

Form ADV Part 2A

Item 1 – Cover Page

IMARA ASSET MANAGEMENT LIMITED

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July 30, 2018

This Brochure provides information about the qualifications and business practices of Imara Asset Management Limited (“Imara”). If you have any questions about the contents of this Brochure, please contact us at +230 263 1490 or +44 2381788769 or alun.thomas@imara.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.

Imara is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

This Brochure does not constitute an offer to sell or the solicitation of any offer to purchase any securities of any entities described herein.

Additional information about Imara also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure dated July 30, 2018 is an annual amendment to Imara's Form ADV Part 2A Firm Brochure which was most recently filed on July 28, 2017.

Generally, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

Please note that there have been no material changes since we filed our most recent Form ADV Part 2A on July 28, 2017. We have made certain non-material changes including, but not limited to, updating the disclosure regarding assets under management in Items 4 and 10C.

If you have any questions about the contents of this Brochure, please contact us at +230 263 1490 or +44 2381788769 or alun.thomas@imara.com.

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Item 4 – Advisory Business

- A. General Description of Advisory Firm** – Imara is a company with limited liability organized under the laws of the British Virgin Islands (the “BVI”). Its principal place of business is located in Road Town, Tortola, BVI. Imara holds a Category 3 - Investment Management – Sub Category B Investment Management for Managing Mutual funds license and a Category 4 Investment Advice - Sub Category B for Advising Mutual Funds license issued by the BVI Financial Services Commission. Imara was founded and commenced operations in 2003. Imara is a fully owned subsidiary of Imara Holdings Limited (“IHL”), a Botswana registered company accredited by the Non-Bank Financial Institutions Regulatory Authority as an International Financial Services Centre.
- B. Description of Advisory Services** – IHL is a holding company for a group of companies providing asset management, corporate finance, stockbroking and trust and company administration primarily to institutional and private clients. (collectively, the “Imara Group”). Imara is part of the asset management division of the Imara Group and provides discretionary asset management services. Imara’s investment strategy focuses on equity investing and trading in Africa.
- C. Availability of Tailored Services for Individual Clients** – Currently, Imara provides investment advice only to collective investment vehicles (each, a “Fund”), and Imara also provides such services to separately managed accounts. Currently, only the Imara African Opportunities Fund Limited (the “African Opportunities Fund”) and the Imara Zimbabwe Fund Segregated Portfolio of Imara Africa Series SPC Limited (the “Zimbabwe Fund”) are open to investment by U.S. persons. Investment advice is provided to each Fund Imara advises pursuant to a Management and Investment Advisory Agreement (the “MIA Agreement”) between such Fund and Imara. Each Management Agreement grants Imara complete investment discretion to invest the Fund’s assets in a manner consistent with the Fund’s prospectus.
- D. Wrap Fee Programs** – Imara does not participate in wrap fee programs.

Clients Assets Under Management – As of 30 April 2018 the amount of client assets that Imara managed on a discretionary basis was approximately \$120.6 million. The above assets are managed on a discretionary basis.

Item 5 – Fees and Compensation

- A. Advisory Fees and Compensation** – Imara receives an asset-based fee from each Fund in an amount equal to 1.5% per annum of the Fund’s net asset value (the “Management Fee”). The Management Fee is payable monthly in arrears.

Imara receives a performance fee (the “Performance Fee”) from the Zimbabwe Fund. The Performance Fee is equal to 15% of the annual net profit attributable to each share of the Zimbabwe Fund and is subject to a high-water mark. Imara has abolished the performance fee in respect of the African Opportunities Fund.

Imara also receives not more than 5% of the subscription price of the shares of each Fund (the “Sales Charge”). Imara may determine that all or any portion of the sales may be waived in respect of any Fund investor.

Generally, all investors in a Fund pay identical fees. However, the amount of the Management Fee, Performance Fee and/or Sales Charge charged to any investor in a Fund may be waived or reduced for founder investors in a Fund.

- B. Payment of Fees** – Management Fees are calculated based on each Fund’s net asset value as of each monthly valuation day and are deducted from the assets of the Fund monthly in arrears.

The Performance Fee for the Zimbabwe Fund is calculated at the end of each fiscal financial year by reference to the net asset value of the Zimbabwe Fund as a whole. An equalization factor is applied to shares purchased intra-year to ensure that broad equitable principles are applied as between individual investors. The Performance Fee is payable within 10 business days of each fiscal financial year end and, with respect to shares redeemed intra-year, within 10 business days of such redemption.

The Sales Charge is deducted from subscription price paid by shareholders for their shareholdings.

