



**Part 2A of Form ADV**

**March 2019**

**This brochure provides information about the qualifications and business practices of Sancus Capital Management LP (“Sancus”). If you have any questions about the contents of this brochure, please visit our website at [www.sancuscap.com](http://www.sancuscap.com) or contact us:**

Sancus Capital Management LP  
1325 Avenue of the Americas, 28<sup>th</sup> Floor  
New York, NY 10019  
Phone: +1 212 277 8255  
Fax: +1 646 217 3710  
[info@sancuscap.com](mailto:info@sancuscap.com)

**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.**

**Any reference to Sancus as a “registered investment adviser” or as being “registered” does not imply that it or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.**

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

**Item 2: MATERIAL CHANGES**

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There have been no material changes to the business of Sancus since the last annual updating amendment to the Form ADV Part 2A filed March 28, 2018.



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### **Item 2: MATERIAL CHANGES**

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## **Item 4: ADVISORY BUSINESS**

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Sancus Capital Management LP (the “Investment Manager” or “Sancus”, is a Delaware limited partnership that was formed in February 2009. Sancus is principally owned by Olga Chernova.

Sancus provides discretionary investment advisory services to private investment funds (the “Funds”) for institutional and other sophisticated investors (the “Fund Investors”). Sancus also provides discretionary investment advisory services to separately managed account clients. The Fund and the separately managed account clients are collectively referred to herein as “clients” unless otherwise noted.

Sancus does not tailor advisory services to the individual needs of the Fund Investors. However, Sancus will tailor the advisory services to the individual needs of the separately managed account clients.

Sancus does not participate in wrap fee programs.

As of December 31, 2018, Sancus managed regulatory assets under management of approximately \$127,330,000 on a discretionary basis.

## **Item 5: FEES AND COMPENSATION**

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Funds:

Sancus generally charges an annual asset-based management fee and an annual incentive allocation. The actual fees are described in the advisory contracts entered into between Sancus and the clients or Fund Investors. All Fund Investors are qualified purchasers as defined in the Investment Advisers Act of 1940.

We collect Management Fees from clients quarterly in advance. The Funds’ administrator will deduct Management Fees from Fund Investors’ capital accounts on a monthly basis. If a withdrawal is made before the end of a calendar quarter, Sancus will refund the unearned portion of any Management Fees to the Funds. In addition, we collect an incentive allocation, if any, on the last calendar day of any year, based on the net appreciation of each Investor’s capital account during such year, subject to a high water mark.

In addition to Management Fees, Fund Investors are also responsible for their pro rata share of the relevant Fund’s operating and other expenses, as defined in the Fund’s offering memorandum, including, but not limited to legal, compliance, administrator (including middle-back office services), audit (including custody audit, if applicable) and accounting expenses (including third party accounting services); shareholder proxy voting services; organizational expenses; investment expenses such as commissions, research fees and expenses (including research-related travel); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Advisory Board fees and expenses; related insurance costs (including D&P and E&O insurance of the Investment Manager, the general partner and the directors); Directors’ fees and expenses; and any other expenses reasonably related to the purchase, sale or transmittal of investor assets. In the cases of Funds structured as a “master-feeder” fund, such feeder Fund Investors bear a pro rata share of the expenses associated with the related master fund.

Fund Investors may also be charged an early redemption fee on withdrawals prior to the one-year anniversary date of subscription to the Funds. This fee is applicable only to investors who elect monthly liquidity upon subscription. In addition, any withdrawal request subsequently rescinded within 30 days of the applicable redemption date will be subject to a withdrawal rescission fee.

We reserve the right to waive or modify fees for Fund Investors that are members, employees or affiliates of Sancus, relatives of such persons and for certain large or strategic investors.

#### Separately Managed Accounts:

The Management Fee for separately managed accounts is generally a percentage of assets under management. Management Fees that are based on a percentage of assets under management are applied to the account asset value on a pro-rated basis, charged quarterly in advance. Generally, the separately managed account clients authorize Sancus to debit quarterly Management Fees directly from their custodial account. The custodian will send a statement to the client, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees. Clients are urged to review these statements carefully.

Separately managed account clients are also responsible for investment related expenses in addition to Management Fees.

## **Item 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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As previously stated above, we charge an annual incentive allocation based on the net appreciation of each Fund Investor's capital account during any fiscal year. We may receive such compensation with regard to unrealized as well as realized gains in an Investor's account. An incentive allocation arrangement may create an incentive for Sancus to make investments that are riskier or more speculative than would be the case in the absence of an incentive allocation. An incentive allocation arrangement may also create an incentive for the Firm to favor clients with an incentive allocation arrangement over clients that do not have such arrangements or, alternatively, favor clients with higher incentive allocation arrangements over accounts with lower incentive allocation arrangements. However, the Firm is committed to fulfilling its fiduciary duty to its advisory clients to act at all times in their best interest. The Firm has implemented internal controls to address the potential conflicts associated with incentive allocations and periodically reassesses these controls. Additionally, the Firm's allocation policies are designed to ensure investment opportunities are allocated fairly over time and allocations are not determined based on the desire to earn an incentive. The incentive allocations are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

## **Item 7: TYPES OF CLIENTS**

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Our clients are the Funds and the separately managed accounts. The Fund Investors may include high net worth individuals and a variety of institutional investors (e.g. trusts, endowments, foundations, corporations and other types of entities, including private funds of funds and other corporations or businesses) meeting the terms of the exceptions and exemptions under which the Fund operates and wishing to invest in accordance with the Fund's investment objective. Fund Investors must meet the requirements for "accredited investors" under the Securities Act of 1933 and a "qualified purchaser" under the Advisers Act. The minimum initial investment is \$500,000 (U.S.), subject to waiver at the sole discretion of Sancus, but not below the statutory minimum, which is currently \$100,000 (U.S.). The minimum additional investment is \$100,000 (U.S.), subject to waiver in our sole discretion.

The minimum investment for a separately managed account is \$50 million (U.S.).

## **Item 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### **Investment Process**

Sancus performs robust and extensive analysis of all positions it intends to establish. There are four major components of our investment framework:

Idea Generation: Ideas are generated through macro/thematic views, quantitative analysis, fundamental research, news flow and new issue pipeline. Macro views are generated by the investment team based on a combination of prior

experience and identification of broader trends that the investment team believes will manifest over the short to medium term horizon. Ideas will also be generated by fundamental research driven by industry expertise, thematic views, conferences, buy-side network, as well as sell-side research.

**Analysis:** We perform quantitative and fundamental analyses of investment ideas. Quantitative analysis may include: break-even analysis, scenario analysis, hedging cost analysis, regression analysis, risk evaluation, and stress tests of model assumptions. Fundamental analysis may include security valuation, enterprise valuation, detailed FCF modeling, management calls, primary checks, legal documentation checks and business risk assessment. In order to perform its analysis, the company uses a combination of proprietary models and third-party platforms such as Intex.

**Decision Making:** If an idea is vetted by the analysis, we engage in a final discussion that addresses factors such as return upside/downside, timing of catalysts and transactional liquidity assessment. Next, an assessment is made regarding the impact of the position on the rest of the portfolio.

**Capital Allocation:** Positions are sized based on our assessment of a trade idea's conviction level, instrument liquidity, expected risk/reward and likely time horizon of the trade's catalyst.

### **Investment Strategy**

We seek to have a diversified long/short credit trading strategy focused on the North American and European markets, with the objective of providing attractive risk-adjusted returns showing reduced correlation with market cycles. We combine quantitative analysis with fundamental research to identify attractive investment opportunities across securities, capital structures, sectors, and geographies. Less than 20% of AUM will be allocated to less liquid strategies that might require a holding period up to one year. Most positions fall within one of the three core strategies: long/short, relative value and capital structure.

#### ***1) Long / Short***

Long / Short strategies pursue long or short opportunities in corporate and sovereign credit. While similar in analysis to relative value, long / short trades would involve only directional trades (long or short). In single names, long / short trades express fundamental credit views on specific companies. Trades in synthetic tranches, baskets and structured finance instruments such as CLOs, will generally reflect the anticipated performance of such instruments as a result of changes in correlation, general default or spread environments. We may use options strategies to express outright views on volatility and market direction in various credit indices, as well as for hedging of specific sub-strategies and the overall portfolio.

#### ***2) Relative Value***

Relative Value investing takes advantage of relative pricing discrepancies between various financial instruments including bonds, equities, options and over-the-counter derivatives. Trades target convergence / divergence of spreads between different sectors or comparable companies. In indices, relative value trades may express general market views or specific views on the severity and timing of defaults in different geographies, classes and tiers of debt. Index options may be used to express a view on relative betas between different indices.

#### ***3) Capital Structure***

Capital Structure trades target relative value opportunities within the same capital structure. We seek to identify mispriced capital structure relationships in specific corporate issuers and structured credit derivative instruments, including 1) secured vs. unsecured debt, 2) senior vs. subordinated debt, 3) debt vs. equity, 4) number of defaults and 5) timing of defaults, among others.

### **RISK FACTORS**

An investment in the Funds and separately managed accounts may be deemed to be a highly speculative investment and is not intended as a complete investment program. The following are material risks involved in Sancus' investment strategy. This list does not purport to be a complete enumeration or explanation of the risks involved in such strategy. It is designed only for sophisticated persons who are able to bear the economic risk of the loss of their entire investment

and who have a limited need for liquidity in their investment. The following risks should be carefully evaluated before making an investment in the Funds and separately managed accounts:

### **Nature of Investments**

We have broad discretion in making investments for the Funds. Investments will generally consist of credit-based instruments and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that we will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Funds' activities and the value of its investments. In addition, the value of the Funds' portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that the Funds' investment objective will be achieved.

### **Derivatives**

To the extent that we invest client capital in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, the Funds may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of the Funds, and hence the Funds should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

### **Credit Derivatives**

Credit derivatives are contracts that transfer price, spread and/or default risks of debt and other instruments from one party to another. Such instruments may include one or more debtors. Payments under credit derivatives may be made during the exercise period of the contracts. Payments under many credit derivatives are triggered by credit events such as bankruptcy, restructuring, failure to pay, cross default or acceleration, etc. Such payments may be for notional amounts, actual losses or amounts determined by formula.

There are considerable risks that it may become difficult to either buy or sell the contracts as needed or at reasonable prices. Sellers of credit derivatives carry the inherent price, spread and default risks of the debt instruments covered by the derivative instruments. Buyers of credit derivatives carry the risk of non-performance by the seller due to inability to pay. There are also risks with respect to credit derivatives in determining whether an event will trigger payment under the derivative and whether such payment will offset the loss or payment due under another instrument. In the past, buyers and sellers of credit derivatives have found that a trigger event in one contract may not match the trigger event in another contract, exposing the buyer or the seller to further risk.

### **Credit Default Swaps**

The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference obligation. Generally, a credit event means bankruptcy, failure to pay, restructuring or obligation acceleration. If a credit event occurs, the seller typically must pay the contingent payment to the buyer, which is typically the "par value" (full notional value) of the reference obligation. The buyer will deliver recovery value for the reference obligation either via a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. The Funds may be either the buyer or seller in the transaction. If the Funds are buyers and no credit event occurs, the Funds may lose the premium it has paid for protection. However, if a credit event occurs, the buyer typically receives notional value of reference obligations adjusted for any recovery amount. As sellers, the Funds receive a fixed rate of income throughout the term of the contract, which typically is between one

month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the notional value of reference obligations adjusted for any recovery amount. CDSs may involve greater risks than if the Funds had invested in the reference obligation directly. In addition to general market risks, CDSs are subject to the counterparty credit risk. A buyer also may lose the premium it paid for protection should no credit event occur. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value to the Funds.

### **Options**

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

### **Debt Securities**

Clients may take positions in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. Clients may take positions in debt securities which are not protected by financial covenants or limitations on additional indebtedness. Clients may invest in securities which are moral obligations of issuers or subject to appropriations. The Funds will therefore be subject to credit and liquidity risks.

### **High Yield Securities**

Clients may invest in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominately speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

### **Distressed Securities**

Clients may invest in "distressed" securities, claims and obligations of domestic and foreign entities which are experiencing significant financial or business difficulties. Investments may include loans, commercial paper, loan participations, trade claims held by trade or other creditors, stocks, partnership interests and similar financial instruments, executory contracts and options or participations therein not publicly traded. Distressed securities may result in significant returns to clients, but also involve a substantial degree of risk. Clients may lose a substantial portion or all of its investment in a distressed environment or may be required to accept cash or securities with a value less than the client investments. Among the risks inherent in investments in entities experiencing significant financial or business difficulties is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments also may be adversely affected by state and federal laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. The market prices of such instruments are also subject to abrupt and erratic market movements and above average price volatility and the spread between the bid and asked prices of such instruments may be greater than normally expected. In trading distressed securities, litigation is sometimes required. Such litigation can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses.

Moreover, to the extent that the Funds invest in distressed sovereign debt obligations, it will be subject to additional risks and considerations not present in private distressed securities, including the uncertainties involved in enforcing and collecting debt obligations against sovereign nations, which may be affected by world events, changes in U.S. foreign policy and other factors outside of the control of the Investment Manager.

### **Structured Finance Securities**

Clients may invest in structured finance securities such as, for example, equipment trust certificates, CBOs, CLOs or similar instruments. Structured finance securities may present risks similar to those of the other types of investments in which clients may invest and, in fact, such risks may be of greater significance in the case of structured finance securities. Moreover, investing in structured finance securities may entail a variety of unique risks. Among other risks, structured finance securities may be subject to prepayment risk. In addition, the performance of a structured finance security will be affected by a variety of factors, including its priority in the capital structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on and the characteristics of the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. Moreover, a rapid change in the rate of defaults may have a material adverse effect on the yield to maturity. It is therefore possible that the Funds may incur losses on its investments in structured products regardless of their ratings by S&P or Moody's. Additionally, the securities in which we are authorized to invest include securities that are subject to legal or contractual restrictions on their resale or for which there is a relatively inactive trading market. Securities subject to resale restrictions may sell at a price lower than similar securities that are not subject to such restrictions.

### **Lending Risks**

To the extent that clients make investments in loans, the value of the Funds' investment in loans (and hence, each Shareholder's interest) may be detrimentally affected to the extent a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan. We may attempt to minimize this risk by maintaining low loan-to-liquidation values with each loan and the collateral underlying the loan. However, there can be no assurance that the value assigned by Sancus to collateral underlying a loan of clients can be realized upon liquidation, nor can there be any assurance that collateral will retain its value. In addition, certain of clients' loans will be supported, in whole or in part, by personal guarantees made by the borrower or a relative, or guarantees made by a corporation affiliated with the borrower. The amount realizable with respect to a loan may be detrimentally affected if a guarantor fails to meet its obligations under the guarantee. Moreover, the value of collateral supporting loans may fluctuate. We will seek to adopt appropriate procedures to minimize such risks.

### **Loan Participations and Assignments**

Clients may invest in corporate loans acquired through assignment or participations. In purchasing participations, clients will usually have a contractual relationship only with the selling institution, and not the borrower. Clients generally will have no right directly to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, nor will it have the right to object to certain changes to the loan agreement agreed to by the selling institution. Clients may not directly benefit from the collateral supporting the related secured loan and may not be subject to any rights of set-off the borrower has against the selling institution.

In addition, in the event of the insolvency of the selling institution, under the laws of the United States and the states thereof, clients may be treated as a general creditor of such selling institution, and may not have any exclusive or senior claim with respect to the selling institution's interest in, or the collateral with respect to, the secured loan. Consequently, clients may be subject to the credit risk of the selling institution as well as of the borrower. Certain loans or loan participations may be governed by the laws of a jurisdiction other than a United States jurisdiction, which may present additional risks as regards the characterization under such laws of such participation in the event of the insolvency of the selling institution or the borrower.

### **Special Situations**

Clients may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to clients of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, clients may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which clients may invest, there is a potential risk of loss by the clients of its entire investment in such companies.

### **Equity-Related Instruments in General**

We may use equity-related instruments in its investment program. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

### **Small to Medium Capitalization Companies**

Clients may invest a portion of its assets in the stocks of companies with small-to medium-sized market capitalizations. While we believe these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

### **Exchange Traded Funds**

Because exchange-traded funds (“ETFs”) (which are registered investment companies) are effectively portfolios of securities, we believe that the unsystematic risk associated with investments in ETFs is generally very low relative to investments in ordinary securities of individual issuers. There may be certain risks to the extent a particular ETF is concentrated in a particular sector, and is not as diversified as the market as a whole.

It should be noted that the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”), places certain restrictions on the percentage of ownership that a private investment fund may have in a registered investment company.

### **Non-U.S. Securities**

Investing in securities of non-U.S. governments and companies that are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

### **Interest Rate Risk**

Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. We may attempt to minimize the exposure of clients to interest rate changes through the use of interest rate

swaps, interest rate futures and/or interest rate options. However, there can be no expectation nor guarantee that we will be successful in fully mitigating the impact of interest rate changes.

### **Currency Risks**

Clients' investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Sancus may attempt to hedge such risks.

### **Use of Leverage**

As noted above, the Funds may utilize leverage. This results in clients controlling substantially more assets than the Funds have equity. Leverage increases clients' returns if the client earn a greater return on investments purchased with borrowed funds than the clients' cost of borrowing such funds. However, the use of leverage exposes clients to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Funds not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Funds' cost of borrowing such funds. In the event of a sudden, precipitous drop in value of clients' assets, clients might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

In an unsettled credit environment, Sancus may find it difficult or impossible to obtain leverage for clients. In such event, the Funds could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Sancus being forced to unwind clients' positions quickly and at prices below what the Investment Manager deems to be fair value for such positions.

### **Short Sales**

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on clients' portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

### **Portfolio Turnover**

The investment strategy of the Funds may require us to actively trade clients' portfolio, and as a result, turnover and brokerage commission/transaction expenses of clients may significantly exceed those of other investment entities of comparable size.

### **Diversification Risk**

As discussed above, we seek to diversify our investment approach through multiple strategies in long/short liquid credit instruments in the North American and European markets. However, we may not be successful in diversifying the clients' portfolio and, consequently, may not be widely diversified among sectors, industries, geographic areas, issuers or types of securities. Accordingly, client portfolios may be subject to more rapid change in value than would be the case if clients' were required to maintain a wide diversification among sectors, industries, geographic areas, issuers or types of securities.

### **Lack of Liquidity of Fund Investments**

As discussed above, client portfolios typically consist of liquid investments. However, we may not be successful in constructing a liquid portfolio and, consequently, clients' assets may include securities and other financial instruments or obligations that are thinly traded or for which no market exists and/or which are restricted as to their transferability

under applicable securities laws. The sale of any such investments may be possible only at substantial discounts and it may be extremely difficult to accurately value any such investments.

### **Convergence Risk**

Clients may pursue relative value strategies by taking long positions in securities believed to be undervalued and short positions in securities believed to be overvalued. In the event that the perceived mispricings underlying the clients' trading positions were to fail to converge toward, or were to diverge further from, our expectations, the clients may incur a loss.

### **Financial Market Fluctuations**

General fluctuations in the market prices of securities may affect the value of the investments held by clients. Instability in the securities markets may also increase the risks inherent in client investments.

### **Cybersecurity and Systems Risks.**

Sancus relies on computer programs, networks, devices and systems (and may rely on new systems and technology in the future) in connection with the Fund's investment activities. These programs or systems may be subject to certain defects, failures, interruptions or security breaches, including, but not limited to, those caused by computer "worms," viruses, power failures and social engineering schemes such as "phishing," each of which could result in a loss to the Funds.

## **Item 9: DISCIPLINARY INFORMATION**

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There have been no criminal, civil, association, regulatory or administrative proceedings against Sancus, its affiliates or any of its principals or key persons, or any similar matters including reparations, arbitrations and negotiated settlements.

## **Item 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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Sancus' principal owner, Olga Chernova, serves as a Director of Sancus Capital Select Master Fund, Ltd. (the "Master Fund"), Sancus Capital Select Fund, Ltd. (the "Offshore Feeder Fund") and Sancus Capital Credit Master Fund, Ltd.

## **Item 11: CODE OF ETHICS**

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Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended, we have established a Code of Ethics which is designed to, among other things, provide a statement of the general standards of conduct required by Sancus. The Code of Ethics governs such areas as conflicts of interest, confidential information, personal securities investing, political contributions, gifts and insider trading. The foundation of the Code consists of three underlying principles:

- Employees must at all times place the interests of clients first. In other words, as a fiduciary you must scrupulously avoid serving your own personal interests ahead of the interests of Sancus clients.
- Employees must ensure that any personal securities transactions are conducted consistent with the Code and the Sancus Employee Investment Policy (the "EIP") and in such a manner as to avoid any actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility.

- Employees must not take inappropriate advantage of their positions. The receipt of investment opportunities, perquisites, or gifts from persons seeking business with us could call into question the exercise of an employee's independent judgment.

We have established a personal trading policy, including, but not limited to: preauthorization of certain trades, discouragement of excessive trading and monitoring conflicts of interest with securities in companies that the Firm holds investments in or is contemplating holding investments in.

We will provide a copy of the Code of Ethics to any client, Fund Investor or potential client or investor upon request.

Sancus, its affiliates and employees have a financial interest in the Funds through its incentive allocation and through direct investments in the Funds. As such, we could be considered to have recommended to investors that they buy or sell securities or investments in which the applicant or a related person has some financial interest.

Sancus generally prohibits its employees from trading securities of a particular issuer if the Funds hold a position in any security type in any direction of that same issuer. However, there may be instances in which this practice is permitted under the Code of Ethics, resulting in a Conflict of Interest. We will monitor employee trading to ensure that the interests of our clients always come before its own and those of its employees.

## **Item 12: BROKERAGE PRACTICES**

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### **Brokerage Discretion**

We are authorized to determine the broker or dealer to be used for each securities transaction for the Funds. In selecting brokers or dealers to execute transactions, we are not required to consider any particular criteria. Sancus need not solicit competitive bids and does not have an obligation to seek the lowest available commission/transaction cost. Thus the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission/transaction rate.

The Funds will maintain an account with one or more prime brokers or custodians, through which the Funds may execute trades, borrow securities and maintain custody of its securities.

Sancus reserves the right, in its sole discretion, to change its brokerage and custodial arrangements without further notice to Fund Investors.

Sancus does not have the authority to select the broker or dealer to be used for the separately managed account clients. As a result, there may be certain costs or disadvantages to the clients. Those costs may include, but are not limited to, higher brokerage commissions and potentially less favorable execution of transactions.

### **Best Execution**

Sancus seeks "best execution" of transactions. A range of factors is considered before selecting a broker including pricing, liquidity, margin requirements, credit terms, responsiveness and speed of execution, reputation and financial stability, and the quality and value of any research provided.

Although Sancus attempts to effect client transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case Sancus will continue to comply with the client's directions. A client who directs Sancus to direct brokerage to a particular broker dealer to effect transactions should consider whether this designation may result in certain costs or disadvantages to the client. These costs may include higher brokerage commissions (because Sancus may not be able to aggregate orders to reduce transaction costs) and potentially less favorable execution of transactions. The commissions charged to clients that direct Sancus to execute

the client's trades through a specified broker-dealer may in some transactions be materially different than those of clients who do not direct the execution of their trades.

### **Soft Dollars**

When selecting a broker or dealer, we may consider the value of various products or services, beyond transaction execution, that the broker or dealer provides to Sancus or the clients. Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a "safe harbor" which permits an investment manager to use "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Except for services that would be Fund expenses (as previously discussed under Fees and Compensation), Sancus will limit the use of soft dollars to obtain research and brokerage services within the meaning of Section 28(e). We may receive such products and services including, but not limited to, commentaries on markets, industries and securities, financial and other publications, economic surveys and analyses, research, trading advice, quotation services, and general information relevant to our advisory business that may assist us in making trading decisions. Although we do not generally pay for products or services provided by its brokers, we may have an incentive to select a broker based to some extent on the products or services provided rather than the best execution price available. We recognize the conflict of interest inherent in using soft dollar products and services, and are committed to maintaining soft dollar and best execution policies and procedures to ensure that clients' interests are the focus of our broker selection procedures.

