



Waha Investment PrJSC

Form ADV Part 2A Brochure

Waha Investment PrJSC

Etihad Towers,
Tower 3, Floor 43,
Abu Dhabi, United Arab Emirates

Phone: +971 2 667 7343

www.wahacapital.ae

CRD Number: 286370

Date of Brochure: February 2019

This brochure provides information about the qualifications and business practices of Waha Investment PrJSC. If you have any questions about the contents of this brochure, please contact us at +971 2 667 7343. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state or foreign securities authority. Registration does not imply that Waha Investment PrJSC has attained a certain level of skill or training.

We encourage you to visit the SEC's Investment Adviser Public Disclosure (IAPD) for more information about Waha Investment PrJSC. The IAPD web address is www.advisorinfo.sec.gov

ITEM 2 – MATERIAL CHANGES

This section will be amended at least annually, as necessary, to identify material changes to the Brochure since the previous release of the Brochure.

ITEM 3 – Table of Contents

Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees; Side-By-Side Management	6
Item 7 – Types of Fund Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9 – Disciplinary Information	13
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics Policy, Participation or Interest in Client Transactions and Personal Trading	15
Item 12 – Brokerage Practices	16
Item 13 – Review of Accounts	19
Item 14 – Fund Client Referrals and Other Compensation	20
Item 15 – Custody	21
Item 16 – Investment Discretion	22
Item 17 – Voting Fund client Securities	23
Item 18 – Financial Information	24

ITEM 4 – Advisory Business

Waha Investment PrJSC. (“Waha”/ the “Company”) is an investment manager incorporated in 2009 as a private joint stock company under the laws of the Emirate of Abu Dhabi, United Arab Emirates. Waha is regulated by the Securities and Commodities Authority of the United Arab Emirates (“SCA”). Waha provides investment management services to open-ended funds and managed accounts.

Al Waha Capital PJSC is the owner of Waha. More information regarding ownership is available in our Form ADV Part 1.

Waha provides investment management services to the following types of clients (each referred to herein as “Client”):

Pooled Investment Vehicles: Waha provides investment management services to private pooled investment vehicles (initially seeded by Al Waha Capital PJSC) that are offered to investors on a private placement basis as set out below (herein referred to as the “Fund” or “Funds”). The investment vehicles are organized exclusively outside the United States and domiciled in the Cayman Islands. In connection with providing these investment management, Waha has been appointed as the investment manager with discretionary trading authorization.

Managed Accounts: In addition, Waha plans to provide discretionary investment management services for separately managed accounts (“Managed Account”). Generally, such Managed Accounts are managed by independent and unaffiliated asset managers (“Third Party Asset Managers”). Each of the Third Party Asset Managers may have broad authority to invest in a variety of U.S. and non-U.S. securities. We will obtain discretionary authority through Investment Management Agreements (to invest and reinvest the assets of the managed accounts from such Third Party Asset Managers as we deem to be consistent with the investment objectives of the managed account, such as risk tolerance, time horizon, strategy and, if applicable, restrictions specific to the account.

As of 31 December 2018, the most recent date for which calculations are available, Waha manages the following:

Discretionary Assets	\$683,774,586.17
Non-discretionary assets	\$0
Total assets under management	\$683,774,586.17

ITEM 5 – Fees and Compensation

Management fees:

For its services to the Funds, Waha generally charges a management fee of between 1.5% and 2% per annum. For Managed Accounts, the management fee charged by Waha will vary based on the size of the investment.

Waha charges fees in the manner specified in the IMA's with each Fund and they are generally calculated as a percentage of the annualised net asset value of each class of shares. Waha will generally invoice fees to a Fund on a monthly basis in arrears. The Administrator is responsible for payment of investment management fees to Waha. Subscriptions initiated or redemptions received during a period will be charged a prorated management fee. Upon termination of any subscription, any earned and unpaid fees will be due and payable.

Waha reserves the right to waive or modify the fee arrangements of an existing investor with the consent of such investor. In addition, each Fund reserves the right to impose different fees for different classes of shares.

The management fees of the Funds are detailed in the relevant Fund's Private Placement Memorandum.

