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# Nomura Global Alpha LLC

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## Form ADV, Part 2A Brochure

March 29, 2012

This brochure provides information about the qualifications and business practices of Nomura Global Alpha LLC. If you have any questions about the contents of this brochure, please contact us at 212-667-1414 or at [compliance@nomura-asset.com](mailto:compliance@nomura-asset.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Nomura Global Alpha LLC is a registered investment adviser with the SEC. Such registration does not imply any level of skill or training.

Additional information about Nomura Global Alpha LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Nomura Global Alpha LLC is 147302.

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## **MATERIAL CHANGES**

**Revised March 29, 2012**

Since our last filing on June 30, 2012, we have changed our Form ADV Part 2A to reflect the current assets under management of the firm as of 1/31/12,

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## ITEM 4 – ADVISORY BUSINESS

Nomura Global Alpha LLC (“NGA,” “firm,” “we,” “us,” or “our”) (a Delaware limited liability company) was established in May 2008 as a result of a corporate lift out of key investment and middle office members of Proxima Alpha Institutional Advisors LP (“Proxima”). In June 2008, NGA was registered as an investment adviser with the SEC and commenced operations on July 1, 2008 as a wholly owned subsidiary of Nomura Asset Management U.S.A. Inc. (“NAM-USA”). Nomura Asset Management Co., Ltd. (“NAM-Tokyo”), the parent company of NAM-USA, is one of the largest asset management firms in Japan. NAM-Tokyo is a wholly-owned subsidiary of Nomura Holdings, Inc. (“NHI”). NHI, together with its affiliates, is known as “Nomura.”

NGA focuses on discretionary management of alpha-oriented fixed income products and solutions aimed at institutional investors, including public and private pension funds, off-shore investment funds, and alternative investment funds. We operate strategies which combine fixed income relative value with tactical investment exposure to high quality, liquid fixed income instruments.

We emphasize comprehensive fundamental research, intelligent trade construction and prudent risk management. We use a fundamental approach to identify relevant investment themes and risk factors that quantify these themes in the financial markets over defined horizons. The team seeks to achieve absolute returns by utilizing its deep understanding in fixed income markets with rigorous risk management.

NGA also acts as sub-adviser to several Japanese investment trusts established and/or managed by NAM-Tokyo and offered to Japanese investors. In its capacity as sub-adviser, NGA may provide investment advisory services to NAM-Tokyo on a discretionary or a non-discretionary basis.

NGA offers advice primarily on fixed income securities and a broad range of derivative instruments. Fixed income securities include:

- Securities issued or guaranteed by the U.S. Government, its agencies or government-sponsored enterprises;
- Obligations of non-U.S. governments or their subdivisions, agencies, authorities and other government-sponsored enterprises;
- Obligations of international agencies and supranational entities;
- Debt securities issued by state or local governments and the agencies, authorities and other government-sponsored enterprises;
- Mortgage-backed and other asset backed securities;
- Corporate debt securities of U.S. and non-U.S. issuers;
- Repurchase and reverse repurchase agreements;

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- Certificates of deposit, commercial paper, and master note purchase agreements; and
  - Forward commitment and delayed delivery transactions;

Derivative instruments are generally financial contracts whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index, and may relate to stocks, bonds, interest rates, spreads between different interest rates, currencies or currency exchange rates, commodities, and related indexes. Derivative instruments include, but are not limited, to futures, options, swaps, swaptions, caps, collars, floors, put and call options, short sales, and such other types of agreements or transactions pursuant to authorization from our clients.

We tailor our advisory services to the individual needs of our clients. Clients may impose reasonable restrictions on investing in certain securities or types of securities, depending on their investment objectives, risk tolerance and other various suitability requirements. These restrictions must be in writing and must accompany the investment management agreement. Where NGA is the investment adviser to a pooled investment vehicle, investment objectives, guidelines and any investment restrictions are not tailored to the needs of individual investors in those vehicles, but rather described in the prospectus or other relevant offering document for the vehicle. Clients should be aware, however, that certain restrictions can limit our ability to act and as a result, an account's performance may differ from and may be less successful than other accounts that have not limited our discretion.

As of January 31, 2012, NGA had approximately \$1.2 billion in assets under management, all managed on a discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

NGA's fee schedule is omitted because this brochure is required to be delivered only to qualified purchasers as defined in the Investment Company Act of 1940, as amended.

We generally charge asset-based management fees for all our clients. All management fees are subject to negotiation. Fee structures may be modified where a new account is expected to grow rapidly, where a relationship already exists with a current client or where the client retains the registrant to provide services with respect to multiple investment mandates. The differing levels of basic fees across investment types take into account such factors as the degree of investment management activity and supervision required, the nature of the discretionary or non-discretionary service provided and the types of investment guidelines and restrictions imposed upon the management of the accounts. In addition, there may be specialized investment strategies with individualized fee arrangements in place as well as historical fee schedules with long-standing clients that

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may differ from those applicable to new client relationships. We may, in our sole discretion, reduce and/or waive management fees for a client at any time.

The specific manner in which NGA charges fees is established in our written agreement with the client. We generally bill our fees on a quarterly basis, although fees for various fund vehicles that we manage are often paid monthly. Clients may elect to be billed in advance or in arrears. We do not directly debit fees from client accounts. In the event that any advisory agreement provides for a fee to be payable in advance, a pro-rata refund will be made in the event of early cancellation by either NGA or the client. In no event will fees for U.S. clients be payable six months or more in advance.

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable billing period (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a billing period will be charged a prorated fee. Our services may be terminated pursuant to the provisions of each advisory contract. The termination provisions of any particular contract are subject to negotiation. If a client pays fees in advance, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

We manage accounts that provide for compensation on the basis of a share of the capital gains upon, or the capital appreciation of, the client's assets (a "performance fee"). Performance fees may be billed quarterly, semi-annually or annually. Please see Item 6 below for further discussion on Performance Fees.

### **Additional Costs**

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Item 12 describes the factors that NGA considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

### **Underlying Fund Fees**

We may invest client assets in money market funds or other types of collective fund vehicles managed by our affiliates or by a third party. In addition to NGA's management fee and any performance fee, clients will also incur, relative to investments in such funds, normal expenses and advisory fees imposed by the funds held in the account, as well as other fees charged by the vehicle, if any.

Compensation received by NGA and our affiliates related to various services to pooled investment vehicles generally will be retained by NGA and its affiliates. Except to the extent

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required by applicable law, we are not required to offset such compensation against fees and expenses the client may otherwise owe to NGA and its affiliates.

