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**ALTI LLC  
FORM ADV PART 2A  
FIRM BROCHURE**

**March 2024**

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**This Brochure provides information about the qualifications and business practices of Alti LLC (“Alti,” “Adviser,” “us,” or “we”). If you have any questions about the contents of this Brochure, please contact us at (781) 540-1080, or by email at [cynthia@altifinancial.com](mailto:cynthia@altifinancial.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**We may refer to Alti as a “registered investment adviser.” Registration with the SEC or with any state securities authority does not imply a certain level, skill or training.**

**Additional information about us also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Alti is 298935.**

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## **ITEM 2: MATERIAL CHANGES**

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This Item 2 discusses only specific material changes that were made to this Brochure.

There are no material changes

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## ITEM 4: ADVISORY BUSINESS

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The Adviser is a Delaware limited liability company formed in 2018. The Adviser registered as an investment adviser with the Securities and Exchange Commission (the “SEC”) in January 2020. This registration should not be taken to imply a certain level of skill or training.

The Adviser is wholly owned by Altivest Inc, a holding company, which is owned by certain senior management of the Adviser and private investors.

The Adviser provides investment advisory services to registered closed-end investment companies (“Closed End Fund(s)” or “Fund”). The Adviser manages the assets of the Closed-End Fund(s) in accordance with applicable law and the investment objectives, policies and restrictions as set forth in each Fund’s current Prospectus and SAI, and is subject to such further limitations as the applicable Board of Trustees may from time to time impose by written notice to the Adviser.

As of December 31, 2023, the Adviser advised Closed-End Fund(s) regulatory assets of \$101,833 on a discretionary basis.

At this time, the Adviser does not offer wrap fee and similar account programs. The Adviser may provide investment advisory services to institutional investors, family offices and entities with regard to the Closed-End Fund(s). The Adviser’s advisory fee, if applicable (see Item 5 – *Fees and Compensation*, below) and other expenses paid by each Closed-End Fund and their respective shareholders are described in the applicable prospectus for each Closed-End Fund.

## ITEM 5: FEES AND COMPENSATION

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### **Registered Investment Companies**

The Adviser has entered into investment advisory agreements with each of the Closed-End Fund(s). Pursuant to the investment advisory agreements, the Adviser is entitled to receive an annual advisory/management fee paid monthly in arrears (the “**Advisory Fee**”) as detailed in each prospectus. A copy of the current prospectus for each Fund can be downloaded from [www.altifinancial.com](http://www.altifinancial.com). Advisory Fees for services rendered under existing investment advisory agreements with the Alti Private Equity Access and Commitments Fund is 1.30%.

With respect to the Fund, the Adviser has contractually agreed to limit the amount of certain expenses borne by the Fund, to an amount not to exceed amounts as specified in the Fund’s prospectus. To the extent that the Adviser bears certain expenses, the Adviser is permitted, subject to certain limitations, to receive reimbursement for any expense amounts previously paid by the Adviser, for a period not to exceed three years from the date on which such expenses were paid by the Adviser. Please refer to the Fund’s prospectus for additional details.

Service providers of the Closed-End Fund(s) calculate and pay the Adviser its Advisory Fees in arrears, which in some cases is subject to the expense limitation agreements whereby the Adviser has agreed to reduce its fees and/or absorb expenses as described above and outlined in the applicable prospectus. This reduction or absorption is subject to possible recoupment in future years if such recoupment can be achieved within the expense limitation term.

The Adviser, out of its own Advisory Fee revenue, may pay other broker-dealers for wholesaling, platform distribution fees and other distribution-related services in connection with the the Closed-End Fund(s). In addition, the Closed-End Fund(s) will pay distribution fees and sales loads to the

distributor, UMB Distribution Services, Inc, for the Closed-End Fund(s), in respect of the sales of certain share classes of that fund.

#### **ITEM 6: PERFORMANCE BASED FEES**

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At this time, the Adviser does not charge performance-based fees. The Closed-End Fund(s) may also be charged incentive fees by managers of the underlying private equity investments in which it invests.

#### **ITEM 7: TYPES OF CLIENTS**

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As disclosed in Item 4 “*Advisory Business*”, the Adviser serves as investment adviser to Closed-End Fund(s). The Adviser may enter into advisory or sub-advisory agreements with other investment companies in the future, as well as sponsor additional Funds.

Currently, the Adviser’s clients only include registered investment companies. The Adviser does not count the institutional investors, family offices and/or entities as clients since the investment advice provided is related to the Adviser’s role as Manager/Sponsor of the Fund(s) and a separate fee is not charged for this advice.

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

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The Adviser advises and allocates the assets of the Closed-End Fund(s) directly in accordance with applicable law and the investment objectives, policies and restrictions set forth in their respective Prospectus and Statement of Additional Information (“SAI”), and subject to such further limitations as the Closed-End Fund(s)’ Boards of Trustees may, from time to time, impose by written notice to the Adviser. **Please refer to each Closed-End Fund’s Prospectus and SAI for a full description of specific investment objectives, principal investment strategies and principal investment risks.**

There is the risk that a shareholder or investor could lose a substantial part, or all of the money invested in any investment in the Fund(s) as their interest is subject to investment risks. In making an investment decision, shareholders or investors must rely upon their own examination of the Fund’s materials and the terms of their offerings including the merits and risks involved. Each shareholder or investor should consult with independent financial, legal and/or tax advisers, as needed, before making any investment decision.

The information discussed below highlights what the Adviser believes to be important aspects of the methods of analysis, investment strategies, and risks of loss presented by the Closed-End Fund(s).

#### **ADVISER’S SELECTION METHODOLOGY**

ALTI’s Investment Committee will focus on building a portfolio diversified including mid-market and large deals with some small deals and continuation vehicles, as appropriate. The companies will be diversified by industry and the Fund will focus on partnering with general partners that have investment teams that have established proven track record and operational experience. The Fund will seek opportunities that add value through private market strategies including improving under managed businesses, consolidating fragmented industries, expansion of product lines and cost synergies, upgrading management, adding new technologies.

The Fund seeks to build a portfolio diversified by industry, stage, size, general partner and vintage year in order to manage risk and achieve the best risk adjusted return.

The Fund will invest and/or make commitments to both leveraged buyouts and growth equity leveraged buyouts (“LBOs”). LBOs are generally investments utilizing leverage to acquire the equity of a mature, private business.

Value is created through (1) acquisitions and roll up strategies, (2) balance sheet restructuring and use of leverage, (3) changes to the management team, (4) strategy and new product introductions, (5) divestitures, (6) other ways of increasing revenue growth, (7) other ways of improving margins including cost cuts, synergies, product changes, and (8) exit strategies and managing the sale process.

