

Innocap Global Investment Management (Ireland) Ltd

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Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of Innocap Global Investment Management (Ireland) Limited (“**IGIM**”). If you have any questions about the contents of this brochure, please contact us at (353) 1660 1542 or Terence.Tinnelly@innocap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

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

IGIM is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940 (the “**Advisers Act**”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training.

Item 2: Material Changes

This Brochure dated January 29th, 2019 reflects the following material changes since the last version dated May 29th, 2018:

- *Upcoming termination of InRIS QIAIF plc mandate (anticipated to occur on February 28th, 2019)*

Item 3: Table of Contents

<u>ITEM 2: MATERIAL CHANGES</u>	<u>II</u>
<u>ITEM 3: TABLE OF CONTENTS</u>	<u>I</u>
<u>ITEM 4: ADVISORY BUSINESS</u>	<u>2</u>
<u>ITEM 5 - FEES AND COMPENSATION</u>	<u>3</u>
<u>ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT</u>	<u>5</u>
<u>ITEM 7 - TYPES OF CLIENTS</u>	<u>5</u>
<u>ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS</u>	<u>5</u>
<u>ITEM 9 - DISCIPLINARY INFORMATION</u>	<u>7</u>
<u>ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS</u>	<u>8</u>
<u>ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING</u>	<u>11</u>
<u>ITEM 12 - BROKERAGE PRACTICES</u>	<u>12</u>
<u>ITEM 13 - REVIEW OF ACCOUNTS</u>	<u>13</u>
<u>ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION</u>	<u>14</u>
<u>ITEM 15 - CUSTODY</u>	<u>14</u>
<u>ITEM 16 - INVESTMENT DISCRETION</u>	<u>14</u>
<u>ITEM 17 - VOTING CLIENT SECURITIES</u>	<u>14</u>
<u>ITEM 18 - FINANCIAL INFORMATION</u>	<u>14</u>

Item 4: Advisory Business

Innocap Global Investment Management (Ireland) Limited

IGIM is a private company limited by shares registered under Part 2 of the Companies Act 2014 in Ireland on 22 February 2016. IGIM has been approved by the Central Bank of Ireland as an “Alternative Investment Fund Manager” pursuant to the Directive 2011/61/EU and a UCITS management company under Regulation 17 of the European Communities (Undertaking for Collective Investment in Transferable Securities) Regulation 2011 (S.I. No. 352 of 2011), as amended. Voting shares of IGIM are held by Innocap Investment Management Inc. (“**Innocap**”), which, as of the date of this Brochure, is owned by BNP Paribas (“**BNPP**”) (50%), CDP Investissements Inc. (30%), a wholly-owned subsidiary of la Caisse de dépôt et placement du Québec (“**CDPQ**”), and Innocap’s management, via 10313157 Canada Inc. (20%).

Investment Management Services

IGIM may provide investment management and advisory services to pooled investment vehicles, pension funds, financial institutions, management companies and other accredited investors within the meaning of the laws of the relevant jurisdictions, as amended from time to time. In connection with providing these investment management and advisory services, IGIM may act as investment manager with discretionary and non-discretionary trading authority depending on the type of mandate.

More specifically, IGIM is responsible for: (i) the management of investment vehicles; (ii) monitoring and risk management of investments made by all investment vehicles managed by IGIM; and (iii) ensuring compliance of investment vehicles managed by IGIM with their respective investment guidelines.

When acting on a discretionary basis, IGIM generally delegates the management of a client’s portfolio, in accordance with the client’s investment guidelines and restrictions, to a sub-advisor (a “**Trading Advisor**”). In certain structures, portfolio management is delegated to the Trading Advisor directly by the Fund (as such term is defined below). In addition, Innocap may provide various services to its clients including risk management, asset control, reporting and due diligence and supervises the trading activities of the Trading Advisor.

IGIM serves the Funds, as defined below, in various capacities, as detailed below:

- as investment manager and portfolio manager of an Irish open-ended umbrella investment company established as undertakings for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations and management company and portfolio manager to an Irish open-ended umbrella investment company established as undertakings for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations (together, the “**UCITS Funds**”);
- as alternative investment fund manager and portfolio manager to two Irish qualifying investor alternative investment funds¹ (along with the UCITS Funds, the “**Irish Funds**”); and
- as platform manager to several funds established as (1) Delaware limited partnerships which are dedicated to a sole Canadian investor, (2) a Delaware limited liability company which is dedicated to a sole US investor (together the “**Delaware Funds**”) and (3) sole investor exempt companies incorporated in the Cayman Islands (the “**Cayman Funds**”).