### **Pooled Investment Vehicle Fees**

NGA acts as investment adviser to pooled private investment funds. Our fees for such services are based on each investment vehicle's particular circumstances. NGA generally receives a management fee and a performance fee for management of private funds. The amount of the management fee and performance fee varies from vehicle to vehicle and is set forth in the prospectus or other relevant offering document for each fund. In certain cases, investors may receive fee reductions of all or a portion of the management fees and/or performance fees attributable to an investor's interest in the pooled investment vehicle. Each fund also ordinarily bears additional expenses (including organizational and operating expenses).

If you invest in a pooled investment vehicle that we manage under a direct or a sub-advisory arrangement, please refer to the fund's offering memorandum, subscription agreements and other offering documents for additional/supplementary information on the fund, including its fees and expenses.

### **Compensation for the Sale of Securities**

Several sales persons of our affiliates are registered securities representatives of Nomura Securities International, Inc. ("Nomura Securities"), an affiliated broker-dealer and a member of the Financial Industry Regulation Authority ("FINRA"). Through Nomura Securities, the sales persons offer interests in private funds sponsored and/or managed by NGA. These securities are only offered to investors that are qualified purchasers. A sales person may receive sales commissions or some other form of cash compensation for the sale of private funds to investors. This compensation is separate from the management fees that the funds pay the investment adviser, and is paid by Nomura Securities, not by the fund investor. These private funds are only available through Nomura Securities. They are not available through any other non-affiliated entity.

Investors are not obligated to use the funds and products offered by such sales persons. Nevertheless, the receipt of commission payments or other form compensation presents a conflict of interest and could give a sales person an incentive to recommend investment products based on the compensation they receive, rather than an investor's needs. To ensure a fund is suitable for you, the sales person must obtain approval from his or her supervisor and from Compliance before the sales person can market the fund to you.

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## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As discussed in Item 5 above, we manage accounts that pay performance fees. These arrangements shall only be with “qualified clients” as defined under Rule 205-3(d) under the Investment Advisers Act of 1940, as amended. Such fees are subject to individualized negotiation with each such client. In measuring clients' assets for the calculation of performance-based fees, we shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for NGA to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. These fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. NGA has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients. Please see Item 12 for more information about NGA’s trade allocation policy and procedures.

## **ITEM 7 – TYPES OF CLIENTS**

NGA serves as investment manager to private funds and other collective vehicles (such as Japanese investment trusts). NGA may also offer investment advice to, among others, pension and profit sharing plans, trusts, corporations and other business entities. Fund vehicles managed by NGA generally have a minimum investment requirement for investors who meet certain eligibility standards as set forth in the fund’s offering documents. There is a minimum requirement for separate accounts of \$50 million, which may be waived at our discretion.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Investment Strategies**

We emphasize comprehensive fundamental research, intelligent trade construction and prudent risk management in order to generate absolute returns through alpha-oriented fixed income products. NGA invests, without limitation, in relative value strategies involving liquid fixed income securities and related derivatives, primarily focused on G-4 Currency Countries.

NGA uses a fundamental approach to identify relevant investment themes and risk factors that quantify these themes in the financial markets over defined time horizons. We begin our investment process by identifying the primary top-down investment themes over a defined period. Based on these themes, we define factors that drive valuations in the fixed



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income markets. We next choose investments that provide the greatest compensation per unit of exposure to that factor. We use capital budgeting approach to create a portfolio that optimally combines these instruments. Finally, we include securities in our portfolio that provide tail protection.

Ideas come from the portfolio managers and/or the Chief Investment Officer (“CIO”), and when we have an idea, we research it thoroughly. In weekly meetings, we evaluate both the macro factors impacting valuations as well as the relative valuations of securities given these factors. The macro factors range from monetary policies, credit and inflation trends to strategic flow of funds. The preferred set of securities or opportunity set is created by combining the top-down macro environment with the bottom-up valuation.

The actual portfolio is created through a careful process of optimization that combines the preferred opportunity set with the constraints and targets of the mandate. In the process, the risk management team is deeply involved right from the construction. The execution and implementation of the portfolio uses product specialists.

The investment team works to maximize alpha by finding trades which combine several intrinsically attractive components. Qualitative analysis helps determine the risk allocation of the strategy. Several strategies may be implemented in a single portfolio, with each strategy monitored with VaR and scenario analysis. Often, a soft stop loss will be assigned to a strategy in order to limit downside risk of individual strategies. Ex-post analysis of risk and return attribution is conducted in an attempt to achieve a high information ratio. The macro environment and the strategic biases remain in place typically over a quarter but are examined on a weekly basis. The weekly portfolio analysis serves as the anchor for portfolio decisions made during the week.

### **Security Analysis and Sources of Information**

In evaluating securities we take into account a number of factors, including fundamental analysis, technical analysis, quantitative analysis and qualitative analysis methods including cyclical analysis.

NGA uses a variety sources to make investment decisions regarding clients’ market positions. In addition to its own proprietary models, it uses, from time to time. Information derived from financial newspapers and magazines, research prepared by others and other timing signals through licensing, subscriptions and other arrangements. We also use our own proprietary methodologies and models.

### **Material Risks of NGA’s Strategies**

The strategies described in the section above relate to a variety of investments, each of which can fluctuate in value. The value of portfolios that NGA manages may fall as well as rise, and the investor may not receive the full amount originally invested. The investment risks vary between different types of investments. In the case of a higher volatility portfolio

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the loss on realization or cancellation may be very high (including total loss of investment) as the value of such an investment may fall suddenly and substantially.

Further information related to risks relevant to alternative investment funds advised by NGA and their strategies should be reviewed in the offering memoranda and other documents provided to investors in pooled investments vehicles managed by NGA. Such documents are available only to current investors or prospective investors who are eligible to invest in such entities, and to advisory clients, as determined in the sole discretion of NGA.

### ***Material Risks Associated with Particular Types of Instruments and Strategies***

*Market Risk:* The profitability of a significant portion of a client's account depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that we will be able to predict accurately these price movements. Although NGA may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

*Credit Risk:* Credit risk is the risk of an issuer's inability to meet principal and interest payments on the obligation. Any such failure or refusal whether due to insolvency, bankruptcy or other causes, could subject a client to substantial losses.

*Counterparty Risk:* A client account may be exposed to the credit risk of counterparties with whom it trades and may also bear the risk of settlement default involving custodians or prime brokers.

