

## **IKOS CIF Limited**

### **Form ADV Part 2A - *Brochure***

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**This brochure provides information about the qualifications and business practices of IKOS CIF Limited. If you have any questions about the contents of this brochure, please contact us at: +357-2581-4714 or [cifregistration@ikos.com.cy](mailto:cifregistration@ikos.com.cy). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about IKOS CIF Limited also is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

IKOS CIF Limited is a SEC registered investment adviser. SEC registration does not imply a certain level of skill or training.

Recipients of this Form ADV Part II should be aware that it is designed merely to provide information about IKOS CIF and should not be considered to be an offer of interests in any Fund. The Fund is a private investment vehicle qualifying for an exemption from the definition of "investment company" under the U.S. Investment Company Act of 1940, as amended, and will generally be offered pursuant to Regulation D under the Securities Act of 1933, as amended.

Item 2            Material Changes

No material changes were made to the IKOS CIF's brochure since its last annual update on March 31, 2011.

Item 3            Table of Contents

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NOTE:

Terms in *italics* have the meanings set forth in the General Instructions for Form ADV.

Item 4            Advisory Business

IKOS CIF (“IKOS CIF” or “the Company”) was incorporated on December 29, 1995 under the laws of Cyprus and has been in business since that time. IKOS CIF is authorized and regulated by the Cyprus Securities and Exchange Commission (CySEC) since November 1, 2005 and is registered as an Investment Adviser with the US Securities and Exchange Commission (SEC) since January 31, 2006. On May 24, 2006 it also became a member of the National Futures Association (NFA) and registered as a Commodity Pool Operator (CPO) and a Commodity Trading Adviser (CTA) with the Commodity Futures Trading Commission (CFTC). IKOS CIF is a fully compliant member of the Hedge Fund Standards Board (“HFSB”) since December 2009. IKOS CIF is also certified with SAS 70 Type I and Type II Reports from a Big 4 audit firm.

IKOS CIF acts as sub-investment manager pursuant to a sub-delegation agreement with IKOS Asset Management Limited (“IKOS AM”), a Cayman Island exempted private limited company. IKOS AM acts as the investment manager of IKOS Ltd. (the “Fund”). The Fund is an open-ended multi-class investment company structured to operate in a similar manner to an open-ended unit trust or mutual fund and is an exempted company formed under the laws of the Cayman Islands. The investment objective of the Fund is to achieve long-term capital growth with moderate risk by generating absolute returns independent of market direction. For each class issued by the Fund, IKOS CIF seeks to carry out its objective by following the policy and restrictions and investing as set out in the prospectus supplement applicable to that class. Each Fund class seeks to achieve its investment objective by investing its assets in investment companies managed by IKOS AM as set forth in the prospectus supplement applicable to each class.

IKOS CIF and IKOS AM also enter into trading advisory agreements with third party platform advisors and/or managed accounts following certain investment strategies of the Fund. The investment advisory and discretionary investment management services offered to managed account *clients* relate solely to futures and currency strategies, as opposed to any securities transactions.

The investments of the Fund are managed in accordance with the prospectus supplement applicable to each class and are not tailored to any particular investor in the Fund. IKOS CIF does not provide investment advice to Fund investors; therefore, prospective Fund investors should consider whether a particular Fund meets their investment objectives and risk tolerance.

IKOS CIF’s investment advisory services pursuant to its sub-delegation agreement with IKOS AM include adhering to the investment objectives of the Fund and each class therein, determining appropriate asset allocation across the Fund’s investment strategies, placing trades, and monitoring existing and prospective investments in light of each class’ objectives and risk parameters.

The owner of IKOS CIF and IKOS AM is Felix Holdings Ltd, a limited liability company incorporated on December 25, 1995 under the laws of the Republic of Cyprus.

IKOS CIF provides advisory services on a sub-delegated basis to the Fund in accordance with the Fund's investment objectives, strategies and guidelines as set forth in each applicable prospectus supplement.

