

Item 1 – Cover Page

Agave Advisors S.A.

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Date of Disclosure Brochure: August 2018

This disclosure brochure provides information about the qualifications and business practices of Agave Advisors S.A. (also referred to as we, us and Agave Advisors throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Alejandro Villar Buendía at +41 22 900 22 44 or alejandro@agave-advisors.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

This Brochure provides information for our clients who qualify as U.S. clients based on residency or any applicable U.S. provisions and/or practices ("clients", "U.S. clients"). Unless indicated otherwise, our disclosures in this Brochure are generally based upon our practices and policies for U.S. clients which may differ from our practices and policies for non-U.S. clients ("non-U.S. clients"). The provisions of the U.S. Investment Advisers Act of 1940 and SEC rules thereunder ("Advisers Act") and this Brochure and the protections of the Advisers Act do not apply to our non-U.S. clients.

Additional information about Agave Advisors is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for Agave Advisors or our firm's CRD number 298462.

*Registration as an investment adviser does not imply a certain level of skill or training.

Item 2 – Material Changes

Agave Advisors S.A. is a newly registered investment advisor, and this disclosure brochure dated August 2018 is the first disclosure brochure prepared by Agave Advisors. In the future, this item will discuss only specific material changes that are made to the disclosure brochure and provide readers with a summary of such changes. We will also reference the date of the last annual update of this disclosure brochure.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the firm's fiscal year ends. The firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Agave Advisors is a Swiss Corporation which was formed in March of 2018. Agave Advisors is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”).

Alejandro Villar Buendía is the Chief Compliance Officer (CCO), Managing Member, and the Owner of Agave Advisors. Alejandro Villar Buendía owns 100% of Agave Advisors.

Agave Advisors filed its initial application to become registered with the U.S. Securities and Exchange Commission as an investment adviser in August 2018.

Introduction

The investment advisory services of Agave Advisors described in this disclosure brochure are provided to U.S. clients through individuals who serve as investment adviser representatives of Agave Advisors. (The individual investment adviser representatives will be referred to as “your investment adviser representative” throughout this brochure.)

Description of Advisory Services

The following are descriptions of the primary advisory services of Agave Advisors for U.S. clients. Please understand that a written agreement, which details the exact terms of the services, must be signed by you and Agave Advisors before we can provide you the services described below.

Investment Consulting – Agave Advisors provides Investment Consulting Services. We will meet with you on a mutually agreeable schedule to discuss your financial circumstances, risk tolerance and investment accounts and the performance of the investments that you specify as subject to the investment consulting services.

As part of this Investment Consulting service, we offer monthly reviews of the investment accounts or investments that you designate in writing. Our monthly reviews are based upon your investment objectives, risk tolerance and financial circumstances that you disclose to us. When appropriate or necessary, Agave Advisors will provide recommendations to you based upon this monthly review regarding buying, selling, reinvesting or holding the investments specified for this service. However, we will **not** have any authority or responsibility to implement our recommendations. All final decisions to accept our advice and implement our advice are your sole responsibility. **If you are unable to implement our investment recommendations, it is important to notify us so that we can properly adjust future recommendations.**

You are always responsible for notifying Agave Advisors of any changes to your financial situation or investment objectives. We are available to meet with you to assist you in determining your financial situation and investment objectives and to find out if you would like to impose and/or modify any reasonable restrictions on your accounts.

It is important that you understand that Agave Advisors provides investment advice to other clients and can give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you. We are not obligated in any way to recommend to you any security or other investment that we buy, sell or recommend for any other clients or for our own accounts.

Conflicts can arise in the allocation of investment opportunities among accounts that we review and monitor. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be recommended to clients in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Asset Management Services – Agave Advisors offers asset management services, which involves Agave Advisors providing you with continuous and ongoing supervision over your specified accounts.

You must appoint our firm as your investment advisor of record on specified accounts (collectively, the "Account"). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account, enact trades, and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Limits Advice to Certain Types of Investments

Agave Advisors provides investment advice on the following types of investments:

- Hedge Funds

- Equities (e.g. individual stock positions)
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Securities Traded Over-the-Counter
- Foreign Issues
- Fixed Income Positions
- Warrants
- Corporate Debt Securities
- Commercial Paper
- Certificates of Deposit
- Municipal Securities
- Mutual Funds
- US Government Securities
- Options Contracts on Securities
- Options Contracts on Commodities
- Futures Contracts on Tangibles
- Futures Contracts on Intangibles
- Securities Properly Exempted from Registration
- Interests in Partnerships in Oil and Gas Interests
- Interests in Partnerships Investing in Real Estate

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations. *(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)*

Tailor Advisory Services to Individual Needs of Clients

Agave Advisors's advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment advisor relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Client Assets Managed by Agave Advisors

As of August 2018, Agave Advisors had total assets under management of U.S. clients in the amount of \$0.

