

## **Part 2A of Form ADV: Firm Brochure**

Old Well Partners, LLC  
150 Brevard Court  
Charlotte, NC 28202  
704.248.0380  
<http://oldwellpartners.com>

March 26, 2019

This Brochure provides information about the qualifications and business practices of Old Well Partners, LLC (“Old Well” or the “Adviser”). If you have any questions about the contents of this brochure, please contact Patric Klein at 704.248.0380 or [patric@oldwellpartners.com](mailto:patric@oldwellpartners.com). The information in this Brochure has not been approved by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Any reference to Old Well Partners, LLC as a “registered investment adviser” or as being “registered” does not imply a certain level of skill of training.

Additional information about Old Well Partners, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2 – Material Changes**

Since Old Well's last annual update dated March 28, 2018, Old Well launched a new fund, the Old Well Special Opportunities Fund I, LLC whose goal is to afford the members the possibility of gains from equity appreciation and other income, by means of the Company's purchase of, or Investment in, Target Securities.

There are no other material changes to be noted from Old Well's initial filing in March 2018. In the future, when Old Well amends its Brochure for the annual update, and the amended version contains material changes from the last annual update, Old Well will identify those changes either on this page or as a separate document accompanying the Brochure. For documentation purposes, Old Well will provide the date of the last annual update of its Brochure.

### Item 3 – Table of Contents

Item 2 – Material Changes.....	2
Item 3 – Table of Contents .....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation.....	4
Item 6 – Performance-Based Fees and Side-by-Side Management .....	6
Item 7 – Types of Clients .....	6
Item 8 – Methods of Analysis Investment Strategies and Risk of Loss .....	6
Item 9 – Disciplinary Information.....	21
Item 10 – Other Financial Industry Activities or Affiliations.....	21
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	22
Item 12 – Brokerage Practices.....	22
Item 13 – Review of Accounts.....	24
Item 14 – <i>Client</i> Referrals and Other Compensation.....	24
Item 15 – Custody .....	25
Item 16 – Investment Discretion .....	25
Item 17 – Voting <i>Client</i> Securities.....	25
Item 18 – Financial Information.....	26

#### **Item 4 – Advisory Business**

- A. Old Well Partners, LLC (“Old Well” or the “Firm”) is a Delaware limited liability company formed in 2015 as an investment adviser. Old Well is entirely owned by Campbell Wilson who also serves as the Firm’s Principal and Chief Executive Officer.
- B. The Firm pursues investment strategies on behalf of clients by seeking to provide attractive risk-adjusted returns through primarily long-short investment strategies in the global equity markets. Old Well may also invest in preferred stocks, warrants, rights, options, swaps, and other derivative instruments, bonds and other fixed income securities, futures, and money market instruments.
- C. Old Well manages investments for clients in accordance with the investment objectives, strategies, guidelines, and terms and conditions, as outlined in each fund’s applicable governing documents. Old Well does not, however, provide individualized investment advice or tailor its advisory services to the individual needs of investors in the private funds to which it provides investment advisory services. Nonetheless, Old Well may enter into side letters with certain fund investors in the future which would alter or supplement the fund’s governing documents. Should Old Well perform advisory services for clients on a separately managed account basis, it is anticipated that such services would be individually tailored to such clients.
- D. Old Well does not participate in wrap-fee programs.
- E. The Firm manages \$275,485,093 on a discretionary basis as of December 31, 2018.

**Investors in private funds managed by Old Well (a “Fund”, the “Funds” or “Clients”) should review not only this brochure, but also the full contents of the Confidential Private Offering Memorandum (“CPOM”) for any Fund in which they are considering investing. This brochure is intended to be a general summary of advisory services provided by Old Well to its general client base. This brochure may be both supplemented and superseded by the CPOM for each Fund.**

#### **Item 5 – Fees and Compensation**

- A. Old Well generally receives both a management fee and a performance fee from the Funds. Fees may vary among the Funds and among share classes within each Fund. Should Old Well begin providing advisory services to separately managed account clients, fees for such services will be individually negotiated with each client and documented in the terms of each investment management agreement.
- B. Typically, management fees for each Fund are paid quarterly in advance based on the value of each investor’s capital account as of the first day of each calendar quarter, or on the date of a contribution if other than the beginning of a quarter.

Methods of collecting fees may, however, vary among the Funds and among share classes in the same Fund and are more fully described in the CPOM for each.

Old Well in its sole discretion may also waive or modify the management fee for investors in the Funds that are members, partners, affiliates or employees of Old Well or the General Partner (Old Well Partners GP, LLC and Old Well Special Opportunities GP, LLC), relatives of such person, and trusts or other entities for their benefit.

Fund investors are also typically charged an incentive fee. These incentive fees are generally charged at the end of each calendar year via a reallocation from the capital account of each investor to the capital account of Old Well at an amount typically equal to 20% of each investor's share of net profits greater than a 6% compounding hurdle rate, however, incentive allocation amounts may vary among Funds or share classes of the same Fund. In general, incentive allocations will be subject to a loss carryforward provision.

Both the management fee and incentive allocation, as well as other terms, are more fully described in the CPOM for each Fund.

Should Old Well accept clients in the future for which it manages an account rather than a Fund, such as separately managed account clients, such separately managed account clients may be subject to fees that are more fully described in their investment management agreements ("IMAs").