IKOS CIF does not tailor the investment decisions of the Fund to individual *clients* and *clients* generally will not be able to impose restrictions on the Fund's investments in certain securities or types of securities.

*Client* assets under management in securities portfolios on a *discretionary* basis as of December 31, 2011 were \$210,179,800. There are no *client* assets under management in securities portfolios on a non-*discretionary* basis.

#### Item 5 Fees and Compensation

IKOS CIF is compensated by IKOS AM for the services provided pursuant to the sub-delegation agreement between the two companies. Specifically, IKOS CIF receives a fixed lump-sum payment plus a fee per investor in the Fund, charged quarterly in arrears. The fees are not negotiable. The fees paid to IKOS CIF are borne exclusively by IKOS AM, and are not recharged to the Fund.

Fees charged to the Fund by IKOS AM include the following:

- **Management Fees:** IKOS AM is entitled to receive monthly management fees from the Fund. Such management fees are a fixed percentage of the value of the Fund assets under management and are charged monthly in arrears. Management fees range between 2 - 4% (depending on the Fund share class to which they relate) of the net asset value of each respective share class.
- **Performance Fees:** IKOS AM is also entitled to receive a quarterly performance-related fee, based on the Fund's net capital appreciation, after management fees and other expenses. Performance fees range between 20 - 25% (depending on the Fund share class to which they relate) of the increase in net asset value of each respective share class subject to a high water mark.
- **Investment Manager Administration Fee:** Each share class of the Fund seeks to achieve its investment objective by investing assets in investment companies managed by IKOS AM. Each such investment company pays IKOS AM 0.3% per annum of its net asset value. In return

for this fee, IKOS AM is responsible for certain of the Fund's and each investment company's other administrative and operational expenses (such as expenses for legal and consulting services, regulatory compliance, registration fees and expenses due to supervisory authorities, insurance, and other costs of a similar nature).

Each Fund share class and/or each investment company will also incur brokerage and other transaction costs (please refer to Item 12), fees paid to the Fund Administrator, custodian fees, auditor fees, and director fees. The fees applicable to each Fund share class and each investment company are set out in detail in the Fund's main prospectus and each share class' respective offering documents.

IKOS CIF and its *supervised persons* do not accept compensation for the sale of securities or other investment products.

Item 6            *Performance-Based Fees and Side-By-Side Management*

The only fees paid to IKOS CIF are from IKOS AM, as described in Item 5 above. IKOS CIF and its *supervised persons* do not accept *performance-based fees*.

The quarterly performance-related fees charged to the Fund by IKOS AM and described in Item 5 above are *performance-based fees*.

Item 7            *Types of Clients*

As noted above, pursuant to a sub-delegation agreement between IKOS CIF and IKOS AM, IKOS CIF acts as Sub-Investment Manager on behalf of the Fund managed by IKOS AM.

The Fund is offered only by its main prospectus and each share class' respective offering documents to investors who meet the relevant investor eligibility requirements. Please see the Fund's main prospectus and each share class' respective offering documents for more information on the investor eligibility requirements for the Fund.

Additionally, the Fund is subject to a minimum investment amount. This minimum investment amount may be raised or lowered from time to time. Please see the Fund's main prospectus and each share class' respective offering documents for more information on the investor eligibility requirements for the Fund.

Item 8            Methods of Analysis, Investment Strategies and Risk of Loss

In its capacity as Sub-Investment Manager on behalf of the Fund managed by IKOS AM, IKOS CIF currently manages a suite of equity market neutral (statistical arbitrage) share classes concentrating on Japanese, European and US equities, as well as futures share classes employing systematic CTA/Macro investment in currencies, interest rates, commodities, bonds and stock indices.