*Interest Rate Risk:* Interest rate risk is the risk that fixed income instruments will decline in value because of changes in interest rates. During periods of declining interest rates, the market price of fixed income instruments generally rises. Conversely, during periods of rising interest rates, the market price of such securities generally declines. The magnitude of these fluctuations in the market price of fixed income instruments is generally greater for securities with longer durations. The values of equity and other non-fixed income securities may also decline due to fluctuations in interest rates.

*Currency Risk:* An account that invests in instruments that are denominated in a non-U.S. currency, or that purchases or sells foreign currencies on a spot basis or through forward contracts and derivative instruments, is subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments

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*Liquidity Risk:* Liquidity risk exists when particular investments are difficult to purchase or sell. A client's account may, at any given time, include securities and other financial instruments or obligations which are very thinly traded or for which no market exists or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and such investments may be extremely difficult to value with any degree of certainty. Further, due to potential limitations on investments on illiquid securities and the difficulty in purchasing and selling such securities or instruments, an account may be unable to achieve its desired level of exposure to a certain sector.

*Sovereign Debt Risk:* Sovereign debt securities are debt securities issued by U.S. and foreign governments. Sovereign debt securities are subject to the risk that a government may delay or refuse to pay interest or repay principal on its sovereign debt, due, for example, to cash flow problems, insufficient foreign currency reserves, political considerations, the relative size of the government's debt position in relation to the economy or the failure to put in place economic reforms required by the International Monetary Fund or other multilateral agencies. If a government defaults, it may ask for more time in which to pay or for further loans. There is no legal process for collecting sovereign debt that a government does not pay nor are there bankruptcy proceedings through which all or part of the sovereign debt that a government has not repaid may be collected. Countries in which NGA may invest have historically experienced and may continue to experience high rates of inflation, high interest rates, exchange rate fluctuations, trade difficulties and extreme poverty and unemployment.

Additionally, recent events in the European sovereign debt markets (including events in Greece) have had adverse effect on markets worldwide and on a client's account in particular.

*Supranational Debt Obligations:* Supranational entities are entities constituted by the national governments of several countries to promote economic development, such as the World Bank, the International Monetary Fund, the European Investment Bank and the Asian Development Bank. Obligations of these entities are supported by appropriated but unpaid commitments of their member countries, and there can be no assurances that these commitments will be undertaken or met in the future.

*Asset-Backed Securities and Mortgage-Backed Securities:* Holders of asset-backed and mortgage-backed securities bear various risks, including credit risks, liquidity risks, interest rate risks, market risks, operations risks, structural risks and legal risks. Credit risk is an important issue in such securities because of the significant credit risks inherent in the underlying collateral and because issuers may be private entities. All of these factors increase the risk involved with commercial real estate lending and commercial real estate mortgage-backed securities.

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*Risks Relating to Residential Mortgage-Backed Securities:* Residential mortgage backed securities are subject to particular risks because they have yield and maturity characteristics corresponding to their underlying assets. Unlike traditional debt securities, which may pay a fixed rate of interest until maturity when the entire principal amount comes due, payments on certain of such securities include both interest and a partial payment of principal.

*Portfolio Turnover/Frequent Trading Risk:* Portfolio turnover is a change in the securities held by an account. Higher portfolio turnover is a result of frequent trading and involves corresponding greater expenses to an account, including brokerage commissions or dealer markups and other transaction costs on the sale and reinvestment of securities. In addition, frequent trading is likely to result in short-term capital gains tax treatment. As a result, the trading costs and the tax risk associated with portfolio turnover may adversely affect an account's performance.

*Short Sale Risk:* NGA may engage in short selling for certain accounts. A short sale involves the sale by an account of a security that it does not own with the hope of purchasing the same security at a later date at a lower price. An account may also enter into a short position through a swap agreement or other derivative instrument. If the price of the security or derivative has increased during this time, then the account will incur a loss equal to the increase in price from the time that the short sale was entered into plus any premiums and interest paid to the third party. Therefore, short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment. Also, there is the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the account.

*Leverage Risk:* If an account utilizes leverage, the account will be subject to heightened risk. Leverage may take the form of borrowing funds, trading on margin, derivative instruments that are inherently leveraged, and investment transactions that give rise to leveraging such as the use of when-issued, forward settlement or delayed delivery transactions. Leveraging may cause an account to set aside or liquidate portfolio assets to satisfy its obligations. Further, leveraging may cause an account to be more volatile than if the account had not been leveraged. This is because leveraging tends to exaggerate the effect of any increase or decrease in the value of an account's portfolio securities and may lead to a loss in the account in excess of the capital commitment.

*Derivatives Risk:* NGA makes extensive use of derivatives in certain trading strategies. Derivative instruments are securities or contracts that provide for payments based on or "derived" from the performance of an underlying asset, index or other economic benchmark. Essentially, a derivative instrument is a financial arrangement or a contract between two parties (and not like a stock or a bond). Transactions in derivative instruments can be riskier than investments in conventional stocks, bonds and money market instruments. Derivative contracts include options, futures contracts, forward

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contracts, forward commitment and when-issued securities transactions, forward foreign currency exchange contracts and interest rate, mortgage and swaps.

A variety of derivatives may be available to an account, depending on the type of the account and the account's investment guidelines. Derivatives are subject to a number of risks described elsewhere in this section, including market risk, leverage risk, credit risk, counterparty risk, and liquidity risk.

*Futures Contracts and Options on Futures Contracts:* We may purchase and sell futures and options on futures contracts for certain investment strategies. Futures contracts are traded on a futures exchange and call for the future delivery of a specified "commodity" at a specified time and place. Futures prices are highly volatile. The profitability of purchases and sales of futures contracts by a client depends on our ability to analyze price movements in those markets. Because low margin deposits are normally required, an extremely high degree of leverage is obtainable in futures and options trading. A relatively small price movement in a futures contract, consequently, may result in large losses. Thus, like other highly leveraged investments, any purchase or sale of a futures contract may result in losses which exceed the amount invested.

*Option Transactions:* Certain client accounts may engage from time to time in various types of options transactions. An option gives the purchaser the right, but not the obligation, upon exercise of the option, either (i) to buy or sell a specific amount of the underlying security at a specific price (the "strike" price or "exercise" price), or (ii) in the case of a stock index option, to receive a specified cash settlement. To purchase an option, the purchaser must pay a "premium," which consists of a single, nonrefundable payment. Unless the price of the instrument underlying the option changes and it becomes profitable to exercise or offset the option before it expires, the client account may lose the entire amount of the premium. The purchaser of an option runs the risk of losing the entire investment. Thus, a client may incur significant losses in a relatively short period of time.

