco, California.	Massachusetts Limited Liability Company (Registered with the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Exchange Commission and the National Futures Association)
Cambridge Associates Asia Pte Ltd	Singapore	Singapore Corporation (Licensed and regulated by the Monetary Authority of Singapore)

Cambridge Associates Limited, LLC	Boston, Massachusetts U.S.A. and Sydney, Australia	Massachusetts Limited Liability Company (Registered and regulated by the U.S. Securities and Exchange Commission, subject to oversight by the Australian Securities and Investment Commission, and registered as an Investment Fund Manager and Portfolio Manager in the Canadian provinces of Ontario, Quebec, Nova Scotia, and British Columbia.)
Cambridge Associates Investment Consultancy (Beijing) Ltf	Beijing, China	People's Republic of China Limited Liability Company
Cambridge Associates Limited	London, England	Limited Company registered in England and Wales (authorised and regulated by the Financial Conduct Authority)

In addition to the entities listed above, the Firm and its affiliates have established various entities to serve as general partners and/or managing members for its and their Single Investor Funds and Single Manager Funds<sup>1</sup>. These affiliated entities include Brook Street Limited; Cambridge Associates Resources, LLC; and Church Green Limited. The Firm and its affiliates are under common ownership and control. Cambridge Associates GmbH is not affiliated with any broker/dealers, other investment managers, solicitors or placement agents. The languages that clients may communicate with Cambridge Associates GmbH is in German or English.

The Firm provides its clients with a wide range of services designed to help maximise portfolio returns within the context of their governance framework. For clients with limited in-house resources and an investment committee that seeks to delegate portfolio implementation, we offer discretionary investment management or Outsourced Chief Investment Officer services (OCIO). For those that seek a similar level of support but wish to retain approval rights on manager hiring and firing, we offer non-discretionary outsourcing services. The Firm provides these services for a total portfolio or for specific asset classes.

For clients that have fully built-out investment offices, we offer staff extension services which are customised to compliment such clients' in-house resources. Typically, this includes our acting as an expert sounding board as well as providing alternative asset expertise and manager due diligence and tools.

We also offer services to clients that seek specialised advice and guidance. These services are typically tailored to the client but most often include strategic and tactical asset allocation advice as well as manager selection, participation in committee meetings, access to research services and performance reporting.

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<sup>1</sup> Please refer to page 5 of this Brochure for more information relating to our Single Investor and Single Manager Funds.

We also provide focused investment services relating to socially responsible investing, ESG and impact investing and have dedicated resources researching managers and working with clients to align their investing with their mission.

In addition, we provide expertise and guidance regarding the selection of diverse managers through dedicated resources seeking to find and diligence women and minority managers.

Generally, the Firm does not engage in individual stock selection but rather assists clients in selecting and investing with institutional quality, external investment managers. The Firm does, however, provide advice to clients on co-investment opportunities in individual companies, exchange traded funds (ETFs), equity and bond futures and secondary offerings of privately placed investment funds(secondaries).

The nature of the Firm's advice is 'non-independent' or 'restricted' which means that the advice we provide is based on a restricted analysis of different types of financial instruments, rather than 'all of market' in accordance with clients' objectives. We undertake certain checks to ensure that any advice we provide is suitable insofar as it is consistent with clients' investment objectives and risk profiles. We do not provide clients with periodic suitability assessments or reports confirming the suitability of all recommendations made as we will always act within the objectives and restrictions of our client agreements.

The Firm has dedicated substantial resources in conducting due diligence and investing in alternative asset classes including hedge funds, private investments (private equity/venture capital), private credit, real estate, timber and other natural resources.

To focus on the specific needs of various groups of clients, we have formed practice areas specialising on the needs of endowments and foundations, private clients and pensions. These practice areas seek to expand our knowledge of the investment requirements of each type of client and maximise our ability to better serve those clients. We also have a dedicated business unit, CA Capital Management, to oversee our OCIO discretionary investment management practice.

We do not offer any multi-manager funds or off-the-shelf investment products such as commingled fund-of-funds. We have created vehicles to provide administrative ease and improve access to managers. These include:

### ***Single Investor Funds***

Although we typically service discretionary clients through separately managed accounts, we have established and offer "Single Investor Funds" or "SIFs" for clients seeking a portfolio of alternative investment assets without the associated administrative burdens. We establish a separate SIF for each client, and we act as the investment manager to that SIF in a discretionary capacity. We outsource investment accounting and administration, tax preparation, annual audits and custody/banking to qualified third-party service providers. Unless otherwise instructed by a client, we take responsibility for the management of these external relationships, effectively relieving a client of the administration associated with the investment program.

### *Single Manager Funds*

Our affiliates have established several “Single Manager Funds” or “SMFs” to aggregate assets from multiple clients for investment in alternative assets whose high minimums or other access restrictions would have otherwise prevented these clients from investing or to obtain more favourable fees or terms from managers. When clients express enough interest to warrant the use of a SMF, a separate fund is established for each alternative investment or manager for which we are pooling assets, including for co-investments and secondaries, however, the Firm does not have its own SMFs. In some circumstances we may be unable to offer access to SMFs to individual clients or classes of clients owing to (a) legal and regulatory restrictions specific to their respective jurisdictions or (b) other factors that would make it commercially impractical to do so. We accordingly reserve the right to impose investor eligibility criteria at any time and on an SMF-by-SMF basis.

### *Industry Partnerships*

We have been selected to provide data and/or analysis as well as to develop and maintain customised industry benchmarks for a number of prominent industry associations, including, but not limited to:

- The African Private Equity and Venture Capital Association (AVCA)
- The Australian Private Equity and Venture Capital Association Limited (AVCAL)
- China Venture Capital and Private Equity Association (CVCA)
- The Emerging Markets Private Equity Association (EMPEA)
- The Global Impact Investing Network (GIIN)
- The Institutional Limited Partners Association (ILPA)
- The New Zealand Private Equity and Venture Capital Association Inc. (NZVCA)
- Singapore Private Equity & Venture Capital Association (SVCA)

Our parent, Cambridge Associates, LLC, has also entered into a distribution agreement with Refinitiv (formerly, Thomson Reuters) to supply the ThomsonOne.com™ / Eikon platforms with anonymous and aggregated private equity, venture capital, real estate and other private investments fund performance data and statistics.