- C. Other Fees and Expenses** – Investors in each Fund also bear Fund expenses including, but not limited to: fees payable to the Fund’s administrator, custodian and directors; audit, legal and other professional expenses; investment expenses, including brokerage commissions and transaction fees; government filing fees; listing fees; other operational expenses and organizational expenses. To the extent that any Fund invests in other collective investment funds, investors will bear a pro-rata portion of the fees charged by such fund to its investors. However, to the extent that any Fund invests in a collective investment fund managed by Imara, investors will not be subject to two layers of fees. Any redemption fee is payable to relevant Fund and inures to the benefit of the non-redeeming investors.

Fund investors are subject to the foregoing fees and expenses, as well as the Management Fee and the Sales Charge regardless of whether any profit is made on their investment.

- D. Prepayment of Fees** – As noted in Item 5(B) above, the Sales Charge is deducted from the subscription price paid by Fund investors and reduces the amount of the investor's investment in the applicable Fund. No portion of the Sales Charge is refunded upon redemption from the Fund.
- E. Additional Compensation and Conflicts of Interest** – No supervised person of Imara accepts compensation for the sale of securities or other investment products. Imara may utilize brokers that are part of the Imara Group. Such brokers are operationally separate from Imara and neither Imara nor any supervised person of Imara receives any financial or other benefit from any such transaction. Imara undertakes not to favor its affiliated brokers over other brokerage firms by always selecting brokers for the Funds in accordance with its best execution policy. Imara's best execution policy is described in Item 12.

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

As discussed in Item 5, Imara charges a Performance Fee to the Zimbabwe Fund. No investor in the Zimbabwe Fund will be charged a Performance Fee in respect of any fiscal year in which he did not receive a net profit. Further, the Performance Fee calculation is subject to a high-water mark such that were the Zimbabwe Fund to have a loss for a fiscal year, no Performance Fee would be payable until that loss was recouped. The Performance Fee, once paid, is not subject to claw-back in the event of subsequent losses. As discussed in Item 5, the African Opportunities Fund and the Nigeria Fund are not subject to a Performance Fee. Consequently, Imara may have an incentive to make investments that are more speculative for the accounts of the Zimbabwe Fund than for other Funds to maximize the profits for the Zimbabwe Fund because it receives a Performance Fee.

Imara undertakes to act in a fair and equitable manner and to resolve and mitigate conflicts of interest or potential conflicts in a timely manner. Imara has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including participation in investment opportunities and trade allocation decisions, order aggregation and brokerage allocation decisions. Imara allocates investment opportunities in accordance with written guidelines that insure that all clients are treated fairly and equally. These policies and procedures are discussed further in Item 12.

Item 7 – Types of Clients

Imara provides investment advisory services to collective investment vehicles. As discussed in Item 4, only the Africa Opportunities Fund and the Zimbabwe Fund are open to investment by U.S. persons. Investment in the Funds is only open to sophisticated, knowledgeable investors. All U.S. investors are required to be accredited investors, as defined in Rule 501 under the Securities Act of 1933, as amended and qualified purchasers as defined in Section 2(a)(1)(51)(A) of the Investment Company Act of 1940. The minimum initial investment in a Fund is \$100,000.

Imara also provides investment advisory services to two collective investment vehicles that are not open to investment by U.S. persons. In the future, Imara may provide advisory services to additional investment funds and/or separately managed accounts for high net worth individuals or institutional investors. Imara may also determine to open other investment funds it currently manages to investment by U.S. persons.

Shares of the African Opportunities Fund are listed on both the Irish Stock Exchange and the Stock Exchange of Mauritius.

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

- A. Methods of Analysis and Investment Strategies** – Imara utilizes a variety of methods and strategies to make investment decisions for its clients. Imara has considerable discretion respecting the investment strategies and choices for its clients.

Each Fund seeks to achieve long-term capital growth primarily through investment in the securities of issuers established in the African continent. The African Opportunities Fund invests in such countries as Botswana, Egypt, Kenya, Mauritius, Namibia, Nigeria, Zambia and Zimbabwe and may invest in other countries in Africa as their industries and financial markets develop. The Zimbabwe Fund invests primarily in a broad range of issuers listed on the Zimbabwe Stock Exchange.

Each Fund seeks to achieve its investment objective by investing predominantly in listed equity and equity related securities (including warrants and convertible securities). Each Fund may also invest part of its assets in any form of debt issued or guaranteed by any government, governmental agency, local authority or supra-national body in Africa. Such debt investment will primarily be in debt securities but may also include loan participations and loan assignments. The Funds may also invest in companies outside Africa that have close economic or trading links with Africa.