- C. In general, the Funds shall bear all of their operating expenses and the feeder funds will bear a pro rata share of the operating expenses of their respective Master Fund (collectively, the "Partnership Expenses"). These expenses will include, without limitation, all costs and expenses relating to the relevant Fund (and the Fund's pro rata share of the relevant Master Fund's) activities and operations (to the extent not reimbursed in connection with an investment), including, without limitation, all fees, costs and expenses associated (directly or indirectly) with the negotiation, financing, sourcing, acquiring, holding, monitoring, hedging, settling and disposing of investments or proposed investments; other transaction costs, including, without limitation, transaction fees, custodial fees, brokerage fees (See Section 12 for Brokerage Discussion), commissions, consulting, advisory, due diligence, investment banking, legal, financial, auditing, accounting, research, third-party consulting and other professional fees and expenses related to investments and proposed investments, as well as all fees, expenses, interest payments and principal payments due to any lenders, investment banks and/or other financing sources in connection with the financing, sourcing, acquiring, holding, monitoring, hedging and disposing of investments or proposed investments; custodial fees, appraisal fees and expenses; all investment-related travel expenses (including industry conferences) and travel expenses related to the purchase, sale or transmittal of feeder fund and/or Master Fund assets; all entity-level taxes, fees and other governmental charges; the costs of any insurance (including, without limitation, general partner liability insurance, errors and omissions insurance, directors and officers insurance, if any, and other insurance policies with respect to a Fund's business and affairs); directors' fees; expenses incurred in the collection of monies owed to a Fund (or to the Master Fund as applicable); management fees; research related computer hardware and software expenses, including Bloomberg terminals and subscriptions relating to, among other things, trading, order management and other technology and services; legal, regulatory, compliance, auditing, research and

accounting fees and expenses (including, without limitation, fees and expenses of any administrator of a Fund and the relevant Master Fund; expenses associated with the preparation and delivery of financial statements, tax returns and Schedules K-1, if any; extraordinary expenses (including, without limitation, litigation-related and indemnification expenses, whether payable in connection with a proceeding involving the relevant Fund or otherwise, and including the amount of any judgment or settlement paid in connection therewith); the costs of any reporting to investors; reasonable expenses incurred in connection with any meetings of investors and reasonable expenses of the members and meetings of any committee of a Fund; expenses incurred in connection with the dissolution, liquidation, and termination of a Fund; and expenses incurred in connection with the preparation of amendments to a partnership agreement. Please see the relevant CPOM for a more complete listing of a Fund's potential expenses. Should Old Well pursue separately managed account arrangements with clients, operational expenses will be borne by such separately managed accounts if agreed upon by both parties and documented in the relevant IMA.

- D. The management fee is payable in advance of each quarterly period as compensation for the services to be performed by the Firm.
- E. At this time neither Old Well nor any of its supervised persons accept compensation for the sale of securities or other investment products.

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

Old Well may charge performance-based incentive allocations to its Clients as discussed in Item 5. Please refer to Item 5 for a description of performance-based incentive allocations.

Performance-based fee arrangements, such as incentive allocations, may vary among the clients of any adviser. This variance may be between clients, or between share classes within a fund. Any variance in performance-based fee arrangements may create the incentive for an adviser to allocate its highest performing investments to the clients from whom it receives the largest fee. Should this fee variance arise among the Clients of Old Well, Old Well will attempt to mitigate such a potential conflict via its trade allocation policies and the testing of such policies to ensure fair and equitable trade allocations.

#### **Item 7 – Types of Clients**

Old Well provides investment advisory services to private funds at this time. Old Well may also provide investment advisory services to clients on a separately managed account basis in the future.

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

INVESTMENTS IN THE FUNDS MAY BE DEEMED TO BE HIGHLY SPECULATIVE INVESTMENTS AND ARE NOT INTENDED AS A COMPLETE INVESTMENT PROGRAM. THE FUNDS ARE DESIGNED ONLY FOR SOPHISTICATED PERSONS

WHO CAN BEAR THE ECONOMIC RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT AND WHO HAVE A LIMITED NEED FOR LIQUIDITY IN THEIR INVESTMENTS IN THE FUND. THERE CAN BE NO ASSURANCE THAT OLD WELL WILL ACHIEVE ITS INVESTMENT OBJECTIVE ON BEHALF OF ANY CLIENT, INCLUDING ANY PRIVATE FUND CLIENT.

- A. Old Well makes available to Clients four strategies managed by Old Well: (i) The Emerging Markets Fund, whose goal is to meaningfully outperform the MSCI Emerging Markets Index over a multi-year time horizon. Old Well will seek to achieve its objective by implementing a public equity strategy that invests across Emerging Markets; (ii) the Japan Fund, whose goal is to meaningfully outperform the Japanese Market Indices over a multi-year time horizon. Old Well will seek to achieve its objective by implementing a public equity strategy that invests in Japanese companies; (iii) the Old Well Partners Fund whose goal is to compound capital at attractive rates of return over a long period of time. Old Well will seek to achieve its objective by implementing primarily long-short investing in publicly-traded equities, and (iv) the Old Well Special Opportunities Fund I, LLC whose goal is to afford the members the possibility of gains from equity appreciation and other income, by means of the Company's purchase of, or Investment in, Target Securities.

#### The Emerging Markets Fund ("EM Fund")

Although the Firm anticipates that the EM Fund will focus primarily on investing in publicly-traded equities, the EM Fund may also invest in preferred stocks, warrants, rights, options, swaps and other derivative instruments, futures and money market instruments. The EM Fund may employ short-selling, margin trading, hedging, and other investment strategies.

The EM Fund may also invest in new issues for Clients, provided that the Client first complies with all of the rules and regulations pertaining to such investments, including the FINRA Rules.

#### The Japan Fund

Although the Firm anticipates that the Japan Fund will focus primarily on investing in publicly-traded equities, the Japan Fund may also invest in preferred stocks, warrants, rights, options, swaps, and other derivative instruments, futures, and money market instruments. The Japan Fund may employ short-selling, margin trading, hedging, and other investment strategies.

The Japan Fund may also invest in new issues for Clients, provided that the Client first complies with all of the rules and regulations pertaining to such investments, including the FINRA Rules.