The trading philosophy of IKOS CIF is to use the global electronic markets to construct liquid portfolios of actively traded securities and futures. This trading philosophy is based on information processing and quantitative forecasting models which rely on multiple sources of uncorrelated information. Consistent performance in all IKOS strategies is targeted through diversification of sources of return. Forecasts are based on a combination of short-term time series analyses and robust econometric models using a number of fundamental and technical indicators. The models aim to forecast changes in the underlying economies of each region. These forecasts are executed systematically, and the Company aims to use comprehensive, best-of-breed risk control methods. The IKOS expertise in fully automated systematic methods is employed in all asset classes with similar investment processes being applied to each.

A complete description of the Fund's investment strategies is set out in detail in the Fund's main prospectus and each share class' respective offering documents. In summary, there are three core strategies/share classes:

IKOS FX Strategy

The IKOS FX Strategy aims to generate absolute returns in the currency markets, through systematic trading of a diverse set of models applied to the major liquid global currencies, whilst maintaining low correlation with commodity trading advisors. The Strategy uses a Systematic Macro, Fundamental and Technical approach, and includes FX futures and/or cash FX on the following currencies: USD, CAD, JPY, GBP, EUR, CHF, AUD, and NZD.

The Strategy utilises many sub-models within several model categories to generate alpha. Consistent performance is attained through diversifying the sources of return, and the use of multiple models that are designed to exploit different kinds of pricing anomalies and seek to ensure diversification.

Trend-following and mean-reverting systems form only a small part of the overall system. Instead, there are dozens of alpha generating models that exploit the main drivers of currency movement – short and long-term interest rates, and some stock indices and commodities and interest-rate differentials between countries.

Typically, econometric models are combined with time-series analysis and market micro-structure models within an integrated risk management and execution platform. This approach is



applied over a variety of timeframes, and the program seeks returns from short-term liquidity provision, medium-term technical factors, and longer-term fundamental effects, in an attempt to capture as many different types of opportunity as possible in order to make the strategy more robust and adaptive to changing market conditions. External indicators gauge risk-aversion in the market, and lower exposure to longer-term models and increase exposure to high-frequency strategies.

#### IKOS Futures Strategy

The IKOS Futures Strategy trades the most liquid listed futures currently (G7, Switzerland, Australia and New Zealand). This includes financial futures (short-term interest rates, bonds) equity indices, commodities (energy and oil, metals, agricultural, etc) and currencies.

Approximately 40 markets are traded in all, and typically the portfolio will hold positions in most of them most of the time. There is no overall bias in long/short position in any sector, and net exposure is capped in each market and sector.

#### The IKOS Hedge Strategy

The IKOS Hedge Strategy combines the IKOS Futures Strategy (explained above) with the IKOS Equity Strategy; the latter trades the world's most liquid listed equity instruments to create a dollar neutral (and neutral to other risk factors) portfolio.

Geographical exposure in equities is currently in the United States, Japan, the United Kingdom and Western Europe. All types of mathematical methods, including but not limited to regression analysis and dynamic system analysis, are employed to exploit market anomalies and phenomena across different time horizons; ranging from intraday to a few months.

Investing in securities involves risks of loss that IKOS CIF's *client(s)* (and investors in the Fund) should be prepared to bear.

Investment in the Fund, for which IKOS CIF acts as Sub-Investment Manager, carries a high degree of risk including, but not limited to, the risks summarised below. No assurance can be given that Fund shareholders/investors will realise a profit on their investment. Moreover, shareholders/investors must acknowledge the risks associated with such an investment including a substantial or complete loss of their investment. The risks referred to below are not exhaustive. Potential investors should review the Fund's main prospectus and each share class' respective offering documents carefully and in their entirety and consult with their professional advisors before making an application for shares.

In particular, given the nature of the Fund's investments and the frequency of trading, material risks include, but are not limited to, the following:

**Investment and Trading Risks in General:** All securities investments present a risk of loss of capital, and the investment techniques utilised (including but not limited to margin transactions and short sales) can, in certain circumstances, maximise any losses.

**Lack of Segregation:** Money, investments and other assets classified by a prime broker as collateral may not be segregated by the prime broker from its own investments and may be available as a result to the creditors of the prime broker in the event of its insolvency.

