

# ELECTICA

## ASSET MANAGEMENT

### Part 2A of Form ADV Brochure Document

Eclectica Asset Management LLP  
6 Salem Road  
London, United Kingdom W2 4BU  
Phone +44 (0) 207 792 6400  
[www.eclectica-am.com](http://www.eclectica-am.com)

**This brochure (“Brochure”) provides information about the qualifications and business practices of Eclectica Asset Management LLP (“Eclectica” or the “Adviser”) and its affiliates. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, Mr. Paul Bramley, at +44 (0) 207 792 6400 or email [pbramley@eclectica-am.com](mailto:pbramley@eclectica-am.com). 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 Eclectica is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2: Material Changes**

This item provides a summary of material changes to our business from our initial and most recent brochure dated October 2012:

1. Items 4, 5, 7 and 8 have been changed to provide information regarding, the advisory business, fees, types of clients and analysis, strategies and risks associated with sub-advising the registered investment company.
2. Item 10 has been updated to reflect Eclectica's registration with the US Commodity Futures Trading Commission (the "CFTC") as a commodity pool operator.

The following items may not be deemed to be material changes, but for ease of reference they are referred to here:

1. Item 11 has been updated to explain that Eclectica's Code of Ethics allows supervised persons to invest in the same securities as Eclectica's Clients, subject to certain pre-approval and reporting provisions.
2. Item 12 has been updated to discuss Eclectica's trade error policy.

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## Item 4: Advisory Business

Eclectica is an investment management firm organized as a limited liability partnership under the laws of England and Wales. Eclectica was formed on March 30, 2005. Eclectica Services Limited is the principal owner of Eclectica, which in turn is owned indirectly by Hugh Hendry. Mr. Hendry, Founder Partner and Chief Investment Officer, and Paul Taylor, Partner and Chief Executive Officer, and are the primary controlling principals.

Eclectica provides investment advisory services to clients that are commingled investment vehicles or separately managed accounts primarily for institutional investors.

Eclectica's clients include: The Eclectica Credit Fund ("Credit Fund") and The Eclectica Master Fund ("Master Fund"), and its feeder funds The Eclectica Fund and The Eclectica Fund LP ("Feeder Funds," and together with the Master Fund, "TEF") (collectively, the Credit Fund and TEF are referred to as the "Private Funds"); Eclectica branded UCITS funds ("UCITS Funds") that may not be sold to US persons; and two mandates (separately managed accounts) for European Union based institutional clients. In addition, Eclectica sub-advises one US registered investment company, Arden Alternative Strategies Fund, a series of Arden Investment Series Trust, SEC file number 811-22701 (the "Mutual Fund"). (Collectively, the Private Funds, UCITS Funds, separately managed accounts and the Mutual Fund are referred to as "Clients.")

Client mandates are tailored under the terms of the applicable Investment Management Agreement ("IMA") negotiated with a given Client, while client mandates concerning the Private Funds, the UCITS Funds and the Mutual Fund are covered in the applicable prospectus ("Prospectus"). Eclectica does not tailor its advisory services to the individual needs of investors in the Private Funds, the UCITS Funds or the Mutual Fund. The investors may not restrict investments by the Private Funds, UCITS Funds or Mutual Fund in any capacity. Eclectica will not enter into any individual agreement, arrangement or letter (a "Side Letter") with an investor that gives that investor (or a group of investors) a benefit over and above other investors in the same class of the same Private Fund, other than in exceptional circumstances, and where it believes that it is in the overall interest of the relevant Private Fund to do so. In addition, Eclectica will only enter into side letters as permitted by a Private Fund's Limited Partnership or Shareholder's Agreement and as disclosed in the Private Fund's offering memorandum.

However, Eclectica may conclude, following consultation with the relevant investment fund board, that a Side Letter may be appropriate where the content will not exceed the following, all being 'non-material' terms:

- confirmation of any aspect set out in the Private Placement Memorandum;
- provision of risk information to meet an investors internal control needs;
- arrangements whereby it is agreed that investments in the shares of companies registered in certain countries will not be made;
- provision of certain asset-class information to meet ERISA (Employee Retirement Income Security Act 1974) requirements.

Eclectica does not participate in wrap fee programs.

Eclectica currently manages approximately \$1,294,000,000 on a discretionary basis, as measured in Regulatory Assets Under Management, as of January 2, 2013. Eclectica does not manage assets on a non-discretionary basis.