The directors of each Fund have adopted investment restrictions that, among other things, limit the amount of the Fund's assets that may be invested in the securities of any one issuer or lent to any one issuer.

There can be no assurance that any Fund will achieve its investment objective. The investment results of each Fund are reliant upon the success of Imara. The past performance of Imara cannot be construed as an indication of the future results of an investment in any Fund.

Investing in a Fund will involve certain considerations in addition to the risks normally associated with making investments in securities. The risk of loss in investing in a Fund can be substantial, including the potential loss of the entire amount invested by a client in a Fund. Accordingly, the Funds are only suitable for investment by sophisticated investors who understand the risks involved and who are able and willing to withstand the loss of their investment.

- B. Material Risks of Imara's Investment Strategies, Methods of Analysis and Types of Securities** – Without seeking, in any way, to limit the consideration to be considered, prospective investors should pay particular regard to the following risks:

Risks of Investing in Emerging Markets Generally – The economies and market conditions of African countries markets may differ significantly from the economies of certain developed countries in such respects as GDP or gross national product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency, structural unemployment and balance of payments position. In particular, these economies

frequently experience high levels of inflation. In addition, such countries may have: restrictive national policies that limit the Funds' investment opportunities; limited information about their issuers; a general lack of uniform accounting, auditing and financial reporting standards, auditing practices and requirements compared to the standards of developed countries; less governmental supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies; favorable economic developments that may be slowed or reversed by unanticipated political or social events in such countries; or a lack of capital market structure or market-oriented economy. Systemic and market factors may affect the acquisition, payment for or ownership of investments including: (a) the prevalence of crime and corruption; (b) the inaccuracy or unreliability of business and financial information; (c) the instability or volatility of banking and financial systems, or the absence or inadequacy of an infrastructure to support such systems; (d) custody and settlement infrastructure of the market in which such investments are transacted and held; (e) the acts, omissions and operation of any securities depository; (f) the risk of the bankruptcy or insolvency of banking agents, counterparties to cash and securities transactions, registrars or transfer agents; and (g) the existence of market conditions that prevent the orderly execution of settlement of transactions or that affect the value of assets. Different clearance and settlement procedures may prevent a Fund from making intended security purchases causing the Fund to miss attractive investment opportunities and possibly resulting in either losses to or contract claims against the Fund. The securities markets of most of the countries in which a Fund may invest may also be smaller, less liquid, and subject to greater price volatility than in developed securities markets.

The political stability of some of the countries in which the Funds will invest differ significantly from that of certain developed countries. There may be, for example, risk of nationalization, sequestration of assets, expropriation or confiscatory taxation, currency blockage or repatriation, changes in government policies or regulations, political, religious or social instability or diplomatic or political developments and changes. Any one or more of these factors could adversely affect the economies and markets of such countries that in turn could affect the value of the Funds' investments in their respective markets.

Smaller Capitalization Risk – Certain of the issuers in which the Funds invest may have comparatively smaller capitalizations as compared with more developed markets. The general risks associated with equity securities are particularly pronounced for securities issued by companies with smaller market capitalizations. These companies may have limited product lines and markets, as well as shorter operating histories, less experienced management and more limited financial resources than larger companies and may be more vulnerable to adverse general market or economic developments. Investments in smaller companies may be less liquid or more thinly traded than those in larger companies and may experience greater volatility. In addition, securities of smaller capitalization companies may not be widely followed by the investment community and market makers, which may result in reduced demand for these securities.

Sovereign Debt – Investments in debt obligations issued by the government (or government agencies) of African countries can involve a high degree of risk. The

governmental entity that controls the repayment of sovereign debt may not be able to repay the principal and/or interest when due in accordance with the terms of the debt. The ability of a government issuer, especially in an emerging market country, such as many of those on the African continent, to make timely and complete payments on its debt obligations is strongly influenced by the government issuer's balance of payments, including export performance, its access to international credits and investments, fluctuations of interest rates and the extent of its foreign reserves. A country whose exports are concentrated in a few commodities or whose economy depends on certain strategic imports could be vulnerable to fluctuations in international prices of these commodities or imports. If a government issuer cannot generate sufficient earnings from foreign trade to service its external debt, it may need to depend on continuing loans and aid from foreign governments, commercial banks and multinational organizations. There may be no bankruptcy proceedings similar to those applicable to private companies by which defaulted government debt may be collected.