#### The Old Well Partners Fund ("Partners Fund")

Although the Firm anticipates that the Partners Fund will focus primarily on long-short investing in publicly-traded equities, the Partners Fund may also invest in preferred stocks, warrants, rights, options, swaps and other derivative instruments, bonds and other fixed income securities, futures and money market instruments. The Partners Fund will employ short-selling, margin trading, hedging, and other investment strategies.

The Partners Fund may also invest in new issues for Clients, provided that the Client first complies with all of the rules and regulations pertaining to such investments, including the FINRA Rules.

The Old Well Special Opportunities Fund I, LLC ("Special Opportunities Fund")

The Firm anticipates that the Special Opportunities Fund will focus on investing in Target Company's Securities.

- B. The following risks should be carefully evaluated before making an investment in any Fund of Old Well. These risk factors may be supplemented and/or superseded by the CPOM for each private fund client. Potential investors are reminded to review the CPOM for any private Fund prior to investing.

Risk Factors

An investment managed by Old Well involves significant risks and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investments, and who have met the conditions set forth in the CPOM for any Fund in which they plan to invest. There can be no assurances that Old Well will achieve its investment objectives for Clients. An investment managed by Old Well carries with it the inherent risks associated with investments in equities, equity-related securities, debt, the use of short sales, and leverage

Investment and Trading Risks

*An investor should be aware that it may lose all or part of its investment in a Fund.* All investments involve the risk of loss of capital. No guarantee or representation is made that the Firm's investment programs will be successful. The Firm's investment programs may utilize, without limitation or obligation, such investment techniques as option transactions, margin transactions, short sales, limited portfolio or strategy diversification, leverage and forward contracts, which can, in certain circumstances, increase the adverse impact to which the Firm's portfolios may be subject.

*General Risk of Investing in Securities*

Any investment in securities carries certain market risks. An investment in the Firm is highly speculative and involves a high degree of risk due to the nature of each Fund's investments and the investment strategies and trading strategies to be employed. An investment in the Firm should not in itself be considered a balanced investment program. Investors should be able to withstand the loss of their entire investment.

*Limited Diversification*

In the normal course of making investments on behalf of each Fund of the Firm, the General Partner will attempt to diversify its investments. However, each Fund's portfolio could become significantly concentrated in any one issuer, industry, sector, strategy, country or geographic region, and such concentration of risk may increase the losses suffered by each Fund. In addition, it is possible that the General Partner may select investments that are concentrated in a limited number or types of financial instruments. This limited diversity could expose each Fund to losses disproportionate to market



movements in general if there are disproportionately greater adverse price movements in those financial instruments.

#### *Preferred Stock*

Preferred stock generally has a preference as to dividends and upon the event of liquidation over an issuer's common stock, but it ranks junior to debt securities in an issuer's capital structure. Preferred stock generally pays dividends in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

#### *Exchange Traded Funds*

A Fund may invest in ETFs, which are shares of publicly-traded unit investment trusts, open-end funds, or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. In addition, any Fund may bear, along with other shareholders of an ETF, its *pro rata* portion of the ETF's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of the Firm and each Fund's expenses (e.g., Management Fees and operating expenses), shareholders may also indirectly bear similar expenses of an ETF, which can have a material adverse effect on the return on capital of the Firm.

#### *Investments in Emerging Markets*

The Partners Fund or EM Fund may invest in emerging markets. Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include (i) increased risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalization of markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on realization of investments, repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars; (viii) increased likelihood of governmental involvement in and control over the economy; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of

the markets; (xii) longer settlement periods for transactions and less reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (xiv) certain considerations regarding the maintenance of the Firm's investments with non-U.S. brokers and securities depositories.

Repatriation of investment income, assets, and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. The Funds could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on investments held by a Fund or gains from the disposition of such investments.

In emerging markets, there is often less governmental supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political, or nationalistic influences remain largely untested in many countries. A Fund may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-U.S. courts.

#### *Asia/Pacific Economic Risks*

The Japan Fund will invest in the Asia/Pacific markets. Many of the countries in the region can be exposed to or characterized by over-extension of credit, currency devaluations and restrictions, underdeveloped financial services sectors, and heavy reliance on international trade. Currency devaluations or restrictions, political and social instability, and deteriorating economic conditions may result in significant downturns and increased volatility in the economies of countries of the Asia/Pacific region as it has in the past. Other Asia/Pacific investment risks include: (i) lack of natural resources due to size and geographic location; and (ii) labor risks due to emigration and aging populations.

#### *Legal Risk*

Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, a Fund may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear, and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective

avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

#### *Exposure to Material Non-Public Information*

From time to time, the Firm may receive material non-public information with respect to an issuer of publicly traded securities. In such circumstances, a Fund may be prohibited, by law, policy, or contract, for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer.

#### *Risk of Errors and Omissions in Information*

An investor may invest in the Emerging Markets Fund or the Partners Fund, where there may be a risk of error and omission in information. Companies in emerging countries are generally subject to less stringent and less uniform accounting, auditing and financial reporting standards, practices and disclosure requirements than those applicable to U.S. companies. Consequently, there is less publicly available information about an emerging country company than about a U.S. company. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the statistics being reported.

#### *Government Involvement in the Private Sector*

The Emerging Markets Fund and the Partners Fund may invest in the private sector in the United States. Government involvement in the private sector varies in degrees among the emerging countries in which a Fund may invest. Such involvement may include government ownership, wage and price controls or imposition of trade barriers or other protectionist measures.

#### *Trading in Currencies*

A principal risk in trading currencies is the volatility in the market prices of currency contracts. Prices of currency contracts traded by a Fund of the Firm are affected generally by relative interest rates, which in turn are influenced by a wide variety of complex and difficult to predict factors such as money supply and demand, balance of payments, inflation levels, fiscal policy, and political and economic events. In addition, governments from time to time intervene, directly and by regulation, in these markets with the specific effect, or intention, of influencing prices which may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

#### *Non-U.S. Investments and Non-Dollar Investing*

A portion of any Fund's investments may be in dollar-denominated and non-dollar-denominated securities or assets issued by non-U.S. governments, corporations, and other entities. To the extent the Firm makes investments in obligations of borrowers organized or domiciled outside the United States, investors may be subject to additional risks beyond those of investing in the United States. These include (i) lack of public disclosure; (ii) risks related to governmental regulation and oversight; and (iii) difficulties associated with enforcement of contractual obligations. Securities of non-U.S. domiciled issuers may experience greater volatility and lower liquidity than those of U.S. domiciled

issuers. In addition, in many non-U.S. countries there is the possibility of expropriation, nationalization, or confiscatory taxation, limitations on the extent to which currency may be converted to fulfill contractual obligations, and the possibility that economic, political, or social instability may interfere with an issuer's ability to pay interest and repay principal. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other. Non-U.S. economic conditions may also deteriorate relative to domestic conditions, reducing the ability of non-U.S. obligors to pay interest and repay principal.

Non-dollar investments expose investors to additional risks, including risks related to the level, shape, and volatility of non-dollar yield curves and credit conditions in non-dollar markets. To the extent that non-dollar currency flows are not hedged, investors are exposed to the risk of local currency fluctuations related to the U.S. dollar. Currency risk can be mitigated through hedging, but investors may be exposed to residual currency risk if the hedge is partial or imperfect. To the extent that a Fund used a contract in one currency to hedge exposure in another currency based on past relationships between the two currencies and the U.S. dollar, investors are exposed to the possibility that future currency relationships will diverge from past correlations.

#### *Derivative Instruments Generally*

Certain swaps may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk. Derivatives traded over-the-counter may not have an authoritative source of valuation and the models used to value such derivatives is subject to change. Special risks may apply in the future that cannot be determined at this time with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. The regulatory and tax environment for derivative instruments in which a Fund may participate is evolving, and changes in the regulation or taxation of such securities may have a material adverse effect on the Fund.

#### *Swaps*

Whether a Fund's use of swap agreements or swaptions will be successful will depend on the Firm's ability to select appropriate transactions for a Fund. Swap agreements and options on swap agreements ("swaptions") can be individually negotiated and structured to include exposure to a variety of different types of investments, asset classes or market factors. Depending on their structure, swap agreements may increase or decrease the holder's exposure to, for example, equity securities, long-term or short-term interest rates, non-U.S. currency values, credit spreads or other factors. Swap agreements can take many different forms and are known by a variety of names. Swap transactions may be highly illiquid and may increase or decrease the volatility of a Fund's portfolio. Moreover, a Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. The Fund will also bear the risk of loss related to swap agreements, for

example, for breaches of such agreements or the failure of the Fund to post or maintain required collateral. It is possible that developments in the swap markets, including potential government regulation, could adversely affect the Fund's ability to terminate swap transactions or to realize amounts to be received under such transactions.

#### *Credit Default Swaps*

Credit default swaps can be used to implement the Firm's view that a particular credit, or group of credits, will experience credit improvement or deterioration. In the case of expected credit movement, the Fund may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of a Fund to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. A Fund may also buy credit default protection with respect to a referenced entity if, in the Firm's judgment there is a high likelihood of credit deterioration. In such instance, a Fund will pay a premium regardless of whether there is a credit event. The credit default swap market in high-yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment-grade securities, creating the risk that the newer markets will be less liquid, and making it potentially more difficult to exit or enter into a particular transaction.

#### *Contracts for Differences.*

Contracts for differences ("CFDs") are privately negotiated contracts between two parties, buyer and seller, stipulating that the seller will pay to or receive from the buyer the difference between the nominal value of the underlying instrument at the opening of the contract and that instrument's value at the end of the contract. The underlying instrument may be a single security, stock basket, or index. A CFD can be set up to take either a short or long position on the underlying instrument. The buyer and seller are both required to post margin, which is adjusted daily. The buyer will also pay to the seller a financing rate on the notional amount of the capital employed by the seller less the margin deposit. A CFD is usually terminated at the buyer's initiative. As is the case with owning any financial instrument, there is the risk of loss associated with buying a CFD. There may be liquidity risk if the underlying instrument is illiquid because the liquidity of a CFD is based on the liquidity of the underlying instrument. A further risk is that adverse movements in the underlying security will require the buyer to post additional margin. CFDs also carry counterparty risk, i.e., the risk that the counterparty to the CFD transaction may be unable or unwilling to make payments or to otherwise honor its financial obligations under the terms of the contract. If the counterparty were to do so, the value of the contract may be reduced. Entry into a CFD transaction may, in certain circumstances, require the payment of an initial margin and adverse market movements against the underlying stock may require the buyer to make additional margin payments. CFDs may be considered illiquid. To the extent that there is an imperfect correlation between the return on the Fund's obligation to its counterparty under the CFDs and the return on related assets in its portfolio, the CFD transaction may increase the Fund's financial risk.

### *Valuation*

Securities in which the Firm believes are fundamentally undervalued or overvalued may not ultimately be valued in the capital markets at prices and/or within the time frame the Firm anticipates. In particular, purchasing securities at prices which the Firm believes to be distressed or below fair value is no guarantee that the price of such securities will not decline even further. Each Fund's assets and liabilities are valued in accordance with the Firm's valuation policies and procedures (the "Valuation Policy"). However, for purposes of preparing each Fund's annual audited financial statements, which are prepared in accordance with GAAP, certain of each Fund's assets and liabilities may be valued in a manner that, while consistent with GAAP, is different from the manner in which such assets are valued pursuant to the Valuation Policy. Generally, accounting rules (including ASC 820) applicable to investment funds and various assets in which they invest are evolving. Such changes may adversely affect a Fund. For example, the evolution of rules governing the determination of the fair market value of assets to the extent such rules become more stringent would tend to increase the cost and/or reduce the availability of third-party determinations of fair market value. This may in turn increase the costs associated with selling assets or affect their liquidity due to inability to obtain a third-party determination of fair market value.

