

# DWM Asset Management, LLC

## Part 2A of Form ADV

### The Brochure

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***Investing for Impact***

This brochure provides information about the qualifications and business practices of DWM Asset Management, LLC (“DWM”). If you have any questions about the contents of this brochure, please contact us at +1-203-655-5453 in Connecticut, USA. 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 DWM is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

DWM’s most recent update to Part 2A of Form ADV was made on July 6, 2015. In October, 2016, a DWM affiliate, DWM Securitizations S.A., issued the \$60.8 million Offgrid, Renewable and Climate Action Notes (“ORCA Notes”) to finance loans to three off-grid solar companies and eight financial institutions with renewable energy portfolios across Africa, Asia and Latin America. DWM acts as the servicer for the ORCA Notes loan portfolio. In addition, in September 2016, DWM was retained by Invest in Visions GmbH to be a subadvisor to the IIV Mikrofinanzfonds, a German microfinance fund. Please read this entire document carefully.

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## Item 4 – Advisory Business

DWM Asset Management, LLC (“DWM”), a Connecticut limited liability company and member of the Developing World Markets group of companies, provides discretionary and non-discretionary investment advisory and supervisory services to privately-offered pooled investment vehicles that offer exposure to microfinance institutions and other social impact assets.

DWM is an investment adviser dedicated to making impact investments that promote sustainable economic and social development in emerging and frontier markets. DWM primarily invests debt and equity in inclusive financial institutions that provide loans to low-income borrowers in emerging and frontier markets. DWM also targets investments in other socially beneficial activities in developing countries, such as small and medium enterprise (“SME”) lending, low-income housing lending, education financing, renewable energy, micro-savings, micro-insurance and mobile banking.

At present, DWM provides advisory and supervisory services to the following privately-offered pooled investment vehicles (collectively, the “DWM Funds”):

- The DWM Microfinance Fund and The DWM Microfinance Fund J, each a sub-fund of DWM Income Funds S.C.A. – SICAV SIF, a Luxembourg entity which is structured to house DWM’s debt-focused funds; and
- DWM Microfinance Equity Fund I and DWM Inclusive Finance Equity Fund II, each a sub-fund of DWM Funds S.C.A. - SICAV SIF, which is structured to house DWM’s equity-focused funds.

DWM sub-advises the ACTIAM Institutional Microfinance Fund, the ACTIAM Institutional Microfinance Fund II, and the ACTIAM Institutional Microfinance Fund III (collectively the “ACTIAM Funds”), each a Dutch institutional fund managed by ACTIAM N.V.

DWM sub-advises the IIV Mikrofinanzfonds (the “IIV Fund”), a German retail fund for Invest in Visions GmbH.

Additionally, DWM acts as servicer of the ORCA Notes issued by a DWM affiliate, DWM Securitizations S.A (the “ORCA Investment Vehicle”).

The DWM Funds, the ACTIAM Funds and the IIV Fund (collectively the “Funds”, and each a “Fund”), the ORCA Investment Vehicle and other future funds or structured vehicles under management are collectively referred to as “Clients” or “Investment Vehicles”, and each is individually referred to as a “Client” or “Investment Vehicle” herein.

DWM’s founding partners first established Developing World Markets, Inc., an affiliated, unregistered investment adviser, with a focus on emerging market equities, in 1994. Subsequently, DWM was founded in 2003 and registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940 (the “Advisers Act”) in May 2007. DWM is 100% owned by DWM Holdings, LLC. Peter H. Johnson and J. Bradley Swanson each owns more than 25% of DWM Holdings, LLC. DWM managed a total of approximately \$255.3 million of assets as of December 31, 2016. This total includes approximately \$91.7 million of assets managed on a discretionary basis on behalf of two Clients and \$163.6 million of assets managed on a non-discretionary basis on behalf of six Clients.

As mentioned in Item 2 – Material Changes above, DWM acts as the servicer for the approximately \$60.8 million ORCA Notes loan portfolio issued by DWM Securitizations S.A.

## **Item 5 – Fees and Compensation**

DWM charges Clients for investment advisory fees on a quarterly or monthly basis, in advance or arrears, based generally on a percentage of the value of the Client’s committed capital or assets under management. Additionally, DWM may charge a performance fees as set forth in the Funds’ offering documents.

All fees are negotiated with the Clients on a case-by-case basis. The level of the negotiated fee may be based upon a number of factors including, but not limited to, the type and size of the account; the extent of services desired; the complexity of originating and executing on desired assets; competitive factors; as well as the Client's investment objectives, overall financial condition, goals, risk tolerance, and other factors unique to a Client's particular circumstances. Fixed fee contracts, if any, with any Client are generally terminable by either party in writing after a period of prior notice.

DWM earns most of its revenue from the receipt of management and performance fees. DWM does not receive more than 50% of its revenue from the sale of securities or other investment products.

DWM Finance LLC ("DWM Finance") is the structuring and placement agent for certain Investment Vehicles. It received a structuring and placement fee from the DWM Microfinance Equity Fund I, the DWM Inclusive Finance Equity Fund II, the DWM Microfinance Fund J and DWM Securitizations S.A. in connection with the ORCA Notes offering, each of which was paid from the respective Investment Vehicle's organizational expenses. DWM Finance may receive a structuring and placement fee from other Investment Vehicles managed in the future.