*Credit Derivatives:* Certain clients purchase and sell credit derivatives. Credit derivatives trading is subject not only to the credit risk of the issuer of the underlying obligations to which such derivatives are referenced, but also to the credit risk of the counterparty to the credit derivative transaction itself. In certain cases, the credit derivatives market is significantly less liquid than the market in the underlying debt obligations, particularly if the derivative is highly customized and individually negotiated.

*Credit Default Swaps:* We use credit default swaps in certain trading strategies. Credit default swaps involve different risks from investing in the reference obligation directly. In addition to general market risks, credit default swaps are subject to liquidity risk and counterparty credit risk. The volume of trading in credit default swaps has grown rapidly in recent years, and the size of the market may expose a client to large and unexpected risks. Given the increases in volume of credit default swaps in the market over recent years,

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and the fact that credit default swap contracts are bilaterally settled rather than centrally cleared, settlement of such contracts may also be delayed beyond the time frame originally anticipated by counterparties, and disputes may be more likely to arise as settlement is delayed. Such delays may adversely affect a client's ability to otherwise productively deploy any capital that is committed with respect to such contracts.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") includes provisions that comprehensively regulate the OTC derivatives markets, including the credit default swap market, for the first time. While the Dodd-Frank Act is intended in part to reduce certain of the risks described above with respect to credit default swaps and other OTC derivatives, its success in this respect may not be evident for some time after the Dodd-Frank Act is fully implemented, a process that may take several years.

*OTC Transactions:* The Dodd Frank Act includes provisions that comprehensively regulate the OTC derivatives markets for the first time. The Dodd Frank Act will require that a substantial portion of OTC derivatives be executed in regulated markets and submitted for clearing to regulated clearinghouses. OTC trades submitted for clearing will be subject to certain margin requirements. The regulators also have broad discretion to impose margin requirements on non-cleared OTC derivatives. Such requirements may make it more difficult and costly for us, on behalf of our clients, to enter into highly tailored or customized transactions. They may also render certain strategies in which we might otherwise engage increasingly costly, and perhaps so costly that they will no longer be economical. The overall impact and timing of implementation of the Dodd Frank Act is uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime. Certain of the derivatives that our client accounts may trade may remain principal-to-principal or OTC contracts between the clients and third parties entered into privately. The risk of counterparty nonperformance can be significant in the case of these OTC instruments, and "bid-ask" spreads may be unusually wide in these heretofore substantially unregulated markets. While the Dodd-Frank Act is intended in part to reduce these risks, its success in this respect may not be evident for some time after the Dodd-Frank Act is fully implemented, a process that may take several years.

*Use of When-Issued and Forward Commitment Securities:* NGA may purchase securities on a "when-issued" basis. These transactions involve a commitment by an account to purchase or sell securities at a future date (typically one or two months later). No income accrues on securities that have been purchased on a when-issued basis prior to delivery to the account. When-issued securities may be sold prior to the settlement date. If a client account disposes of the right to acquire a when-issued security prior to its acquisition, it may incur a loss. In addition, there is a risk that securities purchased on a when-issued basis may not be delivered to the client account. In such cases, the client may incur a loss.

*Key Personnel Risk:* The success of a client account may rely on certain key personnel of NGA or its affiliates, including NGA's investment team. The departure of any of such key



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personnel or their inability to fulfill certain duties may adversely affect the ability of NGA to effectively implement the investment programs of client accounts.

### ***Material Risks Associated with Alternative Investment Funds***

The risks set forth below generally apply to alternative investment funds managed by NGA:

*Liquidity and Volatility:* Investments in our alternative investment funds are considered illiquid, long-term commitments, as well as being speculative and involving a high degree of risk. There are significant restrictions on transferability and withdrawals of shares/interests in our funds. Investments in our alternative investment funds can be highly volatile and can result in significant risk of loss. Investors should be able to bear the financial risks and limited liquidity of these investments.

*Information Transparency:* Alternative investments are typically less transparent in terms of information and pricing than registered funds.

*Delegation of Control:* All decisions with respect to the investment and trading activities of each fund will be made by its investment manager or general partner. Investors will not take any part in the management or control of any fund.

*Different Terms Offered:* Certain investors may be permitted to invest on different terms than other investors, including with respect to liquidity, transparency, subscriptions and fees.

*Substantial Fees and Expenses Payable Regardless of Profits:* Each fund will incur obligations to pay its expenses (which may include, without limitation, management fees, performance fees or allocations, transaction costs, operating, accounting, auditing, research and due diligence expenses), which are payable regardless of whether any profits are realized.

*Lack of Regulation.* Alternative investment funds are not registered under the Investment Company Act of 1940, as amended. Accordingly, the funds will not be subject to certain regulations applicable to registered funds.

*Applicable Law and Regulatory Developments.* Each alternative investment fund must comply with various legal requirements, including requirements that may be imposed by U.S. federal securities laws and tax laws, and regulations of the jurisdiction of the relevant fund and jurisdictions in which the fund invests. Should any of those laws or regulations change, the legal requirements to which the fund and its investors may be subject could differ materially from current requirements. The regulatory environment for alternative investment funds is evolving, and changes in the regulation of such funds and their investments may adversely affect the value of investments held by the funds and their ability to pursue their investment strategy.

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*Prime Broker Risk:* Bankruptcy, inadequate controls or fraud at an alternative investment fund's prime broker, which may hold the majority of that fund's assets, could impair the operational capabilities or the capital position of that fund. In addition, as an alternative investment fund may borrow money or securities or utilize operational leverage with respect to its assets, that alternative investment fund will post certain of its assets as collateral securing the obligations or leverage ("Margin Securities"). Some or all of the Margin Securities may be available to creditors of that fund's prime broker in the event of its insolvency. In addition, there may be substantial delays in the repayment of that fund's assets in the event that the prime broker was to become insolvent, as well as a risk of total loss of such assets.

*Risk Management:* We have established risk management processes to identify, measure and monitor risks associated with the investment activities undertaken by our alternative investment funds. The risk management processes are intended to assist in our investment decision making process, and to identify risk exposures that we may choose to hedge or otherwise mitigate. However, the risk management processes may fail to identify or anticipate a wide variety of risks that may adversely affect the funds, potentially exposing the funds to material unanticipated losses.