¹ It is expected that one of the mandates, for InRIS QIAIF plc, will be terminated on February 28th, 2019.

In addition, Innocap supports IGIM in connection with its offering of technical assistance and support services to a fund of a Luxembourg SICAV and investment management services to another fund within the same structure (the “**Luxemburg Funds**”, and together with the Irish Funds, the Delaware Funds and the Cayman Funds, the “**Funds**”).

The management of the portfolio of the Funds is delegated to sub-advisors (the “**Trading Advisors**”), which implement various types of investment strategies following their respective investment approaches.

The Funds are divided between two types of funds:

- (1) Funds in which the assets of several investors are pooled (“**Commingled Funds**”); and
- (2) Funds dedicated to a sole investor (“**Dedicated Funds**”).

Commingled Funds provide investors with access to various investment strategies while dividing the costs and expenses between several investors. Dedicated Funds offer investors a tailored and dedicated approach to their investment needs subject to additional requirements which may consist of a higher minimum subscription amount. Investors in the Dedicated Funds may be granted a broader role than investors in Commingled Funds, including input on investment guidelines and restrictions.

Investment Restrictions

Investors in the Dedicated Funds may impose restrictions on investment in certain securities or types of securities.

Investors in the Commingled Funds are generally not permitted to impose restrictions on investment in certain securities or types of securities.

Clients’ Assets

As of October 31st, 2018, IGIM managed USD 5,896,010,356 on a discretionary basis.

Item 5 - Fees and Compensation

Compensation

With respect to the Funds, IGIM is generally paid an investment management fee that is negotiated and based on the net asset value (“**NAV**”) of each class of shares of the Funds. The management fees are payable monthly or quarterly in arrears at the end of each relevant payment period and are deducted from each class of shares of Funds. In addition, IGIM may receive fees generated through share class FX hedging services. The Funds launched or terminated during the relevant monthly or quarterly period will be charged a pro-rated fee. The fees payable by each Fund are set forth in detail in each of the Funds’ respective offering documents.

Additional Fees

Funds managed by IGIM may also bear the following fees:

Trading Advisor Fees

Fees paid to the Trading Advisors vary and generally include a management fee based on the NAV of the relevant Fund and a performance fee based on the net trading gain of this Fund. Further details can be obtained from IGIM and are disclosed in the relevant offering documentation (where applicable).

Administration Fees

The Funds may also bear administrative fees and expenses based on the NAV of the Funds, sometimes subject to a minimum fee, which may include administration fees, registrar and transfer agent fees and expenses, accounting, audit and legal costs, custodial fees, bookkeeping and recordkeeping costs, communication and promotional expenses, other professional fees and expenses, any trading and investment-related costs and expenses and dissolution costs, regardless of whether profits are realized.

Trading Fees

Certain types of strategies employed in the Funds, or in underlying investment vehicles in which the Funds invest, may require frequent changes in trading positions and consequent portfolio turnover. This may involve brokerage commission expenses exceeding those of other investment schemes of comparable size. In relation to such Funds, they must therefore make meaningful profits from their investments to avoid depletion or exhaustion of their assets from these and other expenses.

Other Fees

The Funds may be subject to other types of fees including initial set-up fees, administration services and related software fees, banking commissions and charges, custodian fees, legal fees, audit fees and other professional advisory fees, company secretarial fees, registration and statutory fees, regulatory fees, translation and accounting expenses, interest on borrowings, insurance costs and/or premiums, director and officer fees and expenses, licensing and government filing fees, taxes and governmental expenses applicable to the Funds, costs of preparation, translation, printing and distribution of reports and notices, marketing material and advertisements and periodic update of the offering documentation, stock exchange filing fees, expenses in connection with registration, listing and distribution of the Funds issued or to be issued, expenses in connection with obtaining and maintaining a credit rating for any Fund, expenses of shareholders meetings, expenses of the publication and distribution of the NAV, clerical costs of issue or redemption of shares, postage, telephone, facsimile and telex expenses, costs of litigation, brokerage, research and market data expenses (except to the extent that all or a portion of its costs in respect of brokerage or research-related services or products are paid through the use of "soft dollars", where permitted) and any other expenses in each case together with applicable value added taxes. For more details on brokerage practices, please refer to Item 12.

Except as stated above and where applicable, the Funds will reimburse the investment manager and/or the relevant service providers, as applicable, for all costs and expenses incurred or paid by them associated with the set-up costs for the Funds and the Funds' ongoing operations. This will include all customary expenses including, but not limited to, maintaining the Funds' registered office in the relevant jurisdiction, annual governmental registration and authorisation fees, legal and audit expenses, administrative, custodian, rating agency fees, pricing services fees, costs and expenses of third-party risk management products and services (including but not limited to the costs of risk management software or database packages) consultant and other service provider expenses and fees, background checks and other due diligence fees, printing, mailing, costs related to communication with investors, tax consultation, compliance services, administrative costs in relation to annual reports and financial information, and similar ongoing expenses. The fees and expenses payable to service providers may change from time to time.

Fees and charges which are applicable to a particular Fund shall be charged to it and other charges will be allocated to the Funds in a manner which IGIM believes is fair and equitable. Some charges may be split equally among Funds or may be allocated pro rata to the net assets in each Fund.

Side Letters

Where permitted under applicable laws and regulation, IGIM may enter into letter agreements with certain investors granting different business and investment terms which may not be available to the other investors, provided that doing so does not adversely affect other investors.

Item 6 - Performance Based Fees and Side-by-Side Management

IGIM does not charge any performance-based fees to its clients.

Item 7 - Types of Clients

Type of clients

IGIM provides investment management services to clients that are investment funds. In respect of the Funds, investors may include some or all types of qualifying investors as set forth in the relevant offering documentation and, solely with respect to the UCITS Funds, retail investors.

Minimum account size

The minimum subscription amount in a Fund varies. With respect to a Dedicated Fund, the minimum initial investment is generally higher than in Commingled Funds, but may vary depending on the investment objectives and particular circumstances of a specific account.

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

Methods of Analysis

IGIM offers advice on the selection and appointment of Trading Advisors. IGIM performs due diligence on, and monitors, the Trading Advisors' activities relating to the Funds. IGIM generally evaluates potential Trading Advisors by considering a variety of different factors including, without limitation: education, experience, background and reputation of key personnel, investment philosophies, risk management techniques employed, operational capabilities, risk/reward attributes of each Trading Advisor's strategy, portfolio composition, information obtained through personal interviews and literature, as well as economic factors.

Investment Strategies

The Funds may deploy various strategies, including:

- Multi-Strategy;
- Credit;
- Structured Credit;
- Credit – Multi-Strategy;
- Commodity – Relative Value;
- Convertible Arbitrage;
- Dedicated Short Bias;
- Emerging Markets;
- Equity Market Neutral;
- Event Driven – Distressed;
- Event Driven - Multi-Strategy;

- Event Driven – Risk Arbitrage;
- Fixed Income Arbitrage;
- Fixed Income Long Only;
- Volatility Arbitrage;
- Global Macro;
- Europe High Yield;
- US High Yield;
- Long Only;
- Long/Short Equity;
- Systematic;
- Hedge Fund Index Replication; and
- Managed Futures.

Risk of Loss

There can be no assurance that the investment strategies implemented in the Funds will be successful and that their investment objective(s) will be achieved. The Funds could realize substantial or total losses, rather than gains and investors should be prepared to bear this risk.

Profitable trading is often dependent on anticipating trends or trading patterns. In addition, markets experiencing random price fluctuations, rather than defined trends or patterns, may generate a series of losing trades. There have been periods in the past when the markets have been subject to limited and ill-defined price movements, and such periods may reoccur. Any factor which may lessen major price trends (such as, but not limited to, governmental controls affecting the markets) may reduce the prospect for future trading profitability. Any factor which would make it difficult to execute trades, such as reduced liquidity or extreme market developments responsible for maximum increase in price allowed in a single day could also be detrimental to profits or cause losses. Increases in margin levels on financial instruments may occur in the future. Such increased margin and other potential regulatory changes may adversely impact the trading strategies. No assurance can be given that the trading techniques and strategies of the Funds will be profitable in the future.

The following is a non-exhaustive list of the more common risks that investors should consider in connection with an investment in the Funds:

- Investments in, or linked to, hedge funds are highly speculative and may be highly volatile;
- Transferability and withdrawals of shares in the Funds may be restricted or suspended;
- Although the hedge fund strategies implemented by the Trading Advisors may provide the opportunity for positive returns, investors in such strategies may also experience significant volatility and incur the risk of permanent capital loss;
- Investors shall bear the financial risk and limited liquidity of underlying investments;
- Multiple level of fees and expenses may be payable by the Funds which can reduce a client's returns;
- Underlying instruments may be hard to value;
- There can be no assurance that the hedge fund strategies implemented by the Trading Advisors will achieve the investment objective.

Investors should carefully review the sections regarding the investment strategy and approach, risk factors and conflicts of interests contained in the offering documentation of the Fund in which they intend to invest. Investors should also consult their financial, legal and tax advisors before making an investment decision.

Item 9 - Disciplinary Information

IGIM and its employees have not been involved in any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of IGIM's investment management business or the integrity of its management.

From at least 2004 through 2012, BNPP, one of Innocap's shareholders, knowingly and willfully moved over \$8.8 billion through the U.S. financial system on behalf of Sudanese, Iranian, and Cuban sanctioned entities, in violation of U.S. economic sanctions, including more than \$4.3 billion in transactions involving entities that were specifically designated by the U.S. Government as being cut off from the U.S. financial system. BNPP engaged in this criminal conduct through various sophisticated schemes designed to conceal from U.S. regulators the true nature of the illicit transactions. On June 30, 2014, the U.S. Department of Justice (the "**Department of Justice**") and the Office of the U.S. Attorney for the Southern District of New York (the "**SDNY**", and together with the Department of Justice, the "**DOJ**") filed a notice of intent to file a one-count criminal information in the District Court for the Southern District of New York (the "**District Court**"), and the New York County District Attorney's Office ("**DANY**") filed a two-count criminal information in the Supreme Court of the State of New York, County of New York (the "**Supreme Court**") against BNPP. The DOJ's information, which was filed on July 9, 2014, charged BNPP with conspiracy to commit violations of the International Emergency Economic Powers Act and the Trading with the Enemy Act, and regulations issued thereunder. DANY's information charged BNPP with the crime of falsifying business records in the first degree and conspiracy in the fifth degree. BNPP agreed to resolve the action brought by DANY through a plea agreement dated June 30, 2014 and the action brought by the DOJ through a plea agreement dated June 28, 2014 (the "**Plea Agreements**"). The Plea Agreements required BNPP to plead guilty to the charges set out in the respective information and to pay over \$6.2 billion to the U.S. and New York state governments. The Plea Agreements also required BNPP to lawfully undertake certain remedial actions to address the conduct described in the Plea Agreements and the attachments thereto (the "**Conduct**"). On April 15, 2015, BNPP was sentenced by the Supreme Court to a three-year conditional discharge, in line with the DANY Plea Agreement, while requiring BNPP to implement compliance procedures and training, among other things. On May 1, 2015, the District Court entered a final judgment of conviction against BNPP, while requiring remedies that are materially the same as those set forth in the DOJ Plea Agreement, including a term of probation of five years and an obligation of continued cooperation.

BNPP also entered into regulatory settlements relating to the Conduct. BNPP agreed to enter into a Cease and Desist Order Issued Upon Consent with the Board of Governors of the Federal Reserve System (the "**Federal Reserve**") and the French Autorité de Contrôle Prudentiel et de Résolution (the "**ACPR**") to resolve certain findings by the Federal Reserve and ACPR relating to the Conduct. BNPP also agreed to enter into an Order to Cease and Desist and Order of Assessment of a Civil Money Penalty Issued Upon Consent with the Federal Reserve to resolve certain findings by the Federal Reserve relating to the Conduct. BNPP and the New York State Department of Financial Services (the "**DFS**") entered into a Consent Order to resolve certain findings by the DFS relating to the Conduct. Additionally, BNPP entered into a Settlement Agreement with the United States Department of the Treasury's Office of Foreign Assets Control ("**OFAC**") to resolve certain findings by OFAC relating to the Conduct. The settlement with the Federal Reserve required BNPP to pay \$508 million to the Federal Reserve, while the settlement with the DFS required BNPP to pay \$2.2434 billion to the DFS.