### *Leverage and Borrowing*

#### *Leverage for Investment Purposes*

The use of leverage will allow the Funds to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital. However, leverage will also magnify the volatility of changes in a market that moves adversely to its investments could result in substantial losses to a Fund, which would be greater than if a Fund were not leveraged.

#### *Borrowing for Cash Management Purposes*

Each Fund has the authority to borrow for cash management purposes, such as to satisfy withdrawal requests. The rates at and terms on which a Fund can borrow will affect the operating results of a Fund.

#### *Collateral*

The instruments and borrowing utilized by a Fund to leverage investments may be collateralized by all or a portion of a Fund's portfolio. Accordingly, a Fund may pledge its securities in order to borrow or otherwise obtain leverage for investment or other purposes. Should the securities pledged to brokers to secure the Fund's margin accounts decline in value, a Fund could be subject to a "margin call," pursuant to which a Fund must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. The banks and dealers that provide financing to the Fund can apply essentially discretionary margin, "haircut", financing and collateral valuation policies. Changes by counterparties in any of the foregoing may result in large margin calls, loss of financing, and forced liquidations of positions at disadvantageous prices. Lenders that provide other types of asset-based or secured financing to a Fund may have similar rights.

There can be no assurance that a Fund will be able to secure or maintain adequate financing.

#### *Costs*

Borrowings will be subject to interest, transaction and other costs, and other types of leverage may also involve transaction and other costs. Any such costs may or may not be recovered by the return on a Fund's portfolio.

#### *Short Selling*

The success of a Fund's short selling investment strategy depends upon the Firm's ability to identify and sell short securities that are overvalued. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Fund of buying those securities to cover the short position. There can be no assurance that a Fund will be able to maintain the ability to borrow securities sold short. In such cases, a Fund can be "bought in" (i.e., forced to repurchase securities in the open market to return to the lender). There can also be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to cover or close out a short position and a Fund may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though a Fund secures a "good borrow" of the security sold short at the time of the execution, the lending institution may recall the lent security at any time, thereby forcing the 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 by the Fund.

#### *Hedging Transactions*

A Fund may utilize financial instruments, both for investment purposes and for risk management purposes in order to (i) protect against possible changes in the market value of a Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates, (ii) protect a Fund's unrealized gains in the value of a Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in a Fund's portfolio; (v) hedge the interest rate or currency exchange rate on any of a Fund's liabilities or assets; (vi) protect against any increase in the price of any securities a Fund anticipates purchasing at a later date or; (vii) for any other reason a General Partner deems appropriate.

The success of a Fund's hedging strategy will depend, in part, upon a General Partner's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategy will also be subject to the General Partner's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a Fund than if they had not engaged in such hedging transactions. For a variety of reasons, a General Partner may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent a Fund from achieving the intended hedge or expose a Fund to risk of loss. A General Partner may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions require skills complementary to those needed in the selection of a Fund's portfolio holdings.

#### *Highly Volatile Markets*

The prices of financial instruments in which a Fund may invest can be highly volatile. Price movements of forward and other derivative contracts in which a Fund's assets may be invested are 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. A Fund is subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses.

#### *Counterparty Risk*

The Funds seek to establish relationships to obtain financing, derivative intermediation and prime brokerage services that permit a Fund to trade in any variety of markets or asset classes over time. However, there can be no assurance that a Fund will be able to maintain such relationships. An inability to establish or maintain such relationships could limit a Fund's trading activities, create losses, preclude a Fund from engaging in certain transactions or prevent a Fund from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships could have a significant impact on a Fund's business due to a Fund's reliance on such counterparties.

#### General Risk Factors

##### *Limited Operating History*

The Funds have limited operating history. The past performance of the Principal, the General Partner, or the Firm may not be indicative of future performance of the Funds.

##### *Dependence on Campbell Wilson*

Investors have no authority to make decisions on behalf of the Funds. The success of the Funds depends upon the ability of the Principal to develop and implement



investment strategies that achieve each Fund's investment objective. If the Funds were to lose the services of the Principal, the consequence to the Funds could be material and adverse and could lead to the premature termination of the Funds.

#### *Absence of Regulatory Oversight*

The Funds and the interests are not expected to be registered under the securities laws of any country. In particular, the Funds will not be registered as an investment company under the U.S. Investment Company Act of 1940, as amended (the "Company Act"), and therefore will not be required to adhere to the restrictions and requirements under the Company Act. Accordingly, the provisions of the Company Act (which, among other things, require investment companies to have a majority of disinterested directors, require securities to be held in custody by a bank or broker in accordance with rules requiring the segregation of securities, prohibit the investment companies from engaging in certain transactions with its affiliates and regulate the relationship between advisers and investment companies) are not applicable.

The offshore funds are not required to register as a regulated mutual fund under the Mutual Funds Law (as amended) of the Cayman Islands (the "Mutual Funds Law"). Neither the Cayman Islands Monetary Authority nor any other governmental authority in the Cayman Islands has passed judgment upon or approved the terms or merits of the Offering Documents. There is no investment compensation scheme available to investors in the Cayman Islands.

The Master Funds are regulated mutual funds for the purposes of the Mutual Funds Law (as amended) of the Cayman Islands (the "Mutual Funds Law"). The Master Funds are registered with the Cayman Islands Monetary Authority (the "Monetary Authority") pursuant to section 4(3) of that law. Such registration does not imply that the Monetary Authority or any other governmental body has approved any CPOM or passed judgment on the offering of interests thereunder.