Growth capital is equity or equity-like investments are often non control or non-minority positions in private companies with above average growth rates. Often lower leverage levels or no leverage are used for the investment.

Investment Process: Each investment will be analysed individually and within the context of the lead sponsors track record and expertise. Each general partner will be evaluated in addition to each deal. The fund manager will seek to partner with general partners that have a demonstrated operational, financial, or strategic expertise and a track record that supports the deals investment thesis. Included in the analysis will be a review of the managers policies, reputation, integrity and alignment of interest.

The deals will be evaluated in both a top down and bottoms up analysis. Specifically for top down analysis: the deals will be evaluated in the context of current market conditions: valuations, debt levels, interest rates and trends. For bottom up analysis, the Fund will evaluate the deal, the valuation, the strengths, strategy, risks and opportunities of the industry and sector. When possible, an on site portfolio company due diligence will be conducted when appropriate. In addition, a review of the track record of the lead general partner will be evaluated in each deal.

## **INVESTMENT STRATEGIES**

The Closed-End Fund(s) pursue investments in private equity funds and strategies of various types, including investments in both primary and secondary offerings of private equity investment funds, private debt instruments, co-investment opportunities and continuation vehicles (“Private Equity Investments”) either directly or through a corporate entity structure known as a Special Purpose Vehicle (“SPV”). **Please refer to each Closed-End Fund’s Prospectus and SAI for a full description of the Investment Strategy and the SPVs.**

Investing in securities and other instruments involves a risk of loss that the investors in the Closed-End Fund(s) should be prepared to bear. Investors may lose all of their invested capital. There is no guarantee of profits earned or losses avoided. These risks vary dependent on the strategy and investment objectives, and each shareholder or investor should consult with independent financial, legal and/or tax advisers, as needed, before making any investment decision.

## **PRINCIPAL INVESTMENT RISKS**

All investments are subject to a number of risks either directly or indirectly. The discussions of the various risks associated with the Fund(s) are not, and are not intended to be, a complete enumeration or explanation of the risks involved in an investment in each Fund. Prospective investors should read the respective prospectus and consult with their own advisors before making an investment decision. In addition, as the Fund’s investment program changes or develops over time, an investment may be subject to risk factors not described in this document. The Fund(s) will update their respective prospectus to account for any material changes in the risks involved with an investment in the Fund. Please read the Fund’s current prospectus for a detailed description of risks specific to that Fund.

## Risks Related to the Investment Strategy of the Fund

**Private Equity Investments Generally.** Investing in private equity investments is intended for long-term investment by investors who can accept the risks associated with making highly speculative, primarily illiquid investments in privately negotiated transactions. Attractive investment opportunities in private equity may occur only periodically, if at all. Furthermore, private equity has generally been dependent on the availability of debt or equity financing to fund the acquisitions of their investments. Market conditions, however, can affect the availability of such financing, limiting the ability of private equity to obtain the required financing. Securities issued by private partnerships may be more illiquid than securities issued by other portfolio funds generally because the partnerships' underlying investments tend to be less liquid than other types of investments. Investing in private equity investments is intended for long-term investment by investors who can accept the risks associated with making highly speculative, primarily illiquid investments in privately negotiated transactions.

**Potential Loss of Investment.** An investment in the Fund is speculative and involves substantial risks. Investors may lose their entire investment. No subscriber should have any need for any monies invested in the Fund to meet current needs or ongoing financial requirements.

**Investment Company Risk.** The Fund may invest in other investment company pools which involve the risk that shareholders in the Fund will indirectly bear fees and expenses charged by the underlying investment companies in which the Fund invests in addition to the Fund's direct fees and expenses. Investments in other funds also may increase the amount of taxes payable by investors in the Fund. In addition, investments in ETFs are subject to the risks associated with the underlying assets held by an ETF, and the following additional risks: (1) an ETF's shares may trade above or below its net asset value; (2) an active trading market for the ETF's shares may not develop or be maintained; (3) trading an ETF's shares may be halted by the listing exchange; (4) a passively managed ETF may not track the performance of the reference asset; and (5) a passively managed ETF may hold troubled securities. Investment in ETFs may involve duplication of management fees and certain other expenses, as the Fund indirectly bears its proportionate share of any expenses paid by the ETFs in which it invests.

**Lack of Control.** The Adviser does not anticipate to have any control over the investment or operational decisions made by the companies in which the Fund invests. Although the Adviser will regularly evaluate each portfolio company and its management team to determine whether their respective investment programs are consistent with the Fund's investment objective, neither the Adviser nor the Private Equity Investors anticipate having any control over the operations and investments made by a portfolio company. The Adviser will be dependent on information provided indirectly by the portfolio company through each Deal Series Vehicle, including quarterly unaudited financial statements, which if inaccurate, could adversely affect the Adviser's ability to manage the Fund's investment portfolio in accordance with its investment objective. In addition, the Adviser and Private Equity Investors may have reduced information rights and will not be able to publicly disclose certain information due to restrictions set forth by the General Partner in a Private Equity Investment in order to protect the underlying company's interests. By investing in the Fund, a shareholder will not be deemed to be an investor in any portfolio company and will not have the ability to exercise any rights attributable to an investor in any such portfolio company related to its investment.

**Market Risk.** An investment in shares of the Fund is subject to investment risk, including the possible loss of the entire principal amount invested. An investment in shares represents an indirect investment in the Private Equity Investments and/or the securities owned by the Fund. The value of these the Private Equity Investments and/or securities, like other market investments, may move up or down, sometimes rapidly and unpredictably. The value of your shares at any point in time may be worth less than the value of your original investment, even after taking into account any reinvestment of dividends and distributions.



***Allocation Risk.*** The ability of the Fund to achieve its investment objective depends, in part, on the ability of the Adviser to allocate effectively the Fund's assets. There can be no assurance that the actual allocations will be effective in achieving the Fund's investment objective or delivering positive returns.

***Issuer and Non-Diversification Risk.*** The value of a specific security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole. As a non-diversified fund, the Fund may invest more than 5% of its total assets in the securities of one or more issuers. The Fund's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of shares of a diversified investment company. The value of an issuer's securities that are held in the Fund's portfolio may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods and services.

***Valuation.*** While the valuation of the Fund's publicly traded securities is more readily ascertainable, the Fund's ownership interest in Private Equity Investments are not publicly traded securities, and the Fund will depend on the portfolio company to provide a valuation of the Fund's Private Equity Investments. Moreover, the valuation of the Fund's Private Equity Investments may vary from the fair value of the Private Equity Investments that may be obtained if such Private Equity Investments were sold to a third party. For information about the value of the Fund's investment in Private Equity Investments, the Adviser will be dependent on information provided by the portfolio company, including quarterly unaudited financial statements that if inaccurate, could adversely affect the Adviser's ability to value the Fund's shares accurately.