As of August 2018, Agave advisors had total assets under management of non-U.S. clients in the amount of \$112,000,000. These assets are all managed on a discretionary basis.

Item 5 – Fees and Compensation

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding our firm's advisory services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Agave Advisors

Investment Consulting

Fees charged for our investment consulting are charged as an hourly fee. There is a minimum fee of two hours per month; if more than two hours of service are provided in a given month, then you will be billed at the hourly rate specified in their client agreement. We will provide an estimate of the number of hours that we anticipate it will take each month to complete our review. Fees for the investment consulting services are billed in arrears (at the end of the billing period) on a quarterly calendar basis. Fees are prorated (based on the number of hours worked during the initial billing period) for your account opened at any time other than the beginning of the billing period. If investment consulting services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period.

The investment consulting services will continue in effect until terminated by either party (i.e., Agave Advisors or you) by providing written notice of termination to the other party. When fees are billed in arrears, Agave Advisors will prorate the final fee payment based on the number of hours of service that are provided during the final period.

The hourly fee rate for investment consulting services will typically range between \$500 and \$1,000 an hour. The hourly fee rate charged for our investment consulting is negotiable and can be based on a number of different factors. These factors generally include the complexity of the client's situation, the total amount of assets under management for the client, and the client's relationship to the investment adviser. As a result, clients with similar levels of assets can end up paying different a different hourly fee rate. You should refer to your client agreement for your specific rate.

There is a minimum account size of \$4,000,000. To reach this account minimum, clients can aggregate all household accounts and investments which are subject to this investment consulting services. At its discretion, Agave Advisors may grant exceptions to the minimum account balance requirement.

Agave Advisors believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our hourly fees for this service may be higher than that charged by other investment advisers offering similar services/programs.

The fees for on-going consulting will be paid to Agave Advisors through a wire transfer.

In addition to our compensation, you will likely incur other charges imposed by qualified custodians, broker-dealers and/or product sponsors. Any custody fees, brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. Agave Advisors does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than Agave Advisors in connection with investments recommended by Agave Advisors including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and custody fees and other charges imposed by the qualified custodian(s) of your account. Investment consulting fees charged by Agave Advisors are separate and distinct from the fees

and expenses charged by investment company securities that may be recommended to you. A description of some of these fees and expenses are available in each investment company security's prospectus.

Asset Management Services

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in arrears (at the end of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the previous billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period.

The asset management services continue in effect until terminated by either party (i.e., Agave Advisors or you) by providing written notice of termination to the other party. When fees are billed in arrears, Agave Advisors will prorate the final fee payment based on the number of days services are provided during the final period. The amount of client assets on the termination date will be used to determine the final fee payment. If termination of the client's account prevented the fee deduction for the services provided through the termination date, Agave Advisors may invoice client for the last partial quarter's services.

The annual fee for asset management services will typically range between 0.20% and 0.50% of assets under management. Fees charged for our asset management services are negotiable and can be based on a number of different factors. These factors generally include the complexity of the client's situation, the total amount of assets under management for the client, and the client's relationship to the investment adviser. As a result, clients with similar levels of assets can end up paying different a different fee.

There is a minimum account size of \$4,000,000. To reach this account minimum, clients can aggregate all household accounts. At its discretion, Agave Advisors may grant exceptions to the minimum account balance requirement.

Agave Advisors believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses) if any of your account assets are allocated to mutual funds.

The investment advisory fees will be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to our firm.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. Agave Advisors does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than Agave Advisors in connection with investments made through your

account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and custody fees and other charges imposed by the qualified custodian(s) of your account. Management fees charged by Agave Advisors are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of some of these fees and expenses are available in each investment company security's prospectus.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. Agave Advisors does not charge or accept performance-based fees.

Item 7 – Types of Clients

Agave Advisors generally provides investment advice to the following types of clients:

- Corporations or business entities
- High Networth Individuals

You are required to execute a written agreement with Agave Advisors specifying the particular advisory services in order to establish a client arrangement with Agave Advisors

Minimum Investment Amounts Required

Agave Advisors requires a minimum of \$4,000,000 in order to use our asset management services. To reach this account minimum, clients can aggregate all household accounts. At its discretion, Agave Advisors may grant exceptions to the minimum account balance requirement.