**Rehypothecation and Transfer of Ownership of Assets:** A prime broker may borrow, lend or otherwise use the Fund's money, investments and other assets for its own purposes and may take such investments as collateral. Such assets will cease to be the property of the Fund and, in the event of an insolvency of the prime broker may be available to creditors of the prime broker. As a result, the Fund may not be able to recover such assets in full.

**Business, Legal, Tax and Other Regulatory Risks:** Legal, tax, and regulatory changes, as well as judicial decisions, could adversely affect the Fund, the Investment Manager (IKOS AM), the Sub-Investment Manager (IKOS CIF) and/or the investment strategies used by them.

**Currency Fluctuations:** Shares of the Fund will be issued and repurchased in dollars, euros and Great Britain pounds. Each Fund share class' assets may be invested in securities and other investments that are denominated in other currencies. Accordingly, the value of a dollar/euro/pound investment may be affected favourably or unfavourably by fluctuations in exchange rates, notwithstanding any efforts made to hedge such fluctuations.

**Portfolio Turnover:** Turnover of underlying investments may be higher than the average for other more traditional portfolios and accordingly the level of commissions paid and other transaction costs may be higher than average. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

#### Item 9            Disciplinary Information

There are no legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of IKOS CIF's advisory business or the integrity of its management.

#### Item 10           Other Financial Industry Activities and Affiliations

IKOS CIF is registered as a CTA and a CPO with the U.S. Commodity Futures Trading Commission (CFTC) and is a member of the U.S. National Futures Association (NFA). A number of IKOS CIF's *management persons* are registered with NFA as Principals and/or Associated Persons of IKOS CIF.

As disclosed in Item 4, IKOS CIF acts as Sub-Investment Manager on behalf of the Fund, pursuant to a sub-delegation agreement with IKOS AM. IKOS AM is a related person of IKOS CIF, as both entities have a common shareholder, Felix Holding Limited.

In addition, two *management persons* of IKOS CIF are also directors of IKOS AM and/or the Fund, as follows:

- Ms Elena Ambrosiadou, CEO and a director of IKOS CIF, is also a director of both IKOS AM and the Fund.
- Mr. Robert Savage, a director of IKOS CIF, is also a director of the Fund.

Neither Ms. Ambrosiadou nor Mr. Savage are materially interested in any contract or arrangement which is unusual in its nature or condition or which is significant in relation to the business of the Fund, an investment company related to the Fund, IKOS AM or IKOS CIF.

A discussion of IKOS CIF's Code of Ethics and practices relating to addressing potential or actual conflicts of interest are discussed in Item 11.

Item 11            Code of Ethics, Participation or Interest in *Client* Transactions and Personal Trading

IKOS CIF has a Code of Ethics ("Code"), which was adopted in accordance with Investment Advisers Act Rule 204A-1 to set forth the standards of business conduct required of any (i) director, officer, member or partner of IKOS CIF and/or (ii) supervised persons who may be involved in investment advisory activities and/or have access to non-public information ("Access Persons").

In addition to the general policies set forth by the Code with respect to the ethical obligations of IKOS CIF and its Access Persons, the Code contains: specific personal securities transaction policies designed to ensure that IKOS CIF's personal and proprietary investing activities do not interfere with the best interests of its client(s); a policy statement on insider trading and related procedures designed to prevent the misuse of material, non-public information; and "Chinese Wall" procedures designed to ensure that decisions made by IKOS CIF are reasonably insulated from material non-public information or conflicts of interest.

Furthermore, the Code incorporates the following general principles that all employees are expected to uphold: employees must at all times place the interests of IKOS CIF's *client(s)* first; all personal securities transactions must be conducted in a manner consistent with the Code and any conflicts of interest or any abuse of an employee's position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their positions; and

information concerning the identity of securities and financial circumstances of IKOS CIF's *client(s)* and/or the Fund, including the Fund's investors, must be kept confidential.