The Fund determines its month end net asset value based upon the quarterly valuations reported by the General Partners or sponsors of the underlying investments, which may not reflect market or other events occurring subsequent to the quarter-end. The Fund will fair value its holdings in co-investments to reflect such events, consistent with its valuation policies. Additionally, the valuations reported by Sponsors may be subject to later adjustment or revision. For example, fiscal year-end net asset value calculations of the co-investments may be revised as a result of audits by their independent auditors. Other adjustments may occur from time to time. Because such adjustments or revisions, whether increasing or decreasing the net asset value of the Fund, at the time they occur, relate to information available only at the time of the adjustment or revision, the adjustment or revision may not affect the amount of the repurchase proceeds of the Fund received by Shareholders who had their Shares repurchased prior to such adjustments and received their repurchase proceeds. As a result, to the extent that such subsequently adjusted valuations from the Sponsors or revisions to the net asset value of a direct private equity co-investment adversely affect the Fund's net asset value, the remaining outstanding Shares may be adversely affected by prior repurchases to the benefit of Shareholders who had their Shares repurchased at a net asset value higher than the adjusted amount. Conversely, any increases in the net asset value resulting from such subsequently adjusted valuations may be entirely for the benefit of the outstanding Shares and to the detriment of Shareholders who previously had their Shares repurchased at a net asset value lower than the adjusted amount. The same principles apply to the purchase of Shares. New Shareholders may be affected in a similar way.

## **Risks Related to Private Equity Investments and Other Investments**

***Private Equity Investment Risk.*** Investment in Private Equity Investments involve the same types of risks associated with an investment in an operating company. The eventual success or failure of private equity investing depends on the ability of the Adviser and Private Equity Investors to attract and develop a steady flow of quality investment opportunities to analyze. Generally, little public information exists about privately held companies, and the Adviser and Transactions Consultants will be required to rely on the ability of their management teams to obtain adequate information to evaluate the potential risks and returns involved in investing in these companies. These companies and their financial information will not be subject to the Sarbanes-Oxley Act and other rules that govern public companies. If the Adviser and Private Equity Investors are unable to uncover all material information



about these companies, they may not make a fully informed presentation to the Adviser and the Fund may lose money on these investments. Substantially all of the securities of privately held companies will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. Additionally, privately held companies frequently have less diverse product lines and smaller market presence than larger competitors. All of these factors could affect the Fund's investment returns.

***Utilities and Energy Sectors.*** Energy companies may be significantly affected by outdated technology, short product cycles, falling prices and profits, market competition and risks associated with using hazardous materials. Energy companies may also be negatively affected by legislation that results in stricter government regulations and enforcement policies or specific expenditures. The Fund may invest a significant portion of its assets in private infrastructure fund investments and co-investments, which may include investments with a focus on the utilities and energy sectors, thereby exposing the Fund to risks associated with these sectors.

***Transportation Sector.*** Transportation infrastructure companies are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, the effects of economic slowdowns, adverse changes in fuel prices, labor relations, insurance costs, government regulations, political changes, and other factors. The Fund may invest a significant portion of its assets in private infrastructure fund investments and co-investments, which may include investments with a focus on the transportation sector, thereby exposing the Fund to risks associated with this sector.

***Technology Sector.*** Certain technology companies may have limited product lines, markets or financial resources, or may depend on a limited management group. In addition, these companies are strongly affected by worldwide technological developments, and their products and services may not be economically successful or may quickly become outdated.

***Financial Sector.*** Financial services companies are subject to extensive governmental regulation that may limit the amounts and types of loans and other financial commitments they can make, and the interest rates and fees they can charge. Profitability of such companies is generally dependent on the availability and cost of capital, and can fluctuate as a result of increased competition or changing interest rates.

***Natural Resources Sector.*** Investments in securities of natural resource companies involve risks. The market value of securities of natural resource companies may be affected by numerous factors, including events occurring in nature, inflationary pressures, and international politics. If the Fund has significant exposure to natural resource companies, there is the risk that the Fund will perform poorly during a downturn in the natural resource sector. For example, events occurring in nature (such as earthquakes or fires in natural resource areas) and political events (such as coups, military confrontations, or acts of terrorism) can affect the overall supply of a natural resource and the value of companies involved in such natural resource. Rising interest rates and general economic conditions may also affect the demand for natural resources.

***Precious Metals Sector.*** Investments related to gold and other precious metals are considered speculative and are affected by a variety of worldwide economic, financial, and political factors. The price of precious metals may fluctuate sharply over short periods of time due to changes in inflation or expectations regarding inflation in various countries, the availability of supplies of precious metals, changes in industrial and commercial demand, precious metals sales by governments, central banks, or international agencies, investment speculation, monetary and other economic policies of various governments, and government restrictions on private ownership of gold and other precious metals. No income is derived from holding physical gold or other precious metals, which is unlike securities that may pay dividends or make other current payments.

**Common Stock.** Common stock generally takes the form of shares in a corporation which represent an ownership interest. It ranks below preferred stock and debt securities in claims for dividends and for assets of the company in a liquidation or bankruptcy. The value of a company's common stock may fall as a result of factors directly relating to that company, such as decisions made by its management or decreased demand for the company's products or services. A stock's value may also decline because of factors affecting not just the company, but also companies in the same industry or sector. The price of a company's stock may also be affected by changes in financial markets that are relatively unrelated to the company, such as changes in interest rates, currency exchange rates or industry regulation. Companies that elect to pay dividends on their common stock generally only do so after they invest in their own business and make required payments to bondholders and on other debt and preferred stock. Therefore, the value of a company's common stock will usually be more volatile than its bonds, other debt and preferred stock. Common stock may be exchange-traded or OTC. OTC common stock may be less liquid than exchange-traded stock.

**Preferred Securities Risk.** There are various risks associated with investing in preferred securities, including credit risk, interest rate risk, deferral, and omission of distributions, subordination to bonds and other debt securities in a company's capital structure, limited liquidity, limited voting rights, and special redemption rights. Interest rate risk is, in general, the risk that the price of a debt security falls when interest rates rise. Securities with longer maturities tend to be more sensitive to interest rate changes. Credit risk is the risk that an issuer of a security may not be able to make principal and interest or dividend payments on the security as they become due. Holders of preferred securities may not receive dividends, or the payment can be deferred for some period of time. In bankruptcy, creditors are generally paid before the holders of preferred securities.