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

Methods of Analysis

Agave Advisors uses the following methods of analysis in formulating investment advice:

Charting -This is a set of techniques used in technical analysis in which charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Users of these techniques, called chartists, believe that past trends in these indicators can be used to extrapolate future trends.

Charting is likely the most subjective analysis of all investment methods since it relies on proper interpretation of chart patterns. The risk of reliance upon chart patterns is that the next day's data can always negate the conclusions reached from prior days' patterns. Also, reliance upon chart patterns bears the risk of a certain pattern being negated by a larger, more encompassing pattern that has not shown itself yet.

Fundamental – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

Technical – This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

There are risks involved in using any analysis method.

To conduct analysis, Agave Advisors gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategies

Agave Advisors uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year.

Short term purchases. Investments sold within a year.

Margin transactions. When an investor buys a stock on margin, the investor pays for part of the purchase and borrows the rest of the purchase price from a brokerage firm. For example, an investor may buy \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from Agave Advisors

Option writing including cover options, uncovered options or spreading strategies. Options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.

Strategic asset allocation. Calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a “buy and hold” strategy, rather than an active trading approach. Of course, the strategic asset allocation targets may change over time as the client’s goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Tactical asset allocation. Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Value-Investing. Attempts to acquire at reasonable valuations publicly traded businesses that can deliver sustainable excess returns. This is typically considered a long-term strategy. Long term strategies are designed to identify and select investments to be held for multiple years. We will also invest in value oriented special situations with shorter expected holding periods.

Primarily Recommend One Type of Security

We do not primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client’s specific circumstances and needs.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Margin Risk - When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you intended to borrow funds in connection with your Account, you will be required to open a margin account, which will be carried by the clearing firm. The securities purchased in such an account are the clearing firm's collateral for its loan to you.

If those securities in a margin account decline in value, the value of the collateral supporting this loan also declines, and as a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, which are applicable to any margin account that you may maintain, including any margin account that may be established as part of the Asset Management Agreement established between you and Agave Advisors and held by the account custodian or clearing firm.

These risks include the following:

- You can lose more funds than you deposit in your margin account.
- The account custodian or clearing firm can force the sale of securities or other assets in your account.
- The account custodian or clearing firm can sell your securities or other assets without contacting you.
- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call.
- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities.
- The account custodian or clearing firm can increase its "house" maintenance margin requirements at any time and they are not required to provide you advance written notice.
- You are not entitled to an extension of time on a margin call.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

Agave Advisors is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered investment adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Agave Advisors has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics covers all individuals that are classified as “supervised persons”. All employees, officers, directors and investment adviser representatives are classified as supervised persons. Agave Advisors requires its supervised persons to consistently act in your best interest in all advisory activities. Agave Advisors imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm’s fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Agave Advisors. If you wish to review our firm’s Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

Agave Advisors or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy of Agave Advisors that all persons associated in any manner with our firm must place clients’ interests ahead of their own when implementing personal investments. Agave Advisors and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted in writing by the Chief Compliance Officer of Agave Advisors

Any associated person not observing our written policies, including those on personal securities trading is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

When enacting trades on behalf of a client or implementing any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution possible is obtained for all clients when implementing any transaction.

Directed Brokerage

Agave Advisors does not require or recommend the client use a specific broker-dealer for their accounts. Clients are allowed to select the broker/dealer that will be used for their accounts. Clients directing the use of a particular broker/dealer or other custodian must understand that we may not be able to obtain the best prices and execution for the transaction. Under a client-directed brokerage arrangement, clients may receive less favorable prices than if they had designated a different broker/dealer for their account. Directed brokerage account trades are generally placed by Agave Advisors after effecting trades for other clients of Agave Advisors. In addition, there may be a disparity in commissions charged to clients due to the use of different broker/dealers.

Soft Dollar Benefits

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

Agave Advisors does not have any soft dollar agreements with a broker-dealer or a third-party.

Handling Trade Errors

Agave Advisors has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Agave Advisors to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by Agave Advisors if the error is caused by Agave Advisors. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should

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also receive the gains. It is not permissible for all clients to retain the gain. Agave Advisors may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons).

Agave Advisors will never benefit or profit from trade errors.

Block Trading Policy

Agave Advisors does not do any block trading when implementing trades in its client's accounts.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Managed accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Reviews are conducted by Alejandro Villar Buendía, with reviews performed in accordance with your investment goals and objectives.

Statements and Reports

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian. Additionally, Agave Advisors may provide position or performance reports to you quarterly and upon request.

