

**Pharo Management, Inc.**

**BROCHURE**

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**This brochure provides information about the qualifications and business practices of Pharo Management, Inc. (“Pharo Management”). If you have any questions about the contents of this brochure, please contact us at number or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Pharo Management also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2- Material Changes**

Please be informed that effective April 1, 2019 Pharo Management LLC transferred all of its assets and liabilities to a new C-Corp entity and will be doing business as Pharo Management, Inc. going forward.

Simultaneously, Pharo Management LLC converted to a limited partnership, Pharo Management, L.P., which now holds 100% of the shares of Pharo Management, Inc.

The ultimate beneficial owners and management control of the overall Pharo group and Pharo Management, Inc. remain the same.

All Pharo Management LLC's responsibilities and vendor relationships are being transferred to Pharo Management, Inc. as part of this re-structure.

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## **Item 4- Advisory Business**

Pharo Management was formed on April 1, 2019 as a Delaware C-Corp by Guillaume Fonkenell and is based in New York. Pharo Management LLC, Pharo Management's predecessor was formed in 2000 as a limited liability company in Delaware. Simultaneously with the formation of Pharo Management, Pharo Management LLC converted to a limited partnership, Pharo Management, L.P., which wholly owns Pharo Management. Mr. Fonkenell is the Chairman of the Board of Directors of Pharo Management. Pharo Management was registered as an investment adviser with the SEC on February 10, 2012 by virtue of succeeding Pharo Management LLC's historical registration. Pharo Management LLC is no longer registered as a result of Pharo Management succeeding its responsibilities. In addition, Pharo Management was registered with the Commodity Futures Trading Commission ("CFTC") and became a member of the National Futures Association ("NFA") as a Commodity Pool Operator ("CPO") on March 14, 2019. Pharo Management LLC is also registered with the CFTC and became a member of the NFA as a CPO on January 1, 2013. Pharo Management LLC intends to withdraw its CFTC registration and NFA membership. Pharo Global Advisors Limited ("PGAL") was formed in 2004 and serves as the Investment Manager to offshore private funds advised by Pharo Management pursuant to sub-advisory agreements it has entered into with PGAL. PGAL is registered with the Jersey Financial Services Commission. In 2005, Guillaume moved to London to set up a second investment advisor under the name Pharo Management (UK) LLP where he serves as a Member. Pharo Management (UK) LLP is authorized by the Financial Conduct Authority. Pharo Management (HK) Limited was formed in 2010 to also serve as an investment advisor and established an office in Hong Kong. Pharo Management (HK) Limited is registered with the Hong Kong Securities and Futures Commission. Pharo Management (UK) LLP and Pharo Management (HK) Limited are herein after referred to as "affiliated Investment Advisors" and provide discretionary investment advisory services to offshore private funds under a similar sub-advisory arrangement with PGAL.

PGAL is the Investment Manager to Pharo Macro Fund, Ltd. (Macro Fund), Pharo Trading Fund, Ltd. (Trading Fund), Pharo Africa Fund, Ltd. (Africa Fund) and Pharo Gaia Fund, Ltd. (Gaia Fund) all of which are Cayman Islands Exempted Companies. The Macro Fund, the Trading Fund, the Africa Fund and the Gaia Fund are herein after referred to as "Pharo hedge funds"

PGAL has delegated all of its investment management duties to Pharo Management and the affiliated Investment Advisors.

Pharo Management trades primarily in emerging markets across a broad range of assets. Pharo Management is not restricted in its activities and has authority to trade in any market or situation it believes advantageous to the Pharo hedge funds including investing in developed markets across the same range of asset classes. Pharo Management advises three of the Pharo hedge funds but can advise one or all of the Pharo hedge funds at any given time pursuant to a sub

advisory agreement with PGAL and the capital allocations in effect at such time. Pharo Management may in the future advise other Pharo hedge funds managed by PGAL as well as other hedge funds managed by an unaffiliated Investment Manager.

Pharo Management provides discretionary advisory services pursuant to the Pharo hedge funds' investment objectives and strategies disclosed in the information memorandums of the respective hedge funds.

We tailor our advice to the investment objectives of the hedge funds we advise.

As of February 28, 2019, Pharo Management advises on a discretionary basis \$7,453,000,000 of client assets. This amount represents the internal capital allocation made to Pharo Management by PGAL of the Pharo hedge funds' assets. Pharo Management does not manage client assets on a non-discretionary basis. This amount differs from the regulatory assets under management (RAUM) disclosed in Item 5.F of Form ADV Part 1A. Item 5.F of Form ADV Part 1A discloses RAUM of \$21,796,202,823. It represents the aggregate RAUM of all the Pharo hedge funds. This RAUM figure is higher than the client assets noted above, which represents the allocated capital to Pharo Management.

It is possible that the sum of the capital allocations to the Pharo Management Portfolio Managers (( PM ) or together with the capital allocations to the PMs of affiliated Investment Advisors) may be higher or lower than the actual Net Asset Values of the Pharo hedge funds advised.

## **Item 5- Fees and Compensation**

Pharo Management does not have a standardized fee schedule for its discretionary investment management services. For sub advisory contracts with PGAL, Pharo Management earns a percentage of the net revenue of PGAL. PGAL generally receives from the hedge funds it manages, a monthly management fee equal to one-twelfth of two percent of the net asset value of the hedge fund (2% per annum) and an annual performance fee equal to 20% of the increase, if any, in the value of each series of the shares of the hedge fund during each calendar year subject to a high water mark.

Management fees are charged by PGAL monthly in arrears and performance fees are charged by PGAL annually (although certain funds have a longer performance fee cycle) in arrears and upon an intra-year redemption of shares of a Pharo hedge fund. PGAL's performance based fees are calculated taking into account both realized and unrealized gains. The fees paid by a Pharo hedge fund and other material terms regarding an investment in a particular Pharo hedge fund are set forth in such Pharo hedge fund's Information Memorandum.

Pharo Management does not deduct fees from client assets. Pharo Management is paid by PGAL.

Pharo Management does not accept compensation for the sale of securities or other investment products, including asset-based sales charges.

The Pharo hedge funds pay or reimburse PGAL for the hedge funds' operating expenses, including, but not limited to, interest on borrowings and commitment fees and related expenses payable to lenders, accounting, audit and legal fees and expenses, insurance premiums (pro-rated in the case of policies having more than one insured party), custodial fees, registrar and transfer agency fees and expenses, administration fees and expenses, printing, courier and mailing expenses (including the cost of printing a fund's Information Memorandum, Subscription Documents and sales literature and delivering them to existing and potential shareholders of a hedge fund), other promotional expenses, organizational expenses, the cost of maintaining a hedge fund's corporate existence and registered office, Directors' fees, the cost of attendance by the Directors at meetings of the Board of Directors, brokerage commissions and all other investment expenses of a hedge fund, fees and expenses incurred in connection with investigating potential investments or seeking to maximize returns on existing investments, costs of business travel related to a hedge fund, transfer taxes, fees and expenses for consulting, research, statistical and risk reporting services, and all extraordinary or non-recurring expenses, including litigation expenses. In addition, PGAL or Pharo Management may charge the Pharo hedge funds a pro rata portion of the cost of preparing and filing Form PF and Form CPO-PQR. See **Item 12- Brokerage Practices** for additional information.

When more than one Pharo hedge fund incurs a shared expense, the Investment Manager or an affiliated Investment Advisor allocates such shared expense among the applicable Pharo hedge funds (i) in proportion to the net asset value of each applicable Pharo hedge fund; (ii) in proportion to the size of the investment made by each Pharo hedge fund to which the expense relates; (iii) based on the Investment Manager's or an affiliated Investment Advisors' assessment of the relative benefit derived by each Pharo hedge fund from the product or service giving rise to the expense; or (iv) in such other manner as the Investment Manager or its affiliated Investment Advisors considers fair and reasonable. At any time, the Investment Manager or its affiliated Investment Advisors may elect to bear certain Pharo hedge fund expenses, but have no obligation to do so.

