

Part 2A of Form ADV: Adviser Brochure

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***This brochure provides information about the qualifications and business practices of Motive Capital Management, LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (212) 651-0200 or contact Kristy Trieste, our Chief Compliance Officer, at [compliance@motivepartners.com](mailto:compliance@motivepartners.com). The information in this brochure has not been approved or verified by the SEC or by any state securities authority.***

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

***The Adviser is an investment adviser that is registered with the United States Securities and Exchange Commission (the “SEC”). Registration with the SEC as an investment adviser does not imply a certain level of skill or training.***

## **Item 2:     Material Changes**

Not Applicable.

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## **Item 4: Advisory Business**

Motive Capital Management, LLC (“MCM” or the “Adviser”) is an investment advisory firm specializing in technology-enabled businesses that power financial services, business services and commerce (“Financial Technology”).

MCM provides investment advisory services to pooled investment vehicles referred to in this brochure as “Funds” or “Clients”.

The Adviser is organized as a Delaware limited liability company and is a wholly-owned subsidiary of Motive Partners Operating Company, LP (“Motive Partners” or the “Firm”). Motive Partners was founded in 2016 to establish a fully-integrated, specialist investment platform, bringing together investing, operating and innovating capabilities, with a focus on Financial Technology.

Though MCM, Motive Partners sponsors private fund vehicles that make investments in the Financial Technology sector. MCM also provides investment advisory services to co-investment vehicles sponsored by Motive Partners that offer investors opportunities to co-invest alongside the Firm’s flagship funds in Financial Technology investment opportunities.

Motive Partners generally invests in opportunities in which it believes it can drive value creation through operational and strategic improvement. As appropriate, Motive Partners will be significantly involved with the management and operations of the Funds’ portfolio companies, including by providing services to such portfolio companies through Motive Ops, the Firm’s value creation and industry engagement arm. Motive Ops employs a team of operating professionals and technology experts with specialization in Financial Technology.

Motive Ops contributes to MCM’s industry analysis, sourcing, due diligence and value creation capabilities. In particular, Motive Ops has formed strategic partnerships with financial services and technology industry participants that extend the Firm’s ability to create value for the Funds advised by MCM.

Motive Partners is principally owned by Rob Heyvaert, Founder and Managing Partner, and the Firm’s ownership extends to a broad base of the Firm’s founders, management, employees and strategic third-party investors (who do not have any authority over the day-to-day operations or investment decisions of the Firm or the Adviser).

As the investment adviser to the Funds, MCM anticipates that it will invest each Fund’s assets pursuant to an investment advisory agreement that the Fund will enter into with MCM, and in accordance with the Fund’s limited partnership agreement and other governing documents (the “Fund Governing Documents”). MCM will conduct its investment advisory activities so as to comply with the investment objective, guidelines and restrictions set forth in each Fund’s Governing Documents, as the same may be amended from time to time. However, MCM will not tailor its investment activities on behalf of a Fund to the needs of any individual investor in a Fund.

As of the date hereof, MCM has over \$534 million of assets under management, all of which are managed on a discretionary basis. Regulatory assets under management as noted herein include committed capital for the Funds.

## Item 5: Fees and Compensation

In general, MCM receives an asset-based management fee from each Fund that is payable quarterly in advance, as further described in the applicable Fund Governing Documents. If MCM's advisory agreement with a Fund is terminated, management fees will be charged on a *pro rata* basis through to the date of termination, and any fees paid in advance but not earned will be refunded. The general partner of each Fund will generally make capital calls on the Fund's investors for the amount of MCM's management fees and pay the amounts received to MCM. In addition to the management fees described above, the general partner of each Fund (or an affiliate thereof) will typically be entitled to receive a carried interest allocation from the Fund after certain performance hurdles have been met, as further described in the applicable Fund Governing Documents. Such carried interest represents a portion of the Fund's net investment profits. The management fees and carried interest are generally subject to waiver or reduction by the general partner with respect to some or all of the Fund's limited partners in the general partner's sole discretion, as further described in the applicable Fund Governing Documents.