The general partner of each of the DWM Funds, DWM Funds S.à r.l., a DWM affiliate, receives an annual fixed fee from each DWM Fund for administrative services. Additionally, DWM may receive due diligence fees from certain investee companies of the IIV Fund.

DWM has entered into relationships with affiliated and unaffiliated solicitors to refer off-shore investors to the DWM Funds (domiciled in Luxembourg) and future investment vehicles that DWM may develop in off-shore jurisdictions under various compensation arrangements.

DWM may allocate Clients' brokerage business to DWM Finance. In particular, DWM Finance may structure private-placement or other offerings that DWM may recommend to its Clients. DWM may reduce its advisory fees to offset the commissions or markups paid by Clients for certain investments placed through DWM Finance. See Item 12 – Brokerage Practices for a description of the applicable brokerage fees and services.

**For a more complete description of specific fund fees and expenses, please refer to the relevant offering documents.**

### **SIDE LETTERS**

A prospective investor in an Investment Vehicle may request a side letter arrangement regarding the investment. Such side letters may provide for various terms that differ from those described in the Fund's private placement memorandum. Terms addressed in side letters may include, but are not limited to:

- Most favored nation status;
- Immediate notification of certain material events;
- Reduced fees;

- Better liquidity terms;
- Better transparency regarding trades and holdings; and
- More frequent or detailed reporting.

All side letter agreements must be approved in writing by the Chief Compliance Officer of DWM.

DWM will not enter into side letters that are prohibited under an Investment Vehicle's constitutional documents and only as disclosed in the relevant Investment Vehicle's offering documents or this Part 2 of DWM's Form ADV filing. DWM may consult with outside counsel to determine whether a side letter is permissible, requires additional disclosure or the terms of which should be offered to other investors.

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

As stated in the Fees and Compensation section above, DWM charges performance-based fees to ACTIAM Institutional Microfinance Fund, ACTIAM Institutional Microfinance Fund II, the DWM Microfinance Equity Fund I, and the DWM Inclusive Finance Equity Fund II, which consist of a portion of the carried interest from capital gains on or capital appreciation of Fund assets, subject to specified hurdle rates.

DWM may have an incentive to make investments on behalf of these Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, since the performance-based fees received by DWM are based both on realized and unrealized gains and losses, the performance-based fees earned could be based on unrealized gains that clients may never realize, although the performance fee claw-back provisions described in the Fees and Compensation Fees section above mitigates such risk.

## **Item 7 – Types of Clients**

DWM provides discretionary and non-discretionary investment advisory services to pooled investment vehicles. Investors in the Investment Vehicles may include high net worth individuals, banking or thrift institutions, investment companies (including mutual funds), pension and profit-sharing plans, other pooled investment vehicles (*e.g.*, hedge funds), charitable organizations, trusts and estates, corporations and other business entities, development finance institutions and federal, as well as state or municipal government entities. Subject to certain conditions and at its own discretion, DWM may provide investment advisory services to separately managed accounts.

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

Investment in the Investment Vehicles is speculative and entails a high degree of risk, since the Investment Vehicles may not achieve their investment objectives and an investor could suffer a substantial or complete loss of his or her investment.

The following section describes the principal types of assets managed by DWM on behalf of Clients:

## **MICROFINANCE AND RELATED INVESTMENTS**

The Funds invest debt and equity in microfinance and inclusive finance institutions and related financial institutions, including banks, that focus on fields related to microfinance such as SME lending, low-income housing, education financing, micro-savings, micro-insurance, housing loans for the poor and remittances (“IFINs” and each an “IFIN”). IFIN debt assets typically take the form of senior unsecured loans, but may also include senior secured loans, subordinated loans and deposits, as well as bonds or structured holdings representing IFIN debt assets. Debt exposures range from short- to long-term maturities. IFIN equity assets typically are unlisted, private equity shares, as well as warrants or other call options on the equity of IFINs; convertible instruments; and structured holdings representing IFIN equity or profit participation notes.

A Fund will make an IFIN debt investment only after substantial due diligence has been performed, country and currency analyses and after review and approval by the investment committee of the relevant Fund (each an “Investment Committee” and, collectively, the “Investment Committees”).

Potential IFIN equity investments are first screened via desk-top analysis of the company’s business model, financial performance and business plan, resulting in an initial assessment of the expected return on investment. Following agreement to a preliminary term sheet, the equity team presents promising equity investments to DWM’s Equity Investment Committee

Additionally, DWM and its Clients have social-impact goals that are taken into consideration during the investment process (*e.g.*, raising income levels for micro-borrowers as well as owners and employees of small or medium enterprises; increasing the size of the ability of IFINs to finance micro-borrowers and small or medium enterprises; opening a sizable funding supply to help meet growing demand from IFINs, etc.). DWM measures a target portfolio company’s progress towards social-impact goals by evaluating the responses the company provides in responding to a social impact questionnaire provided to them during the pre-investment due diligence process and annually once an investment has been made.

The DWM Microfinance Fund J (“DWMF J”) makes debt investments with IFINs in the form of short-term deposits. DWM’s debt origination team sources such deposit investments from IFINs which (i) are generally current or former recipients of a debt investment from a Fund; (ii) are large and highly rated financial institutions; and (iii) operate in highly rated countries with an adequate bank supervisory framework or are part of a network in relatively weaker countries.

