



## **Part 2A of Form ADV MicroVest Firm Brochure**

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This brochure provides information about the qualifications and business practices of MicroVest Capital Management, LLC (“MicroVest”). If you have any questions about the contents of this brochure, please contact us at 301.664.6680 and/or [csmith@microvestfund.com](mailto:csmith@microvestfund.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about MicroVest also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

MicroVest is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.



## ITEM 2 – MATERIAL CHANGES

MicroVest is updating its Brochure as of September 30, 2015 as an annual amendment filing. The following is a summary of the changes made to its Brochure since MicroVest last submitted an other-than-annual amendment filing on June 25, 2015:

- Information on new Advisory Clients, most notably, Sustainability – Finance – Real Economies SICAV-SIF, has been included throughout this brochure, including in Items 4, 5, 7 and 8.
- Douglas Young's title has changed to Chief Investment Officer from Managing Director, Investments throughout this brochure.
- Candace Smith's title has changed to Managing Director of Risk from Chief Operating Officer, throughout this brochure.
- Item 4.E. – Client assets under management, has been updated with information as of June 30, 2015, MicroVest's most recent fiscal year end.
- Item 5.A.and B. – Description of compensation and fee payments, has been update to reflect changes in the Management Fee payable by Access Africa Fund, LLC, effective April 15, 2015. The disclosure of advisory fees paid by Other Accounts has been updated to reflect current terms of these agreements as well.
- Item 5.D. – Payment of fees in advance, was updated to clarify that MVII-A, LP pays management fees in advance.
- Item 8.A. – Methods of analysis and investment strategies, was updated to reflect that the investment period for MVII-A, LP has expired and that no new investments will be made, other than follow-on investments in existing portfolio companies.
- Item 10.C. – Relationships material to the advisory business of MicroVest and the list of related persons, has been updated to include Gil Crawford's relationship with the Tunisian-American Fund and Zach Bishop's relationship with D.A. Davidson. In addition, information related to Gregory Gentile has been deleted, as he is no longer an independent Investment Committee member. It should be noted that effective September 2015 the General Partner of MicroVest+Plus, LP and the General Partner of MicroVest Short Duration Fund, LP, determined to discontinue the requirement to have Independent Members on the Investment Committee for these funds, and to restrict the membership of these Investment Committees to senior executives of MicroVest.
- Item 13.A. – Review of client accounts, has been updated to include Zach Bishop, William Unger and Gil Crawford, as members of the Holding Company's Board of Directors, which oversees the review of performance.
- Item 13.C. – Content and frequency of regular reports, has been updated to reflect that investors in all of the Private Investment Funds receive unaudited monthly financial statements.



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- Item 15 – Custody, has been updated to include Kotak Mahindra Bank as custodian and to eliminate Banco Solidario as a custodian.



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## ITEM 4 – ADVISORY BUSINESS

### **4.a. Description of the advisory firm.**

MicroVest Capital Management, LLC (“MicroVest”) was founded in 2003 and became a SEC registered investment adviser on August 12, 2010.

MicroVest is wholly owned by MicroVest General Partner Holding Company, LLC (the “Holding Company”). The Holding Company is owned by a group of senior executives and three not-for-profit entities: (i) Cooperative for Assistance and Relief Everywhere, Inc. (“CARE”); (ii) Mennonite Economic Development Associates (“MEDA”); and (iii) Cordes Foundation. The Holding Company also owns all of the equity of MicroVest Capital General Partner, LLC (the “GP I”), MicroVest General Partner II, LLC (the “GP II”), MicroVest General Partner SD, LLC (the “GP SD”) and MicroVest General Partner Plus, LLC (the “GP Plus”); and collectively the “GPs”. All investment activities related to the GPs are conducted pursuant to MicroVest’s procedures and any disclosures related to those activities are included in this Form ADV.

MicroVest provides investment advisory services to its clients which include: (i) private investment funds controlled by the GPs (the “Private Investment Funds”); and (ii) other accounts which include charitable organizations or other private investment funds which are not controlled by the GPs or the Holding Company (the “Accounts”). The Private Investment Funds and the Accounts are collectively referred to as “Advisory Clients”.

The Private Investment Funds controlled by MicroVest include:

- MicroVest I Self-liquidating Trust (“MVI Trust”), a Delaware trust— *It should be noted that MicroVest I, LP (“MVI”) has ceased operations and the MVI Trust was created to accept the remaining assets of MVI.*
- MicroVest II-A, LP (“MVII-A”), a Cayman Islands’ exempted limited liability partnership and together with MVII LP, “MVII”) - *It should be noted that MVII is no longer accepting new subscriptions.*
- MicroVest II, LP (“MVII LP”), a Delaware limited partnership, which invests all of its investable assets in MVII-A through a master feeder fund structure.
- MicroVest Short Duration Fund, LP (“MVSD LP”), a Delaware limited partnership, and together with MVSD Ltd., “MVSD”.
- MicroVest Short Duration Fund, Ltd. (“MVSD LTD”), a Cayman Islands’ exempted company which invests all of its investable assets in MVSD LP through a master feeder fund structure”.
- MicroVest+Plus, LP (“MV+Plus LP”), a Delaware limited partnership and together with MV+Plus, Ltd., “MV+Plus”.
- MicroVest+Plus Offshore Fund, Ltd. (“MV+Plus Ltd”) a Cayman Islands’ exempted company, –which invests all of its investable assets in MV+Plus LP through a master feeder fund structure.



Accounts including other private investment funds not controlled by Microvest include:

- Access Africa Fund, LLC (“AAF”), a Delaware limited liability company.
- Sustainability-Finance-Real Economies SICAV-SIF (“SFRE”), a Luxembourg public limited liability company.
- Other charitable organizations for which MicroVest acts as investment advisor or portfolio manager for a specified investment portfolio, including, but not limited to, Calvert Social Investment Foundation and Impact Assets.

Each of the private investment funds has an Investment Committee, appointed by the relevant GP or by the Board of Managers in the case of AAF or by MicroVest with consent of the Board of Directors in the case of SFRE. Each Investment Committee is comprised of officers of MicroVest and may include members of the Board of Directors of the Holding Company or of the GPs, members of the Board of Managers in the case of AAF, or other independent individuals who are experts in the fields of finance, investment banking, private equity or microfinance, as selected by the relevant governing body, from time to time. The relevant Investment Committee must approve each investment made by the private investment funds and shall be responsible, together with MicroVest, for the implementation of the investment objectives and policies thereof.

In the case of other Accounts, investments are approved by certain individuals or committees designated by the Account, independent of MicroVest.

MicroVest also has a 50/50 joint venture with GMG Investment Advisors, LLC (“GMG”), MicroVest GMG Capital Management, LLC, a Delaware limited liability company (“MV GMG”). MVGMG is registered with the SEC as an exempt reporting adviser (“ERA”). MV GMG is the investment manager of MicroVest GMG Local Credit Offshore Master Fund, Ltd., a Cayman Islands limited liability company and its Delaware and Cayman Island domiciled feeder funds, (collectively the “MV GMG Local Credit Fund”). Certain MicroVest employees and certain GMG employees, provide services to MV GMG in relation to the management of the MV GMG Local Credit Fund. MV GMG is paid a fee for providing investment advisory services to the MV GMG Local Credit Fund, including a performance fee. The MV GMG Local Credit Fund will follow a similar investment strategy to that of certain of MicroVest’s Advisory Clients.

