

# **AUREANA CAPITAL MANAGEMENT LLC**

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This Investment Advisor Brochure ("Brochure"), which is also known as Part 2A of the SEC Form ADV, contains important information about the qualifications and business practices of Aureana Capital Management, LLC ("Aureana", the "Adviser" or "ACM"). Aureana is registered with the SEC as an Investment Adviser (SEC File No. 801-71777).

The information contained herein is being provided in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered Investment Adviser to provide a written disclosure statement upon entering an advisory relationship. The information in this Brochure has not been approved or verified by any state securities authority.

Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

If you wish to obtain future updates to this Brochure or have any questions about its contents, please contact us at (212) 677-7011 and/or by email to [info@aureanacapital.com](mailto:info@aureanacapital.com).

**OCTOBER 2023**

## Item 2 – Material Changes

During H2 '23, the Central Republic Bank of Ireland – the ultimate regulator for the Undertakings of Collective Investment in Transferrable Securities (UCITS) – a structure through which ACM provides Sub-advisory to the Canepa Funds ICAV (Irish Collective Asset-management vehicle); approved a change to the Adviser's investment strategy.

On September 1, 2023, Aureana launched the Aureana Emerging Markets Absolute Return Fund.

The Fund's performance can be tracked daily on Bloomberg under the following identifiers:

- ❖ NWIUSDS ID Equity (Class IA shares, .90% expense ratio)
- ❖ NWIUSDS ID Equity (Class M shares, non-fee paying)

The first official return period as of Oct 1, 2023, for the full month of September 1-30, reflects the new mandate. Any previous performance statistics covers the now-closed Aureana New World Income Fund strategy. For any additional information, please call (212) 677-7011 or send email to [gil@aureanacapital.com](mailto:gil@aureanacapital.com)

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## Item 4 – Advisory Business

### General

Aureana Capital Management, LLC (“Aureana”, the “Firm” or the “Adviser”), formerly known as Equalia Capital Partners, LLC and most recently as Canepa U.S., LLC, is an investment advisory firm that provides investment advisory services to high net-worth individuals, families, private investment funds and other institutions, including corporate pension and profit-sharing plans, foundations, endowments, municipalities, and mutual funds.

Currently, Aureana is a discretionary investment advisor of Canepa Funds ICAV, an Irish Collective Asset-Management Vehicle constituted as an umbrella fund with segregated liability among several sub-funds, each with its distinct investment strategy. The ICAV is authorized by the Central Bank of Ireland pursuant to the European Communities Undertakings for Collective Investment in Transferrable Securities (UCITS) Regulations 2011 (as amended). Each sub-fund of the ICAV is an open-ended UCITS. Aureana advises the Aureana Emerging Markets Absolute Return Fund, a UCITS sub-fund of the ICAV. The investment objectives and the investment policy of the fund advised by Aureana are described in detail in the prospectus of the ICAV and sub-fund’s supplement and subscription documents. Information about fees and expenses, and other material information may be found in the supplement and are summarized in the Key Investor Information Documents (“KIID”s).

Aureana provides investment advisory services related primarily to asset/portfolio management involving fixed income instruments issued by governmental bodies, authorities, agencies, or corporate entities domiciled in or deriving a substantial majority of revenues from emerging and frontier market countries.

Aureana does not currently manage and/or advise but may choose to manage and/or advise private funds and/or segregated Managed Accounts (“SMA”) in which case Aureana will generally seek to achieve the investment objectives of the fund or the SMA by managing and executing investment strategies on a discretionary basis, in accordance with the appropriate mandate.

Aureana does not participate in wrap fee programs, nor does it offer financial planning or other advisory services geared toward retail customers.

### Assets Under Management

**As of December 29, 2023, Aureana managed approximately \$173,601,436 in regulatory assets under management. Aureana manages all its regulatory assets under management on a discretionary basis.**

## Ownership

Aureana's ownership is as follows:

- Heisenberg Global Partners, LLC ("HGP") (50%);
- Le Mans Capital LLC (50%)

Heisenberg Global Partners, LLC is wholly owned by Canepa Global Managers SCS ("CGM"). CGM has several partners; but no partner (entity or individual) owns, directly or indirectly, an interest equal to or greater than 50%. Le Mans Capital LLC is wholly owned by Isabel Martinez Lopez.

## Item 5 – Fees and Compensation

The following information describes Aureana's compensation for the advisory services it provides.

For its management services to the Aureana Emerging Markets Absolute Return Fund, which is a separate sub-fund of Canepa Funds ICAV, an umbrella fund with segregated liability between sub-funds constituted as an Irish collective asset-management vehicle and authorized by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (the "Concise UCITS Fund"), Aureana receives an annual management fee.

The management fee is payable by Class IA, except for the Class M Shares which are not subject to any management or performance fees, equal to the rate of the Net Asset Value of the Class as set forth below:

<b>Class A</b>	Up to 1.35%
<b>Class I and Class IH</b>	Up to 0.90%
<b>Class IA</b>	Up to 0.90%
<b>Class M</b>	Nil

The management fee is accrued daily and payable monthly in arrears.

A performance fee will only be awarded with respect to a Class when the Net Asset Value of the relevant Class for the Performance Evaluation Period exceeds its Prior High Net Asset Value (the "Initial Criteria"). The "Performance Evaluation Period" is one Fiscal Year except in the year of the closure of the initial offer period of the relevant Class, in which case it will be the period from the closure of the initial offer period to the end of the first Fiscal Year.

If the Initial Criteria are met, a given Class will pay a performance fee based on the increase in the Net Asset Value (gross of accrued but unpaid performance fee) of the relevant Class against either a benchmark or the Prior High Net Asset Value, as described below.

### ***Class A, Class I and Class IH***

Where a performance fee can be awarded (i.e., where the Initial Criteria are met), it will occur on the first Dealing Day of the calendar year and will be equal to 10% of the amount by which the Net Asset Value (after the accrual of all other costs but before the deduction of accrued but unpaid performance fees, provided that this is in Shareholders' best interests) of each of Class A, Class I and Class IH exceeds its Prior High Net Asset Value

### ***Class IA***

Where a performance fee can be awarded (i.e., where the Initial Criteria are met), it will occur on the first Dealing Day of the Fiscal Year and will be equal to 4.9% of the amount by which the Net Asset Value (gross of accrued but unpaid performance fee) of Class IA exceeds its Prior High Net Asset Value.

### ***Class M***

Class M shall bear no performance fees.

Information about fees and expenses, and other material information for Aureana Emerging Markets Absolute Return Fund may be found in the fund's prospectus, supplement, subscription documents and are summarized in the Key Investor Information Documents ("KIID"s).

### **Fixed Fee and Hourly Agreements**

Neither Aureana, nor its management and supervised full-time employees accept fixed fee and or hourly-based agreements or arrangements.

### **Additional Fee Information**

Clients may authorize Aureana to directly debit management fees from client accounts on a quarterly basis. In such instances, management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

Alternatively, in some instances, clients may receive an invoice for fees, in which it may choose to pay Aureana directly for its billed fees for the relevant period. The Firm's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred directly by the client. Clients may incur certain charges

imposed by custodians, brokers, and other third parties such as fees charged by fund managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic funds fees, and other fees and taxes on brokerage account and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. It is the Firm's policy not to accept "kickbacks" or retrocession fees from any third non-affiliated party providing services to the Firm's clients.

#### Expense and Fee Allocation Practices

Aureana has adopted and implemented formal written compliance and supervisory policies and procedures in relation to the assessment and allocation of fees and expenses. Aureana will ensure that it makes full and accurate disclosures in fund offering documents regarding its expense and fee allocation practices. Additionally, Aureana will identify conflicts of interest in its expense and fee allocation practices (e.g., allocation of expenses shared between its funds and the Adviser) as well as ensure that its overall practices are consistent with client disclosures. Furthermore, the Adviser's protocols for expense charging and allocations are reviewed on a regular basis to ensure that expenses and fees charged to client accounts are accurate.

#### Termination of the Agreement

Although an Agreement between Aureana and its clients are ongoing agreements and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party with a ninety (90) day advance notice or as agreed upon otherwise between the client and the Firm.

#### **Item 6 - Performance-Based Fees**

Aureana has management and performance-based fee arrangements with qualified clients (as such term is defined in Rule 205-3 under the Investment Advisers Act of 1940 (the "Advisers Act")). With respect to the latter, the Adviser structures its performance fee arrangements subject to Section 205(a)(1) of the Adviser's Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Aureana includes realized and unrealized capital gains and losses. Accounts that are charged a performance-based fee might create an incentive for the advisor and/or the portfolio manager to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Furthermore, Aureana has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Currently, Aureana serves as the Investment Manager of the Aureana Emerging Markets Absolute Return Fund, a separate sub-fund of Canepa Funds ICAV and is entitled to receive performance- based fees as described in Item 5 above.

