

Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of Zadig Gestion (Luxembourg) S.A. ("Zadig"). If you have any questions about the contents of this brochure, please contact us at 00 352 26 47 6301, or by email at: pawelkowski@Zadig.lu. This information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.

Additional information about Zadig, may also be available on the SEC's website at www.adviserinfo.sec.gov.

This cover page constitutes Item 1 to the Zadig firm brochure, Form ADV, Part 2A.

Item 2: Material Changes.

This is Zadig's initial brochure of Form ADV Part 2A; accordingly there are no material changes to disclose.

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Item 4: Advisory Business

- A. **OVERVIEW OF THE FIRM.** Zadig is an investment adviser newly registered with the SEC under the Investment Advisers Act of 1940 (“Advisers Act”), as amended. The firm is also a registered Management Company with the COMMISSION de SURVEILLANCE du SECTEUR FINANCIER (“CSSF”) in Luxembourg, where it is organized as a limited company in the Grand Duchy of Luxembourg. The ultimate shareholders of Zadig are Mr. Laurent Saglio, Mr. Vincent Bourgeois and PCCA Advisory Limited.

Zadig was founded in June 2010 in Luxembourg and as of the date of this brochure has been in business for almost three (3) years.

INVESTMENT SERVICES. Zadig is an asset-manager in the alternative asset industry dedicated to Equity strategies and Asset Allocation strategies and provides discretionary, continuous and active investment management services to retail and institutional investors. Our mission is to deliver recurring stable investment performance to our clients through active investment management focused on maximizing total returns while minimizing investment risk and volatility.

Zadig provides investment management services to clients through privately offered pooled investment vehicles (such pooled investment vehicles and any sub-investment vehicles are hereby referred to as, the “Funds”). The Funds are only offered via “private offering”. The investment guidelines for the Funds are defined in the organizational documents for each fund and are tailored to the specific goals, objectives and operating guidelines of each vehicle.

Zadig’s Long/Short Equity Fund target low correlation with markets and seek 15% annual net return with 10% volatility. We typically seek 20-25 Long positions and 15-20 Short positions plus index hedging. We utilize leverage of less than 3x and a Beta of 0.1. We focus on capital preservation, as Zadig shareholders own approximately 9% of all Assets Under Management. This focus includes a hard stop loss policy on shorts and tight monitoring of losing positions on longs.

- B. **WRAP FEE PROGRAMS.** Zadig does not participate in wrap fee programs.
- C. **ASSETS UNDER MANAGEMENT.** The amount of client assets managed by Zadig on a discretionary basis, as of 31st March 2013, was USD 900million. Zadig did not manage any client assets on a non-discretionary basis as of 31st March 2013.

Item 5: Fees and Compensation

Zadig typically charges management fees (based on assets under management) as well as performance fees (based on investment appreciation) on the portfolios that it manages. Fees and compensation are described within the organizational and operating agreements for each of the Funds. Fees are paid at

the fund level and may be charged only in arrears, in accordance with the specific terms of each offering. Management fees are billed on a monthly basis and performance fees on an annual basis.

Each of the Funds will pay fees to its directors by way of remuneration for their services at the Fund.

In addition, all administration, custody, brokerage, and all other operating, organizational and offering expenses of a Fund are paid directly by such Fund.

Neither Zadig nor any of its supervised persons receives any referral fee, commission or other similar compensation in connection with any sales or other investment products.

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

As previously noted in this brochure, Zadig generally receives performance fees with respect to each of the Funds over which it exercises discretionary management authority.

Performance fees create a risk in that Zadig may cause a Fund to make investments that are more speculative than it would for a fund with similar investment guidelines that does not have performance fees. Among Zadig managed Funds, certain Funds may have different investment advisory fees than others, although those differences are generally very small. Nonetheless, those differences can also create the risk that Zadig may allocate more attractive investment opportunities to those Funds with greater investment advisory fees.

To mitigate the risks outlined above, each of the Funds has different investment guidelines and objectives and thereby do not compete with one another for the same investments. In addition, Zadig monitors the Funds for compliance with each Fund's investment guidelines and follows certain allocation policies. Under Zadig's allocation policies, if a particular investment is appropriate for several of the Funds, Zadig will apportion the investment in a manner determined to be in good faith to be fair and equitable. The apportionment will depend on the determination of all relevant factors, such as the Fund's investment objectives and cash availability.

