

Firm Brochure: Part 2A of Form ADV

Vinci Partners USA LLC

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This brochure provides information about the qualifications and business practices of Vinci Partners USA LLC. If you have any questions about the contents of this brochure, please contact us at compliance@vincipartners-us.com. The 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.

Additional information about Vinci Partners USA LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Change

In March 2013, Vinci Partners USA LLC (the “Firm”) completed a prior version of this brochure (the “Prior Brochure”). Since filing the Prior Brochure, the Firm has relocated its principal office and place of business from 450 Park Avenue, 27th Floor, New York, New York 10022 to 535 Madison Avenue, 37th Floor, New York, New York 10022.

Our brochure may be requested, free of charge, by emailing compliance@vincipartners-us.com.

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Item 4 – Advisory Business

A. Description

The Firm, Vinci Partners USA LLC, is a wholly-owned subsidiary of Vinci Partners Investimentos Ltda. (“Vinci Partners”). Vinci Partners is the holding company of the Vinci Group—a Brazilian corporate group that offers a variety of services in alternative investments management. Vinci Partners was founded on August 17, 2009 by a group of former partners from Banco Pactual S.A. (“Banco Pactual”), one of the leading investments banks in Brazil. The Vinci Group is organized into three main business units: Asset management, wealth management and advisory services. The Vinci Group through its affiliates manages funds and accounts in the areas of private equity, credit, real estate, public equities (long-only/ dividends) and hedge funds (macro strategy / long-biased / long-short). Each area has its own separate and dedicated investment team, independent investment committee and decision-making process. For more information about the Vinci Group, please refer to its website at www.vincipartners.com.

The Firm is the United States subsidiary of the Vinci Group and provides asset management and wealth management services to its clients and may support the Vinci Group in certain marketing efforts (as further described below under “Type of services”).

The Firm is an independent company offering differentiated services in alternative investments management, generally with the objective of generating long-term value for its investors and clients. The strategies may vary from macro to fixed income strategies, as well as long-only, long-short and long-biased strategies. Additionally, the Firm may implement personalized investment strategies for its wealth management clients. Finally, the Firm currently anticipates launching a fund-of-funds strategy in 2014, which will seek to identify and invest in a diversified portfolio of emerging hedge fund managers. See further disclosure in Item 8 “Methods of Analysis, Investment Strategies and Risk of Loss”.

Gilberto Sayão da Silva holds indirectly more than 25% of the Firm’s equity and is the controlling shareholder of Vinci Partners. His bio follows below.

Gilberto Sayão da Silva

Mr. Sayão is the chief executive officer (“CEO”), a member of the Board of Directors and a member of the Management Committee of Vinci Partners. Prior to founding Vinci Partners, Mr. Sayão held the position of chairman at Banco Pactual. At Banco Pactual, Mr. Sayão was one of its senior partners, a member of its executive committee and the executive officer responsible for alternative investments, corporate finance and hedge funds. Mr. Sayão started his tenure at Banco Pactual in 1993 and became a partner in 1995. Currently, Mr. Sayão is also a member of the board of directors of Equatorial Energia S.A. (“Equatorial Energia”), Companhia Energética do Maranhão (“CEMAR”), Inbrands S.A. (“Inbrands”), PDG Realty S.A. Empreendimentos e Participações (“PDG Realty”), Austral Participações S.A., Cecrisa Revestimentos Cerâmicos S.A., Oceana Offshore S.A., BK Brasil Operação e Assessoria a Restaurante S.A. Mr. Sayão attended Pontifícia Universidade Católica do Rio de Janeiro, where he majored in electrical engineering.

The Firm uses in connection with its advisory services the personnel and resources of some affiliated companies. Each of these companies is wholly-owned by Vinci Partners, is registered

as an investment adviser with *Comissão de Valores Mobiliários* (Brazil's Securities and Exchange Commission) and has its principal place of business either in São Paulo or Rio de Janeiro, Brazil.

In particular, portfolio managers of the Firm employing a macro strategy discuss securities recommendations with portfolio managers at Vinci Gestora de Recursos Ltda. that employ a similar investment strategy. Likewise, portfolio managers of the Firm that serve wealth management clients discuss securities recommendations with portfolio managers at Vinci Gestão de Patrimônio Ltda. that serve the same type of clients. To the extent that personnel of Vinci Gestora de Recursos Ltda., Vinci Gestão de Patrimônio Ltda. or any other affiliated investment advisers of the Firm are involved in providing advice to clients of the Firm or have access to any information concerning securities recommendations for the Firm's US clients prior to the effective dissemination of such recommendation, such persons will be "associated persons" of the Firm for purposes of the U.S. Investment Advisers Act of 1940 ("Advisers Act"). Upon obtaining any US clients, or any US investors in any private fund managed and/or advised by the Firm, the Firm will arrange for the affiliated investment adviser employing each such person to be a "participating affiliate" of the Firm under relevant SEC no-action guidance.

The Firm relies also on certain personnel and resources of the Legal Department (for legal support), Risk Department (for risk management), Macro Department (for macro-economic research), Back-Office Department (for valuation, data processing, preparation of reports and other administrative services) and Commercial Department (for client and investor relationships and distribution of interests in advised funds) of the Vinci Group. Personnel working for these departments are employed by the Firm's affiliated investment advisers.

Each such affiliated investment adviser will keep all records required by the Advisers Act with respect to the Firm's clients or advice for the period of time required by the Advisers Act and the rules thereunder. To the extent such records are not kept in English, such records will be translated into English on reasonable advance request of the SEC or its staff. In addition, the Firm or such affiliate will promptly, upon request of the SEC or its staff, provide the SEC or its staff with any and all of such books and records. Upon obtaining any US clients, or any US investors in any private fund managed and/or advised by the Firm, an Affiliate Agreement between the Firm and these affiliated investment advisers will be entered into, and, to the extent required under SEC no-action guidance, each such affiliated investment adviser in Brazil will appoint a U.S. agent for service of process and will submit to the jurisdiction of the U.S. courts for actions arising under the U.S. securities laws in connection with investment advisory activities of its personnel for clients of the Firm.

For further discussion about the Firm's affiliated investment advisers, see Item 10 "Other Financial Industry Activities and Affiliation."

