

**SIRIOS CAPITAL MANAGEMENT, L.P.**

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Sirios Capital Management, L.P. If you have any questions about the contents of this Brochure, please contact us at 617-598-5100. 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.

Sirios Capital Management, L.P. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Sirios Capital Management, L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Sirios Capital Management, L.P. (the “Adviser”) has not made any material changes to the Brochure since the most recent filing of its Brochure on March 31, 2023.

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#### Item 4 – Advisory Business

The Adviser, Sirios Capital Management, L.P., a Delaware limited partnership, was founded in Boston, Massachusetts in 1999. John F. Brennan, Jr. is the Managing Director, co-founded the Adviser and is the sole Member of Sirios Associates, L.L.C., the general partner of the Adviser.

The Adviser provides discretionary investment advisory services to the following types of clients:

- U.S. and non-U.S. private investment funds sponsored by the Adviser or an affiliate of the Adviser (the “Private Funds”);
- A European collective investment fund sponsored and managed by a third party (the “UCITS Fund”) and
- Open-end investment companies (“RICs”) that are registered under the Investment Company Act of 1940 (the “Investment Company Act”).

The Adviser may in the future provide discretionary investment management services to clients who participate in a wrap program sponsored by a third party, additional collective investment vehicles, separate account clients and/or special vehicles organized for specific clients (such clients collectively with the Private Funds, UCITS Fund, and RICs, the “Clients”). The Adviser does not provide investment advisory services on a non-discretionary basis.

The Adviser provides investment management services to client accounts pursuant to the strategies set forth in Item 8 and generally does not tailor advisory services to the individual needs of Clients; however, under certain circumstances, the Adviser may agree to modify the implementation of its investment strategies to address specific needs of clients. Currently, the Adviser modifies the implementation of its investment strategies to address client specific regulatory requirements, exposure requirements, and restrictions on investing in certain securities or certain types of securities.

The Adviser’s management of each Private Fund, RIC and UCITS Fund and the terms of any investor’s investment therein, are governed exclusively by the terms of the governing documents of such Private Fund, RIC or UCITS Fund (the “Governing Documents”), which include: (i) in the case of the Private Funds, the organizational documents, confidential offering memorandum, limited partnership agreement or memorandum and articles of association, investment management agreement, and subscription agreement (ii) in the case of a UCITS Fund the prospectus and other governing documents of the UCITS Fund and sub-fund if applicable, and (iii) in the case of the RICs, each RIC’s prospectus, statement of additional information (“SAI”), investment advisory and other governing documents. The Adviser’s management of any separate account Client’s account and the terms thereof are governed exclusively by the investment management agreement between the Adviser and such Client. **All discussions in this Brochure of any of the Private Funds or the UCITS Fund, the RICs, their respective investments, the strategies the Adviser uses in managing the Private Funds, the UCITS Fund, or the RICs, and the fees associated with an investment in the Private Funds, the**

**UCITS Fund or the RICs, are qualified in their entirety by reference to the applicable entity's Governing Documents.**

As of December 31, 2023, the Adviser had \$765,269,630 in discretionary regulatory assets under management (*i.e.*, gross assets under management), which has been calculated using the same methodology as is required for purposes of Item 5.F of Form ADV Part 1A and \$652,072,726 in net assets under management.

## **Item 5 – Fees and Compensation**

### **The Private Funds**

*Fee Schedule.* The Adviser charges each Private Fund a management fee (the “Management Fee”) consisting of a percentage of the Private Fund’s net asset value, and, for most classes of interests in each Private Fund, a performance-based allocation or fee (the “Performance Fee”) consisting of a percentage of realized and unrealized profits. For a more detailed discussion of the Performance Fee, see Item 6 below.

The Management Fee rates for each class of interests in each Private Fund range between 0.5% and 1.50% (per annum) of the net asset value of each investor’s interest in the relevant Private Fund, depending upon the class or type of interests purchased, the frequency of permissible withdrawals or redemptions, and other characteristics. Within this range, the Management Fee rate is generally higher for Private Funds and/or share classes with more frequent withdrawal or redemption rights. The Management Fee is payable quarterly in advance as of the first day of each calendar quarter. A pro-rata Management Fee generally is assessed on any investments by an investor in a Private Fund made as of a date other than the first day of the calendar quarter. The Management Fee payable to the Adviser by each Private Fund is deducted directly from such Private Fund.

The Adviser may, in its sole discretion, waive all or a portion of the Management Fee with respect to any investor in any Private Fund; or, as agreed to by the investor, the Adviser may charge a Management Fee that is lower than, or otherwise on different terms than, those described above. The criteria upon which the Adviser may base its decision to charge a lower or different Management Fee include, without limitation, anticipated future earning capacity or anticipated future additional assets. Without limiting the foregoing, the Adviser waives the Management Fee or charges lower Management Fees to its partners, employees, affiliates and their family members.

*Other Expenses.* The Management Fee is in addition to the Performance Fee described in Item 6 below, as well as the other expenses and fees borne by each Private Fund in connection with the Private Fund’s operations and investment activity. Each Private Fund bears its own expenses, including, but not limited to investment expenses (*i.e.*, expenses related to the investment of the Private Fund’s assets, including, without limitation, brokerage commissions, expenses relating to permitted hedging transactions, interest expense, professional and consulting fees relating to particular investments and investment-related travel expenses), legal expenses, expenses in connection with regulatory filings, accounting, audit and tax preparation expenses, taxes, fees and expenses of third-party administrators, directors and other service providers, expenses relating to the offer, sale, transfer and withdrawal or redemption of interests, expenses of

preparation and distribution of reports and other communications with investors, other expenses related to the operation of the Private Fund and all extraordinary expenses. Organizational expenses have previously been amortized by all of the existing Private Funds and generally are expected to be borne by any new fund established by the Adviser or its affiliates in the future. The Adviser generally is not responsible for any expenses or fees in connection with management of each Private Fund other than as set forth in the Governing Documents for the relevant Private Fund.

### **The UCITS Fund**

*Fee Schedule.* The third-party manager of the UCITS Fund pays an asset-based fee and a performance-based fee to the Adviser. The asset based fee ranges up to 2.00% (per annum) of the net asset value of each class of shares of the UCITS Fund. The performance-based fee ranges up to 20% of the annual net gain in the portfolio managed by the Adviser. The rates are negotiated between the Adviser and the third-party manager and differ among investor share classes with different investment criteria.

*Other Expenses.* In addition to the fees described above, including all fees payable to a third-party manager by a UCITS Fund, all other fees, charges and expenses incurred in the organization and operation of a UCITS Fund and the sale of shares therein (including but not limited to, custodial and administration fees and sales charges) are borne by the UCITS Fund or the individual investor and reduce the net asset value of an investor's holdings of shares. For more information regarding such fees, charges and expenses, investors in a UCITS Fund should refer to the prospectus and other Governing Documents of the UCITS Fund.

### **RIC Compensation and Fees**

*Sirios Long/Short Fund.* The Sirios Long/Short Fund pays the Adviser management fees based on assets under management of 1.35% per year. The Sirios Long/Short Fund also pays distribution fees, and other expenses in accordance with the disclosures made in the Prospectus and other Governing Documents of the Sirios Long/Short Fund. Refer to the Sirios Long/Short Fund Prospectus for full information related to the fees and expenses paid by investors. The Adviser does not receive a performance fee for the management of the Sirios Long/Short Fund.

The Adviser has contractually agreed to reduce its compensation and/or reimburse certain expenses of the Sirios Long/Short Fund to the extent necessary to ensure that the fund's total operating expenses, excluding taxes, interest, extraordinary items, brokerage commissions, fees and expenses attributable to a distribution or service plan, dividend and interest expense on short sales of securities and "Acquired Fund Fees and Expenses," do not exceed 1.60% (on an annual basis) of the fund's average daily net assets (the "Expense Limitation"). The Expense Limitation will remain in place until April 30, 2025, unless the Board of Trustees approves its earlier termination. The Adviser is entitled to recover, subject to approval by the Board of Trustees, such amounts reduced or reimbursed for a period of up to three (3) years from the date on which the Adviser reduced its compensation and/or assumed expenses for the fund. The Adviser is permitted to seek recoupment from the fund, for fees it waived and fund expenses it paid to the extent the total annual fund expenses do not exceed the limits described above or any lesser

limits in effect at the time of the reimbursement. No reimbursement will occur unless the fund's expenses are below the Expense Limitation.