Other Fees and Expenses

Each Fund will also bear its own operating and other expenses. These expenses may include:

- (a) The charges and expenses of auditors;
- (b) Custodian and administration expenses;
- (c) Brokers' commissions;
- (d) Government or government agency taxes and corporate fees;
- (e) Interest on borrowing;
- (f) Taxes, VAT and duties; and
- (g) Organisational expenses, including in relation to the provision of a registered office to the Fund.

ITEM 6 – Performance-based fees; side-by-side management

Waha has or may enter into performance or incentive fee arrangements with certain of our Funds and Clients. Waha will include realized and unrealized capital gains and losses in the calculation of performance based fees.

Performance fees are charged in accordance with the IMA with Clients. Generally, Waha charges Clients annual performance fees equal to 15% subject to a high water mark that ensures that we will not receive the performance fees, unless, and only to the extent, that there are cumulative net realized and unrealized capital gains allocated to an investor. Fees are calculated on an annual basis and paid to Waha once the Fund's auditors have signed off on the respective Fund's annual audit.

Waha reserves the right to waive or modify the performance based fee arrangements of an existing investor with the consent of such investor. In addition, each Fund reserves the right to impose different performance based fees for different classes of shares.

The performance based fees of the Funds are detailed in the relevant Fund's Private Placement Memorandum.

Waha generally only advises accounts which pay performance-based fees. While Waha does charge incentive fees to its clients, a conflict of interest arising in respect to such incentive fee is unlikely to occur. Where Waha would manage accounts that pay performance-based fees side-by-side with client accounts that do not pay such fees, there may be an incentive to favor client accounts from which Waha expects to receive greater fees. Waha will, as part of its broader compliance program, have a policy to address any such potential conflicts.

For Waha's allocation policies, please refer to Item 12 (B).

ITEM 7 – Types of Fund Clients

Waha's Clients consist of Cayman Islands based Hedge Funds.

Waha also plans to approach US Institutional Managed Accounts on a separately managed account basis.

Generally Waha's Funds have adopted a minimum investment level of USD5,000,000 for Share Class A and USD1,000,000 for Share Class B.

Details of each individual Fund's minimum subscription rules are set out in the relevant Fund's Private Placement Memorandum.

The strategies Waha recommends to Clients are:

Credit strategies:

The Waha CEEMEA Credit Fund targets an absolute return throughout market cycles. The fund primarily invests in hard currency fixed income instruments from Emerging Market corporate and credits in the CEEMEA region. The investment strategy is based on combining sovereign macro research and bottom up corporate credit analysis valuation overlay to create a portfolio of relative value trades.

Equity strategies:

The Waha MENA Equity Fund is an absolute return strategy investing in a diversified portfolio of companies spread across the MENA regional equity markets. The Fund employs a fundamental bottom up approach with a macro and technical overlay, is actively managed and has the ability to invest on the short side.

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

A. Methods of Analysis and Investment Strategies

Fixed Income trading strategies:

Investment Philosophy:

The strategy targets an absolute return throughout market cycles. In achieving this objective, the strategy seeks relative value opportunities across its selected markets and employs a long/short strategy to express those views. The strategy focuses purely on finding relative value opportunities in credit and does not take a view on underlying interest rates or any currency outside of USD (substantially hedging both exposures.)

Investment themes are identified through macroeconomic analysis at the global, regional, and sovereign level, and analysis on technical factors that may affect supply/demand dynamics. The strategy combines this macro and technical analysis with bottom up fundamental credit work to create a diversified (100+ line items) portfolio of relative value trades. The portfolio is diversified both by region and by relative value structure to ensure the portfolio performs in times of market stability as well as volatility. Examples of relative value structures include, but are not limited to, a sovereign vs another sovereign, a quasi-sovereign vs a sovereign, a corporate vs another corporate, a curve steepener/flattener, and a positive/negative basis trade. The strategy uses leverage to enhance the returns of relative value trades. Leverage is secured via committed facilities and the repo market.

The strategy invests primarily in liquid benchmark hard currency securities and may use credit derivative instruments, including but not limited to, credit default swaps to express views. The intention is to invest at least 80% of its Net Asset Value in securities or instruments issued by sovereigns, quasi-sovereigns and corporates that are located or listed in, or conduct the predominant part of their business activities in the regions of Central & Eastern Europe, Middle East and Africa (CEEMEA.)