## **MATERIAL RISKS**

Investment in any of the Investment Vehicles is speculative and entails a high degree of risk, since the Investment Vehicles may not achieve their investment objectives and an investor could suffer a substantial or complete loss of his or her investment. Some of the material risks for investments in the Investment Vehicles are set out below:

1. IFINs may operate in segments of the markets in their countries that are relatively new or underdeveloped. Some have not previously received external financing from traditional commercial sources and may not qualify for such financing under traditional bases of evaluation. Many of these IFINs have not been rated by traditional rating agencies.
2. Changes in the economic or political conditions of a country in which an IFIN operates or changes in the financial condition of any given IFIN could have a material negative impact on the ability of the relevant Investment Vehicle to timely receive payments due in respect of any given investment and may impair the ability of the IFINs to make, analyze, supervise, record or collect on microloans or similar assets, to function successfully in the other businesses they operate or to service their obligations. Further, the countries in which the IFINs are located are all relatively less well equipped to deal with natural disasters or major upheavals, such as floods, hurricanes, earthquakes, war, terrorism or riots than are the United States and other economically developed countries and may not efficiently and quickly recover from such disaster events. If any Investment Vehicle's timely receipt of payments from any IFIN is interrupted, then such Investment Vehicle may be unable to make payments to its investors and such Investment Vehicle's net asset value could decline.
3. Establishing and securing legal rights in respect of the IFIN debt or equity assets in countries in which the IFINs operate may be more difficult than in the United States, Western Europe, Japan or other more developed countries. Recourse to legal and regulatory proceedings in such countries to establish or secure DWM's rights in respect of one or more IFIN debt or equity assets, may be limited or nonexistent. In addition, in connection with the making of the IFIN debt or equity assets, DWM's Investment Vehicles may be subject to the jurisdiction of authorities in one or more such countries.
4. The financial and other information of the potential IFINs, upon which DWM will rely in part in selecting and monitoring the IFINs, will be provided primarily by the IFINs themselves and may not have been audited or prepared in accordance with International Financial Reporting Standards ("IFRS") or United States generally accepted accounting principles ("U.S. GAAP"). Furthermore, standards of disclosure in certain economically developing countries where IFINs are located may be materially less stringent than those of the United States. In addition, IFRS or local GAAP standards, which are used to audit most IFINs, generally differ in certain material respects from U.S. GAAP. The results of an audit of an IFIN conducted pursuant to IFRS may differ materially from an audit performed on the IFINs conducted pursuant to U.S. GAAP.
5. If withholding or deduction of any taxes from payments of principal, interest or capital gains in respect of the IFIN debt or equity assets is required by law in any jurisdiction, the IFIN may not be under any obligation to make any additional payments to any investors in respect of such withholding or deduction.
6. Changes in regulatory conditions may affect the ability of an IFIN to maintain its business as a profitable enterprise or a going concern.

7. IFIN debt assets may be senior or subordinated, may not be ranked equally in right of payment with all other unsecured debt of the IFINs, and will in most cases not be backed by any collateral, liens on assets or other guarantees or security. Furthermore, IFINs typically either do not require collateral security from their clients, the micro-borrowers, or if they do have collateral security from their clients they may not have a perfected security interest in such collateral.
8. An Investment Vehicle's IFIN debt assets may not comprise the majority or a substantial amount, by aggregate value, of such IFIN's outstanding short-term or long-term indebtedness. Consequently, DWM may have limited influence over any IFIN to enforce the repayment and other terms of the IFINs' obligations to the relevant Investment Vehicles in the event of the failure of an IFIN to make principal and interest payments on the IFIN assets to any Investment Vehicle.
9. IFIN debt assets will be denominated in local currencies, US Dollars or Euros, and the IFINs will principally lend and provide other financial services in their local currencies. If, during the term of an IFIN debt asset, the value of such local currency falls relative to the USD or EUR, and the IFIN debt asset is denominated in such hard currency, the IFIN may have difficulty repaying such IFIN debt asset.
10. IFIN equity assets have no right of repayment, and the ability to realize a return or even simply to return capital to investors will be entirely dependent upon the success of the applicable Fund in finding an opportunity to exit, primarily through a secondary sale or an initial public offering. The market for such exit opportunities is not well-developed and only a few IFINs have gone public to date.
11. Some assets in which the Investment Vehicles may invest are denominated in currencies that may not be freely convertible, or may be convertible into other currencies only inside the relevant country where the limited availability of such currencies may tend to inflate their values relative to the currency in question. Such internal exchange markets can therefore be said to be neither liquid nor competitive. Such restrictions on foreign exchange could impede the ability of IFINs to repay the IFIN debt or equity assets in any currency. IFIN debt and equity assets denominated in local currency are disbursed by and repaid to the relevant Investment Vehicle in USD or EUR. Accordingly, IFIN debt and equity assets denominated in local currencies, as well as those denominated in USD or EUR, are exposed to the foregoing convertibility risks.
12. All Investment Vehicles are denominated in one or more of the following currencies: US Dollars, Euros, Japanese Yen and/or Pounds Sterling. Each Investment Vehicle is subject to foreign exchange risks, and the value of the IFIN debt and equity assets, as well as portfolio bonds, may be affected unfavorably by fluctuations or volatility in currency exchange rates. IFIN debt and equity assets may be denominated in currencies other than the currencies in which the relevant Investment Vehicle is denominated in, and thus depreciation of such currencies against those in which any such Investment Vehicle is denominated could adversely impact the value of such assets.