B. Type of services

As of the date of this brochure, the Firm has only "private fund" clients for purposes of the Advisers Act.

The Firm's investment advisory services are expected to include providing (i) discretionary investment advisory services to private fund clients and managed accounts of other institutional

clients; (ii) discretionary or non-discretionary wealth management services to high net-worth individuals, which may include the management of private fund-of-one structures and managed accounts; and (iii) such other services as may be agreed from time to time with investment advisory clients.

The Firm may also support the Vinci Group in marketing efforts, in particular with respect to the “branding” of the Vinci Group’s asset management services in the United States. Personnel of the Firm may also assist in the distribution of interests in funds managed by affiliates of the Vinci Group in accordance with an applicable exclusion or applicable exclusions from the definition as broker-dealer under the U.S. Securities Exchange Act of 1934.

C. Tailoring

The Firm has discretionary power with respect to its current portfolios under management, subject to the restrictions of the investment management agreement, offering memorandum or investment guidelines applicable to each client.

D. Wrap fee

The Firm currently does not participate in wrap fee programs.

E. Assets under management

As of December 31, 2013, the Firm managed approximately USD 454,266,558.00 on a discretionary basis, and no assets on a non-discretionary basis.

Item 5 – Fees and Compensation

A. Compensation

As of the date of this brochure, the Firm receives from its clients a management fee calculated as a percentage of the type of assets under management.

The Firm receives for investment management services to all clients such management fee, and in some cases an additional performance-based fee. The Firm does not have a fee schedule. The fees may vary according to the strategy and liquidity of each client and are subject to negotiation with each client. For situations where the Firm acts as an investment sub-adviser to a client, the Firm may receive payments directly from the primary adviser. This, in most cases, consists of percentages of the management fee, and also may consist of either a portion of the performance fee attributable to the primary adviser or a performance fee attributable to the portion of the portfolio managed by the Firm as sub-adviser.

The private funds under management are generally only available to “accredited investors” as such term is defined in Regulation D under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and to “qualified purchasers” or “knowledgeable employees” as such terms are defined under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”). Investors and prospective investors in fund clients should refer to the offering documents for a detailed description of the fee schedules. Clients or fund investors that are subject to a performance-based fee generally must be “qualified clients” as defined under the Advisers Act.

For wealth management services to high net-worth individuals (which may also comprise private fund-of-one structures and managed accounts), the Firm expects to receive from each client a management fee and in some cases an additional performance-based fee, according to the terms and conditions established in the respective investment management agreements with the clients. In this case, fees may vary according to the investment objective and portfolio amount of each client under management by the Firm.

B. Fee deduction

Fees for management of private funds may be deducted by the Firm directly from the respective funds’ assets. Clients receiving wealth management services and/or managed accounts may be billed by the Firm for the applicable fees, but may also be deducted directly from the managed accounts’ assets.

The frequency at which fees are deducted may vary according to the type of service and client. The Firm does not have a single standard as to how often it charges the fees due from its clients.

C. Type of fees and expenses

Clients generally bear all expenses related to the investment program, including, but not limited to: brokerage commissions; expenses related to buying and selling securities; the management fee and, if applicable, the performance fee; fees and expenses related to any custodians; interest and other borrowing expenses; travel expenses; legal, administrative, accounting, tax and audit expenses; systems expenses (trading and back-office)—the cost of which may be spread among all the clients; expenses of preparing and distributing reports, financial statements and notices to

limited partners/shareholders; and the cost of periodically updating the offering documents and the relevant supplements or the investment management agreements (as applicable). All brokerage rebates, if any, will generally be credited to the client that generated them.

Please see more brokerage information In Item 12 “Brokerage Practice” below.

D. Prepayment of fees

The Firm does not currently demand advance payment from its clients, though it may do so in the future if so negotiated with clients. Clients pay advisory fees in arrears.

E. Sale of securities

The Firm does not charge or accept compensation in connection with the sale of securities or other investment products. However, the Firm may from time to time recommend that the assets of a client be invested with portfolio managers (through or in accounts or investment vehicles managed or advised by such portfolio managers) with respect to which the Firm, its affiliates or investment vehicles or accounts managed or advised by the Firm or its affiliates have a direct or indirect ownership, revenue or profits interest or otherwise have an affiliation and accordingly may benefit (monetarily or otherwise) from the investment by such client.

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

As described under “Fees and Compensation” above, the Firm expects to receive from all clients a management fee and may in some cases receive an additional performance-based fee.

Potential Conflicts of Interest

Performance-based fee vs. management fee

The Firm may have a financial incentive to favor accounts with performance-based fees, because it may have an opportunity to earn greater fees on such accounts than it would on client accounts without performance-based fees. Thus, the Firm may be incentivized to direct its best efforts to client accounts that pay performance-based fees, and to allocate, aggregate or sequence trades in favor of such accounts. The Firm may also have an incentive to give accounts with performance-based fees better execution and better brokerage commissions.

Performance-based fees may create an incentive for the Firm to make investments that are riskier or more speculative.

Client investments in other strategies or vehicles

The Firm may from time to time recommend that the assets of a client be invested with portfolio managers (through or in accounts or investment vehicles managed or advised by such portfolio managers) with respect to which the Firm, its affiliates or investment vehicles or accounts managed or advised by the Firm or its affiliates have a direct or indirect ownership, revenue or profits interest or otherwise have an affiliation and accordingly may benefit (monetarily or otherwise) from the investment by such client. Such direct or indirect ownership, revenue or profits interest or affiliation may create an incentive for the Firm to make investments with such portfolio managers that are riskier or more speculative or otherwise not in the best interest of a client.

Investments in other strategies or vehicles

The Firm’s partners and employees, for tax and other reasons, may invest in funds managed by affiliated investment advisers that may apply a similar investment strategy as clients of the Firm. Such investments by the Firm’s partners and employees are always made on the same terms as offered to other investors of such funds. A conflict of interest may arise in the allocation of orders among these funds with similar strategies.