The Code also requires all Access Persons to comply with ethical constraints relating to clients and their accounts, including restrictions on giving gifts to, and receiving gifts from, clients in violation of IKOS CIF's gift policy.

A copy of IKOS CIF's Code of Ethics is available to any *client* or prospective *client* upon request.

Although IKOS CIF does not trade for its own account, from time to time employees and principals of the Company or any *related person(s)* may have interests in securities owned by the Fund or may engage in personal securities transactions. To address this conflict of interest, IKOS CIF has adopted procedures relating to personal securities transactions that are designed to prevent actual conflicts of interest. These are set forth in the Company's Code, which was adopted, amongst other things, to govern personal transactions by Approved Persons and to ensure that the interests of Access Persons do not conflict with the interests of IKOS CIF's *client(s)* and/or the Fund.

In particular, although IKOS CIF and its personnel are not obligated to refrain from investing in securities held by accounts that they manage, IKOS CIF's officers and employees are generally discouraged from entering into such transactions. Furthermore, IKOS CIF and its related persons are required at all times to have due regard to their duties owed to the Company's *client(s)* and the Fund, and where a conflict arises, they will endeavour to ensure that it is resolved fairly. IKOS CIF also explicitly forbids any employee from trading based on material nonpublic information or communicating material non-public information to others.

All Access Persons are required to notify the Chief Compliance Officer ("CCO") or the CCO's designee in order to pre-clear any personal securities transactions. Furthermore, all Access Persons must provide quarterly reports of their personal transactions and holdings within 30 days of the end of each calendar quarter, which may consist of monthly brokerage statements for all accounts in which they have a beneficial interest.

## Item 12 Brokerage Practices

As Sub-Investment Manager, IKOS CIF reviews, evaluates and recommends broker-dealers to IKOS AM and the Fund. Once a broker-dealer is appointed by the Fund (and its related share classes and/or investment companies), IKOS CIF is authorized to direct the sale or purchase of securities to the selected Fund broker-dealers in accordance with the Fund's specified investment objectives without client or Fund consultation/consent before each transaction is effected.

IKOS CIF has a fiduciary obligation to seek to obtain “best execution” of clients’ transactions under the circumstances of the particular transaction.

On a regular basis, IKOS CIF reviews existing relationships with broker-dealers (including those that may act as “prime broker” for IKOS CIF’s client(s) and the Fund) and also evaluates opportunities to establish new broker-dealer relationships for the Fund. IKOS CIF’s objective in selecting broker-dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to portfolio transactions.

As a matter of fiduciary duty, IKOS CIF must ensure that, when aggregating and allocating securities transactions, participating clients are treated in a fair and equitable manner.

The Fund, for which IKOS CIF acts as Sub-Investment Manager, is structured as a master-feeder fund, with each of the Fund’s share classes investing in related investment companies (master portfolios), each one following a specific investment strategy. The master-feeder structure ensures that gains/losses for each investment strategy are pooled in the respective master portfolio, and then allocated to the Fund’s share classes in proportion to each share class’ percentage holding in each master portfolio.

As disclosed under Item 4, IKOS CIF further provides investment advisory and discretionary investment management services to IKOS AM’s managed account clients, which relate solely to futures and currency strategies, as opposed to any securities transactions. Therefore, IKOS CIF has developed a Trade Aggregation and Allocation Policy with respect to the Fund’s and managed accounts clients’ futures-related activities.

In this context, when the purchase or sale of a security or instrument (such as a futures contract) is deemed to be in the best interest of more than one account, IKOS CIF can aggregate or “batch” orders for the purchase or sale of securities/instruments for all such accounts to the extent consistent with best execution and the guidelines of the relevant investment advisory agreements. Such “batched” trades / bunched orders may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution, or reducing overall commission charges.