## **Item 5: Fees and Compensation**

### **Private Fund Fees and Compensation:**

The general terms of the compensation and fee structure of the Private Funds are described below; however, the applicable Prospectus provides a comprehensive description of the fee structure.

As described more fully in each Private Fund Prospectus, Eclectica, through an affiliate, Eclectica Management Limited, the Manager of the Private Funds (the “Manager”), is entitled to receive from the Private Fund a monthly management fee of  $\frac{1}{12}$  of the management fee percentage of the net asset value of each class of shares (before deduction of that month’s management fee and any accrued performance fees). Management fees range from 0.5 per cent to 2 per cent depending on the Private Fund and share class, as outlined in the applicable Prospectus.

In addition, Eclectica, through the Manager, also generally receives a performance fee of 20 per cent, subject to a high water mark; however, certain share classes for TEF may be charged a lower performance fee. Performance fees are typically calculated based on the net asset value of a share class, as stated in the applicable Prospectus, and according to a calculation period that is typically for a twelve month period ending December 31 of each year.

Without limiting the generality of the foregoing, management fees and/or performance fees may be reduced or waived in respect of management shares.

In certain circumstances, fees are negotiable and Eclectica may waive or reduce the fees with regard to investors that are employees or affiliates of Eclectica, relatives of such persons and with respect to certain strategic investors.

An initial fee of up to 5 per cent of the amount subscribed may be deducted by the administrator from the amount subscribed in respect of TEF, for the account of the Manager or as it may direct. In the case of exchanges between share classes, an exchange fee of 0.25 per cent of the value of the pertinent class of shares being exchanged may be payable, for the account of the Manager or as it may direct.

An administration fee of approximately 16 bps may be charged to the Private Funds.

A redemption fee of 1 per cent may be deducted by the administrator in certain circumstances (as described in the pertinent Prospectus) from redemption proceeds, for the account of the Manager or as it may direct. Eclectica retains certain personnel who are paid a commission by Eclectica on net management fees earned by Eclectica in relation to certain investments in the Private

Funds. The commission period is four years from the date an investor subscribes to a Private Fund.

### **UCITS, Separate Account and Mutual Fund Fees and Compensation:**

The general terms of the compensation and fee structure for the UCITS funds are set out in the pertinent Prospectus and for the separate accounts are negotiated with each Client and set forward in the terms of the applicable IMA. Such fees range from 0.50% to 2.25% per annum, depending on the strategy selected by the Client.

The general terms of the compensation and fee structure for the sub-advisory services provided to the Mutual Fund by Eclectica are negotiated with the Mutual Fund's adviser and are set out in the IMA between Eclectica and the adviser.

### **Method and Payment of Fees**

Eclectica invoices management fees, performance fees and performance allocations from investors' assets invested in the Private Funds.

As described above, the management fee generally is paid monthly in arrears, while any performance fees and incentive allocations are either paid for each period ending December 31 each year or on the fund being closed down, except in situations involving redemptions. Investors should consult the relevant Private Fund Prospectus for more specific details.

### **Other Fees and Expenses**

The Private Funds also incur brokerage commissions, transaction fees, organizational fees, continuing offering expenses, redemption fees, as well as other administrative expenses and costs. The Private Funds shall, on a *pro rata* basis, also pay the costs and expenses of (i) all transactions carried out by them or on their behalf and (ii) the administration of the Private Funds including (a) the charges and expenses of legal advisers and auditors, (b) the cost incurred in dealing with regulatory authorities in respect of the affairs of the Private Funds (including those incurred by the administrator), (c) any issue or transfer taxes chargeable in connection with any securities transactions, (d) all taxes and corporate fees payable to governments or agencies, (e) Directors' fees (if any) and expenses, (f) interest on borrowings, including borrowings from prime brokers and custodians, (g) communication expenses with respect to investor services and all expenses of meetings of Shareholders and of preparing, printing and distributing financial and other reports, proxy forms, the prospectus and similar documents (including the cost of printing and sending commentary of the Adviser), (h) the cost of insurance for the benefit of Directors (if any), (i) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business, (j) the cost of maintaining the listing of the shares on the Irish Stock Exchange and/or any other exchange and (k) all other organisational and operating expenses. In addition, the Private Funds may reimburse to the Adviser all costs which were historically met out of soft commissions. Please see Item 12 of this Brochure for further discussion of brokerage.