#### **4.b. Description of the type of advisory services offered.**

MicroVest provides investment advisory services to its Advisory Clients. MicroVest’s investment strategy, in general, is focused on being a capital mobilizing intermediary seeking to provide debt and equity capital to low-income finance institutions (“LIFIs”) and other organizations providing financial services to populations at the bottom of the economic pyramid (“pro-poor finance institutions”) around the world. LIFIs may include microfinance institution (“MFIs”), small and medium enterprise banks (“SME banks”), community development banks, leasing companies and other types of financial institutions. The Advisory Clients will generally invest in LIFIs or in funds or entities that invest in or extend credit to microfinance institutions (“MFIs”), microenterprises, microentrepreneurs, small and medium scale businesses, and low-income individuals.

**MVI Trust** was established for the sole purpose of holding the remaining assets of MVI until their disposition and return of proceeds to the MVI beneficiaries. It will not make any new investments. At June 30, 2015 the assets held by MVI Trust are in cash.



**MVII** may invest in common shares, preferred shares, other quasi-equity instruments, or debt instruments issued by MFIs or other pro-poor finance institutions (which may include remittance companies, leasing companies and other financing vehicles in developing countries).

**MVSD** may provide short- and medium-term debt financing and hold term deposits of LIFIs and other regulated or unregulated financial institutions in emerging and developed markets, including the U.S.

**MV+Plus** may invest in a diversified mix of instruments issued by LIFIs including: certificates of deposit and similar term deposit instruments; senior loans, notes or bonds, from 1-5 years term, generally requiring periodic payments of principal and interest; equity-linked or equity-like debt instruments, including subordinated debt, convertible debt, income participation notes, or fixed coupon, redeemable preferred shares; and equity investments in common or preferred shares.

**AAF** may invest in newly formed and existing MFIs in Sub-Saharan Africa, using local currency commercial debt or equity instruments. AAF's investment strategy is to provide resources to assist emerging businesses and poor people in developing countries.

**SFRE** may invest in Tier 1 and Tier 2 capital instruments of sustainability-focused financial institutions ("SFIs") in developing and developed markets and may invest in term deposits, commercial paper, short term notes or senior debt of SFIs or other regulated financial institutions or in subscriptions of private or publicly traded pooled investment vehicles that are aligned with the Sustainable Banking Principles of the GABV and/or the UN Principles for Responsible Investing.

Although MicroVest's investment advice is generally limited to the above types of investments, it has broad and flexible investment authority (in conjunction with approval from the relevant Investment Committee) with respect to the Private Investment Funds. Each Private Investment Fund's structure, investment objective and strategy are set forth in a confidential private offering memorandum provided to each investor in the relevant Private Investment Fund.

The Accounts' investment objectives and the types of investments that such portfolios will hold are individually negotiated and established between MicroVest and the respective Account.

#### **4.C. Tailoring of advisory services**

In the case of the Private Investment Funds, MicroVest neither tailors its advisory services to the individual needs of the investors in the Private Investment Funds, nor accepts investor-imposed investment restrictions. In the case of the Accounts, MicroVest has tailored the advisory services to the specific objectives/restrictions of the Account and has individually negotiated the terms and fees, which are different than the terms and fees of the Private Investment Funds. It should also be noted that any Account relationship is generally subject to significant account minimums.

MicroVest and the GPs may, in their sole discretion, offer to one or more investors (including, without limitation, strategic investors and unaffiliated financial investors), the opportunity to co-invest with certain of the Private Investment Funds in certain transactions.



It should be noted that MVII, MVSD and MV+Plus may enter into separate agreements with certain investors allowing such investors to invest on different terms than those described in the respective Private Investment Fund's offering memorandum, including without limitation, with respect to fees or liquidity provided to such investors. In addition, MVII, MVSD and MV+Plus may offer certain investors additional or different information and reporting than that offered to other investors.

#### **4. D. Wrap fee programs**

MicroVest does not participate in wrap fee programs.

#### **4.E. Client assets under management**

As of June 30, 2015, MicroVest manages \$219,394,000 of Advisory Client regulatory assets on a discretionary basis and \$94,799,000 of Advisory Client regulatory assets on a non-discretionary basis.

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### **ITEM 5 – FEES AND COMPENSATION**

#### **5.A. and B. Description of compensation and fee payments**

The fee schedules for the Private Investment Funds vary and are described in detail in each respective Private Investment Fund's offering memorandum or limited partnership agreement (as applicable). A summary of the fee schedules are:

**MVI Trust** – As previously noted, MVI has ceased investment operations. The MVI Trust was created to hold and liquidate the remaining assets of MVI pending liquidation and distribution of proceeds to investors. MicroVest is not entitled to investment advisory fees, other than the reimbursement of reasonable costs and expenses in the performance of the investment management services. GP I is entitled to receive 20% of distributable cash from the MVI Trust after investors have received distributions equal to a 5% compounded return on their original invested capital in the MVI.

#### **MVII**

**Management Fee:** MicroVest is entitled to a fee of 2.25% of committed capital through the Investment Period, which ended on December 30, 2013, and 2.25% of the aggregate cost-basis of investments thereafter, provided, however, the fee shall not be less than \$500,000 per annum. management fees are paid semi-annually in advance.

**Investment-Based Fees:** MicroVest may be paid directly from MFIs in connection with originating, coordinating and managing investments of MVII, including (without limitation) origination fees or due diligence fees (collectively the "Investment-Based Fees"). To the extent such Investment-Based Fees are received from MFIs in which MVII invests, MicroVest shall pay such fees immediately to MVII. MicroVest shall retain Investment-Based Fees related to MFIs or deals in which MVII does not invest; provided that if the Investment-Based Fees exceed MicroVest's related costs, the excess will be paid to MVII.

**Payments to the GP II:** In addition to the Management Fee and Investment-Based Fees for MVII, the GP II is entitled to 20% of distributable cash after the investors in MV II-A have





received aggregate distributions equal to the sum of aggregated funded capital commitments plus a compounded annual preferred return equal to 8.5%.

### **MVSD**

**Management Fee:** MicroVest is generally entitled to a management fee of 1.50% of each investor's capital account calculated as of the last business day of the month. However, if as of the last day of the applicable month, an investor has aggregate investments in MVSD and any other Private Investments Funds that meets a certain threshold, such investor will be charged a reduced management fee of 1.40% to 1.45%. Management fees are paid monthly in arrears.

### **MV+Plus**

**Management Fee:** MicroVest shall be entitled to a management fee equal to 2.5% per annum of the aggregate cost basis value of MV+Plus's portfolio assets, plus cash held in banks and other temporary investments. Management fees are paid quarterly in arrears.

**Payments to the GP Plus:** The GP Plus is entitled to 20% of distributable cash after the investors have received an amount equal to the sum of aggregated commitments, plus a compounded annual return of 3.0%.

*As noted in Item 4.C above, MVII, MVSD and MV+Plus may enter into separate agreements with certain investors allowing such investors to invest on different terms than those described in the respective Private Investment Fund's offering memorandum, including without limitation, with respect to fees provided to such investors. As of the date of this Brochure, none of the Private Investment Funds have waived such fees.*

### **AAF**

**Management Fee:** Effective April 1, 2015 MicroVest is entitled to an annual management fee, payable quarterly, equal to 3.0% of the aggregated cost basis of assets under management on the first day of each quarter. In addition, MicroVest is entitled to a carried interest equal to 20% of distributable cash until such time distributions made to the members are equal to their applicable capital contributions plus a 7% compounded annual return, and 30% of distributable cash thereafter. Furthermore, MicroVest is entitled to an equity incentive equal to 10% of annual net profits which exceed aggregate prior net losses, commencing with fiscal year 2016, and 2.5% of net profits for fiscal year 2015. Such carried interest and equity incentive shall be paid in the form of a separate class of equity in AAF. Prior to April 1, 2015, MicroVest was entitled to be an annual management fee calculated on a sliding scale of 2.75%-5.0% of assets under management and carried interest equal to 20% of distributable cash in excess of distributions to members equal to their capital contributions plus a 5% compounded annual return. In addition to these fees, from July 2010 through September 2012 MicroVest was paid a Start Up fee of \$60,080 per quarter.