## Item 7 - Types of Clients

Aureana may provide asset and/or portfolio investment management/advisory services to high-net worth individuals, family offices, and other accredited or sophisticated individual investors as defined under specified relevant local and foreign jurisdiction under applicable securities laws; private investment funds and other institutions, including corporate pension and profit-sharing plans, Taft-Hartley plans (or similar); charitable institutions; foundations; endowments; local/state municipalities; and mutual funds or other trust oriented programs as defined under specified relevant local and foreign jurisdiction(s) under applicable securities laws. For purposes of a defined institutional client, the Firm uses a threshold of \$25,000,000, although such amount may be subject to change and smaller amounts may or may not be accepted and maintained at the discretion of the Firm.

Investment in the Fund is suitable only for those investors for whom such investment does not represent a complete investment program and who understand and are willing to assume the degree of risk involved in investing in the Fund.

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

### Investment Strategies and Methods

In selecting investments for the Fund, the Investment Manager uses fundamental and quantitative investment analysis and research to identify attractive investment opportunities.

The investment process employs a bottom-up analysis to determine the potential for appreciation or depreciation of an investment in a specific country, and includes consideration of macroeconomic factors, monetary and fiscal policies, as well as legislative and political developments. The Investment Manager seeks to invest in securities and financial derivative instruments linked to countries with improving fundamentals and take short positions in those negatively impacted by political changes or on a deteriorating macroeconomic path and benefits from the relative differences in the monetary policies, growth and fiscal cycles between different countries. This analytical process involves the use of valuation and simulation models, review of published research, and in some cases, country visits. In addition to relying on rigorous in-depth research of individual countries, the Investment Manager uses a quantitative screening process that, combined with market technical and positioning analysis, helps frame, size, and select the appropriate instrument to express the



investment opportunity. The Investment Manager also considers global macroeconomic factors and overall market conditions, in order to identify and exploit investment opportunities.

Having considered the above analysis, the Investment Manager will seek to take exposure to currencies, interest rates and credit. The financial derivative instruments used with respect to currencies will be employed to benefit from the short-term and long-term currency depreciation or appreciation, as well as from the changes in the relative value between the currencies of similar (often neighboring) economies. The financial derivative instruments used with respect to interest rates will be implemented to take advantage of the upward or downward movements in sovereign interest rate curves or changes in the shape of local currency yield curves (for instance, profiting from curve steepening or flattening). Similarly, the financial derivative instruments used with respect to credit spreads will be applied to capitalize on the deteriorating or improving creditworthiness of (mostly sovereign) entities.

### Asset Types

The Fund will primarily invest in fixed income securities, listed, or traded on recognized Markets, which will include (but not be limited to) treasury bills, debt securities (including fixed and floating rate corporate and government bonds) and convertible bonds (excluding contingent convertible bonds) that may be investment grade, below investment grade or unrated. Investment in below investment grade or unrated securities will not exceed 100% of the Net Asset Value of the Fund. The Investment Manager has, historically, found attractive opportunities in Emerging Markets. As a result, the Fund is expected to be invested in fixed income securities issued by Emerging Market issuers. However, if deemed appropriate by the Investment Manager, there are no limits for the Fund to be invested in fixed income securities from issuers considered of higher credit quality which will include treasury bills and debt securities from EU or U.S. issuers

The Fund may also invest in equities and equity-related securities, which will be common and preferred stocks, convertible securities, as well as depository receipts of such securities. Such equities and equity-related securities will be listed or traded on Recognized Markets. Investment in equities and equity-related securities will not exceed 30% of the Net Asset Value of the Fund.

In addition, the Fund may invest up to 10%, in aggregate, of its Net Asset Value in open-ended collective investment schemes (including exchange traded funds) that are consistent with the investment policy of the Fund.

The Fund may also, in circumstances of extreme volatility or if market factors require and if considered appropriate to the investment objective of the Fund, invest up to 100% of the Fund's Net Asset Value in cash, cash equivalents (including cash deposits, commercial paper and certificates of deposit), money market funds (limited to 10% in

aggregate of the Net Asset Value of the Fund) and money market instruments (including short-term commercial paper, floating rate notes and short and medium-term treasury bills and treasury notes).