**Convertible Securities Risk.** Convertible securities are hybrid securities that have characteristics of both bonds and common stocks and are subject to risks associated with both debt securities and equity securities. Convertible securities are similar to fixed income securities because they usually pay a fixed interest rate (or dividend) and are obligated to repay principal on a given date in the future. The market value of fixed income and preferred securities tends to decline as interest rates increase and tends to increase as interest rates decline. Convertible securities have characteristics of a fixed income security and are particularly sensitive to changes in interest rates when their conversion value is lower than the value of the bond or preferred share. Fixed income and preferred securities also are subject to credit risk, which is the risk that an issuer of a security may not be able to make principal and interest or dividend payments on the security as they become due. In addition, the Fund may invest in fixed income and preferred securities rated less than investment grade that are sometimes referred to as high-yield or "junk bonds." These securities are speculative investments that carry greater risks and are more susceptible to real or perceived adverse economic and competitive industry conditions than higher quality securities. Fixed income and preferred securities also may be subject to prepayment or redemption risk. If a convertible security held by the Fund is called for redemption, the Fund will be required to surrender the security for redemption, convert it into the issuing company's common stock or cash or sell it to a third party at a time that may be unfavorable to the Fund. Such securities also may be subject to resale restrictions. The lack of a liquid market for these securities could decrease the Fund's share price. Convertible securities have characteristics similar to common stocks, especially when their conversion value is the same as the value of the bond or preferred share. The price of equity securities may rise or fall because of economic or political changes. Stock prices, in general, may decline over short or even extended periods of time. Market prices of equity securities in broad market segments may be adversely affected by a prominent issuer having experienced losses or by the lack of earnings or such an issuer's failure to meet the market's expectations with respect to new products or services, or even by factors wholly unrelated to the value or condition of the issuer, such as changes in interest rates.

**Options Risk.** The Sub-Adviser on behalf of the Fund may incur risks associated with the sale and purchase of call options and/or put options. The seller (writer) of a call option, which is covered (i.e., the writer holds the underlying security), assumes the risk of a decline in the market price of the

underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option. The seller (writer) of a put option which is covered (i.e., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

***Derivative Instruments Generally.*** The Sub-Adviser on behalf of the Fund may use futures, options, swaps and other derivatives for investment purposes, for efficient portfolio management and to enhance investment performance. The Fund's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including: (i) dependence on the Sub-Adviser's ability to predict movements in the price of securities and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty; (v) possible impediments to effective portfolio management or the ability to meet repurchase requests or other short-term obligations because of the percentage of the Fund's assets segregated to cover its obligations; and (vi) the degree of leverage inherent in futures trading, i.e., the low margin deposits normally required in futures trading means that futures trading may be highly leveraged. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the Fund. These financial instruments may produce an unusually or unexpectedly high amount of losses. In addition, the Fund may, in the future, take advantage of opportunities with respect to certain other derivative financial instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of the Fund and believed by the Sub-Adviser to be legally permissible. Special risks may apply in the future that cannot be determined at this time. The regulatory and tax environment for derivative financial instruments in which the Fund may participate is evolving, and changes in the regulation or taxation of such financial instruments may have a material adverse effect on the Fund.

Derivatives are highly specialized financial instruments that require investment techniques and risk analyses that are often different from those associated with the underlying securities to which they relate. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

Because the markets for certain derivatives are relatively new and still developing, suitable derivatives transactions may not be available in all circumstances. Upon the expiration of a particular contract, the Sub-Adviser may wish to retain the Fund's position in the derivative by entering into a similar contract, but may be unable to do so if the counterparty to the original contract is unwilling to enter into the new contract and no other suitable counterparty can be found. The Fund's ability to use derivatives may also be limited by certain regulatory and tax considerations.

When managing the Fund's exposure to market risks, the Sub-Adviser may from time to time use forward contracts, options, swaps, credit default swaps, caps, collars and floors or pursue other strategies or use other forms of derivative securities to limit exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. Notwithstanding the foregoing, the Sub-Adviser is not required to employ hedging techniques and may choose not to do so. The success of any hedging or other derivative transactions generally will depend on the ability to correctly predict market changes, the degree of correlation between price movements of a derivative financial instrument, the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while the Fund may enter into a transaction in order to reduce exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases.

**Futures.** The Sub-Adviser may invest in futures on behalf of the Fund. Transactions in futures contracts carry a high degree of risk. Though the futures contract may require a much smaller amount of margin to be provided in comparison to the economic exposure which the futures contract provides to the relevant investment, index, rates, currency or physical commodity, investment in a futures contract creates a "gearing" or "leverage" effect. This means that a small margin payment can lead to enhanced losses as well as enhanced gains. It also means that a relatively small movement in the underlying reference investment, index, rate, currency or physical commodity can lead to a much larger proportional movement in the value of the futures contract. This may be to the financial benefit of the Fund as well as its detriment.

Futures positions may be illiquid because, for example, many commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures contract prices on various commodities or financial instruments occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Fund from promptly liquidating unfavorable positions and subject the Fund to substantial losses. In addition, the Fund may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or a regulator may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. In addition, various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized activities that may entail greater than ordinary investment or trading risks. Furthermore, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss.

The CFTC and US commodities exchanges have established limits (referred to as "speculative position limits") on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on US commodities exchanges. All accounts managed and controlled by an investment adviser and its principals will be combined (that is, aggregated) for position limit purposes. The possibility exists that from time to time the positions held or controlled by the Sub-Adviser may have to be modified or liquidated to avoid exceeding applicable position limits, even though the positions attributable to the Fund do not themselves trigger the position limits, which could result in substantial costs and losses to the Fund.

In addition, the US Dodd Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") significantly expanded the CFTC's authority to impose position limits with respect to futures contracts, options on futures contracts, swaps that are economically equivalent to futures or options on



futures, swaps that are traded on a regulated US exchange and certain swaps that perform a significant price discovery function. In response to this expansion of its authority, in 2012, the CFTC proposed a series of new speculative position limits with respect to futures and options on futures on so-called “exempt commodities” (which includes most energy and metals contracts) and with respect to agricultural commodities. Those proposed speculative position limits were vacated by a United States District Court, but the CFTC has again proposed a new set of speculative position rules which are not yet finalized (or effective). If the CFTC is successful in this second try, the size or duration of positions available to the Fund may be severely limited. All accounts owned or managed by the Sub-Adviser are likely to be combined for speculative position limit purposes. The Fund could be required to liquidate positions it holds in order to comply with such limits, or may not be able to fully implement trading instructions generated by its trading models, in order to comply with such limits. Any such liquidation or limited implementation could result in substantial costs to the Fund.

**Credit Risk.** There is a risk that debt issuers will not make payments, resulting in losses to the Fund. In addition, the credit quality of securities may be lowered if an issuer’s financial condition changes. Lower credit quality may lead to greater volatility in the price of a security and in shares of the Fund. Lower credit quality also may affect liquidity and make it difficult to sell the security. Default, or the market’s perception that an issuer is likely to default, could reduce the value and liquidity of securities, thereby reducing the value of your investment in Fund shares. In addition, a default may cause the Fund to incur expenses in seeking recovery of principal or interest on its portfolio holdings.

**ETF Risk.** If securities underlying an ETF are traded outside of a collateralized settlement system, that there are a limited number of financial institutions that may act as authorized participants that post collateral for certain trades on an agency basis (i.e., on behalf of other market participants). To the extent that those authorized participants exit the business or are unable to process creation and/or redemption orders and no other authorized participant is able to step forward to do so, there may be a significantly diminished trading market for the ETF’s shares. In addition, please note that this could in turn lead to differences between the market price of the ETF’s shares and the underlying value of those shares.

In stressed market conditions, the market for an ETF’s shares may become less liquid in response to deteriorating liquidity in the markets for the ETF’s underlying portfolio holdings. This adverse effect on liquidity for the ETF’s shares in turn could lead to differences between the market price of the ETF’s shares and the underlying value of those shares.

Purchases and redemptions of creation units primarily with cash, rather than through in-kind delivery of portfolio securities, may cause an ETF to incur certain costs. These costs could include brokerage costs or taxable gains or losses that it might not have incurred if it had made redemption in-kind. In addition, these costs could be imposed on the ETF, and thus decrease the ETF’s net asset value, to the extent that the costs are not offset by a transaction fee payable by an authorized participant.

## **Risks Related to the Fund’s Operations**

**No Operating History.** The Fund is a non-diversified, closed-end management investment company with no performance history that investors can use to evaluate the Fund’s investment performance. The operating expenses for funds with no or limited performance histories, including start-up costs, which may be significant, may be higher than the expenses of established funds.

**Cybersecurity Risk.** Cybersecurity refers to the combination of technologies, processes, and procedures established to protect information technology systems and data from unauthorized access, attack or damage. The Fund, the Adviser, the Sub-Adviser, Private Equity Investors, and third-party service providers are subject to cybersecurity risks. Cybersecurity risks have significantly increased in recent years, and the Fund could suffer such losses in the future. The Fund’s and its affiliates’ and third-party service providers’ computer systems, software, and networks may be vulnerable to

unauthorized access, computer viruses or other malicious code, and other events that could have a security impact. If one or more of such events occur, this potentially could jeopardize confidential and other information, including nonpublic personal information and sensitive business data, processed and stored in, and transmitted through, computer systems and networks, or otherwise cause interruptions or malfunctions in the Fund's operations or the operations of their respective affiliates and third-party service providers. This could result in significant losses, reputational damage, litigation, regulatory fines or penalties, or otherwise adversely affect the Fund's business, financial condition or results of operations. Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, the Fund may be required to expend significant additional resources to modify the Fund's protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks.

***Distribution Policy Risk.*** Following the liquidation of each Private Equity Investment, the Fund expects to make a distribution to shareholders with the net return from such investment (after payment of any applicable carried interest to the Private Equity Investors), subject to Board approval. The timing of these distributions will be made in accordance with IRS regulations. The distribution policy may be modified by the Board from time to time. All or a portion of a distribution may consist solely of a return of capital (*i.e.*, from your original investment) and not a return of net profit. Shareholders should not assume that the source of a distribution from the Fund is net profit. Shareholders should note that return of capital will reduce the tax basis of their shares and potentially increase the taxable gain, if any, upon disposition of their shares. The Board is expected to convene semi-annually to consider whether or not to authorize a repurchase offer. The Board expects that repurchase offers, if authorized, will be made no more frequently than on a semi-annual basis and will typically have a valuation date as of June 30 or December 31 (or, if any such date is not a Business Day, on the last Business Day of such semi-annual period).

***Fees and Expenses.*** Shareholders pay certain fees (*e.g.*, the Management Fee) and expenses of the Fund. The Fund's expenses thus may constitute a higher percentage of net assets than expenses associated with other types of investment entities Private Equity investments are expected to pay fee equal to roughly 0-2% annually on committed capital (which will be built into the feeder vehicles) and upon liquidation of the aggregator (each co-investment) a carried interest charge that will be passed to the applicable Private Equity Investor. Shareholders will pay a pro rata share of asset-based and carried interest fees associated with the Fund's underlying investments.

***Legal and Regulatory Risks.*** Recent legal and regulatory changes, and additional legal and regulatory changes that could occur during the term of the Fund may substantially affect private equity funds and such changes may adversely impact the performance of the Fund. The regulation of the U.S. and non-U.S. securities and futures markets and investment funds has undergone substantial change in recent years and such change may continue. Greater regulatory scrutiny may increase the Fund's, the Adviser's, the Private Equity Investors', and the Sub-Adviser's exposure to potential liabilities. Increased regulatory oversight can also impose administrative burdens on the Fund, the Adviser and the Sub-Adviser, including, without limitation, responding to examinations or investigations and implementing new policies and procedures.

With the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), there have been extensive rulemaking and regulatory changes that affect private fund managers, the funds that they manage, and the financial industry as a whole. The Dodd-Frank Act, among other things, grants regulatory authorities broad rulemaking authority to implement various provisions of the Dodd-Frank Act. The impact of the Dodd-Frank Act, and of follow-on regulation, is impossible to predict. There can be no assurance that future regulatory actions authorized by the Dodd-Frank Act will not have a material adverse effect on the Fund, significantly reduce the profitability of the Fund or impair the ability of the Fund to achieve its investment objectives. The implementation of the Dodd-Frank Act also could adversely affect the Fund by increasing transaction and/or regulatory

compliance costs. In addition, greater regulatory scrutiny may increase the Fund's, the Adviser's and the Sub-Adviser's exposure to potential liabilities.

***Liquidity Risk.*** The Fund is a closed-end investment company structured as a "tender offer fund" and designed for long-term investors. Unlike many closed-end investment companies, the Fund's shares are not listed on any securities exchange and are not publicly traded. There currently is no secondary market for the shares, and the Adviser does not expect that a secondary market will develop. Limited liquidity is provided to shareholders only through the Fund's repurchase offers. There is no guarantee that shareholders will be able to sell all of the shares they desire in a repurchase offer. The Fund's investments are also subject to liquidity risk. Liquidity risk exists when particular investments of the Fund would be difficult to purchase or sell, possibly preventing the Fund from selling such illiquid securities at an advantageous time or price, or possibly requiring the Fund to dispose of other investments at unfavorable times or prices in order to satisfy its obligations. Funds with principal investment strategies that involve securities of companies with smaller market capitalizations, derivatives, or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk.