Through our distribution agreement with Refinitiv (formerly Thomson Reuters), our Parent provides aggregated fund performance information to entities whose members or clients include investment management firms. This results in the Firm’s parent receiving indirect compensation from investment managers, some of whom we may evaluate and recommend to our clients. We take steps to mitigate this potential conflict, including requiring our distribution partners to be the sole interface with their investment manager members and subscribers and asking them to shield the identity of any such members/subscribers from our investment professionals. Despite these efforts, it is possible that our investment professionals could become aware of the identity of these investment managers and favour them over others.

## Item 4 - Fees and Compensation

The Firm does not receive compensation from investment managers in connection with the purchase or sale of their securities. The fees we charge clients and the services we offer are described below and are based on our current fee schedule. Certain legacy clients pay different fees. Our fees vary based on the scale and complexity of the mandate.

Contract Type	Description of Services	Fee Ranges
Portfolio Management Services	We direct and monitor the investment portfolio. This may be provided on a non-discretionary or discretionary basis.	The fee depends on the type of client, the asset classes under advisement, the complexity of the portfolio and other factors. Fees may be higher or lower depending on asset level breakpoints, and fees or a portion of fees may be contingent on meeting performance hurdles. Fees range from 2 to 60 basis points on the net asset value of the investment assets (or on commitments to private investments) and are generally subject to a minimum annual fee.
Staff Extension Services	Depending on a client's specific needs, we build a custom relationship, typically acting as an expert sounding board leveraging our research platform, and supplementing their internal capabilities. Often our work is focusing on alternative assets.	The fee depends on the client's in-house resources and the specific set of services desired by the client. Typically, these are fixed fee arrangements subject to a minimum annual fee.

We generally customise our services based on each individual client's needs, therefore, our fees are dependent on a client's total asset size, governance structure and service requirements, portfolio complexity and asset mix, whether the relationship is discretionary, client domicile, longevity of a relationship with us, type of institution (e.g., a non-profit organisation, a corporation, a public pension plan, a private client, etc.).

### *Ex-Ante and Ex-Post Costs & Charges Disclosures*

The Firm is required to disclose to the client information about both the expected costs and charges of our services ('ex-ante' disclosures, prior to the provision of services) and actual costs and charges incurred ('ex-post' disclosures, after the provision of services). Such disclosures do not constitute marketing material and we encourage clients to read them so as to enable them to make an informed decision about whether to use, or continue using, our services.

In respect of its own costs and charges, the Firm will use actually incurred costs as a proxy for ex-ante disclosures. Where actual costs are not available, the Firm will make reasonable estimations of these costs, including in respect of implicit transaction costs. Charges may vary from year to year.

Ex-ante and ex-post disclosures will contain, inter alia, for both the first year and subsequent years:

- Estimated total service costs;
- Estimated third party payments received;
- Estimated total product costs (discretionary only);
- Total aggregated costs of the above; and
- An illustration of cumulative effect of costs on return.

While the Firm can provide full transparency in regards to our own costs and charges (in respect of advisory services, for example) our provision of overall disclosures is inherently constrained, in certain circumstances (including in respect of discretionary services), by our ability to obtain detailed costs and charges information from third party managers which are not subject to the same regulatory requirements as we are. Under such circumstances, and where the Firm is of the view that to include estimates would be potentially misleading to clients, the Firm may omit related costs and charges from its disclosures and this will be clearly stated in any and all related ex-ante and ex-post disclosures.

We can also provide itemised breakdowns of actual and, where appropriate, estimated costs and charges upon request.

### ***Payment Schedules***

Depending on the agreement, we invoice clients quarterly, semi-annually, up-front or according to an agreed upon schedule depending on the scope of services provided and whether fees are value-based or fixed. Where our fees or a portion of fees are contingent on meeting performance hurdles, we invoice in the quarter after the performance period ends.

When applicable, out-of-pocket reimbursable expenses such as our expenses (at cost) for travel, printing, postage and delivery of documents are billed monthly.

Unless otherwise agreed upon, we only value securities for those clients invested in a SIF or SMF subject to a financial audit. For all other relationships, we are not responsible for valuing client securities. For purposes of calculating fees payable to the Firm for relationships for which fees are based upon a rate applied to asset values in the portfolio, the Firm relies on the asset values presented in our client performance reports which include market value, net asset value or value of committed capital (as applicable) of underlying investments. Some reported values are preliminary and some values are adjusted by the Firm to reflect distributions and capital calls of underlying investment funds or estimated based on the performance of proxy benchmarks. These values are typically net of the investment managers' fees. For the limited number of clients that do not receive performance reports prepared by the Firm and/or require the Firm to use other sources of assets values (e.g., custodial statements) but are subject to an asset-based fee, the Firm uses values in our performance reporting system or as reported by those clients. Some clients



have made arrangements with the Firm to use different asset value sources than described above.

For audited SIFs and SMFs, we are responsible for valuing securities held within the vehicles and have a valuation policy and procedures in place to review and price the value of those investments. As such, the value of investments reported by the Firm and used for billing purposes can differ for clients holding assets through SIFs or SMFs as opposed to holding such investments directly.

With respect to the SIFs, our general practice is to deduct our management fee from the assets of each fund quarterly in advance, however, specific billing practices differ depending on specific client requirements. Organisational and operational expenses of the SIFs are generally the responsibility of the investor, although some of these expenses are, in some instances, included in the management fee. These expenses are typically paid out of the SIF's assets, although investors can pay these expenses directly. The terms of each SIF can be negotiated and are governed by the limited partnership agreement or its equivalent.

Clients invested through our SMFs generally pay their advisory fees outside of the fund, however, specific billing practices differ depending on specific client requirements. Operational expenses incurred by the SMFs are allocated to investors on a pro-rata basis.