Motive Partners retains certain employees and consultants (including through Motive Ops) to provide specialized operational and technical support and similar or related specialized services, including to Portfolio Companies. The Firm may receive compensation in the form of fees, earn outs and/or equity incentives from Funds and/or their portfolio companies in consideration for these services ("Specialized Operational Services Compensation"). In general, the individual employees and consultants providing such services will not directly receive such Specialized Operational Services Compensation. Any such Specialized Operational Services Compensation received by Motive Partners or its affiliates will not be subject to management fee offsets and will therefore be an additional fee or expense borne by the applicable Funds or portfolio companies.

In general, each Fund will bear all costs and expenses incurred in connection with the organization of the Fund, including legal and accounting fees, printing costs, travel and other out-of-pocket expenses, and all costs and expenses incurred in connection with the offering of interests in the Fund (but generally excluding placement fees, if applicable) ("Organizational Expenses"), up to a maximum amount specified in the applicable Fund Governing Documents. Organizational Expenses in excess of this maximum amount, and placement fees (if applicable), will be paid by the Fund but borne by MCM through an offset against the management fee payable by the Fund.

In addition, each Fund will generally be responsible for all expenses relating to its own operations ("Partnership Expenses"), including, without limitation, (a) the management fee, (b) fees, costs and expenses directly related to the discovery, evaluation, purchase, holding, development, management, monitoring and sale of investments, including, without limitation, travel (including commercial first-class equivalent airfare), accommodation, meal and entertainment expenses related to such investments or prospective investments, syndication fees, bank charges, closing and execution costs, sales commissions, appraisal fees and taxes, (c) principal, interest, fees, costs and expenses and other amounts payable relating to financings, (d) fees, costs and expenses relating to third-party services, including custody, legal, accounting and other professional costs, (e) any insurance or indemnity expenses (including the cost of premiums with respect to any directors and officers or similar insurance for the employees of MCM), (f) fees, costs and expenses relating to the Fund's administration, including preparation of its financial statements and reports to limited partners, (g) fees, costs and expenses relating to meetings of partners, (h) fees, costs and expenses relating to the Fund's "Limited Partner Advisory Committee," if any, including out-of-pocket expenses of its members, (i) any taxes, fees or other

governmental charges levied against the Fund, (j) fees, costs and expenses relating to unconsummated transactions, including, without limitation, the fees, costs and expenses described in clause (b) above, and including amounts that would otherwise have been borne directly or indirectly by potential co-investors were such transactions consummated, (k) fees, costs and expenses related to the liquidation of the Fund, (l) fees, costs and expenses incurred in connection with any restructuring or amendments to the constituent documents of the Fund, (m) expenses relating to defaults by limited partners in the payment of capital contributions, and (n) fees, costs and expenses (and damages) related to regulation, litigation, government inquiries, investigations or proceedings, in each case related to the Fund or its investments, including, without limitation, regulatory expenses of the Fund's general partner and MCM related to the preparation and filing of Form PF and other similar regulatory filings, compliance or filings related to the European Alternative Investment Fund Managers Directive, expenses related to complying with the reporting requirements of Sections 1471 through 1474 of the U.S. Tax Code and certain regulations and other administrative guidance thereunder and, in each case, similar regulations and administrative requirements in other jurisdictions, and expenses related to compliance with and filings under other applicable laws, rules and regulations.