The Fund may use futures (including interest rate futures), forwards, warrants, options (including vanilla options), swaps (including currency swaps, credit default swaps, total return swaps and interest rates swaps) and swaptions for efficient portfolio management purposes which includes hedging against market movements, currency exchange, interest rate or credit risks or otherwise, and for investment purposes to gain exposure to currencies, interest rates and credit (as described in the *“Investment Strategy”* section above). A description of these financial derivative instruments (including details as to their commercial purpose) and the expected effect of using such instruments is set out in Appendix II to the Prospectus - *“Efficient Portfolio Management, Use of Financial Derivative Instruments”*. In addition, some further details on these financial derivative instruments have been included below:

### **Interest Rate Futures**

Interest rate futures are futures contracts with an underlying of one particular interest rate / debt security. Interest rate futures may be used for hedging purposes by reducing or eliminating exposure to undesirable assets within the basket of securities that underlies the futures contract.

### **Currency Swaps**

A currency swap is a foreign exchange agreement between two parties to exchange notional and interest payments (fixed or floating) in one currency for notional and interest payments (fixed or floating) in another currency. Currency swaps may be used to hedge against currency risk that has resulted from assets held by the Fund that are not in the Base Currency.

### **Credit Default Swaps**

A credit default swap is a swap used to transfer the risk of default on an underlying security from the holder of the security to the seller of the swap. Credit default swaps will typically be used by the Fund to: (i) sell protection to take long exposure on credit risk; and (ii) buy protection to hedge long credit positions. Under a credit default swap, the protection buyer pays a periodic fee, usually expressed in basis points per annum on the notional amount, in return for a payment by the protection seller contingent on the occurrence of a credit event, such as a bankruptcy, default, or restructuring, with respect to a reference entity. Once the credit event has been declared, the protection buyer has the right to deliver the underlying bonds to the protection seller. In return, the protection buyer receives the par value of those obligations. If a credit event occurs and the Fund acts as protection seller, investors should note that the Fund will be required to pay the full notional value of the reference obligation.

## Total Return Swaps

A total return swap is a derivative contract under which one counterparty transfers the total economic performance, including income from interests and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty. The Fund may enter into total return swaps for investment purposes, for example, in order to gain synthetic short exposure to equities and equity related securities

## Interest Rate Swaps

An interest rate swap is an agreement between two parties in which one stream of future interest rate payments is exchanged for another based on a specified principal amount. The Fund may use interest rate swaps whereby it may exchange floating interest rate cash flows for fixed interest rate cash flow or fixed interest rate cash flows for floating interest rate cash flows.

### *Securities Financing Transactions*

The Fund's maximum and expected exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value):

Type of transaction	Maximum	Expected
Repurchase and Reverse Repurchase Agreements	50%	30%
Securities Lending Transactions	100%	0%
Total Return Swaps	100%	50%

### *Leverage*

The Fund may be leveraged through its use of derivatives. The Fund's leverage is not expected to exceed 2,000% of its Net Asset Value (calculated using the sum of the notionals of the derivatives used, as required by the Central Bank), through the use of derivatives, although it is possible that leverage may exceed this level from time to time. The "Absolute VaR" approach will be used to calculate the global exposure of the Fund. The VaR of the Fund shall not exceed 20% of the Net Asset Value of the Fund. The value-at-risk of the Fund is a daily estimation of the maximum loss the Fund may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 Business Days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management process in respect of the Fund.

### *Long / Short Exposure*

The Fund may hold long or short positions in respect of each asset category set out above. The maximum value of long positions is expected to be between 0% and 2,000% of the Net Asset Value of the Fund and the maximum of the absolute values of short positions is expected to be between 0% to 2,000% of the Net Asset Value of the Fund. The aggregate long and short exposures for the Fund at any one time will not exceed the maximum expected leverage level set out in the “*Leverage*” section above. The Fund will only obtain short exposure synthetically through the use of derivatives.

### ***Investment Restrictions***

The investment restrictions imposed by the UCITS Regulations (as described in detail in the Prospectus) shall apply to the Fund

### ***Investor Qualifications***

Prospective investors in the Fund must be non-U.S. Persons (“U.S. Person” is defined in Schedule A to this Supplement) or “Permitted U.S. Persons” (as defined below) and must meet financial and certain other criteria as may be determined by the Board. The Board, in its sole discretion, may decline to admit investors who do not meet such suitability requirements or for any other reason. (See “*Investor Qualifications; Limitations on Transferability*” below).

For purposes of this Supplement, “Permitted U.S. Persons” would include U.S. tax-exempt investors, including IRAs and Keogh plans and plans that are subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and/or Section 4975 of the Internal Revenue Code of 1986, as amended (the “Code”). However, the Fund intends to limit the purchase of Shares by “benefit plan investors” (as defined in Section 3(42) of ERISA) to zero. Other than in connection with Permitted U.S. Persons, Shares are not offered for sale in the United States or its territories or possessions. No invitation may be made to the public in the United States to subscribe for the Shares.