Mitigating Such Conflicts of Interest

Trade allocation

The Firm has a policy not to favor over time any strategy or client advised by it or its affiliated investment adviser. If a particular investment is suitable to more than one client, the Firm will generally allocate the securities bought or sold *pro rata* among the client accounts, using daily average prices for the securities purchased or sold, and generally based, for each client, on net asset value of the client, current position size for the securities purchased or sold and target position size for the securities purchased or sold, unless the Firm believes in good faith a different allocation is appropriate. Such aggregation will generally only occur within the same product line (e.g., wealth management, macro strategies and others), and when the account is managed by the same portfolio manager, because the trading is done autonomously by the

portfolio managers within each product line without consulting or requiring approval from portfolio managers of other product lines. Because clients have different risk profiles which take into consideration volatility, liquidity, credit and other factors, it may not always be the case that all clients will enter or exit a position at the same time.

Investments with portfolio managers (through or in accounts or investment vehicles managed or advised by such portfolio managers) with respect to which the Firm, its affiliates or investment vehicles or accounts managed or advised by the Firm or its affiliates have a direct or indirect ownership, revenue or profits interest or otherwise have an affiliation will be disclosed to clients and will be conducted in accordance with applicable law and the Firm's fiduciary duties to its clients.

Personal Trading

The Firm is subject to the Vinci Group's personal investment policy (the "Personal Investment Policy"). According to the Personal Investment Policy, the Firm's employees and partners may only have personal securities investments in: (i) sovereign bonds; (ii) savings accounts, certificates of deposit or other debt securities issued by a financial institution; and (iii) shares of investment funds, of whatever type, managed in a discretionary manner by entities of the Vinci Group or by a third party, provided that these are offered to the general public. The Firm's employees and partners are generally prohibited from investing in managed accounts, fund-of-one investment structures or investment clubs having fewer than 5 (five) investors, unless said funds or managed accounts are managed discretionarily by third parties, including entities of the Vinci Group. Subject to applicable law, the CCO may, in his or her sole discretion, waive with respect to any of the Firm's Supervised Persons any of the restrictions of the Personal Investment Policy. Such waiver should generally be made in writing either prior to any specific transaction by a Supervised Person or, with respect to past transactions, upon the time of employment of a Supervised Person. Such waiver shall, however, in no event be granted with respect to (i) securities lending transactions, (ii) the purchase or sale of the same security within a period of less than sixty (60) days, (iii) futures contracts and (iv) options. Any securities purchased pursuant to such waiver are subject to the Holdings Reporting and Transaction Reporting obligations under the Firm's Code of Ethics as set forth below.

See Item 11 for the Firm's Code of Ethics and related internal reporting by the Firm's personnel of holdings and transactions in securities.

Aligning of Interests

Investments by partners and employees in funds managed by an entity of the Vinci Group are made on the same terms as offered to other investors of such funds. Investment opportunities offered to partners and employees are allocated between clients in accordance with the trade allocation policy described above.

Item 7 – Type of Clients

As of the date of this brochure, the Firm has only “private fund” clients for purposes of the Advisers Act.

Interests in such private fund and any future private fund clients under management are available to non-U.S. and may be available to U.S. investors. Only U.S. investors who are “accredited investors” as defined in Regulation D under the Securities, and “qualified purchasers” or “knowledgeable employees” as defined under the Investment Company Act may invest. Clients or fund investors that are subject to a performance-based fee generally must be “qualified clients” as defined under the Advisers Act.

The Firm does not have adopted a strict minimum investment requirement. The minimum investment may vary according to the type of service and fund.

Terms of separately managed accounts for the wealth management division and for private fund-of-one structures may be established on a case-by-case basis.

See also Item 4 “Advisory Business” for the type of services offered by the Firm.

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

Investment Analysis

The Firm does not have its own research group. Instead, the Firm may utilize the research departments of other entities of the Vinci Group. Such research departments are separate from the Firm's investment management personnel. The research departments are divided into functional areas according to the needs of the Firm.

Investment Strategies

As mentioned above, the Firm renders investment advisory services for private funds and managed accounts of other institutional clients, as well as wealth management services for high net-worth individuals. Such services may be rendered in a wide array of strategies.

For investment advisory services to private funds and other institutional clients, the Firm may employ several strategies such as macro, fixed income, long-only, long-short and long-biased equity strategies, typically with a bias towards investments in Brazil or Brazil-related assets.

The strategies employed for wealth management clients vary but tend to focus on value investing. Assets are allocated based on the clients' specific investment profile, including the ability to invest in third parties' investment funds.

Investors and prospective investors in funds should refer to the offering documents of each fund and managed account clients should refer to their investment management agreement for a detailed description of the respective investment strategies.

Risk Factors

Clients invest in many asset classes in different countries and, as such, are subject to different regulatory, political, tax, leverage, credit and/or market risks, among many others.

Investing in securities involves risk of loss that clients should be prepared to bear. Those risks include the ones listed below, but there may be others. In ascertaining whether an investment in a private fund or managed account product is suitable, a prospective investor/client should carefully consider the following risk factors, among others.

Overall investment risk

All investments in securities risk the loss of capital. There may be increased risk due to the nature of the securities to be purchased and traded by a client and the investment techniques and strategies used to try to increase profits, and the Firm cannot give an assurance that a client will not incur losses. Markets commonly fluctuate, which may result in investment losses, and many unforeseeable events, including actions by various government agencies and domestic and international political events, may cause sharp market fluctuations.

Difficult market for investment opportunities

The activity of identifying, completing and realizing on attractive investments is highly uncertain. There is no assurance that the Firm will be able to locate and complete investments that satisfy the Firm's objectives or to realize on increases in the value of those investments; nor is there any assurance that a client will be able to fully invest its subscribed capital in a manner consistent with its investment strategy.

Investments in foreign and emerging markets

Investments in certain foreign securities may be subject to greater risks due to a variety of factors including currency controls and currency exchange rate fluctuations, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations. Dividends paid by foreign issuers may be subject to withholding and other foreign taxes that may decrease the net return on these investments. There may be less publicly available information about foreign issuers in certain countries, and such issuers may not be subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those of the Firm or its funds. In certain countries, securities of local issuers are less liquid and more volatile than securities of comparable issuers of more mature economies, and foreign brokerage commissions are generally higher than in more developed markets. Foreign securities markets may also be less liquid, more volatile and subject to lower levels of government supervision. Investment in less developed countries could be affected by other factors not present in more developed countries, including expropriation, confiscatory taxation and potential difficulties in enforcing contractual obligations. These markets may be volatile and illiquid, and the investments in such markets may be considered speculative and subject to significant custody and clearance risks and delays in settlement.