#### *Fund Structure.*

The onshore Japan Fund invests a substantial portion of its capital in the offshore Japan Fund. The onshore Japan Fund may also make and hold investments directly and not through the offshore Funds. There may be one or more feeder funds investing in the offshore Fund. Such feeder funds may have the same or different terms (including more favorable) than those with respect to the Fund described herein. Such fund structure, in particular the existence of multiple feeder funds investing in the offshore Fund, presents certain unique risks to investors. Smaller feeder funds investing in the offshore Fund may be materially affected by the actions of larger feeder funds investing in the offshore Fund. For example, if a larger feeder fund redeems from the offshore Fund, the remaining feeder funds may experience higher pro rata operating expenses, thereby producing lower returns. The offshore Fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. The offshore Fund is a single entity and creditors of the offshore Fund may enforce claims against all assets of the offshore Fund. The General Partner does not intend to manage the Funds to maximize tax benefits to investors; however, to the extent the Fund's assets are

invested in the offshore Fund, certain conflicts of interest may exist due to different tax considerations applicable to the Fund and any other feeder funds.

#### *“Master-Feeder” Structure*

The Emerging Markets Fund and the Partners Fund invest through a “master-feeder” structure. There may be one or more feeder fund, including an offshore Fund, investing in the Master Fund. Such feeder funds may have the same or different terms (including more favorable) than those with respect to a Fund described herein. The master-feeder fund structure – in particular the existence of multiple feeder funds investing in the same Master Fund – presents certain unique risks to investors. Smaller feeder funds investing in the Master Fund may be materially affected by the actions of larger feeder funds investing in the Master Fund. For example, if a larger feeder fund redeems from the Master Fund, the remaining feeder funds may experience higher pro rata operating expenses, thereby producing lower returns. The Master Fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. The Master Fund is a single entity and creditors of the Master Fund may enforce claims against all assets of the Master Fund. The General Partner does not intend to manage a Fund to maximize tax benefits to investors; however, to the extent the Fund’s assets are invested in the Master Fund, certain conflicts of interest may exist due to different tax considerations applicable to the Fund and other feeder funds.

#### *Limited Liquidity*

An investment in a Fund has limited liquidity because investors will generally have only limited rights to withdraw capital from a Fund or transfer their interests, and a Fund has the right to suspend withdrawals, as described herein. investors must be prepared to bear the financial risks of an investment in the Fund for an indefinite period of time.

#### *Other Agreements*

Notwithstanding anything to the contrary herein, the General Partner, on its own behalf or on behalf of a Fund, without any act, consent or approval of any investors, may from time to time enter into, deliver and perform other written agreements with one or more investors establishing rights different from, or supplementing or altering, the terms herein and in the relevant partnership agreement that may result in such other investors receiving greater economic benefits or other preferential rights and terms and that may not be disclosed to any other investor. Any rights established, or any terms herein or in the relevant partnership agreement supplemented or altered, in any such other agreement will govern with respect to such investor notwithstanding any other terms herein or in the relevant partnership agreement.

#### *Effect of Withdrawals*

Substantial withdrawals could be triggered by a number of events, including, without limitation, unsatisfactory performance, events in the markets, a significant change in personnel or management of the Firm, removal or replacement of the Firm as the investment manager of a Fund, legal or regulatory issues that investors perceive to have a bearing on a Fund or the Firm, or other events. Actions taken to meet substantial withdrawal requests from a Fund (as well as similar actions taken simultaneously by investors of an offshore Fund and any other accounts) could result in prices of securities

held by a Fund decreasing and in Fund expenses increasing (e.g., transaction costs and the costs of terminating agreements). The overall value of a Fund also may decrease because the liquidation value of certain assets may be materially less than their cost or mark-to-market value. A Fund may be forced to sell its more liquid positions, which may cause an imbalance in the portfolio that could have a material adverse effect on the remaining investors. Substantial withdrawals could also significantly restrict a Fund's ability to obtain financing or transact with derivatives counterparties needed for its investment strategies, which would have a further material adverse effect on a Fund's performance.

#### *Incentive Allocation to the General Partner of the Partners Fund*

The General Partner of the Partners Fund is entitled to receive an incentive allocation from each investor, based upon the net capital appreciation, if any, allocated to such investor. The investment objective of the Partners Fund is to deliver superior risk-adjusted returns over a multi-year period with an absolute return orientation. However, the incentive allocation may create an incentive for the General Partner to make investments that are riskier or more speculative than would be the case if such arrangement were not in effect. In addition, because the incentive allocation is calculated on a basis which includes unrealized appreciation of the Fund's assets, it may be greater than if such compensation were based solely on unrealized gains.

#### *In-Kind Distributions*

A withdrawing investor may, at the discretion of the General Partner, receive securities owned by a Fund in lieu of, or in combination with, cash. The value of securities distributed may increase or decrease before the securities can be sold, and the investor may incur transaction costs in connection with the sale of such securities. Additionally, securities distributed with respect to a withdrawal by an investor may not be readily marketable. The risk of loss and delay in liquidating these securities will be borne by the investor, with the result that such investor may receive less cash than it would have received on the date of withdrawal.

#### *Delayed Schedules K-1*

A Fund may be unable to provide final Schedules K-1 to investors for any given fiscal year until significantly after April 15 of the following year. The General Partner will endeavor to provide investors with estimates of the taxable income or loss allocated to their investment in the Fund on or before such date, but final Schedule K-1s may not be available then. In such cases, investors would be required to obtain extensions of the filing date for their income tax returns at the Federal, state, and local level.

#### *General Economic and Market Conditions*

The success of a Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of a Fund's investments. Volatility or illiquidity could impair a Fund's profitability or result in losses. A

Fund may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

*Legal and Regulatory Environment for Private Investment Funds and their Managers*

The legal, tax, and regulatory environment worldwide for private investment funds (such as a Fund of Old Well) and their managers is evolving, and changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of a Fund to pursue its investment program and the value of investments held by a Fund. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of a Fund to pursue its investment program or employ brokers and other counterparties could have a material adverse effect on a Fund and an investor's investments therein. In addition, the Firm may, in its sole discretion, cause a Fund to be subject to certain laws and regulations if it believes that an investment or business activity is in a Fund's interests, even if such laws and regulations may have a detrimental effect on one or more investors.