***Illiquid Investments.*** Investments held by the Fund directly may be or become illiquid which may affect the ability of the Fund to exit such investments and the returns made by the Fund. Such illiquidity may result from various factors, such as the nature of the instrument being traded, or the nature and/or maturity of the market in which it is being traded, the size of the position being traded, or because there is no established market for the relevant securities. Even where there is an established market, the price and/or liquidity of instruments in that market may be materially affected by certain factors. Securities and commodity exchanges typically have the right to suspend or limit trading in any instrument traded on that exchange. It is also possible that a governmental authority may suspend or restrict trading on an exchange or in particular securities or other instruments traded. A suspension could render it difficult for the Fund to liquidate positions and thereby might expose the Fund to losses.

***Management Risk.*** The net asset value of the Fund changes daily based on the performance of the Private Equity Investments and/or securities in which it invests. The Adviser and the Sub-Adviser's judgments about the attractiveness, value and potential appreciation of a particular Private Equity Investment and/or security in which the Fund invests respectively may prove to be incorrect and may not produce the desired results. The portfolio manager and the other principals of the Adviser do not have experience in managing a closed-end fund.

***Repurchase Policy Risks.*** Repurchases by the Fund of its shares typically will be funded by liquidating the Fund's investments managed by the Sub-Adviser. Payment for repurchased shares may require the Fund to liquidate portfolio holdings earlier than the Sub-Adviser otherwise would liquidate such holdings, potentially resulting in losses, and may increase the Fund's portfolio turnover. The Adviser may take measures to attempt to avoid or minimize such potential losses and turnover, and instead of liquidating portfolio holdings, may borrow money to finance repurchases of shares. If the Fund borrows to finance repurchases, interest on any such borrowing will negatively affect shareholders who do not tender their shares in a repurchase offer by increasing the Fund's expenses and reducing any net investment income. To the extent the Fund finances repurchase proceeds by selling investments, the Fund may hold a larger proportion of its net assets in less liquid securities. Also, the sale of securities to fund repurchases could reduce the market price of those securities, which in turn would reduce the Fund's net asset value.

Repurchase of shares will tend to reduce the amount of outstanding shares and, depending upon the Fund's investment performance, its net assets. A reduction in the Fund's net assets may increase the Fund's expense ratio, to the extent that additional shares are not sold. In addition, the repurchase of shares by the Fund may be a taxable event to shareholders.



***Use of Leverage.*** Although the Fund has the option to borrow, there are significant risks that may be assumed in connection with such borrowings. Investors in the Fund should consider the various risks of financial leverage, including, without limitation, the matters described below. There is no assurance that a leveraging strategy would be successful. Financial leverage involves risks and special considerations for shareholders including: (i) the likelihood of greater volatility of NAV of the shares than a comparable portfolio without leverage; (ii) the risk that fluctuations in interest rates on borrowings and short-term debt that the Fund must pay will reduce the return to the shareholders; (iii) the effect of financial leverage in a market experiencing rising interest rates, which would likely cause a greater decline in the NAV of the shares than if the Fund were not leveraged; and (iv) the potential for an increase in operating costs, which may reduce the Fund's total return.

In the event that the Fund would be required to sell assets at a loss, including in order to redeem or pay off any borrowing, such a sale would reduce the Fund's NAV and may make it difficult for the NAV to recover. The Fund nevertheless may continue to use financial leverage if the Adviser expects that the benefits to the shareholders of maintaining the leveraged position likely would outweigh a resulting reduction in the current return.

Certain types of borrowings by the Fund would result in the Fund being subject to covenants in credit agreements relating to asset coverage and Fund composition requirements that are more stringent than those currently imposed on the Fund by the 1940 Act. In addition, borrowings by the Fund may be made on a secured basis. The Custodian will then either segregate the assets securing the Fund's borrowings for the benefit of the Fund's lenders, or arrangements will be made with a suitable sub-custodian. If the assets used to secure a borrowing decrease in value, the Fund may be required to pledge additional collateral to the lender in the form of cash or securities to avoid liquidation of those assets. In the event of a default, the lenders will have the right, through the Custodian, to redeem the Fund's investments without consideration of whether doing so would be in the best interests of the Fund's shareholders. The rights of any lenders to the Fund to receive payments of interest on and repayments of principal of borrowings will be senior to the rights of the Fund's shareholders, and the terms of the Fund's borrowings may contain provisions that limit certain activities of the Fund and could result in precluding the purchase of instruments that the Fund would otherwise purchase.

The use of financial leverage involves financial risk and would increase the exposure of the Fund's investment returns to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the investments. There would be a risk that operating cash flow available to the Fund would be insufficient to meet required payments and a risk that it would not be possible to refinance existing indebtedness or that the terms of such refinancing would not be as favorable as the terms of existing indebtedness. Borrowings by the Fund may be secured by any or all of the assets of the Fund, with the consequences that the Fund may lose more than its equity stake in any one investment and may lose all of its capital.

***Risks Relating to Accounting, Auditing and Financial Reporting.*** The Fund may invest in portfolio companies and Deal Series Vehicles that do not maintain internal management accounts or adopt financial budgeting, internal audit or internal control procedures to standards normally expected of companies in the United States. Accordingly, information supplied to the Fund may be incomplete, inaccurate, restricted by confidentiality provisions and/or significantly delayed. The Fund may therefore be unable to take or influence timely actions necessary to rectify management deficiencies in such portfolio companies, which may ultimately have an adverse impact on the net asset value of the Fund.

***Reliance on Service Providers.*** Other than its officers, the Fund has no employees. The Fund must therefore rely upon the performance of service providers to perform its executive functions. In particular, the Adviser, the Sub-Adviser, the Administrator, the Custodian, the Transfer Agent, and their respective delegates, if any, will perform services that are integral to the Fund's operations and financial performance. Failure by any service provider to carry out its obligations to the Fund in

accordance with the terms of its appointment, to exercise due care and skill, or to perform its obligations to the Fund at all as a result of insolvency, bankruptcy or other causes could have a material adverse effect on the Fund's performance and returns to shareholders. The termination of the Fund's relationship with any service provider, or any delay in appointing a replacement for such service provider, could materially disrupt the business of the Fund and could have a material adverse effect on the Fund's performance and returns to shareholders.

**Information Technology Systems.** The Fund is dependent on the Adviser for certain management services as well as back-office functions. The Adviser, Private Equity Investors and the Sub-Adviser depend on information technology systems in order to assess investment opportunities, strategies and markets and to monitor and control risks for the Fund. Information technology systems are also used to trade in the underlying investments of the Fund. It is possible that a failure of some kind that causes disruptions to these information technology systems could materially limit the Adviser's, Private Equity Investors' or Sub-Adviser's ability to adequately assess and adjust investments, formulate strategies and provide adequate risk control. Any such information technology-related difficulty could harm the performance of the Fund. Further, failure of the back-office functions of the Sub-Adviser to process trades with respect to the portion of the Fund's portfolio allocated to the Sub-Adviser in a timely fashion could prejudice the investment performance of the Fund.

