

# FIRM BROCHURE

## *(PART 2A OF FORM ADV)*

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This Brochure provides information about the qualifications and business practices of Adage Capital Management, L.P. If you have any questions about the contents of this Brochure, please contact us at: (617) 867-2800. 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. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.

Additional information about Adage 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**

Since its last filed Form ADV Part 2A, dated as of March 28, 2023, Adage Capital Management, L.P. has no material changes to its Part 2A Brochure.

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## **ITEM 4: ADVISORY BUSINESS**

### ***Firm Description***

Adage Capital Management, L.P. (“ACM”) was formed in 2001. Bob Atchinson and Phill Gross are the managing directors and principal owners of the firm. Bob and Phill have worked together since 1985. ACM, collectively with its affiliates Adage Capital Services, LLC (the “Relying Adviser”) and Adage Capital Partners GP, L.L.C. (the “General Partner”), provides investment advisory services to its sole client, Adage Capital Partners, L.P. (“ACP”), a private investment fund. ACM does not manage any separate accounts.

### ***Principal Owners***

Bob Atchinson and Phill Gross are the principal owners of ACM.

### ***Types of Advisory Services***

ACM manages ACP primarily through industry-specific portfolios that are managed by analyst/portfolio manager teams or individuals. ACM’s analysts focus on adding value by stock selection based on intra-industry fundamental analysis. In addition to taking long positions, ACM uses leverage, sells securities short, and invests in derivatives, U.S. and non-U.S. equity and equity-related securities and other financial instruments and private securities. In addition, ACM will from time to time, as it determines in its discretion, utilize analysts focusing on additional methodologies for identifying investments for ACP, including risk arbitrage and other event driven opportunities. All limited partner investors in ACP share in gains and losses in proportion to their investment in ACP.

### ***Tailored Relationships***

The investors (each a “limited partner”) of ACP do not have the ability to individually tailor their investment or impose unique investment restrictions.

### ***Wrap Fee Programs***

ACM does not participate in wrap fee programs.

### ***Assets Under Discretionary and Non-Discretionary Management***

As of December 31, 2023, ACM has net assets under discretionary management of \$38,641,722,627 and no assets under non-discretionary management.

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## **ITEM 5: FEES AND COMPENSATION**

### ***Description***

ACM is an SEC-registered investment adviser and is not required to disclose this information because this Brochure will be delivered only to “qualified purchasers” as defined in the Investment Company Act of 1940. The terms of ACM’s fees and compensation are set forth in ACP’s offering documents.

### ***Fee Billing***

ACP pays management fees directly to ACM quarterly in advance from ACP’s assets.

### ***Other Fees and Expenses***

ACP bears operating and other expenses including, but not limited to, investment-related expenses (*e.g.*, brokerage commissions, expenses of borrowing securities, including hard-to-borrow expenses, clearing and settlement charges, custodial fees and interest expenses), legal expenses, accounting, audit and tax preparation expenses, offering expenses, the management fee, administration fees, extraordinary expenses and other similar expenses related to ACP as the General Partner determines in its sole discretion. Such expenses generally will be shared by all of the limited partners of ACP, including the General Partner, *pro rata* in accordance with their capital accounts. In the event of a mid-quarter withdrawal, any prepaid but as yet unearned management fees on such withdrawn amount are refunded.

### ***Participation or Interest in Client Transaction***

Not applicable.

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## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

ACM has only one client - ACP (i.e. ACM does not provide investment advisory services to separate accounts). As an SEC-registered investment adviser, the details of our performance-based fee structure are not required to be disclosed because this Brochure will be delivered only to “qualified purchasers” as defined in the Investment Company Act of 1940. The terms of ACM’s performance based fee structure are set forth in ACP’s offering documents.

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## ITEM 7: TYPES OF CLIENTS

ACM provides investment advice solely to its client, ACP. The underlying investors in ACP may include:

- Foundations and endowments (or funds of funds that are comprised of endowments and foundations)
- Corporations or other business entities
- Private and public pension and profit sharing plans
- Municipal plans
- Government or political subdivisions
- High net worth individuals
- Family offices
- Trusts, estates or charitable organizations

Generally, the minimum dollar amount required to invest in ACP is \$10,000,000; although ACM, in its sole discretion, can reduce this minimum amount on a case-by-case basis.

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

### ***Methods of Analysis and Investment Strategies***

The investment objective of ACP is to provide investors with compound annual long-term returns that outperform the returns of the S&P 500 Index (the "Index"). ACM seeks to achieve its objective through stock selection based primarily on intra-industry fundamental analysis with a dedicated focus on intra-industry valuation methodologies. Primary research is a central component of ACM's investment process.

In selecting ACP's investments, ACM utilizes a staff of portfolio managers and equity analysts dedicated to tracking specific sectors represented within the Index that utilize a stock valuation methodology designed for each specific sector. Such methodologies are evaluated and modified to reflect the constantly changing factors within each industry. Investments include (but are not exclusively limited to) long positions and over-weighted positions in securities of companies, both within and outside of the Index, that ACM believes to be attractively valued, with an emphasis on those companies likely (in ACM's view) to outperform other companies within their respective industries or sectors. ACP's portfolio also includes under-weighted positions, and in some cases, short

positions in securities of companies within and outside the Index, that in the view of ACM are overvalued by the market, with an emphasis on companies likely (in ACM's view) to underperform other companies within their respective industries or sectors.