The applicable Fund Governing Documents for each Fund have provisions that allow the Funds to borrow money for investment and other purposes. Such borrowings may be made prior to capital being called from the Fund's limited partners or even in lieu of calling capital. This mechanism may defer investor capital calls and provides a form of leverage that can have the effect of amplifying a Fund's reported net internal rate of return (IRR), particularly in the early years of a Fund's investment cycle. Such borrowings can also accelerate the date upon which a Fund's preferred return will be achieved for purposes of determining when MCM (or affiliates which earn carried interest) are entitled to begin receiving carried interest payments on distributions from a Fund. In accordance with the terms of the applicable Fund Governing Documents, interest payments and other fees and expenses incurred in respect of such borrowings are partnership expenses and such expenses will decrease a Fund's net returns over time.

In general, a Fund's allocable portion of all transaction, directors', management, monitoring, consulting and break-up fees and other similar fees ("Transaction Fees") received by MCM and its affiliates and employees in connection with a Fund's investments, net of unreimbursed transaction expenses incurred by MCM or its affiliates, will be applied to reduce the Fund's management fee for the following quarterly period. In general, Transaction Fees will only include the portion thereof that is allocable to the Fund and will exclude any Specialized Operational Services Compensation (if applicable).

MCM may retain certain sector-specialized industry executives to assist in the development of investment opportunities and provide management, advisory, operational diligence and other services to a Fund and its portfolio companies (the "Industry Partners"). Such services may include serving as portfolio company senior management and participating in the determination of corporate strategy. In general, each Industry Partner will generally receive a retainer paid and borne by MCM. An Industry Partner may also receive compensation, which may include fees, salary, incentive equity, stock awards and other non-cash compensation (the "Industry Partner Fees"), from a Fund or its portfolio companies, as consideration for such services at rates MCM believes are commensurate with their roles at such portfolio companies. Industry Partners will also be reimbursed by the Fund or its portfolio companies for their expenses incurred in connection with such services. In general, Industry Partner Fees will not constitute Transaction Fees and will not otherwise reduce the management fee payable by a Fund.

Industry Partner fees in the form of cash compensation will be payable at rates MCM generally believes are commensurate with the services provided by the Industry Partners and their roles at portfolio companies. MCM will also endeavor to align the interests of each Fund and the Industry Partners by granting equity interests in portfolio companies and related incentives to the Industry Partners, whether in respect of their contributions to portfolio company management or their assistance in developing the relevant investment opportunity. The contributions of the Industry Partners are difficult to value, and MCM will take into consideration such factors as it deems relevant in its discretion in connection with engaging any Industry Partner, retaining any Industry Partner to assist in portfolio company management or determining the Industry Partner Fees that will be payable to any such Industry Partner. Such considerations may include factors other than price, including, without limitation, strategic considerations, reputation and industry knowledge. Accordingly, there can be no assurance that the compensation paid to the Industry Partners will be at the lowest rates possible to a Fund or otherwise on favorable terms.

The Industry Partners include one or more individuals who were founders of the Firm. Certain Industry Partners hold an indirect stake in the general partners of the Funds and MCM and are entitled to a portion of the carried interest distributable to the general partner and a share of the net revenue of MCM. The Industry Partners may also receive a retainer from MCM. The relationship between MCM and the Industry Partners may create an incentive for MCM Manager to retain Industry Partners for management roles at portfolio companies without regard to the availability of other qualified candidates. Current or prospective Industry Partners may be investors in, provide goods or services to or have other relationships with the Funds, MCM or its personnel, which in turn may influence MCM's decisions with respect to the retention and compensation of Industry Partners. Accordingly, MCM may face conflicts of interest with respect to the engagement of Industry Partners, and there can be no assurance than any such potential conflict will be resolved in favor of the Funds or their investors. Notwithstanding any such potential conflict, in no event will any compensation paid to or received by Industry Partners be applied to offset management fees or otherwise be shared with the Funds or their investors.