**Investment-Based Fees:** MicroVest may be paid directly from MFIs in connection with originating, coordinating and managing investments of AAF, including (without limitation) origination fees or due diligence fees (collectively the "Investment-Based Fees"). MicroVest shall retain such Investment-Based Fees provided that if such fees exceed MicroVest's costs (including a reasonable allocation of overhead of MicroVest) related to the acquisition of securities by AAF, the excess will be paid to AAF.

**SFRE**

Crestbridge Management Company, S.A. is appointed as SFRE's alternative investment fund manager ("AIFM"). Crestbridge has appointed MicroVest as Portfolio Manager. As Portfolio Manager MicroVest is entitled to receive a management fee calculated on a sliding scale of 1.10% - 1.55% times the original cost basis of SFI portfolio assets, plus 0.50% of the fair value of assets held in the Liquidity Portfolio (as defined in the fund documents). Notwithstanding, MicroVest shall be paid a minimum management fee of \$675,000 per annum for the first year and \$900,000 per annum thereafter, and shall be entitled to an additional fee of \$225,000 in the fourth year only. Management fees calculated monthly and paid quarterly in arrears.

In addition to the management fee, MicroVest is entitled to receive incentive fees calculated as a percentage (3.0% to 7.0%) of the current yield earned by investors in the fund, all as defined in the fund offering documents.

**Other Accounts**

Other Account relationships are subject to terms that are individually negotiated between MicroVest and the respective Account. A complete description of all fees for the Accounts is disclosed within the relevant advisory or investment management agreement which is entered into by MicroVest and the Account.

Each Account compensates MicroVest with an advisory fee ranging from 0.75% to 1.25% of assets under management.

**It is critical that investors refer to the relevant confidential private offering memorandum, explanatory memorandum and other governing documents for a complete understanding of how MicroVest is compensated. The information contained herein is a summary only and is qualified in its entirety by such documents.**

**5.C. Description of other fees or expenses**

In addition to the fees described above, Private Investment Funds (and therefore Private Investment Fund investors) will also be subject to other costs and expenses related to such Private Investment Fund's activities. Such costs and expenses may include:

- Offering and organizational expenses (up to \$500,000 in the case of MVII; up to \$250,000 in the case of MVSD; and up to \$100,000 in the case of MV+Plus).
- Accounting fees, legal fees, custodial expenses, auditing expenses, appraisal expenses and other reasonable costs and expenses that are incurred in the operation of the Private Investment Funds.
- Fees, costs and expenses relating to investments, including the acquisition, holding and disposition thereof, including travel-related expenses and expenses related to organizing and maintaining entities through or in which investments will be made, including fees and expenses of the specified agent.
- Reasonable premiums for insurance protecting the Private Investment Funds, the GPs, any of its affiliates, and any of their respective officers, directors, members, partners, employees and agents from liabilities to third persons in connection with the Private Investment Funds' affairs.



- Taxes or other governmental charges payable by or on behalf of the Private Investment Funds.
- Costs of reporting to the investors
- Costs of winding up and liquidating the Private Investment Funds.

The Private Investment Funds or Accounts may make parallel investments in the same entity (under the same or different terms), a Private Investment Fund or Account may buy or sell participations in a transaction to another Private Investment Fund or Account, or two or more Private Investment Funds or Accounts may participate in a syndicated transaction, all subject to the approval of the respective Investment Committee as relevant. In the case of parallel loans, participations or syndications, investment related costs, expenses or fees are generally allocated equally among the Private Investment Funds and Accounts involved in the transaction, except for participations which are entered into more than two months after the original transaction date, in which case expenses incurred and fees earned at or prior to the date of the original transaction are allocated only to the Private Investment Funds or Accounts which undertook the original transaction. Prior to July 2014, such expenses and fees were generally allocated pro-rata to the amount invested by each Private Investment Fund or Account, although in certain limited circumstances, prior to July 1, 2013, such expenses and fees may have been allocated among the Private Investment Funds or Accounts participating in certain transactions on a basis other than pro-rata.

#### **5.D. Payment of fees in advance**

MVII pays management fees semi-annually in advance and AAF pays management fees quarterly in advance. None of the other Advisory Clients pay fees in advance.

#### **5.E. Compensation for sales of securities**

MicroVest supervised persons do not accept any compensation for sale of securities or other investment products.

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

As described in Item 5.B above, MicroVest and certain of the GPs may receive performance-based compensation from certain of its Advisory Clients.

It should be noted that the possibility that MicroVest and certain of the GPs could receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for MicroVest to effectuate larger and riskier transactions for those particular Advisory Clients than would be the case in the absence of such form of compensation. Further, MicroVest faces a potential conflict of interest in managing the Advisory Clients that are subject to performance-based fees alongside Advisory Clients that are not subject to such fees. MicroVest may have an incentive to favor the Advisory Clients for which it will receive this additional compensation over the Advisory Clients that are not subject to such performance-based fees.



MicroVest recognizes that, as a fiduciary, it must act in the best interests of the Advisory Clients. Further, MicroVest recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client's interests over another's. MicroVest regularly assesses the allocation of its resources, including investment personnel, among its Advisory Clients to ensure adherence to its fiduciary duties.

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## ITEM 7 – TYPES OF CLIENTS

MicroVest provides investment advisory services to pooled investment vehicles operating as private investment funds and separately managed accounts, which may include advisory contracts with charitable organizations.

Each investor in the Private Investment Funds must meet certain eligibility provisions. Interests in MVII LP and MV+Plus LP and shares in MV II-A and MV+Plus Ltd. are generally offered<sup>1</sup> to (A) U.S. Investors who are (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended ("Accredited Investors") and (ii) qualified clients as defined in Rule 205-3 under the Advisers Act ("Qualified Clients") and (B) non-U.S. Investors. Interests/shares in MVSD are generally offered to (A) U.S. Investors who are (i) Accredited Investors and (ii) qualified purchasers within the meaning of Section 2(a)(51) of the Investment Company Act of 1940, as amended ("Qualified Purchasers") and (B) non-U.S. Investors.

Subscriptions in MVII were subject to a minimum commitment of \$500,000 per investor, with increments of \$250,000 in excess thereof<sup>2</sup>. Subscriptions in MVSD are subject to a minimum investment of \$500,000 and \$100,000 for any additional investment per investor. Investments in MV+Plus are subject to a minimum commitment of \$250,000 per investor, with increments of \$100,000 thereafter. The GPs may waive such minimum requirements in their sole discretion.

In the case of MVSD, the GP SD may, in its discretion, prohibit a partial withdrawal/redemption with respect to an investor unless the remaining value of the investor's capital account is greater than \$100,000.

Each investor in AAF must be approved by CARE, as holder of the majority of Class A member interests, and must agree to be bound by the Limited Liability Operating Agreement as amended. AAF is governed by a board of managers appointed by the members.

Each investor in SFRE must be a well-informed investor in accordance with the provisions of article 2 of the Law of 123 February 2007 of the Grand Duchy of Luxembourg. Subscriptions in SFRE are subject to a minimum investment of \$2,000,000 or Eur 1,500,000. SFRE's board may waive such minimum requirements in its discretion.

The Accounts are subject to different terms and fees than the Private Investment Funds. Such fee arrangements and terms are individually negotiated. It should be noted that any Account relationships are generally subject to significant account minimums.

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<sup>1</sup> As previously noted in Item 4.A, MVI and MVII are no longer accepting new subscriptions.