### ***Termination Provisions***

Many of our contracts have an initial one-year term, with automatic renewal for subsequent years assuming no change in services and/or fees. Our clients may terminate their relationship immediately or following a notice period specified in their contract, typically between 30 to 90 days. Upon termination, we will adjust any fees payable to us or paid in advance by the client on a pro-rata basis from the effective date of the contract, including contracts for project work, through the date of termination.

### **Item 5 - Performance-Based Fees and Side-by-Side Management**

We do not charge performance-based fees for our non-discretionary investment advisory services. We do, however, recommend investment managers to our clients that charge performance-based fees. We do not typically offer performance-based fees for discretionary services, however, we can if a client is interested in this type of fee structure. Certain conflicts of interests and risks exist in situations where we charge performance-based fees. For example, depending on client performance, performance-based fees could create an incentive for the Firm to make investments that are more risky or more speculative than would be the case if such fee arrangements were not in effect. We seek to mitigate this risk by mutually agreeing upon investment guidelines with discretionary clients and putting policies and procedures in place to adhere to those guidelines. In addition, we have an incentive to favour clients whose performance leads to increased revenue for the Firm. We seek to mitigate this conflict with the adoption of policies and procedures designed to treat clients fairly and allocate investments reasonably over time.

## **Item 6 - Types of Clients**

All of our clients are Professional Clients, Eligible Counterparties or Elective Professional Clients. Our clients include colleges and universities, foundations, and other non-profit institutions, including, but not limited to, museums and libraries, independent schools, religious institutions, professional and research institutions, service organisations, and performing arts institutions. We also act as an investment advisor to private clients, corporations, healthcare institutions, insurance groups and pension schemes.

## **Item 7 - Methods of Analysis, Investment Strategies and Risk of Loss**

We typically work with our clients to identify or refine their investment objectives, risk parameters, and spending needs to determine an appropriate asset allocation and manager structure designed to achieve particular financial goals. We utilise a number of analytical models to determine the appropriate asset allocation and manager structure, and we seek to match strategies and managers that we recommend or select with our clients' objectives.

Our investment manager due diligence is based on qualitative and quantitative analyses briefly described below.

Qualitative factors we generally consider during our initial due diligence and future monitoring include:

- History of the organisation and management team additions and departures
- Experience, quality, and capacity of current investment team
- Organisational strength and cohesiveness
- Attractiveness of track record and relevance to stated strategy
- Attractiveness and consistency of investment strategy and philosophy
- Deal origination and structuring capability
- Investment due diligence skills
- Ability to add value to deals
- Partnership or transaction terms, from a business perspective
- Investment environment
- Competitive landscape

For traditional marketable managers, we typically obtain their current holdings data and run a series of historical analyses. We generally examine the product, team, organisation, performance, and fees.

For hedge fund managers, we emphasise a qualitative evaluation of how their portfolios are likely to perform in different market environments. We favour strategies where managers look for inefficiency at the security level and exhibit a degree of transparency that enables us to understand the depth of the manager's fundamental analysis and approach to risk control.

We focus on the manager's research process, historical security selection skill, and portfolio structuring capabilities.

For private investment managers, our quantitative review generally includes the manager's track record and financial performance which is assessed on an absolute basis and on a relative basis versus our own proprietary vintage year benchmarks. When available, we also conduct performance attribution analysis at the company level to ascertain which investments and sectors drive the manager's performance. We also conduct reference checks on managers by interviewing underlying portfolio companies.

Our investment directors rely primarily on the manager due diligence conducted by the Research Group of the Firm and its affiliates to identify managers that are aligned with an individual client's needs and objectives, but also rely on their own research in making recommendations to their clients. In some cases, the recommended managers and funds have neither undergone the full due diligence process nor will be the subject of ongoing monitoring. This includes, but is not limited to, index funds, ETFs, money market funds, passive investment strategies, futures, spin-offs from existing managers, co-investments and niche managers.

We generally do not recommend direct investments in individual securities due to our focus on investment managers and their funds or products. Such direct investments are not subject to the due diligence process described above.

The recent outbreak of the novel coronavirus (COVID-19) and associated measures to curtail its spread, such as travel restrictions, has affected our ability to conduct on-site due diligence meetings with investment managers. While such restrictions are in place, we will use other means to remain in contact and monitor managers such as email, telephone and video calls. We do not believe that these restrictions present a material risk to monitoring investment managers in the short-term, however, a prolonged period of restricted travel could affect our ability to monitor and identify new investment opportunities.

Depending on the investment mandate and type of client, we also recommend and invest client assets with third party managers to gain synthetic exposures through the use of derivatives, primarily futures. We are not, however, a futures commission merchant and do not trade derivatives directly. Although we do not engage in direct borrowing or leverage in client portfolios, a high degree of leverage is often obtainable in futures trading because of small margin requirements. We use this investment strategy opportunistically, to maintain exposures either during portfolio transitions or as a result of market fluctuations, and to hedge portfolio liabilities. For these types of managers, we focus on operational infrastructure and personnel to determine whether a manager is sufficiently resourced to trade and execute transactions efficiently and in accordance with a particular mandate.

In discussions with investment managers regarding terms contained in partnership documents, investment management agreements or other investment documentation, we generally take positions that we believe to be in the common interest of all our clients. In certain circumstances, however, a member of our advisory staff will take a position on behalf of a particular client that is intended to serve the interests of that client, without regard to the interests of other clients. For example, an investment professional may advise a client to take a certain position on an amendment to a partnership document that advantages that

client and may communicate that position to the investment manager. It is possible that other Firm investment professionals that serve other clients with differing interests may not take a position on the amendment, or may recommend that a client take the opposite position on the same amendment.

Our investment professionals provide different investment advice regarding the same investment manager, product or transaction to different clients. This difference arises primarily from the unique nature of each client's situation and the judgment of the investment professional assigned to that client. For example, one investment professional may advise a client to redeem from an investment, while another investment professional may advise a client to invest in the same fund. This difference also arises in our discretionary portfolios. In addition, we may advise clients, or cause discretionary client portfolios, to participate in a co-investment alongside a private investment fund in which one or more other clients of ours hold interests.

Clients may be eligible for reduced fees with respect to certain investments under various arrangements negotiated by us on behalf of all or a subset of our clients. The fees may be based on the aggregation of our clients' investments in a fund or with a manager for the purpose of taking advantage of the fee reductions, and to determine the applicable fee rate. The fees charged by underlying investments may change without notice based on the actions of our other clients, if the fee arrangements between the underlying investments and the Firm change, or if a client terminates its agreement with us. The Firm recommends and invests client investments in funds or managers that have fee breaks contingent on a certain aggregate amount of our clients' capital being invested. When doing so, the Firm's investment decision or recommendation is based solely on the specific client's best interests and does not take into consideration the fee impact on clients as a whole.

### ***Risk Disclosures***

The Firm is required to disclose to the client the nature and risks of investments that may apply to a client's portfolio. Appendix A provides a description of investment types and risks associated with them and clients should engage in their own evaluation of such risks.

### **Item 8 - Other Financial Industry Activities and Affiliations**

Our parent, Cambridge Associates LLC, is registered as a commodity trading advisor (CTA) with the U.S. Commodity Futures Trading Commission and is a member of the National Futures Association (NFA). Management persons and those in charge of soliciting funds on behalf of the Firm are registered as Associated Persons with the NFA.

We have a number of affiliates that are described in Item 3, but we do not believe that those affiliations create a material conflict of interest with clients. We do not have other financial industry activities or affiliations where compensation is derived from investing or recommending investment of client assets. We invest or recommend investment of clients' assets with other investment advisers, however, the Firm will not accept compensation from those investment managers for the recommendation or investment.

Together with our affiliates, we have private clients affiliated with investment managers whom we recommend to our clients. In those instances, we will only contract to provide investment advice on the familial or personal assets. We have instituted various controls to notify and disclose to clients the scope and nature of these relationships if such a manager is recommended. Similarly, our clients may have interests in investment managers whose products we recommend or in which we invest discretionary assets, however, the decision to make such a recommendation or investment only takes into consideration the investing clients' specific interests.

Similarly, some of our client organisations have individuals serving on their boards and committees who are affiliated with investment managers whom we recommend to our clients. This creates an incentive for us to favour those individuals' investment managers over those with no affiliation to our clients, because they are in a position to influence the selection or retention of the Firm as an investment adviser. We have adopted various controls and policies designed to promote objective investment recommendations to our clients, such as a standardised research process for investment products undergoing full investment evaluation, disclosure policies for products recommended without full investment evaluation, and compliance and ethics training for all our staff.

## **Item 9 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### *Code of Ethics (the "Code")*

We have a Code of Ethics that all our employees must agree to honour in writing annually as a condition of their employment. We will provide a copy of the Code to clients and prospective clients upon request.

Key elements of the Code include:

- Expected standards of conduct
- Disclosure of material outside business activities and personal relationships with investment managers and custodial banks that the Firm may evaluate or recommend to its clients
- The Firm's gift policy
- Confidential treatment of client data
- Restrictions on personal investments
- Restrictions on political contributions

Employees may not engage in any act, practice or course of conduct that is fraudulent, deceptive, manipulative, or potentially misleading.

Employees may not favour certain clients over others such as:

- Giving time sensitive information to one or more clients ahead of others (e.g., providing advance notification that a manager intends to launch a new fund)

- Directing or influencing the allocation of securities of a limited supply and higher potential return to particular clients

Due to the nature of the services we provide, we do not generally have direct responsibility for the allocation of investment opportunities among our clients. We provide investment managers with lists of those clients who may be interested in a potential investment, and we may facilitate an introductory meeting. In those situations, all decisions to accept an investor into a particular fund or investment opportunity are the responsibility of the fund manager or other applicable third party. However, in some instances, we source investments specifically to meet the needs of individual clients, and such opportunities may not be offered broadly to our clients as a whole.

With limited exceptions, our employees may not accept gifts from any person or entity that does or is seeking to do business with the Firm or from any investment managers the Firm considers for clients without the prior permission of the Chief Compliance Officer.

Our employees may not purchase securities from or sell securities to any client without the written approval of our Board of Managers. If approval is granted, we must receive a communication signed by the client acknowledging and approving the transaction.

### ***Personal Trading***

All employees must contact the Firm's Compliance Central Department to pre-clear the purchase or redemption of any securities that are not publicly traded, any transaction involving securities on the Firm's Restricted Stock List, as well as investments in initial public offerings. Permission will generally be granted provided that the investment would not impede the ability of our clients to invest in the security to the extent that they desire to do so. From time to time, managers may show preference to investors in prior funds when capacity is limited in subsequently raised funds. In those instances, the employees will be permitted to make an investment notwithstanding interested clients that did not have exposure to the manager's most recent prior fund.

All employees must provide the Compliance Department with a securities holdings report within their first ten days of employment and annually thereafter. Employees are also required to certify their personal securities transactions within thirty days after the end of each calendar quarter. Reports of personal securities transactions are reviewed to identify trading that potentially violates securities laws and/or the Firm's written policies and procedures.

All employees must certify annually that they have read and understood the Firm's Code of Ethics, our Compliance Manual and that they have complied with the required personal securities reporting.

### ***The Cambridge Associates Employee Investment Fund***

Later this year, we expect to launch an investment vehicle for the Firm's managing directors and partners to be able to obtain exposure to primarily private equity, venture capital, co-investment and secondary opportunities (the "Employee Fund"). The Firm will restrict the Employee Fund and employees from making investments with terms more preferential than what is offered to our clients with respect to access, liquidity or fees. Therefore, the Employee Fund and employees will only be able to pursue opportunities with preferential terms where the Firm has secured such terms for the Employee Fund, employees and its clients. From time to time, managers may show preference to investors in prior funds when capacity is limited in subsequently raised funds. In those instances, the Employee Fund will be permitted to make an investment notwithstanding interested clients that did not have exposure to the manager's most recent prior fund. When this situation occurs, the combined total commitment of the Employee Fund and employees' personal investments will not exceed the lesser of \$10 million USD or 3% of a fund's hard cap (or target if no hard cap is specified).