Brazilian equity investments

Investments in Brazilian equity securities may involve certain risk factors not typically associated with investing in the United States or other more established markets, including risks relating to (i) currency exchange rate fluctuations and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the United States or other established markets and Brazilian securities markets, including the relative illiquidity and volatility of the Brazilian securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; and (iii) certain economic and political risks, including Brazil's historically high inflation rate, large external debt, political and economic instability and uncertainty, potential exchange control regulations, potential restrictions on foreign investment and repatriation of capital and risks relating to recent developments in Latin America.

In addition to the foregoing, the Brazilian government has exercised and continues to exercise a significant influence over many aspects of the private sector in Brazil. The Firm cannot provide assurance that future developments in the Brazilian economy will not impair its operations or ability to achieve its clients' investment objectives involving investment in Brazil.

Investments in other investment funds

Clients may invest in other investment funds managed by an entity of the Vinci Group or third-party investment advisers (such fund, a "Portfolio Fund"). In following such investment strategy, the client will be required to rely on the valuations, choice of broker-dealers, custodians and counterparties, as well as tax and accounting procedures, of the investment adviser of such Portfolio Fund. In addition, the Firm will generally not have access to trade data relating to such Portfolio Fund's positions, but only to overall net asset values.

Clients will bear all direct and indirect costs associated with the investment management services of the various investment advisers of such Portfolio Funds. While the exact fees of each investment adviser will differ, such fees will generally consist of one or both of the following:

(i) a fixed fee that is a percentage of the net asset value of that portion of the clients' assets that are under that investment adviser's management and/or (ii) a performance-based fee equal to a percentage of the total appreciation, if any, in the net asset value of that portion of the clients' assets that are under that investment adviser's management. The Firm also may from time to time recommend that the assets of a client be invested with portfolio managers (through or in accounts or investment vehicles managed or advised by such portfolio managers) with respect to which the Firm, its affiliates or investment vehicles or accounts managed or advised by the Firm or its affiliates have a direct or indirect ownership, revenue or profits interest or otherwise have an affiliation and accordingly may benefit (monetarily or otherwise) from the investment by such client. Such direct or indirect ownership, revenue or profits interest or affiliation may create an incentive for the Firm to make investments with such portfolio managers that are riskier or more speculative or otherwise not in the best interest of a client.

The clients' ability to adjust their portfolio allocations will be limited by any limitations applicable to a Portfolio Fund and the clients' ability both to invest in and to withdraw capital from such Portfolio Fund.

Misconduct or bad judgment of investment advisers of other investment funds

The Firm may be unable to protect clients from the risk of misrepresentation or material strategy alteration by an investment manager of a Portfolio Fund. Clients as shareholders in the Portfolio Funds will have no direct dealings or contractual relationships with the investment adviser of the Portfolio Fund.

Limited liquidity and limited availability of Portfolio Funds

Among the principal disadvantages and risks inherent in a fund-of-funds structure are the restrictions imposed on the Firm's asset allocation flexibility and risk control as a result of the limited liquidity of the Portfolio Funds, limited transparency, as well as restrictions on withdrawing investments in Portfolio Funds. Clients could be unable to withdraw their capital from a Portfolio Fund for some months despite having major losses being incurred or after the Firm has determined that the investment adviser of a Portfolio Fund has deviated from its announced trading policies and strategy.

Illiquidity of underlying investments

Clients may invest in illiquid instruments. Illiquidity increases risk and may make it impossible for the Firm to close out positions against which the market is moving. In case of a fund-of-fund structure, it may cause a Portfolio Fund to delay the payment of redemption proceeds to the client.

Illiquidity of shares of investment funds

Securities issued by investment funds are usually not transferable without the approval of the funds' directors, and there may be no secondary market for shares. Consequently, a holder of securities issued by such funds may only be able to dispose of its shares by having the respective fund redeem them, assuming that redemption is available. Even then the shareholder may receive securities rather than cash in exchange for its shares and/or the funds may suspend or limit payment of redemptions in certain circumstances. This risk applies both to investors in fund client managed by the Firm (with respect to the shares in such funds held by investors) and

to clients that invest in other investment funds (with respect to the shares in such investment funds held by the client).

Possible effect of substantial redemptions

If a substantial number of shares of a fund client or of a Portfolio Fund owned by a client are redeemed at one time, the fund client or Portfolio Fund may have to liquidate its positions more rapidly than otherwise desired in order to raise the cash necessary to pay for those redemptions. The fund client or Portfolio Fund may find it difficult to liquidate its positions on favorable terms if some of the assets it holds are illiquid. This could result in losses or a decrease in the net asset value of the fund client or Portfolio Fund.

Limited rights of investors in funds managed by the Firm

An investment in an investment fund should be regarded as a passive investment. This is because investors usually hold securities that have no right to participate in the day-to-day operations of the fund, nor are they entitled to receive notice of, attend or vote at general meetings of the fund, other than a general meeting to vote on a proposed variation of the rights attaching to their securities. Consequently, investors often have no control over the management of the fund or over the appointment and removal of its directors and service providers.

Side letters

From time to time, the Firm may enter into agreements (“Side Letters”) with certain prospective or existing investors in funds managed by the Firm, under which those shareholders receive advantages not appearing in the funds’ offering documents. For example, a Side Letter with a prospective or existing investor may give that investor one or more of the following advantages over other investors of the same fund:

- (i) Special rights to make future investments in the fund, other investment vehicles or managed accounts;
- (ii) Special redemption rights relating to frequency, period of notice, redemption fees (whether in the form of a reduction or rebate), redemption penalties payable or other terms, or any combination of these;
- (iii) Rights to receive reports from the Fund on a more frequent basis or that include information not provided to other investors (including, without limitation, more detailed information regarding portfolio positions); or
- (iv) Such other rights as may be negotiated by the fund and that investor.

The terms of any Side Letters are at the sole discretion of the Firm. They may be based on the following things, among others: (i) the size of the investor’s investment in the fund or affiliated investment entity; (ii) an undertaking by the investor to maintain its investment in the fund for a significant period of time; or (iii) some other similar undertaking by the investor to the fund.