The Investment Committee (IC) approves investments proposed by the Portfolio Managers (PMs) following the investment process. In conjunction with consultation from the CCO, the IC ensures compliance with internal policies and regulatory requirements. Recurring exceptions prompt close scrutiny from the committee and CCO.

Equity trading strategies:

Investment Philosophy:

The strategy invests in a diversified portfolio of companies spread across the MENA regional equity markets. The strategy follows an absolute return strategy employing a fundamental bottom up approach with a macro and technical overlay. The fund has a long bias but has the ability to implement shorts to generate alpha.

The investment strategy combines a "top down" view identifying broad investment themes with thorough "bottom-up" analysis at the individual security level. Investment themes are identified

through both macroeconomic analysis at the regional, sovereign level and sector level as well as analysis on technical factors including analysis of fund flows, investor positioning, major equity index inclusion and exclusion and major retail and institutional flows. Following identification of an investment theme, the Investment Manager translates the theme into individual trades. The security selection exercise involves in house fundamental research, leverage of sell side research and relationships with companies in MENA in order to develop internal views on value and/or growth prospects for a security. Where the security price differs materially from its underlying fundamental value or does not fully capture its growth potential, the strategy may take a long or a short position in such security.

The intention is to invest at least 80% of its Net Asset Value in Equities and Equity-Related Securities that are located or listed in, or conduct the predominant part of their business activities in, MENA. Notwithstanding this, the strategy may hold cash or invest in money market funds or other similar instruments on a short term or temporary basis for the purposes of managing risk exposure or efficient cash management.

The Investment Committee(IC) approves investments proposed by the Portfolio Managers (PMs) following the investment process. In conjunction with consultation from the CCO, the IC ensures compliance with internal policies and regulatory requirements. Recurring exceptions prompt close scrutiny from the committee and CCO.

Please note: There is no guarantee that any investment will achieve its objectives, generate positive returns or avoid losses. Mutual funds involve risk including possible loss of principal. Investors should carefully consider the investment objectives, risks, charges and expenses before investing. Please refer to the Fund's PPM for further information.

B. Material Risks Associated with Waha's Strategies

General Risks:

There is no guarantee that any investment will achieve its objectives, generate positive returns or avoid losses. Clients must be prepared to bear the loss of their investment, and the risks listed below do not constitute a comprehensive list of all possible risks of an investment.

Below is a summary of some of the material risks associated with the strategies run by Waha Investment:

Counterparty Risk:

- A client account may be exposed to credit risk of counterparties with whom it deals with in connection with investment management activity.

Currency Risk:

- Fluctuations in currency exchange rates may negatively affect the value of the client's investments or reduce the returns on the fund.

Key Person Risk:

- The success of a client account may significantly dependent upon the expertise of the management team of the Investment Manager. Any future unavailability of their service to the Fund could have a material adverse impact on performance.

Leverage:

- In order to implement its investment objective, the relevant account may use certain forms of leverage in order to enhance returns. While leverage presents opportunities for increasing total returns, it has the effect of potentially increasing losses as well, as well as causing transactional costs. Accordingly, any event which adversely affects the value of an investment by the fund would be magnified to the extent leverage is employed. The cumulative effect of the use of leverage in a market that moves adversely to a leveraged investment could result in a substantial loss, which would be greater than if leverage were not used, and reduced return for the relevant account.

Liquidity Risk:

- The possibility that an instrument cannot be obtained, closed out, or sold at (or very close to) its economic value. As individual markets evolve, their liquidity will gradually change, but market liquidity can also fluctuate rapidly during stress periods.

Market Risk:

- Market risk is the possibility that an asset/position will lose value due to a change in the price of the underlying instrument, change in the value of an index of financial instruments, changes in various interest rates, or other risk factors.

Operational Risk:

- Usually defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. Legal and fraud risks, in addition to risks related to trading and settlement errors, exist within Operational Risk, and the management of these risks requires preventative procedures and operational controls.

Political Risks:

- Investments may be subject to changing political environments, regulatory restrictions and changes in government institutions and policies, any of which could adversely affect investments.