**RIC Qualification Risk.** Special tax risks are associated with an investment in the Fund. The Fund elects to, and intends to meet the requirements necessary to, qualify as a "regulated investment company" or "RIC" under Subchapter M of the Code. As such, the Fund must satisfy, among other requirements, certain ongoing asset diversification, source-of-income and annual distribution requirements.

If the Fund fails to satisfy the asset diversification or other RIC requirements, it may lose its status as a RIC under the Code. In that case, all of its taxable income would be subject to U.S. federal income tax at regular corporate rates without any deduction for distributions to shareholders. In addition, all distributions (including distributions of net capital gain) would be taxed to their recipients as dividend income to the extent of the Fund's current and accumulated earnings and profits. Accordingly, disqualification as a RIC would have a material adverse effect on the value of the interests in the Fund and the amount of the Fund's distributions.

**Additional Tax Considerations; Distributions to Shareholders and Payment of Tax Liability.** The Fund will distribute substantially all of its net investment income and gains to shareholders. These distributions are taxable as ordinary income or capital gains to the shareholder. Shareholders may be proportionately liable for taxes on income and gains of the Fund, but shareholders not subject to tax on their income will not be required to pay tax on amounts distributed to them. The Fund will inform shareholders of the amount and character of its distributions to shareholders. See "Certain Tax Considerations" below for more information. If the Fund distributes less than an amount equal to the sum of 98% of its ordinary income and 98% of its capital gain net income, plus any such amounts that were not distributed in previous tax years, then the Fund will be subject to a non-deductible 4% excise tax with respect to the Fund's non-distributed amounts.

**Significant Financial Intermediaries.** To the extent that substantial numbers of investors have a relationship with a particular financial intermediary, such financial intermediary may have the ability to influence investor behavior, which may affect the Fund. To the extent that such financial intermediary exercises collective influence over such investors' decisions to request repurchase of shares, the Fund may make larger tender offers than would otherwise be the case. Substantial acceptance of the Fund's offers to repurchase shares could require the Fund to liquidate certain of its investments more rapidly than otherwise desirable in order to raise cash to fund the repurchases and achieve a market position appropriately reflecting a smaller asset base. This could have a material adverse effect on the performance of the Fund and the value of the shares.

Similarly, if such financial intermediaries exercise collective influence over such investors' voting of such shares, they could, subject to compliance with SEC rules and state law, change the composition of the Board, which in turn could lead to a change in the Adviser or Sub-Adviser to the Fund. If effected, such changes could have a material adverse effect on the performance of the Fund and the value of the shares.

**Market Conditions Risk.** Market risk is risk associated with changes in, among other things, market prices of securities or commodities or foreign exchange or interest rates and there are certain general market conditions in which any investment strategy is unlikely to be profitable. From time to time, multiple markets could move together against the Fund's investments, which could result in significant losses. Such movement would have a material adverse effect on the performance of the Fund and returns to shareholders. The Adviser and Sub-Adviser have no ability to control such market conditions.

General economic and market conditions, such as currency and interest rate fluctuations, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls and national and international conflicts or political circumstances, as well as natural disasters, may affect the price level, volatility and liquidity of securities. Economic and market conditions of this nature could result in significant losses for the Fund, which would have a material adverse effect on the performance of the Fund and returns to shareholders.

The instability in the financial markets in prior years has led the U.S. government to take a number of unprecedented actions designed to support certain financial institutions and segments of the financial markets that have experienced extreme volatility and in some cases a lack of liquidity. Federal, state, and other governments, their regulatory agencies, or self-regulatory organizations may take actions that affect the regulation of the instruments in which the Fund invests, or the issuers of such instruments, in ways that are unforeseeable. Legislation or regulation may also change the way in which the Fund itself is regulated. Such legislation or regulation could limit or preclude the Fund's ability to achieve its investment objective.

Governments or their agencies may also acquire distressed assets from financial institutions and acquire ownership interests in those institutions. The implications of government ownership and disposition of these assets are unclear, and such a program may have positive or negative effects on the liquidity, valuation, and performance of the Fund's portfolio holdings. Furthermore, volatile financial markets can expose the Fund to greater market and liquidity risk and potential difficulty in valuing portfolio instruments held by the Fund. The Adviser will monitor developments and seek to manage the Fund's portfolio in a manner consistent with achieving the Fund's investment objective, but there can be no assurance that it will be successful in doing so.

The prices of the Funds' investments, and therefore the NAV of the Fund, can be highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund may invest 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. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments and interest rate-related futures and options. Such intervention often is intended directly to influence prices and 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. Moreover, since internationally there may be less government supervision and regulation of worldwide stock exchanges and clearinghouses than in the United States, the Fund also is subject to the risk of the failure of the exchanges on which their positions trade or of their clearinghouses, and there may be a higher risk of financial irregularities and/or lack of appropriate risk monitoring and controls.

Global stock and credit markets have recently experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks to fluctuate substantially and the spreads on prospective debt financings to widen considerably. The recent instability in the credit markets has made it more difficult for a number of issuers of debt securities to obtain financing or refinancing for their investment or lending activities or operations. There is a risk that such issuers will be unable to successfully complete such financing or refinancing. In particular, because of the current conditions in the credit markets, issuers of debt securities may be subject to increased cost for debt, tightening underwriting standards and reduced liquidity for loans they make, securities they purchase and securities they issue. There is also a risk that developments in sectors of the credit markets in which the Fund does not invest may adversely affect the liquidity and the value of securities in sectors of the credit markets in which the Fund does invest, including securities owned by the Fund.

**Pandemic Risk.** Disease outbreaks that affect local economies or the global economy may materially and adversely impact our investment funds and portfolios and/or our business. For example, uncertainties regarding the novel Coronavirus (COVID-19) outbreak have resulted in serious economic disruptions across the globe. These types of outbreaks can be expected to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, business conferences and workplace participation, among others. These disruptions lead to instability in the market place, including stock market losses and overall volatility, as has occurred in connection with COVID-19. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that we or our and our investment funds' and portfolios' service providers will be able to maintain normal business operations for an extended period of time or will not lose the services of key personnel on a temporary or long-term basis due to illness or other reasons. The full impacts of a pandemic or disease outbreaks are unknown, resulting in a high degree of uncertainty for potentially extended periods of time.