Valuation of the clients’ investments

Valuation of the clients’ securities and other investments may involve uncertainties and judgmental determinations. If a valuation is incorrect, the net asset value of such clients may be adversely affected. Independent pricing information about some of the clients’ securities and

other investments may not always be available. However, valuations will be made in good faith in accordance with the clients' respective offering documents or investment management agreement.

If the value assigned by fund clients to an investment differs from its actual value, the net asset value of the fund clients may be either understated or overstated to the extent of that difference. Consequently, if the actual value of some of the fund clients' investments is higher than the value assigned to them, an investor who redeems all or part of its shares of a particular fund client while they are so undervalued may be paid less than if they were correctly valued. Conversely, if the actual value of some of a fund client's investments is lower than the value assigned to them, the investor may, in effect, be overpaid.

Furthermore, an investment in a fund client by a new investor (or an additional investment by an existing investor) may dilute the value of the fund client's investments for the other investors if those investments are undervalued. Conversely, a new investor (or an existing investor who makes an additional investment) could pay too much if the fund client's investments are overvalued by the fund client.

Additionally, as the fees of a number of the fund clients' service providers are usually tied to the funds' net asset value, any discrepancy in valuation may result in overpayment or underpayment to those service providers.

In-kind distributions

A redeeming investor may, in the discretion of a fund client's directors, receive securities owned by the fund client in lieu of or in combination with cash. The value of securities distributed may increase or decrease before the securities can be sold, and the investor will incur transaction costs in connection with the sale of those securities. Additionally, securities distributed to an investor in connection with a redemption request may not be readily marketable. In those circumstances, the investor bears the risk of loss and delay in liquidating those securities, with the result that it may ultimately receive less cash than it would otherwise have received if it had been paid in cash alone for its shares on the date of redemption.

Derivative instruments

The Firm may use various derivative instruments, including futures, options, forward contracts, swaps and other derivatives. These may be volatile and speculative. Certain positions may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. Using derivative instruments has various risks. These include the following:

- ***Tracking***

When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent the Firm from achieving the intended hedging effect or may expose the portfolio to the risk of loss.

- ***Liquidity***

Derivative instruments, especially when traded in large amounts, may not always be liquid. Hence in volatile markets, the Firm may not be able to close out a position without incurring a loss. In addition, exchanges on which the Firm conducts its transactions in certain derivative instruments may have daily limits on price fluctuations and speculative positions limits. These limits may prevent the Firm from liquidating positions promptly, thereby subjecting the portfolio to the potential of greater losses.

- ***Leverage***

Trading in derivative instruments can result in large amounts of leverage. The leverage offered by trading in derivative instruments may magnify the gains and losses experienced by the fund. This could subject the fund's net asset value to wider fluctuations than would be the case if the Firm did not use the leverage feature in derivative instruments.

- ***Over-the-counter trading***

Derivative instruments that may be purchased or sold for the portfolio of a client may include instruments not traded on an exchange. Over-the-counter options/instruments, unlike exchange-traded options/instruments, are two-party contracts with price and other terms negotiated by the buyer and seller. The risk of non-performance by the obligor on an over-the-counter instrument may be greater, and the ease with which the Firm can dispose of or enter into closing transactions with respect to such an instrument may be less, than in the case of an exchange-traded instrument. In addition, significant disparities may exist between "bid" and "asked" prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with those instruments.

Short sales

Short sales made by clients that are not made "against the box" create opportunities to increase such clients' return, but at the same time involve special risk considerations and may be considered a speculative technique.

Because the clients do not need to invest the full purchase price of the securities on the date of the short sale, the value of a fund client or managed account will tend to increase more when the securities it has sold short decrease in value, and to decrease more when the securities it has sold short increase in value, than would otherwise be the case had it not engaged in those short sales. Theoretically, short sales involve unlimited loss potential, as the market price of securities sold short may increase continuously. However, clients may mitigate those losses by replacing the securities sold short before the market price has increased significantly.

Under adverse market conditions clients might have difficulty purchasing securities to meet their short sale delivery obligations and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

Short sales may be used with the intention of hedging against the risk of declines in the market value of the fund's long portfolio, but there is no guarantee that such hedging operations will be successful.

Risks of executing investment strategies

A client may invest in a number of securities and obligations that entail substantial inherent risks. Although the Firm may attempt to manage those risks through careful research, ongoing monitoring of investments and appropriate hedging techniques, there is no assurance that the securities and other instruments purchased by a client will in fact increase in value or that the fund will not incur significant losses.

Market risks and liquidity

Usually, the profitability of a significant portion of a client's investment program depends in large measure on correctly assessing the future course of the price movements of securities and other investments. There is no assurance that the Firm will be able to accurately predict those price movements. Although the Firm 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.

Furthermore, the client may be adversely affected by a decrease in market liquidity for instruments in which it invests, which may impair its ability to adjust its position. The size of a client's positions may magnify the effect of a decrease in market liquidity for those instruments. Changes in overall market leverage, de-leveraging as a consequence of a decision by a prime broker to reduce the level of leverage available, or the liquidation by other market participants of the same or similar positions may also adversely affect the client's portfolio. Some of the underlying investments of a client may not be actively traded and there may be uncertainties involved in valuing those investments. Potential investors in fund clients and managed account clients are warned that under those circumstances, the value of the fund or account may be adversely affected.

Hedging

Although the Firm on behalf of clients may attempt to hedge their exposure to specific arbitrage positions, it will not always be possible to fully hedge risk from such positions or any other position. In addition, clients may take positions based on the expected future direction of the markets without fully hedging the market risks.

Risks of global investing

Clients may invest in various capital markets throughout the world. As a result, clients are subject to risks relating to the following:

- (i) Currency exchange matters, including fluctuations in the rate of exchange between the base currency of the fund and various other currencies in which its investments may be denominated, and costs associated with converting investment principal and income from one currency into another; and
- (ii) The possible imposition of withholding taxes on income received from the issuer of, or gains with respect to, those investments.

In addition, investing in some of these capital markets involves factors not typically associated with investing in established securities markets. These include risks relating to the following:

- (i) Efficiencies between markets, including potential price volatility in and relative illiquidity of some securities markets;
- (ii) The absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less governmental supervision and regulation; and
- (iii) Certain economic and political risks, including potential exchange control regulations or restrictions on investment and repatriation of capital.

Currency risks

A portion of the clients' assets may be invested in securities denominated in various currencies and in other financial instruments, the price of which will be determined with reference to those currencies. Nonetheless, usually the account of an investor in a fund client or of a managed account client will be valued in U.S. dollars. To the extent investments are not hedged, the value of the clients' assets will fluctuate with U.S. dollar exchange rates as well as with price changes of its investments in the various local markets and currencies. Clients may use forward-currency contracts and options to hedge against currency fluctuations, but there is no guarantee that such hedging transactions will be effective.

Counterparty and settlement risk

Due to the nature of some of the investments that a client may make, the client may rely on the ability of the counterparty to a transaction to perform its obligations. If that party fails to complete its obligations for any reason, the client may suffer losses and therefore be exposed to a credit risk on the counterparties with which it trades. The client will also bear the risk of settlement default by clearing houses and exchanges. A default by a counterparty or a default on settlement could have a material adverse effect on a client.

Borrowing

Clients may be permitted to finance their operations with secured and unsecured borrowing to the maximum extent allowable under applicable credit regulations. Clients may suffer losses if there are adverse changes in the level of market prices of the assets being financed with the borrowings.

More detailed information on risks relating to investments in our products is included in the offering memoranda of fund clients and in the investment management agreements of managed account clients.

Risks Relating to Anticipated Fund-of-Funds

The Firm currently anticipates launching a fund-of-funds strategy in 2014, which will seek to identify and invest in a diversified portfolio of emerging hedge fund managers. Such strategy will include numerous risks, including, without limitation, the risks described above, and the following:

- ***Limited Experience With Respect To Seed Investments***

Although part of the Firm's investment team has experience with seed investments, the Firm has no experience managing a fund whose primary strategy involves making such seed investments. There can be no assurance that the Firm will allocate investments to emerging advisers or emerging adviser funds that are successful, or that the Firm will be able to successfully implement such strategy's investment objective.

- ***Competitive Nature of Seed Investments***

This strategy's business is highly competitive and involves a high degree of uncertainty. Such strategy will be competing for seed investments against other investors, and the Firm may be unable to identify a sufficient number of attractive investment opportunities for such strategy to meet its investment objectives.

- ***Investments with Emerging Advisers***

With respect to such strategy, the Firm intends to allocate assets to emerging advisers, which likely will not have independent track records and/or experience managing an investment advisory business, thereby making it more difficult for the Firm to evaluate the likely performance of the emerging advisers and the emerging adviser funds. Even if the emerging advisers or the emerging adviser funds do have independent track records, past performance records of emerging advisers and emerging adviser funds are not indications of how the emerging advisers or emerging adviser funds (including newly formed emerging adviser funds of established emerging advisers) to which the Firm allocates assets will perform in the future, or whether an emerging adviser will be successful in managing an investment advisory business (regardless of such emerging adviser's trading performance).

Start-up emerging advisers are also likely to have limited or no assets under management prior to such strategy's investment, and the allocation of assets to such emerging advisers may entail additional risks. For example, such emerging advisers may have fewer dedicated resources and less developed infrastructure capabilities as compared to other emerging advisers that are more established. The foregoing may result in greater deficiencies relating to operations, risk management and investment management. Any such infrastructure deficiencies could result in deleterious effects on such strategy's performance.

Further, emerging advisers with limited or no assets under management may be more likely to have smaller portfolio management teams, as compared to managers with higher levels of assets under management. Therefore, the management and direction of the investment programs of an emerging adviser fund may be more likely to rely on certain key personnel of an emerging adviser. The departure of key personnel of an emerging adviser or the inability of such key personnel to fulfill certain duties may adversely affect the ability of the emerging adviser to effectively implement the investment programs of the emerging adviser funds that it manages and may have a greater adverse impact on such strategy than would the departure of key personnel from an investment fund with a larger portfolio management team. The departure of key personnel of an emerging adviser may occur without notice to the Firm.

- ***No Operating History***

The Firm has no operating history with respect to such strategy on which prospective investors can base an evaluation of future performance. The past performance of other investment funds or accounts sponsored, managed or advised by the Firm or its affiliates, which have or have had investment objectives similar to or different from that of such strategy, are not necessarily indicative of the results that such strategy may achieve.

Seeking to Mitigate Risks

The Firm's management team strives to incorporate the main sources of risks into its analysis. For some portfolios, the Firm believes that one way to mitigate risk is to have a significant portion of a portfolio's assets invested in liquid securities, allowing for stop losses and revaluation of investment theses as new information arises. The Firm further believes that by having an independent research team and an independent risk management team, different points of view are expressed and specific risks are more easily identified. However, it is impossible to identify all types of potential risks because risks may unexpectedly arise and not have been foreseen.

Item 9 – Disciplinary Information

The Firm does not believe that there have been any legal or disciplinary events that are material to its business or the integrity of our management. The Firm has no disciplinary event to disclose with respect to its activities pursuant to Form ADV requirements, except for administrative proceedings in Brazil against one of its principals (Gilberto Sayão da Silva). For further details on these proceedings, please see the related Regulatory Action Disclosure Reporting Page to the Firm's current Form ADV Part 1A.

Item 10 – Other Financial Industry Activities and Affiliations

Broker-dealer registration

Neither the Firm nor the Firm's management persons are registered with the SEC as a broker-dealer or registered representatives of a broker-dealer.

As mentioned above, personnel of the Firm may assist in the distribution of interests in funds managed by affiliates of the Vinci Group in accordance with an applicable exclusion or applicable exclusions from the definition as broker-dealer under the U.S. Securities Exchange Act of 1934.

CFTC registration

The Firm is not registered with the Commodity Futures Trading Commission (the "CFTC") as a futures commission merchant, a commodity pool operator or a commodity trading adviser, but the Firm is in the process of registering with the CFTC as a commodity pool operator. Currently, the Firm has made exemptive filings on behalf of certain funds with the CFTC.