<sup>2</sup> As previously noted in Item 4.A, MVI and MVII are no longer accepting new subscriptions.



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

### **8. A. Methods of analysis and investment strategies**

MicroVest has broad discretion (subject to approval by the respective Investment Committee) in making investments for the Private Investment Funds. The investment strategies summarized below are set forth in detail, in the governing documents for each Private Investment Fund.

#### **Methods of Analysis**

MicroVest seeks to invest in microfinance companies or other pro-poor finance institutions that it believes demonstrate some or all of the following criteria: well-governed, sustainable, efficient, good portfolio quality and/or solid growth prospects. Some candidates may solicit MicroVest directly for capital. In most cases, MicroVest will leverage its market network (members of the Investment Committee, MicroVest founders and investors, microfinance networks, rating agencies and other investment funds, etc.) to locate preferable investments. MicroVest may also utilize inspections of corporate activities, research materials prepared by others and corporate rating services to assist in analyzing investments.

Prior to approaching any particular investment opportunity, MicroVest will typically first conduct country analyses to identify appropriate markets for the relevant Advisory Client based on: political stability/risk, economic risk, financial sector risk, transparency/corruption, business environment, enforceability of contract and investor rights, microfinance supervision, microfinance demand and maturity of microfinance sector.

Once country risk is reviewed and deemed acceptable by MicroVest (either directly or through the GPs), analysis of a specific prospect begins with a desk study involving some or all of the following: reference checks, analysis of financial statements and liquidity position, review of ratings and business plan/projections. The next step would typically involve MicroVest initiating negotiations to structure a financing facility. Upon reaching an agreement with the prospect on a term sheet, additional analysis is required prior to submitting an investment proposal to the Private Investment Fund's Investment Committee or the Account's authorized representative. This includes review of the institution's credit policy: loan products, exposure limits, collateral requirements, approval authority, permitted restructuring/parallel loans, reserves, write-offs, collections, internal audit procedures, etc.

In most cases, an on-site due diligence visit of the prospect will also be required. In select circumstances and as pre-determined by the Investment Committee or Account (i.e.; with a limited loan size and tenor, minimum rating, and/or loan renewal for an existing client in good standing) a proposed loan to a microfinance company can be structured which does not require an on-site due diligence visit.



## **Investment Strategy**

**MVI Trust:** MVI Trust will not make any investments. The purpose of the MVI Trust is to liquidate the assets held for the benefit of MVI and its investors.

**MVII:** MVII intends to identify financial institutions around the globe that have a stated focus on the extension of credit to microentrepreneurs. MVII seeks to make investments in MFIs with strong management teams, good fundamental operations, balance sheets that can be improved, and future strategic and financial prospects in order to maximize MVII's return.

The Fund will invest in common shares and may consider, at the sole discretion of the GP II, investments in preferred shares or other quasi-equity instruments. Additionally, MVII may invest in other pro-poor financial services institutions, including but not limited to remittance companies, leasing companies, and other financing vehicles in developing countries.

The Fund currently holds a portfolio of investments in 12 MFIs. The Investment Period has expired, and no new investment will be made, other than follow-on investments in existing portfolio companies.

**MVSD:** MVSD is designed to provide short- and medium-term debt financing and term deposits to LIFIs. Target LIFIs include existing MicroVest relationships and other top-tier LIFIs, with an expected investment universe of over 400 institutions.

It is anticipated that MVSD's investment portfolio will be diversified. The tenor of investment will be varied and laddered to provide significant natural liquidity to MVSD. The original tenor of the investments is expected to be 6 to 36 months, with an average of 12 to 15 months. With amortizing and laddering the average remaining portfolio tenor is expected to be 7 to 9 months at any point in time. MVSD's investments will be in U.S. dollars, euros and local currencies, provided that exposure to euros and the local currencies will be hedged.

MVSD's portfolio will be subject to certain portfolio allocation limits: (i) no more than 50% of assets (measured at the time of investment) may be invested in a single region; (ii) no more than 20% of assets (measured at the time of investment) may be invested in a single country (with the exception of the United States, Brazil, Russia, India and China); (iii) no more than 30% of assets (measured at the time of investment) may be invested in the United States, Brazil, Russia, India or China; and (iv) no more than 10% of assets (measured at the time of investment) may be invested in a single organization. During MVSD's first 18 months of operations the portfolio may exceed these allocation limits. Thereafter, MicroVest may, on approval from the Investment Committee, exceed these portfolio allocation limits.

**MV+Plus:** MV+Plus will identify financial institutions around the globe with a clear focus on the extension of credit and other financial services to the working poor and will seek to make investments in those LIFIs with strong credit profiles, sound operations, and favorable strategic and financial prospects, so as to maximize MV+Plus' risk adjusted return on capital. MV+Plus intends to invest in a diversified mix of instruments, including:

- Purchase of certificates of deposit and similar term deposit instruments ("CDs").
- Senior loans, notes or bonds, from 1-5 years term, generally requiring periodic payments of principal and interest.
- Equity-linked or equity-like debt instruments, including subordinated debt, convertible debt, income participation notes, or fixed coupon, redeemable preferred shares.





- Equity investments in common or preferred shares.

MV+Plus believes that it can reduce its risk of investments by diversifying its portfolio. Therefore, MV+Plus will not invest more than 20% of MV+Plus' total assets in any one country or more than 10% of MV+Plus' total assets in any one institution, calculated as of the date of such investment as a percentage of the original cost basis of the aggregate of all portfolio assets, cash and equivalents. Due to appreciation and depreciation of such investments, a particular investment or investments in any one country or one institution may exceed these limits. These limits shall only apply after the date of the final closing of MV+Plus (which has been extended in the discretion of the GP to December 30, 2013,).

**AAF:** AAF seeks to provide current income and capital preservation by lending to, and investing in, MFIs and other financial and industry-supporting institutions that create access to capital and financial services for the working poor in sub-Saharan Africa. AAF seeks to address the market need for local currency fund and will seek to minimize risk while achieving a development impact and ensuring a return of investor capital.

To minimize risk, AAF will seek (i) to diversify the investment portfolio by limiting local currency concentration and sub-regional and country concentrations; (ii) to obtain forward or other foreign currency contracts where possible and not cost-prohibitive; and (iii) to balance investing in smaller, less-established MFIs with investing in larger more-established MFIs.

To maximize return, AAF will seek (i) to balance investing in debt instruments with investing in equity instruments; (ii) to obtain pricing and terms on investments that are commensurate with the underlying investment risks and foreign currency exposure of the investments and (iii) to obtain equity-like features on debt investment (e.g. conversion options) for upside potential.

**SFRE:** SFRE (First Compartment) will invest globally into high-quality Sustainability-focused Institutions ("SFIs"), providing long-term and patient investment capital. In adopting this strategy SFRE intends to provide support to the growth of SFIs and their sustainable banking practices. Financial returns are expected to arise out of current distribution of dividends or coupons, combined with growth of underlying asset value. SFRE expects to provide reasonable, stable returns and will actively seek to demonstrate relatively low volatility in the pattern of such returns.

**Accounts:** The Account relationships have methods of analysis and investment strategies that are individually negotiated between MicroVest and the respective Account. A complete description of such methods of analysis and investment strategies for the Accounts is disclosed within the relevant advisory or investment management agreement which is entered into by MicroVest and the Account.