Settlement Risk:

- Settlement risk is the possibility of a loss from a counterparty that does not perform after funds or assets have been delivered (before receiving the contractual proceeds). Settlement risk may result from time differences between foreign counterparties, delivery that is not synchronized with payment, or method of payment delays.

Short Sales:

The relevant account may engage in short selling of securities as part of its trading strategy. A short sale involves the sale of a security that the strategy has borrowed in the expectation of purchasing the same security (or a security exchangeable for it) at a later date at a lower price to return it to the lender. Since the borrowed securities must later be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Theoretically, the potential loss on the securities sold short is unlimited as there is no ceiling on how far the price of the security may rise.

Regulatory Risk:

- Regulatory risk is the risk that a change in laws and regulations will materially impact a security, business, sector or market. A change in laws or regulations made by the government or a regulatory body can increase the costs of operating a business, reduce the attractiveness of an investment, or change the competitive landscape.

Risks Associated with Particular Types of Securities:**Concentration of Holdings:**

- The relevant client account may make certain investments that will constitute a significant percentage of the account's assets. Any losses incurred in connection with these concentrated holdings will have a significant effect on the success of the account. In addition, the funds may have to hold these investments for a long period and thus may be unable to participate in other trading opportunities.

Emerging Markets:

- Accounts will retain a bias towards the emerging markets. Such investments involve risk factors and special considerations which may not be typically associated with issuers or creditors in more developed markets. Political or economic change and instability may be more likely to occur and have a greater effect on economies and markets of emerging countries. Adverse government regulation, policies or actions, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other developments in the laws and regulations of emerging countries, including expropriation, nationalization, temporary or continuing freeze of assets or confiscation could result in loss to the fund.

Equities:

- Equities invested in by the relevant account may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions with regard to the size or operating experience of the companies in which the account may invest.
- In addition, companies in the investment universe may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth, and companies with new products or services could sustain significant losses if projected markets do not materialize.
- Privately placed securities and other illiquid securities owned by the account may be difficult to sell, be saleable only at a substantial discount or upon registration with a regulator, and present valuation difficulties.

Fixed Income Securities:

- The relevant account may invest in bonds or other fixed income securities, including, without limitation, commercial paper and higher yielding (including non-investment grade and, therefore, higher risk) debt securities. The account will therefore be subject to credit, liquidity and interest rate risks.
- Higher-yielding debt securities are generally unsecured and may be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured on

- substantially all of the issuer's assets. The lower rating of debt obligations in the higher-yielding sector reflects a greater probability that adverse changes in the financial condition of the issuer or in general economic conditions or both may impair the ability of the issuer to make payments of principal and interest.
- Non-investment grade debt securities may not be protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparisons across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. It is likely that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Frequent Trading:

- The funds are actively traded and therefore the possibility of greater expenses to an account, including brokerage commissions or dealer markups and other transaction costs due to frequent trading and portfolio turnover, are possible.

ITEM 9 – DISCIPLINARY INFORMATION

A. Criminal or Civil Proceedings

None

B. Administrative Proceedings Before Regulatory Authorities

None

C. Self-Regulatory Organization (SRO) Proceedings

None

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration

Waha is not registered and does not have an application pending as a securities broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator (“CPO”), or Commodity Trading Advisor (“CTA”) Registration Status

Waha is not registered and does not have an application pending as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor.

C. Hedge Fund Affiliates

Waha serves an investment manager to the segregated portfolios of Waha Investment Management Company SPC, a Cayman Island based, and Cayman Island Monetary Authority (“CIMA”), regulated hedge fund.

D. Waha Capital Investments LLC

Waha, acting on behalf of the Funds, has entered into Investment Agency Agreements with Waha Capital Investments LLC (“WCI”). Pursuant to the Investment Agency Agreements, WCI can execute trades for certain investments that the Funds may not otherwise be able to access.

E. Other related Persons

Al Waha Capital PJSC is the parent company (the Parent) of Waha. The Parent injected the seed capital in Waha Investment Management Company SPC which Waha currently manages and referred to in (C) above.