We may place transactions with a broker or dealer that (i) provides Sancus with the opportunity to participate in capital introduction events sponsored by the broker or dealer or (ii) refers investors to the Funds. Sancus recognizes that this falls outside the parameters of Section 28(e). We will not select a broker or dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

### **Aggregation of Orders**

When appropriate, we may, but are not required to, aggregate client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Alternatively, we may allocate individual trades across accounts on a pro-rata basis to achieve a similar result. We may determine an appropriate allocation should be non-pro-rata if such allocation would preserve liquidity, maintain risk and leverage parameters, manage available cash balances, etc.

### **Trade Errors**

Sancus defines a "trade error" as (i) an error in the investment decision making process, and (ii) an administrative error made prior to or during the trade's execution (e.g. trader executes a wrong security or bond, or for an incorrect number of shares or bonds).

As a matter of general policy, it is anticipated that the Funds and separately managed account clients will absorb trading errors. However, we will review each trading error on a case-by-case basis. Sancus mandates that trading errors must be corrected as soon as possible upon discovery. The following procedures should be followed to properly handle trading errors.

1. All material trade errors must be documented. The Chief Compliance Officer (CCO) will maintain copies of the completed trade error report for monitoring, reimbursement, and regulatory purposes.
2. Determine the amount of the trade error and whether a correction is appropriate.
  - a. In determining whether a client has suffered a loss or missed an investment opportunity as a result of a trade error, the Portfolio Manager and management must determine the position the client would have been in but for the error.
  - b. Since there may be times where it is necessary to reimburse a client for transactional expenses, interest, and/or missed investment opportunities, the proper treatment of trade errors should be coordinated among the CCO and Portfolio Manager involved in the matter.

- c. Sancus' management, in consultation with the CCO, will determine an appropriate method to correct an error in light of the facts and circumstances.

### **Item 13: REVIEW OF ACCOUNTS**

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Client portfolios, their performance, and certain risk parameters are reviewed daily by the Chief Investment Officer and other investment professionals at Sancus.

We provide Fund Investors with weekly and monthly performance estimates, monthly newsletters and monthly risk reports. The Funds' administrator distributes unaudited capital balances to investors on a monthly basis. Audited financial statements, and if applicable tax statements, are distributed to Fund Investors on an annual basis. Fund Investors may also receive periodic updates of information that is material to their investment.

### **Item 14: CLIENT REFERRALS AND OTHER COMPENSATION**

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Sancus has entered into an agreement with a third-party marketing firm, Middlemark Partners ("Middlemark"). Middlemark receives an annual fee and/or a commission based on the fees Sancus earns in its capacity as investment adviser. Annual fees and commissions are paid by Sancus and not by the Funds, and therefore would not impact the returns of investors. Middlemark discloses to potential investors that it would receive compensation from Sancus if they invested with the Funds.

### **Item 15: CUSTODY**

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We do not provide custodial services to the Funds, Fund Investors or separately managed account clients. Client and Fund Investor assets are held with broker-dealers or banks that are deemed "qualified custodians."

To ensure compliance with Rule 206(4)-2 under the Advisers Act, we will be required to provide all investors with audited financial statements for the Funds prepared by an independent accounting firm that is registered with and subject to review by the Public Company Account Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of such Fund's fiscal year. You should carefully review the audited financial statements of the Funds.

In addition, although Sancus does not maintain direct custody or possession of any of its separately managed account client's funds or securities, we are deemed to have custody of client's assets if we are authorized to instruct the custodian to deduct Sancus' fees directly from the client's account. The custodian maintains actual custody of client assets. Clients will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address provided to the custodian. Clients should carefully review those statements promptly upon receipt.

### **Item 16: INVESTMENT DISCRETION**

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Sancus maintains full investment discretion over the Funds as detailed in, and subject to, the advisory contracts entered into with its investors.

## **Item 17: VOTING CLIENT SECURITIES**

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Sancus will vote proxies as required, however, as a general practice, we do not intend to vote proxies. Prior to voting the proxy, the relevant employees of Sancus will make a determination, in their opinion, as to what vote is in the best interest of the Funds. The CCO will review any proxies to ensure that any material conflict of interest between Sancus and the Funds that arises is resolved in the best interests of the Funds. We will maintain a written record of the proxy vote on each occasion that a vote is required. Upon request, we will provide our Fund Investors with a copy of our proxy voting policy and any historical proxy information.

## **Item 18: FINANCIAL INFORMATION**

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Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. Sancus has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.