**THE ADVISORY CLIENTS MAY BE DEEMED TO BE A SPECULATIVE INVESTMENT AND ARE NOT INTENDED AS A COMPLETE INVESTMENT PROGRAM. THEY ARE DESIGNED ONLY FOR EXPERIENCED AND SOPHISTICATED PERSONS WHO ARE ABLE TO BEAR THE RISK OF SUBSTANTIAL IMPAIRMENT OR TOTAL LOSS OF THEIR INVESTMENT**

## **8.B. Material risks associated with MicroVest investment strategies**

**Long-Term Investment:** Although the majority of investments by the Private Investment Funds and Accounts are expected to generate current income (primarily interest



income), certain investments by MVII, MV+Plus, SFRE and AAF will generate only limited current income (dividends) and will only realize a return of capital and gains, if any, upon the disposition of the investment. While an investment may be sold or redeemed at any time, certain investments generally are not expected to be sold for a number of years after the initial investment has been made. Prior to such time, there will generally be no current return on investments made by MVII or SFRE, or on a portion of investments made by MV+Plus and AAF.

**Difficulty in Valuing the Investment Portfolio of the Private Investment Funds:** The GPs or MicroVest will value the investment portfolio of the Private Investment Funds, including AAF, from time to time based upon its best estimate of the value of each of the individual securities held. An independent External Valuer (currently Duff & Phelps) will value the individual securities held by SFRE. . There is typically no public market for the securities of the LIFIs in which the Private Investment Funds and AAF and SFRE invest. Thus, portfolio valuation inherently is highly subjective and imprecise. In establishing the value of the Private Investment Funds' and AAF's investment portfolio, the GPs and MicroVest may also consult with accounting firms, investment banks and other consulting firms when needed, to assist with the valuation of the investments. The value set by the GPs or MicroVest may not reflect the price at which the Private Investment Funds or AAF could dispose of its interests in a particular portfolio company at any given time.

**Limited Transferability of Interests/Shares; Interests/Shares Not Liquid:** The interests/shares have not been registered under the Securities Act or any state law and no such registration is contemplated. No public market for the interests/shares is expected to develop, and *no redemption right is being offered by MVI Trust, MVII or MV+Plus*. Furthermore, any outside transfer or assignment of the interests/shares will be dependent on the consent of the GPs, which may be withheld in their sole discretion. The interests/shares are therefore not liquid and involve a high degree of risk. Subscriptions for interests/shares should be considered only by sophisticated investors who are financially able to maintain their investment and pay the taxes with respect thereto, and who can afford to lose all or a substantial part of their investment.

**Political and Economic Factors:** The economies of the various countries in which the Private Investment Funds and Accounts invest will differ favorably or unfavorably from the U.S. economy in such respects as the rate of growth of gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Governments of some countries may have exercised and may continue to exercise substantial influence over many aspects of the private sector. Many leading LIFIs are locally regulated financial institutions and are subject to the local government's rules and regulations for financial institutions, which are subject to change. Accordingly, government actions in the future could have a significant effect on economic conditions of different countries which could affect the Private Investment Funds' investments in LIFIs. Expropriation, confiscatory taxation, changes in regulatory structures, nationalization, political, economic or social instability or other developments could adversely affect the investments held in particular countries. The value of the Private Investment Funds' or Accounts' investments will be affected by, among other factors, inflation, interest rates, taxation, social instability, and other political, economic or diplomatic developments in or affecting the various countries. Foreign investment in certain countries may be restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment and increase the costs and expenses of the Private Investment Funds. Certain countries may require governmental approval prior to investments by the Private Investment Funds, limit the amount of investment by the Private Investment





Funds or limit the investment by the Private Investment Funds to only a specific class of securities of an entity that may have less advantageous terms than those available for purchase by nationals. The Private Investment Funds' investments that are situated in the various countries will also be subject to normal investment risks and, in addition, may be adversely affected by political developments and/or changes in the local laws, taxes and exchange controls which might be applicable to the Private Investment Funds or to the Private Investment Funds investments.

**Risk of Investing in Developing or Emerging Countries:** Investing in developing or emerging countries and markets entails significant risk. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and markets of certain emerging countries. In addition, in many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the capacity of borrowers in emerging countries and issuers of emerging country debt instruments to make payments on their debt obligations, regardless of their financial condition. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Private Investment Funds or Accounts to suffer a loss of any or all of its investments and interest thereon.

**Investment Allocations and Cross Transactions:** MicroVest recognizes that it is a fiduciary and as such must act in the best interests of the Advisory Clients. Further, MicroVest recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client's interests over another's. MicroVest regularly assesses the allocation of investment opportunities which meet the investment strategy and objectives of more than one Advisory Client to ensure adherence to its fiduciary duties. In order to achieve desired diversification and investment return objectives of its Advisory Clients, MicroVest may use cross transactions to participate or assign a security from one Advisory Client to another Advisory Client. MicroVest recognizes that potential or perceived conflicts of interest may arise from such cross transactions and believes that it has appropriate policies and procedures in place to ensure the fair valuation of securities and fair allocation of related revenue and expense to meet its fiduciary duty to each Advisory Client.

## **8.B. Material risks associated with particular types of securities**

MicroVest Advisory Clients, including the Private Investment Funds and Accounts generally invest in the securities of MFIs or other LIFIs who will extend credit to microenterprises, small businesses, microentrepreneurs or low-income individuals in developing countries. The risks associated with these securities include the following:

**Developing or Emerging Countries:** Changes in any country's economic and political conditions could have a significant impact on the results of MicroVest investments, depending upon the amount of investment with LIFIs located in countries experiencing adverse economic and political conditions. These securities are speculative and entail a high degree of risk.

**Credit Risks of Micro-Loans:** Microfinance involves the provision of credit to microentrepreneurs and microenterprises in developing countries, many of whom have incomes below the applicable poverty level and have little or no previous credit history with commercial



or other lenders. These micro-loans typically are not secured by any collateral or other type of traditional guarantee. There is no assurance that the micro-clients will be able to repay the micro-loans to the MFIs, and as a consequence, the Private Investment Funds or Accounts may be adversely affected. The Private Investment Funds' and Accounts' investments will typically not be backed by liens on the assets of the MFIs or any other types of guarantees and the Private Investment Funds and Accounts will not participate in the day-to-day operations of the MFIs.

**Financial Information of LIFIs:** Financial and other information concerning MFIs/LIFIs may be available through certain sources, including the MFIs/LIFIs themselves. There may be no consistent means, however, of confirming the accuracy of such information. As a result, the financial condition of individual MFIs/LIFIs, and their respective credit risk may be difficult to quantify.

**MFI/LIFI Operating Performance:** MFIs/LIFIs may face difficulties in providing services to microenterprises. These difficulties may include, among others: the vulnerability of microenterprises to socio-political and environmental changes; inadequate credit analysis and risk management procedures; high operating costs; and liquidity constraints due to the inability of the MFIs/LIFIs to attract debt capital and deposits.

**Liquidity of Equity Investments in LIFIs:** While the Private Investment Funds, AAF and SFRE will generally attempt to negotiate exit mechanisms for all of its investments, there can be no assurance that such mechanisms will be effective. The Advisory Clients may invest in unlisted equity securities, including investments that involve a high degree of business and financial risk, which can result in substantial losses. Due to the absence of any trading market for these investments, the Private Investment Funds and Accounts may take longer to liquidate positions with regard to these investments than would be the case for publicly-traded securities. Although these securities may be resold in privately negotiated transactions, the amounts received by the on these sales could be less than the prices originally paid. . LIFIs whose securities are not publicly-traded may not be subject to public disclosure and other investor protection requirements that may be applicable to publicly-traded securities. Given the nature of the Private Investment Funds' and Accounts' activities, all their investments may be in such unlisted securities. If such securities are required to be registered under the securities laws of one or more jurisdictions before being sold, the Private Investment Funds or Accounts may be required to bear the expenses of registration.