Eclectica does not charge any other types of fees or expenses to clients.

Investors should refer to the relevant Prospectus for a complete understanding of fees and expenses they may pay. The information contained herein is a summary only and is qualified in its entirety by such documents.

Clients are also responsible for dealing charges, expenses and securities charges. For clients managed through separate vehicles, additional expenses, as outlined in the applicable IMA, may include, legal expenses, audit fees, remuneration of any applicable directors, printing stationery, and costs related to registration with various regulators and other disbursements which may fairly be regarded as falling outside the scope of the management services provided by Eclectica.

Eclectica does not charge Client fees in advance. Because we do not require Clients to pre-pay fees there is no opportunity to obtain a refund.

## **Item 6: Performance Based Fees and Side-by-Side Management**

As discussed in Item 5, with respect to the Private Funds, Eclectica's affiliates may receive a performance fee or an incentive allocation based on the appreciation in the net asset value per share or the investor's capital account, as the case may be. The performance fee or incentive allocation will increase with regard to unrealized appreciation, as well as realized gains and accordingly, an incentive allocation or performance fee may be paid on unrealized gains which may subsequently never be realized. The incentive allocation and performance fee may create a conflict of interest in that there may be an incentive for Eclectica to make investments for the Private Funds which are riskier than would be the case in the absence of a fee based on performance. The applicable Prospectus describes in detail how performance-based compensation is charged and discloses the risks associated with such performance-based compensation.

Eclectica also manages separate accounts, UCITS funds and the Mutual Fund that do not charge a performance fee or incentive allocation. In some cases, a Client that does not charge a performance fee or incentive allocation may pursue a similar investment strategy as a Client that charges such a fee. The performance fee or incentive allocation may provide a conflict of interest in creating an incentive for Eclectica to allocate certain investments to accounts charging an incentive or performance fee. Eclectica maintains an allocation policy and procedures designed to ensure that allocations are made on a fair and equitable basis. As far as practicable, where two or more Clients are equally suited to a type of investment opportunity and able and willing to participate, Eclectica will allocate such investment equably in order to ensure that each similar Client has equal access to the same quality and quantity of the investment opportunity.

## **Item 7: Types of Clients**

Eclectica provides discretionary management and advisory services to the Private Funds directly, subject to the direction and oversight of the affiliated Manager and any directors of the applicable Private Fund, and not individually to investors. Eclectica also provides discretionary

management and advisory services to the UCITS funds and institutional investors, and provides sub advisory services to the Mutual Fund.

Investments in the Private Funds are typically constrained by a minimum investment level, as outlined in the relevant Prospectus and which is generally \$100,000. The minimum requirements do not apply to direct or indirect subscriptions by Eclectica or any of its officers who perform an executive function, employees or affiliates.

Investments by US persons in the Private Funds are limited to eligible investors, who meet the “accredited investor” and “qualified purchaser” standards as defined under US securities laws and as further described in the applicable Prospectus. Eligible investors are generally natural persons with a net worth exceeding \$1M and institutions with assets under discretionary management exceeding \$5M.

## **Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

### **The Eclectica Fund**

TEF generally employs a global macro strategy. TEF aims to produce absolute returns whatever the economic environment by employing a four quadrant based investment approach including long risk premium, bull discretionary, bear discretionary and tail risk exposure. This quadrant based platform is designed to navigate short term volatility in markets. Ideas are generated by combining unique macroeconomic insight and deep fundamental knowledge of individual asset classes, with a focus on structuring trades with an asymmetric risk/return profile, low volatility and limited drawdowns.

As more fully described in the Prospectus, the investment objective of TEF is to achieve capital appreciation, whilst limiting risk of loss, by investing globally long and short mainly in quoted securities, government bonds and currencies, but also in commodities and related derivative instruments. To effect its investment objective, each Feeder Fund invests substantially all of its assets in the Master Fund.

The Master Fund may also invest in the following:

- (a) financial instruments including futures, options and warrants, often making use of leverage, and may enter into swaps (including but not limited to credit default swaps and interest rate swaps), repurchase and reverse repurchase agreements and stock lending transactions;
- (b) forward foreign currency exchange;
- (c) commodity futures, government bonds, other fixed-interest securities, preferred stock and monetary instruments and may hold cash on deposit or cash equivalents pending reinvestment; and
- (d) units in collective investment schemes; and



- (e) credit derivatives.