Item 7: Types of Clients.

Zadig currently provides discretionary investment management services to pooled investment funds (including as a sub-manager to manage the portion of a Sub-Fund managed by another investment manager), as well as separate account mandates on behalf of institutional and retail investors.

Investors in our Funds include:

- Individuals, including high net worth individuals
- Investment companies, including mutual funds
- Pooled investment vehicles, such as hedge funds
- Insurance Companies

- Banks
- Trusts and estates
- Endowments, foundations, and other charitable organizations
- Corporations and other business entities
- Pension and profit sharing plans

We generally impose a minimum dollar value of assets for opening and maintaining an account. These minimums, however, are negotiable and may be waived or altered for certain investors. Fees and account sizes are subject to negotiation and may differ based on a number of factors. These factors may include the amount of assets and the number and range of supplemental advisory and client related services.

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

As previously noted in this brochure, Zadig is a strong believer of the “Bottom-Up Stock Picking” investment approach. We also believe that efficient investment requires both fundamental and technical skills. Securities, therefore, are chosen based upon a detailed due diligence process that provides independent in-house research. Thanks to its infrastructure and team profile, Zadig believes it is well positioned to pursue continental Europe and Mid- and Large-Cap opportunities, offering its clients:

- Breadth of team experience (Zadig’s team has 20 years experience assigning price targets on various companies in various market and economic environments)
- A systematic Darwinian process by a persistent search for better investments with lower risk, higher quality, higher upside to price target and additional diversification
- 100% independent risk control

A. Methods of Analysis

Zadig’s research process uses a proprietary bottom up financial analysis via its in-house research. Our in-house research consists of 100% proprietary models which allow us not to rely on sell side models or recommendations. Included in our research is coverage of approximately 600 companies, 400 of which are permanently monitored, while the remaining companies are monitored for comparative purposes and opportunities analysis. The permanently monitored companies’ median market cap is EUR \$5.0 billion.

Every analyst is responsible for 100 companies who seek to extract 80% of the value of the sell side models in 20% of the time. Our analysts overview the big picture and analyze the same in great depth when relevant. Our financial analysis contains 100% bottom-up analysis which seeks to understand the relevant trends per sectors and regions as well as market participants’ current views. Our objective is to identify, through an agnostic assessment, appropriate risk adjusted investment opportunities. Our assessment is focused on Quality (growth, cyclicity, returns vs. cost of capital) and Valuation (generate realistic risk adjusted price targets).

Companies are deemed suitable for investment when they meet certain criteria. Those criteria are designed to locate those companies that are otherwise strong, but for a variety of reasons, the value of their stock has been discounted by the broad market. Included in the investment criteria is a requirement that we become very knowledgeable about the management of the companies we invest in by meeting them regularly via road shows, conferences and on-site visits. Zadig

Our research process includes daily morning meetings for our investment team with complete review and analysis of corporate news flow and expected impact on holdings, discussion and guidance on near term research focus, and conclusion on short term portfolio changes. We also engage in periodic (usually weekly) meetings for review and discussion of stock picking ideas from members of the investment team, review of proprietary screening of potentially interesting ideas, and review of upcoming corporate events (conferences) that may be a source of ideas. This process is designed to maximize the potential for capturing the best ideas, provide an environment where flexibility of a small investment team can lead to quick investment decisions, employ a generalist approach whereby any member of the team can contribute to the process and take advantage of the concentration of our investment team in London.

Zadig cannot, and does not, guarantee that its efforts will be successful. Zadig cannot, and does not, guarantee that investing through any money manager will be successful. Investment in securities always entails a degree of risk that clients should be prepared to bear. This risk takes the form of a risk of loss of moneys invested and the form of a risk of underperformance in comparison to other investments or market indices. Past performance is no guarantee of future results.

B. Investment Strategies

While pursuing a generally value-biased methodology in its investment approach, Zadig's investment strategies could be summarized in the following:

- Long/Short equity
- Plain Vanilla European equity products

C. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. There is no guarantee that a client will meet their investment goals.