Affiliated investment adviser

The following five Brazilian investment managers and the Firm are directly or indirectly controlled by Vinci Partners and thus are under common control with the Firm. Each of these managers is registered with the *Comissão de Valores Mobiliários* (Brazil's Securities and Exchange Commission). The following briefly summarizes the primary focus of each entity but does not necessarily describe the full scope of its activities.

- *Vinci Capital Gestora de Recursos Ltda.* — a company of the Vinci Group that manages illiquid alternative investments funds and is internally organized into (i) a private equity division and (ii) a project finance division. Vinci Capital Gestora de Recursos Ltda. has filed Form ADV Part 1A as an "exempt reporting adviser" with the SEC.
- *Vinci Equities Gestora de Recursos Ltda.* — a company of the Vinci Group that manages public equities funds (long-only strategy).
- *Vinci Gestão de Patrimônio Ltda.* — a company of the Vinci Group that provides wealth management services for high net-worth individuals, including management through private fund-of-one structures and managed accounts.
- *Vinci Gestora de Recursos Ltda.* — a company of the Vinci Group that manages hedge funds (macro strategies).
- *Vinci Real Estate Gestora de Recursos Ltda.* — a company of the Vinci Group that manages real estate funds.

All the investment management companies of the Vinci Group are wholly-owned subsidiaries of Vinci Partners.

Conflict of interest in material relationships

The Firm shares personnel and resources with some of these affiliated investment advisers as described above in Item 4 – "Advisory Business." Due to segregation procedures adopted by the

Vinci Group, which are focused on physical, technology, access and information segregation, the Firm believes that the corporate arrangement mentioned above and the existence of different investment advisers within the Vinci Group do not create a material conflict of interest with the clients of the Firm or that any such conflict of interest is mitigated by policies.

The segregation procedures mentioned above have as their purpose to (i) physically segregate the facilities, or where this is not possible to define practices designed for the efficient use of shared facilities; (ii) protect classified information; (iii) train the employees about their obligations in respect to such segregation; (iv) restrict the access to files containing confidential information; and (v) establish policies related to the purchase and sale of securities by the entity's employees, administrators and officers. The Firm has also adopted the Code of Ethics as described below in Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”.

Any compensation for the sharing of resources or personnel among affiliates of the Vinci Group is determined internally by the Firm and the other entities of the Vinci Group and is intended to be consistent with arm's-length terms.

Recommendation of other investment advisers

The Firm may recommend or select affiliated or unaffiliated investment advisers for its clients. Additionally, the Firm, its affiliates or investment vehicles or accounts managed or advised by the Firm or its affiliates may have a direct or indirect ownership, revenue or profits interest or otherwise have an affiliation and accordingly may benefit (monetarily or otherwise) from such client recommendations. Such direct or indirect ownership, revenue or profits interest or affiliation may create an incentive for the Firm to make investments with such portfolio managers that are riskier or more speculative or otherwise not in the best interest of a client.

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

The Firm’s compliance manual is applicable to every partner, director, officer and employee. It sets forth the main values, directions, principles and regulations applicable to the Firm and its employees in conducting their respective activities.

“Access persons” (as defined below) are required to comply with the Advisers Act code of ethics (“Code of Ethics”) adopted by the Firm and to internally report violations of the Code of Ethics. Clients and prospective clients may request a copy of the Code of Ethics by an email to compliance@vincipartners-us.com.

Access persons includes (i) all directors, officers and partners of the Firm and (ii) any supervised person of the Firm and any supervised person employed by any affiliate that (a) has access to nonpublic information regarding any of the Firm’s clients’ securities transactions or holdings or (iii) is involved in making securities recommendations to clients or has access to such recommendations that are nonpublic. Access person may include certain personnel working in the Legal Department, Risk Department, Macro Department, Back-Office Department and Commercial Department of the Vinci Group.

The Code of Ethics covers the following topics:

Ethics

The Firm’s employees must comply with Firm’s policies and procedures and applicable law with respect to conflicts between their personal interests and the interests of the Firm, while dealing with suppliers, clients, contractors and whatever individual or legal entity developing businesses with the Firm.

Principal transactions

On certain occasions, the Firm may enter into “principal transactions” in which the Firm or an affiliate acts as principal for its own account, which may include a client account that is deemed to be its own account under applicable law, with respect to the sale of a security to or purchase of a security from another client. Principal transactions will only be effected if they are deemed to be in the best interests of the particular clients involved and conducted in compliance with the Firm’s policies and procedures and applicable law.

Additionally, the Firm may acquire, on behalf of clients, shares in investment funds managed by entities of the Vinci Group, if such investments are permitted under such clients’ investment policy as set forth in the clients’ offering documents or investment management agreement. In such case, the client will generally be charged, with respect to assets invested in investment funds managed by entities of the Vinci Group, only the fees charged by such affiliated investment adviser, and no additional fees by the Firm.

Personal trading and internal reporting of securities transactions

For a discussion of the Firm's Personal Investment Policy that imposed restrictions on personal trading in securities by employees of the Firm, see Item 6 "Performance-Based Fees and Side-By-Side Management".

The Code requires the Firm's partners, directors, officers and employees, as well as other access persons, to report their personal securities holdings and transactions to the CCO or his or her designee as set forth below:

- (i) The Firm's access persons are required to submit, upon employment and then annually, a report of all brokerage accounts and securities holdings along with an annual acknowledgement and certification stating that the individual will comply with the Code of Ethics and the individual does not possess securities prohibited under the Firm's Personal Investment Policy.
- (ii) In addition, personnel are required to submit quarterly transaction reports that detail the individual's securities transactions for the quarter.

Access to brokerage account statements may be submitted in lieu of a separate initial or annual holdings and quarterly transaction reports.

For a discussion about the use by the Firm of personnel and resources of affiliated investment adviser, see above Item 4 "Advisory Business" and Item 10 "Other Financial Industry Activities and Affiliation."

Confidentiality

The Firm's employees are subject to the Firm's policies and procedures regarding confidential or proprietary information.

Insider information

The Firm has adopted insider trading policies and procedures intended to prevent the misuse of material, non-public information. As a related matter, the Firm provides certain administrative services and physical premises to Vernier Capital Partners, LP, a registered investment adviser. As a result, the Firm may become subject to trading and investment restrictions, for both client and for personal accounts, based on a determination by the Firm that it has come into possession of material nonpublic information or that it otherwise would be inadvisable to transact in certain securities due to the provision of such services. This restriction can apply to the Firm even if the Firm is not in possession of such information or if the condition that makes any transaction inadvisable does not apply to the Firm.