Aggregated transaction prices and costs are generally averaged and allocated among participating accounts *pro rata* according to the size of each participating account. In the event that a batched or aggregated trade order is not completely filled within a single day, each day’s partial fill must generally be allocated among the participating accounts *pro rata* based on the size of each participating account, subject to rounding in order to achieve “round lots”. IKOS CIF applies a minimum order allocation amount of a single “round lot”. Remaining positions, if any, may be assigned to those accounts seeking large positions which were unfilled or to those accounts whose orders would be complete as a result of the allocation. Unexecuted orders will continue until the block order is completed or until all component orders have been cancelled.

New orders for the same security or instrument may be aggregated with any remaining unexecuted orders and continue in the same manner. While IKOS CIF will always try to allocate *pro rata* in the first instance, IKOS CIF may use other methods of allocation, provided that such methods are fair and equitable. For example, while it currently does not intend to trade such securities, IKOS CIF may use a random allocation method for limited availability or thinly traded securities/instruments.

#### Commission rates

IKOS CIF endeavours to be aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its *client(s)* and the Fund. However, IKOS CIF will not select broker-dealers solely on the basis of “posted” commission rates. Although IKOS CIF generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker-dealer resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services.

The reasonableness of commissions is based on the broker’s ability to provide competitive commission rates, electronic trading facilities and comprehensive service levels which will help IKOS CIF in providing its services as Sub-Investment Manager to the Fund.

#### Other factors and selection criteria

The best net price (taking into consideration transaction, market impact and opportunity costs), giving effect to brokerage commissions, spreads and other costs, is normally an important factor in the selection decision, but a number of other judgmental factors are considered as they are deemed relevant.

These factors include, but are not limited to, IKOS CIF’s knowledge of negotiated commission rates and spreads currently available in the market, the nature of the securities being traded, the size and type of the transactions, and the nature and character of the markets for the securities to be purchased or sold.

In selecting and reviewing broker-dealers, IKOS CIF also considers broker-dealers’ reputation, financial strength and responsibility, responsiveness, as well as the value of any research that may be provided. IKOS CIF seeks to evaluate the full range and quality of broker-dealers’ services including, among other things, their ability to:

- handle a high volume of transactions without undue market impact;
- complete trades;
- maximize the opportunity for price improvement;

- execute trades quickly;
- maintain anonymity and confidentiality;
- search for and obtain liquidity to minimize market impact;
- exert the necessary effort to satisfy trading needs in a diligent and consistent manner;
- act with integrity;
- account for its trade errors and correct them in a timely and satisfactory manner;
- accommodate unusual market conditions, when required; and
- engage in after-hours and cross-border trading, as required.

#### Soft-dollars

At the moment IKOS CIF does not receive any “soft dollar benefits.”

However, IKOS CIF is not prohibited from directing brokerage transactions for client accounts (including the Fund) to broker-dealers who provide the company with both research and brokerage products and services. IKOS CIF has therefore developed procedures to ensure that if any “soft dollar benefits” are obtained in the future, these benefits will fall within the applicable safe harbour provisions and be appropriately disclosed.

IKOS CIF will not seek to enter into any agreement or understanding with any broker-dealer which would obligate IKOS CIF to direct a specific amount of brokerage transactions or commissions in return for such services.

#### Brokerage for *client* referrals

IKOS CIF does not consider, in selecting or recommending broker-dealers, whether it, or a related person, receives *client* referrals from any broker-dealer or third party. In the event that IKOS CIF were to consider such practices in the future, it would still aim to ensure that it fully complies with its fiduciary obligation to seek to obtain “best execution” (taking into account price and other judgemental and qualitative factors, as analysed earlier).

#### Directed brokerage

Investors in the Fund are not entitled or provided with the option to direct brokerage.

### Item 13                      Review of Accounts

The Fund administrator is responsible for valuing the Fund share classes and related investment companies, and for preparing the official NAV calculations. However, IKOS CIF internally-calculated NAVs are used to compare results to the administrator as an additional control

measure. IKOS CIF calculates daily NAVs using the leading fund management platform Advent Geneva.