Investors and prospective investors in each Fund should refer to the applicable Fund Governing Documents for more detailed information concerning the fees, carried interest, Specialized Operational Services Compensation, Industry Partner Fees and other expenses that a Fund will bear.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

As noted in “Item 5: Fees and Compensation” above, the general partner of each Fund (or its affiliate) will be entitled to receive a carried interest allocation from the Fund after certain performance hurdles have been met. These performance-based carried interest distributions may create conflicts of interest, including an incentive for MCM to engage in riskier or more speculative investments on behalf of the Funds than might otherwise be the case. In addition, in allocating investment opportunities, MCM may have an incentive to favor clients with a potential for performance-based compensation over clients with no performance-based compensation. MCM has adopted policies and procedures that are designed to ensure that all of its clients are treated in a fair and equitable manner with respect to the allocation of investment opportunities. See “Item 12: Brokerage Practices” below.

## **Item 7: Types of Clients**

At present, MCM's only clients are the Funds. It is expected that the investors in the Funds will generally include U.S. and non-U.S. corporations, endowments, estates, foundations and university endowments, banks or thrift institutions, state or municipal government entities, government owned investment entities, high-net worth individuals, corporate and state pension and profit-sharing plans, Taft-Hartley plans, pooled investment vehicles and trusts, and include, directly or indirectly, principals, employees or other affiliates of Motive Partners. Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act.

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

### **Methods of Analysis; Investment Strategies**

The Adviser's investment strategies are discussed in more detail below. The following descriptions are qualified in their entirety by reference to the applicable Fund Governing Documents and private placement memorandum of each Fund.

MCM will invest across the Financial Technology sector, including, but not limited to investments in businesses that operate in the banking, lending, investing, insurance, payments, asset management and capital markets subsectors or otherwise provide technology-enabled services to financial institutions, financial service providers, business service providers or otherwise enable commerce through technology. It is anticipated that the Funds will focus primarily on investment opportunities in North America and Europe. MCM will generally target investment opportunities that will benefit from the team's experience building and operating Financial Technology companies and from the strategic insights and capabilities of Motive Ops.

MCM intends to effect this strategy using a broad variety of investment types and transaction structures, as well as a wide range of investment securities. Transactions may take many forms, including buyouts, spinouts, strategic investments, recapitalizations, turnarounds, restructurings, strategic toehold stakes, carveouts, acquisition financing, distressed securities, and structured securities. The Funds may invest in a number of different types of securities, including common stock, preferred stock, debt, convertibles, options, warrants, and combinations thereof.

### **Due Diligence Process**

Once an opportunity has passed MCM's initial screening, MCM forms an integrated deal team including investment professionals and representatives from Motive Ops. This team undertakes a diligence process evaluating the validity of the investment thesis and assessing the potential risks in the transaction. Key factors that MCM considers as part of its diligence process include:

- The strategic value of the prospective portfolio company;
- The competitive advantages and growth strategies of the prospective portfolio company's business model as well as any areas of weakness and potential threats from new entrants, new technologies, or substitutions;



- The prospective portfolio company's existing technological infrastructure;
- The potential for value creation through organic growth opportunities, potential add-on acquisitions, and cost optimization opportunities; and
- Various financial factors, including historical and emerging financial trends, sensitivities to key drivers, and the implications of various upside and downside scenarios.

MCM may also selectively engage third party professionals, including accountants, lawyers, industry consultants, and other experts to provide an independent evaluation of a prospective portfolio company's historical performance, market positioning, and future prospects.

### **Active Management to Transform Companies through Value Creation**

Once an investment has been made, MCM will take an active role in seeking to grow the portfolio company, optimize financial performance and maximize returns for its investors. MCM will work closely with a portfolio company's management team to monitor the progress of any initiatives being implemented and respond to any opportunity or challenge a portfolio company may face. Throughout this process, MCM will work closely with Motive Ops and may also engage other operational advisors who can contribute additional strategic insights and operational capabilities. Key areas of focus include organizational improvements, strategic initiatives, operational efficiency and technological transformation.