**Please note: Investing in securities involves risk of loss that clients should be prepared to bear.** Clients should understand that due to the volatile nature and risks involved when investing in these types of securities, the actual return and value of a client's account may fluctuate and at any point in time be worth more or less than the amount originally invested.

## ITEM 9 – DISCIPLINARY INFORMATION

We are required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. NGA does not have any legal or disciplinary information to disclose.



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## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

NGA is not registered and does not have an application pending as a securities broker-dealer, futures commission merchant, commodity pool operator or commodities trading advisor.

### **Investment Adviser Affiliates**

NGA manages Japanese investment trusts through sub-advisory arrangements it has with its foreign investment advisory affiliate, NAM-Tokyo.

NAM-USA, NAM-Tokyo, Nomura Asset Management U.K. Limited (“NAM-UK”), Nomura Asset Management Singapore Limited, Nomura Asset Management Hong Kong Limited, Nomura Corporate Research and Asset Management Inc. (“NCRAM”), and Nomura Funds Research and Technologies America, Inc. (“affiliated advisers”) are each registered as investment advisers with the SEC and manage various equity and/or fixed income portfolios. NGA’s other investment advisory affiliates include Nomura Asset Management Malaysia Sdn. Bhd., Nomura Islamic Asset Management Sdn. Bhd, and Nomura Asset Management Deutschland.

NGA is 100% owned by NAM-USA and shares office space and certain facilities with NAM-USA and NCRAM. In addition, certain NAM-USA personnel are officers of NGA and certain personnel of NAM-USA and NAM-Tokyo serve on the Board of Directors for private funds managed by NGA. NGA currently invests for its clients principally in fixed income instruments and related derivatives according to investment strategies that are separate and distinct from the strategies pursued by any of its affiliated advisers for their clients. Although NGA does not expect such conflicts to arise, in certain circumstances the activities of its affiliated advisers could adversely affect the prices and/or availability of securities or instruments held by or potentially considered for one or more of its clients. NGA has adopted policies designed to ensure that no client is treated unfairly, over time, in relation to any other client in the allocation of securities or investment opportunities.

NAM-USA provides marketing services to NGA and NGA compensates NAM-USA out of the advisory fees it receives from its advisory relationships. NAM-USA also provides corporate services to NGA, including compliance, middle office, marketing, risk management, accounting, operations and/or other services. Nomura Securities, NAM-UK and other affiliates may serve as marketing agents for NGA and/or the funds managed by NGA.

NGA has access to economic and/or securities information provided by its affiliates, which include, but are not limited to, Nomura Research Institute, Ltd. (a publicly-traded

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Japanese corporation), Nomura Securities Co., Ltd. (a Japanese securities firm), Nomura Securities, NCRAM and NAM-Tokyo.

Information barriers exist between different businesses with Nomura. As a result of such information barriers, NGA will generally not have access, or will have limited access, to information and personnel in other areas of Nomura, and generally will not be able to manage the client accounts with the benefit of information held by these other areas. Nomura may make decisions based on information or take (or refrain from taking) actions with respect to interests in investments of the kind held by the NGA clients that may be adverse to NGA clients.

### **Broker-Dealer Affiliates**

Subject to client restrictions, NGA may execute client trades with Nomura Securities and other affiliated broker-dealers. This activity gives us an incentive to direct trades to our affiliates even though they may charge higher commissions or provide inferior pricing or execution than non-affiliated broker-dealers. To address this conflict, NGA has implemented procedures designed to ensure we seek to obtain best execution for all transactions, whether executed through affiliated or non-affiliated broker-dealers.

Nomura Securities may be compensated by NGA for soliciting prospective investors for, and providing related marketing and investor relations services to, the private funds managed by us. Certain sales persons of our affiliates are also registered securities representatives of Nomura Securities, an affiliated broker-dealer registered with the SEC. The sales persons may offer interests in private funds sponsored and/or managed by NGA or its affiliates.

### **Investment Company Affiliates**

NGA's parent company, NAM-USA, serves as sponsor and investment adviser to a U.S. mutual fund family known as Nomura Partners Funds, Inc. Further, NAM-USA serves as investment manager to two closed end funds.

### **Affiliated Custodians**

Nomura Trust & Banking Co., Ltd. acts as custodian and trustee for certain Japanese investment trusts that we serve as sub-adviser.

### **Sponsor of Limited Partnerships**

NGA and its affiliates may create and/or distribute unregistered private-placed vehicles and may receive fees.

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## ITEM 11 – CODE OF ETHICS

### **Our Code of Ethics**

As an investment adviser and a fiduciary to its clients, we always place our clients' interests first and foremost. However, NGA employees may buy or sell securities for their own accounts that the firm buys or sells for its clients' accounts. We understand that this could create a conflict of interest, where the employee's interest may be at odds with the interest of our clients. To mitigate the appearance of or actual conflict, NGA has adopted the following Code of Ethics ("Code") with which all associated persons must comply.

### Standards of Conduct

The Code consists of the following core principles and applies to all supervised persons within our firm:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, and prospective clients;
- Place the interests of clients first and above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position, even if clients are not harmed;
- Conduct all personal securities transactions in a manner consistent with the Code;
- Avoid actual and potential conflicts of interest;
- Preserve the confidentiality of clients' security holdings and transactions, financial circumstances and other client information that has been obtained within the scope of the manager-client relationship;
- Do not participate in any business relationship or accept gifts that could reasonably be expected to affect one's independence, objectivity, or loyalty to clients; and
- Comply with applicable provisions of the U.S. federal securities laws.

All of our supervised persons must acknowledge the terms of the Code, upon joining NGA, annually, or as the Code is amended.