Although the administrator independently prices all positions, IKOS CIF also reconciles and independently prices all securities and futures positions. Every day, a three-way reconciliation process takes place between the brokers, the administrator, and IKOS CIF to ensure the accuracy of trade executions and positions in the portfolio. This is a highly automated process, with minimal breaks produced which then get resolved with the administrator and prime brokers daily by a dedicated member of the IKOS CIF Operations team. IKOS CIF also actively monitors non-trade cash movements to ensure they accurately reflect payment instructions or margin changes, and to verify the cash balances within the various cash and prime broker accounts. Cash positions are reconciled daily by the administrator as well as IKOS CIF's Fund Accounting team.

*Clients* are provided written annual audited financial statements, unaudited interim (half-year) financial statements, and monthly NAV statements. Administrator prepared NAVs are released to Fund investors (but when NAVs are requested by an investor before the official administrator NAV becomes available, an IKOS CIF indicative NAV calculation may be sent, followed by the official administrator NAV once it gets released).

*Clients* and Fund investors are provided with an Annual Newsletter/Report, a monthly newsletter and monthly risk reports.

#### Item 14 *Client Referrals and Other Compensation*

IKOS CIF receives no economic benefit from anyone who is not a *client* for providing investment advice or other advisory services to IKOS CIF's *clients*.

IKOS CIF and IKOS AM from time to time, enter into written arrangements, on a non-exclusive and non-agent basis, to compensate *persons* for *client referrals*.

With respect to IKOS CIF, such arrangements are made in conformance with SEC rule 206(4)-3. The arrangements require among other things, that the solicitor comply with the requirements of rule 206(4)-3 and other applicable law, as well as the terms of the solicitation agreement. Typically, a solicitor is paid 10 - 20% of the fees payable to IKOS CIF, IKOS AM, or the Fund attributable to the investor introduced to the Firm by the solicitor. The solicitor must at the time of the solicitation provide the *client* with a copy of this *brochure* and a separate document which discloses: (i) a description of the solicitation agreement; (ii) any affiliation between the solicitor and IKOS CIF; (iii) the compensation paid for the solicitation; and (iv) whether the advisory fee for solicited *clients* is higher than those for other *clients* due to compensation paid to the solicitor.



Item 15 *Custody*

IKOS CIF does not have custody of *client* funds or securities.

The Fund, for which IKOS CIF acts as Sub-Investment Manager, has a custodial agreement with an independent, regulated third-party custodian. The custodian provides daily reporting to the Fund Administrator, which includes an analysis of the assets held by the custodian on behalf of the Fund.

IKOS AM will comply with the Advisers Act custody rules as applicable.

Investors of the Fund receive monthly statements from the independent Fund Administrator which include the NAV per share of the relevant share class in which they are invested, the total value of their holding, and any transactions (such as share subscriptions/redemptions) they have carried out in the month.

Item 16 *Investment Discretion*

As detailed under Item 4, IKOS CIF acts as Sub-Investment Manager on behalf of the Fund, pursuant to a sub-delegation agreement with IKOS AM. Pursuant to this agreement, IKOS AM has delegated discretionary investment advice with respect to the Fund to IKOS CIF.

IKOS CIF is therefore authorized to make the following recommendations and/or determinations in accordance with the Fund's specified investment objectives without *client(s)* or Fund consultation or consent before a transaction is effected:

- which securities to buy or sell;
- the total amount of securities to buy or sell;
- the broker or dealer through whom securities are bought or sold (subject to the procedures detailed under Item 12);
- the commission rates at which securities transactions for *client* accounts are effected; and
- the prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

IKOS CIF may not exceed certain parameters set by the investment objectives and investment restrictions of the Fund, for example with respect to leverage or exposure to any single counterparty or issuer.

Item 17                      Voting *Client* Securities

IKOS CIF does not accept or exercise proxy voting authority with respect to *client* securities.

Item 18                      Financial Information

IKOS CIF is required in this item to provide you with certain financial information or disclosures about its financial condition. IKOS CIF has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to *clients*, and has not been the subject of a bankruptcy proceeding.