Certain African countries have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, balance of payments and trade difficulties and extreme poverty and unemployment. These factors may have a significant affect upon a government's ability or willingness to repay its debt. In addition, government obligors in developing and emerging market countries are among the world's largest debtors to commercial banks, other governments, international financing organizations and other financial institutions. As a result, many government issuers from which the Funds may purchase sovereign debt have in the past experienced substantial difficulties in servicing their external debt obligations, which led to defaults on certain obligations and the restructuring of certain indebtedness. Any default or restructuring may result in significant losses to a Fund.

Sovereign Risk – Government interference with international transactions in its currency or the debt obligations of itself or its nationals through various means, including, without limitation, regulation of the local exchange market, restrictions on foreign investment by residents, limits on flows of investment funds from abroad and debt moratoria, may expose the Funds to unanticipated losses.

Trading on Exchanges and Markets in Emerging Countries – The Funds engage in trading on non-OECD country exchanges. Trading on such exchanges and markets may involve certain risks not applicable to trading in more developed markets and are frequently less regulated. For example, certain of those exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants, as do exchanges and markets in more developed countries. There also is generally less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on those exchanges. Some exchanges are “principals’ markets” in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain emerging market exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Brokerage

commissions and other fees may also be higher on these exchanges than in exchanges and markets in more developed regions.

Transaction Costs – Trading and related costs are typically higher in African financial markets as compared with the developed more competitive markets. A high level of trading and turnover of the Funds’ investments could therefore generate substantial transaction costs that will be borne by the Funds. It is the Investment Manager’s intention not to trade aggressively.

Undervalued/Overvalued Securities – One of the key objectives of the Funds is to identify and invest in undervalued and overvalued securities (“misvalued securities”). The identification of investment opportunities in misvalued securities is a difficult task, and there can be no assurance that such opportunities will be successfully recognized. While purchases of undervalued securities and short sales of overvalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Funds’ investments may not adequately compensate for the business and financial risks assumed.

The Funds may make certain speculative investments in securities that Imara believes to be misvalued; however, there can be no assurance that the securities purchased and sold will in fact be misvalued. In addition, one or more Funds may be required to maintain positions in such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the applicable Fund’s capital may be committed to the securities, thus possibly preventing the Fund from investing in other opportunities. In addition, the Funds may finance any such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Liquidity and Market Characteristics – The trading volume on some of the African markets through which the Funds may invest is substantially less than on the world’s leading stock markets; accordingly, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavorable prices. Liquidity is also less, and volatility of prices greater, than in the developed markets as a result of a high degree of concentration of market capitalization and trading volume in a small number of investments.

Market Crisis and Governmental Intervention – The global financial markets have recently undergone pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention was in certain cases implemented on an “emergency” basis without much or any notice with the consequence that some market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions was suddenly and/or substantially eliminated. Given the complexities of the global financial markets and the limited time frame within which governments were able to take action, these interventions were sometimes unclear in scope and application, resulting in confusion and uncertainty that in itself was materially detrimental to the efficient functioning of such markets as well as previously successful investment strategies.

Recently governments and supra-governmental agencies and organizations have taken, and in certain cases continue to take significant steps to intervene in the financial markets. Current and future government and/or supra-governmental interventions may lead to a change in valuations of securities that is detrimental to the Funds' investments. Such intervention is subject to inherent uncertainties relating to prevailing economic conditions and political considerations.

It is impossible to predict with certainty what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on Imara's ability to fulfill one or more Fund's investment objective. However, Imara believes that there is a high likelihood of significantly increased regulation of the global financial markets, and that such increased regulation could be materially detrimental to the performance of the Funds' portfolios.

Investment and Repatriation Restrictions – Foreign investment in certain African countries' securities is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in certain securities and/or increase the costs and expenses one or more of the Funds. Certain African countries require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of the countries and/or impose additional taxes on foreign investors. Certain emerging market countries may also restrict investment opportunities in issuers in industries deemed important to national interests.

Certain African countries may require governmental approval for the repatriation of investment income, capital or the proceeds of sales of securities by foreign investors. In addition, if deterioration occurs in a country's balance of payments, the country could impose temporary restrictions on foreign capital remittances. One or more of the Funds could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital, as well as by the application to the Fund of any restrictions on investments. Investing in local markets in African countries may require the Funds to adopt special procedures, seek local governmental approvals or take other actions that may involve additional costs.

Currency Risk – The Funds' investments will predominantly be denominated in currencies other than US Dollars, and any income received by a Fund from these investments will be received in those currencies, some of which may fall in value against the US Dollar. The Funds will compute their net asset value and make any distributions in US Dollars. There is, therefore, a currency exchange risk, which may affect the value of the Funds. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Currently, the Funds do not hedge their currency exposure, but may do so in the future. There is no guarantee that any attempt at hedging will be successful or will prevent losses due to currency fluctuation.