Investment positions include U.S. and non-U.S. equity and equity-related securities and other financial instruments, including liquid publicly traded positions, fixed income positions, as well as thinly traded, illiquid and/or privately issued securities (including PIPEs, SPACs and other structured investments). Derivative instruments, such as options, futures (with an emphasis on financial futures and subject to the regulatory requirements described below), forward contracts and swaps, will be used to attempt to hedge existing long and short positions, as well as for independent profit opportunities.

ACM currently also utilizes one non-industry specific analyst, focusing on risk arbitrage opportunities for ACP. In addition, ACM may in the future employ additional analysts and/or portfolio managers, focusing on non-industry specific methodologies for identifying investments for ACP, and in connection with such methodologies ACM may cause ACP to engage in additional types of investments, such as leveraged trading and/or risk arbitrage or other event driven trading.

### ***Risk of Loss***

An investment in ACP will be impacted by the positive or negative returns of the Index, as well as ACM's ability to outperform the Index. There can be no assurance that the investment objective of ACP will be achieved. In fact, the use of short sales, options, leverage, futures and other derivative instruments can create special risks and substantially increase the impact of adverse price movements on ACP's portfolio. Moreover, an investment in ACP provides limited liquidity since the Interests (as defined below) are not freely transferable, and the limited partners will have limited withdrawal rights.

ACP's investment program emphasizes active management of ACP's portfolio and very substantial portfolio turnover. Consequently, ACP's brokerage commissions and other transaction expenses can exceed those of other investment entities of comparable size and such expenses will reduce ACP's net returns. Additionally, ACP is not a tax efficient investment vehicle due to the high degree of turnover, which can generate significant amounts of short-term capital gains.

Listed below are additional or further explanations of material risks involved in connection with ACM's investment strategy:

Business Dependent Upon Key Individuals. The limited partners have no authority to make decisions or to exercise business discretion on behalf of ACP. The authority for all investment decisions is delegated to ACM. The success of ACP depends significantly



upon the expertise of Bob Atchinson and Phill Gross, and on ACM's team of Analysts that exercise buy/sell discretion with respect to the assets of ACP.

Limited Liquidity; In-Kind Distributions. An investment in ACP provides limited liquidity since the interests in ACP ("Interests") are not freely transferable, and limited partners' withdrawal rights are restricted. Generally, limited partners have the right, subject to at least 60 days' prior written notice, to withdraw all or any portion of their capital accounts on the next Withdrawal Date (as defined below), based on the value of the capital accounts as of such Withdrawal Date. A "Withdrawal Date", subject to certain exceptions, is (i) the last day of the twelfth month following the limited partner's admission to ACP and (ii) the end of any fiscal quarter thereafter. Subject to certain restrictions and reserves, payment of a withdrawal request will generally be made within 30 days after the Withdrawal Date (subject to a holdback of up to 5% of withdrawal proceeds until completion of the annual audit, and subject to applicable withdrawal charges as set forth in the offering documents of ACP). The General Partner may permit the withdrawal of a limited partner under such other circumstances as it, in its sole discretion, deems appropriate. ACP expects to distribute cash to a limited partner upon a withdrawal from the limited partner's capital account. However, there can be no assurance that ACP will have sufficient cash to satisfy withdrawal requests, or that it will be able to liquidate investments at the time of such withdrawal request at favorable prices. Under the foregoing circumstances, and under other circumstances deemed appropriate by the General Partner, a limited partner may receive in-kind distributions from ACP's portfolio. Such investments so distributed may not be readily marketable or saleable and may have to be held by such limited partner for an indefinite period of time. As a result, an investment in the Interests is suitable only for sophisticated investors. There is no public market for Interests, and it is not expected that a public market will develop.

Incentive Allocation. The incentive allocation from ACP to the General Partner may create an incentive for ACM, as an affiliate of the General Partner, to cause ACP to make investments that are riskier or more speculative than would be the case in the absence of the incentive allocation. In addition, because the incentive allocation is calculated on a basis that includes unrealized appreciation of ACP's assets, it may be greater than if such allocation was based solely on realized gains.

Absence of Investment Company Registration. ACP is not required and does not intend to register as an investment company under the Investment Company Act of 1940, as amended and, accordingly, the provisions of the Investment Company Act (which, among other protections, require investment companies to have a majority of disinterested directors, require securities held in custody at all times to be individually segregated from the securities of any other person, and marked to clearly identify such securities as the property of such investment company and regulate the relationship between the adviser and the investment company) will not be applicable.

Ability to Correlate Performance to the Index. ACP's ability to correlate its performance to that of the Index can be affected by numerous factors, including, but not limited to, the size of ACP, changes in the securities market, the manner in which the Index is calculated, changes in the securities comprising the Index, corporate mergers, acquisitions and dissolutions, the frequency and timing of rebalancing transactions and the timing and size of purchases and redemptions of Interests.

Investment and Trading Risks. A limited partner should be aware that it may lose all or a substantial part of its investment in ACP. ACM believes that ACP's investment program and research techniques moderate this risk through a careful selection of securities and other financial instruments. However, no guarantee or representation is made that ACP's program will be successful. ACP's investment program will utilize investment techniques such as short sales, options, warrants, puts and calls, which practices can, in certain circumstances, substantially increase the losses to which ACP may be subject.

Investments in Undervalued Securities. One of the primary strategies of ACP is to invest 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 investing in undervalued securities creates opportunities for above-average capital appreciation, this strategy entails a degree of financial risk that can result in substantial losses. Returns generated from ACP's investments in these securities may not adequately compensate for the business and financial risks assumed.