Neither IGIM, Innocap nor any other affiliate of BNPP registered with the SEC as an investment adviser under the Investment Advisers Act or a broker-dealer under the Securities Exchange Act of 1934 was named in any of these settlements or involved in the Conduct underlying these settlements.

In addition, pursuant to a decision by the Finansinspektionen (Sweden) on April 29th, 2013, CDPQ had to pay a penalty fee of SEK 1 million for failure to report, within the time limit prescribed by law, an increase in its holding of shares in Semafo Inc. which exceeded 5% of the total shares and 5% of the number of votes for all shares in Semafo Inc.

Item 10 - Other Financial Industry Activities and Affiliations

IGIM is based in Ireland and is mainly engaged in the business of managing alternative investment funds.

IGIM is also registered as a commodity pool operator, and therefore regulated by the U.S Commodity Futures Trading Commission and is a member of the National Futures Association.

IGIM has retained Innocap, its parent company, to provide certain non-discretionary advisory and support services to IGIM. The services provided by Innocap include risk management assistance, advisory and related services in respect of funds managed by IGIM. Innocap may provide advice in respect of potential investments and price movements relating to same. Innocap may provide analysis in respect of the progress of investments made by the Funds and the provision of reports relating to these investments. Innocap can also assist IGIM in its assessment of compliance with investment restrictions and in its due diligence of potential trading advisors. In addition, Innocap can assist with the reconciliation of reports received from AIFM delegates and can provide assistance with regard to the operational set up of any new funds. Other typical clerical services which may also be required, such as assisting with financial statements and statutory reports, and inputting payments to be processed by IGIM in relation to its bank accounts (and not the Funds'). Innocap's role is facilitative only.

Please note that the above-mentioned list should not be construed as being exhaustive but rather as being a summary of the services provided by Innocap to IGIM.

Please also note that IGIM has relationships and arrangements that are material to its advisory/management/business and/or its clients with the following entities that are related persons (the "**Related Persons**"):

Alstra Fund PLC: IGIM acts as the alternative investment fund manager of Alstra Fund PLC.

BNPP: IGIM is wholly-owned by Innocap which is partially owned by BNPP. BNPP is a French Société anonyme (S.A.) that holds 50% of the voting and equity securities of Innocap.

Cayman domiciled single investor exempted companies: IGIM acts as the platform manager of the Cayman Funds. The beneficial owner of one of these structures is a related person of Innocap and IGIM.

Delaware Funds: IGIM acts as the platform manager of the Delaware Funds. The Delaware Funds structured as limited partnerships are dedicated to a sole investor which is also a related person of Innocap and IGIM.

Icare Investment Solutions PLC: IGIM acts as the management company to Icare Investment Solutions PLC.

Innocap Investment Management Inc.: IGIM is wholly-owned by Innocap. In addition, Innocap acts as investment advisor of IGIM.

InRIS UCITS PLC: IGIM acts as the investment manager of InRIS UCITS PLC.

InRIS QIAIF PLC: IGIM acts as the alternative investment fund manager of InRIS QIAIF PLC.

R Portfolios – R – BDL European Equity Alpha: IGIM acts as investment manager of R Portfolios – R – BDL European Equity Alpha, a sub-fund of a SICAV established in Luxembourg.

Conflicts of Interest

IGIM may be subject to conflicts of interest in managing the Funds which could impact IGIM's objectivity and the performance of its obligations. IGIM has adopted a Compliance Manual and a Code of Ethics (see Item 11) which include policies and procedures designed to monitor, manage and reduce potential conflicts of interest.