### ***Participation or Interest in Client Transactions***

Our employees may purchase or sell publicly-traded securities that are owned by our clients unless that security is on the Firm's Restricted List or the transaction would otherwise violate our trading policies or any applicable laws.

Employees must notify the clients they advise in advance if they recommend a private placement to a client they are considering for themselves or that they already own. Our employees must also notify their clients in advance if they decide to withdraw from a private investment that they have recommended that is also held by their clients. The Chief Investment Officers that oversee discretionary portfolios, however, are not permitted to invest in privately offered securities held within the accounts they manage. Clients may request a list of investments held by the Employee Fund by contacting us via email at [EmployeeFundInvestments@cambridgeassociates.com](mailto:EmployeeFundInvestments@cambridgeassociates.com).

The Firm does not conduct proprietary trading for its own accounts and generally does not invest in the same securities that are recommended to clients, however, the Firm's assets may be held in securities, gilts, or money market funds. We also make *de minimis* investments in our SIFs to satisfy requirements of an investment vehicle's legal or tax structure.

### **Item 10 - Brokerage Practices**

We have no broker/dealer affiliations. We are an independent investment advisory firm. We do not receive any commissions, research or other products or services in connection with our clients' brokerage transactions. For those clients where we select brokerage firms, we review the reasonableness of their compensation and the reputation of the broker as part of the selection process; however, we do not receive any research or other soft dollar benefits from these relationships.

Clients may use commission credits from directed brokerage towards payment of our fees, however, clients should make their own decisions regarding the use of these programs. Standard brokerage fees can be considerably less than the fees associated with commission

recapture programs, and it may not be advantageous to utilise these commission credits to pay all or part of any expenses including the payment of our fees, the fees of investment managers, custodians, etc.

### **Item 11 - Review of Accounts**

Client relationships are assigned to a varying number of investment professionals depending on the service level. These investment professionals are responsible for reviewing client accounts on an ongoing, monthly, quarterly, semi-annual, or annual basis depending on the level of client services. The reviews may be more or less detailed depending on the scope of the services provided and may include a review of performance, asset allocation and the investment funds held in a client's portfolio.

Clients who subscribe to our performance reporting services typically receive written reports containing detailed quarterly and cumulative information on portfolio holdings and performance. Subscribers who also receive investment advisory services are typically informed annually when full due diligence or its equivalent has or has not been completed for a fund/manager in their portfolio. If we become aware of a materially adverse issue with an investment manager represented in our clients' portfolios, a computer generated notification is sent to the members of the relevant investment team and to each client invested with that manager recommending a review of that holding.

### **Item 12 - Client Referrals and Other Compensation**

We do not compensate any person for client referrals, and we do not receive compensation from investment managers for recommending their products. In addition, we have adopted a gift policy for all employees generally prohibiting the acceptance of gifts other than those of *de minimis* value.

### **Item 13 - Investment Discretion**

We will enter into discretionary investment management relationships with our clients. The extent of our discretionary authority is generally limited to portfolio management and the authority to instruct our client's custodian to transfer funds to effect that investment. Our discretionary authority to act on behalf of a client is described in the discretionary Investment Management Agreement between the Firm and our client or, for our SIFs, in the limited partnership agreement or its equivalent. We manage discretionary portfolios in line with clients' investment guidelines and restrictions agreed upon in advance, such as frequency of valuation of the financial instruments in the client portfolio, management objectives, risk level and benchmark specification etc. We have established pre- and post-trade compliance procedures for discretionary portfolios to help ensure consistency with client guidelines and Firm policies.

### ***Trade Errors***



The Firm has adopted written policies and procedures to address trade errors where the Firm has investment discretion. Our policy is to expeditiously resolve trade errors in a fair and equitable manner. Not all errors are considered compensable. Errors are evaluated by the Firm's Chief Compliance Officer on a case-by-case basis and in consultation with other relevant parties to determine whether the error caused a loss in a client's account as a result of our failure to meet the applicable standard of care agreed upon with a client. Regardless of whether an error is determined to be compensable, we will promptly notify a client of an error resulting in a loss and the proposed resolution. We do not, however, typically notify clients of trade errors that do not result in a loss.

#### **Item 14 - Voting Client Securities**

For non-discretionary relationships, the Firm typically does not have authority to vote proxies on behalf of our clients. Furthermore, because our clients generally invest through private funds rather than in individual securities, they are rarely solicited to vote proxies. The managers of those funds, to the extent they invest in equity securities, generally will have proxy voting authority and will vote portfolio securities in accordance with their own proxy voting policies.

In cases where we have been delegated proxy voting authority, we seek to vote our client's securities in the economic best interests of that client. We generally vote with management on routine matters, evaluate non-routine matters in the context of the specific interests of the account or client that beneficially owns the security and abstain on social matters unless a direct economic benefit is tied to the proposal. Clients that have delegated voting authority to us may impose additional guidelines or policies relating to the way their securities are voted. As such it is possible that we may vote securities differently from client to client depending on the specific circumstances of the investment mandate. If we identify a potential material conflict between our interests and those of a client with respect to a proxy solicitation, we will vote only in accordance with a client's interest and/or instructions.

When the Firm does not have voting authority, clients may receive proxy solicitations directly from the issuer, from their custodian, from a transfer agent or, in some cases, from us. Upon request, we will provide our advisory clients guidance regarding these proxy solicitations. Questions about particular solicitations should be directed to a client's investment team.

Upon request, we will provide clients with copies of our proxy voting policies and will inform those clients for whom we have proxy voting authority, how we voted on their behalf.