Zadig employs a proprietary risk management approach. Given the concentration of our portfolios, general Sector/Country classification is not an accurate indicator for risk. We therefore prefer a more granular approach to each investment and rely less on "bucket" analysis. Net exposure is managed in order to limit risk of macro/market rotation.

We believe the professional and disciplined execution of our investment philosophy will generate sustainable investment returns for Zadig client accounts. However, the cumulative effect of company specific risk and systemic risk of a domestic and/or global nature clearly imply that no investment is guaranteed. Zadig clients placing funds in our Funds do so with the full knowledge that loss of principal is a risk.

To mitigate those risks, our Risk Committee is independent from our investment team and meets monthly to review market risks (exposures, liquidity, concentration, etc.) and operational risks (failed trades, process, systems, etc.). Only Risk Committee members have permission to modify Bloomberg AIM compliance systems. The Risk Committee conducts Loss Monitoring and flags any positions with a -1% relative contribution that requires the investment team to report on the matter in order to justify keeping the position. The Risk Committee reports directly to the Board of each Fund.

As stated previously, we focus on capital preservation, as Zadig shareholders own approximately 9% of all Assets Under Management. This focus includes a hard stop loss policy on shorts and tight monitoring of losing positions on longs.

Item 9: Disciplinary Information

In the past three years, neither Zadig nor any management person has been involved in any legal, financial or other disciplinary event that would be material to a prospective investor or client in any evaluation of Zadig's advisory business or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

- A. Zadig does not engage in activities requiring broker-dealer representation. Neither Zadig nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker-dealer.
- B. Neither Zadig nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither Zadig nor any of its management persons recommend or select other investment advisers for our clients.
- D. Zadig is a registered asset manager with the CSSF, having jurisdiction over the firm's activities in Europe.

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

- A. Zadig follows a Code of Ethics ("Code") that is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (the "Act"). A copy of Zadig's Code of Ethics is available to current and prospective investors upon request.

This Code establishes rules of conduct for all employees of Zadig and is designed to, among other things, govern personal securities trading activities in the accounts of supervised persons. The Code also includes safeguards designed to avoid conflicts of interests that could adversely affect our clients. In addition to requiring compliance with the applicable securities laws, the Code establishes policies and procedures designed to prevent the misuse of material, non-public information (including information regarding the Funds and investors in the Funds), and identifies activities that are either expressly prohibited or that require Chief Compliance Officer approval. Matters that could give rise to an appearance of impropriety, such as gift giving and solicitation, serving on boards of directors of public companies and political contribution payments and solicitation also require prior approval by the Chief Compliance Officer. The Code is based upon the principle that Zadig and its employees owe a fiduciary duty to the clients to conduct their affairs, including personal securities transactions, in such a manner as to avoid:

- Serving employees' own personal interest ahead of those of the clients,
- Taking inappropriate advantage of their position with Zadig, and
- Any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

- B. Neither Zadig nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Zadig or a related person has a material financial interest.
- C. Neither Zadig nor any of its related persons invests in the same securities (or related securities, e.g. warrants, options or futures) that Zadig or a related person recommends to clients.
- D. Neither Zadig nor any of its related persons recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that Zadig or a related person buys or sells the same securities for Zadig's (or the related person's own) account.

Item 12: Brokerage Practices

- A. **TRADING.** As a fiduciary, Zadig places clients' interest first and foremost. The firm's trading policies and procedures prohibit unfair trading practices and seek to avoid any conflicts of interests or resolve conflicts in the clients' favor. We follow written policies and procedures for

trade documentation, reporting of trade order status, resolution of trade errors, trade allocation, and trade aggregation. All Zadig employees must follow these policies and procedures which are tested by Compliance to ensure their effectiveness.