ACP may make certain speculative investments in securities which ACM believes are undervalued; however, there are no assurances that the securities purchased will in fact realize the investment manager's anticipated valuation. In addition, ACP may be required to hold such securities for a substantial period of time in order to realize their anticipated value. During this period that ACP's assets are committed to the securities purchased, ACP would be prevented from investing in other opportunities.

Small and Medium Capitalization Companies. ACP expects to invest a portion of its assets in the stocks of companies with small- to medium-sized market capitalizations. While ACM believes such companies often provide significant growth potential, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do 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 of all or a portion of their equity) 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.

PIPEs. ACP may participate in PIPEs transactions. In a typical PIPEs transaction, ACP will acquire, directly from an issuer in a private placement under the Securities Act, common stock or a security convertible into common stock. The issuer's common stock is usually publicly traded on a U.S. securities exchange or in the OTC market, but the securities acquired by ACP will be subject to restrictions on resale imposed by U.S. federal securities laws absent an effective registration statement. There are numerous risks associated with PIPEs transactions. The issuer may be unable to register for public resale the shares held by ACP in a timely manner or at all or, even if the shares are registered for public resale, the market for the issuer's securities may nevertheless be "thin" or illiquid, each of which could have an adverse effect on ACP's investment. As a seller of securities in a registered public offering, ACP may be deemed to be a statutory "underwriter" under the Securities Act, and in that capacity liable for misstatements or omissions in the offering documents prepared by the issuer. While ACP typically will be indemnified by the issuer against such liabilities, the issuer may not have the financial resources to satisfy its indemnification obligations. Furthermore, it is the position of the SEC staff that indemnification for violations of the Securities Act is against public policy and therefore unenforceable. While the price paid by ACP will usually be at a discount to the public trading price at the time of purchase, by the time ACP is able to dispose of its shares in a public sale the market price for the issuer's securities may be below the price paid by ACP, or the sale by ACP and other holders with similar registration rights at or about the same time may cause the market price of the issuer's common stock to decline substantially before ACP is able to dispose of any or all of its investment.

Forward Trading. ACP may invest in forward contracts and options thereon, which, unlike futures 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 or commodities 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 commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and the price at which they were prepared to sell. Disruptions can occur in any market in which securities held by ACP are traded due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward (and futures) trading to less than that which ACM would otherwise recommend, to the possible detriment of ACP. Market illiquidity or disruption could result in major losses to ACP.

Short Selling. ACP's investment portfolio will include short positions. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed

securities at a later date. Short selling allows the investor to profit from a decline in the price of a particular security to the extent that such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to ACP of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Call Options. There are risks associated with the sale and purchase of call options. 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 purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option.

Put Options. There are risks associated with the sale and purchase of put options. The seller (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 if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Liquidity of Futures Contracts. ACP may utilize futures as part of its investment program, subject to certain registration requirements. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This

could prevent ACM from promptly liquidating unfavorable positions and subject ACP to substantial losses.

Leverage. ACM may utilize leverage to the extent permitted by applicable law when investing ACP's assets including engaging in trading on margin by borrowing funds and pledging securities as collateral as well as engaging in derivative transactions which may implicitly utilize leverage. While such use of borrowed funds increases returns if ACP earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns if ACP fails to earn as much on such incremental investments as it pays for such funds. The effect of leverage may therefore result in a greater decrease in the net asset value of ACP than if ACP was not so leveraged. Any use by ACP of short-term margin borrowings will result in certain additional risks to ACP. For example, the securities pledged to brokers to secure ACP's margin accounts could be subject to a "margin call," pursuant to which ACP would be required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. A sudden, precipitous drop in value of the ACP's assets accompanied by corresponding margin calls could force ACP to liquidate assets quickly, and not for fair value, in order to pay off its margin debt.

Trade Errors and Conflicts of Interest. It is ACM's policy that any trade errors must be reported by investment personnel to the Chief Compliance Officer or another designated member of the compliance team, and that any losses from trade errors will be borne by ACM and not by ACP, and any gains from trade errors will accrue to ACP. Investors should note, however, that, with respect to errors resulting in losses, there is an inherent conflict of interest for trading personnel to not report the commission of errors. ACM seeks to overcome this conflict through a combination of training of staff as to ACM's expectations, a firm policy that trade errors that are properly reported will not adversely affect the reporting employee and potential disciplinary efforts in the event that it is determined that an ACM employee willfully failed to properly report any trade errors as required by ACM's policies and procedures.

Foreign Investments. ACP may invest in securities of foreign corporations and foreign countries. Investing in the equity securities of foreign corporations 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, imposition of withholding and other taxes on interest, dividends, capital gains and other income 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 and costs associated with currency conversion; and certain government policies that may restrict ACP's investment opportunities or may impose additional reporting requirements and/or

costs of compliance on ACP. Accounting and financial reporting standards that prevail in foreign countries may not be equivalent to United States standards and, consequently, less information may be available to investors in companies located in foreign countries than is available to investors in companies located in the United States. There is also less regulation, generally, of the securities markets in foreign countries than there is of the securities markets in the United States.

Private Issuances. ACP expects it will invest in private placements. Securities purchased through private placements may be subject to substantial restrictions on transfer and may lack any ready market. Such securities may be difficult to sell and value. If the issuer of the private placement is not publicly traded, it will not be subject to the reporting requirements under the Securities Exchange Act of 1934, which may make it more difficult for ACM to obtain information about such issuer.