#### **Item 15 - Best Execution and Top Five Execution Venues**

The Firm has an Order Execution Policy in place which sets out how the Firm seeks to obtain the best possible results for clients when executing orders. The Policy includes, inter alia:

- an account of the relative importance the Firm assigns to execution factors

- a list of the execution venues on which the Firm places significant reliance
- a list of factors used to select an execution venue

A summary of the Order Execution Policy is provided to all new clients prior to the provision of investment services and consent to this policy is obtained as part of the onboarding process.

## **Item 16 - Complaints**

The Firm maintains a Complaints Policy and associated procedures for the effective consideration and proper and prompt handling of client complaints.

The Firm will aim to handle all complaints objectively and in an independent manner, where possible, by managing any potential conflicts and ensuring that individuals named in the complaint do not investigate the complaint, or where this is not possible, that "four eyes checks" take place prior to issuing the final response.

The Firm has designated a function for the investigation and management of complaints. The details are as follows:

Sean Hanna  
 Complaints - Cambridge Associates Limited  
 80 Victoria Street, Cardinal Place  
 London SW1E 5JL  
 shanna@cambridgeassociates.com  
 +44(0)207 592 2293

The receipt of a complaint or claim will immediately be confirmed by letter, fax or e-mail. The Firm will then endeavour to clarify the complaint or claim as quickly as possible in the clients best interest. If this is not possible within two weeks of receipt, the client will receive an interim reply by letter, fax or e-mail. Within four weeks after receipt, the client will receive a final decision by letter, fax or e-mail. If this is not possible, the Firm will inform the client of the reasons for this and the assessment of when the clarification is likely to be completed.

The Firm will never charge a client for submitting a complaint.

Consumers can also file an application for arbitration with BaFin to settle a dispute with the Firm. Postal address: Schlichtungsstelle bei der Bundesanstalt für Finanzdienstleistungsaufsicht, Referat ZR 3, Graurheindorfer Straße 108, D-53117 Bonn, Germany.

## **Item 17 – Conflicts of Interest**

Cambridge Associates maintains a Conflicts of Interest Policy and register, and takes active steps to identify, manage and, where appropriate, avoid conflicts of interest.

Where a conflict is identified, the Firm will seek to organise its business activities in a manner that prevents the crystallisation of the conflict. This will include the appropriate segregation of functions and business lines such that a level of independence may be achieved. This may involve, inter alia:

- Information barriers to prevent or control the exchange of information between employees engaged in activities involving a risk of conflict of interest where the exchange of that information may harm the interests of one or more clients;
- Functional independence and separate supervision of relevant employees whose main functions involve carrying out activities or providing services for clients whose interests may conflict, or otherwise represent interests that may conflict;
- A review of remuneration arrangements in the Firm where these might give rise to conflicts of interest in relation to the activities or services provided by the relevant employees; and
- Reassignment of tasks to prevent or control the simultaneous or sequential involvement of relevant employees in separate services or activities where such involvement may impair the proper management of conflicts of interest.

However, it is accepted that, despite the implementation of all appropriate controls to prevent the occurrence, the complete avoidance of all conflicts may not be feasible in a commercial environment. Where conflicts are unavoidable, the Firm will take appropriate measures to mitigate and manage such conflicts in a manner that seeks to ensure that the Firm and its personnel are not advantaged and that no client is adversely affected.

Where the Firm is not reasonably confident that it is able to manage a particular conflict to adequately protect the interests of a client, the general nature and/or sources of conflicts of interest will be clearly disclosed to the client before the Firm undertakes any business. In particular the disclosure will detail:

- a specific description of the conflicts of interest;
- an explanation of the associated risks to the client;
- that the organisational and administrative arrangements established by the Firm to prevent or manage that conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the Client will be prevented; and
- sufficient detail to enable that client to take an informed decision with respect to the service in the context of which the conflict of interest arises.

This disclosure will only be made as a matter of last resort. Further, the fact of the disclosure is not considered to be a mitigant.

The Firm will not offer nor accept any monetary or non-monetary benefit which could result in client outcomes being negatively affected. In the event that any monetary benefits are given or received, these will be disclosed to our clients on an annual basis. Where those benefits are minor non-monetary benefits, such as hospitality of a *de minimis* value, are capable of enhancing our service to clients, or are otherwise reasonable and not capable of

impairing our ability to act honestly, fairly and professionally in the best interests of clients, then we may disclose them in a generic way.

Clients are provided with a description of the Conflicts of Interest Policy prior to the provision of investment services, and additional information about this policy can be provided upon request.

### **Item 18 – Communications Recording and Recordkeeping**

The methods of communication at Cambridge Associates GmbH, including sending and receiving orders is via email. The Firm is required to maintain records of relevant conversations (any which result in or are intended to result in a transaction) for up to seven years. As a result all email and other electronic communication channels are recorded and records cannot be deleted until we are permitted to do so under regulatory requirements.

### **Item 19 – Client Reporting**

#### ***Periodic Reporting***

The Firm provides quarterly statements to portfolio management clients outlining the portfolio management activities undertaken.

#### ***Ad Hoc Reporting***

The Firm provides portfolio management clients with notifications in the event that the overall value of a client portfolio has depreciated by 10% and thereafter at multiples of 10%, no later than the end of the business day in which the threshold is exceeded.

All clients are also provided with details of any material changes to the Firm's details, strategies, costs and charges, or related arrangements as soon as is practically possible.

## Appendix A

### *Risk Disclosures*

Some of these risks may not apply where the relevant investments have been restricted by the client's specific investment guidelines or restrictions. We may supplement these descriptions from time to time, including providing information that relates to a particular financial instrument (for example, a prospectus or other offering or marketing material).

These investment disclosures and risk warnings are not intended to be a full or complete listing of all the risks involved in entering into a contract or investing, and the client should engage in its own risk evaluation. It is however intended to enable an investor to understand the key concepts and risks associated with investing in a portfolio of investments.

Past performances of managers or funds or the success of a manager in any similar venture is no assurance of future success. Investments in funds are speculative, and there can be no assurance that the client will not incur losses.