*Sirios Focus Fund.* The Sirios Focus Fund pays the Adviser management fees based on assets under management of 0.90% per year. The Sirios Focus Fund also pays distribution fees, and other expenses in accordance with the disclosures made in the Prospectus and other Governing Documents of the Sirios Focus Fund. Refer to the Sirios Focus Fund Prospectus for full information related to the fees and expenses paid by investors. The Adviser does not receive a performance fee for the management of the Sirios Focus Fund.

The Adviser has contractually agreed to reduce its investment advisory fee and/or reimburse certain expenses of the Sirios Focus Fund to the extent necessary to ensure that the fund's total operating expenses (excluding taxes, interest, extraordinary items, brokerage commissions, fees and expenses attributable to a distribution or service plan, dividend and interest expense on short sales of securities and "Acquired Fund Fees and Expenses") do not exceed 1.60% (on an annual basis) of the fund's average daily net assets (the "Expense Limitation"). The Expense Limitation will remain in place until February 1, 2025, unless the Board of Trustees approves its earlier termination. The Adviser is entitled to recover, subject to approval by the Board of Trustees, such amounts reduced or reimbursed for a period of up to three (3) years from the date on which the Adviser reduced its compensation and/or assumed expenses for the fund. The Adviser is permitted to seek reimbursement from the fund, subject to certain limitations, for fees it waived and Fund expenses it paid to the extent the total annual fund operating expenses do not exceed the limits described above or any lesser limits in effect at the time of reimbursement. No recoupment will occur unless the fund's expenses are below the Expense Limitation amount.

In addition to advisory fees, each RIC bears its own expenses, including, but not limited to compensation of the RIC's directors, employees and officers (excepting those paid by the investment adviser); legal, auditing and accounting expenses; expenses of registering shares under federal and state securities laws; insurance expenses; fees and expenses of the custodian, transfer agent, dividend disbursing agent, shareholder service agent, plan agent, administrator, accounting and pricing services agent and underwriter; expenses of the issue, sale, redemption or repurchase of RIC shares; the cost of preparing and distributing reports, notices, prospectuses and SAI to shareholders; expenses of shareholders' meetings and proxy solicitations; and, where authorized pursuant to Rule 12b-1 under the Investment Company Act, the advertising, promotional and other expenses incurred in connection with the distribution of the RIC.

Additional information about each RIC, including a full discussion of its fees, expenses and sales or redemption charges can be found in that RIC's prospectus, SAI and shareholder reports, which can be obtained from the EDGAR Database on the SEC's website at: <http://www.sec.gov>.

### **Other Clients**

*Fees and Expenses.* The fees paid to the Adviser in connection with managing other Client accounts (e.g., acting as a subadviser or advising separately-managed accounts) include an asset-based management fee and/or a performance-based component, which are negotiated on a case-by-case basis. Likewise, the other costs and expenses associated with any such Client's account

are negotiated with the Client on a case-by-case basis and are set forth in the relevant investment management agreement.

### **Pre-paid Fees**

Unless otherwise agreed and set forth in the investment management agreement between the Adviser and Client, any fees paid in advance to the Adviser or any affiliate by such Client are refundable on a pro-rata basis. The Management Fee payable by each Private Fund and any other fees paid in advance to the Adviser or any affiliate by or on behalf of an investor in a Private Fund are refundable on a pro-rata basis if an investor withdraws prior to the end of a fiscal quarter.

### **Additional Information**

A more complete description of the fees to be paid to the Adviser in connection with an investment in each Private Fund, as well as the expenses of each Private Fund, is available in the confidential offering memorandum and other Governing Documents of such Private Fund, which are made available to each prospective investor before, or by the time of, any investment in the Private Fund. Likewise, a more complete description of the fees and expenses payable with respect to the UCITS Fund, including fees payable to the Adviser, as well as other fees, charges and expenses payable to third parties are described in the prospectus and other Governing Documents of the UCITS Fund. A more complete description of the fees and expenses payable with respect to the RICs is available in the applicable prospectus, SAI and Governing Documents of such RICs. It is possible that lower investment advisory fees are available from other sources. The allocation of expenses by the Adviser between it and any Client and among Clients represents a conflict of interest for the Adviser. The Adviser has adopted an expense allocation policy that is designed to address this conflict. Expenses that are attributable to both Clients that bear expenses and those that do not will be allocated pro-rata to the relevant Client (based on each Client's net assets) and to the Adviser (based on the combined net assets of the Clients that do not bear expenses). Expenses that are attributable to the Adviser and one or more Clients will be allocated in a manner that is demonstrably fair and that is consistent with disclosures to all affected Clients.

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

The Private Funds. In addition to the Management Fee that the Adviser is paid by each Private Fund, the Adviser, or an affiliate of the Adviser serving as general partner of a Private Fund, also receives a Performance Fee generally consisting of a percentage of realized and unrealized profits of each Private Fund. The annual Performance Fee rates for each class of interests of each Private Fund depend upon the class or type of interests purchased, the frequency of permissible withdrawals or redemptions, and other characteristics. The Performance Fee applicable to the existing classes of interests of each Private Fund generally is equal to an amount up to 20% of the net realized and unrealized gains on investments during the applicable year. The terms of the Performance Fee vary among the Private Funds and the classes of interests. The Adviser, or an affiliate of the Adviser serving as general partner of a Private Fund, generally is entitled to the Performance Fee only to the extent that the value of the investor's interest in the Private Fund exceeds the prior high value of such interest measured annually (and



subject to adjustment for additional contributions or withdrawals). The Performance Fee is payable annually, and in some cases upon withdrawal or redemption from a Private Fund. The Performance Fee will be deducted or allocated directly from each Private Fund and paid or allocated to the Adviser or one of its affiliates.

The Adviser or its affiliates may, in their respective sole discretion, waive all or a portion of the Performance Fee with respect to certain investors in the Private Funds. The Adviser or its affiliates may charge a Performance Fee that is lower than, or otherwise on different terms than, those described above. The criteria upon which the Adviser or its affiliates may base their decision to charge a lower or different Performance Fee include, without limitation, anticipated future earning capacity or anticipated future additional assets. Without limiting the foregoing, the Adviser waives the Performance Fee or charges lower Performance Fees to its partners, employees, affiliates and their family members.

The UCITS Fund. In addition to the advisory fee described in Item 5 above, the UCITS Fund to which the Adviser provides investment advice is structured to include a performance-based fee payable to the Adviser applicable to some or all classes of shares of the UCITS Fund. Any such performance-based fee is described in greater detail in the prospectus and other Governing Documents of the UCITS Fund. Such performance-based fees generally are equal to an amount up to 20% (or such other percentage as set forth in the UCITS Fund's prospectus and other Governing Documents) of the increase in net asset value (including realized and unrealized profits) of shares of the UCITS Fund and are assessed over a hurdle rate and/or the prior high value of the applicable class of shares.

RICs. The RICs do not pay a performance-based fee.

Other Clients. In connection with managing the accounts of other Clients, the Adviser may be entitled to performance-based compensation. Any such arrangement is negotiated on a case-by-case basis with each Client.

General. The Adviser will comply with the applicable requirements of Rule 205-3 under the Investment Advisers Act of 1940 (the "Advisers Act") in connection with the structuring of all performance-based compensation charged to Clients.

The performance-based compensation described above creates an incentive for the Adviser to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, such performance-based compensation creates an incentive for the Adviser to favor higher fee paying Client accounts over other Client accounts in the allocation of investment opportunities. The Adviser has implemented procedures for allocating investment opportunities that the Adviser believes are reasonably designed to ensure that all Clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Clients. See Item 12 below.

Furthermore, because these performance-based compensation arrangements generally are calculated on a basis that includes unrealized appreciation of a Client's assets, such performance-based compensation may be greater than if it were based solely on realized gains.

## **Item 7 – Types of Clients**

As described in Item 4 above, the Adviser provides investment advice to the Private Funds, the UCITS Fund and the RICs. The Adviser also may in the future provide investment advice to certain other Clients, which may include participants in wrap programs, collective investment vehicles, separate accounts and special vehicles organized for specific clients.