SPACs. ACP expects it will invest in, directly or indirectly, special purpose acquisition companies (“SPACs”). SPACs are publicly traded investment vehicles that raise funds in an initial public offering in order to complete a targeted acquisition to be identified at a later point in time (and which has the potential to never be identified). Unless and until an acquisition is completed, a SPAC generally holds substantially all of its assets in a trust account and invests those assets in U.S. government securities, money market fund securities and cash. If an acquisition that meets the requirements for the SPAC is not completed within a pre-established period of time (typically 24 months), the invested funds are returned to the entity’s public shareholders, less certain permitted expenses and any founder shares and warrants issued by the SPAC will expire worthless.

ACP expects it will invest in stock, warrants and other securities issued by SPACs, or may invest in an entity formed for the purpose of sponsoring a SPAC itself, including a SPAC that is managed by ACM, or affiliates. As the sponsor of a SPAC, ACP would provide the initial capital necessary for the SPAC to complete its initial public offering and to fund its operations pending an acquisition in exchange for a significant percentage of the SPAC’s equity. A SPAC’s equity securities are considered relatively illiquid, at least through the SPAC’s initial acquisition, and after the initial acquisition and may be subject to restrictions on resale.

Investments in SPACs – and in particular, sponsorship of SPACs – presents significant risks and conflicts of interest. Current and prospective investors in ACP are instructed to refer to ACP’s offering memorandum for a further discussion of risks associated with investing in and/or sponsoring SPACs.

Highly Volatile Markets. The prices of financial instruments in which ACP may invest can be, and recently have been, highly volatile. Price movements of forward, futures and other derivative contracts in which ACP’s assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade fluctuations



and trade disputes, fiscal, monetary and exchange control programs and policies of governments, restrictions on foreign investment and other national and international political and economic events and policies. ACP also is subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses.

Hedging Transactions. ACP may utilize a variety of financial instruments, such as stock index options and futures contracts and similar derivatives, both for investment purposes and for risk management purposes. While ACP may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for ACP than if it had not engaged in any such hedging transaction. Moreover, it should be noted that (1) ACP may determine not to hedge against certain risks and (2) the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

Tax-Exempt Investors. Certain limited partners may be subject to federal and state laws, rules and regulations which may regulate their participation in ACP, or their engaging directly, or indirectly through an investment in ACP, in investment strategies of the types which ACP may utilize from time to time (*e.g.*, short sales of securities and the purchase and sale of options). While ACP believes its investment program is generally appropriate for tax-exempt organizations for which an investment in ACP would otherwise be suitable, each type of exempt organization may be subject to different laws, rules and regulations and/or policies, and prospective limited partners should consult with their own advisors as to the advisability and tax consequences of an investment in ACP. Investment in ACP by entities subject to ERISA and other tax-exempt entities requires special consideration.

Income recognized by a tax-exempt investor is exempt from federal income tax unless it is “unrelated business taxable income” (“UBTI”). UBTI is income from an unrelated trade or business regularly carried on by a tax-exempt entity. Generally, ACP intends to not participate in activities that generate UBTI, however, ACP may generate UBTI from time to time. Certain entities, including charitable remainder trusts and title holding companies, may not be exempt from tax if they earn any UBTI (or certain types of UBTI) and, accordingly, ACP may not be an appropriate investment for such entities. Private foundations are also subject to complex special tax rules in connection with their investments, including certain excise taxes. Each prospective investor that is a tax-exempt investor, especially an entity subject to special tax rules such as those mentioned above, should consult its own tax advisor with respect to the tax consequences of investing in and/or receiving UBTI from ACP in light of the investor’s particular situation.

Government Intervention and Regulation. Governments have at times intervened in the markets by (i) supporting certain companies in financial distress, (ii) restricting short selling and (iii) engaging in measures designed to stimulate the economy or to temper

inflation. Such interventions are difficult to predict, and their consequences for individual issuers and the markets generally are also uncertain. ACM cannot predict what further interventions may occur or their impact. In addition, the private fund industry is becoming more heavily regulated. While ACM does not anticipate that such regulation will negatively impact its strategy, it cannot predict with certainty what impact it may ultimately have on ACP. Finally, there has been substantial tensions between the United States and other countries in recent years, most prominently China and Russia, which has resulted in a variety of government actions affecting issuers in or having substantial exposure to such countries, including tariffs, trade sanctions and embargoes. There is substantial uncertainty what additional measures may be introduced that may affect issuers in which ACP has investments, or may affect the global economy generally.

Risk Arbitrage. Risk arbitrage is a highly specialized investment approach generally designed to profit from perceived inefficiencies in market pricing with respect to certain events or conditions, such as the successful completion of proposed mergers, takeovers, tender offers, leveraged buyouts, spin-offs, liquidations and other types of corporate reorganizations (merger arbitrage), or the difference between an issuer's market price and its estimated liquidation value (liquidation arbitrage). Although a variety of risk arbitrage strategies may be employed depending upon the nature of the transaction or condition, one of the most common risk-arbitrage activities involves purchasing the shares of an announced acquisition target at a discount to their expected value upon completion of the acquisition. The principal risk associated with ACP's risk-arbitrage investments is that the proposed transaction based on which ACP invests may be renegotiated or terminated, in which case ACP may suffer losses.

Use of Prime Brokers to Hold Assets. Special risks will exist because ACP will utilize prime brokers. Due to the presence of short positions and to the extent ACP trades on margin, some or all of ACP's assets will be held in one or more margin accounts, which may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. In the event that the prime broker experiences severe financial difficulty, ACP's assets could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time while the prime broker's business is liquidated, resulting in a potential loss to ACP due to adverse market movements while the positions cannot be traded. Furthermore, if the prime broker's pool of assets is determined to be insufficient to meet all claims, ACP could suffer a loss. Investors should be aware that prime brokers may provide research, capital introduction or other services to ACP, and that the provision of such services may create a conflict of interest ACP in selecting a prime broker. ACM may change prime brokers or use additional prime brokers at its discretion.