13. Risks associated with the bond portfolio of The DWM Microfinance Fund J include, but are not limited to, default risk, exchange rate risk, interest rate risk, price risk, and liquidity risk. The DWM Microfinance Fund J's investment strategy is to gain exposure to foreign currencies, particularly in the emerging markets. Accordingly, DWM may, but ordinarily does not intend to, hedge currency exposure for The DWM Microfinance Fund J. The creditworthiness of the development finance institutions issuing the bonds are subject to, among other things, adverse changes in the financial condition of such development finance institutions' clients, which may arise from factors specific to a particular industry or from changes in the macroeconomic environment or the financial markets in the countries in which such clients operate.
14. There can be no assurance of a secondary market for bonds in the bond portfolio of The DWM Microfinance Fund J or the liquidity of such a market where it exists. Consequently, DWM may not be able to sell the bonds in the portfolio of The DWM Microfinance Fund J readily or at prices that will enable them to realize a yield comparable to that of similar instruments, if any, with a developed secondary market.
15. The DWM Microfinance Fund J offers redemptions on a limited basis at the then-current Net Asset Value Per Share. Based on these redemption procedures there is no assurance that the value of the funds will be the same as at the time that notice was first given or that the investment will be profitable. Investors bear the risk of a downturn in the markets or of a decline in the value of their investment without the ability to redeem their funds.
16. There is no public market for the units in the DWM Microfinance Equity Fund I or the DWM Inclusive Finance Equity Fund II, and there likely will be no trading market for them in the future. Furthermore, the DWM Microfinance Fund initiated wind-down proceedings on June 1, 2013 and there is no guarantee that investors in the Fund will realize the full return of their investment on the timeline indicated in the liquidation plan. Accordingly, investors will have difficulty selling or otherwise disposing of their units.
17. DWM seeks to place all of the funds subscribed by investors in the Investment Vehicles. There is a substantial likelihood, however, that a portion of funds to be invested in IFIN debt or equity assets will remain un-invested for a meaningful period. The outstanding funds will be invested in cash, or in the case of The DWM Microfinance Fund J, bonds, which are expected to earn a lower return. In certain Investment Vehicles, at DWM's sole discretion, such cash might be invested with IFINs as deposits or other short term instruments in local currencies.
18. Investors in any of the DWM Funds may be paid dividends and may be able to redeem their units in a DWM Fund only to the extent that the assets in such Fund(s) are serviced and repaid or can be sold for value.
19. The interests of DWM and its affiliates may conflict in various ways with the interests of the investors in any of the Investment Vehicles. DWM and its related entities may engage in fund management, financing, advisory, lending, financing or other businesses with or

affecting the IFINs in which a particular Investment Vehicle invests and which may compete with the Investment Vehicles in which a particular Investment Vehicle invests, or may have other business with the IFINs unrelated to the investment. Such activities could even take place simultaneously with the origination of a particular IFIN debt or equity asset for a particular Investment Vehicle.

20. There is credit risk to the Investment Vehicles relating to counterparties to the purchase or sale of bonds, and intermediaries or other counterparties that may be involved in some instances in the purchase, sale or transfer of IFIN debt or equity assets or bonds. Such counterparties may fail to perform their obligations in the manner anticipated by the documentation between themselves and the relevant Investment Vehicle(s). This may result in unexpected costs or a reduction in expected revenue, and if any party fails to perform their obligations under the respective agreements to which they are a party.
21. DWM may engage in cross currency or interest rate swaps with international banks or other counterparties to reduce currency or interest rate risks. However, there is no assurance that the swap counterparty will not default on or otherwise fail to make the payment obligations to DWM or the relevant Investment Vehicle. In addition, if the Investment Vehicle fails to make scheduled payments to the swap counterparty, the counterparty can omit corresponding payments due to the Investment Vehicle, can terminate the swap and can add payment obligations due to it from the relevant Investment Vehicle to compensate the counterparty for losses due to the cancellation of the contract or otherwise stemming from the failure of the Investment Vehicle to make scheduled payments.
22. An Investment Vehicle may attempt to reduce repayment risk to the overall IFIN asset portfolio by agreeing to fund certain IFIN debt assets indirectly by means of a deposit in US dollars, Euros, Japanese Yen and/or Pounds Sterling placed with a local bank in the country in which an IFIN is based, which would, in turn, issue a local currency loan to such IFIN. Further, in certain cases, an Investment Vehicle may fund an IFIN indirectly by means of a deposit in USD or EUR with an international bank which may, in turn, issue a stand-by letter of credit to a local bank in the country in which an IFIN is based. However, there can be no assurance that the international or local bank will not fail, causing a loss to the relevant Investment Vehicle of its deposit. There can be no reliance on deposit insurance provided by the Federal Deposit Insurance Corporation ("FDIC") or any analogous institution in another country for any amount of the deposit which exceeds the applicable insured deposit limit in such country. There also can be no assurance that the international bank will perform correctly in its administration of the stand-by letter of credit.
23. An Investment Vehicle may purchase existing IFIN assets from a third party. There is a risk that the authorities in the country in which the IFIN is based, or in the country where the third party is based, will impose tax or penalties which might or might not have been due had the IFIN asset been issued directly to the Investment Vehicle purchasing such asset or that the IFIN asset may not be successfully conveyed and that disputes could arise as to the ownership of the IFIN asset or as to the obligation of the IFIN to repay such a loan.