### ***Share Class Hedging***

Class IH is a Hedged Class and as such the Investment Manager intends to hedge the foreign currency exposure of this Class in order that investors receive a return in the Class Currency which is not materially affected by changes between the value of the Class Currency and the Base Currency of the Fund. Further details regarding hedging are set out in the Prospectus, including in particular in the section entitled “*Share Class Hedging*”.

Shareholders in a Hedged Class should be aware that, as disclosed in the Prospectus, hedging of the currency exposure will not be permitted to exceed 105% of the Net Asset Value of the Hedged Class. In addition, under-hedged positions will be managed so that they do not fall short of 95% of the portion of the Net Asset Value of the Hedged

Class which is to be hedged. The Investment Manager will keep any under-hedged position under review to ensure it is not carried forward from month to month.

### Risks of Loss

All investment programs have certain risks that are borne by the investor.

Our investment approach constantly keeps the risk of loss forefront in our minds. To that end, Aureana undertakes hedging to protect the portfolio from adverse moves in global financial variables or to hedge away unwanted risks to specific positions. Hedging is done through using derivatives, namely: futures, forwards, warrants, options, and swaps, including currency swaps, credit default swaps and interest rates swaps.

Some risk may always remain, however, and the following sample list of investment risks is by no means exhaustive:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of financial instruments may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a

higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial/Credit Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value of securities.
- Pandemic/Public Health Crisis: The impact of public health crises such as the COVID-19 global pandemic prompted world-wide closures of travel, business, and even banned social gatherings to limit and control the spread of the virus, which infected millions of people and killed hundreds of thousands across the globe.

## Item 9 - Disciplinary Information

Neither Aureana, nor any of its management persons has been the subject of any material or non-material legal or disciplinary actions.

Please visit [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov) at any time to view Aureana's registration information and any outstanding disciplinary action.

## Item 10 - Other Financial Industry Activities and Affiliations

### Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration

Neither Aureana nor its management or associated persons are registered or associated with the Commodity Futures Trading Commission ("CFTC") as a futures commission merchant ("FCM"), a commodity pool operator ("CPO") or a commodity trading advisor ("CTA") or an associated person of any of the foregoing. And the Firm has filed a Notice of Exemption pursuant to CFTC regulation guidelines which is refreshed annually.

In some instances, depending on specific investment decisions taken by the adviser in the best interest of or on behalf of its client(s), the Firm may be required to submit CFTC Form 40 and will meet its obligations, if applicable, pursuant thereby.

### Broker-Dealer Registration

Aureana is not registered with the Securities and Exchange Commission (SEC) as a broker-dealer. And none of Aureana's investment adviser representatives are registered with any

broker-dealer. Aureana's CCO, who is not acting in an investment adviser capacity with Aureana nor is involved in making or taking any investment portfolio decisions thereby, is a registered representative of an unaffiliated and completely unrelated separate broker-dealer.

### Other Material Relationships

Aureana is 50% owned by Le Mans Capital LLC (Ms. Isabel Martinez Lopez) and 50% by Heisenberg Global Partners LLC (Multiple Shareholding). Please refer to Form ADV Part 1 for additional information.

## Item 11 - Code of Ethics

State and SEC regulations impose a fiduciary duty on Investment Firms. As a fiduciary, Aureana has a duty of the utmost good faith to act solely in the best interest of each client - something we treat seriously. Our fiduciary duty compels employees to act with the utmost integrity in all their dealings. This fiduciary duty is the core principle underlying our "Code of Ethics" and represents the expected basis of all our dealings with our clients. The Code includes policies and procedures developed to protect client's interests in relation to the following topics:

- The duty at all times to place interests of client's first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility;
- The principle that Aureana's investment personnel should not take inappropriate advantage of their positions;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

Aureana and its employees may buy or sell securities that are also held by clients; however, the Firm and its employees may not trade their own securities ahead of client trades. Employees must comply with the provisions of the Adviser's Compliance Policies and Procedures, as well as Code of Ethics.

The Chief Compliance Officer of the Adviser or his designee(s) will review all employee trading activity quarterly or more frequently, as necessary. The personal trading reviews ensure that the personal trading of employees does not constitute market manipulation or other market malfeasance and that client or customer positions are not disadvantaged in any way owing to employee trading activity.