The Adviser generally imposes a minimum initial investment amount for each Private Fund, which varies from \$2 to \$5 million. However, a Private Fund may accept investors that make smaller initial investments based upon certain criteria including, but not limited to, anticipated future earning capacity or anticipated future additional assets, the nature of the prospective investor, and/or pre-existing relationships.

Investors in the UCITS Fund must meet the eligibility requirements set forth in the Governing Documents of the UCITS Fund, including the minimum investment amount set forth therein. The Adviser does not have any discretion with respect to these amounts. In addition, the UCITS Fund generally does not permit investment by U.S. persons, and investors therein must meet the eligibility requirements set forth in the Governing Documents of the UCITS Fund.

RICs that are advised by the Adviser generally require a minimum initial investment and/or impose sales charges, both of which may vary by share class and be subject to waiver or reduction on terms set forth in the RIC's Governing Documents. The RICs advised by the Adviser are generally offered through financial intermediaries such as registered investment advisers, broker-dealers and other financial services organizations, including certain banks and bank trust departments.

The Adviser, in its sole discretion, may impose a minimum portfolio size for investment advisory services provided to other Clients, including on a separate account basis.

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

The Adviser manages the Private Funds, the RICs, and the UCITS Fund in accordance with the investment objectives and strategies disclosed in the applicable Governing Documents, as well as any more specific parameters established by the RIC's or UCITS' investment adviser or board. Investors and prospective investors in a Private Fund, RIC, or UCITS Fund should review the relevant Governing Documents to better understand which methods of analysis, investment strategies and risks are most relevant to such Private Fund, RIC, or UCITS Fund.

The Adviser manages each other Client account in accordance with the terms of the investment management agreement and any other contractual arrangements between the Adviser and each such Client.

The Adviser generally utilizes a fundamental, research-intensive approach to identify investment opportunities as well as potential short-sale candidates. The Adviser generally focuses on investments in medium to large capitalization growth companies to take advantage of the Adviser's special expertise in these areas. However, the Adviser does not limit the types of investment strategies it may employ or the markets or instruments in which Private Funds, RICs, the UCITS Fund or other Clients may invest, except to the extent that the use of such strategies,

markets and/or instruments may be limited or prohibited by applicable law or pursuant to the applicable Governing Documents, or the investment management agreement with such Clients.

### **Primary Investment Strategies**

The Adviser currently has the following investment strategies:

*Hedge Fund Strategy.* The Hedge Fund Strategy launched in 1999 and as of the date of this Brochure is utilized in an onshore Private Fund, an offshore Private Fund, and a third party sponsored UCITS Fund. In the Hedge Fund Strategy, the Adviser seeks to buy attractively-valued, growth-oriented companies of mid to large capitalization, and short stocks with deteriorating fundamentals and/or valuations. The Hedge Fund Strategy combines the flexibility of a multi-sector, diversified long/short hedge fund with the focus of an individual sector fund. This allows the Adviser to benefit from both portfolio management skill as it invests across sectors on a global basis, and the fundamental advantage of its focus within each sector. The investment team seeks to identify longer-term investment opportunities and will adjust weightings based on valuation and fundamentals. The Hedge Fund Strategy utilizes moderate gross exposure, typically less than 200%.

Long exposure in the Hedge Fund Strategy includes both core long-term positions and catalyst positions. Core long-term positions comprise the Adviser's largest holdings and are generally expected to be in the portfolio for a multi-year period, as they represent the Adviser's highest conviction ideas. The Adviser has high conviction in its expectations for core long-term positions, based on its intrinsic value approach driven by the fundamental bottom-up analysis of growth in earnings and cash flow. Catalyst long positions use the same fundamental, bottom-up process, but the holding period is generally shorter and the weightings of these positions are smaller. The mix of core long-term and catalyst positions varies depending on the market conditions, but core positions typically represent a significantly larger portion of the overall portfolio.

Short exposure within the Hedge Fund Strategy comprises primarily single-stock positions, but sector and index hedges are also utilized. Most of the short positions are catalyst-driven in nature, although portfolios may also have core short positions that Sirios expects to play out over several years. Single-stock short positions (<\$50 billion market capitalization) are limited to 2% at market. Mega-capitalization (≥\$50 billion market capitalization) single-stock short positions are limited to 5% at market.

*Long Strategy.* The Long Strategy launched in 2005 and as of the date of this Brochure is utilized in an offshore Private Fund and a single manager RIC. The Long Strategy is a concentrated long strategy and the Adviser will target companies, primarily in mid to large capitalization stocks on a global basis, that exhibit strong earnings growth potential combined with attractive valuation. While the objective of the Long Strategy is to outperform the S&P 500 over the long-term, the concentrated number of holdings is likely to result in above-average volatility. The Long Strategy will not employ leverage except in limited circumstances, such as to administer fund cash flows on a short-term basis.

Exposure is generally constructed from the long exposure of the Hedge Fund Strategy, with potentially greater concentration amongst the top long positions. This exposure generally

comprises the Adviser's core long-term positions, which are generally expected to be in the portfolio for a multi-year period. For these positions, the Adviser has high conviction in its expectations, based on its intrinsic value approach driven by its fundamental, bottom-up analysis of growth in earnings and cash flow.

*Liquid Alternatives Strategy.* The Liquid Alternatives Strategy launched in 2014 and as of the date of this Brochure is utilized in a single manager RIC. The Liquid Alternatives Strategy is a liquid, long/short strategy. The Liquid Alternative Strategy's targeted net exposure is typically between the net exposure of the Hedge Fund Strategy and the Long Strategy, or approximately 50%-90% on average. The Liquid Alternatives Strategy utilizes moderate gross exposure, typically less than 160%.

Long exposure in the Liquid Alternatives Strategy is generally constructed from the long exposure of the Hedge Fund Strategy, with potentially greater concentration amongst the top long positions. This exposure generally comprises the Adviser's core long-term positions, which are generally expected to be in the portfolio for a multi-year period. For these positions, the Adviser has high conviction in its expectations, based on its intrinsic value approach driven by its fundamental, bottom-up analysis of growth in earnings and cash flow.

Short exposure includes sector and index hedges, puts (single name hedges and indices), and single-stock positions. Single-stock short positions are generally liquid, mega-capitalization ( $\geq$ \$50 billion market capitalization) stocks and are limited to 5% at market.

*Timber Strategy.* This strategy involves making direct investments in timber and timberland, as well as other timber-related investments, throughout the continental United States that the Adviser believes are undervalued. The timberlands targeted for acquisition generally are natural hardwood forests, forests with a high proportion of immature timber and forests with low near-term real estate development potential. The Adviser generally acquires timberlands from a variety of sellers. Sellers may include public and private integrated forest products companies seeking to re-deploy capital, public or private timber and real estate companies, as well as individual investors.

### *General*

Investment Flexibility. The Private Funds in the Hedge Fund Strategy have no material limitations on the types of investment instruments in which the Adviser can invest on behalf of the Private Funds. The Private Funds employing these strategies will invest in a wide variety of non-equity and equity-related securities, including cash and cash equivalents, all types of bonds and other financial instruments, including convertible securities, options, warrants, futures (with an emphasis on financial futures and subject to the regulatory requirements described below), forward contracts and swaps, which may be used to attempt to hedge existing long and short positions and currency exposure as well as for independent profit opportunities. The Private Funds in the Long Strategy similarly have no material limitations on the types of investment instruments in which the Adviser can invest on behalf of the Private Funds, except that the Adviser will not engage in short sales for speculative purposes (*i.e.*, solely for purposes of enhancing the Private Fund's performance based on the speculative performance of the short position) on behalf of the Private Funds in the Long Strategy.

Certain Limitations on the UCITS Fund. Given certain restrictions and limitations applicable to the management of the UCITS Fund, in certain instances, the Adviser is restricted from investing assets of the UCITS Fund in the same securities and instruments which it would otherwise use in managing the Hedge Fund Strategy. For example, the Adviser is prohibited from entering into actual short sales of securities in the UCITS Fund. Rather, the Adviser will establish synthetic short exposure to the relevant issuers through the use of swaps and/or other derivative instruments. Further, while the Adviser's use of derivative instruments in managing the UCITS Fund's portfolio creates embedded leverage, due to restrictions with respect to the management of the UCITS Fund, the Adviser will not use leverage in the form of borrowings in connection with managing the UCITS Fund's portfolio.