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

A. Code of Ethics

Waha recognizes the importance of establishing and maintaining a set of core values and approaches to the process of doing business. One of our most valuable assets is our reputation for integrity, professionalism and fairness. We recognize that our actions are the foundation of our reputation and adhering to the Code of Conduct (herein referred to as the “Code”), all company policies and procedures and applicable law is imperative. The Company has obligations to all those with whom it has dealings, including shareholders, customers, partners, suppliers, employees, regulators and the wider community.

Standards of Conduct

Following is the summary of the Code’s core principles and applies to all its employees:

- The Company demands, and will maintain, the highest ethical standards in its business activities.
- Employees must strive to foster a culture of honesty and accountability.
- Treat our customers, suppliers, distributors, competitors and employees fairly and in a non-discriminatory manner.
- Place the interests of the clients first and above one’s own personal interest.
- Conduct all personal transactions in a manner consistent with the Code.
- Avoid actual and potential conflicts of interest.
- Preserve confidentiality of the client information and transactions.
- Strictly adhere to the applicable rules and regulatory requirements including that of AML and KYC.

All employees must acknowledge the terms of the Code upon joining and on an annual basis.

Clients or prospective clients may upon request, receive a copy of the Code by contacting their client service representative.

B. Participation or Interest in Client Transactions and Personal Trading

The Company does not engage in any proprietary trading and all employees are required to follow the Company’s Code and Personal Account Dealing policy for their own personal trading. Buying or selling of securities and other financial instruments while in possession of inside information is prohibited by law and by the Company policy, as is the communication of that information to others unless for a valid business reason and in a controlled manner. Pre clearance is required for employees to trade in securities and the trading is continually monitored to reasonably prevent any conflicts of interest.

C. Conflicts of Interest

The Company requires all of its Directors and employees to act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships. All Employees must be sensitive to any activities, interests or relationships that might interfere with, or even appear to interfere with, their ability to act in the best interests of the Company and our clients. Employees are not allowed to have any financial or other business relationships with clients, service providers or competitors that might impair or give the appearance of impairing, the independence of any decision or action they may need to make in the best interests of the Company and the Clients.

ITEM 12 – BROKERAGE PRACTICES

Waha operates the following brokerage practices:

A. Soft Dollars

When a broker-dealer or other intermediary provides Waha (on behalf of Clients and the Funds) with services or products other than transaction execution, or pays for those services or products on Waha's behalf such as free research or non –research – related-services, etc. in recognition of the portfolio execution business done with that broker-dealer or other intermediary, Waha is said to have acquired those services with "Soft - Dollars."

Waha has the option to use "soft dollars" generated by Client accounts or Funds to pay for the research related services described above. The products and services available from brokers include both internally generated items (such as research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment). Section 28(e) of the United States Securities Exchange Act of 1934, as amended (the "1934 Act") provides a "safe harbor" to investment managers who use soft dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the Company in the performance of investment decision-making responsibilities. In the event that the Company utilizes allocations of commission dollars it will do so solely to pay for products or services that qualify as "research and brokerage services" within the safe harbor of Section 28(e).

Because Section 28(e) is a safe harbor, it cannot be violated. It is the general policy of Waha, however, to limit its use of soft dollars so as to remain within the Section 28(e) safe harbor.

Practices:

Generally brokers provide in the normal course of business the following services in addition to transaction execution service and generally do not provide pure execution services:

- Research
- Arranging conferences and meetings for all their clients and wherein the representatives of all their clients are invited by broker to attend such conferences and meetings.
- sales coverage; i.e having designated sales staff to attend to queries from the AMC or arranging meetings for the AMC's research staff with the broker's analysts

The commission paid to the broker is one composite percentage figure and is not split in to two parts, (i.e. one representing the cost for execution and the other part representing the cost for research and other services).

B. Aggregate Trade Allocations and Trade Errors

Aggregate Trade Allocations

When Waha trades the same security in more than one Client or Fund account, we generally attempt to batch or "bunch" the trades in order to create a "block transaction." Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. We will determine in advance a trade's proposed allocation among our Funds. When we fill a block order in its entirety, each participating client account generally will receive the average share price for all such purchase or sales executed during the trading day. When we partially fill a block order, we will generally allocate pro-rata on the basis of the client's participation in the transaction. Each client

account generally will receive the average price obtained on all such purchases or sales made during such trading day. Orders may be aggregated when permitted in accordance with applicable law.