A Fund, the Firm, and/or the General Partner of a Fund may also be subject to regulation in jurisdictions in which a Fund, the Firm and the General Partner of a Fund to engage in business. Investors should understand that a Fund's business is dynamic and is expected to change over time. Therefore, a Fund may be subject to new or additional regulatory constraints in the future. The CPOM cannot address or anticipate every possible current or future regulation that may affect the Firm, the General Partner, the Fund or their businesses. Such regulations may have a significant impact on investors or the operations of a Fund, including, without limitation, restricting the types of investments a Fund may make, preventing a Fund from exercising its voting rights with regard to certain financial instruments, requiring a Fund to disclose the identity of its investors or otherwise. The General Partner may, in its sole discretion, cause a Fund to be subject to such regulations if it believes that an investment or business activity is in a Fund's interest, even if such regulations may have a detrimental effect on one or more investors. Prospective investors are encouraged to consult their own advisors regarding an investment in the Fund.

*Identity of Beneficial Ownership and Withholding on Certain Payments*

In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, an offshore Fund will be required to enter into an agreement with the Internal Revenue Service (the "Service") by December 31, 2013, identifying certain direct and indirect U.S. account holders (including debtholders and equityholders). Investors should consult their own tax advisors regarding the possible implications of these rules on their investment in a Fund.

*Financial Markets and Government Intervention*

A Fund's investment and strategy may entail significant risk of substantial volatility and loss. This may be especially true if the recent market dislocation is exacerbated by other events, such as the failures and near failures of significant institutions, dislocations in

other investment markets, corporate defaults, poor collateral performance or other extrinsic events. Although some governments and regulatory authorities, such as the U.S. federal government and the U.S. Federal Reserve and the governments and regulatory authorities of certain member countries of the European Union, have taken, and some others may take in the near future, actions to provide or arrange credit supports to financial institutions whose operations have been compromised by the current credit market dislocations and to restore liquidity and stability to the financial system in such jurisdictions, the implementation of such governmental interventions and their impact on both the credit markets generally and a Fund's investment program in particular are uncertain. Furthermore, U.S. government intervention in particular might not be sufficient to stabilize the U.S. financial services sector and mitigate resulting volatility in the U.S. credit markets. As a result, the supply and price of the targeted portfolio investments of a Fund and therefore the Fund's ability to achieve its investment objective, may be substantially impaired.

#### *Terrorist Action*

There is a risk of terrorist attacks on the United States and elsewhere, potentially causing significant loss of life and property damage and disruptions in global markets. Economic and diplomatic sanctions may be in place or imposed on certain states, and military action may be commenced. The impact of such events is unclear but could have material adverse effects on general economic conditions and market liquidity.

THE FOREGOING LIST OF RISK FACTORS DID NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN AN INVESTMENT IN AN OLD WELL FUND. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE CPOM AND CONSULT WITH THEIR OWN LEGAL, TAX, AND FINANCIAL ADVISORS BEFORE DECIDING TO INVEST IN A FUND.

### **Item 9 – Disciplinary Information**

- A. Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor or potential investor's evaluation of the Firm or its management. Old Well has no disciplinary information to disclose.

### **Item 10 – Other Financial Industry Activities or Affiliations**

- A. Neither Old Well nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Old Well nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or as an associated person of the foregoing entities. However, Old Well may operate as an exempt commodity pool operator and/or commodity trading advisor.

- C. The General Partner of the Partners Fund and EM Fund is the Old Well Partners GP, LLC. The General Partner of the Special Opportunities Fund is the Old Well Special Opportunities Fund GP, LLC. This relationship between Old Well, the General Partner, and the Funds does not create material conflicts of interest with clients. Old Well does not have any additional relationships with related persons to disclose or that could cause a material conflict of interest with a Client.
- D. Neither Old Well nor any of its management persons receive compensation directly or indirectly from advisers that create a material conflict of interest.

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

- A. Pursuant to Rule 204A-1 of the Advisers Act, Old Well has adopted a written code of ethics (“Code of Ethics”) that sets forth standards of conduct expected of employees and addresses conflicts that can arise from personal trading. Old Well’s Code of Ethics describes the Firm’s fiduciary duties and responsibilities to investors, and sets forth Old Well’s practice of supervising the personal securities transactions of its employees. The Code of Ethics requires all employees to place the Funds’ interests ahead of the Firm’s interest and to maintain full compliance with any applicable federal and state securities laws governing registered investment advisory practices. Old Well will provide a complete copy of its Code of Ethics to any investor or prospective investor upon request made to the CCO at Old Well’s principal address.
- B. Old Well’s employees must receive pre-approval prior to buying or selling any covered security, privately traded securities, derivatives, or FX. Additionally, all access persons must refrain from trading in any position being traded by Old Well on a particular day, unless otherwise approved by the CCO. Additionally, all access persons must refrain from trading in any position being traded by Old Well on a particular day, unless otherwise approved by the CCO.
- C. See B above.
- D. See B above.

**Item 12 – Brokerage Practices**

- A. Old Well is typically authorized to determine the broker or dealer to be used for each securities transaction for Clients. In selecting brokers or dealers to execute transactions, Old Well need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not Old Well’s practice to negotiate “execution only” commission rates, thus Old Well may be deemed to be paying for research, brokerage, or other services provided by the broker which are included in the commission rate.

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a “safe harbor” that permits an investment manager to use commissions or “soft dollars” to obtain

research and brokerage services that provide lawful and appropriate assistance to the investment decision-making process. Except for services that would be a Fund expense, Old Well will limit the use of “soft dollars” to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e). The use of commissions arising from a Fund’s investment transactions for services other than research and brokerage will be limited to services that would otherwise be a Fund expense. The use of commissions to obtain such other services would be outside the parameters of Section 28(e).