## **Principal Risks**

*Key Personnel Risk.* John F. Brennan, Jr. is the Managing Director of the Adviser, co-founded the Adviser, is the sole member of the general partner of the Adviser and is primarily responsible for implementing the investment process and strategies designed to achieve client investment objectives. The Adviser is significantly dependent upon the experience and expertise of Mr. Brennan and the loss of Mr. Brennan could have an adverse effect on the Adviser's business, financial condition, and ability to implement the Adviser's investment process and investment strategies.

*General.* Investing in securities and other investment instruments involves risks. The Private Funds, the RICs and the UCITS Fund, their respective investors, and all other Clients bear the risk of loss (including entire loss of principal) on their investments. The risks described below are certain of the more significant risks involved in the Adviser's investment strategies. Not all of these risks will be relevant to each Private Fund, RIC, or the UCITS Fund or each Client's account. Moreover, the description of risks below does not purport to be a complete description of the risks associated with the Adviser's, the Private Funds', the RICs', or the UCITS Fund's investment strategies, and is qualified in its entirety by the risk factors described in the offering memorandum, prospectus and/or other Governing Documents. Investors and prospective investors in the Private Funds, the RICs, and the UCITS Fund are urged to read carefully all such risk factors.

*Investment and Trading Risks.* The Adviser's investment programs utilize such investment techniques as margin transactions, short sales, leverage, options on securities and indices and forward contracts, which practices can, in certain circumstances, amplify the adverse impact to which Clients may be subject. The timing of such adverse impacts cannot be predicted and can result in substantial volatility in performance.

*Short Selling.* As part of its investment program, the Adviser sells securities that the Private Funds or other Clients do not own in anticipation of a decline in the market price of such securities or in order to hedge portfolio positions. Short selling, or the sale of securities not owned by a Client, necessarily involves certain additional risks. Such transactions expose the Private Funds and other Clients to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without limit. There is the risk that the securities borrowed in connection with short sales would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short

sellers of the subject security are receiving similar requests, a “short squeeze” can occur, wherein the Private Funds or other Clients might be compelled, at a disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

In short sales, the Private Funds or other Clients would ordinarily be entitled to receive payments (at rates based in part on prevailing short-term “money market” rates) with respect to such proceeds. To complete such transactions, it is generally necessary to borrow the security sold in order to make delivery to the buyer. The proceeds of the short sales would generally be retained by the broker, to the extent necessary to meet margin requirements, until the short positions are closed out. In connection with a short sale, the Private Funds or other Clients (i) will be required to pay brokerage commissions to execute short sales and may be required to pay premiums to the lender of the securities, which will increase the cost of the security sold, (ii) will generally be obligated to replace any securities borrowed by purchasing them at the market price at the time of replacement and (iii) may be obligated to return the securities borrowed at any time. The price at such time may be more or less than the price at which the security was sold. Until the security is replaced, the Private Funds or other Clients generally are required to pay to the lender amounts equal to any dividends or interest which accrue on the securities borrowed during the period of the loan. The Private Funds or other Clients will incur losses as a result of the short sales if the price of the security increases between the date of the short sales and the date on which they replace a borrowed security, and will realize gains to the extent the security declines in price between those dates by an amount in excess of the costs incurred in effecting the short sales. The extent to which the Adviser will engage in short sales depends upon the Adviser’s investment strategies and perception of market direction; the Adviser has no policy limiting the amount of capital it may deposit to collateralize its obligation to replace borrowed securities sold short.

*Borrowing and Leverage.* The Adviser may utilize leverage as part of its investment program. This involves borrowing money from brokerage firms for investment purposes. Amounts borrowed to leverage investments typically will be secured by the pledge of securities held in the underlying investment portfolios. Although leverage increases investment returns if the investment portfolio earns a greater return on the incremental investments purchased with borrowed funds than they pay for such funds, the use of leverage decreases investment returns if the investment portfolio fails to earn as much on such incremental investments as they pay for such funds.

The concept of leverage involves the use of debt to finance purchases of securities and manifests itself in different ways. Borrowing funds “on margin” from brokers for the purchase of equity securities involves an initial cash requirement representing varying percentages (but typically lower than 50%) of the underlying security’s value with respect to transactions in non-U.S. markets and up to 50% with respect to transactions in U.S. markets. There are additional risks in the event that equity or debt instruments held in Client investment portfolios decline in value. In this event, the Private Funds or other Clients could be subject to a “margin call” or “collateral call”, pursuant to which they must either deposit additional funds with the lender, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of the Private Funds’ or other Clients’ assets, it might not be possible to liquidate assets quickly enough to pay off borrowing.

The dealers that provide financing can apply essentially discretionary margin, haircut, financing and collateral valuation policies. Changes by dealers in any of the foregoing may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices.

The Private Funds and other Client accounts also engage in indirect leverage through the use of derivative instruments because the amount of gains or losses on these instruments may be substantially more than the amount invested. Likewise, while the UCITS Fund may not borrow for investment purposes, its use of certain derivative instruments results in leverage.

*Illiquid Portfolio Securities.* The Adviser may invest in securities of private companies and privately issued securities of public companies. The Adviser may not be able to readily dispose of such non-publicly traded securities and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time.

*Limited Diversification.* The Adviser's investment programs may result in Clients holding relatively large concentrations in a particular market, industry, sector, company or security type. Losses incurred in such investments could have a materially adverse effect on the overall financial condition of such Client accounts.

*Micro, Small and Medium Capitalization Companies.* The Adviser may invest in the stocks of companies with micro- or small- to medium-sized market capitalizations. While the Adviser believes they often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, "blue-chip" companies. In addition, due to thin trading in some small-capitalization stocks, an investment in those stocks may be illiquid.

*Investments in Undervalued Securities.* The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from any such investments may not adequately compensate for the business and financial risks assumed.

The Adviser makes speculative investments in securities, which the Adviser believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, Clients may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, the assets that Clients have committed to the securities purchased would possibly prevent the investment in other opportunities. In addition, the Adviser may cause the Private Funds and other Clients to finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

*Options.* The Adviser purchases and may sell ("write") options on equities on non-U.S. and U.S. securities exchanges and in the non-U.S. and U.S. over-the-counter markets.

The seller (“writer”) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the value 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 buyer of a call option assumes the risk of losing its entire investment in the call option. If the buyer of the call sells short the underlying security, the loss on the call will be offset, in whole or in part, by any gain on the short sale of the underlying security.

The writer of a put option which is covered (e.g., 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 below the exercise price of the option. If the seller of the put option owns a put option covering an equivalent number of shares with an exercise price equal to or greater than the exercise price of the put written, the position is “fully hedged” if the option owned expires at the same time or later than the option written. 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. If the buyer of the put holds the underlying security, the loss on the put will be offset in whole or in part by any gain on the underlying security.

Options may be cash settled, settled by physical delivery or by entering into a closing purchase transaction. In entering into a closing purchase transaction, Clients are subject to the risk of loss to the extent that the premium paid for entering into such closing purchase transaction exceeds the premium received when the option was written.

*Stock Index Options.* The Adviser may also purchase and sell call and put options on stock indices listed on U.S. securities exchanges or traded in the over-the-counter market for the purpose of realizing their investment objectives or for the purpose of hedging their portfolios. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in the investment portfolios correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether Clients will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use of options on stock indices will be subject to the Adviser’s ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

*Forward Trading.* Forward contracts are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation



on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Adviser due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward trading to less than that which the Adviser would otherwise recommend, to the possible detriment of Client accounts. Market illiquidity or disruption could result in major losses.

*Other Instruments and Future Developments.* The Adviser uses swaps, options and other derivative instruments in managing Client portfolios. For example, the Adviser establishes synthetic long or short exposure to issuers through the use of swaps and other derivative instruments for Clients consistent with the applicable Client's investment objectives and policies if the Adviser believes the use of such instruments are an effective way to achieve the Adviser's desired economic exposure to the underlying asset.

A swap is a contract under which two parties agree to make periodic payments to each other based on specified interest rates, an index or the value of some other instrument, applied to a stated, or "notional", amount. The Adviser uses total return swaps in connection with Client strategies where the underlying reference instrument is a security or other financial instrument to which the Adviser is seeking long or short exposure. Other swaps used by the Adviser include rate swaps, currency swaps and equity swaps, depending on the type of index or instrument used to calculate the payments. In addition to swaps, Clients may become a party to various other customized derivative instruments entitling the counterparty to certain payments on the gain or loss on the value of an underlying or referenced instrument. Swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk.