Affiliation with IGIM's shareholders

IGIM's direct affiliation with Innocap and indirect affiliation with BNPP, CDPQ and their subsidiaries makes it important to put in place policies aimed at addressing any potential conflicts of interest and ensuring that all investment decisions and their execution are made in the best interest of IGIM's clients, notably:

- (a) IGIM will maintain operational and decision-making autonomy in the management of clients' funds.
- (b) Investment decisions will be made on the basis of the judgment of responsible portfolio managers who should always strive to act in the best interest of the clients.
- (c) IGIM do not typically advise on stock selection as it is delegated to Trading Advisors, but should it ever start advising the Funds on stock selection, it might advise clients with respect to the purchase and sale of any of the related persons. However, IGIM will only do so if:
 - it considers a purchase or sale to be in the best interests of its clients;
 - any purchase will not give rise to any duplication of management fees; and
 - the client's prior consent has been obtained according to applicable securities legislation.

Outside Business Activities and Directorships

Conflicts of interest can notably arise when a director, an officer or employee of IGIM engages in outside business activities or serves on the board of directors of another entity, including, without limitation, another investment company. Before approving any outside business activities, IGIM will consider potential conflicts of interest and, if it believes that such potential conflicts of interest cannot be managed, the outside activity or directorship will not be permitted. IGIM requires that its officers and employees seek permission before participating in any external business activity or accepting a directorship that could raise any conflict and has adopted strict policies with regards to participation in external business activities and directorships. In the event that IGIM or a related person (i) obtains material non-public information in such capacity with respect to any such company or (ii) is subject to trading restrictions pursuant to the internal policies of IGIM; IGIM may

be prohibited from engaging in transactions with respect to the securities or instruments of such company, which prohibition may have an adverse effect on clients of IGIM.

Directors' Conflicts of Interest

Directors of IGIM may have a direct or indirect financial interest in entities (including, without limitation, Innocap, BNPP, CDPQ, the Trading Advisors, and their affiliates) that provide services for compensation for IGIM. Thus, such directors may have a conflict of interest between their duty to act for the benefit of IGIM and their financial interest in increasing compensation or fees to be paid to such entities. However, the directors have the duty to exercise their activities in good faith and with integrity.

Services not Exclusive

IGIM may perform investment management services for various clients. This may create a conflict of interest as the time and effort of IGIM's officers, key employees and principals will not be devoted exclusively to any one client as they must devote a portion of their time to the other clients and investments. IGIM may give advice and take action in the performance of its duties with respect to one client or investment vehicle which may differ from advice given, or the timing or nature of action taken, with respect to other clients or investment vehicles, so long as it is IGIM's policies, to the extent practicable, to allocate investment opportunities among all clients for which such investment would be appropriate on a fair and equitable basis.

Compensation Practices

IGIM is prudent with any particular benefits, compensation or remuneration practices that are inconsistent with its obligations towards its clients. It is IGIM's policy to never accept commission-based remuneration. In connection with the services rendered to the Funds, IGIM has no revenues other than those specifically disclosed in the relevant documentation.

Transactions with Affiliates

IGIM may cause the Funds to enter into transactions, including, without limitation, securities transactions, derivative contracts, and other transactions of a similar nature, with its affiliates or certain of its clients. There may be perceived conflicts of interest in the fact that BNPP, which may be selected as counterpart to the Funds, is an important shareholder of Innocap. IGIM may enter into such dealings provided that they are on an arm's length basis and on terms no less favourable to the Funds than could reasonably have been obtained had the dealing been effected with an independent third party, provided that such activity complies with applicable legislation.

Services Provided by Affiliates

IGIM has retained Innocap to provide certain middle office and back office functions as specified above.

The information provided to Innocap under these agreements is shared under strict confidentiality and on a need-to-know basis.

On behalf of a Fund, IGIM, following advice received from Innocap or a Trading Advisor, may use an executing broker-dealer affiliated with IGIM, Innocap or a Trading Advisor. IGIM or the Trading Advisor will do so only if the transaction is consistent with their respective duty to seek best execution and applicable legislation.

On behalf of a Fund, IGIM may retain a prime broker, exchange traded derivatives clearer or custodian affiliated with IGIM, Innocap or the Trading Advisors for clearing, custody and such other auxiliary services under limited circumstances. IGIM will do so only if terms and conditions of such services are negotiated on an arm's length basis and are no less favourable to the Fund than could

reasonably have been obtained if the services were provided by an independent third party. In particular, IGIM may retain affiliates of BNPP as prime brokers, futures clearers and custodians.