Clients, or prospective clients, may, upon request, receive a copy of the registrant's Code by contacting their client service representative or by calling the Compliance Department at (212) 667-1414 or via postal request addressed to:

Nomura Global Alpha LLC  
2 World Financial Center, Building B  
Compliance Department, 18<sup>th</sup> Floor  
Attention: Chief Compliance Officer  
New York, New York 10281

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### **Personal and Proprietary Trading**

NGA anticipates that, in appropriate circumstances, consistent with clients' investment objectives, we will cause accounts over which we have management authority to effect, and will recommend to investment advisory clients, the purchase or sale of securities in which NGA, its affiliates and/or other clients, directly or indirectly, have a position of interest. NGA's employees and persons associated with NGA are required to follow NGA's Code. Subject to satisfying this policy and applicable laws, officers, affiliated directors and employees of NGA ("NGA personnel") and its affiliates may trade for their own accounts in securities, including fund vehicles, which are recommended to and/or purchased for NGA's clients. The Code is designed to assure that the personal securities transactions, activities and interests of NGA personnel will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing NGA personnel to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of NGA's clients. In addition, the Code requires pre-clearance of many transactions, and for certain supervised persons, restricts trading in close proximity to client trading activity. In addition, holding period requirements apply to certain types of investments. Restrictions also exist on the ability of NGA personnel to acquire securities in an initial public offering and to participate in private placements. Nonetheless, because the Code in some circumstances would permit NGA personnel to invest in the same securities as clients, there is a possibility that such personnel might benefit from certain client market activity. Personal trading is continually monitored under the Code, and procedures are in place to reasonably prevent conflicts of interest between NGA and its clients. For example, to assist NGA in ensuring NGA personnel comply with its personal trading policies and restrictions, supervised persons are required to (1) ensure that their brokerage firms provide transaction and holdings information for securities accounts in which they have direct or indirect beneficial interest, and (2) report personal securities transactions on a quarterly basis and provide NGA with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) in which they have a direct or indirect beneficial interest.

Subject to pre-clearance requirements as noted above, select NGA employees, officers and/or directors may invest in certain private funds in which clients also invest. These investments of NGA employees, officers and/or directors may be viewed as creating a conflict of interest since NGA and its principals may have an incentive to act in its or their own self-interests rather than that of the fund. NGA has adopted a Code, as described above, and, as described in response to Item 6, have adopted controls, such as its allocation and aggregation policies, that are intended to ensure that no one client is favored over another client.

### **Material, Non-Public Information and Insider Trading**

From time to time, NGA personnel may come into possession of material, non-public information which, if disclosed, might affect an investor's decision to buy, sell or hold a

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security. Under applicable law, NGA personnel are prohibited from improperly disclosing such information, or using such information, for their personal benefit or for the benefit of a client, which could limit the ability of clients to buy, sell or hold certain investments. NGA shall have no obligation or responsibility to disclose, or use such information for the benefit of any person, including clients.

NGA has established “Information Barrier” procedures and other policies that prohibit the misuse of such information. Information barriers exist between different businesses with Nomura. As a result of such information barriers, NGA will generally not have access, or will have limited access, to information and personnel in other areas of Nomura, and generally will not be able to manage the client accounts with the benefit of information held by these other areas. Nomura may make decisions based on information or take (or refrain from taking) actions with respect to interests in investments of the kind held by NGA clients that may be adverse to NGA clients.

In addition, NGA and/or its affiliates maintain a restricted list of companies whose securities are subject to certain trading prohibitions. NGA personnel may be restricted from trading in an issuer’s securities if the issuer is on the restricted lists or if we otherwise have material, non-public information about the issuer. A client account may be unable to buy or sell certain security of such issuers until the restriction is lifted, which could disadvantage the client.

### **Potential Conflicts of Interests in Trading and Management**

In making investment decisions for multiple client accounts, we may be faced with conflicts of interest. Below are descriptions of some of these potential conflicts. Clients should also read the discussions on potential conflicts in proxy voting, trade allocation and aggregation and personal trading.

#### *Affiliated Accounts*

NGA employees and affiliates may invest in certain fund vehicles that are offered to clients. NGA, its affiliates and its employees will benefit from the investment performance of these accounts and funds (“affiliated accounts”).

Affiliated accounts will often invest in the same securities, at or around the same time, as client accounts. NGA’s policy is to allocate trades to affiliated accounts in the same manner as client accounts. For more information on trade allocation and aggregation practices, see Section 12 below.

#### *Incentives to Favor Certain Accounts*

As discussed in Item 6 above, the management of accounts with different management fee rates and/or fee structures, including accounts with performance fees, may raise potential conflicts of interest by creating an incentive to favor higher-fee or performance fee accounts. In addition, we have an incentive to favor the affiliated accounts we manage.

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NGA attempts to address these potential conflicts of interest through various compliance policies that generally intended to treat all clients fairly and equitably over time.

#### *Allocation of Investment Opportunities*

Other potential conflicts of interest may arise in purchasing and selling securities for multiple client accounts. NGA will use its best judgment to act in a manner it considers fair and reasonable in allocating investment opportunities among its clients particularly when there is limited availability of an investment.

In buying or selling the same securities for multiple client accounts contemporaneously, trade aggregation may create the potential for unfairness to client accounts if one account is favored over one another, particularly where there is a limited availability or limited liquidity for an investment. Please see Item 12 on “Trade Allocation and Aggregation Practices”.

Because client accounts have different mandates or investment restrictions, NGA may make different investment decisions for different accounts. As a result, we may buy or sell a security for some accounts even though it could have been bought or sold for other accounts. In addition we may purchase a security for one or more clients while selling and/or taking a short position in the same security for other clients (“conflicting positions”). Such trading activity may disadvantage some clients, while benefitting others, including affiliated accounts.

NGA has implemented trade oversight and review procedures to avoid systematically advantaging certain clients over others. For example, trade allocations are sampled on a regular basis as part of our trade oversight procedures, which includes specific restrictions on conflicting positions.

#### **Participation or Interests in Client Transactions**

Nomura is a global, full-service financial services firm. As such, Nomura provides a broad range of services to a diversified client base and is a major participant in global financial markets. Nomura has direct and indirect interests in global fixed income, equities, bank loans and other markets, and the securities and issuers that NGA client accounts may invest. As a result, Nomura’s activities and dealings may affect client accounts in ways that may disadvantage or restrict those client accounts and/or benefit Nomura. The following describes some of the existing and potential conflicts of interest.

#### *Participating in Affiliated Underwritings*

Subject to applicable regulatory requirements, clients may participate in securities offerings where an affiliate of the registrant serves as lead manager or a member of the underwriting syndicate (“affiliated underwritings”). Although it is our policy not to acquire securities from an affiliate in an affiliated underwriting, the affiliate still may benefit even if the securities are acquired through a non-affiliated underwriter. For

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example, if each syndicate member has proportionate liability for any securities remaining unsold, the successful sale of all securities, regardless of which member sold them, benefits all members including the affiliated underwriter.

#### *Cross Transactions*

It is our policy not to engage in buying or selling of securities from one fund account to another (typically referred to as a “cross trade”). The vast majority of trades made for the fund will be executed through the open market.