The Adviser may also take advantage of opportunities with respect to certain other derivative instruments which are not presently contemplated for use by certain Client accounts or which are currently not available, but which may be developed. Special risks may apply to instruments which are invested in by the Adviser in the future which cannot be determined at this time.

Moreover, to the extent that derivative instruments are used by the Adviser, it should be noted that they inherently contain much greater leverage than does a non-margined purchase of the underlying security or instrument inasmuch as only a very small portion of the value of the underlying security or instrument is required to be paid in order to effect such investments. The Adviser also may establish short-term unsecured loans from major banks.

*Hedging Transactions.* The Adviser may, but is not required to, utilize a variety of financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, both for investment purposes and for risk management purposes. It should be noted that the Adviser may choose not to hedge against risk for some or all Client accounts. While the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result

in a poorer overall performance than if the Adviser had not engaged in any such hedging transaction. Moreover, it should be noted that the portfolios will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

*Non-U.S. Investments.* The Adviser invests in securities of non-U.S. companies. Investing in the equity securities of non-U.S. companies involves certain considerations not usually associated with investing in securities of United States companies, including political and economic considerations, such as greater risks of expropriation and nationalization, the potential difficulty of repatriating funds and general social, political and economic instability; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies, costs associated with currency conversion and the potential risk of the imposition by non-U.S. regulatory authorities of restrictions on currency conversion; and certain government policies that may restrict investment opportunities. In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to United States standards and, consequently, less information may be available to investors in companies located in non-U.S. countries than is available to investors in companies located in the United States. There is also less regulation, generally, of the securities markets in non-U.S. countries than there is in the United States.

*Currency Risk.* The Adviser invests in equity securities denominated in currencies other than the U.S. dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. dollar. The Adviser, however, values the securities and other assets held in the Private Funds and other Client accounts in U.S. dollars. To the extent they are unhedged, the value of the portfolio assets will fluctuate with U.S. dollar exchange rates as well as with price changes of investments in the various local markets. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Private Funds or other Client accounts are invested reduces the effect of increases and magnifies the U.S. dollar equivalent of the effect of decreases in the prices of the portfolio securities invested in non-U.S. markets. Conversely, a decrease in the value of the U.S. dollar has the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the non-U.S. dollar portfolio securities. The Adviser also may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

*Highly Volatile Markets.* The prices of financial instruments in which the Adviser invests can be highly volatile. Price movements of forward, futures and other derivative contracts in which assets may be invested by the Adviser 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. There is also risk associated with the possible failure of any of the exchanges on which portfolio positions trade or of their clearinghouses.

*Counterparty Risk.* Many of the markets in which the Adviser effects transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. This

exposes Clients to the risk that a counterparty will not settle a transaction in accordance with, or because of, a credit or liquidity problem, thus causing them to suffer a loss. In addition, in the case of a default, Clients' investment portfolios could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Adviser has concentrated the transactions with a single or a small group of counterparties. The Adviser is not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moreover, while the Adviser attempts to evaluate the creditworthiness of counterparties, it cannot ensure that such evaluations will eliminate or mitigate all or any counterparty credit risk. The ability of the Adviser to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement increases the potential for losses. Furthermore, there is a risk that any counterparty could become insolvent and/or the subject of insolvency proceedings. If one or more counterparties were to become insolvent or the subject of insolvency proceedings, there exists the risk that a Client's recovery of assets from the counterparty will be delayed or be of a value less than the value of the assets originally entrusted to the counterparty, or both.

*Custodial Risk.* The cash and securities of Clients are held by third party custodians and there is no guarantee that such custodians will not become bankrupt or insolvent. In the event of a bankruptcy, insolvency or other failure of a custodian, there is no certainty that a Client would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

*Reliance Upon Outside Data Vendors.* The Adviser will receive its information regarding the performance of portfolio investments from data provided by outside vendors. Such data includes stock quotations, earnings reports, balance sheets, and other indicators of financial performance. The Adviser has no independent means to ensure that such data is error-free or to discover that such data is in other ways incomplete or inaccurate.

*Lending of Portfolio Securities.* The Adviser may cause the Private Funds or other Client accounts to lend portfolio securities to third parties. By doing so, the Adviser attempts to increase income through the receipt of interest on the loan. The Private Funds or other Client accounts could experience losses if the institution with which they have engaged in a portfolio loan transaction breaches its agreement with them. In the event of the bankruptcy of the other party to the securities loan, there could be delays in recovering the loaned securities.

*High Portfolio Turnover.* As part of its investment program, the Adviser intends to engage in active management. Accordingly, Clients' portfolio turnover rate and their brokerage commissions, fees and other transaction costs may be higher than that of many other investment programs or strategies. A high turnover rate can result in the realization of short-term capital gains that generally will be taxable to U.S. taxpayers (unless offset by other capital losses) at the same U.S. tax rate as ordinary income.

*Portfolio Valuation.* Valuations of the Clients' investments that will affect the amount of the asset-based fees and performance-based compensation received by the Adviser (or its affiliates)

involve uncertainties and judgmental determinations. Third-party pricing information may at times not be available regarding certain securities, derivative instruments and other investments. A disruption in the secondary markets for one or more portfolio investments may limit the ability of the Adviser to obtain accurate market quotations for purposes of valuing its portfolio investments. In addition, material events occurring after the close of a principal market upon which a portion of the securities or other assets of a Client account is traded may require the Adviser to make a determination of the effect of a material event on the value of the securities or other assets traded on the market for purposes of determining the value on a valuation date. Further, because of the overall size and concentrations in particular markets and maturities of positions that may be held from time to time, the liquidation values of securities and other investments may differ significantly from the interim valuations of these investments derived from the valuation methods ordinarily utilized by the Adviser. If the Adviser's valuations should prove to be incorrect, the value of Client accounts could be adversely affected.

*Exculpation; Indemnification.* The provisions of the investment management and other agreements with the Adviser and its affiliates generally limit the right of investors and Clients to maintain an action against the Adviser to recover losses or costs incurred as a result of the Adviser's or its affiliates actions or failure to act. In addition, under certain circumstances, the Private Fund or other Client account are subject to significant indemnification obligations in respect of the Adviser or its affiliates, as well as other parties under the various agreements entered into with such persons against certain losses they or their respective affiliates may incur in connection with their relationship with the Private Funds or other Client accounts. Neither the Adviser nor its affiliates or the Private Funds is required to carry any insurance to cover such potential obligations and none of the foregoing parties may be insured for losses for which the Private Funds or other Client accounts have agreed to indemnify them. Any indemnification paid by the Private Funds or other Client accounts would reduce value of such Client accounts. However, these provisions are not intended to permit exculpation or indemnification to the extent it would be inconsistent with the requirements of applicable U.S. federal or state securities laws.

*Agreements with Investors or Clients.* The Adviser and/or its affiliates may enter into agreements with Clients (or investors in Clients) that contractually require the Adviser or its affiliates to take, or prohibit them from taking, or may contractually require them to permit the applicable Client or investor to take, certain actions, which could result in some Clients or investors having rights that are superior in some respect to other Clients or investors. The Adviser may, but is not required to, disclose the existence or terms of any such agreements to any other Clients or investors or to offer the terms of any such arrangements to any other Clients or investors.

*Limitation of Risk Disclosures.* The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in the Adviser's investment programs. Prospective investors in a Private Fund, RIC, or UCITS Fund should read carefully the entire confidential offering memorandum, prospectus or equivalent as well as the other Governing Documents of the applicable fund and should consult with their own advisors before deciding whether to invest. In addition, as the Adviser's investment programs develop and change over time, Clients and investors may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

*Liquidation of an Account.* In the event a Client account closes or liquidates, the Adviser seeks to liquidate such Client account in a manner that is consistent with its fiduciary duty and will attempt to mitigate any harm to non-liquidating Clients.

*RICs.* The risks associated with investing in a RIC will vary depending on its investment objective, policies and strategies. Many of the above risks are applicable to the RIC advised by the Adviser. However, certain restrictions and limitations under the Investment Company Act applicable to the management of mutual funds will cause these risks to vary. For a more complete description of the applicable risks, please see the applicable RIC's prospectus and SAI which can be obtained as described in Item 5.