- B. **BROKERAGE DISCRETION.** Zadig manages accounts introduced through various broker-dealers and attempts to initiate trades through those relationships when appropriate. Zadig may aggregate or block trades and 'step out' the trades to different broker-dealers to achieve best execution. The firm maintains a list of active trading partners (i.e. counterparties) with whom the firm may transact business.
- C. **BEST EXECUTION.** Zadig, as a fiduciary to its advisory clients, endeavors to seek best execution for client transactions, seeking to obtain not necessarily the lowest commission cost but the best overall qualitative execution. The firm adheres to the recommended practices within the CFA Institute Trade Management Guidelines, which provides investment management industry guidelines on trade execution. When determining best execution on a particular trade, Zadig consideration include but are not limited to price/yield competitiveness, execution capability and quality, commission rates, market impact, financial responsibility, operational efficiency, responsiveness to Zadig, knowledge of the relevant asset class/sector/specific security in which the firm is transaction business, and other factors as deemed appropriate.
- D. **TRADE ALLOCATION.** When allocating trades, Zadig strives to treat clients fairly and equitably. Managers initiate trade allocations in the individual accounts and submit aggregate trade orders by custodian to Zadig traders who transmit the order to a broker/dealer to execute the trade. When traders receive notice from the broker that a trade has been executed, they allocate securities to clients in line with pre-allocated order ticket instructions. If there is a partial order fill, traders allocate securities on a pro rata or random basis based on the size of the total order and the percent of the order that was filled, in the best interest of the clients. Under no circumstance do affiliated house or employee accounts receive preferential treatment in the trade allocation process.
- We follow a trade rotation procedure when we trade with multiple custodians to complete one trade order across multiple client accounts or investment products. Our objective over time is to ensure that all accounts and products receive fair treatment in the timing of buy and sell trades.

Zadig believes that blocking (aggregation) of client orders by custodian is prudent and necessary in order to fulfill Zadig's fiduciary duty to obtain the most favorable terms for each client. When aggregating client orders, management's considerations include but are not limited to the following:

1. No advisory account is favored over any other account. Clients participating in an aggregated order shall receive an average share price with other transactions costs shared on a pro-rata basis.

2. The firm will not aggregate transactions unless block trading is consistent with the firm's duty to seek best execution and the terms of the firms' investment management agreement with each client for which trades are being aggregated.
 3. Before placing a blocked trade, the portfolio manager will specify the participating client accounts and the intended allocation among those clients.
 4. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the terms of the order; if the order is partially filled, it will be allocated on a pre-rata basis within the same terms of the order.
 5. Notwithstanding the foregoing, the order may be allocated on a random basis rather than that specified in the original order if all client accounts receive fair and equitable treatment and the reason for different allocation is justified based on conditions spelled out in the firm's procedures.
 6. The firm's books and records will separately reflect the orders for each client account that are aggregated, as well as the securities bought and sold for and held by that account.
 7. The firm receives no additional compensation of any kind as a result of the proposed aggregation; however, Zadig may receive soft dollar credits in some executions; and
 8. Individual investment advice and treatment will be accorded to each client.
- E. **SOFT DOLLARS.** The SEC has defined soft dollar practices as "arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a broker-dealer in exchange for the direction by the adviser of client brokerage transactions to the broker-dealer." Advisers may use commissions to purchase brokerage and research services without violating their fiduciary duty to obtain best execution for clients; however, the adviser must determine in good faith that commissions are reasonable in relation to the value of the brokerage and research services obtained.

Brokerage and research services allowed under soft dollar arrangements include: (a) furnishing advice about the value of securities, the advisability of buying or selling securities, and the availability of securities or buyers or sellers of securities; (b) furnishing analyses and reports about issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (c) effecting securities transactions and performing functions such as clearance, settlement, and custody.

Zadig does not presently have any soft dollar arrangements with any broker that executes transactions for Zadig clients.

- F. REFERRALS. Zadig does not consider referrals when selecting brokers to execute client transactions.
- G. DIRECTED BROKERAGE ARRANGEMENTS. Zadig does not have any directed brokerage arrangements.

Item 13: Review of Accounts

- A. ACCOUNT REVIEWS. Zadig monitors the performance and investments of the Funds on a regular and current basis. The account reviews are performed by a portfolio manager or a designee. Reviews are triggered by various factors including portfolio model changes, changes in client investment objectives, account deposits and withdrawals and volatile markets.
- B. CLIENT REPORTING. Clients receive account statements from their custodian at least quarterly. These statements should be reviewed carefully as they are the official records for your account. If you request monthly or quarterly reporting from the firm, we urge you to compare the statements received from your custodian with the reports Zadig sends to you.

All of the Zadig Funds' investors are provided any ad hoc information or reports that are reasonably requested as well as updates on the operations of Zadig.