TEF may leverage its capital by borrowing, including (but not limited to) margin lending agreements, and through the use of futures, forwards contracts, options and other derivative instruments.

### **The Eclectica Credit Fund**

As more fully described in the Prospectus, the investment objective of the Credit Fund is to achieve capital appreciation by investing globally in corporate credit through credit default swaps. The Credit Fund also has the power to invest in sovereign credit, government and corporate bonds, interest rates, equities and related derivative instruments both long and short. It is expected that the Credit Fund will be highly volatile. In particular, the nature of the assets in which the Credit Fund may invest, together with the significant amount of leverage inherent in certain of them, will likely result in frequent significant variations in the value of the Credit Fund's portfolio. The Credit Fund may also invest, long and short, in the following:

- (a) swaps (including but not limited to credit default swaps and interest rate swaps), repurchase and reverse repurchase agreements and stock lending transactions;
- (b) government and corporate bonds and equities, other fixed interest securities, preferred stock and monetary instruments and may hold cash on deposit or cash equivalents pending reinvestment;
- (c) interest rate contracts, spot and forward foreign exchange;
- (d) units in collective investment schemes (no more than 15%); and
- (e) financial instruments including futures, options and warrants.

In addition to the leverage inherent in certain of the asset classes in which the Credit Fund may invest (including but not limited to credit default swaps which may only require payment of relatively nominal amounts relative to notional exposure), the Credit Fund may also leverage its capital by borrowing, including (but not limited to) margin lending agreements, and through the use of futures, forwards contracts, options and other derivative instruments. Save in exceptional circumstances, leverage through cash borrowing will be limited to 300 per cent of the net asset value of the Credit Fund from time to time.

### **UCITS**

Eclectica currently manages two funds under the UCITS designations CF Eclectica Funds (CF Eclectica Agriculture Fund and CF Eclectica Absolute Macro Fund). The UCITS Funds are only offered under the terms of the Prospectus and may not be sold in the US. However it is important for Eclectica's Clients and investors to receive disclosure in relation to other strategies managed by Eclectica.

CF Eclectica Agriculture Fund's objective is to achieve long-term capital growth through investment in a diversified portfolio of global quoted equity investments that are involved in, related to, concerned with or affected by agriculture and farming related issues.

CF Eclectica Absolute Macro Fund's investment objective is to generate positive and uncorrelated absolute returns in all market conditions over a 12 month period by employing actively managed strategic asset allocation across all of the assets eligible for a UCITS scheme, including global equity, bonds, foreign exchange and cash and other financial instruments.

### **Separate Accounts**

Strategies for each separate account are negotiated with the Client and may include the strategies or portions of the strategies described above.

### **The Mutual Fund**

Eclectica sub-advises the Mutual Fund according to a global macro strategy. Additional information is available in the Mutual Fund Prospectus.

### **Risk Factors**

Investing with Eclectica may be deemed speculative. Such investing involves a risk of loss, including the risk of loss of the entire amount invested. The investment strategy offered by Eclectica could lose money over short or long periods.

The nature of various investment strategies managed by Eclectica involve certain risks and Eclectica will utilize investment techniques (such as leverage, short selling and the use of derivatives) which may carry additional risks.

An investment in the Private Funds may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors only who fully understand and are capable of bearing all the risk of an investment in the Private Funds, including without limitation the risk of losing their entire investment. No guarantee or representation is made that the Private Funds will achieve their investment objective or that investors will not lose all or substantially all of their investment in the Private Funds.

The descriptions contained below are a brief overview of associated risks related to an investment in the Private Funds and related strategies employed by other Clients; however, they are not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of the Private Funds and other Clients advised by Eclectica. Investors are advised to refer to the pertinent Prospectus for more comprehensive information on the relevant strategies and associated risks.

**General Risks**

**Operating History.** The past performance of Eclectica or its affiliates may not be indicative of future performance. Certain Private Funds may have a limited operating history upon which prospective investors can evaluate the anticipated performance of the Fund.

**Dependence on Key Individuals.** The success of the investment programs with Eclectica depends upon the ability of key members of its investment team to develop and implement investment strategies that achieve the Client's investment objective. If Eclectica were to lose the services of these members, the consequence to the Clients and investors could be material and adverse and could lead to the premature termination of the applicable account.