When a particular product or service has a mixed-use such that only a portion of its costs constitutes allowable Pharo hedge funds expenses, the Investment Manager or its affiliated Investment Advisors makes a good faith effort to reasonably allocate the costs of such product or service according to its use and only allocates to each applicable Pharo hedge fund the portion of such costs that constitutes allowable expenses for such Pharo hedge fund. Those portions of the

costs that are not allowable Pharo hedge funds expenses are paid for by the Investment Manager or its affiliated Investment Advisors. In allocating the costs of a mixed-use product or service, the Investment Manager and its affiliated Investment Advisors have an incentive to designate as much of the costs as possible to allowable Pharo hedge funds expenses to minimize the amount that the Investment Manager or its affiliated Investment Advisors must pay directly. To address this conflict of interest, the Investment Manager or its affiliated Investment Advisors maintains documentation of their methodology for allocating the costs of mixed-use products and services between allowable and non-allowable Pharo hedge funds expenses. Such documentation is reviewed periodically by the Chief Compliance Officer to determine that the allocations were reasonable.

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

See performance based fee description in **Item 5- Fees and Compensation** above. Performance based compensation received by Pharo Management will be in conformity with Rule 205-3 under the Investment Advisers Act of 1940.

The receipt by Pharo Management of a portion of the performance fees that the Pharo hedge funds pay to PGAL creates an incentive for Pharo Management to take greater risk to increase profits and hence its fees. Such fee arrangements also create an incentive for Pharo Management to favor one Pharo hedge fund over another in the allocation of investment opportunities (e.g., if one Pharo hedge fund is under its high water mark when other Pharo hedge funds are not). In addition, since the value assigned to a security held by a hedge fund or client account affects the performance fees received by PGAL and, indirectly, Pharo Management, any involvement by PGAL or Pharo Management in the valuation process creates a potential conflict of interest.

Pharo Management has procedures designed and implemented to ensure that all Pharo hedge funds are treated fairly and equitably and to prevent any potential conflict from influencing the allocation of investment opportunities. PGAL's performance fees are calculated based on the overall performance of a Pharo hedge fund, which is not dependent entirely on the performance of Pharo Management.

In addition, Pharo Management's risk management process is effected through a complex of risk controls at various levels of the portfolio: positions, PM

capital allocation and aggregated portfolio positions. Pharo Management's CFO, a non-trading partner and a member of the Risk Committee oversees the monitoring of position profit target/stop loss and PM drawdown limits. The risk group is responsible for monitoring and enforcing VaR limits, which are ultimately overseen by the Director of Quantitative Risk.

Pharo Management and the affiliated Investment Advisors have a Risk Committee that generally meets once a month to review portfolio positions based on a range of risk metrics. Committee members also meet informally as required to address periodic issues. See also **Valuations** below.

## **Item 7- Types of Clients**

Pharo Management advises Pharo hedge funds pursuant to sub advisory agreements with PGAL. Pharo Management reserves the right to advise other funds managed by an unaffiliated Investment Manager. Each of the Pharo hedge funds is a private fund as defined under the Investment Advisers Act of 1940.

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

### **Investment Strategies**

Pharo Management seeks to generate attractive risk-adjusted returns over a market cycle (typically three to five years) by trading primarily in emerging markets across a range of asset classes, including but not limited to foreign exchange, credit, interest rates, commodities and equities. PMs invest across the emerging market universe (e.g., Latin America, Asia, Central and Eastern Europe, Middle East and Africa) as well as the developed markets (e.g., North America, Japan, Western Europe and Australia).

We rely on our experience in trading emerging markets across the economic cycle and in numerous stressed market environments. Pharo Management considers trading of market risk factors to be an important feature of the risk management process. We seek to anticipate the cash flows required by the Pharo hedge funds and closely manage liquidity of the Pharo hedge funds' positions to that end.

There can be no assurances that a Pharo hedge fund will achieve its investment objective or that the strategies pursued and methods utilized by Pharo Management will be successful under all or any market conditions.

### **Instruments**



Investments are made in currencies, bonds, equities, futures, credit (primarily sovereign, but also, quasi-sovereign and corporate), rates, volatility and other derivative instruments on a global basis.

There are no restrictions on the types of trading activities Pharo Management is permitted to undertake. We can invest in any situation if we believe the profit opportunity is commensurate with the apparent risk presented by the investment. We make all types of investments including selling currencies and securities short, buying and selling call and put options, and other types of investments presenting in our view favorable risk/reward characteristics. We utilize margin, debt and other sources of leverage to make certain investments, including short sales. In addition, options trading includes options that are not traded on a securities exchange and options that are listed on registered options exchanges in the United States and elsewhere. One of the purposes of this type of trading activity is to attempt to reduce portfolio exposure to risks arising from price fluctuations in short and long positions. We also engage in options transactions in order to capture the potential for gain in the underlying currencies and securities.

### **Methods of Analysis**

The investment process relies on rigorous analysis of the macroeconomic drivers of the various asset classes that we trade: FX, bonds, credit, rates, equity and volatility. This fundamental analysis is combined with an equally rigorous focus on market technicals, e.g., market positioning, flows, momentum, correlation, volatility, and acute attention to liquidity at the trade and position level.

Capital is allocated to PMs who have experience in emerging markets. The capital allocation varies by PM. Pharo Management PMs operate in an open environment with PMs of our affiliated Investment Advisors which facilitates a continuous exchange of economic views, investment ideas and trades. Our objective of this investment model is to create a team approach to generating ideas and trades, with all the attendant benefits of a multiplicity of views, yet retaining the dynamics and accountability of a single decision maker. Most of the PMs, managing the majority of the capital are generalists in terms of markets and asset classes and can thus trade where they see opportunities as opposed to a more specialist model where a PM is compelled to keep capital employed in a market or asset class even though prospective return and/or risk are not attractive at the time.

Some PMs spend a significant amount of time on fundamental valuation based on macro drivers (e.g., growth, inflation, fiscal dynamics, balance of payments, domestic politics, etc.) and idiosyncratic factors at the security or instrument level (e.g., issuer cash flow dynamics, real effective exchange rate estimates, inter- and intra-market yield curve analysis, volatility skew and term structure, etc.). Others tend to focus more on market technicals, such as

positioning by other market participants, asset class and market specific flows, time series analysis, etc. Holding periods for these PMs tend to be significantly shorter than the more fundamentally oriented PMs. All PMs pay attention to both fundamental and technical factors.

Investment research is the responsibility of the PMs. They are supported by in-house economist, research analysts in credit, macroeconomics and risk. Analysts focus their research on specific market opportunities.

Pharo Management receives a large supply of research from external sources including a wide variety of trading counterparties.

PMs typically rely on their own primary research and internal discussions for underlying investment decisions, but will often look for external sources to corroborate or make them question internal assumptions, analyses and conclusions. Technical surveys are also monitored to inform the PMs of market positioning.

### **Certain Risk Factors**

Investing in the instruments described above involves risk and the possibility for the loss of principal. There can be no assurance that Pharo Management's investment strategy will be successful or that the Pharo hedge funds we advise will not suffer losses. An investment in the Pharo hedge funds should not be made by any person who cannot afford a total loss of their principal. Emerging markets are subject to a wide array of domestic as well as global risk factors.

#### **Transactions in Currencies, Securities and Commodity Interests.**

There is no assurance that Pharo Management will correctly evaluate the nature and magnitude of the various factors that could affect the prospects of the currencies, securities and commodity interests purchased or sold short. The Pharo hedge funds may lose their entire investment or be required to accept cash or other consideration with a value less than their original investment. Under such circumstances, the returns generated from our investments will not compensate the shareholders in the Pharo hedge funds adequately for the risks assumed.