*Cyber Security Risk.* As the use of technology has become more prevalent in the course of business, the Private Funds and other Clients have become more susceptible to operational and financial risks associated with cyber security including, among other things, theft, loss, misuse, improper release, corruption and destruction of, or unauthorized access to, confidential or highly restricted data relating to the Client, its underlying investors and its proprietary investment strategies; and compromises or failures to systems, networks, devices and applications relating to the operations of the Client and its service providers. Cyber security breaches may involve unauthorized access to digital systems (*e.g.*, through "hacking" or malicious software coding), or may also result from outside attacks such as denial-of-service attacks on websites (*i.e.*, efforts to make network services unavailable to intended users).

Cyber-attacks affecting a Client organized as a pooled investment vehicle or its service providers (including, but not limited to, its investment adviser, administrator, and custodian or their agents) may result in financial losses to the Client and its investors; the inability of the Client to transact business with its investors; delays or mistakes in the calculation of capital account balances or other materials provided to investors; the inability to process redemptions and subscriptions; violations of privacy and other laws; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. Similar types of cyber security risks are also present for issuers of securities in which the Client may invest, which could result in material adverse consequences for such issuers and may cause the Client's investment therein to lose value. While measures have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in such measures and there is no guarantee those measures will be effective, particularly since the Client does not directly control the cyber security measures of its service providers, financial intermediaries and companies in which it invests or with which it does business.

*Effects of Health Crises and Other Catastrophic Events.* Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, may have an adverse effect on Clients' investments and the Adviser's operations. Under such circumstances the operations, including functions such as trading and valuation, of the Adviser and other service providers could be reduced, delayed, suspended or otherwise disrupted. Further, the occurrence and pendency of such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

## **Item 9 – Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Adviser's business or the integrity of its management.

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

*General Partner Affiliates.* In addition to providing investment advisory services, the Adviser and its affiliates sponsor the Private Funds. Certain of the Adviser's affiliates, Sirios Capital, L.L.C. and Sirios Focus, L.L.C. (the "Sirios GP Affiliates") serve as general partners of the Private Funds that are organized as limited partnerships, and as such, receive the Performance Fee for their services. Sirios Associates, L.L.C. serves as the general partner of the Adviser and as the managing member of the Sirios GP Affiliates.

A non-controlling owner of the Adviser, iM Square Holding 3 LLC, is a wholly owned subsidiary of iM Square SAS, a France-based investment and development platform dedicated to the asset management business. The Adviser has entered into arrangements with iM Global US Distributors LLC, an SEC-registered broker-dealer and iM Global Partner Fund Management LLC pursuant to which iM Global may refer to the Adviser prospective clients and investors in funds managed by the Adviser, and receive compensation from the Adviser for any such referrals. Please see Item 14 for further information on the Adviser's practices with respect to client referrals.

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

*General.* The Adviser does not buy or sell securities for its own account, except that the Adviser or an affiliate of the Adviser has an interest, as general partner or otherwise, in one or more of the Private Funds and RICs. In addition, certain officers, managers and employees of the Adviser and its affiliates are permitted to own, buy and/or sell interests in the Private Funds and RICs. Accordingly, the Adviser and/or its affiliates and employees from time to time have a substantial interest in certain of the Private Funds, RICs or other accounts managed by the Adviser. If the Adviser's or its affiliates' interests in a Private Fund are substantial, the Private Fund is treated as a proprietary account of the Adviser for certain purposes. In addition, the Adviser has established a master-feeder structure whereby one of the Private Funds, Sirios Focus Fund, Ltd., invests substantially all of its assets in another fund, Sirios Focus Partners, L.P. Investors in this structure are subject to only one level of Management Fees and Performance Fees.

To the extent any proprietary account, including any Private Fund that is treated as a proprietary account, participates in transactions in securities or other instruments in which Client accounts participate, the Adviser will ensure that such proprietary account participates on a basis that is not more favorable to such proprietary accounts than to its Client accounts. In most cases participation by such proprietary account and other Client accounts will be on a *pari passu* basis in accordance with the Adviser's policies and procedures on allocation of investments.

*Code of Ethics.* The Adviser has adopted a Code of Ethics (the "Code") that establishes formal standards of business conduct and professionalism for its employees, officers, directors, and any other person who provides investment advisory advice on its behalf (collectively "employees").

In addition, the Code incorporates, by reference, the Adviser's Statement of Policy Against Insider Trading and Manipulative Practices (the "Policy Statement"). Upon employment, and annually thereafter, employees are required to certify compliance with the Code and the Policy Statement.

The Code holds employees to high standards of ethical conduct and places upon them a duty to act for the Client's benefit as well as to place the financial interests of the Adviser's Clients ahead of their own interests at all times. The Code complies with the requirements of Rule 204A-1 under the Advisers Act and Rule 17j-1 under the Investment Company Act regarding codes of ethics and contains provisions that are more restrictive than those mandated by such rules. The Code sets forth, among other things, trading restrictions on effecting new transactions in "covered securities," requires pre-clearance for sales of pre-existing positions in covered securities and for other transactions, contains certain other restrictions on personal securities transactions and mandates quarterly transaction and annual holdings reporting. The term "covered security" generally includes all securities except direct obligations of the United States government, money market funds and certain shares of open-end investment companies registered under the Investment Company Act of 1940 (other than investment companies, if any, for which the Adviser acts as a subadviser or adviser). If a personal securities transaction is approved, the employee may proceed with the approved trade on the date clearance is granted. In the event an employee engages in personal securities trading in violation of the restrictions or pre-clearance requirements of the Code, the relevant employee may be subject to discipline including fines or termination. A compliance officer of the Adviser reviews quarterly transaction reports and annual holdings reports to ensure appropriate pre-approvals were obtained and to identify potential conflicts of interest.

The Policy Statement includes policies to monitor, restrict (if necessary), and educate employees with respect to acquiring and investing when in possession of material, non-public information.

Copies of the Code and Policy Statement are available to any prospective or existing Client upon request to the Adviser's Chief Compliance Officer, One International Place, Boston, Massachusetts 02110.

## **Item 12 – Brokerage Practices**

*Brokerage Transactions Generally.* In the absence of specific written instructions to the contrary from a Client, the Adviser generally has complete discretion with respect to Client accounts without any limitations on its authority. This discretion includes the authority, without prior notice to the Client, to buy and sell securities for Client accounts and to establish and effect securities transactions through accounts with broker-dealers selected by the Adviser and to negotiate rates of commissions, commission equivalents, and other transaction-related charges ("commissions") to be paid.

*Best Execution.* In seeking best execution for the securities transactions of its Clients, the Adviser considers a wide range of factors in judging whether a broker-dealer is providing best execution as discussed below.

In placing orders for and selecting brokers and dealers to execute a Client's securities transactions, the Adviser seeks prompt execution of orders at the most favorable prices reasonably obtainable under the circumstances. The Adviser has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker-dealer on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the commissions of eligible broker-dealers and to minimize the expenses incurred for effecting Client transactions to the extent consistent with the interests and policies of the accounts. Although the Adviser generally seeks competitive commission rates, it will not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer involved and thereby entail higher commissions than would be the case with other transactions requiring more routine services.

The Adviser maintains a list of brokers and counterparties that have been approved for trading Client assets based on the criteria described below. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- A broker's trading expertise, including the broker's ability to complete trades; execute and settle difficult trades; obtain liquidity to minimize market impact and accommodate unusual market conditions; maintain anonymity; and account for its trade errors and correct them in a satisfactory manner.
- A broker's infrastructure, including order-entry systems; adequate lines of communication; timely order execution reports; an efficient and accurate clearance and settlement process; and capacity to accommodate unusual trading volume.
- A broker's ability to minimize total trading costs while maintaining its financial health, such as whether a broker can maintain and commit adequate capital when necessary to complete trades; respond during volatile market periods; and minimize the number of incomplete trades.
- A broker's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities; analyses and reports concerning such matters as companies, industries, economic trends and political factors; or services incidental to executing securities trades, including clearance, settlement and custody.
- A broker's relationships with and ability to provide access to company management.
- A broker's ability to provide services to accommodate special transaction needs, such as the broker's ability to execute and account for arrangements for the provision of research or execution services, participate in underwriting syndicates and obtain initial public offering shares.