**General Economic and Market Conditions.** The success of Eclectica's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of investments' prices and the liquidity of the Client's investments. Volatility or illiquidity could impair the Client's profitability or result in losses. Client accounts may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets — the larger the positions, the greater the potential for loss.

**Eurozone.** In light of recent market developments, it is possible that a country may leave the Eurozone and return to a national currency and, as a result, may leave the EU and/or that the Euro will cease to exist in its current form and/or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the Clients is, at this stage, impossible to predict with any certainty.

**Systemic Risk.** Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which Eclectica interacts on a daily basis.

**Limited Liquidity.** An investment in the Private Funds provides limited liquidity since the shares are not freely transferable and, generally, a shareholder has the right to redeem any or all of its shares only according to the terms described in "Redemptions" in the applicable Prospectus. The Private Funds may invest a portion of their assets in financial instruments that are not publicly traded. The Private Funds may not be able to readily dispose of such non-publicly traded financial instruments and, in some cases, may be contractually prohibited from disposing of such securities for a specified period of time. Accordingly, the Private Funds may be forced to sell their more liquid positions at a disadvantageous time, resulting in a greater percentage of the portfolio consisting of illiquid securities and/or assets. The Private Funds may also suspend the redemption rights of the shareholders. An investment in the Private Funds is suitable only for sophisticated investors who do not require immediate liquidity for their investment.

Currency Exposure. Certain assets may be invested in securities and other investments denominated in currencies other than the US Dollar. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates and the Client will therefore be subject to foreign exchange risks.

Possibility of Different Information Rights. Certain investors may invest in a Private Fund on different terms that, among other things, provide access to information that may not be available to other investors and, as a result, may be able to act on such additional information (*i.e.*, redeem their shares) that other investors do not receive.

Counterparty Risk Some of the markets in which Eclectica may effect transactions are not "exchange-based," including "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. The lack of evaluation and oversight of over-the-counter markets exposes the Clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the Client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Client has concentrated its transactions with a single or small group of counterparties. Generally, the Client will not be restricted from dealing with any particular counterparties. The lack of a complete and "foolproof" evaluation of the financial capabilities of Eclectica's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Client.

Short Selling. Short selling involves selling securities which are not owned by the short seller, and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the seller to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which the Client engages in short sales will depend upon Eclectica's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Client of buying those securities to cover the short position. There can be no assurance that the Client will be able to maintain the ability to borrow securities sold short. In such cases, the Client can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Legal and regulatory restrictions may impact on the ability of the Client to sell a security short and/or may require the Client to disclose any short position with possible adverse consequences.

Swap Agreements. Certain Clients may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Client's exposure to long-term or short-term interest rates, currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of

names.

Swap agreements tend to shift the Client's investment exposure from one type of investment to another. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Client's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Client. If a swap agreement calls for payments by the Client, the Client must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Client.

Credit Default Swaps. Certain Clients may also enter into credit default swaps. A credit default swap is a contract between two parties which transfers the credit risk of an entity (the "Reference Entity") for a defined period whereby if there is a Credit Event then the seller of protection pays a predetermined amount to the buyer of protection. A "Credit Event" is commonly defined as the Reference Entity (a) failing to pay principal or interest on time, (b) restructuring its debt, (c) accelerating its debt, or (d) entering bankruptcy. The buyer of credit protection pays a premium to the seller of credit protection until the earlier of a Credit Event or the scheduled termination date of the credit default swap. Credit default swaps can be used to implement Eclectica's view that a particular credit, or group of credits, will experience credit improvement. In the case of expected credit improvement, the Client may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of the Client to make payments upon the occurrence of a Credit Event creates leveraged exposure to the credit risk of the referenced entity. The Client may also buy credit default protection with respect to a reference entity if, in the judgment of Eclectica, there is a high likelihood of credit deterioration. In such instance, the Client will pay a premium regardless of whether there is a Credit Event. The credit default swap market in high yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment-grade securities creating the risk that the newer markets will be less liquid and it may be difficult to exit or enter into a particular transaction.

Each investor and prospective investor is provided with a private offering memorandum (referred to generally herein as a Prospectus) that contains a detailed description of the material risks related to an investment in the pertinent Private Fund, and is advised to carefully review all risk factors set forth in such private offering memorandum.