Side Letters - Waivers

IGIM may have a conflict of interest in approving side letters providing certain investors with different terms regarding their investment in the Funds, or a waiver of certain terms in a specific instance.

IGIM intends to strictly limit both the use of side letters and the granting of waivers, but retains the right to do both in accordance with applicable laws and regulations. IGIM has permitted, and may permit in the future, certain investors to invest in the Funds on more favourable economic terms to those applicable to other investors in such Funds. Side letters and waivers will be permitted by IGIM so long as they are permitted by applicable laws or where such preferential treatment does not adversely affect other investors.

Information Provided to Affiliated Entities

Where permitted by applicable laws and regulations, IGIM's affiliates may be provided with enhanced transparency in relation to assets comprised in the Funds as they may need more transparency to assess global risk (unrelated to investment decision in a Fund). However, IGIM's affiliates will not be granted preferential treatment with respect to the liquidity to redeem or subscribe from the Funds.

Recommendation or Selection of Trading Advisors

From time to time, IGIM may cause clients to invest in funds that are managed or advised by its Related Persons or its affiliates or have other business relationships (such as fee sharing agreements) with IGIM or its affiliates. This conflict of interest is mitigated by the fact that IGIM has a fiduciary duty to place the interest of its clients first and does not receive different incomes from the same source (i.e. double-dipping).

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

Code of Ethics

Pursuant to Rule 204A-1 of the Advisers Act, IGIM has adopted a Code of Ethics (the “**Code**”) which incorporates the following general principles in relation to investment advice, as part of its investment management services, given for the Funds that all employees are expected to uphold: employees must at all times place the interests of clients first; all personal securities transactions must be conducted in a manner consistent with the Code and any abuse of an employee's position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their position; information concerning the identity of securities and financial circumstances of the clients must be kept confidential; and independence in the investment decision-making process must be maintained at all times. The Code is also designed to address and mitigate potential conflicts of interest.

Investors and clients may request a copy of the Code by contacting IGIM at the address or telephone number listed on the first page of this document.

Personal Trading

The Code also places restrictions on personal trades by employees, including the disclosure of their personal securities holdings and transactions to IGIM or its parent company on a periodic basis. The Code also includes an insider trading policy that is designed to prevent the misuse of material,

non-public information. IGIM's personnel are required to certify their compliance with the Code, including the insider trading policy, on a periodic basis.

Item 12 - Brokerage Practices²

IGIM has discretionary authority with regards to the Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Even in cases where IGIM has full discretionary authority, IGIM's authority is limited by its own internal policies and procedures and each Fund's investment guidelines and the fact that IGIM generally delegates discretionary management of assets to Trading Advisors.

With regards to the Funds, IGIM does not actively trade in individual equities or fixed income securities. IGIM typically oversees the Funds' strategies managed by the Trading Advisors; thus, it does not have the same duty to seek best execution as an investment manager that invests directly in equities and fixed income securities. The Trading Advisors typically request that accounts be opened with the brokers through which their own investment funds trade. The proposed brokers are evaluated by IGIM's Risk Oversight Committee and the board of directors of the Funds (in some cases) in accordance with the criteria set forth below. To ensure that Trading Advisors seek to obtain best execution, IGIM ensures that each investment management agreement with Trading Advisors contains obligations for the Trading Advisors to comply with applicable guidance regarding best execution and soft dollars.

Criteria for recommendation of Broker-Dealers

When evaluating a proposed broker-dealer, IGIM, with advice from Innocap, will generally look for the following criteria:

- understanding of the business and the investment objective, strategy and approach of the fund(s) for which the broker-dealer will act;
- capacity to provide services for the daily activities of a fund, day after day and without material failures even when transactions become more complex;
- strong financial situation and good capitalization, in particular, broker-dealers (the corporate group which they belong to, or their guarantor, if applicable) will be assessed based on criteria such as:
 - FDIC tier 1 common capital ratio;
 - Basel III minimum capital requirement;
 - Credit ratings;
 - Credit default swap spread; and
 - Stock performance.
- strong global securities lending presence;
- strong technological capabilities; and
- cash management capabilities in order for the fund to obtain better returns for any cash holdings.

² IGIM does not offer brokerage services.