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

From time to time, we enter into agreements with outside solicitors (Referring Parties) to refer clients to Agave Advisors. If a referred client enters into an investment advisory agreement with Agave Advisors, a referral fee is paid to the Referring Party. This referral fee is an on-going flat fee which will be paid to the Referring Party as long as the referred client retains Agave Advisors services. All referral agreements between any Referring Party and Agave Advisors will **not** result in any charges to clients in addition to the normal level of advisory fees charged by our firm.

When a client is referred to us by a Referring Party, the Referring Party provides the client with a copy of our Disclosure Brochure as required by the *Investment Advisers Act of 1940*. The client also will complete a Solicitor's Disclosure Statement document. If the Referring Party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the Referring Party's Form ADV Part 2 Disclosure Brochure. The referral agreements between Agave Advisors and Referring Parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

The only compensation received from advisory services is the fees charged for providing investment advisory services as described in Item 5 and Item 6 of this Disclosure Brochure.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

Agave Advisors is deemed to have limited custody of client funds and securities whenever Agave Advisors is given the authority to have fees deducted directly from client accounts. However, this is the

only form of custody Agave Advisors will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

When fees are deducted from an account, Agave Advisors is responsible for determining the fee and delivering instructions to the custodian. At the time Agave Advisors instructs the custodian to deduct fees from your account; the qualified custodian of the account will show on its quarterly account statement any fee deductions taken by Agave Advisors. Additionally, upon request, Agave Advisors will send you an invoice itemizing the fee. Itemization will include the formula used to calculate the fee and the time period covered by the fee.

Item 16 – Investment Discretion

When providing investment consulting services, Agave Advisors does not have any trading authority over your accounts. You will be responsible for implementing any investment recommendation or advice provided to you by Agave Advisors under investment consulting services.

When providing asset management services, Agave Advisors maintains trading authorization over your Account and will provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities, the amount of securities that can be bought or sold, and when to enact trades for your portfolio without obtaining your consent for each transaction.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power granted to Agave Advisors so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

Proxy Voting

Agave Advisors does not vote proxies on behalf of Clients. Therefore, it is your responsibility to vote all proxies for securities held in Account. You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided. Although we do not vote client proxies, if you have a question about a particular proxy feel free to contact us. However, you will have the ultimate responsibility for making all proxy-voting decisions.

Class Action Lawsuits

You retain the right under applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for you. Agave Advisors does not initiate such a legal proceeding on behalf of clients and does not provide legal advice to clients regarding potential causes of action against such a security issuer and whether the client should join a class-action lawsuit. We recommend that you seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit. Upon your specific instruction, we may provide assistance to you regarding an investment history related to the security underlying the individual, or class-action, lawsuit and may provide assistance with the completion of this portion of certain class-action

paperwork. At no time should such assistance be deemed as a substitute for consulting with legal counsel.

Item 18 – Financial Information

Agave Advisors does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Agave Advisors has not been the subject of a bankruptcy petition at any time.

Item 19 – Customer Privacy Policy Notice

In November of 1999, Congress enacted the *Gramm-Leach-Bliley Act* (GLBA). The GLBA requires certain financial institutions, such as investment advisor firms, to protect the privacy of customer information. In situations where a financial institution does disclose customer information to non-affiliated third parties, other than permitted or required by law, customers must be given the opportunity to opt out or prevent such disclosure. Agave Advisors does not share or disclose your information to non-affiliated third parties except as permitted or required by law.

Agave Advisors is committed to safeguarding your confidential information. Agave Advisors holds all personal information provided by you in the strictest confidence and it is the objective of Agave Advisors to protect the privacy of all clients. Except as permitted or required by law, Agave Advisors does not share confidential information about you with non-affiliated parties. In the event that there were to be a change in this policy, Agave Advisors will provide you with written notice and you will be provided an opportunity to direct Agave Advisors as to whether such disclosure is permissible.

To conduct regular business, Agave Advisors may collect personal information from sources such as:

- Information reported by you on applications or other forms you provide to Agave Advisors
- Information about your transactions implemented by others
- Information developed as part of financial consultations and analyses

To provide related services for client accounts, it is necessary for Agave Advisors to provide access to your information within the firm and to non-affiliated companies with whom Agave Advisors has entered into agreements. To provide the utmost service, Agave Advisors may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on behalf of Agave Advisors:

- Information Agave Advisors receives from you on applications (name, social security number, address, assets, etc.)
- Information about your transactions with others (account information, payment history, parties to transactions, etc.)
- Information about your financial products and services transaction with RFS

Since Agave Advisors shares non-public information solely to service you, Agave Advisors does not disclose any non-public personal information about its customers or former customers to anyone, except as permitted by law. However, Agave Advisors may also provide your information outside of the firm as required by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas.