

# BREVAN HOWARD

**BREVAN HOWARD US INVESTMENT MANAGEMENT, LP**

**DISCLOSURE DOCUMENT:  
FORM ADV PART 2A BROCHURE**

**March 28, 2024**

**Brevan Howard US Investment Management, LP**

1345 Avenue of the Americas

New York, NY 10105

Tel: +1.212.602.7800

E-mail: [eric.estrada@brevanhoward.com](mailto:eric.estrada@brevanhoward.com)

**This brochure provides information about the qualifications and business practices of Brevan Howard US Investment Management, LP. If you have any questions about the contents of this brochure, please contact us at +1.212.602.7800. 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.**

**Additional information about Brevan Howard US Investment Management, LP is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

The delivery of this Disclosure Document at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above. This Disclosure Document will supersede all other documents containing information about this advisory program.

Brevan Howard US Investment Management, LP is an investment adviser that is registered with the SEC. Registration with the SEC does not imply a certain level of skill or training.

## **Material Changes to Disclosure Document**

Our current Form ADV Part 2A, also known as the “brochure”, will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide our clients with either: (i) a copy of our Form ADV Part 2A that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV Part 2A. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest and disciplinary history.

## **Summary of Material Changes**

We would draw your attention to the following material change that has occurred since the last annual amendment of this brochure (dated March 28, 2024):

- Item 8 was updated to include additional risk factors related to BHUSIM’s investment strategies.

## Table of Contents

Item 4.	Advisory Business .....	4
Item 5.	Fees and Compensation .....	4
Item 6.	Performance-Based Fees and Side-By-Side Management .....	8
Item 7.	Types of Clients.....	8
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss .....	8
Item 9.	Disciplinary Information .....	18
Item 10.	Other Financial Industry Activities and Affiliations .....	18
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	19
Item 12.	Brokerage Practices .....	20
Item 13.	Review of Accounts .....	22
Item 14.	Client Referrals and Other Compensation .....	23
Item 15.	Custody .....	24
Item 16.	Investment Discretion .....	24
Item 17.	Voting Client Securities .....	24
Item 18.	Financial Information .....	24

**Item 4. Advisory Business**

(A) **Operational and Organizational Information.**

Brevan Howard US Investment Management, LP, (“BHUSIM” or the “Firm”), a Delaware limited partnership, is an investment adviser registered with the SEC and was founded on April 30, 2012. BHUSIM is principally owned by BHUS Holdings LLC, which is indirectly owned and controlled by Brevan Howard Capital Management LP (“BHCM”), a limited partnership located in Jersey, Channel Islands. BHCM is the principal manager of the Brevan Howard group of affiliated investment managers founded in 2002 (“Brevan Howard”), of which Alan Howard is the principal owner.

(B) **Types of Advisory Services Offered.**

BHUSIM provides investment management services on a discretionary basis for private pooled investment vehicles and separately managed accounts. BHUSIM manages assets across a number of diversified strategies, predominantly focusing on global fixed income and foreign exchange markets. BHUSIM trades a wide variety of products and instruments, including, among others, derivative instruments, interest rates, currencies, equities, commodities, debt securities, and digital assets to effect its Clients’ investment objectives.

(C) **Client Investment Guidelines and Parameters.**

BHUSIM tailors its investment management services to the investment objectives of its Clients. These objectives are described in the offering documentation for its pooled investment vehicle Clients. Clients may impose restrictions on investing in certain securities, instruments or strategies. Any such investment restrictions are agreed with each Client on a case-by-case basis.

(D) **Wrap Fee Programs.**

The Firm does not participate in wrap fee programs.

(E) **Assets Under Management.**

The Firm manages all Client assets on a discretionary basis. The value of Regulatory Assets Under Management of the Client assets managed by BHUSIM on a discretionary basis as at December 31, 2023 is \$ 17,811,950,748. BHUSIM does not manage any Client assets on a non-discretionary basis.

**Item 5. Fees and Compensation**

Fund Clients: As compensation for the investment management services which it provides to its Clients, BHUSIM will be paid fees by BHCM out of the fees that BHCM receives for acting as manager of each Client fund. Fees paid to BHUSIM for investment management services ensure that it is able to cover its operating costs and should the global Brevan Howard business be profitable, realize an annual profit calculated by reference to these global profits.

Fees paid by Clients to BHCM normally comprise monthly management fees and also performance fees which may be paid annually, semi-annually or at the end of the life of the investment. Where such fees are applicable, monthly management fees are between 0.5% to 2% per annum of the NAV of the assets of each Client fund and performance fees are between 10% and 30%, calculated as a percentage of any

positive returns achieved for each Client fund or each underlying trader book, depending on the Client fund. In respect of certain Client funds, BHCM receives an additional operational services fee of 0.5% of the total value of the NAV of the assets.

Investors in certain of the Client funds for which BHUSIM acts as investment manager may be subject to certain lock-in provisions and early redemption penalties, which enables Brevan Howard to invest effectively and manage liquidity requirements. Where a Client fund invests in any other Brevan Howard managed fund, the administrator will make an adjustment in the fee calculations to ensure that Client funds and their investors do not suffer two layers of fees. Further details of the fees payable by Clients of BHUSIM are set out in the offering memoranda for each Client fund.

### *Pass Through Expenses*

Certain Client funds (and therefore such Client funds' investors) will be responsible for Fixed Expenses, Variable Expenses and Other Expenses (each as defined below) (together, "Pass Through Expenses"). Specifically, the applicable master fund will reimburse BHCM for its portion of Pass Through Expenses. Each class and series of master fund shares held by a Client fund will bear its *pro rata* share of the relevant Pass Through Expenses.

Fixed expenses generally include the following: salaries of portfolio manager and portfolio management teams; fixed fees and/or advance drawings; employment-related costs, including bonuses, payroll and similar taxes, social security contributions, healthcare contributions, pension contributions, medical insurance premiums, costs of employing the portfolio management team and costs of certain minimum compensation guarantees ("Employment-Related Costs") with respect to such portfolio managers, portfolio management teams and the personnel of the manager, investment managers (excluding external investment managers) and affiliates thereof that exercise discretion in placing trades; advances on certain performance fees payable to an investment adviser by the relevant investment manager (such expenses, "Fixed Expenses"). Variable expenses generally include certain compensation and/or fees paid or payable to certain portfolio managers, investment managers and/or investment advisers (such expenses, "Variable Expenses").

Other Expenses generally include the following: where applicable, any portfolio manager, portfolio management team and support personnel recruitment sign on and retention fees, bonuses and expenses, including recruitment consultancy fees and buy-outs of previous employers' deferred compensation awards, including social security payments (if any); costs associated with the creation, production and printing of marketing materials relating to Client funds; legal fees and other costs associated with registering and protecting or verifying the registration or protection of intellectual property; fees for legal services and advice, tax services and advice and other professional services and advice; and the following costs and expenses (as reasonably determined by BHCM) in relation to the portfolio managers, portfolio management teams and support personnel as applicable to the relevant Client fund:

- hardware-related expenses, depreciation and amortization such as costs of purchasing or leasing equipment including servers, computers, co-located servers, monitors, mobile devices, other information technology hardware, other computer and communications equipment and installation, licensing, market information, maintenance, and consultation service charges in connection with such equipment;
- software-related expenses, depreciation and amortization such as costs of software and other technology licensing, installation, implementation, data management and recovery services and custom development;

- travel expenses such as normal business – related travel and other similar expenses;
- market data, including data services and feeds, used for any purpose including, without limitation, license fees and other expenses relating to the acquisition, collection and use of such data and any computer hardware and connectivity hardware incorporated into the cost of obtaining such data);
- overhead expenses in relation to premises utilized by certain portfolio managers, portfolio management teams and support personnel, such as rent, business rates, service charges, costs in respect of leasehold dilapidations and improvements, office repairs and maintenance (including cleaning), utilities, supplies, secretarial and other support services, office design, construction and moving expenses and charges for furniture and fixtures;
- professional development program expenses, professional body fees and professional training costs such as those relating to the training and development of certain portfolio managers, portfolio management teams and support personnel, including costs of conferences, external consultants and continuing education costs;
- relocation costs; and
- costs associated with subscription-based services, software, quotation, news services, fund related financial data services and other information and data providers that do not meet the definition of research contained within the Financial Conduct Authority of the United Kingdom handbook (such expenses, “Other Expenses”).

Allocation of Pass Through Expenses: BHCM generally will seek to allocate Pass Through Expenses fairly and equitably among the applicable share classes of the applicable master fund on a *pro rata* basis and in a manner that BHCM believes is reasonable and appropriate. To the extent Pass Through Expenses are incurred in respect of a certain master fund and one or more accounts, then BHCM will seek to allocate such Pass Through Expenses in accordance with its expense allocation policy in effect from time to time (and available to investors upon request). Allocations are generally based on factors and methodologies deemed appropriate by BHCM and its affiliates in their sole discretion. In circumstances where Pass Through Expenses are payable directly by an underlying fund in which a master fund invests, to the extent that such Pass Through Expenses would also be payable by such master fund, such Pass Through Expenses will be excluded from the relevant Pass Through Expenses payable by such master fund as reasonably determined by BHCM.

Please refer to the offering memoranda for each Client fund for further details regarding Pass Through Expenses and expense allocation methodologies.

Co-Investment Program: Investors who commit to a co-investment program will pay BHCM a fee in respect of Program Expenses (as defined below) that is calculated based on such investors’ respective capital commitment amounts, in addition to a performance fee. “Program Expenses” generally include the following: salary, fixed fees, bonuses and/or advance drawings (as applicable) and any employment-related costs in respect of support personnel, including payroll and similar taxes, social security contributions, healthcare contributions, pension contributions, medical insurance premiums and costs of any minimum compensation guarantees; broken deal costs, costs of external tax services and advice and travel expenditure for research for a co-investment opportunity; the relevant proportion (calculated in accordance with BHCM’s expense allocation policy) of other expenses of the applicable co-investment program; and the total costs and expenses of establishing Brevan Howard Special Opportunities Master SPC as well as the costs and expenses of updating the certain fund documents.

There are no management expenses associated with the co-investment program. BHCM and/or its affiliates will generally allocate Program Expenses on a *pro rata* basis among each relevant segregated portfolio based on value of the capital commitments to each relevant segregated portfolio. To the extent Program Expenses are incurred by BHCM and/or its affiliates in respect of a Client fund and one or more accounts, BHCM and/or its affiliates will seek to allocate such Program Expenses between accounts in accordance with BHCM's expense allocation policy, which is available to investors upon request. Allocations will be based on factors and methodologies deemed appropriate by BHCM and its affiliates, in their sole discretion.

Please refer to the prospectus of the co-investment program for further details.

Management, performance and other fees are generally deducted directly from Clients' assets, management fees at the end of each month and performance and other fees at the end of every half-year, every year or at the end of the life of the investment depending on the Client fund. Fees are calculated and deducted by the independent administrator of each Client fund and then paid to BHCM. Fees for separately managed accounts are calculated by the Administrator and paid quarterly.

The fees and expenses described above and in Item 6 below are the only fees payable by Client funds to Brevan Howard entities, including BHUSIM. However, BHUSIM's Fund Clients may incur various other expenses in connection with BHUSIM's investment management services. Securities or assets acquired for Clients are normally purchased through brokers on securities exchanges or directly from the issuer or from an underwriter or market maker for the securities or assets. Fees or expenses incurred in connection with such transactions may include, but are not limited to, transaction costs, commissions, brokerage commissions, clearing and settlement charges, borrowing charges on securities sold short, interest on borrowings, including borrowings from brokers and custodians, any issue, transfer or other taxes or fees in connection with transactions, any foreign withholding taxes, legal and/or rating agency fees incurred for specific transactions, exchange transaction and membership fees and charges and custodial services and will be paid out of the assets of the Client fund. Brokerage services are conducted on an arm's-length basis. Client funds may also incur expenses associated with certain regulatory filings made by BHUSIM, or other Brevan Howard entities.

Other fees and expenses incurred by Client funds and their investors that may not be directly related to BHUSIM's services include, but are not limited to, the following: (a) fund administration fees, (b) custody and bank fees charged on the balances held by Clients, (c) charges and expenses of auditors, legal and other professional advisers to Client funds, (d) costs associated with regulatory filings relating to Client funds, (e) investor communication expenses, (f) costs of insurances taken out by Clients or for the benefit of their directors, (g) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business, (h) listing costs (i) directors' fees and expenses and (j) other organizational and operating expenses. The independent administrator, as part of its contract with Client funds to calculate their NAV, is responsible for ensuring that all expenses charged to the funds are valid fund expenses.