Investing in alternative asset funds (e.g., hedge funds and private investment funds) is associated with greater risk than investing in traditional marketable securities, including but not limited to illiquidity risk, tax and regulatory risks, manager-specific risk, counterparty risk and valuation risk. The client should consider a number of factors in determining whether investing in alternative asset funds is appropriate.

The client understands and accepts the risks involved in connection with investments in underlying funds, securities and other financial instruments, and further understands that there can be no assurance that its objectives will be achieved. The Firm cannot guarantee the future performance of the portfolio or any specific level of performance, the success of an investment decision or strategy that the Firm may use, or the success of the Firm's overall management of the portfolio. The client understands that investment decisions made by the Firm are subject to numerous significant risks, including, without limitation, market, liquidity, currency, economic, political and business risks at the level of the underlying funds and their investment managers, and that investment decisions taken by the Firm and by the managers of underlying funds will not always be profitable.

References to "hedge funds" and "private equity funds" in this section mean respectively open-ended investment funds and closed-ended investment funds.

## **GENERAL RISKS**

### *Price Movements*

Investments may fall as well as rise in value and the client may get back less than its initial investment. Past performance is not an indication of future performance.

### ***Volatility***

Markets can be volatile. This will have a direct impact on clients' profits and losses. It should be noted that volatility can be unexpected and unpredictable.

### ***Exchange Risk***

The Firm may invest the portfolio into investments which are or whose price is denominated in a currency other than euros. The client is warned and acknowledges and accepts that a movement of exchange rates may, in these cases, have a separate effect, unfavourable or favourable, on the gain or loss otherwise made on a particular underlying fund or the portfolio as a whole. The Firm shall not be responsible for and shall not hedge currency exposures of the portfolio.

### ***Interest Rate Risk***

Interest rate risk is the risk that an investment's value is altered due to the unanticipated change in the absolute level of interest rates. This can be in the spread between two rates, in the shape of the yield curve, or in any other interest rate relationship. The Firm shall not be responsible for and shall not hedge interest rate risk in relation to the portfolio.

### ***Foreign Transactions***

The client acknowledges and accepts that if any investments are held or transactions are entered into, cleared or settled outside the Germany or the United States, there may be different settlement, legal and regulatory requirements in that overseas jurisdiction from those that apply in the Germany and the United States and different practices relating to the segregation of those investments may apply.

### ***Off-Market Transactions***

The Firm may recommend or carry out transactions for the client that are not affected by means of the facilities of, or governed by the rules of, a regulated investment exchange or a regulated market.

### ***Hedge Funds (e.g., Absolute Return, Long/Short Equity, Risk Arbitrage, Global Macro and Distressed Funds)***

The risks inherent in investing in hedge funds include but are not limited to illiquidity, limited regulatory oversight, use of possibly speculative trading techniques, use of leverage or derivatives, short selling and hedging techniques. Substantial risks are involved in investing in hedge funds trading in equity securities, options and other derivatives. Market movements can be volatile and are difficult to predict. The activities of governments can have a profound effect on interest rates which, in turn, substantially affect the prices of securities, options and derivatives as well as the liquidity of such markets.

Additionally, hedge funds are subject to limited withdrawal rights, and no readily available market exists for interests in these funds. A hedge fund may be unable to liquidate certain

investments to fund withdrawals in a timely manner. Realisation of value from the interests in a hedge fund may be difficult in the short-term or may have to be made at a substantial discount compared to other freely tradable investments. Interests in these funds are not typically registered under the Securities Act or any other federal or state securities law. In the event of the early termination of a hedge fund as the result of certain events, such fund may have to distribute assets of the fund in kind to its equity holders. Certain assets held by hedge funds may be highly illiquid and may not have an easily ascertainable market value.

***Private Investments (e.g., U.S. and International Private Equity, Venture Capital Funds, Real Estate, Energy, Timber and Natural Resources)***

Private investments are highly illiquid and therefore not readily realisable, and the underlying investments of these private investment funds are also generally illiquid and may not have easily ascertainable market values. Interests in these funds are typically not registered under the Securities Act or any state securities laws, and no readily available market exists for interests in these funds. The client should expect to hold its investments for the entire life of these funds. In addition, such funds in liquidation may in some cases distribute assets in kind to their investors. Historically, returns have varied greatly over time, depending on the conditions at the time investments were made and when investments were disposed of by these funds. In addition, access to high-quality private investment opportunities may be limited and there can be no assurance that such opportunities will be available during the desired investment period. The client is warned and acknowledges and accepts that: these investments are not readily realisable; there is no recognised market for such investments; and that it may therefore be difficult to deal in any such investments or to obtain reliable information about their value or the extent of the risks to which they are exposed.

***Fee Duplication***

As the portfolio shall invest in third party funds, the client may incur a duplication of fees and commissions (such as management fees, including performance fees, custody and transaction fees, central administration fees and audit fees). To the extent these third-party funds are permitted to invest in turn in other funds, investors may incur additional fees at that level.

***Regulatory and Legal Risk***

A change in laws or regulations made by the government or a regulatory body can increase the costs of operating a business, reduce the attractiveness of investment and/or change the competitive landscape and as such alter the profit potential of an investment. This risk is unpredictable and may vary from market to market. In emerging markets such risk may be higher than in more developed markets. For example in emerging markets the inadequacy or absence of regulatory measures can give rise to an increased danger of market manipulation, insider trading or the absence of financial market supervision can affect the enforceability of legal rights.

***Emerging Market Risk***

Investments in emerging markets entail additional risks associated with political and economic uncertainty, adverse government policies, restrictions on foreign investment and currency convertibility, currency exchange rate fluctuation, higher volatility, inadequate liquidity, possible lower levels of disclosure and regulation, and uncertainties as to the status, interpretation and application of laws, including those relating to private ownership of assets, expropriation, nationalisation and confiscation.