#### *Principal Transactions and Agency Cross Transactions*

It is our policy not to engage in principal transactions or agency cross transactions. Principal transactions occur where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between one fund account and another fund account. An agency cross transaction occurs if an affiliate acts as broker for, and receives a commission from, a client account on one side of the transaction and a brokerage account on the other side of the transaction in connection with the purchase or sale of securities by the fund account. NGA may, in the exercise of its discretion under an investment management agreement with a client, and subject to best execution, effect transactions through an affiliated broker-dealer acting in an agency capacity.

#### *Other Conflicts of Interests Related to Nomura’s Activities*

The extent of Nomura’s global financial activities may have potential adverse effects on NGA’s client accounts. For example, Nomura and its personnel may have interests in and/or advise accounts and funds that have investment objectives or portfolios similar to or opposed to those of a NGA client account and which engage in and compete for transactions in the same types of securities or instruments as those in which the client account invests. These interests may involve the same or differing investment strategies which could have a negative impact on a client account. A client account and Nomura may also vote differently on or take different actions on proxies or corporate actions which may disadvantage the client account.

NGA might not engage in transactions for a client account in consideration of Nomura’s activities outside the client account. For example, NGA may determine to restrict or limit the amount of a client account’s investment where exceeding a certain aggregate amount could require a filing or a license of other regulatory or corporate consent, which could, among other things, result in additional costs and disclosure obligation for Nomura, including NGA. We may also limit our activities, transactions and our exercise of rights on behalf of clients where Nomura is providing, or may provide, advice or services to such issuer, or is providing or may provide advice or services to another client that is or may be engaged in a transaction related to such issuer.



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## ITEM 12 – BROKERAGE PRACTICES

### **Broker-Dealer Selection**

NGA generally has discretionary authority to direct trades for its clients and selects broker-dealers to execute those trades. It is our policy to seek to obtain best execution on all client transaction (which may or may not result in paying the lowest available brokerage commission or dealer spread). As a result, in selecting broker-dealers, we take into account many factors, including but not limited to:

- The execution capability of the broker-dealer
- The desired timing of the trade and the broker-dealer's ability to meet our requested speed of execution
- The order size and market depth
- The broker-dealer's access to primary markets and quotation sources
- The broker-dealer's access to certain markets
- The trading characteristics of the security
- The creditworthiness of the broker-dealer
- The financial responsibility of the broker-dealer
- The ability of the broker-dealer to act on a confidential basis
- The ability of the broker-dealer to act with minimal market impact
- The ability of the broker-dealer to locate sources of liquidity and to effect transactions when a large block of securities is involved or where liquidity is limited
- The overall responsiveness of the broker-dealer
- The broker-dealer's ability and willingness to commit capital
- The broker-dealer's trade processing and settlement capabilities
- The broker-dealer's ability to engage in after-hours and cross-border trading
- Other factors that may bear on the overall evaluation of best price and execution

Our traders may only place orders with broker-dealers that are on the firm's Approved Broker-Dealer List. NGA's Broker Review Committee is responsible for approving broker-dealers and maintaining the Approved Broker-Dealer List. Our traders are responsible for continuously monitoring and evaluating the performance and execution capabilities of brokers that transact orders for our client accounts to ensure consistent quality executions.

NGA has no fixed internal brokerage allocation procedures designating specific percentages of transactions to particular broker-dealers, but weighs a combination of the criteria set forth above.

NGA executes a majority of client trades through electronic platforms which charge transaction fees. The fees will be paid by the client (either by including the fee in the proceeds or cost of the trade or through the payment a separate invoice).



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### **Research and Soft Dollar Benefits**

In placing brokerage transactions, broker-dealers may furnish NGA with their proprietary research. We will use this proprietary research to service all or a portion of our clients, including affiliated entities.

Under Section 28(e) of the Securities and Exchange Act of 1934, as amended, investment managers are permitted to cause a client to pay a higher commission than another broker-dealer might have charged for research and/or brokerage services provided by the broker-dealer that provide lawful and appropriate assistance to the investment manager in the investment decision-making process or trade execution process. In such circumstances, an investment manager is deemed to have paid for such research or brokerage services with “soft dollars.”

Soft dollar arrangements allow NGA and/or its affiliates to obtain a benefit because they do not have to produce or pay for the research and services. We also have an incentive to select broker-dealers based on our interest in receiving the research or other products or services, rather than based on our clients’ best interests in receiving the most favorable execution. However, we believe that we are able to negotiate costs on client transactions that are competitive and consistent with our policy to seek best execution.

Fixed income securities are generally purchased from the issuer or a primary market maker acting as principal on a net basis without a stated commission but at prices reflecting a dealer spread. Fixed income securities may also be purchased from underwriters at prices that include underwriting fees. Because of this pricing structure, NGA does not direct fixed income transactions to particular broker-dealers for soft dollars.

NGA currently has not entered into soft dollar arrangements where the broker-dealer provides us with third-party research and/or services.

### **Directed Brokerage**

We do permit clients to direct us to execute transactions through specified broker-dealers. Clients who direct us to use particular broker-dealers should be aware that we may be unable to negotiate commissions, block or batch client orders or otherwise achieve the benefits described above, including best execution, if you limit our brokerage discretion. Directed brokerage commission rates may be higher than the rates we might pay for transactions in non-directed accounts. Also, clients that restrict our brokerage discretion may be disadvantaged in obtaining allocations of new issues of securities that we purchase or recommend for purchase in other clients’ accounts. Accounts with directed brokerage instructions will generally be executed following completion of any non-directed trades. As a result, performance results for these accounts may vary from other client accounts we manage in the same strategy. As a general rule, we encourage each client to compare the possible costs or disadvantages of directed brokerage against the value of the custodial or other services provided by the broker to the client.

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### **Brokerage for Client Referrals**

We do not consider referrals when we select broker-dealers.

### **Trade Allocation and Aggregation Practices**

When we trade the same security in more than one client account, we generally attempt to batch or “bunch” the trades in order to create a “block transaction,” in accordance with applicable law. Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. When executing block trades, trades will be allocated among accounts using procedures that we consider fair and equitable.

Participation of an account in the allocation is based on such considerations as investment objectives, investment guidelines and restrictions, availability of cash, amount of exiting holdings of the security in the accounts, and directed brokerage instructions, if applicable.

In some cases, various forms of pro rata allocations are used, and in other cases, random allocation processes are used. However, considerations such as lot size, existing or targeted account weightings in particular securities, account size, cash availability, diversification requirements and investment objectives, and investment guidelines and restrictions may result in more particularized allocations. When we fill a block order in its entirety, each participating client account generally will receive the average share price for all such purchase or sale executed during the trading day.