**Separately Managed Accounts:** As compensation for the investment management services which it provides to its separately managed accounts, the clients will pay BHUSIM a negotiated management fee plus an incentive fee based on performance which is detailed in each client's investment management agreement.

**All Clients:** All fees or expenses in connection with the use of brokerage services are separate and distinct from the management and performance fees received by BHCM.

Clients should carefully review Item 12: Brokerage Practices which discusses conflicts of interest related to brokerage practices and provides additional information on brokerage transactions and costs.

**Fees Paid in Advance.**

BHUSIM does not require or permit Clients to pay any fees in advance.

**Compensation For the Sale of Securities or Other Investment Products.**

Neither the Firm nor any of its principals or employees receives any transaction-based compensation for the sale of securities or other investment products.

**Item 6. Performance-Based Fees and Side-By-Side Management**

BHUSIM may have differing compensation arrangements with respect to its Clients which might create potential for conflicts of interest between Clients because of these varying fee arrangements. Specifically, BHUSIM may have a potential incentive to favor a Client for which it may receive more compensation than another.

As a fiduciary, BHUSIM focuses on acting in the best interests of *each* of its Clients. BHUSIM has adopted policies and procedures designed to identify and mitigate any conflicts of interest. Specifically, BHUSIM will address any potential future conflicts of interest relating to varying fee arrangements by adhering to its trade allocation policy which sets forth objective factors for determining how to allocate investment opportunities among Clients. For a description of BHUSIM's trade allocation policy, please see Item 12: Brokerage Practices.

**Item 7. Types of Clients**

BHUSIM primarily provides investment management services to private funds which are pooled investment vehicles. BHUSIM also provides advisory services to a separately managed account.

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

BHUSIM primarily employs a combination of global macro and relative value trading strategies predominately in the fixed income and FX markets. BHUSIM believes that extracting economic value is fundamentally a function of effective risk management.

Global macro trading seeks to take advantage of changes in global economies and has a natural focus on monetary policy formation, macro-economic changes, policy changes and changes to regulatory conditions as well as capital flows.

Relative value strategies seek to identify related sets of securities and derivatives, which differently price and discount a given set of expectations with respect to the global economy (e.g., yield curve trades, cross-currency spread positions, currency vs. fixed income positions, equity vs. bond positions). Understanding of the structural inefficiencies of capital markets, and the relative value mispricing they can create, can be used to construct trades that express directional and non-directional views with asymmetrical risk/reward characteristics.

BHUSIM's digital asset strategies seek to achieve growth and income through investments in a diversified portfolio of digital and digital-related assets. These include,

but are not limited to, cryptocurrencies, cryptocurrency derivatives, decentralized application and protocol tokens. The strategies also involve venture capital investments in early-stage companies that are active in the digital assets market including, but not limited to businesses focused on blockchain technology, cryptocurrencies and other cryptographic tokens.

BHUSIM also employs quantitative investment analysis using proprietary models to generate trade ideas and execute them algorithmically. These strategies include but are not limited to relative value, directional, and arbitrage. The strategies may invest in a broad range of asset classes, including but not limited to interest rates, foreign exchange, equities and commodities.

Despite BHUSIM's investment analysis and risk management approach, investing in any securities involves a risk of loss that any of BHUSIM's Clients or any of the investors in BHUSIM's Clients must be prepared to bear. BHUSIM does not offer its Clients a guaranteed level of risk or return or any guarantee that the original capital value of any investment will be maintained.

There can be no assurance that BHUSIM's investment activities will be successful or that Clients will not suffer losses. This section sets out some further detail regarding the significant investment strategies or products that BHUSIM may utilize in advising its Clients, as well as some of the risks that may be associated with such strategies or products. The following explanation of certain risks is not intended to be exhaustive, but highlights some of the more significant risks involved in BHUSIM's investment strategies:

*Market Risk:* The success of BHUSIM's investment strategies depends, in large part, on correctly evaluating future price movements and/or cash flows of potential investments. BHUSIM cannot guarantee that it will be able to accurately predict these price movements or cash flows and that its investment programs will be successful. Investments in securities and other financial instruments involve a degree of risk that the entire investment may be lost.

The following paragraphs set out more specific details on subsets within the Market Risk umbrella.

*Interest Rate and Exchange Rate Risk:* BHUSIM may invest its Clients' assets in financial instruments whose value may be adversely affected by changes in interest rates or foreign exchange rates.

*Credit Risk:* BHUSIM may invest its Clients' assets in securities which are exposed to the risk that the borrower will be unable to meet its repayment obligations. The credit rating and risks associated with such securities can change over time and therefore affect the performance of such investments.

*Hedging Transactions:* BHUSIM often engages in hedging transactions on its Clients' behalf. Employing hedging techniques is intended to reduce a portfolio's vulnerability to various risks. Hedging entails determining certain risks in one's portfolio and making trades to offset those risks. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the value of portfolio positions or prevent losses if the value of such positions decline, but rather it establishes other positions designed to gain from those same developments, moderating the decline in the portfolio positions' value. On the other hand, hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase.

The success of a Client's hedging strategy is subject to BHUSIM's ability to assess correctly the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. There is a risk that BHUSIM may not always choose the right variable to hedge against. Also, it is important to note that BHUSIM may not always choose to hedge against, or might not anticipate, certain risks, and its Clients' portfolios will always be exposed to certain risks that cannot be hedged.

Many other investment strategies BHUSIM employs can be used as hedging techniques, such as those employing options, futures contracts, forward contracts, swaps, currency transactions and short selling.

*Counterparty Risk:* BHUSIM's Clients may suffer losses if a counterparty to a financial instrument defaults and fails to meet its payment obligations to the Client. In most circumstances, BHUSIM relies on two way margining methods to reduce counterparty risk to market movements of a few days, rather than the full face value of instruments, as such our counterparty risk is akin to margining risk.

*Margin Transactions and Leverage:* To increase buying power, BHUSIM engages in certain margin transactions on behalf of its Clients. Trading on margin is a form of leverage. Securities purchased on margin serve as collateral for the broker's loan. Trading on margin is risky because it not only can increase gains, but also can amplify losses to the point where a Client may lose more than its initial investment. BHUSIM may employ short-term margin borrowing, which can be especially risky. For example, should the collateralized securities decline in value, a Client could be subject to a "margin call," under which it must either deposit additional funds or securities with the broker or sell the pledged securities to compensate for the decline in value. If the value of a Client's assets suddenly drops, BHUSIM might not be able to liquidate the Client's assets quickly enough to satisfy its margin requirements.