Item 12 – Brokerage Practices

Best execution

The Firm selects broker-dealers for client transactions. In selecting broker-dealers, the Firm seeks those broker-dealers who can provide best execution of transactions under the circumstances. The principal factors determining this selection may include, but are not limited to: efficient services, credit risk, price, trading expertise, access to particular markets, reliability, reputation and availability of securities to borrow for short sales. Research services provided by such brokers are not taken into consideration when selecting brokers. “Best execution” is not synonymous with lowest brokerage commission. Consequently, in a particular transaction, a client may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction.

The Firm does not have any formal soft dollar arrangement. However, if it decides to establish any soft dollar relationship, it plans that all soft dollar arrangements will be compliant with Section 28(e) of the Securities and Securities Exchange Act of 1934, as amended. Although research services provided are not taken into consideration when selecting brokers, the Firm does on occasion receive research and services from broker-dealers that it selects. The types of research and services received from broker-dealers during the past fiscal year include reports or other information about particular companies or industries, economic analyses, recommendations of specific securities and financial publications, and invitations to meetings, conferences and events.

Although research services provided are not taken into consideration when selecting brokers, the Firm does on occasion receive research and services from broker-dealers that it selects. Such research and other services are received by the Firm from the brokers free of charge. The types of research and services received from broker-dealers during the past fiscal year include reports or other information about particular companies or industries, economic analyses, recommendations of specific securities and financial publications, and invitations to meetings, conferences and events.

Commissions paid to each broker-dealer are monitored on a monthly basis.

Aggregation of orders

If the Firm decides to purchase or sell the same securities for more than one client, the Firm may, but is not required to, aggregate or “bunch” orders in a block trade or trades that may facilitate obtaining the best price or transaction cost. Such aggregation will generally only occur within the same product line (e.g., wealth management, macro strategies and others), and when the account is managed by the same portfolio manager, because the trading is done autonomously by the portfolio managers within each product line without consulting or requiring approval from portfolio managers of other product lines. Under this procedure, transactions will be averaged as to price and transaction costs and will be allocated among the clients in proportion to the purchase and sale order placed for each client on any given day.

If the Firm cannot obtain execution of all the combined orders at prices or for transaction costs that the Firm believes are desirable, the Firm will generally allocate the securities they do buy or sell *pro rata* among the client accounts, using daily average prices for the securities purchased or

sold, and generally based, for each client, on net asset value of the client, current position size for the securities purchased or sold and target position size for the securities purchased or sold, unless the clients have differing investment strategies that require a different allocation or the Firm believes in good faith a different allocation is appropriate. For further discussion of the Firm's trade allocation policy, see Item 6 "Performance-Based Fees and Side-by-Side Management".

Trade errors

The Firm attempts to minimize trade errors by promptly reconciling confirmations with trade order information, and by reviewing past trade errors to understand the internal control breakdown that caused the errors.

If the Firm makes an error while placing a trade for a client, the Firm will seek to correct the error promptly in a way that mitigates any losses. The cost of errors in the Private Funds' and Client accounts will be borne by the Client unless an error is the result of bad faith, gross negligence, or willful misconduct by the Firm.

Item 13 – Review of Accounts

Each client portfolio is generally reviewed on a continual basis by the portfolio's managers, in order to monitor and analyze the positions, exposure, concentration, specific risks and mandates of each account. Depending on the service rendered, portfolio reviews are performed by the investment committee on a weekly or monthly basis. Certain accounts, such as illiquid accounts in which no changes are anticipated, may be formally reviewed less frequently. Extraordinary meetings may occur depending on changes in market conditions. The Firm's back office team reconciles positions on a weekly basis and checks mandate guidelines and legal restrictions.

Upon request, investors in fund clients receive monthly or quarterly unaudited written reports. Audited financial statements are sent to investors annually.

Upon request, managed accounts clients receive monthly or quarterly unaudited written reports made by the Firm, duly reconciled with the information provided by custodians and third-party service providers. See also Item 15 "Custody".

Item 14 – Client Referrals and Other Compensation

The Firm is not provided with economic benefits by anyone other than clients. The Firm does not compensate any person for client referrals.

Item 15 – Custody

For purposes of the custody rule under the U.S. Investment Advisers Act of 1940 (“Custody Rule”), the Firm may be deemed to have “custody” of certain client assets, such as when we have the ability to deduct fees from client accounts or we serve as general partner of advised private funds.

If the Firm is deemed to have custody with respect to cash or securities of an advised fund, investors in such fund will generally receive annual audited financial statements prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, and the Firm will comply with all other requirements of the Custody Rule.

The Firm will generally not have custody of cash or securities of managed account clients. If the Firm is deemed to have custody with respect to cash or securities of a managed account client, the client will receive at least quarterly account statements from the account’s qualified custodian (which the client should carefully review), or the Firm will otherwise comply with all other applicable requirements of the Custody Rule. If such client receives account statements also directly from the Firm, such statements shall include an explanation urging the client to compare such statements with account statements received from the qualified custodian.

Item 16 – Investment Discretion

The Firm has with respect to all fund clients and certain managed account clients discretionary authority to manage the portfolios of such clients, subject to investment guidelines and restrictions defined in each client's offering document or investment management agreement.

Item 17 – Voting Client Securities

The Firm has the authority to vote for securities held by fund and managed account clients. Whenever any corporate action is required, the Firm shall take into account the best interests of its clients, as well as any potential conflicts of interest. In particular, the Firm adopted the policy generally not to exercise voting rights in the event that any conflict of interest arises. Other action may be taken from time to time in consultation with the compliance department.

Portfolio managers will decide how to vote on a case-by-case basis. The Firm generally votes client proxies only when the agenda and the size of position are relevant, as well as when such exercise does not bring excessive costs to the funds and clients.

Clients may obtain further information about votes at compliance@vincipartners-us.com.

Item 18 – Financial Information

The Firm does not require prepayment of any fees.

The Firm is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

The Firm has not been the subject of a bankruptcy petition.