Counterparty and Custody Risk. ACP may have contractual agreements with various counterparties, including a prime broker, custodian and administrator, to perform



various functions or effect certain transactions for or on behalf of ACP. These entities typically are not subject to credit evaluation and regulatory oversight. In addition, ACP may purchase and sell derivative instruments such as swaps in "over-the-counter" or "interdealer" markets. The participants in these markets also typically are not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. Either case exposes ACP to the risk that a counterparty will not settle a transaction in accordance with contractual obligations whether due to insolvency, bankruptcy or other causes. Moreover, disputes over the terms of a derivatives contract (whether or not bona fide) may cause settlement delays because such markets may lack the established rules and procedures for swift settlement of disputes among market participants found in "exchange-based" markets. These factors may cause ACP to suffer a loss due to adverse market movements while replacement transactions are executed or otherwise. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where ACP has concentrated its transactions with a single or small group of counterparties.

Cybersecurity Risks. ACM and its service providers are subject to risks associated with breaches in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A cybersecurity breach could expose the ACM, the General Partner and/or the ACP to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, potential need for increased and upgraded cybersecurity measures, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action.

While the ACM has established Information Security and Cyber-Security Policies and Procedures in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures including the possibility that certain risks have not been identified. Furthermore, none of the ACM, the General Partner and the ACP can control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to the ACP and/or the issuers in which the ACP invests.

Pandemic/Global Health Risks. In recent years, COVID-19 resulted in a global emergency. The United States and many other nations had large portions of their

economies shut down in response to the spread of COVID-19. The long term effects and substantial economic turmoil caused by the pandemic, including related supply chain disruptions, potential changes in consumer demand and changes in the available workforce in many industries, may continue for an unknown duration and have long term effects on the economic landscape, potentially . Further, it is not possible to predict the likelihood of a similar widespread health crisis occurring in the future, which could have wide ranging and long term impacts on the U.S. and other economies, which could potentially expose ACP to losses.

The United Kingdom (“UK”) Exit from the European Union (the “EU”). The UK (together with the EU, the “Parties”) formally left the EU (commonly called “Brexit”) on January 31, 2020 after which the UK entered into a transition period, which ended on December 31, 2020. On December 24, 2020, the UK and EU announced a free trade agreement (the “FTA”) between the UK and the EU that went into effect on January 1, 2021. The FTA covers a number of aspects of the trading and cooperation relationship between the UK and EU, but it does not cover financial services to any significant degree. Consequently, from January 1, 2021 UK firms lost their financial services “passport” rights to EU Member States and equally EU firms lost their passport rights into the UK. The Parties agreed to a joint declaration on financial services which confirms that the Parties will establish “structured regulatory cooperation” on financial services. The declaration states that the Parties will, by March 2021, establish the framework for this cooperation, however nothing to date has been formally entered into between the UK and the EU. However, this is not the same as UK and EU financial services firms having free access to each other’s markets (as they did prior to Brexit and during the transition period). The future application of EU-based legislation to the private fund industry in the UK will depend, among other things, on how the UK renegotiates its relationship with the EU with respect to financial services. There can be no assurance that the FTA and any other renegotiated laws or regulations regarding financial services will not have an adverse impact on the Fund and its investments, including the ability of the Fund to achieve its investment objectives. The legal, political and economic uncertainty generally resulting from the UK’s exit from the EU may adversely affect both EU and UK-based businesses. This uncertainty may also result in an economic slowdown and/or a deteriorating business environment in the UK and in one or more EU Member States.

U.S. Tensions with China and Russia. U.S.-China relations have been fraught for a considerable period of time, and the two countries entered into a “trade war” in 2017 after the United States placed tariffs on Chinese imports, ostensibly in retaliation for unfair trade practices. After months of negotiations, a phase-one trade deal was agreed between the two governments in December 2019, but has since expired. While the Biden administration has reinstated exemptions for tariffs on a number of Chinese products, the dispute is ongoing. In addition, the U.S.-China relationship has deteriorated further, including the imposition by the United States of export controls, including on Huawei,

China's largest smartphone and telecom equipment maker, restrictions on all U.S. persons investing in certain companies identified as Non-SDN Chinese Military-Industrial Complex (CMIC) issuers, and increased auditing demands on U.S.-listed Chinese companies. The global economy, especially the equity markets, may suffer if tensions continue to escalate and no new trade deal is reached and/or tariffs escalate or spread to other industries.

In addition, the United States is undergoing escalating economic and diplomatic tensions with Russia, including over the invasion by Russia of Ukraine, incursions into other countries in recent years, alleged involvement in cyber related attacks and human rights violations. The United States and other countries have imposed significant economic sanctions, export controls, and other trade restrictions on Russia in several areas and additional sanctions and export control restrictions may be forthcoming. To the extent that additional sanctions are imposed on Russia, along with potential responsive actions by Russia, issuers having a financial interest in trade with Russia may experience a negative impact on their business.

Risk of Inflation. Many countries, including the United States, have seen increased levels of inflation in recent years, which is characterized by a sustained rise in price levels for goods and services. Inflation may pose a risk to investors because it can reduce the real value of investment portfolios as the purchasing power of money decreases. In addition, inflation and fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets. Governmental efforts to curb inflation often have negative effects on the level of economic activity. For instance, central banks, such as the U.S. Federal Reserve, may attempt to control inflation by strategically raising short-term interest rates, with increased borrowing costs often having a negative effect on public markets and issuers. ACM cannot predict to what extent inflationary pressures may affect the value of ACP's investments.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in ACP.