IGIM, while evaluating broker-dealers, will also consider the broker-dealer's back office.

Soft Dollars

It is IGIM's policy not to enter in any formal soft dollar arrangements.

Trading Advisors may enter into soft dollar arrangements, subject to IGIM's prior approval and in compliance with applicable laws.

Brokerage for Client Referrals

IGIM may enter into agreements on behalf of the Funds managed by it with certain brokers-dealers that act as prime brokers on behalf of such Funds. From time to time, IGIM's personnel may speak at conferences and other events for potential qualified investors interested in investing in Funds which are sponsored by those prime brokers. These conferences and events may be a means by which IGIM can be introduced, subject to the applicable laws and regulations, to potential qualified investors interested by the Funds. Currently, neither IGIM nor the existing Funds compensate prime brokers for organizing such "capital introduction" events or for any investments ultimately made by prospective qualified investors attending such events (although either may do so in the future in accordance with applicable laws and regulations). While such events and other services provided by a prime broker may influence IGIM in deciding whether to use such prime broker in connection with brokerage, financing and other activities of the Funds, IGIM will not commit to allocate a particular amount of brokerage to a broker-dealer in any such situation.

From time to time, the Funds may accept investments from full-service financial firms who are investing on their own behalf or on behalf of third-parties. The financial services firms may have related entities that include broker-dealers and IGIM may from time-to-time utilize these broker-dealers when IGIM believes that a particular broker-dealer provides best execution for client transactions. IGIM does not take these investments into consideration when determining which broker-dealers to use to execute client transactions, and IGIM maintains various internal controls for this purpose.

Item 13 - Review of Accounts

The Funds are analyzed and monitored on an ongoing basis by IGIM's and Innocap's Investment & Risk Management team, which reports its findings to IGIM. These reviews are subject to IGIM's and Innocap's Chief Compliance Officers' oversight. Each Fund is reviewed in detail on at least an annual basis, as well as in connection with each investor meeting. On a daily, weekly and monthly basis, where applicable, IGIM and Innocap's Investment & Risk Management team reviews a number of reports that are designed to identify Funds that are outside the expected ranges for returns, volatility, exposure to asset classes and exposure to industry sectors.

Reviews of a Fund will also be triggered if a client changes its investment objectives, or if the market, political, or economic environment change materially.

Investors receive account statements directly from their chosen custodian, prime brokers or the Fund's administrator on at least a quarterly basis, and as may be required by applicable legislation. IGIM and/or Innocap may supplement these statements with reports provided during investor meetings or as requested. In addition, investors of the Funds receive audited annual financial statements, except where exemptions are available and agreed upon with such investor.

Item 14 – Client Referrals and other compensation

IGIM does not receive any other economic benefits from non-clients in connection with the provision of investment management services to clients. IGIM is very careful with any particular benefits, compensation or remuneration practices that are inconsistent with its obligations to clients. It is IGIM's policy to never accept a commission-based remuneration. As of the date hereof, IGIM does not compensate any parties for client referrals.

Item 15 – Custody

IGIM does not have custody of client funds or securities.

Item 16 - Investment Discretion

With respect to the Funds, IGIM may keep full discretionary authority to manage clients' assets, including authority to make decisions with respect to which Trading Advisor is engaged to manage the assets. Even in cases where IGIM has full discretionary authority, IGIM's authority is limited by its own internal policies and procedures and each client's investment guidelines.

Item 17 - Voting Client Securities

Proxy Voting Policies and Procedures

Proxy voting for the Funds will generally be delegated to the Trading Advisors. When such delegation occurs, IGIM aims to ensure that the Trading Advisor has appropriate policies in place in order to vote proxies in the best interests of the Funds.

Rule 206(4)-6 under the Advisers Act requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. In compliance with such rules, IGIM has adopted proxy voting policies and procedures (the "**Policies**"). The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any (collectively, "**proxies**"), in a manner that serves the best interests of the Funds for which IGIM has the authority to vote and in accordance with the relevant Fund's investment objective and policies. In limited circumstances, IGIM may refrain from voting proxies where IGIM believes that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipated benefit to the Funds.

A copy of the Policies is available to clients upon request, as is information about how IGIM has voted.

Item 18 - Financial Information

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