**Currency Fluctuations and Foreign Exchange Controls:** Certain of the Private Investment Funds' assets will be invested primarily in equity securities of LIFIs. Since a significant portion of such investments will be in securities denominated or quoted in currencies other than the US Dollar, changes in currency exchange rates will affect the value of securities in the Private Investment Funds' portfolio and the unrealized appreciation or depreciation of investments, because the Private Investment Funds may maintain their accounts and compute and distribute its income in Dollars. It is possible that the diversity of the portfolio, containing assets denominated in several currencies, will serve to mitigate the overall effect of exchange rate movements on the portfolio's Dollar value. However, this diversification will not insure against losses in value of any individual portfolio assets or in the aggregate value of the entire portfolio. Further, the Private Investment Funds may incur transaction costs in connection with conversions among various currencies. Additionally, most LIFIs exhibit some degree of mismatch between the denomination currencies of their assets and liabilities. Changes in currency exchange rates could impact the income of the LIFI, and by extension the income of the Private Investment Funds.



The Private Investment Funds may make loans to LIFIs in US Dollars or in local currency. The LIFIs will generally extend credit to their clients in the local currency of their respective countries. Both the MFI and the Private Investment Funds are exposed to foreign currency exchange risks. The Private Investment Funds will seek to actively hedge foreign exchange exposure related to loans to LIFIs made in local currency with other financial instruments (ex: forward currency contracts).

**IT IS VERY IMPORTANT THAT INVESTORS REFER TO THE RELEVANT CONFIDENTIAL PRIVATE OFFERING MEMORANDUM AND OTHER GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE MATERIAL RISKS INVOLVED IN RELATION TO MICROVEST'S INVESTMENT STRATEGIES AND METHODS OF ANALYSIS AND TO AN INVESTMENT IN THE ADVISORY CLIENTS. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENTS.**

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#### **ITEM 9 – DISCIPLINARY INFORMATION**

There is no information applicable to this matter.

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#### **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Certain employees and independent Board and Investment Committee members of MicroVest have other financial industry activities or affiliations as follows:

##### **10. A. Broker-dealer or registered representative of a broker-dealer**

Ronald D. Cordes is a member of the Holding Company's Board of Directors and also is a registered representatives of or otherwise employed by an unaffiliated broker-dealer.

##### **10.B. Futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person**

Ronald D. Cordes, a member of the Holding Company's Board of Directors, is also Co-Chairman of AssetMark, Inc. ("Assetmark"). Assetmark is an SEC registered investment advisor, under common control with Altermis Portfolio Management Inc., which acts as the sponsor and commodity pool operator for various commodity pools.

##### **10.C. Relationships material to the advisory business that MicroVest or its management persons have with related persons listed below:**

MicroVest serves as the investment manager to the Private Investment Funds and AAF. MicroVest, its employees or their related persons may also invest directly in the Private Investment Funds. It should be noted that investments in the Private Investment Funds made by such parties are subject to the same fees and liquidity as outside, unaffiliated investors.



The GP I serves as the Trustee of MVI Trust. The GP II serves as the general partner to MV II. The GP SD serves as the general partner to MVSD. The GP Plus serves as the general partner to MV+Plus. . The GPs, in conjunction with their respective Investment Committees and MicroVest, are responsible for all aspects of the Private Investment Funds' operations, including the identification of investment opportunities, the negotiating and structuring of investments, the active monitoring of MFIs and the disposition of investments.

AAF is governed by a Board of Managers appointed by the members of AAF. The members of AAF are also members of MicroVest Holding. The Chair of the AAF Board of Manager is also a member of the Board of Directors of MicroVest Holding. The AAF Board of Manager, in conjunction with its appointed Investment Committee and MicroVest are responsible for all aspects of AAF's operations, including identification, negotiation, structuring, monitoring and disposition of investments.

As previously noted in Item 4, effective July 23, 2012, MicroVest has entered into a 50/50 joint venture with GMG, to form MV GMG, which is registered with the SEC as an ERA. Certain MicroVest employees and certain GMG employees provide services to MV GMG in relation to the management of the MV GMG Local Credit Fund. MV GMG is paid a fee for providing investment advisory services to the MV GMG Local Credit Fund, and its affiliates and successors, including a performance fee. MV GMG Local Credit Fund follows a similar investment strategy to that of certain of the Private Investment Funds.

Certain employees and independent Board and/or Investment Committee members of MicroVest have outside business affiliations. Specifically:

MicroVest Employees:

- Gilbert Crawford, Chief Executive Officer of MicroVest, is a Manager of MV GMG, an investment adviser registered with the SEC as an ERA. . MV GMG serves as investment manager to the MV GMG Local Credit Fund, which is similar to MicroVest's business as described above. . Mr. Crawford is also a member of the Board of Directors of the Tunisian-American Enterprise Fund, a financing vehicle established by Congress and funded by the U.S. Agency for International Development. Further, Mr. Crawford is an Independent Director of American Capital Senior Finance, LLC.
- Candace Smith, Managing Director of Risk and Chief Compliance Officer of MicroVest, is an Independent Trustee of Praxis Mutual Funds, a family of SEC registered mutual funds managed by Everence Capital Management, Inc., an SEC registered investment advisor. Ms. Smith is also a Manager of MV GMG, the investment manager of the MV GMG Local Credit Fund, which is similar to MicroVest's business as described above. MV GMG is registered with the SEC as an ERA.

Independent Board and/or Investment Committee Members:

- Ronald D. Cordes is Co-Chairman of AssetMark, a SEC registered investment adviser, that provides investment advisory services to individuals, high net worth individuals, investment companies, pension and profit sharing plans, charitable organizations and other corporations; is the Regional Principal of AssetMark Brokerage Corporation, a FINRA registered broker-dealer that is involved in mutual fund distribution; and Chair of the Investment Committee of Impact Assets, which has a similar investment objective to the Private Investment Funds.



- J. Alex Hartzler is: (i) Chairman of the board of directors of Sarona Asset Management, an entity that provides investment advisory services to private investment funds, similar to MicroVest's business; (ii) a managing partner of WCI Partners LP, an entity that manages real estate investments; and (iii) a managing partner of Second and State Street Partners, LP, an entity that manages real estate investments.
- Gerhard Pries is president of Sarona Asset Management Inc. and its related general partner entities, which provide investment advisory services to private investment funds, similar to MicroVest's business.
- Bruce Tully is a manager at Beehive Ventures, LLC, an investment firm that is involved with venture capital investments.
- Zach Bishop is Senior Vice President, Public Finance specializing in municipal finance for D.A. Davidson & Co., an integrated brokerage and asset management firm.

In order to manage the above conflicts of interest, MicroVest's Code of Ethics requires employees of MicroVest to obtain prior written approval from MicroVest's Chief Compliance Officer before engaging in any transactions in limited offerings, which includes, but is not limited to the Private Investment Funds. Further, employees and independent Board and/or Investment Committee Members are required to disclose their outside business activities on an annual basis. Further, to the extent any independent Board and/or Investment Committee Members is invested, either personally or on behalf of a related party (i.e., their employer firm) in a security that is also held by a MicroVest Advisory Client, such parties will recuse themselves from any discussions and/or decisions involving the MFI/LIFI in which they have an ownership interest in relation to the Advisory Clients

#### **10.D. Compensation for recommending or selecting other investment advisers**

MicroVest does not recommend or select other investment advisers for Advisory Clients or receive compensation for such activity. This item is not applicable.