24. An Investment Vehicle may purchase participations in IFIN assets from a third party. In such circumstances, such Investment Vehicle may not have direct contractual relationship with the IFIN and may only enforce its right against the third party. Further, the presence of the third party as the intermediary with the IFIN may lead to the assumption of credit risk and performance risk on the third party relating to its ability and willingness to collect and make payments to such Investment Vehicle, to enforce such Investment Vehicle's rights and to ensure that such Investment Vehicle may successfully collect its investment.
25. DWM may engage third parties to assist or entirely provide the evaluation, due diligence, negotiation, and on-going monitoring of certain investments to be made for an Investment Vehicle. There is an inherent risk that the third-party may not provide the same quality of advice as DWM

### **OTHER SOURCES OF INFORMATION**

None.

### **Item 9 – Disciplinary Information**

Neither DWM nor any of its employees have been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

Two Partners of DWM, and certain other employees, are also actively engaged as registered representatives of DWM's affiliated broker-dealer, DWM Finance, described above. Such partners and employees spend on average 15% of their working hours conducting broker-dealer business, although in the case of Peter H. Johnson, the partner responsible for the firm's capital markets transactions, the percentage is considerably higher.

In 2015, DWM's affiliated broker-dealer, DWM Finance, began actively seeking mandates to provide loan brokerage services to individual clients. Such clients are referred to collectively as "Loan Brokerage Clients" and individually as a "Loan Brokerage Client". For such mandates, DWM Finance sources IFIN debt investments meeting the investment criteria of each Loan Brokerage Client. For some of these mandates, DWM also provides monitoring and servicing services for such IFIN debt investments.

The investment criteria of Loan Brokerage Clients may overlap with the investment criteria of one or more Clients. In the event that a Client and a Loan Brokerage Client may both be eligible to invest in the same investment opportunity, DWM will first offer such investment opportunity to the Client in accordance with the allocation policies set forth in "Allocation of Investment Opportunities and Aggregation of Orders" in Item 12.

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

### **PARTICIPATION IN CLIENT TRANSACTIONS AND CONFLICTS OF INTEREST**

#### **A. *Generally***

As an investment adviser, DWM may face unavoidable potential conflicts with the interests of its Clients. As a fiduciary, DWM is obligated to treat each and all of its Clients fairly and to disclose all material conflicts of interest. DWM may face conflicts when investing for portfolios or from other investing activities.

As previously described, DWM and its affiliates provide an array of investment advisory products and services to Clients. Accordingly, DWM and its partners, officers, and employees may have multiple advisory, transactional, financial, and other interests in securities, instruments, companies or investment vehicles that may be purchased or sold by DWM for its Clients.

Additionally, DWM or one of its affiliates may also have a conflict with an IFIN or other entity or instrument (“Investees”) in which Clients invest. DWM and/or its related entities may engage in fund management, financing, advisory, lending, financing or other businesses with or affecting the Investees and which may compete with the Investees, or may have other business with the Investees unrelated to a Client’s investment. Such activities could even take place simultaneously with the origination of portfolio investments. One or more Investment Vehicles may invest debt in an Investee in which one or more other Investment Vehicles may invest equity. Investment Vehicles also may hold or make investments in the same Investee that differ in terms of price, maturity (in the case of debt) or other material respects.

Under certain circumstances, due to the specifics of the investment mandate or otherwise, Clients may invest in securities, loans or other instruments of the same company (or affiliated group of companies) having a different terms, maturities, or seniority in the company’s capital structure. This may create a potential conflict between the interests of those Clients. For example, an issuer experiencing financial difficulties may be unable (or in the case of a restructuring prior to bankruptcy may be expected to be unable) to satisfy the claims of all classes of its creditors and security holders. Under these circumstances, it may not be feasible for the Adviser to reconcile the conflicting interests of those Clients in a way that protects each of those Clients’ respective interests.

In managing its Client’s portfolio investments, DWM does not typically, but may, engage in principal and agency cross transactions, which will be executed in compliance with Section 206(3) of the Advisers Act and the rules promulgated thereunder and in accordance with any relevant Fund offering documents.

DWM Finance may structure private placements or other offerings that Clients may access, and DWM may allocate trades to DWM Finance on behalf of Clients. Where DWM engages in principal transactions, agency cross transactions, and proprietary trading, it may face a conflict of interest with its Clients.

DWM monitors and addresses conflicts of interest in a manner consistent with the adviser's fiduciary duty to Clients and in accordance with all relevant offering documents of its Investment Vehicles.

## ***B. Resolutions of Conflicts***

DWM recognizes that it has an obligation to identify, monitor, and, where appropriate, seek to mitigate or eliminate potential conflicts of interest that might interfere with performance of DWM's fiduciary duties to Clients, including the duty to seek to achieve best execution. DWM has established restrictions, procedures, and disclosures designed to monitor, identify, and address conflicts of interest. The DWM Funds have an independent advisory committee comprised of investors or a conflicts of interest committee comprised of independent members of such Fund's Investment Committee. In the event that DWM identifies a potential or actual conflict of interest involving a DWM Fund, DWM discloses and refers the matter to such Fund's independent advisory committee or conflicts of interest committee, as applicable. In the event that DWM identifies a potential or actual conflict of interest involving the ACTIAM Funds or the IIV Fund, it refers the matter directly to such Client. In either case, DWM carries out the decisions of such committee or Client with respect to such matter.