*Liquidity Risk:* BHUSIM invests in assets which are normally easy to buy and sell and, under normal market conditions, may be sold at their fair market value. However, in certain extreme situations (e.g., periods of market turbulence) the tradability of the assets may be adversely affected so that it may be difficult to buy or sell assets in a timely fashion or it may only be possible to sell the assets at a loss, thereby reducing the value of Clients' investments. In addition, daily limits on price fluctuations and speculative position limits on exchanges may prevent prompt liquidation of Clients' positions resulting in potentially greater losses.

*Short Selling and Repurchase Agreements ("Repo"):* Short selling of securities and repos occurs when BHUSIM borrows securities and sells them, promising to buy them at a later date to return to the lender. If the price drops, BHUSIM can buy the securities at the lower price and make a profit on the difference. If the price of the securities rises, BHUSIM has to buy them back at the higher price, and the investment loses money. Buying the securities can itself cause the price of the securities to rise further which would exacerbate the potential for loss. In the case of repos, given the larger volume and use for funding, transactions and the reliability of conducting such are at risk of the regulatory environment for banks and their ability to extend balance sheet, as well as the financing liquidity conditions in the market generally.

*Legal and Regulatory Change:* Market disruptions over recent years and the increase in capital being allocated to hedge funds and other alternative investment vehicles have led to increased scrutiny and regulation over the hedge fund and asset management industry and the products and markets that they trade. In addition, the laws and regulations affecting business continue to evolve unpredictably. Laws and regulations applicable to BHUSIM's Clients, especially those involving taxation,

investment and trade, can change quickly and unpredictably in a manner adverse to Clients' interests.

Digital assets currently face an uncertain regulatory landscape in the United States and many foreign jurisdictions. In the United States, digital assets are not subject to federal regulatory oversight but may be regulated by one or more state regulatory bodies. In addition, many digital asset derivatives are regulated by the Commodity Futures Trading Commission ("CFTC"), and the SEC has cautioned that many initial coin offerings are likely to fall within the definition of a security and subject to U.S. securities laws. One or more jurisdictions may, in the future, adopt laws, regulations or directives that affect digital asset networks and their users. Such laws, regulations or directives may impact the price of digital assets and their acceptance by users, merchants and service providers.

*Country Risks, especially Emerging Markets Risk:* BHUSIM may invest its Clients' assets in securities, instruments or foreign exchange linked to certain emerging markets or less developed countries. Such markets or countries may face more political, economic or structural challenges than developed countries. This may mean that the value of Clients' investments in such markets or countries is at greater risk of suffering loss and therefore the value of Clients' investments is at greater risk.

In addition, there may be less information available regarding global securities because companies and governments in other countries may have different standards of accounting, auditing and financial reporting compared to those of the U.S. There also might be a greater risk of political, social or economic instability and the possibility that withholding or other taxes may be imposed on Clients' income. BHUSIM also may have less familiarity with legal systems in other countries.

*Model and Data Risk:* BHUSIM may use in-house quantitative models and information and data supplied by third parties ("Models and Data") to assist it to make investment decisions, provide risk management insights and hedge Clients' investments. No assurance can be given that the models used will achieve their intended results.

When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose Clients to potential risks. For example, by relying on incorrect or incomplete Models and Data, BHUSIM may be induced to: (i) over allocate capital to a particular asset class; (ii) buy certain investments at prices that are too high; (iii) sell certain other investments at prices that are too low; or (iv) miss favourable opportunities altogether.

Some of the models used by BHUSIM for Client accounts are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for Client accounts. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, they depend heavily on the accuracy and reliability of the supplied historical data. If incorrect market data is entered into even a well-founded model, the resulting information will be incorrect.

Brevan Howard commits substantial resources to the updating and maintenance of its existing models as well as to the ongoing development of new models. The successful operation of the models on which BHUSIM's investment strategy may be based depends upon the information technology systems used by BHUSIM and its ability to ensure those systems remain operational and that appropriate disaster recovery

procedures are in place. There can be no assurance that BHUSIM will be successful in maintaining effective models under all or any market conditions.

The following paragraphs set out additional information with respect to certain risks that may be associated with the products or instruments that BHUSIM may trade on behalf of its Clients.

*Currencies:* BHUSIM may, on behalf of its Clients, enter into transactions to purchase or sell one or more currencies to hedge a currency exposure created by other investment activities. Because currency control is of great importance to the issuing governments and influences economic planning and policy, purchases and sales of currency and related instruments can be negatively affected by government exchange controls, blockages, and manipulations or exchange restrictions imposed by governments. These can result in losses to BHUSIM's Clients.

*Crypto Currencies:* Cryptocurrencies are not legal tender in the United States. The level of the intrinsic values of digital assets may be subject to a broad spectrum of opinions. The price of many digital assets is based on the agreement of the parties to a transaction. There are specific risks associated with the unique features of digital assets which need to be understood. The price of a digital asset is based on the perceived value of the digital asset and can be subject to changes in sentiment, which may make these products highly volatile. Certain digital assets, such as some crypto currencies have experienced daily price volatility of more than 20%. Digital assets may also be subject to momentum pricing due to speculation regarding future appreciation in value, leading to greater volatility. Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for future appreciation in value, if any. It is possible that momentum pricing of digital assets has resulted, and may continue to result, in speculation regarding future appreciation in the value of digital assets, making digital asset prices more volatile. As a result, digital assets may be more likely to fluctuate in value due to changing investor confidence, which could impact future appreciation or depreciation in digital asset prices. Prospective investors should be aware of the potentially extreme price volatility of some digital assets and the possibility of rapid and substantial price movements, which could potentially result in significant losses.

*Bond and Debt Securities:* BHUSIM may buy bonds, which are assets. All debt instruments may be exposed to all of the main risks outlined above in particular credit risk and interest rate risk. Debt securities may be subject to the risk of the issuer's inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, general market liquidity, new supply by the same issuer and other economic factors, amongst other issues. When interest rates rise, the value of corporate debt securities can be expected to decline. Fixed-rate transferable debt securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. Certain sovereign securities are also sensitive to the financial condition of the economy and financial markets as these instruments play heavily in funding financial transactions industry wide, introducing new supply and demand risks to these instruments' valuations.