### ***Risk of Loss***

All investments risk the loss of capital. The Firm believes that its investment program may mitigate this risk through a careful selection and monitoring of the investment assets, but an investment recommended by the Firm is nevertheless subject to loss, including the possible loss of more than the entire amount invested. No guarantee or representation is made that investments recommended by the Firm for the investment assets will be successful, and investment results may vary substantially over time. The past results of the Firm and its principals in managing investment portfolios are not necessarily indicative of their future performance.

### ***General Economic Conditions***

The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equities and interest-sensitive instruments. Unexpected volatility or illiquidity in the markets in which the investment assets (directly or indirectly) holds positions could cause the investment assets to incur losses. Politics, recession, inflation, employment levels, trade policies, international events, war, natural disasters, pandemics and other unforeseen events can also have a significant impact upon the prices of securities.

The recent outbreak of the novel coronavirus (COVID-19) and related measures to curtail its spread have had an adverse impact on market and economic conditions. Although the implications of the coronavirus on markets and the resulting economic slowdown are uncertain, the virus presents material risk to the performance and financial results of investments.

### ***Aggregation of Manager Client Assets for Underlying Fee Reductions***

The client may be eligible for reduced fees with respect to certain underlying funds under various arrangements negotiated by the Firm on behalf of all or a subset of the Firm's clients. The client should understand that this is a potential conflict for the Firm in that the Firm has an incentive to recommend that the client make a particular underlying investment to lower the fees applicable to other clients, and that notwithstanding such potential conflict, the Firm has concluded that the lower fee rates it may obtain through such fee arrangements outweigh any potential conflict, and has further determined that any such conflict to the Firm, or benefit under the arrangements to any other of the Firm's clients is only an incidental benefit of the arrangements. The client should also understand that the fees



charged by underlying funds may change without notice based on the actions of the Firm's other clients, if the fee arrangements between the underlying funds and the Firm change, or if the client terminates its agreement with the Firm. In the event that the client terminates its agreement with the Firm, the client authorises the Firm to inform underlying funds of the effective date of such termination.

### ***Market Risks***

The profitability of a significant portion of the investment program depends to a great extent upon the ability of underlying money managers selected by the Firm (the "**Money Advisors**") to correctly assess the future course of the price movements of securities and other investments. There can be no assurance that the Money Advisors will be able to predict accurately these price movements. Although the Money Advisors may attempt to mitigate market risk through the use of long and short positions or other methods, there may be a significant degree of market risk.

### ***Misuse of Confidential Information***

In trading public securities, there are consequences for trading on insider information, and the Firm expects that Money Advisors will use only public information. Money Advisors may be charged with misuse of confidential information. If that were the case, the performance records of these Money Advisors could be misleading. Furthermore, if a Money Advisor or entity with which the client invests has engaged in the past or engages in the future in such misuse, the client could be exposed to losses.

### ***Possibility of Misappropriation of Assets or Fraud***

When the client invests with a Money Advisor, it does not have custody of the assets invested. There is therefore a risk that the personnel of the Money Advisor could misappropriate the securities or funds (or both) beneficially owned by the client. Although the Firm intends to employ reasonable diligence in evaluating and monitoring Money Advisors, no amount of diligence can eliminate the possibility that one or more of these individuals or entities they manage may engage in improper or fraudulent conduct, including unauthorised changes in investment strategy, misappropriation of assets and unsupported valuations of portfolio securities.

### ***Use of Money Advisors***

The Firm may not be given access to information regarding the actual investments made by the Money Advisors, as such information is generally considered proprietary. At any given time, the Firm may not know the composition of the Money Advisors' portfolios with respect to the degrees of hedged or directional positions, or the extent of concentration risk or exposure to specific markets. In addition, the Firm may not learn of significant structural events, such as personnel changes, major asset withdrawals or substantial capital growth, until after the fact.

A number of Money Advisors might accumulate substantial positions in the same or related instruments at the same time. Because information regarding the actual investments made by such Money Advisors is generally unavailable, the Firm will be unable to determine whether such accumulations, which could reduce diversification in the investment assets managed by the Firm, have taken place. The Money Advisors will trade independently of one another and may at times hold economically offsetting positions. In addition, Money Advisors that invest in a particular sector may be subjected to differing or increased risks relating to such sector.

### ***Aggregation of Client Assets for Underlying Fee Reductions***

The client may be eligible for reduced fees with respect to certain Investment Assets under various arrangements negotiated by the Firm on behalf of all or a subset of the Firm's clients. The client understands and acknowledges that said fees may be based on the aggregation of the client's and other Firm clients' investments in a fund or with a manager for the purpose of taking advantage of the fee reductions, and to determine the applicable fee rate. The client understands and acknowledges that this is a potential conflict for the Firm in that the Firm has an incentive to recommend that the client make a particular underlying investment to lower the fees applicable to other Firm clients, and that notwithstanding such potential conflict, the client has concluded that the lower fee rates it may obtain through such fee arrangements outweigh any potential conflict, and has further determined that any such conflict to the Firm, or benefit under the arrangements to any other Firm client is only an incidental benefit of the arrangements. The client also understands and acknowledges that the fees charged by underlying investments may change without notice based on the actions of other Firm clients, if the fee arrangements between the underlying investments and the Firm change, or if the client terminates its agreement with the Firm. In the event that the client terminates its agreement with the Firm, a client would authorise the Firm to inform underlying managers of the effective date of such termination.

### ***Use of Intermediate and Conduit Vehicles***

The Firm may invest or commit the client to investments through a company, partnership or other person wholly or partly owned or acquired (directly or indirectly) by the client for tax purposes. These vehicles may be managed and administered by the Firm and may result in fees being paid to the Firm in the event of the termination of an agreement. The use of such vehicles will result in additional expenses for the set-up and maintenance of such vehicles and could result in conflicts of interest between the Firm as general partner or manager of the vehicle and the client. The Firm will seek to resolve such conflicts.

### ***Investment Manager Track Record***

Any performance track record provided by the Firm excludes cash and money market funds. Performance shall be measured net of fees from the date of the first investment other than cash and investments into money market funds.