### **Monetization**

MCM investment strategy strives to invest in and grow strategic businesses with multiple exit strategies and opportunities. The deal team will monitor potential exit strategies and opportunities from the outset of an investment. Once an exit strategy and/or opportunity becomes more clearly defined for a portfolio company, the deal team will consult with MCM's investment committee. The decision by the investment committee regarding when and how to exit an investment will be based on each portfolio company's operating performance and outlook, relevant industry, regulatory and economic trends, and overall conditions in the financial markets.

### **Risk Factors**

The investment strategies pursued by MCM involve a number of significant risks. These investment strategies may be deemed to be speculative, and such investment strategies are not intended as complete investment programs. They are designed for sophisticated investors who fully understand and are capable of bearing the risk of such investments. Investment risks include, but are not limited to, the following:

- The investment strategies pursued by MCM tend to involve making illiquid private investments in a relatively small number of portfolio companies. As a result, the portfolios managed by MCM tend to be highly concentrated, and the failure of even one of these investments could have a materially adverse impact on a portfolio's overall performance.
- The businesses of the portfolio companies in which MCM invests are subject to significant risks, including strategic, financial, technical or other challenges. Some of these portfolio companies may be highly leveraged, and exit strategies may be uncertain at the time an investment in the portfolio company is made. The success of these investments is highly dependent on the ability of the managers of the portfolio companies to successfully navigate these and other challenges.

- As noted above, MCM will invest in opportunistic investments in the Financial Technology sector. As a result, it is anticipated that each Fund's portfolio will be heavily if not entirely concentrated in this one industry. A Fund's performance will depend heavily on the economic prospects of the Financial Technology sector, which will be influenced by a number of market and other factors that are beyond MCM's ability to control.
- MCM generally reserves the right to invest overseas. Investing overseas entails additional investment risks, including currency risk, lack of transparency and the risk of operating in markets with less well-developed legal systems to protect the rights of investors and creditors.
- Investments in private funds are generally illiquid, and interests in such funds may not generally be transferred without the prior consent of the fund's general partner and the satisfaction of certain other conditions. Investors in a Fund must be able and prepared to maintain their investments in the Fund over the entire life of the Fund.
- Investments in private funds are generally passive investments. As limited partners, investors in private funds generally have no control over the day-to-day operations of the funds and limited rights to protect themselves if they are dissatisfied with the manner in which a fund is being operated. Limited partners in a Fund will be highly dependent on the investing skills and management abilities of MCM to achieve success.
- MCM may leverage the Funds' investments. Leveraged investments will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates or a severe downturn in the economy. The leverage provided will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by available cash flow. While leverage may enhance the total return to limited partners in a Fund, if investment results fail to cover borrowing costs, returns to the Fund's limited partners will be lower than if there had been no borrowings.
- The valuation of the portfolio companies in which MCM invests is a difficult task that relies heavily on business judgment. There can be no assurance that any Fund will be able to realize their investments at a price that is commensurate with the value at which such investments have been carried.
- Private funds are managed in a manner that is consistent with the best interests of the fund, which is not necessarily consistent with the best interests of each individual investor in the fund. For example, MCM may structure investments so as to maximize tax efficiency for a Fund, but which may not be the most tax advantageous structuring possible for an individual investor, depending on that investor's own particular facts and circumstances.
- The competition for sourcing investments in private equity opportunities is becoming increasingly intense. There can be no assurance that MCM will be able to source a sufficient number of suitable investments at reasonable valuations to achieve its investment objective.
- As noted above, Motive Ops retains employees and consultants to provide specialized operational and technical support and similar or related specialized services to Motive Ops' clients (including portfolio companies of the Funds). If the affiliation between Motive Ops and MCM is terminated (through the sale, transfer or dissolution of Motive Ops or otherwise), the Funds would no longer benefit from the competitive advantage (if any) provided by Motive Ops and any services provided to portfolio companies by Motive Ops may need to be provided instead by third parties, potentially at an increased cost to such portfolio companies. In addition, there can be no assurance that any individual

professional retained by Motive Ops will continue to be affiliated with Motive Ops throughout the term of the Fund or that replacements, if any, will perform well. The ability to recruit, retain and motivate such professionals is dependent on the ability of Motive Ops to offer attractive incentive opportunities. The loss of the services of one or more professionals retained by Motive Ops could have a material adverse effect on Motive Ops and the Funds.