*Digital Assets:* BHUSIM may buy crypto currencies as well as invest in start-up blockchain companies. Crypto assets have their own unique risks separate from traditional assets. These include but are not limited to:

*Digital Asset Exchanges, Intermediaries and Custodians:* Digital asset exchanges, as well as other intermediaries, custodians and vendors used to facilitate digital assets

transactions, are relatively new and largely unregulated in both the United States and many foreign jurisdictions. Crypto currency exchanges generally purchase crypto currencies for their own account on the public ledger and allocate positions to customers through internal bookkeeping entries while maintaining exclusive control of the private keys. Under this structure, crypto currency exchanges collect large amounts of customer funds for the purpose of buying and holding virtual currencies on behalf of their customers. The opaque underlying spot market and lack of regulatory oversight potentially creates a risk that a crypto currency exchange may not hold sufficient crypto currencies and funds to satisfy its obligations and that such deficiency may not be easily identified or discovered. Many digital asset exchanges have experienced significant outages, downtime and transaction processing delays and may have a higher level of operational risk than regulated futures or securities exchanges. Significant volatility and unexpected price movements, as well as congestion on underlying digital asset networks, has resulted in extreme stress on digital asset exchanges and their infrastructure, which has in turn resulted in trading halts and the suspension of services.

Digital asset exchanges are appealing targets for cybercrime, hackers, and malware and have been shut down or experienced losses of assets placed on the exchange as a result of cybercrime, and any such event is likely to result in the complete loss of assets placed on such an exchange. Any governmental or regulatory action against such an exchange may cause assets on such exchange to become frozen for a substantial period of time or forfeited and could result in material opportunity costs or even in the total loss of such assets. In addition, banks may refuse to process or support wire transfers to or from exchanges.

There are a limited number of digital asset exchanges in operation, and many operate in jurisdictions outside of the United States. Trading on digital asset exchanges outside of the United States may involve certain risks not applicable to trading on digital asset exchanges that operate in the United States. Non-U.S. markets may be subject to instability, temporary closures due to fraud, business failure, local capital requirements or government-mandated regulations. Digital asset exchanges located outside the United States may not be subject to regulatory, investigative, or prosecutorial authority through which an action or complaint regarding missing or stolen digital assets may be brought. Additionally, due to lack of globally consistent treatment and regulation of digital assets, certain exchanges located outside the United States may not be currently available to or may in the future become unavailable to certain persons or entities based on their country of domicile, including the United States. To the extent an exchange representing a substantial portion of liquidity for certain digital assets or related instruments becomes unavailable to a Client, it may become difficult, or impossible, for such Client to deploy one or more strategies that it otherwise would have deployed, and, as a result, the performance of Client accounts may be adversely affected. Additionally, to the extent that the digital asset exchanges representing a substantial portion of the trading volume in a particular digital asset are involved in fraud or experience security failures or other operational issues, such exchanges' failures may result in loss or less favorable prices of the digital asset and may adversely affect the performance of Client accounts.

Many digital assets allow market participants to offer miners (i.e., parties that process transactions and record them on a blockchain or distributed ledger) a fee. A fee is generally necessary to ensure that a transaction is promptly recorded on a blockchain or distributed ledger. The amounts of these fees are subject to market forces and it is possible that the fees could increase substantially during a period of stress. In addition, digital asset exchanges, wallet providers and other custodians may charge high fees relative to custodians in many other financial markets.

The networks underlying several digital assets operate based on an open-source protocol maintained by a group of uncompensated volunteer developers. Consequently, there may be a lack of financial incentive for developers to maintain or develop the network, and the developers may lack the resources to adequately address emerging issues with the relevant digital asset protocol. There can be no assurance that the core developers of a digital asset network will continue to be involved in the network, or that new volunteer developers will emerge to replace them. To the extent that material issues arise with a digital asset protocol and the developers are unable or unwilling to address the issues adequately or in a timely manner, the digital asset may diminish in value or become worthless. In addition, several digital assets rely on decentralized participants to operate the digital asset network through verifying transactions in digital assets on an ongoing basis. The failure of decentralized participants to continue to maintain a network by verifying digital asset transactions may result in the relevant digital asset losing value or becoming worthless. The occurrence of any failures or malfunctions above could lead to substantial losses for a Client account.

*Digital Asset Custodian and Exchange Insolvency Risk:* A Client account may utilize the services of a digital asset custodian to hold a Client account's digital assets and to place trades of digital assets. Typically, a digital asset custodian will assign depositors with a corresponding share of a centralized 'pool' of digital assets and will record users' holdings using internal ledgers. The digital asset custodian retains control over the private keys to utilise these digital assets, and therefore retains control and potentially legal ownership over such digital assets. Consequently, in the event of the insolvency of the digital asset custodian, the Client account's claims over digital assets held by the digital asset custodian may only be equivalent to that of a general, unsecured creditor. This could lead to significant losses for the Client account where the Client account is unable to recover from an insolvent digital asset custodian.

Centralized digital asset exchanges will typically also incorporate a custody component, particularly to facilitate fiat-to-digital asset transactions. As such, risk of failing to recover Client account assets following insolvency is also applicable to these service providers and could affect the Client account where such exchanges are utilized.

As centralized digital asset custodians and exchanges retain control over users' digital asset deposits, while not permitted contractually, it is possible that such custodians and exchanges may rehypothecate assets to high-risk purposes that may not be in line with the Client account's investment policy without the Client account's knowledge or approval. Moreover, the lack of regulatory standards applicable to such digital asset service providers means that such transactions may be entered into without the conduct of appropriate levels of diligence. This may expose such digital asset service providers to higher-than-expected levels of insolvency risk, which exposes the Client account to the risk of loss of assets when transacting with digital assets custodians and exchanges. In addition, absence of applicable regulation also means that a suitable risk management or 'winding-down plan' may not be in place to facilitate such an insolvency or to minimize downside exposure or losses. As such, custodian or exchange insolvency could cause significant damage to the holdings of the Client account. Further, in a digital asset custodian or exchange insolvency proceeding, withdrawals or transfers of assets out of the insolvent digital asset custodian or exchange within the applicable periods under the insolvency laws may, subject to potential defences, be subject to being avoided and "clawed" back (i.e., the recipient may be required to turn over the withdrawn assets) and may instead receive a claim for such assets against the insolvent digital asset custodian or exchange which may receive a distribution from such insolvent entity pursuant to the applicable priorities which would may be pro rata with all general unsecured creditors.