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### **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

#### **11.A. Code of Ethics**

MicroVest believes that high ethical standards are essential to its success and to maintaining the confidence of its Advisory Clients. MicroVest is of the view that its long-term business interests are best served by adherence to the principle that Advisory Clients' interests come first. In that regard, MicroVest has adopted an Insider Trading Policy and written Code of Ethics designed to ensure the protection of non-public information about the activities of its Advisory Clients. The policies also impose certain personal transaction preclearance and reporting obligations on MicroVest's Access Persons. Further, in compliance with the requirements of Rule 204A-1 of the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"), Access Persons are required to report their personal securities transactions on a quarterly basis and disclose their securities holdings upon employment (or being deemed an Access Person) and on an annual basis thereafter. Such information is reviewed by the Chief Compliance Officer on a periodic basis.





Clients or prospective clients may obtain a copy of MicroVest's Code of Ethics by contacting the Chief Compliance Officer, Candace Smith, at 301.664.6660.

### **11.B. Participation in client transactions**

As previously noted: (i) MVII LP invests all of its investable assets in MVII-A; (ii) MVSD LTD invests all of its investable assets in MVSD LP; and (iii) MV+Plus Ltd. invests all of its investable assets in MV+Plus LP; each (i), (ii) and (iii) through master feeder fund structures. The Advisory Clients may invest in other investment funds managed by MicroVest provided that (i) such investments are approved by the respective investment committee or other governing body (excluding any members of such committee or other governing body who are employees of MicroVest), and (ii) the value of such investments shall be deducted from the calculation of assets used to determine the Management Fee paid by the Advisory Client making the investment.

MicroVest may recommend, as investment manager, that one Advisory Client sell, assign or otherwise transfer an asset to another Advisory Client, for purposes of liquidity management, portfolio diversification, or other reasons, provided that: (i) the transaction is deemed to be in the best interest of investors in each participating Advisory Client; (ii) such transaction is approved by the relevant investment committee or other governing body of each Advisory Client; and (iii) the transaction is documented to be carried out on an arms-length basis. MicroVest has developed policies and procedures to document and monitor the potential conflicts of interest of investors in such "cross transactions". Under certain circumstances, a cross transaction may constitute a principal transaction and therefore the provisions of Section 206(3) of the Advisers Act (requiring notice to and consent of the respective Advisory Clients prior to settlement of the transaction) would apply.

MicroVest serves as the investment manager to the Private Investment Funds. MicroVest, the GPs, MicroVest's employees, Access Persons or their related persons may also invest directly in certain of the Private Investment Funds. It should be noted that investments in the Private Investment Funds made by such parties are subject to the same fees as outside, unaffiliated investors. The owners of the Holding Company (MicroVest's parent) and individual members of the Board of Directors have financial ownership interests in the Private Investment Funds. In addition, MicroVest and the GPs receive management fees, and in some cases, Investment-Based Fees and performance based fees for their services to the Private Investment Funds.

The fact that MicroVest, the GPs, its affiliates, its employees or their related persons have a financial ownership interest in the Private Investment Funds creates a potential conflict in that it could cause MicroVest to make different investment decisions than if they did not have such a financial ownership interest. Further, MicroVest and the GPs charge the Private Investment Funds fees based on a percentage of assets under management and, in certain cases, performance based fees. The management fees are payable without regard to the overall success or income earned by the Private Investment Funds and therefore may create an incentive on the part of MicroVest to raise or otherwise increase assets under management to a higher level than would be the case if MicroVest were receiving a lower or no management fee. The receipt of performance based compensation may create an incentive for MicroVest to make investments that are riskier or more speculative than it otherwise would.

Employees of MicroVest and independent Board and/or Investment Committee Members of MicroVest and/or related parties thereto (i.e., their employer firm), may conduct outside



business activities which may be investment advisory in nature. Independent Board Members of MicroVest may sit on boards for outside companies which may have similar investment strategies and invest in similar transactions as MicroVest's Advisory Clients. Such outside companies may invest in the Private Investment Funds or may engage MicroVest to provide investment advice to an Account that is owned or managed by the outside company. It should be noted that in each case, there is no special treatment of such investors, but such investments may give rise to conflicts of interest.

Complete fee disclosures are provided to investors either in the form of confidential private offering memorandum, in an explanatory memorandum or other governing document and should be carefully reviewed by prospective investors.

Further, as noted above in Item 11.A, MicroVest has established a Code that sets forth a standard of business conduct that takes into account MicroVest's status as a fiduciary and requires employees to place the interests of the Advisory Clients above their own interests.

#### **11.C. Conflicts of interests - personal trading**

MicroVest and the GPs may, in their sole discretion, offer to one or more investors (including, without limitation, strategic investors and unaffiliated financial investors), the opportunity to co-invest with certain of the Private Investment Funds in certain transactions.

MicroVest's employees are prohibited from investing in the portfolio companies that MicroVest recommends to its Advisory Clients. It should be noted that certain Access Persons, which generally include independent Board and/or Investment Committee Members of MicroVest and/or related parties thereto (i.e., their employer firm), may invest in the portfolio companies that MicroVest recommends to its Advisory Clients. As investors, such Access Persons would be participating in any capital gains (or losses) along with the Advisory Clients and its investors. To the extent any independent Board and/or Investment Committee Members is invested, either personally or on behalf of a related party (i.e., their employer firm), such parties will recuse themselves from any discussions and/or decisions involving the portfolio company in which they have an ownership interest in relation to the Advisory Clients. Conflicts of interest are carefully monitored in respect of such investments.

Please also refer to Items 11.A and 11.B above.

#### **11.D. Conflicts of interests – advisory clients**

MicroVest and its principals may give advice and recommend investment opportunities for certain Advisory Clients, or the advisory clients of its 50%-owned affiliate, MV GMG, which advice or opportunities may differ from advice given to, or an investment recommended or bought for, other Advisory Clients even though their investment objectives may be the same or similar. It should be specifically noted that MicroVest (for a wide variety of reasons) may decide to allocate a particular investment opportunity to one Advisory Client and not others. Accordingly, Advisory Clients with similar strategies may not hold the same investments or achieve the same performance returns. MicroVest has adopted procedures regarding the allocation of investment opportunities to its Advisory Clients, including advisory clients of its 50%-owned affiliate MV GMG.



MicroVest will endeavor to resolve conflicts with respect to investment opportunities in a manner which it deems equitable to the various Advisory Clients and their investors as a whole under the prevailing facts and circumstances.

Please also refer to Items 11.A, 11.B, and 11.C above.

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## **ITEM 12 – BROKERAGE PRACTICES**

Not applicable. MicroVest's investments are typically in MFIs, LIFIs and in other private transactions that are not traded on an exchange. As such, MicroVest does not utilize brokers or dealers to execute transactions. In addition, MicroVest does not receive "soft dollars" of any kind.

It should be noted that MicroVest has adopted an aggregation policy with respect to the types of investments it makes. In order to ensure that it treats all Advisory Clients fairly and equitably, it is MicroVest's policy that when appropriate, based upon each Advisory Client's investment/risk parameters, assets under management, available cash flow, liquidity and portfolio exposure, to purchase or sell the same investment opportunity for more than one of the Advisory Clients then it shall endeavor, but is not obligated, to aggregate the investment opportunity to seek more favorable terms.

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## **ITEM 13 – REVIEW OF ACCOUNTS**

### **13.A. Review of client accounts**

Active accounts are under continuous review with regard to individual reporting and other requirements of the particular account. The performance, risk profile, and compliance with relevant governance provisions of each the Private Investment Funds and Accounts is reviewed periodically, generally quarterly, by MicroVest's senior management team including: Gil Crawford, Chief Executive Officer; Christopher Laurent, Chief Financial Officer; Candace Smith, Managing Director of Risk/Chief Compliance Officer; and Douglas Young, Chief Investment Officer.