**Highly Volatile Markets.** The movement of currencies and the prices of financial instruments in which Pharo Management invests can be highly volatile and be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The effect of such factors on exchange rates, interest rates, the prices of securities and commodity interests in general, or a particular security or commodity interest, is difficult to predict. In addition, there is unpredictability to

the change in general economic conditions, which affect the profitability of the investment strategy.

**Currency and Exchange Rate Risks.** One of our principal strategies involves investing in and selling short currencies of emerging market countries. Accordingly, a substantial portion of the income received from our investments will be denominated in currencies other than the U.S. dollar, Euro, Swiss Franc or British pound sterling. The Pharo hedge funds nevertheless will convert such foreign currency income to US dollars and hedge as necessary, the currency risk to the underlying currencies of the Pharo hedge fund Share classes. Since we will invest in securities denominated or quoted in currencies other than the U.S. dollar, Euros, Swiss Franc, British pound sterling or Chinese renminbi, changes in currency exchange rates will affect the value of our portfolio and the unrealized appreciation or depreciation of investments. Further, the Pharo hedge funds we advise incur costs in connection with conversions between various currencies. Shareholders in the Pharo hedge funds we advise will remain subject to substantial exchange-rate risk and to the extent that such risk is hedged will be subject to material hedging costs.

Our exposure to direct and indirect investments in currencies other than the U.S. dollar, Euro, Swiss Franc, British pound sterling or Chinese renminbi will be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate among such currencies. Changes in currency exchange rates influences values within our portfolios. Changes in currency exchange rates also affect the value of interest earned, gains and losses realized and net investment income and gains, if any. The rate of exchange between any two currencies is determined by the forces of supply and demand in the foreign exchange markets. These forces are affected by international balance of payments and other economic and financial conditions, government intervention and other political and diplomatic conditions, speculation and other factors.

Pharo Management will enter into forward contracts on currencies, and enter into futures and options contracts on currencies in U.S. and non U.S. markets for both investment and hedging purposes. With regard to the latter, there is no certainty that instruments suitable for hedging currency shifts will be available at the time Pharo Management wishes to use them.

**Fixed Income Securities.** Pharo Management takes long and short positions in bonds and other fixed income securities of U.S. and non-U.S. issuers, including, without limitation, bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by a sovereign government or one of its agencies or instrumentalities; and commercial paper. Such securities and instruments have speculative characteristics. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which the Pharo hedge funds invest will change in response to fluctuations in interest rates. Generally, when interest rates decline, the value of a long fixed income position can be expected to rise while that of a short fixed income position can be expected to decline. Conversely, when interest rates rise, the value of a long fixed

income position can be expected to decline while that of a short fixed income position can be expected to rise. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

**Liquidity of Markets and Investments.** The markets in which we transact have in the past experienced illiquidity and thus are subject to such risk in the future. During periods of market illiquidity, we may not be able to sell assets in the portfolio or may only be able to do so at unfavorable prices. In addition, daily limits on price fluctuations and speculative position limits on exchanges on which we transact in certain derivative instruments could prevent prompt liquidation of positions, thereby increasing the potential for greater loss.

**Forward Trading.** We invest in forward contracts and options thereon. Such contracts and options, unlike futures contracts, are not traded on exchanges and are not standardized; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading. Market illiquidity or disruption could result in significant losses.

**Derivative Transactions Generally.** Pharo Management intends to engage in other derivative transactions such as swaps, collars, caps, floors, both for hedging purposes and as an alternative to direct investments in the underlying currencies or securities. The risks associated with derivative transactions are potentially greater than those associated with the direct purchase or sale of the underlying currencies or securities because of the additional complexity and potential for leverage. In addition, derivatives create credit risk (the risk that a counterparty on a derivative transaction will not fulfill its contractual obligations), as well as legal, operations, reputational and other risks beyond those associated with the direct purchase or sale of the underlying currencies or securities to which their values are related.

**Swaps.** The use of swaps is a highly specialized activity which involves investment techniques and risks different from those associated with ordinary

securities transactions. Whether our investments in swap agreements will be successful will depend on our ability to properly value and trade swaps in light of interest rates and other applicable factors. Even if we are correct, there is the risk that a swap position correlates imperfectly with the price of the asset or liability being hedged. Moreover, the Pharo hedge funds bear the risk of loss of the amount expected to be received under an over-the-counter swap transaction in the event of the default or bankruptcy of swap agreement counterparty.

**Default and Counterparty Risk.** We will invest a portion of the assets we manage in the debt securities of private and governmental issuers, thus exposing such assets to the credit and political risk of the issuer. Adverse changes in financial, economic and political conditions could cause an issuer to default on its obligations.

In addition, many of the markets in which we effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets may not be subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. This exposes the Pharo hedge funds to the risk that counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the assets we advise to suffer a loss. In addition, in the case of a default, the Pharo hedge funds could become subject to adverse market movements while replacement transactions are executed. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where we have concentrated transactions with a single or small group of counterparties. We are not restricted from dealing with any particular counterparty or from concentrating any or all of our transactions with one counterparty. Moreover, neither we nor the Pharo hedge funds have an internal credit function which evaluates the creditworthiness of its counterparties. Our ability to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement increases the potential for losses.

**Equity Securities.** Our investment portfolios may include positions in equity and equity-related securities. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of the issuer, the market in which the issue competes, and industry market conditions and the general economic environment.

**Special Risks of Non-U.S. Investments.** Political, legal, tax or economic developments in non-U.S. markets in which we invest could adversely affect non-U.S. investments we make. In addition, non-U.S. investments will be subject to the risks of adverse market conditions due to changes in national or local economic conditions, changes in interest rates and changing governmental rules and policies.

**Trading on Emerging Market Exchanges.** Pharo Management will trade on exchanges where the protections provided by U.S. regulations do not apply. Some non-U.S. exchanges, for example, in contrast to U.S. exchanges, are “principals’ markets” in which performance with respect to a contract is the responsibility only of the individual member with whom the trader has entered into the contract and not of the exchange or its clearinghouse, if any. Due to the absence of a clearing house system on certain foreign markets, such markets are significantly more susceptible to disruptions than are U.S. exchanges and, therefore, trading thereon potentially is subject to greater risks than trading in the United States. In the case of trading on emerging market exchanges, the Pharo hedge funds will be subject to the risk of the inability of or refusal by their counterparties to perform with respect to its contracts with our clients. We also may not have the same access to certain trades as do various other participants in these markets.

**Emerging Market Currencies and Securities.** We will invest in foreign currencies and foreign currency-related products of emerging market countries and will invest a portion of assets in securities of issuers located within such countries and in other financial instruments denominated in various currencies. These types of investments entail risks in addition to those involved in investments in securities of issuers from developed countries due to exchange rate fluctuations, possible exchange controls, less publicly-available information, different accounting and auditing standards, more volatile markets, less securities regulation, less favorable tax provisions (including possible withholding taxes), political and social upheaval, war or expropriation. Securities of emerging market issuers also may be less liquid and more volatile than U.S. securities and may involve higher transaction and custodial costs. In addition, hedging foreign currency exchange rate risk entails additional risk since there may be an imperfect correlation between the portfolio holdings of securities denominated in a particular currency and the portfolio holdings of currencies and foreign currency related products purchased to hedge any exchange rate risk. Such imperfect correlations prevent us from achieving the intended hedge or expose our clients to additional risk of foreign exchange rate loss.

**Trading in Options.** We purchase and sell options on securities, currencies and commodities on national and international exchanges and over-the-counter markets. The seller (“writer”) of a put option which is covered (e.g., the writer has a short position in the underlying instrument) assumes the risk of an increase in the market price of the underlying instrument above the sales price (in establishing the short position) of the underlying instrument, plus the premium received, and gives up the opportunity for gain on the underlying instrument below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying instrument below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option. If the buyer of the put holds the underlying instrument, the loss on the put will be offset in whole or in part by any gain on the underlying instrument.

The writer of a call option which is covered (e.g., the writer has a long position in the underlying instrument) assumes the risk of a decline in the market price of the underlying instrument below the value of the underlying instrument less the premium received, and gives up the opportunity for gain on the underlying instrument above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying instrument above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option. If the buyer of the call sells short the underlying instrument, the loss on the call will be offset, in whole or in part, by any gain on the short sale of the underlying instrument.

Options may be cash settled, settled by physical delivery or by entering into a closing transaction. In entering into a closing purchase transaction, the Pharo hedge funds may be subject to the risk of loss to the extent that the premium paid for entering into such closing purchase transaction exceeds the premium received when the option was written. In addition, the correlation between option prices and the prices of underlying securities may be imperfect and the market for any particular option may be illiquid at a particular time.

**Futures.** Pharo Management will engage in transactions in commodity futures contracts, options on futures contracts and in other products which may be traded on commodities exchanges regulated by the CFTC or international exchanges. Substantially all trading in commodities and futures has as its basis a contract to purchase or sell a specified quantity of a particular asset for delivery at a specified time, although certain financial instruments, such as market index futures contracts, are settled only in cash based on the value of the underlying composite index. Futures trading involves trading in contracts for future delivery of standardized, rather than specific, lots of particular assets.

**Private Placements and Unregistered Securities.** We may purchase equity, convertible securities, and fixed income obligations the disposition of which may be restricted under the Securities Act of 1933 and other applicable law. Whether or not so restricted, the market to resell such securities will be illiquid. Therefore, such investments may be required to be held for a lengthy period of time or, if we were forced to liquidate positions in such securities, such liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such investment.

**Short Sales.** Pharo Management will effect short sales of currencies and securities in those instances when we believe that a given currency or security is over-valued or over-priced, or as part of a hedging strategy. Short sales are transactions in which we sell a currency or security that a Pharo hedge fund does not own (if a security, by borrowing such security) in anticipation of a decline in the market value of the currency or security. Although the gain is limited by the price at which it sold the currency or security short, losses from short sales will be unlimited if the currency or security sold short continues to appreciate. Additionally, even though a Pharo hedge fund secures a “good borrow” of a

security sold short at the time of execution, the lending institution may recall the lent security at any time, thereby forcing the Pharo hedge fund to purchase the security at the then prevailing market price which may be higher than the price at which such security was originally sold short.

Recent market turmoil, combined with the perception that short selling is one of the potential causes of market fragility, has led to regulations restricting the use of short sales. The U.S. and certain other jurisdictions recently have promulgated such regulations. As a result, we may be prohibited from using short sales to hedge certain positions. In addition, these regulations may lead to crowded shorts and increased borrowing costs. The specific regulations in effect at any given time vary with regulators' perceptions of market risk and it is not possible to gauge what, if any, regulations will be in effect in the future.

**Concentration of Investments.** Pharo Management assumes at certain times, concentrated investment positions (relative to capital). A loss in any such position could have a material adverse impact on a Pharo hedge fund's capital.

**Leverage.** When deemed appropriate and subject to applicable regulations, Pharo Management will use leverage in its investment program. We will obtain leverage in any manner deemed appropriate, including by borrowing to buy currencies and securities or by entering into reverse repurchase agreements and derivative transactions that have the effect of leveraging investments. The amount of leverage varies and will at times be substantial. To the extent we purchase currencies and securities with borrowed funds, the net asset values of the Pharo hedge funds we advise will tend to increase or decrease at a greater rate than if borrowed funds are not used. If the interest expense on borrowings were to exceed the net return on the assets purchased with borrowed funds, our use of leverage would result in a lower rate of return than if we did not use leveraged.

*Margin and Repurchase Agreements.* We will borrow to buy currencies, securities and commodity interests on margin or to make other investments. We will also leverage assets by entering into reverse repurchase agreements whereby we effectively borrow funds on a secured basis by "selling" interests in investments to a financial institution for cash and agreeing to "repurchase" such investment at a specified future date for the sales price paid plus interest at a negotiated rate. In the event of a sudden, precipitous drop in value of any such assets occasioned by a sudden market decline, we might not be able to liquidate assets quickly enough to meet margin or borrowing obligations. Also, because acquiring and maintaining positions on margin allows us to control positions worth significantly more than the investment in those positions, the amount that the Pharo hedge funds we advise stand to lose in the event of adverse price movements is high in relation to the amount of the investment. In addition, since margin interest will be an expense of the Pharo hedge funds, the Pharo hedge funds are at risk that interest rates will increase, thereby increasing their expenses.



*Derivative Transactions.* We will also obtain leverage through over-the-counter derivative transactions with various financial institutions. These derivative transactions expose the Pharo hedge funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Pharo hedge funds to suffer a loss. In addition, in the case of a default, the Pharo hedge funds could become subject to adverse market movements while replacement transactions are executed. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where we concentrated transactions with a single or small group of counterparties. The Pharo hedge funds are not restricted from dealing with any particular counterparty or from concentrating any or all transactions with one counterparty.

There is a risk that the Pharo hedge funds could lose the entire premium paid to a counterparty under an option, total return swap or other derivative transaction.

To the extent we obtain leverage through derivative transactions, the Pharo hedge funds may not legally or beneficially own the securities upon which the return derived under the derivative is based. Uncertainties as to the valuation of those securities could also have an impact on the derivative transactions entered into and the determination of the net asset value of the Shares of the Pharo hedge funds we advise. The counterparties or their affiliates will typically assign valuations to the securities underlying a derivative transaction, but such valuations could prove to be incorrect.

*Continued Availability of Financing.* There can be no assurance that we will be able to maintain a source of financing. The Pharo hedge funds’ counterparties may terminate these transactions under certain circumstances and the counterparties are under no obligation to execute new or additional credit or derivative transactions with us on behalf of the Pharo hedge funds. In the event that a counterparty is unable or unwilling to provide such financing going forward, our investments may be adversely affected.

**Loans of Portfolio Securities.** The Pharo hedge funds will from time to time lend securities from their portfolios to brokers, dealers and financial institutions and receive collateral in the form of cash or securities in an amount equal to at least 100% of the current market value of the loaned securities, including any accrued interest or dividend receivable. The Pharo hedge funds will retain all rights of beneficial ownership as to the loaned portfolio securities, including voting rights and rights to interest or other distributions, and will have the right to regain record ownership of loaned securities to exercise such beneficial rights. Such loans can be terminable at any time. The Pharo hedge funds may pay finders’, administrative and custodial fees to persons unaffiliated with the Pharo hedge funds in connection with the arranging of such loans.

**Repurchase Agreements and Reverse Repurchase Agreements.** The Pharo hedge funds will enter into repurchase and reverse repurchase agreements. Repurchase agreements entail the purchase of a security from a bank or broker-dealer that agrees to repurchase the security at the Pharo hedge funds' cost plus interest within a specified time. If the party agreeing to repurchase should default, as a result of bankruptcy or otherwise, the Pharo hedge funds may seek to sell the securities which it holds, which action could involve costs or delays in addition to a loss on the securities if their value should fall below their repurchase price. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, our ability to dispose of the underlying securities may be restricted. Similarly, the entering into of reverse repurchase agreements involves certain risks. A reverse repurchase agreement involves the sale of a security by the Pharo hedge funds and their agreement to repurchase the security at a specified time and price. Under a reverse repurchase agreement, the Pharo hedge funds continue to receive any principal and interest payments on the underlying security during the term of the agreement.

**Stock Index Futures.** The price of stock index futures contracts may not correlate perfectly with the movement in the underlying stock index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, investors may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Second, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause temporary price distortions. Successful use of stock index futures contracts is subject to our ability to correctly predict movements in the direction of the market.

**Single-Stock Futures.** Trading futures on individual stocks and narrow-based security indexes involves contracts (collectively, "Securities Futures") that are priced, valued and margined much like a stock index futures contract. The limited market for Securities Futures affect the liquidity of such instruments. In addition, other potential issues, including certain regulations, related to the trading and sale of Securities Futures affect both the liquidity and the risk of these instruments. Furthermore, trading in Securities Futures typically involves a high degree of leverage that carries inherent risks.

**Exchange Traded Funds (ETFs).** Exchange traded funds (ETFs) represent shares of ownership in either funds or unit investment trusts that hold portfolios of common stocks or bonds, which are designed to generally correspond to the price and yield performance of their underlying indexes, either broad stock market, stock industry sector, international stock, or U.S. bond. ETF shareholders are subject to risks similar to those of holders of other diversified portfolios. A primary consideration is that the general level of stock or bond prices may decline, thus affecting the value of an equity or fixed income exchange traded fund, respectively. This is because an equity (or bond) ETF represents an interest in a

portfolio of stocks (or bonds). When interest rates rise, bond prices will generally decline, adversely affecting the value of fixed income ETFs. Moreover, the overall depth and liquidity of the secondary market may also fluctuate. An exchange traded sector fund may also be adversely affected by the performance of that specific sector or group of industries on which it is based. International investments involve risk of capital loss from unfavorable fluctuations in currency values, differences in generally accepted accounting principles, or economic or political instability in other nations. Although ETFs are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indexes, ETFs will not be able to exactly replicate the performance of the indexes because of their expenses and other factors.

**Overall Investment Risk.** All investments in currencies, securities and commodity interests risk the loss of capital. The nature of the currencies, securities and commodity interests to be purchased and traded by the Pharo hedge funds and the investment techniques and strategies to be employed by Pharo Management increase this risk. While we will use our best efforts in the management of the Pharo hedge fund portfolios, there can be no assurance that the Pharo hedge funds will not incur losses. Many unforeseeable events, including actions by various government agencies, and domestic and international economic and political developments, will cause sharp market fluctuations which could adversely affect the Pharo hedge funds' portfolio and performance.

**Effectiveness of Risk Reduction Techniques.** We employ various risk reduction strategies designed to reduce the risk on investments. A substantial risk remains, nonetheless, that such strategies will not always be possible to implement and when possible will not always be effective in limiting losses. If we analyze market conditions incorrectly, or employ a risk reduction strategy that does not correlate well with the investments, such risk reduction techniques could result in a loss, regardless of whether the intent was to reduce risk rather than to increase return. These risk reduction techniques may also increase the volatility and/or result in a loss if the counterparty to the transaction does not perform as promised.

**Future Regulatory Developments.** The upheaval in global financial markets since 2008 continues to create uncertainty and instability for all market participants. The impact of market, legal, regulatory, reputational, and other unforeseen risks affecting market participants cannot be predicted and could adversely affect the business of the Pharo hedge funds, restrict the ability of the Pharo hedge funds to acquire, sell, or liquidate investments at favorable times and/or prices, restrict investment and trading activities, and impede the Pharo hedge funds' ability to achieve their investment objectives.

**Increased Governmental and Regulatory Scrutiny; Litigation and Regulatory Risks.** Governmental scrutiny of the financial services industry has increased dramatically in recent years. Routine and targeted examinations of hedge fund managers have increased and regulators have been more likely in recent years to commence investigations and bring enforcement actions against industry participants. Responding to examinations, investigations, and

enforcement actions is both time consuming and expensive, and would divert the time and effort of PGAL's, Pharo Management's and the affiliated Investment Advisors' senior management from the business of the Pharo hedge funds. In addition, commencement of a lawsuit or regulatory proceeding against the Pharo hedge funds, PGAL, Pharo Management or an affiliated Investment Advisor, regardless of the eventual outcome, could adversely affect the reputation of the Pharo hedge funds, PGAL, Pharo Management, and the affiliated Investment Advisors, and could result in the imposition of penalties or limit the ability of PGAL, Pharo Management or the affiliated Investment Advisors to conduct business and the Pharo hedge funds ability to offer Shares in jurisdictions with so-called "bad actor" laws. The extent of the Pharo hedge funds', PGAL's, Pharo Management's and the affiliated Investment Advisors' exposure to legal and regulatory matters is unpredictable and could limit their ability to conduct business in the future.

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 created a new, comprehensive U.S. regulatory regime for certain U.S. derivatives markets. The U.S. regulatory requirements include mandatory exchange trading and clearing of certain types of over-the-counter derivative transactions, limits on the size of derivative positions that can be held by a single person, increased margin and capital requirements, and enhanced conduct standards for uncleared derivatives. Unlike over-the-counter derivatives transactions, cleared derivatives will be contracts between a Pharo hedge fund and a regulated clearing house and will have some of the risk factors previously associated exclusively with futures contracts. The impact of these changes on the Pharo hedge funds cannot be predicted with certainty but could adversely affect its business by increasing its operating costs and limiting its ability to conduct certain U.S. derivatives transactions.

**Portfolio Turnover.** Pharo Management has not placed any limits on the rate of portfolio turnover and portfolio securities will be sold without regard to the time they have been held when, in our opinion, investment considerations warrant such action. A high rate of portfolio turnover involves correspondingly greater expenses than a lower rate.

**Trading in Indices and Financial Instruments.** Pharo Management trades indices and financial instruments. The effect of governmental intervention will be significant at certain times in indices and financial instrument futures and options markets and such intervention (as well as other factors) will cause these markets to move rapidly in the same direction because of, among other things, interest-rate fluctuations.

**Hedging Transactions.** We utilize a variety of financial instruments, such as derivatives including options and forward contracts, both for investment purposes and for risk management purposes. However, we are not obligated to, and may elect not to, hedge against risks. While we will enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Pharo hedge funds than if they had not engaged in any such

hedging transactions. Moreover, it should be noted that the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk of certain issuers (relating both to particular securities and counterparties), as well as risks to which we choose to expose the Pharo hedge funds as part of their investment strategies.

**Limited Liquidity of Some Investments.** Some of the securities in which we invest are or may become relatively illiquid, because they are thinly traded, they are subject to transfer restrictions, or the circumstances of the Pharo hedge funds' ownership of them give rise to practical or regulatory limits on the Pharo hedge funds' ability to liquidate quickly. Pharo Management will not be able to promptly liquidate those investments if the need should arise, and a Pharo hedge fund's ability to realize gains, or to avoid losses in periods of rapid market movements, will therefore be affected. In addition, the value assigned to such securities for purposes of determining net profits and net losses may differ from the value the Pharo hedge funds' are ultimately able to realize.

**Insolvency of Brokers and Others.** The Pharo hedge funds will be subject to the risk of failure of the brokerage firms that execute their trades, the clearing firms that such brokers use, or the clearing houses of which such clearing firms are members. In relation to the Pharo hedge funds' right to the return of assets equivalent to the Pharo hedge funds' investments to which legal and beneficial title has been transferred to a prime broker, the Pharo hedge funds' will rank as one of such prime broker's unsecured creditors and, in the event of the insolvency of the prime broker, the Pharo hedge funds may not be able to recover such equivalent assets in full. In addition, the Pharo hedge funds' cash held with the prime broker will not be segregated from the prime broker's own cash and will be used by the prime broker in the course of its business and the Pharo hedge funds will, therefore, rank as an unsecured creditor in relation thereto.

**Cyber Security Risk.** With the increased reliance on Internet-facing technologies and the dependence on computer systems to perform necessary business functions, investment funds such as the Pharo hedge funds and their service providers are prone to operational and information security risks resulting from cyber attacks. Cyber incidents result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices that are used to service the Pharo hedge funds' operations through "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Successful cyber-attacks against, or security breakdowns of, a Pharo hedge fund, PGAL or its sub-advisers, administrator, custodians, prime brokers, transfer agent, and/or other third party service providers may adversely impact the Pharo hedge funds and their shareholders. For instance, cyber-attacks could interfere with the processing of shareholder transactions, impact a Pharo hedge funds' ability to calculate net asset value, cause the release of private shareholder information or confidential Pharo hedge fund information, impede trading, cause reputational damage, and subject a Pharo hedge fund to regulatory fines, penalties or financial

losses, reimbursement or other compensation costs, and/or additional compliance costs. The Pharo hedge funds also incur substantial costs for cyber security risk management in order to guard against any cyber incidents in the future. While the Pharo hedge funds or their service providers have established business continuity plans and systems designed to guard against such cyber-attacks or adverse effects of such attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified, in large part because different, unknown threats emerge in the future. Similar types of cyber security risks also are present for issuers of securities in which the Pharo hedge funds invest, which could result in material adverse consequences for such issuers, and cause a Pharo hedge fund's investment in such securities to lose value.

**THE FOREGOING LISTS OF RISK FACTORS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN PHARO MANAGEMENT'S INVESTMENT STRATEGY. POTENTIAL INVESTORS IN THE HEDGE FUNDS WE ADVISE MUST READ THE ENTIRE MEMORANDUM AND ALL RELATED OFFERING DOCUMENTS OF THE APPLICABLE HEDGE FUND BEFORE DETERMINING WHETHER TO INVEST IN THAT FUND. POTENTIAL FUND INVESTORS AND CLIENTS WHO SEEK TO HAVE THEIR ASSETS MANAGED PURSUANT TO PHARO MANAGEMENT'S INVESTMENT STRATEGY SHOULD OBTAIN PROFESSIONAL GUIDANCE FROM THEIR TAX AND LEGAL ADVISERS IN EVALUATING ALL OF THE TAX IMPLICATIONS AND RISKS INVOLVED IN INVESTING IN THE APPLICABLE FUND OR ENTERING INTO AN INVESTMENT ADVISORY AGREEMENT WITH PHARO MANAGEMENT. CLIENTS SEEKING AN INVESTMENT ADVISORY AGREEMENT SHOULD REFER TO YOUR PROPOSED INVESTMENT ADVISORY CONTRACT FOR ADDITIONAL RISK FACTORS THAT MAY APPLY TO YOUR ACCOUNT.**

### **Item 9- Disciplinary Information**

None

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

Pharo Management is a related person of PGAL and the affiliated Investment Advisors. PGAL is the investment manager of the Pharo hedge funds and the affiliated Investment Advisors provide discretionary investment advisory services to the Pharo hedge funds. See **Item 4- Advisory Business** above.

Guillaume Fonkenell is Member of Pharo Management (UK) LLP and is registered with the United Kingdom Financial Conduct Authority (“FCA”) in three controlled functions (CF 3- CEO, 4- Partner & 30- Customer Function). He is also listed as a principal with the NFA on behalf of Pharo Management, in its capacity as a CPO. He owns, directly or indirectly, Pharo Management, PGAL and the affiliated Investment Advisors and serves as Chief Investment Officer of Pharo Management and the affiliated Investment Advisors.

Mr. Fonkenell has capital allocations from the Pharo hedge funds managed by PGAL. Mr. Fonkenell has personal investments of various sizes in the Pharo hedge funds. In addition, employees of Pharo Management and the affiliated Investment Advisors may also have deferred compensation balances invested in the Pharo hedge funds including those over which they have investment discretion.

As a result of the above, Mr. Fonkenell’s time is split among Pharo Management and the affiliated Investment Advisors, which creates a conflict should one or more of them require a disproportionate amount of his attention. In addition, Mr. Fonkenell’s investment advice is spread across multiple Pharo hedge funds in which he has personal investments of various sizes. These circumstances create a conflict of interest in dedicating his resources with regard to his investment analysis, which vary by Pharo hedge fund. Mr. Fonkenell’s personal investments as well as other PMs deferred compensation balances (which may be invested in the Pharo hedge fund they advise) also create a conflict of interest as they stand to gain personally by the performance of the Pharo hedge funds over which they have discretionary authority.

Because of Mr. Fonkenell’s ownership of Pharo Management, PGAL and the affiliated Investment Advisors and his managerial responsibilities and portfolio management roles with Pharo Management and the affiliated Investment Advisors, Mr. Fonkenell is deemed a key man risk.

Jeff Hanlon, Pharo Management’s CFO is also registered with the FCA in the following control function; CF 29 Significant Management on behalf of Pharo Management (UK) LLP. Mr. Hanlon’s time is therefore split among both entities, which will create a conflict of interest by disproportionately allocating his time to one of the companies. In addition, Mr. Hanlon is a registered principal and Associated Person of Pharo Management in its capacity as a registered CPO. He is also a member of the NFA.

These inter-company affiliations and the conflicts of interest they create are mitigated by the following:

Pharo Management has personnel with significant managerial and portfolio management experience. This allows it to manage the Pharo hedge funds’ portfolios using a team approach that is not dependent on any one person.

In addition, Pharo Management has investment allocation policies that require fair and equitable allocations among the Pharo hedge funds over time on an overall basis. Investment opportunities that are allocated to more than one Pharo hedge fund or client account, may not necessarily be done on a *pro rata* basis.

These procedures are monitored by the CCO to detect any favoritism of any Pharo hedge fund over another.

**THE FOREGOING LISTS OF CONFLICTS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE CONFLICTS OF INTEREST INVOLVED IN PHARO MANAGEMENT'S INVESTMENT STRATEGY. POTENTIAL INVESTORS IN THE PHARO HEDGE FUNDS SHOULD REFER TO THE CONFLICTS OF INTEREST AND POTENTIAL CONFLICTS OF INTEREST DISCLOSED IN THE MEMORANDUM OF THE APPLICABLE HEDGE FUND BEFORE DETERMINING WHETHER TO INVEST. CLIENTS SEEKING AN INVESTMENT ADVISORY AGREEMENT SHOULD REFER TO YOUR PROPOSED INVESTMENT ADVISORY CONTRACT FOR ADDITIONAL CONFLICTS OF INTEREST THAT APPLY TO YOUR ACCOUNT. ALSO SEE BELOW "OTHER POTENTIAL CONFLICTS OF INTEREST".**

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

Pharo Management has adopted a Code of Ethics (the "Code"), which is available to clients upon request. The Code incorporates the following principles among others that all employees are expected to uphold; (a) employees must treat clients in a fair and equitable manner; (b) investment decisions must be made in accordance with Pharo Management's fiduciary duties; (c) all personal securities transactions by Pharo Management employees must be conducted in a manner consistent with the Code which includes restrictions and requirements that they disclose their personal securities transactions at least quarterly and holdings annually; and (d) information concerning the identity of securities, the financial circumstances of our clients and personal non- public information regarding individual investors or clients must be kept confidential. Pharo Management stresses the importance of confidentiality in our Code and identifies the scope of confidential information. In addition, the Code outlines procedures to protect against the receipt of inside information, the procedures to follow in the event an employee receives inside information intentionally or unintentionally and our means of surveillance to detect the receipt of inside information. Our Code also includes our policy and procedures with regard to market rumors. The Code seeks



to gather information from employees to identify conflicts of interest in various areas of our business in order to develop controls around such conflicts. In addition, pre-clearance of all political contributions is required by our Code.

Pharo Management limits the types of securities that may be invested in by Pharo Management employees and their related persons. In addition, we generally do not permit personal investing in the same securities that we hold on behalf of our clients. We permit employees and their related persons to invest in a limited number of securities to mitigate the conflicts that may arise by allowing personal trading. We allow trading in Mutual Funds, Open Ended ETFs, Government securities (as defined in our Code of Ethics), municipal securities, closed end funds that invest in municipal securities ("closed end funds") and private placement partnerships or similarly structured commingled investment vehicles including hedge funds. In addition, index based closed end ETFs with net assets or a market cap equal to or greater than \$3 billion are also permitted. These instruments are permitted on the basis that they are unlikely to create a conflict with our investments for clients. Should we invest in such securities for our clients post an employee's personal investment (which was approved on the basis that the security was not held for clients at the time of an employee's or individual related person's personal investment), 3 days will have to elapse from the date of the last trade in the issuer in any client account before an employee or individual related person will be granted permission to liquidate such security.

The CCO in his sole discretion may grant a waiver to these procedures if he deems warranted and no client is disadvantaged.

Pharo Management or its employees will engage in principal transactions with its clients. This may occur when a PM, control person, or affiliate has a personal or proprietary investment in a Pharo hedge fund (including any deferred compensation balances of PGAL but excluding any notional investments for purposes of tracking employee deferred balance earnings), which represents 25% (alone or in aggregate) or more of a Pharo hedge fund's Net Asset Value. Client consent is sought prior to the settlement date of principal transactions. If consent is not obtained prior to settlement, the principal transaction will be cancelled. **See Cross Trades; Principal Transactions below.**

Neither Pharo Management nor a related person acts as general partner or similar capacity to a partnership or other legal structure in which we solicit clients to invest nor do we act as an investment advisor to an investment company that Pharo Management recommends to clients.

## **Item 12- Brokerage Practices**

Pharo Management has been in business for over fifteen years and its PMs and traders as well as the PMs and traders of our affiliated Investment Advisors have substantial experience in the financial services industry. Pharo Management relies on this experience and knowledge to identify what markets, instruments and services in which different brokers excel. Pharo Management is responsible for the selection of brokers and dealers to effect transactions, and the negotiation of brokerage commissions. Our prime brokers provide us with securities lending, financing, and capital introduction services. Brokers and prime brokers may be selected based on, products offered, commissions, collateral requirements, reputation and operations. When executing a transaction, our traders will take into account the circumstances associated with the execution of particular types of financial instruments.

There is no obligation to solicit competitive bids or seek the lowest available commissions or other transaction costs. Accordingly, the commission rates (or dealer markups and markdowns arising in connection with riskless principal transactions) charged by brokers to Pharo Management clients may be higher than those charged by other brokers.

Subject to the considerations described above, the selection of a broker (including a prime broker) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services may be influenced by, among other things, the provision by the broker of the following: research; consulting with respect to technology, operations, commitment of capital, and access to company management.

Pharo Management's securities transactions will generate brokerage commissions and other compensation, all of which the client, not Pharo Management, will be obligated to pay. Pharo Management will have complete discretion deciding what brokers and dealers its clients will use and negotiating the rates of compensation they will pay. In addition to using brokers as "agents" and paying commissions, we will buy or sell securities directly from or to dealers acting as principals at prices that include markups or markdowns.

Pharo Management is provided opportunities to participate in capital introduction events sponsored by prime brokers where the Pharo hedge funds and or clients maintain accounts. Prospective investors are introduced to Pharo Management at such events. Capital introduction services are provided incidental to the other prime brokerage/brokering services provided to Pharo Management in connection with the overall prime brokerage relationship. Pharo Management executes brokerage transactions through the sponsors of these events. None of the Pharo hedge funds or Pharo Management compensates brokers for organizing such events or for any investments ultimately made by prospective investors attending such events (although Pharo Management may do so in the future). However, such events and other services provided by a broker may influence Pharo Management in deciding whether to use the broker in connection with brokerage, financing and other activities for the Pharo hedge funds or clients we advise.

Some of these arrangements create a conflict of interest whereby Pharo Management will have an incentive to use a particular broker or prime broker based upon its interest, rather than the interest of our clients. For example, Pharo Management will have an incentive to use a broker based upon capital introduction groups rather than receiving the lowest commission cost or best execution price for its clients. Pharo Management does not direct client transactions to a particular broker-dealer in return for client or investor referrals.

Pharo Management will conduct periodic best execution analysis whereby brokers will be assessed based upon what Pharo Management deems critical criteria to its investment strategy. Part of the analysis will be to evaluate why certain brokers earn their share of our overall transaction cost and identify the execution services in which they excel. In addition, the basis for adding or dropping a broker will be assessed based upon our "Counterparty On-Boarding and Monitoring Policy". Our goal is to identify conflicts and direct transactions which are suited to a particular broker's execution expertise to satisfy the interest of our clients as opposed to the interest of Pharo Management.

Pharo Management anticipates that the counterparties with which the Pharo hedge funds will enter into repurchase agreements and derivative transactions will be financial institutions having a global presence. However, we have the discretion to cause the Pharo hedge funds to enter into transactions with counterparties that do not satisfy the foregoing criteria if we determine that such arrangements are beneficial to the Pharo hedge funds.

Pharo Management does not have any directed brokerage arrangements. Pharo Management has never entered into formal soft dollar arrangements with any broker and our policy is not to enter into such arrangements. However, Pharo Management may receive research as part of its Prime Brokers' and other brokers' full servicing arrangements. This research would technically constitute receipt of soft dollars and would mandate a yes response to the soft dollar question on Form ADV. Pharo Management does not use soft dollars outside of the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934.

Orders for the Pharo hedge funds are routinely aggregated and if filled at different prices, may be allocated using an average price. For average price allocations, purchase or sale orders placed during a trading day that are combined and executed are allocated among the participating Pharo hedge funds on an average price basis. Such aggregation of orders may not always be to the benefit of each of the Pharo hedge funds with regard to the price or quantity executed. Pharo Management is not obligated to aggregate orders and has complete discretion to aggregate or enter separate orders depending on its assessment of the best means to execute a particular order. If orders are separated, the Pharo hedge funds may be filled at different prices and incur different execution cost.

## **Item 13- Review of Accounts**

Pharo Management conducts various periodic reviews of its clients' accounts. Pharo Management's CFO, a non-trading partner and member of the Risk Committee oversees the monitoring of position profit target/stop loss and PM drawdown limits. If such limits are triggered it prompts an additional review to determine if the position remains on, is unwound, or the limits are modified. The risk group is responsible for monitoring and enforcing VaR limits, which are ultimately overseen by the Director of Quantitative Risk. On a monthly basis, the Risk Committee reviews portfolio positions based on a range of risk metrics. This committee or members thereof will meet informally as required to address periodic issues (e.g., concentration, counterparty or the profit target/loss limits discussed above).

As a sub advisor to the Pharo hedge funds, we generally do not provide regular written reports to PGAL or the directors of the Pharo hedge funds. Pharo Management provides a quarterly compliance due diligence questionnaire to PGAL. In addition, both PGAL and the Pharo hedge fund directors receive various hedge fund reports including but not limited to a monthly or quarterly letter disclosing performance, net asset value and other performance metrics, fund risk reports and fund transparency reports among others. In addition, we are in frequent communications with the PGAL directors and the directors of the Pharo hedge funds. Investors in a Pharo hedge fund generally receive the reports noted above in addition to annual audited financial statements for the Pharo hedge fund they are invested in.

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

Not applicable. See also **Item 5- Fees and Compensation** above.

Pharo Management may in the future retain placement agents in connection with the offering of shares of the Pharo hedge funds and may compensate such agents for their private placement services. Such compensation may be one-time or ongoing, and may be based on the subscription amount, management or performance fees or aggregate dollar amount invested in the Pharo hedge funds by an investor. Pharo Management will act in accord with Rule 206(4)-3 under the Investment Advisers Act of 1940 to the extent applicable

## **Item 15- Custody**

Pharo Management is deemed to have custody of client assets by virtue of PGAL serving as Investment Manager to the Pharo hedge funds we advise. Neither Pharo Management, PGAL nor any of the affiliated Investment Advisors actually has physical possession of any assets of the Pharo hedge funds. Nonetheless, Pharo Management may be deemed to have constructive custody of the assets of the Pharo hedge funds by virtue of PGAL's status as Investment Manager to the Pharo hedge funds and the sub delegated authority assigned to Pharo Management by the Pharo hedge funds'. Cash and securities of the Pharo hedge funds are held by qualified custodians and the Pharo hedge funds satisfy the requirements of Rule 206(4)-2 by having annual audits conducted by an independent public accountant registered with and subject to inspection by, The Public Company Accounting Oversight Board (PCAOB).