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## **ITEM 9: DISCIPLINARY INFORMATION**

Neither ACM, ACP nor any of their affiliates, employees, or partners have any legal or disciplinary events that would be material to a client's evaluation of ACM or requiring disclosure in this brochure.

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

### ***Broker-Dealer Registration***

ACM does not have a registration or an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

### ***Futures, Commodity Pool Operator, Commodity Trading Advisor***

ACM does not have a registration or an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### ***Related Person Arrangements***

Adage Capital Services LLC, a wholly owned subsidiary of ACM, provides research and advisory services to ACM through a sub-advisory agreement. In addition, Adage Capital Partners GP, L.L.C., a commonly controlled affiliate of ACM, acts as the general partner of ACP and in this role retains ACM to act as investment adviser to ACP. ACM does not believe that the relationships with the Relying Adviser and/or the General Partner create material conflicts of interest for clients of ACM.

### ***Arrangements With Other Investment Advisers***

ACM does not recommend or select other investment advisers for our client nor do we have other business relationships with other advisers that create a material conflict of interest.

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

### ***Code of Ethics***

ACM has adopted a Code of Ethics (the “Code of Ethics”) in accordance with Rule 204A-1 of the Investment Advisors Act of 1940 (the “Act”). A copy of the Code of Ethics is available to clients upon request without charge. The purpose of the Code of Ethics is to set forth certain key guidelines and standards of professional conduct that have been adopted by ACM as office policy and are applicable to all its officers, employees, and partners, as well as officers and employees of its advisory affiliates (the “Supervised Persons”). The Code of Ethics requires that all Supervised Persons act in accordance with their fiduciary duty to our client, and to conduct themselves in accordance with high ethical standards, which should be premised on the concepts of integrity, honesty

and trust, and in full compliance with all applicable federal and state laws and regulations concerning the securities industry. The Code of Ethics requires each Supervised Person to acknowledge in writing his or her receipt and understanding of the Code of Ethics upon joining ACM, and annually (or as amended) thereafter.

The following is a brief summary of certain provisions of the Code of Ethics:

**Confidential Information:** As an investment adviser, we have a fiduciary duty to our client not to divulge or misuse information obtained in connection with our services as an adviser. Therefore, all information, whether of a personal or business nature, that a Supervised Person or consultant obtains about a client's affairs in the course of employment or in connection with a consulting agreement with ACM should be treated as confidential and used only to provide services to or otherwise to the benefit of the client. Such information may sometimes include information about non-clients, and that information should likewise be held in confidence. Even the fact that ACM advises a particular client should ordinarily be treated as confidential.

**Material Inside Information:** Federal law, and ACM's Code of Ethics prohibits any employee from using material inside information, whether obtained in the course of working at ACM or otherwise, for his or her private gain, for ACM's gain or for a client's gain, and explicitly prohibits disclosing material inside information to another person ("tipping") who subsequently uses that information for his or her gain. The Code of Ethics sets forth an extensive list of subject information about which is likely to be material inside information.

**Fiduciary Duty and Conflicts of Interest:** ACM and its Supervised Persons have a fiduciary duty to its client to act for the benefit of the client, and not subordinate its client's interests to its own. As a fiduciary, ACM owes its client and its underlying investors a duty of care and a duty of loyalty; and an obligation to act for the client's benefit and not place their interests first when a conflict of interest between the client and the fiduciary arises. ACM has adopted policies to address common areas where conflicts of interest can arise, and to disclose, mitigate, and/or eliminate these identified conflicts of interest.

**Scalping or Front-Running:** ACM has adopted policies prohibiting scalping or front-running trades for its client.

### ***Participation or Interest in Client Transactions and Personal Trading***

**Personal Trading:** ACM's Code of Ethics also contains guidelines relating to personal trading by Supervised Persons. Supervised Persons must receive prior approval before

purchasing or selling securities for his or her own account (other than certain exempted securities that have blanket approval; which include for example, but are not limited to, U.S. government obligations, money market instruments, bank certificates of deposit, commercial paper, index options and index futures, certain mutual funds and exchange traded funds based on broad indices). Under most circumstances, Supervised Persons may not trade any securities that ACM may trade for ACP, or be party to a securities transaction with any client, or buy or sell a security for a client that an ACM Supervised Person may have a material financial interest in. In accordance with the Act and ACM's Code of Ethics, Supervised Persons are required to file quarterly trading reports, and initial and annual holding reports.

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## **ITEM 12: BROKERAGE PRACTICES**

### ***Selecting Brokerage Firms***

ACM uses various brokers and dealers to execute, settle and clear securities transactions for ACP. In selecting brokers to effect portfolio transactions, ACM considers such factors as best execution, the ability of the brokers and dealers to effect the transaction, the lending commitment or other capacity of the broker to assist ACP with liquidity, the brokers' facilities, reliability and financial responsibility, the provision of proprietary research and the provision or payment (or the rebate to ACP for payment) of the costs of research or other services provided by the applicable broker or provided by another broker and paid (or repaid) pursuant to a commission sharing or similar agreement. ACM need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Accordingly, if ACM determines in good faith that the commissions charged by a broker or the prices charged by a dealer are reasonable in relation to the value of the brokerage and products or services provided by such broker or dealer, ACP may pay commissions to such broker or prices to such dealer which are greater than those another firm might charge.