*Technology:* The relatively new and rapidly evolving technology underlying digital assets introduces unique risks. For example, a unique private key is required to access, use or transfer a crypto currency on a blockchain or distributed ledger. The loss, theft or destruction of a private key may result in an irreversible loss, including a loss of the digital asset itself. The ability to participate in forks (a change in the blockchain's protocol that the software uses to decide whether a transaction is valid or not) could also have implications for investors. For example, a market participant holding a crypto currency position through a crypto currency exchange may be adversely impacted if the exchange does not allow its customers to participate in a fork that creates a new product.

*Equity Securities:* BHUSIM may buy equity securities, seeking to profit from both security selection and thematic sector or market timing decisions. The value of these investments will generally vary with their issuer's performance and movements in the equity markets. Consequently, BHUSIM's Clients may suffer losses if it purchases equity instruments of issuers whose performance diverges from its expectations or if equity markets generally move in a downward direction and it has not hedged against this type of move (see above for an explanation of risks associated with hedging) or corporate actions are taken that directly or indirectly adversely affect the valuation of the equity securities.

*Derivatives:* BHUSIM may invest its Clients' assets in both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps, options and contracts for differences, as part of its investment approach. These instruments can be highly volatile, incorporate leverage, and expose investors to a high risk of loss. Trading in derivatives often involves trading on margin and using leverage which carries certain risks which are described in more detail below. The pricing relationships between derivatives and the instruments underlying such derivatives may not correlate with historical patterns, potentially resulting in unexpected losses. Further, when used for hedging purposes, there may be an imperfect correlation between these instruments and the investments or market sectors being hedged. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. The derivatives markets are frequently characterised by limited liquidity, which may make it difficult, as well as costly, to close out an open position to realise gain or to limit loss. It may not be possible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk. Examples of the derivatives more widely traded on behalf of BHUSIM's Clients are set out below and are not intended to be an exhaustive list of all derivatives that may be traded on behalf of BHUSIM's Clients.

*Interest Rate and Inflation Swaps:* BHUSIM may invest its Clients' assets in interest rate and inflation swaps. An interest rate swap is a contract between two parties under which parties exchange interest rates on a principal amount. Investing in interest rate swaps carries the risk that interest rates will go in an unanticipated direction, which could result in losses to BHUSIM's Clients. Recent regulatory changes have required certain standardized interest rate swaps to be cleared through a central clearing house. For over-the-counter interest rate swaps that are not centrally cleared, the risk also exists that the other party will default and be unable to complete the contract, which could also result in losses to BHUSIM's Clients.

*Credit Default Swaps:* BHUSIM may invest in credit default swaps to implement its Clients' investment strategies. Although recent regulatory changes have required certain standardized credit default index swaps to be centrally cleared, certain other credit default swaps remain traded on a bilateral, over-the-counter basis. The possibility exists that the counterparty may not have the financial strength to abide by

the contract's provisions, which, for credit default swaps that are not cleared through a central clearing house, would expose Client's to the risk of losses due to a counterparty default. The leverage involved in many credit default swap transactions, and the possibility that a widespread downturn in the market could cause massive defaults and challenge the ability of risk-buyers to pay their obligations, both add to the uncertainty of an investment in these instruments.

*Futures:* A future, also known as a futures contract, is a contractual agreement to buy or sell a particular commodity or financial instrument at a pre-determined price on a pre-determined date in the future. At times, futures may be illiquid investments because certain commodity exchanges limit fluctuations in particular futures contract prices during a single day. Once the price of a futures contract has increased or decreased by an amount equal to the daily limit, that contract cannot be traded unless traders are willing to trade it within that limit. This could prevent BHUSIM from promptly selling unfavorable contracts and thus would subject its Clients to substantial losses. There is also the risk that an exchange or the CFTC may suspend trading, order immediate liquidation or settlement in a particular contract. This could also prevent BHUSIM from promptly selling unfavorable contracts.

*Forwards:* A forward, or a forward contract, is a contract between two parties to buy or sell an asset at a specified future date at a price agreed upon at the time the contract is made. It is very similar to a futures contract, except forward contracts are negotiated privately and are not traded on an exchange, and thus, are not subject to limitations on daily price moves. On the other hand, this means that there is not a big secondary market for certain forwards, which means they may be difficult to sell should they become unfavorable for BHUSIM's Clients. They also expose Clients to the risk that the counterparty to the Forward may not perform on its obligations, creating the potential for loss.

*Options:* There are certain risks associated with the sale and purchase of options. BHUSIM may, on behalf of its Clients, invest in call and/or put options. A buyer of either type of option assumes the risk of losing its entire investment in the option. A buyer of a call option risks losing its investment if the underlying security never reaches the designated price within the set time period. A buyer of a put option risks losing its investment if the underlying security does not decline enough to reach the designated price within the set time period. BHUSIM may trade options over-the-counter, instead of on an exchange. The risk of non-performance by opposing parties on over-the-counter options is typically greater than the risk of non-performance on exchange-traded options. Also, options not traded on exchanges are not subject to the same level of government regulation as are exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with over-the-counter transactions.

Not only may BHUSIM buy and sell traditional equity stock options on behalf of its Clients, but it may buy and sell options on any of the instruments that are discussed in this section.

*Securitized Products:* BHUSIM may also invest, on behalf of its Clients, in securitized products or derivatives thereof such as Residential Mortgage-Backed Securities ("RMBS"), Asset Backed Securities ("ABS"), Commercial Mortgage Backed Securities ("CMBS") and Collateralized Loan Obligations ("CLO"). Investing in securitized products carries unique risks, including credit risks, market risks, interest rate risks, tranche or subordination risks, structural risks, a wide range of regulatory risks, higher liquidity risk, legal risks and timing risks that mean market risks are not always capable of being hedged.

*Pass Through Expenses:* Expense pass through arrangements may not provide an adequate incentive for investment managers to reduce, manage or limit its expenses (including but not limited to certain compensation expenses). This could result in investors indirectly paying a greater amount in expenses than would be the case if all or some of such expenses were not passed through to investors but rather were covered by a “fixed” fee with respect to the services provided. There is no limitation on the amount of pass through expenses that may be charged to a Client fund. Pass through expenses are generally not subject to approval by investors or independent third parties.