- In addition, relationship between Motive Ops and MCM and Motive Ops' other business activities, including its role as an incubator of start-up Financial Technology Companies, could lead to conflicts for Motive Partners between the interests of Motive Ops and the interests of the Funds. See "Item 10: Other Financial Activities and Interests" below.

No guarantee or representation can be made that MCM will achieve its investment objective or that investors will receive a return of their capital. All investing involves a risk of loss and the investment strategies pursued by MCM could lose money over short or even long periods of time. Prospective investors in a Fund are advised to review the applicable Fund Governing Documents for full details on the Fund's investment, operational and other actual and potential risks.

## **Item 9: Disciplinary Information**

Not applicable.

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

Neither MCM nor any of its directors, officers or principals is registered, or has an application pending to register, as a broker-dealer or as a registered representative of a broker-dealer. Neither MCM nor any of its directors, officers or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of any of the above.

As noted above, MCM is a wholly-owned subsidiary of Motive Partners and affiliated with Motive Ops, a platform that develops technology, incubates new Financial Technology businesses and forms strategic partnerships. It is anticipated that one or more of the Funds may invest in investment opportunities that have been developed by Motive Ops or in which affiliates of MCM have an interest as a result of the activities of Motive Ops. Such transactions could present conflicts of interest, including an incentive to favor Motive Partners over the Fund in setting the terms of such transactions, such as determinations of whether the transaction is contemplated at a price that is higher or lower than market value or on terms that are more favorable to the buyer or seller than the prevailing market terms. . The Fund Governing Documents of each Fund generally provide that any such transactions must be approved by the Fund's limited partners or "Limited Partner Advisory Committee."

Motive Ops and other the other business activities of Motive Partners are likely to require the Firm's investment professionals to devote substantial amounts of their time to matters unrelated to the business of the Funds, which may give rise to conflicts in the allocation of management resources, and the Fund will have no interest in any such other activities. In additional, any advisors or consultants retained by the Firm will not be exclusive and may devote substantial amounts of their time to matters unrelated to the business of the Firm or the Fund.

As noted above, the Fund Governing Documents generally provide that the Funds will be responsible for all costs and expenses in connection with their operation, other than the costs and expenses that will be the responsibility of MCM, its affiliates or other third parties. A conflict of interest could arise in MCM's determination of whether certain costs or expenses that are incurred in connection with the operation of the Fund meet the definition of "Partnership Expenses" for which the Funds are responsible, or whether such expenses should be borne by MCM or its affiliates. The Funds will be reliant on the determinations of MCM in this regard, and also in regard to the allocation of investment expenses and any common operating expenses as among the Funds and any other affiliates of the Motive Partners.

Under the applicable Fund Governing Documents, certain transactions that involve conflicts of interest between MCM and its affiliates, on the one hand, and a Fund, on the other (e.g., an investment in an investment opportunity arising out of Motive Ops), are required to be, or may be permitted to be, submitted to the applicable Fund's Limited Partner Advisory Committee for resolution. In such situations, the approval of the Limited Partner Advisory Committee will be binding on the Fund; however, the Limited Partner Advisory Committee will not necessarily represent the interests of all the investors in the Fund, and the members of the Limited Partner Advisory Committee may themselves be subject to various conflicts of interest (including as investors in other entities related to MCM and its affiliates). The investors in a Fund will not be entitled to control the selection of members of the Limited Partner Advisory Committee.