Debt and Other Income Securities – The Funds may invest in certain convertible and other securities that are structured as fixed-income and adjustable rate securities. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities.

General Economic and Market Conditions – The success of the Funds' activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of the Funds' investments. Volatility or illiquidity could impair a Fund's profitability or result in losses.

General economic and market conditions, such as currency and interest rate fluctuations, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls, concerns about terrorism and war, property and commodity prices and national and international conflicts or political circumstances, as well as natural circumstances, may affect the price level, volatility and liquidity of securities, which could result in significant losses for one or more of the Funds.

The prices of investments that may be held by the Funds tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs to the Funds of borrowed securities and leveraged investments.

Furthermore, to the extent that interest rate assumptions underlie the hedging of a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the Funds to additional costs and losses.

Convertible Securities Risk – The Funds will invest in securities, generally debt securities or preferred stocks, which are convertible into equity securities of an issuer (or, in the

case of convertible equity securities, different equity securities of the issuer). Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar quality. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. The convertible security's market value, however, tends to reflect the market price of the common stock of the issuing company when the stock price is greater than the convertible security's "conversion price." The conversion price is defined as the predetermined price at which the convertible security could be exchanged for the associated stock. As the market price of the underlying common stock declines, the price of the convertible security tends to be influenced more by the yield of the convertible security.

Since they are convertible into equity securities (or different equity securities), convertibles generally pose the same types of market and issuer risk as the underlying common stock of the issuer. Convertibles that are debt securities are also subject to the normal risks associated with debt securities, such as interest rate risk, credit spread expansion and ultimately default risk, as discussed below. Convertibles are also prone to liquidity risk, as demand can periodically diminish, and bid/ask spreads can widen significantly.

An issuer may be more likely to fail to make regular payments on a convertible security than its debt because other debt securities may have a prior claim on the issuer's assets, particularly if the convertible is preferred stock. However, convertible securities usually have a claim on the issuer's assets (prior to conversion) superior to that of common stockholders.

In addition, for some convertible securities, the issuer can choose when to convert the security, or can "call" (redeem) the securities. An issuer may convert or call a convertible security when it is disadvantageous for the relevant Fund, causing that Fund to lose an opportunity for gain.

- C. **Additional Material Risks of Investments in Zimbabwe** – The Zimbabwe Fund is subject to material risks in addition to the ones set forth. In light of these additional risks it is recommended that investors limit investment in these Funds to no more than 5% of their net worth.

Certain Additional Risks Applicable to the Zimbabwe Fund.

- *Political Risk* – Politically, this year was one of the most exciting years in Zimbabwe's history and may turn out to be one of the most crucial. On Sunday 19 November 2017, Mugabe was expelled as head of the ruling party (Zanu-PF) following the military intervention on the 15th of November. Subsequently, Emmerson Mnangagwa his long time Deputy was installed as the leader of Zanu-PF and the country. None of us expected this and certainly the manner of his exit surprised us, it was a bloodless coup that installed a pro-business leadership at the helm of the country. It is too early to tell, but so far the new regime has said all the right things with respect to repeal/amendment of the indigenization act, protection of

property rights and fiscal consolidation. The upcoming elections will be crucial, and we are cautiously optimistic that they will hold free and fair elections.

Prior to the coup, an issue we had to address was the valuation of the fund. In September, we took the decision to value all our assets at the Old Mutual Implied Rate (OMIR), see September Communique – Valuation of Zimbabwean Assets. In our communique we mentioned that the Old Mutual Implied Rate was the best compromise between liquidity and valuation. The fund managers have used the OMIR in such extra ordinary periods such as the hyperinflation period 2007-2008. This decision was a difficult one but the most conservative/prudent approach to valuing Zimbabwean assets, especially considering the 40% growth in electronic dollars and the monetary financing of the fiscal deficit. When we took the decision (as at end of September 2017) the rate was 3.72, implying a 73% discount to the USD (1 Zimbabwe electronic dollar is worth 27 US cents). At the time of writing the rate is 1.95, implying an 49% discount to the USD (1 Zimbabwe electronic dollar is worth 51 US cents). In our communique we mentioned our commitment to providing our investors with liquidity and fair dealing. The OMIR is the best compromise between liquidity and valuation. Once the economic situation improves and we have a viable local currency, we will revert to using the prevailing FX rate. Valuing the portfolio this way also has the added benefit of giving investors a buffer if the Reserve Bank of Zimbabwe adopts a currency board or has a forced devaluation.