**The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment with Eclectica. Prospective investors in the Private Funds, the UCITS Funds and the Mutual Fund should read the entire applicable Prospectus and consult with their own advisers before deciding whether to invest. In addition, as the investment program develops and changes over time, an investment managed by Eclectica may be subject to additional and different risk factors.**

Eclectica does not recommend any particular type of security to its Clients. Instead, it engages in various securities transactions in order to best achieve the investment objectives of its Clients.

## **Item 9: Disciplinary Information**

Neither Eclectica nor any of its officers, directors, employees or other management persons or affiliates, have any legal or disciplinary events to report that would be material to a Client's or a prospective Client's evaluation of Eclectica's advisory business or the integrity of its management.

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

Neither Eclectica nor any of its management personnel are registered with, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Eclectica has registered with the CFTC as a commodity pool operator. As previously noted, Eclectica Management Limited, an affiliate of the Adviser, is the Manager of the Private Funds. The Manager is a special purpose vehicle formed for regulatory and tax purposes. The Manager has no employees and delegates investment management of the Private Funds to the Adviser. With the exception of any independent directors, any persons acting on behalf of the Manager are subject to the supervision and control of Eclectica in connection with any investment advisory activities. In accordance with SEC guidance, the Manager is an investment adviser but is not required to be separately registered and is considered to be registered as an investment adviser in reliance on the Form ADV filed by Eclectica.

Eclectica does not recommend or select other investment advisers for its Clients nor does it receive compensation directly or indirectly from such advisers.

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

Eclectica has adopted a Code of Ethics and Conflicts of Interest Policy and Procedures which, among other things, contains provisions designed to (i) prevent improper personal trading by employees; (ii) prevent improper use of material, non-public information about securities recommendations made by Eclectica or securities holdings of advisory clients and (iii) identify conflicts of interest, including monitoring of pay-to-play issues that could arise due to political donations by Eclectica or its personnel. These policies and procedures are contained in the Eclectica Compliance Manual. Eclectica will provide a copy of the Code of Ethics free of charge to any Client, investor or prospective Client or investor upon request. Requests may be by contacting Eclectica's Chief Compliance Officer at +44 (0) 207 792 6413 or email [pbramley@eclectica-am.com](mailto:pbramley@eclectica-am.com).

Eclectica's supervised persons are permitted to invest in their personal trading accounts, subject to certain restrictions, and may in certain circumstances invest in the same or related securities as Eclectica recommends to its Clients, including doing so at or about the same time as the Client transaction is effected. In order to reduce certain conflicts of interest that may arise between Client accounts and the personal trading activities of Eclectica's supervised persons, Eclectica

has adopted a personal trading policy (contained in the Code of Ethics). The personal trading policy, among other things, prohibits certain types of transactions, requires preclearance of certain transactions and requires reporting of all transactions in and holdings of “reportable securities.”

Eclectica and its related persons have investments in the Private Funds. The fact that such persons have financial ownership interests in the Private Funds creates a potential conflict in that it could cause Eclectica to make different investment decisions than if such parties did not have such financial ownership interests. Such potential conflicts are addressed by the personal securities transaction policies set forth in Eclectica’s Code of Ethics.

Eclectica does not intend to engage in principal trades. However, Eclectica, its employees, partners and officers and other related entities have an ownership interest in the Private Funds. The Chief Compliance Officer will monitor ownership interest in the Private Funds to ensure that Eclectica does not inadvertently enter into principal transactions.

Eclectica, to the extent permitted under applicable law, may use an unaffiliated broker-dealer or custodian to cross investments and/or cash between Client accounts when such a transaction is advantageous for each participant. For trades that are part of a periodic rebalancing process, Eclectica will instruct the broker-dealer and/or custodian to cross the assets at the closing price as of a pre-determined rebalancing day. For trades that are not part of a periodic rebalancing process, Eclectica will instruct the broker-dealer and/or custodian to cross the assets at the midpoint between the current best bid and offer. Any transaction costs will be divided equally between the participants.

## **Item 12: Brokerage Practices**

Eclectica maintains a list of approved brokers with whom orders are typically placed. Subject to the terms of the applicable IMA, Eclectica has full discretion to choose a broker from Eclectica’s current list of brokers for executing any order or orders, but in doing so shall assess and balance a range of all relevant factors, including those set out in its best execution policy which Eclectica considers (in its reasonable determination) relevant to achieving the best result for the Clients. Eclectica acknowledges that some orders may be executed outside a regulated market or multilateral trading facility.