In cases where DWM or its affiliate has been engaged by an issuer to originate, structure or place assets, DWM undertakes to act in such situations professionally and with an overriding duty to its Clients to ensure that any assets purchased on behalf of any of its Clients undergoes the same degree of due diligence, credit, and investment analysis as all other Client assets, regardless of who is issuing or selling the assets to the Client. In cases where DWM may recommend that a Client make investments in which DWM (or an affiliate) may simultaneously purchase or sell an interest for itself, DWM will provide full disclosure to the relevant investment/advisory committee of the Client and carry out the decisions made by such committee. Any such transactions that involve principal or agency cross transactions will be executed in compliance with Section 206(3) of the Advisers Act and Rule 206(3)-2 thereunder.

Any exceptions to DWM's conflicts procedures must be approved in writing by the Chief Compliance Officer or his or her designee.

Additionally, DWM requires all access persons to report their personal investment activities in accordance with the policies and procedures set forth in its Code of Ethics.

## **CODE OF ETHICS**

Consistent with Rule 204A-1 under the Adviser's Act, DWM has adopted a Code of Ethics (the "Code") designed to prevent its employees from engaging in any act, practice or course of business that would constitute a manipulative practice or defraud or mislead any of its Clients.

DWM conducts its business with high standards of honesty, integrity, and business practice. Each Supervised Person is personally responsible for conducting himself or herself to these standards. In addition, each Supervised Person is expected to treat other Supervised Persons, business

counterparties, and all other persons having business dealings with DWM with courtesy, fairness, and respect at all times.

The Code applies to directors and officers of DWM (or other persons occupying a similar status or performing similar functions), employees of DWM, and persons who, in the course of their regular functions or duties, participate in the process of purchasing or selling instruments or investments, or participate in making recommendations or obtaining information with respect to the purchase or sale of instruments or investments, on behalf of any Clients, including investment funds, and are subject to DWM's supervision or control (collectively "Supervised Persons"). Supervised Persons must adhere to the standards of the Code and provide initial and annual certifications of compliance with the Code as well as acknowledgement of receipt of any amendments to the code.

In the event a Supervised Person fails to comply with the provisions of the Code or applicable securities laws, the Chief Compliance Officer may impose sanctions, including but not limited to a warning, fines, disgorgement, suspension, demotion or dismissal.

## **Item 12 – Brokerage Practices**

### **General**

In general, Clients invest in IFIN debt and equity assets directly, without the use of broker-dealers. Certain Clients that trade securities (namely, The DWM Microfinance Fund J), however, should expect that their securities transactions will generate a substantial amount of brokerage commissions and other costs, all of which is borne by the Client, and not DWM.

DWM establishes guidelines with each Client regarding management of the Client's accounts. Where DWM has discretionary authority over an account (or type of investment), DWM generally is authorized to make the determinations in accordance with the Client's specified investment objectives without Client consultation or consent before a transaction is effected.

For accounts or types of investments for which DWM has discretion, DWM has complete discretion to decide what broker-dealers or other counterparties will be used in executing transactions for Clients, and negotiates the rates of compensation that Clients will pay. In such instances, the primary goal is to achieve best execution on an overall basis—*i.e.*, execution of Client trades at the most favorable net price considering all relevant circumstances. In connection with its determination of whether "best execution" has been obtained, in addition to net price, DWM will consider the full range of services available from and the characteristics of each broker-dealer.

DWM may allocate a portion or all of a Client's brokerage business to firms whose employees participate as broker-dealers in the private offering of the interests in the DWM Funds. Specifically, DWM has allocated certain Client's brokerage business to DWM's affiliate, DWM Finance.

In addition to using broker-dealers as "agents" and paying resulting commissions, DWM sometimes causes Client accounts to buy or sell securities directly from or to dealers acting as principals at prices that include mark-ups or mark-downs, and may also cause Client accounts to buy securities

from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

DWM is not required to (i) obtain the lowest brokerage commission rates or (ii) combine or arrange orders to obtain the lowest brokerage commission rates. DWM is also not required to solicit competitive bids. If DWM determines in good faith that the amount of commissions charged by a broker-dealer is reasonable in relation to the value of the brokerage and research products or services provided by such broker-dealer, Clients may pay commissions to such broker-dealer in an amount greater than the amount another broker-dealer might charge for “execution only” commissions or for other products and services to be included in the commission rate.

DWM has established a brokerage committee that reviews and makes determinations related to such brokerage-related matters including the composition of the list of approved broker-dealers through whom DWM may conduct trades, matters related to commission (or “soft”) dollars (as described below), and DWM’s compliance with its relevant legal obligations, including its obligation to obtain best execution in connection with Client transactions.

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

In terms of soft dollars, DWM does not currently expect that it will use commission or “soft” dollars to any significant extent to pay for research products or services, given that the focus of DWM’s investment program does not incorporate to a significant extent the types of securities that generate “soft” dollars.

### **Brokerage for Client Referrals**

Although DWM only uses broker-dealers to execute client transactions on a limited basis, certain Clients that trade securities (such as The DWM Microfinance Fund J) should expect that their securities transactions will generate a substantial amount of brokerage commissions and other costs. In such cases, DWM may direct brokerage commissions on purchases or sales of securities to broker-dealers who have referred Clients or investors to DWM or any of the Investment Vehicles. A conflict of interest may exist when executing transactions through such broker-dealers since there may be an incentive to direct more transactions to these broker-dealers in return for future referrals or investments; however, portfolio transactions will at all times be subject to best execution.