- *Economic Risk* – Economically, Zimbabwe remains engaged with the IMF, World Bank and African Development Bank with regards settling its arrears. Whilst headway has been made with clearing arrears with the IMF, there has been zero progress clearing arrears with the World Bank, ADB and Paris Club. The general view is that debt forgiveness/bailout package is possible if Zimbabwe has credible, free and fair elections. However, a pre-condition of any funding lines will be sound financial reforms and respect of property rights. In a US dollar system where dollars cannot be printed, the government deficit has led to a shortage of physical cash circulating in the system and queues forming outside the banks. The large budget deficit coupled with a current account deficit compounds the currency shortage. The way the government has gone around this is by quantitative easing by the RBZ, which has created electronic dollars, resulting in local money supply growing over 40% over the year, despite the currency shortage. This growth in local money, which we covered last year, is what has led us to value the portfolio using the Old Mutual Implied Rate.
- *Indigenization Legislation* – Current legislation requires a mandatory 51% ownership by indigenous Zimbabweans. Whilst this legislation has not yet come into effect it should not be ignored. The upcoming elections previously mentioned will have a strong bearing of the application of this legislation

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the adviser or the integrity of the adviser's management.

Imara has no such legal or disciplinary events to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

- A. U.S. Broker/Dealer Related Registrations.** Neither Imara nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. U.S. Commodity Related Registrations.** Neither Imara nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or as an associated person of any of the foregoing. As of the date of this Form ADV Imara does not utilize commodity interests on behalf of any of the Funds.
- C. Relationships with Related Persons.** As discussed in Item 4, Imara is a wholly owned subsidiary of IHL. IHL is a holding company for the Imara Group. The Imara Group the conducts the following types of business, mainly for institutional and private clients:
- Asset management;
 - Corporate finance;
 - Stockbroking; and
 - Trust and company administration.

In addition to Imara, there are four other investment advisory firms in the asset management division of IHL. These are: Imara Asset Management (UK) Ltd. (“Imara UK”); Imara Asset Management (Zimbabwe) Private Ltd. (“Imara Zimbabwe”); Imara Asset Management South Africa (Pty) Ltd.; and Imara Africa Asset Management Limited (Mauritius).

Imara uses a number of administrative and organizational arrangements to control any actual or potential conflicts including (but not limited to):

- Chinese walls;
- Functional independence and separate supervision of employees providing client services;
- Review of remuneration arrangements;
- Reassignment of employees;
- Disclosure; and
- When necessary, declining to act.

Imara has sought to organize its business as far as possible to minimize the risk of its supervised persons undertaking multiple functions inappropriately through effective

segregation of duties. Where the scope for the complete segregation of duties is limited, Imara implements appropriate controls to manage any residual risks or conflicts (actual or potential). The various investment advisory firms in the Imara Group do share personnel, as well as visit and spend time at each other's offices.

As discussed in Items 12, Imara may use its affiliated brokerage firms to execute trades. Imara undertakes to always follow its best execution policy and to not favor its affiliated brokers over other brokerage firms. Imara's best execution policy is described in Item 12.

All actual conflicts of interest and mitigating controls are recorded on Imara's Conflicts of Interest Register. This is updated with all new actual conflicts identified and is closely monitored by the Chief Compliance Officer.

- D. Recommendations of Other Investment Advisers.** Imara does not recommend or select other investment advisers for its clients. However, Imara has previously retained Imara Zimbabwe to provide it with advisory services relating to Imara Zimbabwe Fund, however Imara now undertakes all advisory services for this fund without delegation to its fellow subsidiary.

As discussed in Item 5, the Funds are permitted to invest in other collective investment funds managed by Imara or other entities in the Imara Group. In such case, there will be no layering of fees.