Item 14: Client Referrals and Other Compensation

- A. No person who is not a client of Zadig provides an economic benefit to Zadig from providing investment advice or other advisory services to Zadig's client Funds.
- B. Zadig retains the services of one or more placement agents to market our Funds from time to time. In general, such placement agents are paid a success fee amounting to a percentage of capital placed as a result of the placement agent's efforts. Some agents may be paid a monthly retainer that is offset by said success fee. Such fees are paid by Zadig and not the Funds. In no cases are such payments made if in violation of any applicable rule or regulation.

Item 15: Custody

All client assets are maintained with qualified custodians such as banks or registered broker-dealers. Clients receive account statements from their custodian at least quarterly. These statements are considered to be the actual books and records of your account and should be reviewed carefully.

Zadig does not have custody of any client funds. Zadig has executed custody agreements with Banque Privée Edmond de Rothschild Europe and J.P. Morgan Bank Luxembourg S.A., among others, as custodian for the Funds.

Item 16: Investment Discretion

The terms of the investment management agreements entered into between Zadig and the Funds in some cases grant Zadig full discretion to make investments on behalf of the Fund subject to investment guidelines that may be established by the clients and incorporated in the Funds' documentation. As a result, subject to such guidelines and established limits, Zadig may determine which assets to purchase, when to sell the assets and how to manage the assets, including decisions related to capital improvements and leverage on the assets. In other cases, Zadig does not have full discretion to make investments on behalf of the Fund but instead makes recommendations to the Fund and its investors who then must approve each investment prior to Zadig taking action. The Fund documentation, including each Fund operating agreement, describes in each case the extent to which Zadig has discretion over the investment decision.

Item 17: Voting Client Securities

The economic and social situation of the companies in which the Funds are invested is monitored daily by the management committee, with assistance from its investment advisor, Zadig Asset Management LLP, a related entity (the "Investment Advisor"). Zadig also relies on Prime Brokers and Custodians to notify Zadig of any corporate action raised relating to the payment of dividends so that Zadig is able to act on any of these issues in the best interest of the unit holders.

In order to participate in the meetings of all the Companies in Portfolios, Zadig signed a Proxy Voting Services agreement with Institutional Shareholder Services Europe S.A. ("ISS").

The services covered by ISS are as follow, but not limited to:

- Zadig has an access to the ISS ProxyExchange web-based voting and research platform to access vote recommendations, research reports ;
- On the platform, Zadig is able to execute voting instructions for every meeting of a Company in Portfolios;
- ISS implements the voting instructions by gathering all the required information and sending final instructions to the Prime Brokers and/or Custodians.

Zadig uses the research reports provided by ISS to implement the voting instruction for every Company, in the interest of the Funds' shareholders. In case the shares are blocked in order to participate to the vote, Zadig will decide to vote or not, in the best interest of the investors in the Funds.

Information on Zadig's voting rights strategy, if any, is held at Zadig's registered address and can be obtained upon request by investors. It is also on the company's website, www.zadig.lu.

Zadig shall manage its proxy voting according to the following policies.

Upon request by a client, Zadig will vote proxies based on Zadig's reasonable judgment of that vote most likely to produce favorable financial results for the client. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. However, Zadig will consider both sides of each proxy issue. Consistent with Zadig's paramount commitment to the financial investment goals of its clients, social considerations will not be considered absent contrary instructions by a client.

Conflicts of interest between Zadig or a principal of Zadig and Zadig's clients in respect of a proxy issue conceivably may arise. If Zadig determines that a material conflict of interest exists, Zadig will take necessary steps to resolve the conflict before voting the proxies. For example, Zadig may disclose the existence and nature of the conflict to the client owning the securities, and seek directions on how to vote the proxies; Zadig may abstain from voting, particularly if there are conflicting client interests (for example, where client accounts hold different client securities in a competitive merger situation); or take other necessary steps designed to ensure that a decision to vote the proxy is in the client's best interest and was not the product of the conflict.

Zadig keeps certain records required by applicable law in connection with its proxy voting activities for certain clients and shall provide proxy voting information to such clients upon their written or oral request.

Item 18: Financial Information

- A. Zadig has no financial commitment that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients.
- B. Zadig has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19: Requirements for State-Registered Advisers

Zadig has registered with the SEC and is not required to be registered at the State level.