### **Directed Brokerage**

DWM does not currently and has no present intention of entering into any directed brokerage agreements. In the limited circumstances where DWM does not have discretion to invest a Client’s assets on behalf of such Client, the Client may, however, direct DWM in writing to use a particular broker-dealer to execute some or all of the transactions for their account (*i.e.*, directed brokerage). In such circumstances, the Client may be responsible for negotiating the terms and arrangements for the account with such broker-dealer. With directed brokerage, DWM may not be able to negotiate commissions, aggregate orders to reduce transaction costs, or achieve most favorable execution of such Client’s transactions. In addition, under these circumstances, a difference in

commission charges may exist between the commissions charged to Clients who direct DWM to use a particular broker-dealer and other Clients who do not direct DWM to use a particular broker-dealer, which could result in additional costs and expenses for the Clients with direct brokerage.

### **Allocation of Investment Opportunities and Aggregation of Orders**

DWM endeavors at all times to ensure that allocations of investment opportunities are fair and equitable to all Clients eligible to participate in each such investment opportunity. DWM does not favor or disfavor any Client account, or group of Client accounts, eligible to participate in an investment opportunity over any other Client account or group of Client accounts eligible to participate. Where multiple Clients make the same investment, DWM ensures that it treats each Client fairly and does not favor or disfavor any Client in its management of such investment.

In those cases where an investment opportunity meets the investment criteria for more than one Client, and the Client is otherwise eligible to invest in the investment opportunity at such time as such investment opportunity is available, DWM will generally effect an allocation of the investment to the relevant Clients equally irrespective of the portions of such Client's respective portfolios allocable to such type of investment as determined with client consent and agreement or approximately pro rata (as well as expenses incurred in the transaction) to the portions of such Clients' respective portfolios allocable to such type of investment.

In limited cases, DWM may deviate from DWM's allocation policy due to Client direction, cash positions or at the direction of the DWM Credit Committee or the DWM Equity Investment Committee (as applicable); provided, that any deviation is in compliance with the relevant Client offering documents and any deviations result in all Clients being treated fairly over time. Any deviations from DWM's allocation procedures are documented, in writing, to include the reason(s)/justification(s) for deviation from the procedures, including ensuring that any such deviation is deemed consistent with the best interests of each Client.

The foregoing policy does not apply in cases in which DWM has recommended an investment opportunity to a Client and such Client declines to authorize the implementation of the investment recommendation.

In addition, the foregoing policy does not apply to Loan Brokerage Clients (who are not also Clients) to whom DWM's affiliated broker-dealer, DWM Finance, provides loan brokerage services and/or to whom DWM provides related loan monitoring and servicing services, as described in Item 10. In those cases where an investment opportunity meets the investment criteria for both a Loan Brokerage Client and one or more Clients, unless otherwise agreed by the relevant Client, DWM will first offer such investment opportunity to any such Client who is otherwise eligible to invest in such investment opportunity at such time as such investment opportunity is available. DWM Finance and/or DWM discloses to each Loan Brokerage Client, and each Loan Brokerage Client has acknowledged, that DWM Finance and/or DWM will not have an obligation to offer or allocate to such Loan Brokerage Client all investment opportunities that may be suitable to such Loan Brokerage Client.



Due to DWM's investment strategy, DWM currently does not and has no intention of aggregating orders for Clients.

### **Item 13 – Review of Accounts**

DWM review all Client accounts on an ongoing basis, and provides reports to Clients regarding fund performance. These reviews include, but are not limited, monitoring deals and underlying investments in the Client accounts. Reports generated from such reviews may be made available to underlying investors.

Client accounts are audited on an annual basis and the audited financial statements are provided to all investors.

Additionally, at each year end, DWM distributes Social IQs to all companies in which any Investment Vehicle has invested.

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

DWM is currently engaged in, and will continue to enter into, arrangements with unaffiliated and affiliated solicitors (including DWM's affiliated broker-dealer, DWM Finance), whereby the solicitors refer clients ("Solicitor Clients") to DWM or its affiliates in exchange for a referral fee. While the specific terms of each arrangement may differ, generally, a solicitor's compensation is based upon the referred Solicitor Client's value of assets managed by DWM.

Such Solicitor Clients may either (1) engage in an advisory relationship with DWM or (2) be referred solely for investment in an investment pool managed by DWM. Any cash compensation to solicitors for a Solicitor Client that engages in an advisory relationship with DWM is paid in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940 and the rules set forth by any applicable jurisdiction(s). Where a Solicitor Client is referred to DWM solely to make an investment into an investment pool managed by DWM, DWM relies on the SEC's Mayer Brown interpretive letter of July 28, 2008, which states that the requirements of Rule 206(4)-3 generally do not apply in such cases.

For Solicitor Clients with whom DWM may engage in an advisory relationship that were referred by an unaffiliated solicitor, DWM takes reasonable steps (for example, by including contractual provisions in its solicitation agreements) to ensure that, at the time of solicitation, the unaffiliated solicitor provides each Solicitor Client, with:

- (i) a current copy of DWM's written disclosure statement (the Form ADV Part 2 ); and
- (ii) a copy of the solicitor's written disclosure document containing the information set forth in Rule 206(4)-3(b).

For Solicitor Clients that are referred by an affiliated solicitor with whom DWM may engage in an advisory relationship, DWM will comply with the applicable requirements of 206(4)-3 and the rules set forth by any applicable jurisdiction(s).