When buying and selling financial instruments for the Clients, Eclectica takes all reasonable steps to achieve the best overall result. In doing so, Eclectica takes account of client categorization, the nature of the orders, the characteristics of the financial instrument concerned and the markets in question. Eclectica uses its knowledge, experience and judgment to execute orders on behalf of the Clients, taking into consideration a range of different execution factors that include not just price, but also the costs incurred in the transaction, the need for timely execution, the likelihood of execution and settlement, the liquidity of the market and the size and nature of the order, including whether it is executed on a regulated market or over-the-counter. The relative importance of these execution factors on each order is influenced by the following execution criteria: the nature of the order, the financial products the order relates to and the nature of the venues available for execution of the order.

Eclectica has identified those brokers through which it most regularly seeks to execute/direct orders and that it believes offer the best prospects for providing the Clients with best execution. In selecting the most appropriate brokers for the purpose of executing an order on behalf of the Clients, Eclectica takes full account of the factors relevant to such order, including the execution criteria set out above, and will consider:

1. What Eclectica reasonably assesses to be in the best interests of the Clients in terms of executing such order; and
2. Such other factors as may be appropriate, including the ability of the venue/broker to manage complex orders, the speed of execution, the creditworthiness of the venue and the quality of any related clearing and settlement facilities.

Although Eclectica seeks competitive commission rates, it will not necessarily pay the lowest commission rate available. Transactions, in particular in emerging markets, may involve specialized services on the part of a broker-dealer, which may justify higher commissions than would be the case for more routine services elsewhere. In addition, the diversity in those markets and instruments and the kind of orders that may be placed mean that different factors may have to be taken into account when Eclectica assesses the application of this policy in the context of different instruments and different markets. For example, there is no formal market or settlement infrastructure for over-the-counter transactions. In some markets, price volatility may mean that the timeliness of execution is a priority, whereas, in other markets that have low liquidity, the fact of execution may itself constitute best execution. In other cases, Eclectica's choice of broker or execution venue may be limited (*e.g.*, there may only be one platform/market upon which it can execute an order) because of the nature of the Client's requirements.

Eclectica may receive proprietary research from broker-dealers that is produced for general dissemination to market participants in addition to execution services as long as those research products and execution services fall under the "safe harbors" provided by the SEC in relation to "soft dollars." Although Eclectica does not "pay up" through commission mark-ups or markdowns, full service broker-dealers providing proprietary research may charge higher commission rates that are "bundled" in their negotiated rates than those that are charged by broker-dealers not providing such proprietary research. The provision of proprietary research could provide Eclectica with an incentive to favor full service broker-dealers over those offering execution-only services at lower commission rates. Any research received through this process is used to benefit all Clients. Eclectica's selection process with respect to broker-dealers is described above.

Eclectica does not consider whether it receives client referrals from a broker-dealer or third party when selecting or recommending broker-dealers.

Eclectica does not recommend, request, require or permit a client to direct brokerage for execution through a specified broker-dealer.

As discussed in Item 6, Eclectica maintains an allocation policy and procedures designed to ensure that allocations of investment opportunities and securities transactions are made on a fair



and equitable basis. As far as practicable, where two or more Clients are equally suited to a type of investment opportunity and able and willing to participate, Eclectica will allocate such investment equably in order to ensure that each similar Client has equal access to the same quality and quantity of the investment opportunity.

Eclectica aggregates trades when personnel responsible for the investment decisions for a Client determine that aggregation is appropriate to join in the trade with another Client.

With respect to the Private Funds, none of the Adviser, its directors, officers, servants or agents will be liable for any losses resulting from trading errors and similar human errors, except such losses resulting from fraud, wilful default or gross negligence of the Adviser, its directors, officers, servants or agents. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements. However, in relation to the Mutual Fund, Eclectica maintains a policy of bearing any costs associated with correcting any trade error caused by Eclectica and any gains associated with any such trade error are retained by the Mutual Fund. Eclectica will generally not net gains and losses associated with multiple errors related to separate investment decisions, but gains and losses stemming from an interrelated set of errors may generally be netted.

### **Item 13: Review of Accounts**

Clients' accounts will be monitored closely, and will be formally reviewed at least monthly. A monthly prudential review committee consisting of the CIO and other members of the investment team, will review progress to ensure compliance with the mandates for each Client.