*Use of Soft Dollars.* The Adviser intends that any use of soft dollar arrangements will be in accordance with Section 28(e) of the Exchange Act. Where more than one broker-dealer is believed to be capable of providing the best combination of price and execution with respect to a particular portfolio transaction, the Adviser generally selects a broker-dealer that furnishes products and/or research services. In addition, if the Adviser determines in good faith that the commission charged by a broker-dealer is reasonable in relation to the value of brokerage and research services provided by such broker-dealer, the Adviser may cause a Client account to pay such a broker-dealer an amount of commission greater than the amount another broker-dealer may charge, but generally within a competitive range for full service brokers. Research products and/or services include: research reports on particular industries and issuers, economic surveys and analyses, services that provide market, economic and company data, recommendations as to specific securities and other products or services (e.g., quotation services, trade analytics software and related costs and expenses), as well as execution services and products (e.g., trading-related software used to execute and route trades and communicate with broker dealers), as well as other products or services consistent with Section 28(e) of the Securities Exchange Act of 1934.

The Adviser has informal understandings with brokers regarding the allocation of amounts of brokered transactions to such brokers. In exchange, the Adviser receives from such brokers research products and/or services. A transaction will be placed with such brokers only if consistent with the best execution policies described above (which would take into account the provision of research and related services) and the Adviser will terminate any such arrangement or compensate the broker in cash for such research products or services to the extent it could not fulfill the arrangement consistent with such policies.

The Adviser participates in a client commission arrangement under which the Adviser executes transactions through a broker-dealer and request that the broker-dealer use the commission credits generated to pay another firm that provides brokerage or research services to the Adviser. Participating in commission sharing and client commission arrangements may enable the Adviser to consolidate payments for brokerage and research services through one or more channels using accumulated client commissions or credits from transactions executed through a particular broker-dealer to obtain brokerage and research services provided by other firms. Such arrangements also help to ensure the continued receipt of brokerage and research services while facilitating the Adviser's ability to seek best execution in the trading process. The Adviser believes such arrangements are useful in its investment decision-making process by, among other things, ensuring access to a variety of high quality research, access to individual analysts and availability of resources that the Adviser might not be provided access to absent such arrangements. The Adviser excludes from use under these arrangements those products and services that are not eligible under Section 28(e) of the Exchange Act. As of the date of this brochure, the Adviser has one client commission arrangement in place with one broker-dealer.

In determining whether to direct client brokerage transactions to particular broker-dealers, the Adviser's Governance Committee meets quarterly to review and evaluate the soft dollar practices of the Adviser and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer.

Some “mixed-use” products or services could be used by the Adviser for both research/execution and non-research purposes, such as administration. If these products or services were obtained with soft dollars, the Adviser would allocate their cost between research and non-research uses. Such allocation determination poses a conflict of interest for the Adviser because the Adviser does not have to produce or pay the costs for the research, products or services allocated to research uses. The Adviser would use its own hard dollars to pay that part of the cost that is attributable to non-research uses.

The Adviser’s use of Client brokerage commissions to obtain research or other products or services, benefits the Adviser because the Adviser does not have to produce or pay for the research, products or services it receives in such arrangements. This creates an incentive for the Adviser to select or recommend a broker-dealer based on the Adviser’s interest in receiving the research or other products or services, rather than on the interests of its Clients in receiving the most favorable execution. Brokerage and research services received by the Adviser could benefit Client accounts other than the Client account generating the soft dollar credits. For example, in effecting brokerage transactions on behalf of certain Clients, the Adviser will generate brokerage commissions that can be used as soft dollars to acquire eligible products and services, but such products or services will be used for the benefit of other Clients whose brokerage transactions do not generate soft dollar credits. The Adviser has discretion to determine whether transactions generate soft dollar eligible commissions and will not necessarily use a specific rotation or formula to determine whether such commissions are generated for a particular Client transaction. Clients generating soft dollar eligible commissions will not have the exclusive use or benefit of such commissions, and Clients who do not generate any such soft dollar eligible commissions will benefit from the commissions generated by other Clients. The Adviser’s receipt of research services will not reduce any Client’s fees, including any asset-based fee (*e.g.*, the Management Fee paid by the Private Funds) or any Performance Fees.

*Allocation of Investments.* The Adviser frequently purchases or sells the same securities for the accounts of multiple Client accounts at the same time or in the same proportionate amounts for all eligible Clients in the same strategy. For example, each Client that has the same investment objectives and strategies will generally invest in the same portfolio of securities. However, the Adviser need not purchase or sell securities for Client accounts at the same time or in the same proportions, and may determine that there are circumstances when Client accounts with similar objectives or strategies will not trade in the same securities at the same time.

Subject to certain exceptions described below, the Adviser’s default allocation percentage for each Client participating in a trade is the percentage necessary to achieve uniform security weightings across all Clients in the applicable investment strategy (on the basis of the respective asset sizes of the Client), rounded to the nearest whole lot for each Client. In addition, the default allocation percentage is adjusted to take into account anticipated cash flows. If an aggregated trade cannot be completely filled in one day, the securities bought or sold (as the case may be) on that day generally are allocated *pro rata* on the basis of respective original order size among the Clients included in the aggregated trade.

The Adviser may allocate an aggregated trade or a partially-filled order on a basis other than the default allocation if such other method of allocation is reasonable, is consistent with each Client’s investment advisory agreement, and is formulated in good faith and does not result in

the inappropriate favoring of any one Client over any other. Acceptable bases for special allocations include the following:

- *cash flow*: the extent to which one or more Clients included in an aggregated trade either has or needs available cash;
- *investment guideline compliance*: a Client may receive a disproportionate allocation in order to align its portfolio with applicable investment guidelines and/or to maintain a Client's targeted risk profile;
- *odd lots/de minimis positions*: the allocation to one or more Clients included in an aggregated trade may but is not required to be either eliminated or adjusted if it results in an odd lot or de minimis position;
- *New Issue restriction*: a Client will be excluded from the allocation of a "New Issue" if such an allocation is prohibited by applicable rules of the Financial Industry Regulatory Authority; and
- *Tax considerations*: the allocation to one or more Clients included in an aggregated trade may be either eliminated or adjusted as a result of tax considerations that differ from those of the other participating Clients.

In addition, there may be other bases for allocations deviating from the default allocations which are determined in good faith to be reasonable and appropriate.

*Aggregation of Orders.* When the same investment decision is made for more than one Client on the same day, the Adviser may place orders to buy or sell the same securities for a number of Clients. Subject to certain exceptions, the Adviser generally aggregates trades for all Clients for whom it reasonably believes an aggregated trade will achieve best execution. Exceptions resulting in one or more Clients being omitted from an aggregated trade include, without limitation, transactions subject to restrictions or prohibitions under a Client's investment policies or investment management agreement, transactions that involve regulatory or contractual restrictions applicable to a Client, and transactions that would result in odd lot or *de minimis* positions. In addition there are regulatory restrictions applicable to RICs participating in certain aggregated orders.

The Adviser may batch any Client's trades with trades of other Client accounts, or in accounts in which persons affiliated with the Adviser have a significant interest. Such trades will be subject to equal treatment, with each participating account receiving average execution and average commissions, and any securities being purchased or sold will be allocated on a *pro rata* basis.

*Other Brokerage Considerations.* The Adviser has business relationships with broker-dealers that execute transactions for Client accounts. For example, broker-dealers and their affiliates introduce or refer Clients to the Adviser and investors to the funds and other products to which the Adviser serves as investment adviser. In selecting these broker-dealers to execute transactions for Client portfolios, the Adviser has a conflict of interest in that the Adviser is incentivized to execute Client brokerage with broker-dealers that make such introductions or

referrals to the Adviser and/or have other business relationships with the Adviser from which the Adviser benefits. Similarly, broker-dealers and their affiliates are incentivized to refer Clients and investors to the Adviser if the Adviser executes brokerage transactions with such broker-dealers. The Adviser seeks to address these conflicts through its “best execution” guidelines described above. Nevertheless, the Adviser expects to conduct substantial brokerage business on behalf of its Clients with such broker-dealers. In addition, to the extent the Adviser is subject to restrictions on certain Client accounts from using one or more broker-dealers to execute portfolio transactions, other Client accounts may be impacted by such restrictions. For example, if the Adviser is executing the same transaction for multiple Clients, the Adviser generally will seek to execute such transactions with a single broker-dealer. If certain Clients are restricted from transacting with one or more broker-dealers, the entire transaction will likely be routed to a different broker-dealer that is eligible for all Clients and consistent with the best execution policies described above. This will effectively reduce the universe of eligible broker-dealers for such transactions to broker-dealers that are not subject to Client restrictions. In the alternative, a restricted Client’s transactions may be removed from the aggregated transaction and routed to an unrestricted broker-dealer. In addition, the universe of eligible counterparties for over-the-counter transactions, such as swap transactions, is limited to counterparties that have agreements and operational arrangements in place with Clients.