**ERISA Matters.** Most pension and profit sharing plans, individual retirement accounts and other tax-advantaged retirement funds are subject to provisions of the Code, or the Employee Retirement Income Security Act of 1974 ("ERISA"), or both, which may be relevant in deciding whether such an investor should invest in the Fund. There may, for example, be issues as to whether such an investment is "prudent" or whether it results in "prohibited transactions." Legal counsel should be consulted by such an investor before investing in the Fund.

## **ITEM 9: DISCIPLINARY HISTORY**

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There are no material legal or disciplinary events to disclose for the Adviser, or its management persons.

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

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In some instances, some investors or employees, including Executive Officers of the Adviser, may have investments in private funds, managed accounts, and/or trading programs that are affiliated with or under common control with investments by the Fund(s). These circumstances can create conflicts of interest, as to compensation, trade allocation practices and possibly other conflicts, across these accounts managed by non-affiliated commodity trading advisors and/or investment advisors that are engaged or accessed, directly or indirectly, by the Fund(s).

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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The Adviser is subject to both Rule 17j-1 of the 1940 Act and Rule 204A-1 of the Investment Advisers Act of 1940 (“**Advisers Act**”) which requires the Advisor to maintain a code of ethics (the “**Code**”) for access persons, as defined in the Code, (“**Access Persons**”) of the Adviser. The Code is designed to guide Access Persons in their ethical obligations and to provide rules for their personal securities transactions. Specifically, the Code requires Access Persons to (i) place the interests of the Advisers’ clients first, (ii) conduct all personal securities transactions in a manner consistent with the Code and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility, (iii) not take inappropriate advantage of their positions or of their relationship with the Advisers’ clients, (iv) maintain the confidentiality of client information, (v) not misuse non-public information, (vi) comply at all times with all applicable state and federal securities laws and other governmental rules and regulations, and (vii) act with honesty, integrity including the disclosure of actual and potential conflicts of interests between both the Access Person and Alti, and its clients.

The Code contains certain reporting requirements with respect to security transactions and holdings, and also requires all Access Persons to pre-clear investments in private placements and initial public offerings with a compliance officer.

The Code also prohibits an Access Person from (i) serving on the board of a publicly traded company without preapproval, (ii) making any political contributions which are designed to influence a political official or government entity to direct investment advisory business or services to the Adviser, or (iii) accepting or making gifts that are outside the normal course of business. All Access Persons are responsible for reporting any known violations of the Code to the Chief Compliance Officer.

The Adviser will provide a copy of the Code to any current or prospective investor, shareholder or client upon request.

## **ITEM 12: BROKERAGE PRACTICES**

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Under its advisory agreements, the Adviser, under the supervision of the Closed-End Fund(s) respective Board of Trustees, agrees to invest the assets of the Closed-End Fund(s) directly in accordance with applicable law and the investment objectives, policies and restrictions set forth in the respective Prospectus and SAI, and subject to such further limitations as the Closed-End Fund(s) respective Board of Trustees may from time to time impose by written notice to the Adviser.

The Adviser will review the sub-adviser’s policies and procedures for best execution for securities transactions executed on behalf of the Closed-End Fund(s), as applicable. For purposes of this disclosure, best execution means that the Adviser or sub-adviser will execute securities transactions in such a manner that the total cost or proceeds in each transaction is the most favorable under the circumstances. The Adviser will consider the full range and quality of a broker’s services in placing brokerage, including, among other things, execution capability, trading expertise, accuracy of execution, commission rates, reputation and integrity, fairness in resolving disputes, financial responsibility and responsiveness.

The Closed-End Fund(s) sub-advisers have their own best execution policies and procedures which have been reviewed by the Adviser and respective Board of Trustees. The sub-advisers to the Fund(s) will, subject to the supervision and control of the Adviser, determine in their respective discretion which issuers and securities will be purchased, held, sold or exchanged by the Fund(s), and will place orders with and give instruction to brokers and dealers for execution in a manner consistent with their respective best execution obligations, pursuant to any investment guidelines established, as applicable.



### **ITEM 13: REVIEW OF ACCOUNTS**

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On an on-going basis, Closed-End Fund(s) activity is reviewed by the Adviser's Investment Committee as well as contracted service providers and sub-advisers. On an ongoing basis, the Adviser performs quantitative analysis of performance against predefined parameters, looking for unexplained variances. The Adviser monitors volatility and trading frequency, and changes in correlation, operations or management.

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

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The Adviser does not obtain any direct economic benefit for providing investment advice to any parties other than the Closed-End Fund(s). The Adviser will also pay fees (out of its Closed-End Fund(s) Advisory Fee revenue) to certain mutual fund distribution platforms sponsored by unaffiliated broker-dealers (e.g., "mutual fund supermarkets"), in order for those platforms to include the Closed-End Fund(s) among the funds available for purchase thereon. The Fund's principal underwriter, in some instances, will reimburse the Adviser a portion of the distribution and/or service fees the Adviser pays on behalf of the Fund, to financial intermediaries, with such reimbursement in each instance made out of the principal underwriter's 12b-1 fee revenue from Fund sales.

### **ITEM 15: CUSTODY**

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The Adviser does not have custody of any Closed-End Fund(s) assets or securities, as defined under Rule 206(4)-2 of the Advisers Act.

### **ITEM 16: INVESTMENT DISCRETION**

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Under the advisory agreement, the Adviser, under the supervision of the Closed-End Fund(s) respective Boards of Trustees, has been granted investment discretion and agrees to invest the assets of the Closed-End Fund(s) directly in accordance with applicable law and the investment objectives, policies and restrictions set forth in the applicable Prospectus and SAI, and subject to such further limitations as the Closed-End Fund(s) respective Board of Trustees may from time to time impose by written notice to the Adviser. The Adviser may engage sub-advisers to manage all or a portion of the assets of any Closed-End Fund(s) on a discretionary or non-discretionary basis.

### **ITEM 17: VOTING CLIENT SECURITIES**

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With respect to the Closed-End Fund(s), their respective Boards of Trustees have adopted Proxy Voting Policies and Procedures (the "**Policies**") on their behalf, which delegate the responsibility for voting proxies to the Adviser or its designee, subject to the Board of Trustees' continuing oversight. The Policies require that the Adviser or its designee vote proxies received in a manner consistent with the best interests of the Closed-End Fund(s) and their respective shareholders. The Policies also require the Adviser or its designee to present to the Board of Trustees, at least annually, the Adviser's Proxy Policies, or the proxy policies of the Adviser's designee, and a record of each proxy voted by the Adviser or its designee on behalf of the Closed-End Fund(s), as applicable, including a report on the resolution of all proxies identified by the Adviser as involving a conflict of interest.

### **ITEM 18: FINANCIAL INFORMATION**

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The Adviser does not have any financial condition that is likely to impair its ability to meet contractual commitments to its clients.