BHUSIM encourages its Clients to consider all of the risk factors it has explained, as any investment can be risky and Clients must be prepared to assume any potential loss. Further details of the risks associated with the investment strategies pursued by BHUSIM on behalf of its Clients are set out in the offering memoranda for such Client funds.

*Business Continuity and Disaster Recovery:* BHUSIM and its Clients business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster (e.g., tornadoes, floods, hurricanes and earthquakes), pandemics, terrorist attacks or other circumstances resulting in property damage, network interruption and / or prolonged power outages. Although BHUSIM has implemented various measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. If such business operations are disrupted or suspended for extended periods of time, BHUSIM’s Clients may be adversely affected.

*Cyber Security:* BHUSIM and its Client’s information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, other security breaches and / or usage errors by their respective professionals. Although BHUSIM has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, BHUSIM may have to make a significant investment to fix or replace them. The failure of these systems for any reason could cause significant interruptions in BHUSIM’s operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm BHUSIM’s and its Clients reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

The cybersecurity risks of crypto currencies and related “wallets” or spot exchanges include hacking vulnerabilities and a risk that publicly distributed ledgers may not be immutable. A cybersecurity event could potentially result in a substantial, immediate and irreversible loss for market participants that trade digital assets. Even a minor cybersecurity event in a digital asset is likely to result in downward price pressure on that product and potentially other digital assets.

*Effects of Health Crises.* Outbreaks of health epidemics and contagious diseases, including avian influenza, severe acute respiratory syndrome or SARS, swine flu caused by H1N1 virus, or H1N1 Flu, and the novel coronavirus disease that emerged in late December 2019 (COVID-19), on a regional or global scale may affect investment sentiment and result in volatility in global financial markets. In addition, any such outbreaks may result in restrictions on travel and public transport and prolonged closures of workplaces which may have a material adverse effect on the regional or national economies which have imposed such restrictions and which, in turn, may have

a wider impact on the global economy. Accordingly, a significant outbreak of a health epidemic or contagious disease could result in a widespread health crisis and restrict the level of business activity in affected areas, which may in turn give rise to significant costs to Clients and adversely affect the Client's financial results.

**Item 9. Disciplinary Information**

There are no legal or disciplinary events which BHUSIM believes are material to any Client's or prospective Client's evaluation of BHUSIM's advisory business or the integrity of its management.

**Item 10. Other Financial Industry Activities and Affiliations**

- (A) Save as described in the following sentence, neither BHUSIM, nor any of its directors, officers, or principals is registered as a broker-dealer or a representative of a broker-dealer or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer. Certain employees of BHUSIM are registered representatives of Brevan Howard US LLC and provide compliance services. Other BHUSIM employees provide human resources, IT, and legal support under an intra-group services agreement.

Brevan Howard US LLC is a Capital Acquisition Broker ("CAB"), a limited purpose broker-dealer which acts as non-exclusive placement agent with respect to the sale of interests in Brevan Howard managed funds on a private placement basis.

- (B) No Client transactions are executed through Brevan Howard US LLC.  
Save as described below, neither BHUSIM nor any of its directors, officers, or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of such. BHCM, an affiliate of BHUSIM, is registered as a commodity pool operator with the CFTC and the National Futures Association ("NFA").

- (C) BHUSIM, as a subsidiary of BHCM, is affiliated with other investment manager subsidiaries of BHCM, including Brevan Howard (Hong Kong) Limited, Brevan Howard Asset Management LLP, Brevan Howard Investment Products Limited, Brevan Howard Private Limited and Brevan Howard (Tel Aviv) Ltd. These entities are exempt from registration with the SEC but file reports on Form ADV as Exempt Reporting Advisers.

BHUSIM provides investment management services to Clients subject to risk oversight by BHCM or one of its affiliates. Brevan Howard Investment Products Limited currently provides risk oversight for all of BHUSIM's Clients.

BHUSIM is part of the same corporate group as Brevan Howard General Partner Limited; the general partner of various BHCM managed onshore feeder funds.

Certain principals of BHCM and its affiliates currently own interests in various service providers in the investment fund industries and may in the future acquire interests in other such service providers. BHCM has engaged and expects to engage affiliated service providers to serve as, and receive compensation from Clients for serving as service providers to Clients. The principals of BHCM and its affiliates will benefit from the selection of affiliated service provider to perform services for Client. Therefore, BHCM and its affiliates will be subject to conflicts of interest when engaging affiliated service providers on behalf Clients.

- (D) BHCM will recommend or select other investment advisers for certain Clients. There may be a conflict of interest for BHCM when determining which investment advisers to select for investment management services for Clients. Certain principals of BHCM and its affiliates own interests in other affiliated and unaffiliated investment managers. This may incentivize BHCM to allocate capital to (or to recommend or select) those managers in which the principals have an ownership interest. BHCM and its affiliates have policies and procedures to mitigate these potential conflicts of interest, including a global conflicts committee established to review identified conflicts and assess mitigation and related procedures.

**Item 11.  
Trading**

**Code of Ethics, Participation or Interest in Client Transactions and Personal**

Code of Ethics. BHUSIM has adopted a Code of Ethics ("Code") pursuant to Rule 204A-1 of the Investment Advisers Act of 1940. BHUSIM's Code is intended to ensure that its employees conduct certain personal securities transactions in a manner consistent with BHUSIM's fiduciary duty to its Clients and to promote compliance with applicable legal and regulatory requirements. The key policies under BHUSIM's Code of Ethics are as follows: (1) the Firm and its employees must identify and comply with all applicable federal securities laws; (2) its employees must comply with certain restrictions on personal trading, including preclearance of certain transactions, and must report personal securities transactions; (3) the Firm and its employees must not trade for personal accounts ahead of its Clients; (4) all employees must act with competence, dignity, integrity and in an ethical manner; (5) the Firm must provide its Code and any amendments thereto to all of its employees; and (6) BHUSIM will retain written acknowledgements from all of its employees that they received, understand and abide by its Code of Ethics and any amendments.