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

MCM has established a code of ethics (the "Code of Ethics") that sets forth standards of ethical conduct for its professionals. The Code of Ethics addresses standards for treating clients ethically, addressing potential conflicts of interest and monitoring and restricting personal trading by MCM and its affiliates and professionals. In addition, the Adviser has established policies and procedures that address, among other things, potential conflicts of interest that might arise in the management of client assets.

As a general rule, MCM does not buy or sell securities of public companies. Consequently, except in special circumstances, no conflict typically arises when an employee of MCM buys, holds or sells a publicly-traded security. However, from time to time, MCM personnel may come into possession of material non-public information related to public companies. In such circumstances, employees must comply with all applicable securities laws on so-called insider trading. MCM will at all times maintain a list of securities of companies that the Adviser is actively evaluating for purchase in a client's account, in which a client account holds an interest, or about which MCM might have received material non-public information (the "Restricted List"). The Chief Compliance Officer will update the Restricted List as appropriate. Securities will be removed from the Restricted List when information is no longer material and an appropriate "cooling off period" has lapsed. In addition, MCM personnel are required to pre-clear all personal trades with the Chief Compliance Officer involving securities that are offered pursuant to a private placement or initial public offering, or securities that are issued by a company on the Restricted List or any publicly-traded company that is engaged in the Financial Technology industry.

MCM's employees may not take for their own advantage an opportunity that rightfully belongs to MCM or its clients, may not use Adviser or client property, information or position for personal gain, and may not compete directly or indirectly with MCM or its clients.

MCM's employees and controlled persons must certify annually that they have read and agree to comply in all respects with the Code of Ethics and that they have disclosed or reported all personal securities transactions, holdings and accounts required to be disclosed or reported by the Code of Ethics.

Additionally, the Code of Ethics provides for a range of sanctions should anyone violate the Code of Ethics. These sanctions include, but are not limited to, a warning, fines, disgorgement, and suspension or termination of employment.

The paragraphs above only represent a summary of key provisions in the Code of Ethics. MCM will provide a copy of the entire Code of Ethics to any client or prospective client (including any investor therein) upon request.

Because the general partner of a Fund will be an affiliate of MCM, the Adviser has a material interest that could create conflicts that must be managed. It is anticipated that each Fund will have a Limited Partner Advisory Committee (the seats of which are filled by limited partners that represent a significant percentage of the Fund's committed capital and that are not affiliates of MCM or the General Partner) that reviews transactions where a potential conflict of interest exists, pursuant to the applicable provisions of the Fund's limited partnership agreement.

## **Item 12: Brokerage Practices**

MCM's advisory business generally involves privately negotiated transactions in which best execution obligations do not arise in the same context as transactions in publicly traded securities. With respect to such private transactions, MCM believes it fulfills its best execution responsibilities through careful evaluation and negotiation of the terms of each such transaction.

However, MCM may from time to time purchase or sell publicly traded securities. In such circumstances, MCM considers various factors in determining which broker is most likely to deliver best execution including, but are not limited to, the Adviser's knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities as well as the reputation and perceived financial soundness of the broker selected and other brokers considered; MCM's knowledge of actual or apparent operational problems of any broker; the broker or dealer's execution services rendered on a continuing basis and in other transactions; and the reasonableness of spreads or commissions.

MCM does not maintain relationships with broker-dealers that feature soft-dollar benefits or referral arrangements.

MCM maintains policies and procedures that are designed to ensure that all investment opportunities are, to the extent applicable, allocated among MCM's clients on a basis that over time is fair and equitable to each client relative to other clients taking into account all relevant facts and circumstances. MCM may depart from this policy in a particular circumstance if it is determined that it would be appropriate to do so and that such a departure would nonetheless be consistent with MCM's fiduciary duties to its clients. The factors generally considered by MCM in making an allocation determination include: (i) differences among clients with respect to available capital, size and remaining life of each client, (ii) the nature of the investment opportunity, (iii)