MicroVest monitors all investments held in the Advisory Client's portfolios on an ongoing basis, including periodic review of operating metrics and trends. Reviews of individual portfolio assets track current exposure and historical investment activity, current country situation, financial and operating performance, liquidity assessment and other developments since the investment was made. The reviews are performed by investment personnel under the direct supervision of Mr. Young and under the general oversight of Mr. Crawford and Ms. Smith. Portfolio investments may be reviewed on a more frequent basis based on perceived credit risk. General trends in the market and the aggregate portfolio are reviewed by the senior management team on a quarterly basis.

The performance of portfolio assets and of the Private Investment Funds and Accounts is generally overseen on a quarterly basis by the Holding Company's Board of Directors, which consists of: W. Bowman Cutter, Gerhard Pries, Zach Bishop, Ron Cordes, J. Alex Hartzler, Lauren Hendricks, James A. Torrey, William Unger, Kim Williams and Gil Crawford.





Further, Candace Smith, in her capacity as MicroVest's Chief Compliance Officer, periodically reviews accounts to ensure consistency with applicable laws and regulations.

### **13.B. Factors that trigger review**

Please see Item 13.A above. The Advisory Clients' accounts are under continuous review.

### **13.C. Content and frequency of regular reports**

Generally, investors in the Private Investment Funds will receive the following written reports:

- monthly statement of their capital account
- unaudited monthly financial statements
- unaudited quarterly performance reports
- audited financial statements within 90-120 days of the end of the fiscal year
- K-1s and other tax informational statements within the time period required by law.

It should be noted that MVII, MVSD and MV+Plus may enter into separate agreements with certain investors offering certain investors with different information and reporting that is otherwise provided pursuant to the respective offering memorandum.

The frequency and type of reporting to the Accounts is subject to terms that are individually negotiated.

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

### **14.A. Compensation from someone who is not a client**

MicroVest does not receive economic benefit from anyone who is not a client for providing investment advice or advisory services to our clients. This item is not applicable.

### **14.B. Compensation for client referrals**

MicroVest may enter into written arrangements with third parties to act as solicitors for its investment management business. All such compensation will be fully disclosed to each client consistent with applicable law. All such referral activities will be conducted in accordance with SEC Rule 206(4)-3 under the Advisers Act, as well as relevant SEC guidance. In general, MicroVest may pay third party solicitors out of the fees received by MicroVest with regard to the Private Investment Funds for investor referrals.

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## **ITEM 15 – CUSTODY**

With respect to the Private Investment Funds, MicroVest and the GPs are deemed to have custody by virtue of their status as investment manager and/or general partner, respectively. The qualified custodians presently utilized by MicroVest for the Private Investment Funds' cash and securities comprising the assets of the Private Investment Funds are:



J.P. Morgan Chase Bank N.A.  
270 Park Avenue, 43<sup>rd</sup> Floor,  
New York, NY 10017

J.P. Morgan Bank N.A.  
Chaseside  
Bournemouth BH7 7DA  
England

Citibank, N.A.  
8001 Wisconsin Avenue  
Bethesda, MD 20814

Standard Bank Plc.  
29 Gresham Street  
London EC2V 7JE  
England

US Bank N.A.  
100 Wall Street  
New York, NY 10005

Deutsche Bank  
Fourth Floor, Barkly Wharf East  
Le Caudan Waterfront, Port Louise, Mauritius

Kotak Mahindra Bank  
Unit Kotak Infiniti, 6<sup>th</sup> FLR  
Gen A K Vasdya Marg. Malad E  
Mumbai – 400097  
Maharashtra, India

Univest National Bank and Trust Co.  
Trust Department  
14 N. Main Street, P.O. Box 64559  
Souderton, PA 18964

To ensure compliance with Rule 206(4)-2 under the Advisers Act, MicroVest reasonably believes that all investors in the Private Investment Funds will be provided with audited financial statements for the Private Investment Funds, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of the Private Investment Funds' respective fiscal years. Investors should carefully review the audited financial statements of the Private Investment Funds.

It should be noted that MicroVest is of the view that it does not have custody of the other Accounts' funds or securities.



## **ITEM 16 – INVESTMENT DISCRETION**

MicroVest has discretionary authority to manage and is authorized to make purchase and sale decisions for the Private Investment Funds.

As explained in Item 8 above, each Private Investment Fund's investment strategy is set forth in detail in such Private Investment Fund's offering memorandum. Investors in the Private Investment Funds do not have the ability to impose limitations on MicroVest's discretionary authority. Prospective investors are provided with an offering memorandum prior to their investment and are encouraged to carefully review the offering memorandum or similar governing documents, along with all other relevant offering materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, prospective investors in MVSD LP and MV+Plus LP must execute a limited partnership agreement.

In the case of the Accounts, MicroVest has tailored the investment recommendations to meet the specific objectives/restrictions of each Account.

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## **ITEM 17 – VOTING CLIENT SECURITIES**

### **17.A. Voting policies and procedures**

It should be noted that MicroVest's Advisory Clients generally do not invest in securities of publicly held companies. MicroVest's Advisory Clients may invest in the equity capital of private companies in which MicroVest may or may not have representation on the board of directors. Therefore, the types of proxies that MicroVest would vote on behalf of Advisory Clients are expected to involve proposals put before the shareholders or before the board of private companies in which an Advisory Client has an ownership interest.

MicroVest understands and appreciates the importance of proxy voting. To the extent that MicroVest has discretion to vote on a proposal put before the shareholders or board member on behalf of Advisory Clients, MicroVest will vote in the best interests of Advisory Clients and investors (as applicable) and in accordance with set compliance procedures.

Prior to voting any proxies, MicroVest's Chief Investment Officer will determine if there are any conflicts of interest related to the vote in question. If a conflict is identified, the Chief Investment Officer will then consult with the Chief Compliance Officer, who will then make a determination (which may be in consultation with the Chief Executive Officer, General Counsel or outside legal counsel or compliance consultants) as to whether the conflict is material or not.

If no material conflict is identified pursuant to its set procedures, the Chief Investment Officer will make a decision on how to vote the matter in question, in accordance with MicroVest's internal policy, which is in the best interest of the relevant Advisory Client.



If a conflict is identified and deemed “material” by the Chief Investment Officer, in consultation with the Chief Compliance Officer, the proxy will be referred to the Private Investment Fund’s respective Investment Committee to determine a vote.

The Chief Investment Officer, or his designee, will ensure delivery of the shareholder or board vote, in a timely and appropriate manner. MicroVest keeps a record of its internal procedures, proposals received, votes cast, all communications received and any internal documents created that were material to voting decisions. MicroVest also keeps a record of each client request for proxy voting records and MicroVest’s response for the previous five years.

MicroVest does not vote proxies for the Accounts.

If you have any questions about MicroVest’s proxy voting policy, its proxy record-keeping procedures or if you would like any detailed information about how proxies are actually voted, please contact the Chief Compliance Officer, Candace Smith, at 301.664.6660 or via e-mail at [csmith@microvestfund.com](mailto:csmith@microvestfund.com).

#### **17.B. Authority to vote client securities**

As stated in Item 17.A above, MicroVest does not vote proxies for the Accounts. Any proxy votes for such Advisory Clients will be immediately sent to such Advisory Client from MicroVest.

Such Advisory Clients may contact the Chief Compliance Officer, Candace Smith, at 301.664.6660 or via e-mail at [csmith@microvestfund.com](mailto:csmith@microvestfund.com) regarding their proxies.

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### **ITEM 18 – FINANCIAL INFORMATION**

#### **18.A. Prepayment of fees**

MicroVest does not require or solicit prepayment of fees. This item is not applicable.

#### **18.B. Financial condition**

MicroVest is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Advisory Clients.

#### **18.C. Bankruptcy petition**

MicroVest has not been subject to a bankruptcy petition. This item is not applicable.