In certain cases, we may determine that pro rata allocation is not appropriate and will base the allocation upon relevant factors such as investment needs or objectives, portfolio styles, and the existing holdings of the Funds. Waha may decide not to aggregate trades with the same broker-dealer if we feel that the decision is in the best interests of our Clients and Funds. In addition, we may or may not purchase or sell the same security for each client that could transact in the security under the account's investment objectives, depending on various factors, including the size of the accounts, cash availability in each account and each account's investment restrictions and investment strategies.

Although allocating orders among clients may create potential conflicts of interests because we may receive greater fees or compensation from some client accounts than other clients, or because we may be affiliated or have other relationships with certain clients, we will not make allocation decisions based on such interests, greater fees or compensation.

During the initial ramp-up investment period for a new Client or Fund, Waha may overweight the allocation of securities or investments purchased in a bunched transaction due to the relatively high percentage of a new Fund's un-invested balance or the percentage of a new Fund's assets typically held in cash or short-term investments. Trade allocations are sampled on a regular basis as part of the Legal & Compliance Department's trade oversight and review procedures in an attempt to ensure fairness over time.

Trade errors

In the event that we cause a trade error, our policy states that we ensure that the error is resolved in the best interests of the Fund and Client. This means that trades are adjusted as needed in order to put the Fund and Client in such a position as if the error had never occurred. We review all trade errors to ensure they are resolved timely and accurately and that they do not indicate a recurrent pattern. In correcting trade errors, we or the party responsible for the error will bear the cost of correcting the error. Trade errors resulting in losses to Fund and Client accounts will be reversed and the account compensated accordingly, subject to any losses being above a de minimus threshold.

Any gains resulting from trade errors discovered after settlement will generally be credited to the Fund and Client account. To the extent a trade error in a Fund and Client account results in a gain, we allow the Fund and Client to keep the benefit, unless the gain offsets a loss in connection with a single transaction or occurrence or a series of related transactions, in which case any such gains and losses are netted unless prohibited by applicable regulation or a specific agreement with the Fund and Client.

In general, compensation is expected to be limited to direct monetary losses and will not include any amounts that Waha deems to be speculative or uncertain, nor will it cover investment losses not caused by the error.

C. Brokerage Partners and Best Execution

Waha places orders for execution in accordance with our best execution policy, procedures and criteria (please see below). Our brokerage policy seeks to achieve the most favourable transaction for each Fund taking into consideration the investment strategy, Private Placement Memorandums, and client specific instructions.

While Waha has no obligation to seek competitive bidding in advance for the most favourable commission rate applicable to any particular portfolio transaction or to select any broker or

counterparty on the basis of its purported or "posted" commission rate, we try to be aware of the current level of the commissions of eligible broker-dealers and minimize the expenses incurred for effecting Client transactions to the extent consistent with the interests and policies of each Client. Although we generally seek competitive commission rates, we may not necessarily pay the lowest commission.

Waha uses the following factors when selecting and evaluating brokers and counterparties:

- The execution capability of the broker-dealer
- The desired timing of the trade and the broker-dealer's ability to meet our requested speed of execution;
- The order size and market depth;
- The broker-dealer's access to primary markets and quotation sources;
- The broker-dealer's access to certain markets;
- The trading characteristics of the security;
- The creditworthiness of the broker-dealer;
- The financial responsibility of the broker-dealer;
- The ability of the broker-dealer to act on a confidential basis;
- The ability of the broker-dealer to act with minimal market impact;
- The ability of the broker-dealer to locate sources of liquidity and to effect transactions when a large block of securities is involved or where liquidity is limited;
- The overall responsiveness of the broker-dealer;
- The broker-dealer's ability and willingness to commit capital;
- The broker-dealer's trade processing and settlement capabilities;
- The broker-dealer's ability to engage in after-hours and cross-border trading;
- Other factors that may bear on the overall evaluation of best price and execution.

ITEM 13 – Review of Accounts

A. Frequency of Reviews:

The Portfolio Manager and the Chief Risk Officer review each Fund on a regular basis (daily, weekly or monthly, as deemed appropriate), to determine amongst other things, whether each Fund is appropriately positioned and whether investment objectives and policies are being followed.