For Solicitor Clients that were referred by either affiliated or unaffiliated solicitors solely for investment in an investment pool managed by DWM, it is DWM's policy to take reasonable steps (for example, by including contractual provisions in its solicitation agreements) to ensure that such solicitor provides to each Solicitor Client a disclosure statement:

- (i) indicating that DWM has entered into an agreement with the unaffiliated solicitor; and
- (ii) describing the terms and conditions of the compensation arrangement

The receipt of the foregoing type of referral compensation may represent a conflict of interest as it could encourage solicitors to recommend DWM to their clients over other firms providing similar services or similar investments, which do not compensate such solicitors for client referrals.

## **Item 15 – Custody**

All Client funds and securities are held in custody by qualified custodians, such as unaffiliated broker-dealers or banks; however, DWM, or its affiliates, may have access to client accounts in its capacity as general partner of a partnership. The limited partners of the partnership do not receive account statements from the administrator. Instead, in reliance on the “audited funds exception,” the partnership obtains an annual audit and the audited financial statements are distributed to each limited partner. The audited financial statements are prepared by an independent public accountant that is registered with, and subject to regular inspection as of the commencement of the engagement period, and as of each calendar year-end, by the Public Company Accounting Oversight Board, in accordance with its rules. Such audited financial statements are prepared in accordance with generally accepted accounting principles (“GAAP”), as is permitted for offshore funds or funds having a general partner or other manager with a principal place of business outside the United States. As required by the Custody Rule, however, US Investors are provided with audited financial statements that are reconciled to U.S. GAAP. Audited financial statements are distributed to the underlying fund investors within 120 days of the partnership's fiscal year end.

## **Item 16 – Investment Discretion**

For certain Clients and for certain types of investments (as described below), DWM is appointed by its Clients as their investment manager with discretion to invest each Client's assets on behalf of such Client and such authority is delegated in the investment management agreements of each applicable Client. Thus, in such cases DWM does not require the consent of Clients to determine what assets it, as investment manager, is buying or selling on behalf of its Clients, the date or time at which such transaction is executed, the broker or dealer or other entity selected to execute the transaction or the price at which such transaction is executed. In some cases, (as further described below) DWM advises Clients on a non-discretionary basis or DWM's investment discretion may be limited. The extent of DWM's investment and trading discretion is established in the investment management agreement between DWM and each Client.

DWM may also accept advisory accounts with little or no investment and/or trading discretion or where investments are Client-directed pursuant to the management agreement. With respect to such non-discretionary accounts, DWM provides investment recommendations to the Client developed in accordance with DWM's investment process and any applicable Client investment objectives,

guidelines, and restrictions. If the Client accepts DWM's investment recommendation, the Client will either execute the transaction or will provide written instructions to which DWM adheres in the execution of the transaction on behalf of the Client.

DWM currently sub-advises the ACTIAM Institutional Microfinance Fund, the ACTIAM Institutional Microfinance Fund II, and the ACTIAM Institutional Microfinance Fund III on a non-discretionary basis on behalf of ACTIAM N.V. Additionally, DWM sub-advises the Invest in Visions Mikrofinanzfonds, a German retail fund managed by Invest in Visions GmbH. With respect to The DWM Microfinance Fund J, DWM has the authority under the relevant investment management agreement to make investments in IFIN debt assets without Client approval. However, such discretion is subject to the approval of the members of the Fund's Investment Committee, a majority of whom must, in each case, be independent. Additionally, while DWM has the authority under the applicable investment management agreement to purchase bonds for The DWM Microfinance Fund J, the issuer of each bond must be approved by the Investment Committee of this Fund, which also approves limits on total value of bonds that can be purchased from any issuer. DWM currently advises the DWM Microfinance Equity Fund I and the DWM Inclusive Finance Equity Fund II on a discretionary basis; the IFIN equity investments made by these Funds must be approved by the DWM Equity Investment Committee, which does not contain any independent members.

For accounts or types of investments in which DWM has discretion, DWM has the authority to select any broker or dealer or other entity needed to effect Client transactions.

## **Item 17 – Voting Client Securities**

Certain of DWM's Clients from time to time acquire equity securities that require DWM to vote proxies on their behalf. DWM's guidelines are to vote such proxies in the best interest of its Clients. A proxy that is received by DWM will be voted for a Client when voting would be in the best interest of such Client, as determined by DWM in its discretion. If a Client has provided DWM with specific guidelines for voting proxies on its behalf, DWM will follow those guidelines. If a Client informs DWM that it desires to retain the right to exercise its vote with respect to a security held in its account with DWM, the Chief Compliance Officer or his or her designee shall inform the custodian of the relevant Fund to ensure that all shareholder communications and voting materials are sent directly to such Client or its designated representative. If there is a potential conflict of interest between DWM and a Client with regards to voting such Client's securities, DWM will follow its conflict of interest procedures as described in Item 11 of this Form ADV Part 2A.

In order to satisfy DWM's compliance obligations with regards to proxies, DWM's policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any, in a manner that serves the best interests of the Funds. DWM, in its discretion, determines what is in the best interests of the Funds by taking into account the following factors: (i) the impact on the value of the investments; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; and (iv) industry and business practices. In limited circumstances, DWM may refrain from voting proxies where it believes that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipated benefit to the Funds.

## **Item 18 – Financial Information**

DWM does not require or solicit prepayment of fees.

DWM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.