potential conflicts of interest, (iv) the applicable provisions of each client's governing documents, (v) tax, legal or regulatory considerations, and (vi) current and anticipated market conditions. MCM does not anticipate any significant sharing of investment opportunities between Funds of different vintages. However, such cross-fund sharing of investment opportunities may occur in circumstances deemed appropriate by MCM. A follow-on investment opportunity in an existing portfolio company will generally first be considered as an opportunity for the client that has an existing investment in that portfolio company. Depending on the size and other relevant factors associated with an investment opportunity, investment allocation decisions may also be made with respect to potential co-investment in an investment opportunity. In making this determination, MCM will first ensure that its clients receive the full amount of their desired allocation prior to offering any co-investment opportunity to any third party. To the extent that multiple clients hold an interest in the same portfolio company, Argonaut will allocate any disposition opportunities with respect to that investment on a basis that is fair and equitable to each client relevant to other clients taking into account all relevant facts and circumstances, including without limitation the relative ownership percentages of the clients in the applicable portfolio company.

### **Item 13: Review of Accounts**

MCM monitors each of the investments it makes in portfolio companies on an ongoing and continuous basis.

On a quarterly basis, investors in each Fund will receive written financial reports, including an unaudited balance sheet, a statement of net income or net loss, a statement of changes in financial position or a cash flow statement, and a supplemental statement of such investor's capital account. On an annual basis, investors in each Fund also will receive audited financial statements of the Fund, valuations of all of the Fund's investments, and tax information necessary for the completion of U.S. tax returns.

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

MCM may, from time to time, determine to engage a third party placement agent to introduce potential investors to the Funds. Depending on the specific arrangement, MCM may pay a placement fee, which may be calculated as a percentage of the commitment amount of the investor. If MCM Adviser compensates a placement agent for referring an investor, such arrangements will be disclosed in writing to the investor. In general, placement fees will be borne by the Adviser through management fee offsets.

As noted in "Item 5: Fees and Compensation" above, in general, a Fund's allocable portion of any Transaction Fees received by MCM and its affiliates and employees in connection with the Fund and its investments, net of unreimbursed transaction expenses incurred by MCM or its affiliates, will be credited to the Fund and distributed to its investors in accordance with that Fund's Governing Documents. In general, Transaction Fees will only include the portion thereof that is allocable to the Fund and will exclude any Specialized Operational Services Compensation (if applicable).

## **Item 15: Custody**

MCM will conduct all business operations in such a way that all client cash and securities over which the Adviser is deemed to have custody under applicable law (other than certain privately offered securities) will be preserved in the safekeeping of independent qualified custodians.

With respect to each Fund, an independent public accountant will audit the Fund's financial statements annually, and the audited financial statements are distributed to the investors of the Fund.

## **Item 16: Investment Discretion**

In general, advice to the Funds will be provided on a discretionary basis. The terms and conditions governing MCM's discretion over the investments made on behalf of its clients is set forth in writing in the applicable investment management agreement or Fund Governing Documents.

## **Item 17: Voting Client Securities**

In accordance with Rule 206(4)-6 of the Advisers Act, MCM has adopted and implemented written policies and procedures governing the voting of client securities. The Funds are primarily invested in privately-held portfolio companies that do not typically issue proxies. However, in the event proxies have to be voted, MCM will generally be responsible for voting proxies on behalf of its clients. MCM will vote client proxies in a way that it believes will maximize value for its clients. In exercising its voting discretion, MCM and its employees will seek to avoid any direct or indirect conflict of interest raised by such voting decision. MCM's proxy voting policy includes procedures designed to ensure that any conflicts of interest are resolved in an appropriate manner.

A copy of MCM's written proxy voting policies and procedures, as well as a record of how the Adviser has voted in the past, will be maintained and available for client review upon written request.

## **Item 18: Financial Information**

MCM is not aware of any financial conditions that are reasonably likely to impair its ability to meet its contractual obligations to its clients. MCM has never been the subject of a bankruptcy petition.