In some instances, Old Well may receive a product or service that may be used only partially for functions within Section 28(e) (e.g., an order management system, trade analytical software, or proxy services). In such instances, Old Well will make a good faith effort to determine the relative proportion of the product or service used to assist Old Well in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting Old Well in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Old Well from its own resources.

Research and brokerage services obtained by the use of commissions arising from client portfolio transactions may be used by Old Well in its other investment activities and thus, Old Well may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although Old Well will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation of “mixed use” products or services create a potential conflict of interest between Old Well and its Clients.

In selecting brokers and negotiating commission rates, Old Well will take into account the price quotes; the size of the transaction; the nature of the market of the security; the timing of the transaction; difficulty of execution; the broker-dealer’s expertise in the specific security or sector in which Old Well seeks to trade; the extent to which the broker-dealer makes a market in the security involved or has access to such markets; availability of accurate information regarding the market for the security; the broker-dealer’s skill in positioning the securities involved; the broker-dealer’s promptness of execution; the broker-dealer’s financial stability; adequacy of the broker-dealer’s trading infrastructure, technology and capital; the broker-dealer’s reputation for diligence, fairness and integrity; quality of service rendered by the broker-dealer in other transactions for the Firm; confidentiality considerations; the quality and usefulness of research services and investment ideas presented by the broker-dealer; the broker-dealer’s ability and willingness to correct errors; the broker-dealer’s ability to accommodate any special execution or order handling that may surround the particular

transaction; and other factors deemed appropriate by the Firm. Old Well may place transactions with a broker or dealer that: (i) provides Old Well with the opportunity to participate in capital introduction events sponsored by the broker-dealer; or (ii) refers investors to Old Well or other products advised by Old Well, if otherwise consistent with seeking best execution; provided that Old Well is not selecting the broker-dealer as remuneration for the opportunity to participate in such capital introduction events or the referral of investors.

- B. When appropriate, Old Well may, but is not required to, aggregate client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades.

Old Well may maintain accounts with the Prime Brokers and/or executing brokers, through which Old Well may execute trades, borrow securities, and maintain custody of its securities.

Old Well reserves the right to change the brokerage and custodial arrangements described above.

#### **Item 13 – Review of Accounts**

- A. Old Well portfolio managers have daily access to trades. Campbell Wilson, the Firm's Owner, Principal, and Chief Executive Officer, as well as the portfolio management team will be responsible for daily review of accounts by virtue of this trade supervisory function. On a daily basis Patric Klein reviews the account by reconciling the trades and cash positions t+1. The Firm also receives updated profit and loss information throughout the day.
- B. N/A
- C. Investors are able to review their capital accounts monthly by a statement they receive directly from the fund administrator. Additionally, within 120 days after the end of each fiscal year an annual report containing audited financial statements is delivered to each of the investors in the Funds. All reports are sent to the investors in writing.

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

- A. Old Well does not receive any economic benefit from anyone other than its Clients for providing investment advice or other advisory services.
- B. Additionally, Old Well does not compensate anyone for Client referrals. However, Old Well does reserve the right to appoint a placement agent to assist in the placement of interests in a Client.



## **Item 15 – Custody**

Old Well and its affiliates may have custody of client funds or securities. Old Well will ensure compliance with the custody rule for the Funds by ensuring that the Fund investors receive an audit within 120 days of each calendar year end that funds and securities belonging to the Fund are held by qualified custodians.

## **Item 16 – Investment Discretion**

Investment advice is provided directly to the Funds on a discretionary basis, subject to the discretion and control of the General Partner of each Fund, and not to individual investors in the Funds.

Investment advisory services are provided to the Funds in accordance with the governing documents of each Fund. Old Well may exercise discretion to determine what securities to trade on behalf of the Funds or each separately managed account (if any). This discretion includes but is not limited to discretion over the amount and timing of transactions or securities as well as the choice of executing brokers for such transactions. All limitations and restrictions placed upon an investor's investment, such as in the form of a side letter agreement, must be presented to Old Well and agreed to in writing by Old Well and such investor.

## **Item 17 – Voting *Client* Securities**

- A. Old Well has adopted a proxy voting policy which it believes is reasonably designed to ensure that proxies are voted in the best interest of its Clients and in accordance with its fiduciary duties and Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended. Old Well will generally seek to vote proxies in a way that attempts to maximize the value of Clients' assets, subject to any Old Well specific proxy voting instructions and restrictions mandated by Old Well's Clients. The CCO coordinates Old Well's proxy voting process.

The CCO will ensure that Old Well complies with all proxy voting rules and recordkeeping requirements under the rules.

Old Well will vote securities in a manner that is consistent with the best interests of the Firm's investors.

Investors may obtain a copy of Old Well's proxy voting log and policies and procedures upon request.

In the event that the review of Firm records or the proxy voting conflict questionnaire distribution or other records provided to the CCO indicate the presence or the potential presence of a material conflict of interest between the Firm and its Clients or Funds managed by the Firm, a shareholder's representative elected by the vote of the Fund's investors in the case of a Fund or the Client itself in the case of an individual Client will be consulted in order to assess the appropriateness of the Firm's vote on behalf of the Client or the Fund. The Client or Shareholder's representative may be informed of the

opinion of the Firm related to the vote but must also be informed of the potential conflict of interest in great detail, providing any and all information related to the conflict that is necessary to understand the nature of such conflict. Additionally, any further information requested by the Shareholder's Representative or the Client related to the vote or the Firm's conflict of interest must be provided directly to the Shareholder's Representative or the Client directly by the CCO.

B. N/A

**Item 18 – Financial Information**

- A. Old Well does not require or solicit payment of more than \$1,200 in fees per Client, six months or more in advance.
- B. N/A
- C. Old Well has not been the subject of a bankruptcy petition at any time in the past ten years.