### **Item 13 – Review of Accounts**

The Adviser’s personnel (individually or as part of a group) review the exposure of each Client account (including the portfolios managed by the Adviser on behalf of certain RICs) on a daily basis. The following Adviser personnel conduct the review of Client accounts: the Managing Director; Head of Trading; and the Chief Financial Officer.

Investors in certain Private Funds have access to monthly reports that include the balances of their interests in such Private Funds. Investors in all of the Private Funds receive annual financial statements audited by an independent public accounting firm. Investors in most of the Private Funds also receive quarterly investment letters (either by mail or electronic means) that include commentary and performance information. Additionally, information with respect to certain Private Funds’ performance and portfolio holdings is available to investors through the Adviser’s password protected website.

Investors in the UCITS Fund are typically entitled to obtain, free of charge upon request from the UCITS Fund, a copy of the UCITS Fund’s audited annual report and a copy of the UCITS Fund’s unaudited semi-annual report. For additional information, please see the UCITS Fund’s prospectus.

Investors in the RICs are entitled to receive, on a semi-annual basis, a report to shareholders containing information required by the Investment Company Act, including audited financial statements at least annually. The Investment Company Act also requires that a RIC’s assets be maintained with a qualified custodian that is subject to board review and approval. For additional information regarding review and reporting of RICs, please see the applicable RIC’s prospectus and SAI which can be obtained as described in Item 5.

Other Clients generally receive reports and other information regarding their account from the Adviser as set forth in the investment management agreement between the Adviser and the Client.

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

*Client Referrals.* The Adviser makes cash payments to third-party solicitors for client referrals whereby the third-party solicitor receives compensation attributable to the client solicited and referred by the third-party solicitor, provided that, to the extent required, each such solicitor has entered into a written agreement with the Adviser pursuant to which the solicitor will provide each prospective client with a disclosure document setting forth whether the solicitor is a current Client of the Adviser or an investor in a Private Fund; whether cash or non-cash compensation was provided for the solicitation; a statement of any material conflicts of interest on the part of the solicitor resulting from the Adviser's relationship with the solicitor; and the material terms of any compensation arrangement between the Adviser and the solicitor. Where applicable, payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-1 under the Investment Advisers Act of 1940, as amended.

*Other Compensation.* In exchange for using the services of certain broker-dealers or custodians, the Adviser may receive from such broker-dealers or custodians, without cost, computer software and related systems support, which allow the Adviser to better monitor Client accounts maintained with them. In addition, the Adviser may receive the following benefits from such broker-dealers: access to a trading desk that exclusively services institutional brokerage group participants; access to block trading services which provide the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; access to prime brokerage capital introduction services and/or access to an electronic communication network for Client order entry and account information. The Adviser currently has such arrangements with the entities that serve as the Private Funds' prime brokers. Although the Adviser receives these services and generally directs trading for the Private Funds through the prime brokers, they are not considered by the Adviser to be "soft dollar" benefits because the services are not provided in exchange for the Adviser's Clients paying higher transaction commissions or fees than those obtainable from other brokers in return for similar products and services.

#### **Item 15 – Custody**

The funds and securities of the Private Funds, RICs, the UCITS Fund and each other Client account are held by qualified custodians. The Adviser and certain affiliates are deemed to have custody of the Private Funds' assets as a result of the Adviser and its affiliates having authority over the Private Funds and their accounts. The Adviser complies with Rule 206(4)-2 under the Advisers Act, as amended, by meeting the conditions of the pooled vehicle annual audit provision. As noted in Item 13 above, investors in the Private Funds receive the applicable Private Fund's annual financial statements audited by an independent public accounting firm within 120 days of the Private Fund's fiscal year end. Investors in the Private Funds are urged to carefully review such statements. Investors in RICs receive the applicable RIC's annual financial statements audited by an independent public accounting firm in an annual shareholder report.

## **Item 16 – Investment Discretion**

The Adviser exercises discretion in managing the investments of each Client based on the applicable investment objectives, policies and strategies set forth in the Client’s investment management agreement or if applicable, Governing Documents.

In a subadvisory arrangement, the Adviser typically receives broad discretion from a RIC or UCITS Fund to select portfolio securities for the RIC’s or UCITS Fund’s portfolio (or in the case of a multi-manager RIC, a segment of the RIC’s portfolio). However, the Adviser must operate within the investment objectives, restrictions and policies set forth in the RIC’s or UCITS Fund’s Governing Documents, as well as any more specific parameters communicated to the Adviser by the RIC’s or UCITS’ Funds board or investment adviser. The Adviser’s discretion may also be limited by certain securities and tax laws applicable to RICs or the UCITS Fund that, for example, require diversification of investments and favor the holding of investments once made.

The Adviser’s discretion to make investment decisions or to select brokers, dealers and other counterparties may, but need not, be limited by the investment management agreement between the Adviser and a Client.

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

The Adviser has authority to vote proxies on behalf of Client accounts (unless otherwise agreed with such Client) in accordance with the Adviser’s Proxy Voting Policies and Procedures and subject to applicable law. Clients are unable to direct the Adviser’s vote in a particular solicitation where the Adviser has voting authority. The Adviser has retained Institutional Shareholder Services (“ISS”), a third-party proxy voting service, to assist with the Adviser’s proxy voting responsibilities. ISS is responsible for the maintenance of copies of the Adviser’s proxy records, and related documentation, as well as other proxy-related services, such as voting recommendations, meeting notification, vote execution, potential conflict resolution, and recordkeeping. ISS provides summaries of proxy proposals (including social responsibility issues), publications discussing key proxy voting issues, and specific vote recommendations regarding portfolio company proxies to assist in the proxy research process. The Adviser uses such materials and recommendations to assist in the vote determination process. However, the Adviser does not base its vote primarily on ISS recommendations and generally votes in favor of the recommendation of an issuer’s management unless the Adviser in its sole discretion determines otherwise. The final authority and responsibility for proxy voting decisions remain with the Adviser. The Adviser’s Proxy Voting Policies and Procedures also provide methods for addressing conflicts of interest and guidelines for circumstances in which the Adviser may abstain from voting proxy statements.

Each Private Fund, acting through its general partner or board of directors, may request information from the Adviser with respect to such Private Fund regarding how the Adviser voted any proxies on behalf of the applicable Private Fund. In addition, each Private Fund, acting through its general partner or board of directors, may request a copy of the Adviser’s Proxy Voting Policies and Procedures. Clients generally are entitled to receive information regarding proxy voting with respect to their accounts.

In the event the Adviser becomes aware that there may be a material conflict of interest between the interests of its Clients and its interests (including those of its affiliates, managers, officers, employees and other similar persons) (referred to hereafter as a “potential conflict”) the Adviser generally votes the proxy in a manner consistent with the voting recommendation of ISS. Alternatively, the Adviser may, but need not, establish an ethical wall or other informational barriers between the person(s) that are involved in the potential conflict and the person(s) making the voting decision in order to insulate the potential conflict from the decision maker. A potential conflict shall be deemed to exist if and only if one or more of the Adviser’s senior investment staff actually knew or reasonably should have known of the potential conflict.

Clients may obtain a copy of the Adviser’s proxy voting policies and procedures upon request. The Adviser is required to report how it exercises voting rights with respect to the assets of the RICs. Information regarding how each RIC voted proxies relating to portfolio securities held during its most recent 12-month period ended June 30 can be obtained from the EDGAR Database on the SEC’s website at: <http://www.sec.gov>.

### **Item 18 – Financial Information**

A balance sheet is not required to be provided as the Adviser (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to Clients and (iii) has not been subject to any bankruptcy proceeding during the past 10 years.