B. Written reports:

Investors in the Funds receive on a weekly or monthly basis, as applicable: (i) statements from the applicable third party Administrator, which include the change in net asset value of their accounts since the last reports that were provided, (ii) statements from Waha, which include the change in net asset value of their accounts since the last reports that were provided and (iii) Fact Sheets from Waha with a brief explanation of the relevant Fund's recent performance. Investors in the also Funds receive annual audited financial statements.

ITEM 14 – Fund Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

Neither Waha, nor any of its employees receives any economic benefit, sales awards or other prizes from any outside parties for providing investment advice to Clients.

B. Compensation to Financial Intermediaries, Consultants and Other Third Parties

Currently, Waha does not pay any form of compensation to Financial Intermediaries, Consultants and Other Third Parties for client referrals.

ITEM 15 – Custody

Waha does not maintain physical possession of the cash and securities of any client account. Each Fund has entered into an agreement with a qualified custodian bank that serves as custodian of the cash and/or securities for such Fund.

However, Waha may be deemed to have constructive custody of client assets if Waha has the authority pursuant to an agreement with a client to instruct the client's custodian to deduct and pay Waha's advisory fees from the client's account. Waha also may be deemed to have custody of the assets in a particular Fund as it or its associated persons may act as the director of such commingled Fund. The authority granted to directors of commingled funds may provide such persons access to client funds or securities. As a result, Waha is deemed to have constructive custody of the assets of those commingled funds. Such assets are maintained with a "qualified custodian".

ITEM 16 – Investment Discretion

Waha is retained to manage the Fund's accounts on a discretionary basis and as such we determine which investments are bought or sold, the total amount of investments to be bought or sold (if applicable), the broker or dealer through which the securities are to be bought or sold and the commission rates to be paid. In exercising our investment discretion, Waha is guided by the IMA in place for each Fund and the Private Placement Memorandums, which details the Fund's investment strategy, the types and amounts of investments that will comprise the portfolio and any specific investments restrictions.

ITEM 17 – Voting Client Securities

Pursuant to our proxy voting policies and procedures, we may take steps to exercise proxies on securities held in Fund and Client accounts where authority to vote proxies has not been expressly reserved to the Fund or Client in the investment or advisory agreement or other documentation.

However, unless otherwise agreed with the Fund or Client, we have no obligation to ensure that proxies are voted on. If we vote proxies, it is our aim to see that proxies are voted in the best interest of our Fund and Clients.

As an alternative to giving us discretion to vote proxies, Clients may provide us/their custodian with their own written proxy voting guidelines or their own policies, procedures or directions regarding the voting of a proxy or proxies.

Clients may obtain information about how their securities were voted upon request by contacting us at our main office at the address given above. Upon request, Clients may also obtain from us a copy of our proxy voting policies and procedures and a copy of the applicable guidelines.

ITEM 18 – Financial Information

Waha is required in this Item to provide certain financial information or disclosures about our financial condition. Waha is solvent and is not in a "precarious financial condition" (as that phrase is defined or used by the SEC). We have no financial condition that impairs our ability to meet contractual and fiduciary commitments to clients and have not been the subject of a bankruptcy proceeding.

A. Prepayment requirement:

Waha does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

B. Financial condition:

Waha is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Clients and Funds.

C. Bankruptcy Filings:

Waha has not been the subject of a bankruptcy petition at any time during the past ten years.

For further information please contact

Name: George Mullan

Email: george.mullan@wahacapital.ae

Phone: +971 2 403 9347

Concerning communications with clients; Additional Information

Waha seeks to communicate with clients in the most efficient manner possible. To that end, Waha intends to use e-mail to communicate with clients in lieu of paper mail, unless otherwise requested. Clients should expect all communications to be effected electronically once they have provided preferred e-mail addresses and appropriate consents to an authorized Waha representative. Clients may be asked to provide consent to the receipt of regulatory disclosures or other documents, statements and other information in electronic form, and are urged to provide such consents, as this will accelerate the receipt of important information.

Additional information about Waha and its affiliates, you are invited to visit <http://www.wahacapital.ae/>. After reviewing the site, if you have questions, please feel free to contact any person listed in this document.