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

- A. Code of Ethics.** Imara has adopted a Code of Conduct (contained in its Compliance Manual) for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Conduct includes provisions relating to, among other things: conflicts of interest, personal account dealing, outside business interests, gifts and entertainment, inside information, market conduct, whistle blowing, leak investigation and communications. All Imara employees must provide a signed acknowledgement, indicating they have read and understood the Compliance Manual: (a) within two weeks of commencement of employment; (b) annually thereafter; and (c) upon any material change to the Compliance Manual. Imara's clients or prospective clients may request a copy of Imara's Code of Conduct and excerpts of the Compliance Manual by contacting Imara's Chief Compliance Officer, Alun Thomas, at +230 2631490 or +44 2381788769 or alun.thomas@imara.com.
- B. Transactions in Securities where Adviser has Material Financial Interest.** Imara has no proprietary trading accounts. Neither Imara nor any of its related persons recommend to any client or buy or sell for the account of any client, securities in which Imara has a material financial interest.
- C/D. Investing in Securities Recommended to Clients; Contemporaneous Trading.** Imara's Personal Account Dealing Policy and Procedures are designed to ensure that the personal securities transactions of the employees of Imara will not interfere with making decisions in the best interest of advisory clients. Employee trading is monitored to ensure compliance with the Personal Account Dealing Policy and Procedures. Imara's "relevant persons" (i.e., employees, board members and certain third-party service providers) are required to obtain approval from Imara's Chief Compliance Officer prior to making any transaction in securities, subject to limited exclusions such mutual fund securities. Employees are prohibited from buying or selling any security while Imara is buying or selling such security for any client account.

Item 12 – Brokerage Practices

- A. **Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions** – Imara uses a variety of methods to access markets, seeking to use the experience of brokers in so far as they may improve the terms on which we can trade in those markets. Imara assesses brokers on their ability to achieve trading objectives in accordance with applicable market standards. Imara has established a Broker Approval Committee (the “BAC”) and adopted guidelines for the evaluation of its execution venues.

Imara has a fiduciary responsibility to always act honestly, fairly and in the best interests of its clients. Accordingly, Imara has developed and implemented procedures, arrangements and trading decisions that best suit each client’s investment objectives and constraints, so that it achieves the best possible execution results for its clients. Best execution refers to executing client transactions so that the client’s total costs or proceeds are the most favorable under the prevailing circumstances at that time. It is Imara’s policy to select the broker most likely to provide best execution of the order in question. Imara will place orders for execution only with approved venues that have been selected and placed on the approved list maintained by the BAC.

When selecting which of the approved brokers, who must be locally licensed brokers, to use, Imara considers the full range of a broker’s services including price, the value of research provided, execution capabilities, speed and likelihood of execution, quality of execution, speed and likelihood of settlement, financial responsibility, administrative resources, size and nature of the order, risk management considerations and responsiveness to enhance the overall value of a client account for both the short and long term.

1. *Soft Dollars*. Imara does not use client funds (commissions) to purchase brokerage and research services from a broker (i.e. does not have any soft dollar arrangements in place). Any services obtained above and beyond execution, are paid for directly by Imara.

While it is not Imara’s current intention to enter into any soft dollar arrangements in the foreseeable future, should Imara decide to enter into a soft dollar arrangement in the future, Imara will take steps to ensure that the research products and services obtained using client commissions directly assist it in its investment decision-making process, rather than in the management of Imara. Imara must use its best judgment as a fiduciary to justify the use of client brokerage to pay for a product or service, and ensure that the amount of commission paid is reasonable in relation to the value of brokerage and research services provided by the broker.

2. *Brokerage for Client Referrals.* Imara does not direct any client brokerage business to brokers that refer prospective investors to Imara.
 3. *Directed Brokerage.*
 - a. Imara does not routinely recommend request or require that a client direct Imara to execute transactions through a specified broker.
 - b. Imara currently does not have any client-directed brokerage accounts. Should a client specifically direct Imara to use a particular broker or execution arrangement, Imara would not be required to apply its standard procedures for evaluating brokers. In a client-directed brokerage arrangement, the client may incur higher brokerage commissions or receive less favorable pricing than might otherwise be the case.
- B. **Order Aggregation** – Many African brokers do not warehouse orders, so trades are reported and booked on the day that they are executed. This means that lines of stock cannot be accumulated over a period of time, an average price calculated, and then allocated on a pro-rata basis between clients. Imara endeavors to ensure that aggregation of orders will not disadvantage clients. All clients with similar mandates must be treated equally at all times so that no one client can be favored over another. Any new asset allocation change that occurs must be applied across all individual clients proportionately. Given that liquidity in many African markets is limited, asset allocation changes may be implemented over days or even weeks.