Although allocating orders among clients may create potential conflicts of interests because we may receive greater fees or compensation from some client accounts than other clients, or because we may be affiliated or have other relationships with certain clients, we will not make allocation decisions based on such interests, greater fees or compensation.

Trade allocations are sampled on a regular basis as part of the Compliance Department’s trade oversight and review procedures in an attempt to ensure fairness over time.

### **Non-Discretionary Accounts**

We do not currently manage any non-discretionary accounts.

## **ITEM 13 – REVIEW OF ACCOUNTS**

Client accounts primarily are reviewed by the portfolio managers and investment analysts. Client accounts are monitored and reviewed at least weekly by the CIO and/or other members of the portfolio management team. The CIO holds periodic meetings with portfolio managers, analysts, and risk management staff to review and discuss events affecting investment strategy. The Compliance Department conducts daily reviews of client trading activity and performs daily checks of select investment guidelines. Any exceptions are identified and investigated. Depending on the nature of the client’s portfolio, the Compliance Department also performs a detailed review on a monthly basis to ensure compliance with investment guidelines and limitations. Risk management personnel

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monitor the risk profiles of certain accounts on a daily basis. We may also distribute securities analyses or other reports prepared by our affiliates at no cost.

We furnish accounting reports to clients detailing, among other things: portfolio assets positions, security cost basis and market value, and cash and security transaction activity in accordance with the terms of the offering documents or client agreements or on an as needed basis. Alternative investment fund investors generally receive un-audited monthly or quarterly statements and annual financial statements. In addition, they receive monthly capital account statements from the fund's administrator.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Neither NGA nor any of our employees receives any economic benefit, sales awards or other prizes from any outside parties for providing investment advice to our clients.

As discussed in Item 10, we have a marketing arrangement with NAM-USA whereby we pay NAM-USA a percentage of the advisory fees that we earn from certain client accounts. In addition, certain employees of affiliates based outside the United States may be compensated in part based on referrals.

From time to time, NGA or its affiliates may pay industry consultants for consulting and/or educational services. Our employees also periodically participate and/or attend conferences sponsored by industry consultants. In some cases, we may pay financial compensation to the consultant. These industry consultants may at times evaluate and/or recommend NGA to their other clients. In the event that we obtain a client through a consultant that we have provided either compensation for such services or conferences, or for which our employee has participated in such conferences, we will disclose the relationship to the client upon request.

## **ITEM 15 – CUSTODY**

NGA does not have custody of any separate account client assets.

We are deemed to have “custody” of certain alternative investment funds where we or an affiliate serves as general partner or managing member, or where such funds maintain their assets with banks or other qualified custodians affiliated with NGA. To comply with the requirements of the Investment Advisers Act of 1940, we provide each investor in the fund with audited financial statements that comply with U.S. generally accepted accounting practices (“GAAP”) within 120 days following the fund's fiscal year end.

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## ITEM 16 – INVESTMENT DISCRETION

We usually receive discretionary authority from our clients to select the identity and amount of securities to be bought or sold. Prior to assuming discretionary or non-discretionary authority, clients are provided a management agreement, which includes the current Form ADV Part 2A and Part 2B (if applicable) as an exhibit. By signing the agreement, clients grant NGA discretionary or non-discretionary investment authority over their accounts.

When selecting securities and determining amounts, **we** observe the investment objectives, policies, limitations and restrictions of our clients. Investment guidelines and restrictions must be provided to **us** in writing.

## ITEM 17 – VOTING CLIENT SECURITIES

Generally, NGA does not hold equity securities in its client accounts; however it has adopted proxy voting policies and procedures in the event equity securities are held in a client's account in the future. When a client gives us authority to vote proxies and consents (together, "proxies" or "proxy voting") for securities held in its account, we do not assume the role of an active shareholder. Rather, if we are dissatisfied with the performance of a particular company, we will generally reduce or terminate our position in the company rather than attempt to force management changes through shareholder activism. Nevertheless, our goal and intent is to vote all proxies in our clients' best interests.

Note that we may vote in a manner that could diminish the value of a client's position in the short-term if we believe it will increase this value in the long-term and we are holding the security in the client's portfolio for the long-term.

It is our general policy, absent a particular reason to the contrary, to vote with management's recommendations. However, we reserve the right to depart from this policy in order to avoid voting decisions that we believe may be contrary to our clients' best interests. Our Proxy Voting Policy discusses our policies on specific issues, such as: the election of directors; anti-takeover measures; mergers, acquisitions and other corporate restructurings; capital structure changes; and executive compensation.

We also have procedures to address potential material conflicts of interest where proxies relate to money management clients of NAM-Tokyo and its investment advisory subsidiaries (collectively, the "NAM Companies"). We believe a potential material conflict of interest exists where the annual revenue received from any one client exceeds 1% of the total annual revenue of the NAM Companies, in aggregate. Where such a potential conflict exists, our proxy voting procedures allow the firm to vote

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proxies in accordance with recommendations made by an independent proxy voting firm.

We may invest in foreign markets. Note that protection for clients may vary significantly from jurisdiction to jurisdiction, and in some cases may be substantially less than in the U.S. or developed countries. Proxy voting in certain countries requires “share blocking.” That is, shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting (usually one week) with a designated depository. During this blocking period, shares that will be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the clients’ custodian banks. Our sub-advisers may determine that the value of exercising the vote does not outweigh the detriment of not being able to transact in the shares during this period. In such cases, they may not vote the affected shares.

If you would like to know how we voted any proxy in your account or if you would like a complete copy of our written proxy voting procedures please contact our Chief Compliance Officer at (212) 667-1414 or via postal request addressed to:

Nomura Global Alpha LLC  
2 World Financial Center, Building B  
Compliance Department 18<sup>th</sup> Floor  
Attn: Chief Compliance Officer  
New York, New York 10281

If you do not grant us proxy voting authority, then you will receive proxies and other solicitations directly from your custodian or a transfer agent. If you are voting your own proxies and have questions about any proposal, you may contact us at 212-667-1414 to discuss the proposal.

### **Class Action Settlements**

From time to time, we may receive notices regarding class action lawsuits involving investments that are or were held in your portfolio. As a matter of policy, the client, not NGA, retains the authority to file claims related to class action settlements with respect to investments held in a client’s portfolio. We specifically disclaim any legal responsibility to act in class actions for our clients, including separately managed accounts and discontinued or liquidated accounts.

## **ITEM 18 – FINANCIAL INFORMATION**

We are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial condition that impairs our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.