Investors in the Private Funds will receive annual audited financial reports based on US generally accepted accounting principles ("US GAAP") as well as reasonably necessary tax related information, directly from the Administrator. The Administrator also provides investors with interim and year end financial statements and a monthly statement.

Investors will also receive a variety of other written reports on a regular basis. Such reports provided by Eclectica include year end account statements and a monthly fund newsletter that is posted to the website and will be sent directly to investors upon request.

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

No one other than the Clients provide an economic benefit to Eclectica for the provision of investment advice or other advisory services.

Eclectica maintains an agreement with Harrington Cooper LLP (the "Introducer") to provide it with introductory services for potential non-US based investors and Clients. In respect of a new client or an investment into a Private Fund, Eclectica pays the Introducer a range of 15 to 30% of the management or incentive fee earned by Eclectica over a three year period following the investment. Fees vary depending on the Private Fund involved and whether the investor is new.

Prime brokers providing services to Eclectica may provide introductory services for potential investors, but are not compensated for it.

## **Item 15: Custody**

Eclectica does not take or maintain physical custody of any Client cash or securities and conducts all business operations such that Client cash and securities are preserved in the safekeeping of an independent custodian. Clients receiving statements directly from such custodians should carefully review those statements and should carefully compare such statements to any reports sent by Eclectica.

Eclectica and/or its affiliates may be deemed to have custody of the funds and securities of the Private Funds by virtue of their status as an investment manager, manager or general partner of the Private Funds. To ensure compliance with Rule 206(4)-2 under the Advisers Act, the Private Funds are subject to an annual audit in accordance with generally accepted auditing standards and the audit reports are issued in accordance with US GAAP by an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board. The relevant audited financial statements are distributed to each investor via the administrator within 120 days of the Private Funds' fiscal year end. In addition, the Private Funds are subject to audit upon liquidation and the liquidation audit is provided to investors promptly after its completion. Investors also receive monthly investor statements directly from the administrator for the Private Funds, as described in Item 13.

## **Item 16: Investment Discretion**

In accordance with the terms and conditions of the pertinent Private Fund offering documents and governing documents and any pertinent IMA and subject to any investment restrictions or limitations that the owner of a separate account may negotiate, Eclectica generally has discretionary authority to determine, without obtaining specific consent from the Clients, their directors or investors, the securities, other financial instruments and the amounts to be bought or sold thereof on behalf of the Client accounts, and to implement the day-to-day investment decisions for Client accounts.

Investors in the Private Funds, the UCITS and the Mutual Fund do not have the ability to impose limitations on Eclectica's discretionary authority.

## **Item 17: Voting Client Securities**

In limited situations, Eclectica may receive a proxy or corporate action involving Client accounts. In such instances, it will vote such proxy or move on such corporate action, unless the Client has retained such proxy authority. In accordance with its fiduciary duty to Clients and Rule 206(4)-6 of the Advisers Act, Eclectica has adopted and implemented written policies and procedures governing the voting of Client securities. In general, Eclectica's proxy voting policy requires it to vote proxies in the interest of maximizing value on behalf of the Client. To that

end, Eclectica will vote in a way that it believes, consistent with its fiduciary duty to the Client, will cause the relevant security, financial instrument or issue to increase the most or decline the least in value.

Eclectica may have a conflict of interest in voting a particular proxy or exercising on a corporate action. A conflict of interest could arise, for example, as a result of a personal relationship with corporate directors or candidates for directorships. If Eclectica determines that it or one of its employees faces a material conflict of interest in voting a proxy or corporate action, Eclectica's procedures call for it to abstain from action.

Fund investors do not have the ability to direct proxy votes. However, Eclectica will document and abide by any specific proxy voting instructions conveyed by a Client with respect to that Client's securities.

Clients may obtain a copy of Eclectica's proxy voting policies and procedures, as well as information about how Eclectica voted with respect to their securities, by contacting contact Eclectica's Chief Compliance Officer, Mr. Paul Bramley, at +44 (0) 207 792 6400 or email [pbramley@eclectica-am.com](mailto:pbramley@eclectica-am.com).

## **Item 18: Financial Information**

A balance sheet is not required to be provided as Eclectica does not solicit fees more than six months in advance.

Eclectica does not have a financial condition that is likely to impair its ability to meet contractual commitments to Clients.

Eclectica has not been subject to any bankruptcy proceeding during the past 10 years.