The Adviser will provide a copy of the Code of Ethics to any existing or prospective client upon request and any additional comments or concerns raised can be direct to Aureana's Chief Compliance Officer at (212) 677-7011 or [compliance@aurenacapital.com](mailto:compliance@aurenacapital.com).

## Item 12 - Brokerage Practices

Aureana has the sole discretion to select its authorized counterparties with which it conducts business. Aureana does not have any referral arrangements that govern the selection of said counterparties for the purposes of executing transactions pursuant to its mandate.

Aureana relies on a Best Execution policy framework (available upon request) for the successful completion of client trades. Aureana is responsible for the placement of portfolio transactions on behalf of its clients and the negotiation of any commissions or spreads paid on such transactions.

Portfolio investments are normally purchased through brokers on securities exchanges or directly from the issuer or from an underwriter or market maker for the investments. Purchases of portfolio investments through brokers involve a commission to the broker, which may be embedded in the price of said investment. Purchases of portfolio investments from dealers serving as market makers include the spread between the bid and ask price. The latter pertains more heavily to Aureana given its strategic investment focus and the nature of emerging markets fixed income investing.

Aureana's policy is not to participate in soft-dollar arrangements and Aureana has no formal or informal, soft dollar arrangements. Aureana does not accept referral business and does not direct brokerage business in exchange for client referrals.

## Item 13 - Review of Accounts

Account reviews are performed regularly but not less than monthly by the Portfolio Manager or her assigned designee and by Aureana's Chief Compliance Officer or his assigned designee. During periods of extreme market volatility, the Firm conducts daily reviews of its clients' accounts. Clients or their assigned administrators receive communication on at least an annual basis, or more frequently, as applicable.

## Item 14 - Client Referrals and Other Compensation

Aureana, and its related employees do not presently have arrangements, either orally or in writing, that permit the use of client referrals. Aureana, however, may choose to utilize the services of third-party marketers, a common industry practice, in the future at its own discretion.



## Item 15 - Custody

Aureana does not hold customer funds, securities, or maintain any accounts for the safekeeping of customer assets or deposits. Client assets are held at qualified custodians.

## Item 16 - Investment Discretion

Aureana receives investment management discretion at the outset of its client relationships. This discretion allows Aureana the freedom to identify the type of and buy/sell any amount of securities consistent with its stated investment mandate and expertise.

In the case of private and public funds, Aureana may also act as a discretionary investment adviser, in which case it has the discretion to select the identity and amount of securities to be bought or sold. When determining securities characteristics and amounts, Aureana observes the investment policies, limitations, and restrictions of the relevant parties for whom it advises. Any policy investment guidelines and restrictions are provided to Aureana when the relationship commences.

## Item 17 - Voting Client Securities

Aureana does not invest in Equity Securities and hence will not be required to vote proxies on securities. In the unlikely event a proxy vote is ever necessary, Aureana will evaluate the merits of the proxy proposal and fulfill its fiduciary responsibilities accordingly.

## Item 18 - Financial Information

The Firm has no financial commitments that impair its ability to meet contractual and fiduciary commitments. Neither, the Firm, nor any of its employees, has been the subject of a bankruptcy proceeding. Requests for financial information should be directed to Aureana's Chief Compliance Officer.

## Item 19 – Business Continuity and Information Security

### Business Continuity Plan

Aureana has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, business services or key persons. To this extent, electronic files are backed up daily on local servers and in the cloud and securely archived. The Business Continuity Plan covers natural disasters such as snowstorms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency,

chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Finally, future public health crises, similar to the ongoing global pandemic outbreak caused by COVID-19, are nearly impossible to predict but have long-ranging, deleterious consequences. The Business Continuity Plan naturally extends to cover such unanticipated events.

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients promptly after a disaster that dictates moving our office to an alternate location.

### Privacy and Information Security

Aureana maintains an information security program to reduce the risk that any firm and client information may be breached. Furthermore, Aureana is committed to maintaining the confidentiality, integrity, and security of all records pertaining to business activities of the firm.

We maintain a secure physical office and robust IT infrastructure to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier and use other techniques and multi-factor authentication procedures in our computer environment.

Information about firm activities including any client lists will be maintained as part of our books and records for the required periods pursuant to federal and state securities laws. Federal and state securities regulators may review our company records as permitted by law. After that time, information may be destroyed at the discretion of Aureana.

We will notify relevant parties in advance if our privacy policy is expected to change. By law, we are required to deliver this Privacy Notice annually in writing.