Item 13 – Review of Accounts

- A. **Frequency and Nature of Review** – Imara’s portfolio managers regularly evaluate client portfolios on a real-time basis. Client accounts are actively managed by the portfolio manager through daily position sizing evaluations, liquidity reviews and overall maintenance of the stated portfolio parameters as set forth in the applicable MIA Agreement.
- B. **Factors Prompting a Non-Periodic Review of Accounts** – All client accounts are actively managed and are reviewed regularly throughout the trading day.
- C. **Content and Frequency of Regular Account Reports** – Each of the Funds provides all investors with the following reports, all of which are written reports:
- Monthly unaudited performance information (sent by the Fund’s administrator);
 - Monthly Fund fact sheets (sent by Imara);
 - Quarterly manager’s reports (sent by Imara)
 - Within 120 days of the Fund’s fiscal year, annual financial statements audited by an independent certified public accounting firm; and
 - Such other reports as determined by Imara or the Fund in its sole discretion

Item 14 – Client Referrals and Other Compensation

- A. **Economic Benefits Received from Non-Clients for Providing Services to Clients** – Imara has no arrangements whereby a party who is not a client compensates or otherwise provides an economic benefit to Imara for providing services to clients.
- B. **Compensation to Non-Supervised Persons for Client Referrals** – Imara has entered into an arrangement with Eureka Capital Partners (HK) Limited and EurekaCap Partners, Inc. (collectively, “Eureka”) whereby Eureka acts as placement agent and introduces investors to the Funds. In return for these services, Eureka receives a fee, calculated and payable bi-annually, equal to 20% of the fees earned by Imara in respect of investors introduced to the Funds by Eureka. The compensation payable to Eureka is paid by Imara and does not increase the fees paid by any investor referred to a Fund by Eureka. The Eureka entities are duly licensed in each jurisdiction in which Fund investors are solicited. All arrangements with Eureka or any solicitor that may be retained in the future will be in accordance with Rule 206(4)-3 of the Investment Advisers Act.

Item 15 – Custody

Imara does not have custody of client funds or client securities. Nonetheless, as a matter of best practices, all client assets are maintained at a “qualified custodian.” As noted above in Item 13, the administrator of each Fund sends unaudited monthly statements directly to the investors in each of the Funds. Each Fund is subject to an annual audit by a PCAOB auditor and delivers audited financial statements to its investors within 120 days after fiscal year end.

Item 16 – Investment Discretion

As discussed in Item 4, Imara provides all investment advice on a discretionary basis. Investment advice is provided pursuant to the MIA Agreement between a Fund and Imara. Each MIA grants Imara a power of attorney to enter into agreements, including agreements with brokers, and take all steps to fully manage the Fund's asset in accordance with the Fund's strategy. Each Fund establishes its own investment restrictions. In respect of each Fund, Imara has the authority to determine (i) the securities to be purchased and sold for the Fund's account (subject to restrictions on its activities set forth in the applicable MIA Agreement and any written investment guidelines), and (ii) the amount of securities to be purchased or sold for the Fund's account.

Prior to assuming full discretion in managing any client's assets, including any separately managed accounts, Imara will enter into a MIA Agreement that sets forth the scope of Imara's discretion.

Item 17 – Voting Client Securities

Imara has the authority to vote proxies for securities held in client portfolios unless otherwise stipulated in the applicable MIA Agreement. Imara's proxy voting policy was adopted in accordance with SEC Rule 206(4)-6 and calls for it to exercise its duty of care and loyalty to its clients when it votes proxies.

The overarching principles which guide Imara's client proxy voting process is advancing the economic interests of clients and protecting their rights as beneficial owners of the corporations in whose securities Imara invests. When voting client proxies Imara generally supports routine management proposals, votes against proposals that make it more difficult to replace members of issuer boards of directors, votes in favor of proposals that enhance disclosure. When reviewing proposals Imara considers the opinions of management and votes in what it believes is the best long-term interests of its Clients.

Investors in the Funds may not direct Imara's vote in any proxy solicitation.

When voting client securities, conflicts of interest may arise which have the potential to affect the way in which we vote. For example, Imara may have personal or business links to a company whose management is soliciting proxies. In the event any potential or actual conflict of interest arises, Imara acts mitigate and manage such conflicts to ensure it always act in accordance with its fiduciary obligations. Any conflicted parties must refrain from voting and must not participate in the voting decision with respect to the relevant proxy. Conflicts of interest are identified, monitored and resolved jointly by the investment team and the Chief Compliance officer.

Clients may obtain a copy of Imara's complete proxy voting policies and procedures upon request. Clients may also obtain information from Imara about how it voted any proxies on behalf of their account by contacting Imara's Chief Compliance Officer, Rajeev Sookur, at +230 2631490 or +44 2381788769 or alun.thomas@imara.com.

Item 18 – Financial Information

Imara is not aware of having any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Imara has not been subject to a bankruptcy petition within the past 10 years.

Item 19 – Requirements for State-Registered Advisers

Imara is not registered as an investment adviser with any state. Therefore, this Item 19 is not applicable.