The Pharo hedge funds have retained PricewaterhouseCoopers (Cayman Islands) as independent auditors. Within 120 days after each fiscal year end the audited financial statements of the Pharo hedge funds are delivered to investors. PGAL and the administrator to the Pharo hedge funds also provide periodic unaudited information, not less frequently than monthly, to investors.

Qualified custodians generally send account statements to the administrator, Citco Fund Services (Curacao) B.V.

## **Item 16- Investment Discretion**

See **Item 4- "Advisory Business"** above. Pharo Management has authority pursuant to sub advisory agreements entered into with PGAL to invest and reinvest on a discretionary basis a portion of the assets of the Pharo hedge funds.

## **Item 17- Voting Client Securities**

Pharo Management will if applicable, generally vote proxies and corporate actions for the Pharo hedge funds it advises and other advisory clients through prime brokers, broker dealers and or custodians who carry accounts on behalf of such Pharo hedge funds. Pharo Management retains ultimate discretion on how to vote proxies and corporate actions. In certain circumstances, Pharo Management may disagree with management's recommendation and may vote contrary to such recommendation. Pharo Management will document its rationale for making such vote in such circumstances. The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities, including securities held in the Pharo hedge funds we advise, in a manner that serves the best interests of the Pharo hedge funds' or client's accounts. Clients may request a copy of our proxy policies and procedures and the proxy voting

record relating to how we voted specific proxies for their securities by contacting Pharo Management at the address or telephone number on the cover page.

## **Item 18- Financial information**

Balance Sheet Not Applicable

Pharo Management has no financial condition that impairs its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy proceeding.

### **Other Potential Conflicts of Interest**

Pharo Management will use its best efforts in connection with the objectives of the Pharo hedge funds we advise and will devote as much of our time and effort to the affairs of the Pharo hedge funds that in our judgment, is necessary to accomplish the objectives of the Pharo hedge funds we advise. Pharo Management may conduct any other business, including any business within the securities industry, whether or not such business is in competition with the Pharo hedge funds we advise. Without limiting the generality of the foregoing, Pharo Management, its members, officers, directors and principals may act as investment advisor or investment manager for others, may manage multiple hedge funds or capital for others, may make and hold investments in their own name or through other entities, and may serve as a manager, consultant, partner or stockholder of one or more hedge funds, partnerships, securities firms or advisory firms.

### **Investment and Trading Opportunities**

Pharo Management gives advice and recommends securities be bought and sold for multiple hedge funds. Our advice or the securities we recommend to buy or sell may differ between the Pharo hedge funds even though their investment programs, objectives and strategies are similar. Accordingly, the Pharo hedge funds with similar strategies may not hold the same securities or instruments or achieve the same performance. We may also advise hedge funds with conflicting investment programs, objectives and strategies and transactions could conflict between the hedge funds affecting prices and the availability of securities and instruments in which the Pharo hedge funds invest.

We anticipate that due to the different strategies and risk characteristics of the Pharo hedge funds we advise, securities may be purchased or sold by one hedge fund and not another or *vice versa*. We also anticipate that securities will be purchased by one hedge fund and sold by another or *vice versa*. Pharo Management will cross transactions between the Pharo hedge funds. Any such transactions will be conducted at prevailing market prices. See “**Cross Trades**” below.

## **Valuations**

The net asset values of the Pharo hedge funds advised by Pharo Management are determined by the Administrator of such hedge funds. Since the value assigned to portfolio securities affects the performance fee paid by our clients to PGAL, involvement by Pharo Management, PGAL or our affiliated Investment Advisors in the valuation process will create a potential conflict of interest. If and to the extent that PGAL, Pharo Management or our affiliated Investment Advisors are responsible for or otherwise involved in the pricing of any of the Pharo hedge funds portfolio securities or other assets, the Administrator may accept, use and rely on such prices in determining the net asset values of the Pharo hedge funds.

PGAL on the advice of Pharo Management and our affiliated Investment Advisors may in its sole discretion take the following actions with regard to valuations: for any security which is listed or quoted on any securities exchange, adjust the mean based upon bid/asked prices on which a valuation is based taking into account size of holdings; where prices for a security are available on more than one exchange or system, determine the exchange or system that provides the fairest criteria to value such security; for investments other than securities that can be dealt in or traded on more than one market, determine the market that shall prevail; for any security which is not listed or quoted on any securities exchange or similar electronic system or if so listed or quoted is not regularly traded thereon or no prices are available, determine the securities probable realization value in good faith on factors deemed relevant; for investments or cash valued in a currency other than US dollars, determine the rate deemed applicable at the close of business on the relevant valuation date taking into account any premium or discount deemed relevant to costs of exchange.

The directors of the Pharo hedge funds are ultimately responsible for the valuation policies and procedures adopted by the Pharo hedge funds advised by Pharo Management. The directors may, at their discretion, permit any other method of valuation to be used if they consider that such method of valuation better reflects fair value and is in accordance with sound accounting practices.

All values assigned to securities held by the Pharo hedge funds shall be final, binding and conclusive on all of the Pharo hedge funds' shareholders.

## **Trade Errors**

**Trade errors can result in losses but may also result in gains. Pharo Management will endeavor to detect trade errors prior to settlement and correct and or mitigate them in an expeditious manner. To the extent an error is caused by a third party, such as a broker, Pharo Management will strive to recover any losses associated with such error from such third party. Unless a trade error is determined**

to be by acts or omissions that are the result of Pharo Management's willful misfeasance, bad faith, gross negligence or reckless disregard of its obligations pursuant to its sub- advisory agreement with PGAL, losses will be borne by (and any gains will benefit) the Pharo hedge funds to the extent permitted by applicable law.

### **Cross Trades; Principal Transactions**

Pharo Management, its affiliated Investment Advisors and the Investment Manager from time to time direct trades in securities or financial instruments between the Pharo hedge funds that they manage and advise ("cross-trades"). Pharo Management, its affiliated Investment Advisors and the Investment Manager believe that cross-trading provides various benefits to the Pharo hedge funds, including obtaining a better price by eliminating the bid/ask spread in the market, eliminating market slippage, and generally eliminating or reducing other transaction costs. Pharo Management, its affiliated Investment Advisors and the Investment Manager, in their discretion, determine the securities or financial instruments to cross-trade between and among the Pharo hedge funds. All cross-trades will be effected through brokers at market prices.

Because of the level of equity ownership by the principals of the Investment Manager, Pharo Management and the affiliated Investment Advisors in certain Pharo hedge funds that enter into cross trades, such transactions may be deemed principal transactions for purposes of the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"). Pharo Management, its affiliated Investment Advisors and the Investment Manager face various conflicts of interest when they engage, through the Pharo hedge funds, in principal transactions, including but not limited to the fact that they have an incentive to price securities in principal trades in a manner advantageous to the Pharo hedge fund in which they participate, sell unwanted securities from such funds, or cause such funds to purchase desirable securities from the other Pharo hedge funds. To address these conflicts of interest, these principal transactions (like all cross trades) will be effected through brokers at market prices, and before any principal transaction is settled, the material terms of the transaction, including the security or securities involved, the capacity in which Pharo Management, the affiliated Investment Advisors or the Investment Manager acted, the manner in which the trade was executed, and the price at which the trade was consummated, will be fully disclosed to the Directors of the respective Pharo hedge funds in writing. The Pharo hedge funds will cancel any such principal transaction unless the Directors, after reviewing the terms of the transaction, approve the transaction in writing.

### **Gifts & Entertainment**

Pharo Management's Code of Ethics requires approval of all gift giving by employees. In addition, employees must report the direct or indirect offering or acceptance of gifts or other consideration in merchandise or services (other than perishable items of nominal value) from or to any person, firm, corporation, or other



entity in the course of their employment or relating to their employment with Pharo Management.