On a semi-annual basis, a committee of ACM's senior management, investment analysts, and traders complete a "Broker Poll." In the Broker Poll, all participants are given points to allocate to certain brokers (effectively ranking brokers with which we conduct business). After the Broker Poll is completed, the total points are tabulated and become a factor for brokerage allocation.

On behalf of ACP, ACM will utilize so-called "dark pools" and other private trading venues to execute trades of securities. In a dark pool, buyers and sellers do not reveal their identities and often reveal very little, if anything, about their order sizes, as opposed to a traditional exchange, where orders are transparent. There are a number of different types of non-displayed liquidity providers, including electronic communications networks ("ECNs"), broker-sponsored dark pools, crossing networks and broker-led consortium dark pools. Dark pools and other anonymous venues may



provide price improvement and the ability to protect trade orders from others in the market that would take advantage of information revealed during a trade. Dark pools and other private trading venues generally look to traditional exchanges to get their pricing information. However, if more and more trades are conducted through dark pools and other private trading venues, the prices used in dark pool trades might not be as reliable and up-to-date as they should be. Moreover, the use of dark pools means that firms cannot take advantage of changes in prices because the market cannot react immediately to transactions occurring in dark pools. Furthermore, different entities in a dark pool cannot see each other and therefore do not have a sense of what each other's strategies and motives are. In addition, the prices charged by dark pools may be higher than those charged by traditional exchanges. The prices charged by dark pools and independently operated crossing networks also may cover execution only and not investment research and other services and may also be used to fund contributions to commission-sharing arrangements.

### ***Research and Other Soft Dollar Benefits***

The use of commission or "soft" dollars to pay for research or other products or services will be within the safe harbor for soft dollars created by Section 28(e) of the Securities Exchange Act of 1934. Research and other products and services assist ACP in the portfolio decision making process. These services may include (but are not limited to): market, financial and economic studies and forecasts, as well as discussions with research personnel, consulting fees with respect to portfolio strategy and research, analytical software with respect to portfolios and securities (but not to the extent used for compliance related purposes or for stress-testing of portfolios), expenses of order management systems (to the extent eligible for the Section 28(e) safe harbor), data services, seminars providing substantive content with respect to issuers, industries and securities (but not travel, meals or hotels related thereto), research reports with respect to issuers, industries and securities and specialty periodicals such as trade magazines and technical journals (but not mass-marketed publications). Where a product or service obtained with commission dollars provides both research and non-research assistance to ACM, ACM will make a reasonable allocation of the cost which may be paid for with commission dollars. When "soft" dollars are used to provide research or other products or services, ACM receives a benefit because ACM does not have to pay for the product or service with its own funds. Additionally, "soft" dollars may create an incentive for ACM to select brokers based on ACM's desire to receive such products or services without paying for them itself, rather than to obtain best execution for ACM's client. "Soft" dollar arrangements may cause ACP to pay commissions higher than those charged by other brokers in return for such soft dollar benefits.

When a trade is executed with a broker who is providing soft dollars, ACP establishes a soft dollar credit with the executing broker. When the broker provides or pays for research or other products and services for the benefit of ACP (which may include

payment for research and other products and services provided by another broker under a commission sharing or similar agreement) the credit balance is reduced by the amount of the expenditure.

“Full Service” brokers provide ACM with proprietary research (access to internal industry analysts, research reports, visits from company management, invitations to industry conferences). There is no explicit price for this research, however, commission rates at Full Service brokers are higher than commission rates at brokers who provide no research. Additionally, the amount of research a Full Service broker is willing to provide to ACM will be dictated by commission amounts.

Soft dollar services benefit all clients equally because ACM manages only one account and ACP does not participate in client directed brokerage activity.

### ***Brokerage for Client Referrals***

ACM does not participate in brokerage for client referral programs and does not consider referrals in selecting a broker.

### ***Directed Brokerage***

ACM does not participate in directed brokerage programs.

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

### ***Oversight and Monitoring***

ACM manages only one account, ACP. All ACP’s limited partners share the same investment objective as it relates to this investment. ACM’s investment and operational professionals review ACP’s exposures, trading activity and performance on a daily basis.

### ***Regular Reports***

Morgan Stanley Fund Services USA, LLC serves as ACP’s fund administrator. The fund administrator issues monthly evaluation and risk reports for ACP. The reports reflect the gains and losses for ACP and provide a summary of each investor’s capital account activity during the period. In addition, the fund administrator provides each investor with a monthly risk report for ACP. ACM also delivers annually audited financial statements within 120 days of the fund’s fiscal year end, and quarterly newsletters to the limited partners of ACP. ACM will from time-to-time, in its sole discretion, provide additional information relating to ACP to one or more limited partners in the fund as deemed appropriate.



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

ACM does not have any arrangements under which it or a related person directly or indirectly compensates another person, including Supervised Persons of ACM, for client or investor referrals. ACM does not have any arrangements under which it receives any economic benefit from any non-client for providing advisory services to ACP.

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## **ITEM 15: CUSTODY**

ACM does not maintain physical possession of fund cash or securities; however, as a registered investment adviser who, directly or through an affiliate, acts as the general partner or managing member to a limited partnership or other comparable pooled investment vehicle is considered to have custody over client assets under the Investment Advisers Act of 1940. Client assets are held in custody by unaffiliated broker/dealers or banks that are deemed to be “qualified custodians”, as defined under Rule 206(4)-2.

To comply with Rule 206(4)-2 and to provide meaningful protection to investors, the fund is subject to an annual financial statement audit by an independent public accounting firm that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board.

Investors in ACP are urged by ACM to carefully review financial statements of ACP, in addition to all account statements that such investors receive from ACM and its affiliates and service providers.

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## **ITEM 16: INVESTMENT DISCRETION**

ACM has complete investment discretionary authority over the purchase and sale decisions for ACP and to manage the assets of the fund in a manner that is consistent with the objectives and strategies set forth in the fund’s offering documents. Investment recommendations and advice are provided by ACM directly to ACP, and not individually to the limited partners in the fund.

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

### ***Proxy Votes***

ACM recognizes its fiduciary duty to vote proxies on behalf of its client. ACM has adopted a written proxy voting policy and related procedures pursuant to Rule 206(4)-6

under the Investment Advisers Act, and which are intended to assure that client securities are voted in the best interests of the client, and which address material conflicts of interest that may arise between the investment adviser and its client.

It is the policy of ACM to vote proxies (or abstain from voting) in the best interests of ACP. Individual limited partners of ACP may not direct ACM to vote in particular solicitations. Clients may obtain copies of ACM's proxy voting policies and procedures, as well as a record of any proxies voted, upon request. Such requests should be submitted to [investorrelations@adagecapital.com](mailto:investorrelations@adagecapital.com). The following is a brief summary of ACM's proxy voting procedures:

- ACM has retained ISS Governance Services ("ISS") to assist in the proxy voting process. All proxy materials relating to reported votable shares are delivered to ISS from ACM's prime brokers. ACM utilizes the ISS platform to review and deliver any associated proxy materials with conflicting recommendations and/or specific analysts' requests.
- Proxy information and voting proposals are reviewed and a weekly proxy summary and log are disseminated by ACM's operations team firmwide.
- It is the responsibility of each portfolio analyst to evaluate proxy votes related to their holdings, in compliance with ACM's proxy voting procedures.
- ACM's default voting policy is to vote in accordance with ISS Benchmark Policy Recommendations.
- If ISS Benchmark Policy Recommendations are not available, ACM's shares will be voted "with management."
- Analysts may elect to vote differently than ISS or management. If this is the case, the analyst's vote will be submitted. This may be for the entire position, or a portion thereof.
- ACM may abstain from voting in situations where it deems it is in the best interest of its client, or it is not operationally feasible or unduly burdensome. For example, ACM may be unable to vote securities that have been lent by the custodian. Also, ACM may elect not to vote a security in situations where it deems the mechanics of doing so (particularly with respect to certain non-U.S. securities) to be onerous or burdensome on ACM and thus not in the best interests of the client.
- Proxy voting in certain countries involves "share blocking," which limits ACM's ability to sell the affected security during a blocking period that can last for several weeks. ACM believes that the potential consequences of being unable to sell a security usually outweigh the benefits of participating in a proxy vote, so ACM generally abstains from voting when share blocking is required.

- Any meetings described as Extraordinary, Special, Proxy Contest, or annual meetings with dissenting voting recommendations between ISS and management will be brought to the attention of the analyst with an inquiry whether the analyst would like to direct ACM's vote. In absence of prompt directions from the analyst, ACM will default to voting in accordance with ISS recommendations.
- The ISS proxy audit trail provides a history of actual votes and a description of any items where a vote was against management.
- Any potential conflicts of interests (including any situation where multiple portfolio analysts may wish to exercise voting rights over the same security where splitting is not available) are documented and reviewed by the Chief Compliance Officer.
- The Director of Operations manages ACM's relationship with ISS. The Director of Operations ensures that ISS votes all proxies in accordance with the ISS Benchmark Policy Recommendations, or where applicable, according to the client's specific instructions and ACM's general guidance, and retains all required documentation associated with proxy voting. ACM requires ISS to notify it if ISS experiences a material conflict of interest in the voting of the client's proxies.

In addition to the above, commencing with an initial filing not later than August 31, 2024 with respect to the period from July 1, 2023 to June 30, 2024 (and annually thereafter), ACM will file disclosures on Form N-PX relating to its proxy votes on certain "say-on-pay" in accordance with the requirements of amended Rule 14Ad-1 under the Securities Exchange Act of 1934.

### ***Class Actions***

ACM has adopted a written policy relating to its participation in any class actions relating to holdings of ACP. As a fiduciary, ACM always seeks to act in ACP's best interests with good faith, loyalty, and due care. ACM is authorized to direct client participation in class actions. The Director of Operations, with the assistance of its third party operational proxy voting service provider ISS Security Class Action Services ("ISS SCAS") will determine whether the client will (a) participate in a recovery achieved through a class action, or (b) opt out of the class action and separately pursue their own remedy. The Director of Operations, with the assistance of ISS SCAS oversees the completion of Proof of Claim forms and any associated documentation, the submission of such documents to the claim administrator, and the receipt of any recovered monies. Documentation associated with client's participation in class actions will be maintained by ACM and ISS SCAS, where applicable. If a settlement is received from a class action lawsuit, the income will generally be allocated pro rata based upon the current investors in the fund, at the time the income is realized.

The Chief Compliance Officer will evaluate any identified material conflicts and determine an appropriate course of action for ACM.

ACM generally does not serve as the lead plaintiff in class actions because the costs of such participation typically exceed any extra benefits that accrue to lead plaintiffs.

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## **ITEM 18: FINANCIAL INFORMATION**

ACM does not solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet for its most recent fiscal year. ACM is not aware of any financial condition reasonably likely to impair its ability to meet its contractual commitments to its client and has not been the subject of a bankruptcy petition at any time during the past ten years.

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## **ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.

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