The personal trading restrictions, preclearance requirements and reporting requirements contained in the Code are intended to reduce certain conflicts of interest that may arise between Client accounts and the personal trading activities of BHUSIM's employees. Among other restrictions, no employee may engage in a personal transaction in a security or other financial instrument if the transaction would disadvantage a Client; personal trades may not be timed to precede any order of the same or similar securities that BHUSIM places for a Client; and buying or selling securities or any other personal trading transaction on the basis of material non-public information is prohibited.

Personal securities transactions (with certain exceptions, such as shares of U.S. open-end mutual funds) are subject to preclearance by BHUSIM. Generally, BHUSIM employees are discouraged from personal trading in securities held or traded by Clients, and in many circumstances such personal transactions will not be authorized. If a request to trade in a security held or traded by a Client is granted, the transaction may be subject to additional conditions and restrictions as deemed appropriate by BHUSIM in order to prevent any disadvantage to Clients. Reports of personal trading activity are monitored by Compliance.

BHUSIM discourages having Clients purchase securities from each other (commonly called a "cross trade"). However, in rare circumstances, it may determine that it is in the best interests of both Clients to effect a cross trade. In these circumstances, and only following compliance review, BHUSIM engages unaffiliated brokers or custodians to effect its Clients' cross trades. BHUSIM instructs brokers or custodians to execute its Clients' cross trades at the current market price. Both participating Clients share equally in any transaction costs resulting from cross trades.

Copies of BHUSIM's Code of Ethics are available to any Client or prospective Client upon request via:

Brevan Howard US Investment Management, LP  
Attn: Chief Compliance Officer  
1345 Avenue of the Americas, 28<sup>th</sup> Floor, New York, NY  
Tel: +1.212.602.7800

**Item 12. Brokerage Practices**

- (A) As to execute transactions (or place transactions for execution) according to the firm's policy on best execution. BHUSIM seeks to achieve best execution for all trades, to trade securities in a manner that is fair to each of its Clients and to exercise diligence and care throughout the trading process. In taking steps to achieve best execution, BHUSIM takes into account a number of factors, including price, costs, speed, likelihood of execution and settlement (liquidity), size and nature of the order and counterparty risk. While price is generally a key factor, other factors may assume a relatively high importance, depending, for example, on the characteristics of the instrument. In the case of OTC instruments, counterparty risk, liquidity and willingness of a counterparty to trade and commit its balance sheet will figure prominently in the choice of broker. BHUSIM also undertakes a range of qualitative and quantitative reviews to test the effectiveness of its execution arrangements. In approving counterparties, BHUSIM is also acknowledging that they fit its base best execution requirements. BHUSIM's best execution policy is included within the Compliance Manual issued to all new traders that join the Firm.

All brokers are reviewed on an ongoing basis by the Brevan Howard Risk and Compliance teams, for a variety of reasons such as counterparty risk, best execution or regulatory compliance. An immediate review would be carried out were there to be any material news on a counterparty and exposure would be reduced if necessary.

There are no incentives for traders to place trades through certain brokers, other than to seek best execution in accordance with Brevan Howard's order execution policy, and the policy is to have consistent rates by product unless there is a genuine business reason to vary between Client funds.

**(1) Collection of Research Charges**

BHUSIM does not utilize soft dollar arrangements to generate funds to pay for research as envisaged under Section 28(e) of the US Securities Act 1934, as amended ("Section 28(e)"). Instead, Brevan Howard employs the "accounting method" of funding and operating a research payment account ("RPA") per Client fund. Each RPA is funded by a research charge levied directly against the relevant Client, which will become due and payable on the last Business day of each calendar month or on such other dates as Brevan Howard may determine.

Brevan Howard will only use the funds within the RPAs to pay for research products and services that constitute eligible research under the safe harbor afforded by Section 28(e).

It is BHUSIM's general policy to seek to allocate research products and services obtained with RPA funds to the Client or Clients whose RPA was charged for those products and services on a pro rata basis, although occasionally, for operational reasons when the amounts are minimal, BHUSIM will not always do so. Where a product or service obtained with RPA funds provides both research and non-research

(i.e., a “mixed use” item), BHUSIM will make a reasonable allocation of the cost which may be paid for with the RPA.

In some instances, RPA funds may be used to pay an affiliate of BHUSIM for onward payment to the producers of research. This may include, *inter alia*, research relating to the U.S. and global economic outlook and associated monetary and fiscal policy. BHUSIM faces a conflict of interest in paying RPA funds to an affiliate for such research services. BHUSIM will use RPA funds to purchase research from an affiliate only when the relevant Investment Manager has determined that (a) the product or service provides “lawful and appropriate assistance,” within the meaning of Section 28(e), in the performance of its investment decision-making responsibilities and (b) the price of the research services is fair in light of the price of similar services available from research providers not affiliated with BHUSIM. Any “unspent” funds in each RPA are periodically repaid to the relevant Client and are not retained by BHUSIM or used for the benefit of another Client fund.

The use of RPA funds to obtain research could create a conflict of interest between BHUSIM and its Clients because its Clients could pay for research that would not be exclusively for their benefit and that may be primarily or exclusively for the benefit of BHUSIM. To the extent that BHUSIM could acquire this research without expending its own resources, the use of funds from the RPA could increase BHUSIM’s profitability.

BHUSIM will manage such conflicts in accordance with the good faith exercise of its fiduciary duties, including its duty to seek to obtain best execution.

## **2. Brokerage for Client Referrals**

BHUSIM does not consider referrals in selecting or recommending broker-dealers. It is BHUSIM’s policy to select broker-dealers only on the basis of our best execution policies described at the beginning of this section.

From time to time, personnel of BHUSIM, BHCM, or an affiliate may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime broker or custodian to private funds advised by BHUSIM or recommend investments in these private funds as investments to the clients of the broker-dealer. BHUSIM may place Client portfolio transactions with broker-dealers who have made such recommendations or provided capital introduction opportunities, if BHUSIM determines that it is otherwise consistent with its duty and policies to seek best execution. In no event will BHUSIM select a broker-dealer as a means of remuneration for recommending BHUSIM as an Adviser or any other private fund managed by BHCM or affording BHUSIM, BHCM, or an affiliate with the opportunity to participate in capital introduction programs.

## **3. Directed Brokerage**

Clients do not instruct BHUSIM as to which broker-dealers to use when executing trades. BHUSIM selects all brokers for executing its Clients’ transactions from a list of counterparties that has been pre-approved by BHCM.

### **(B) Trade Aggregation and Allocation**

When any of BHUSIM’s portfolio managers provide investment management services to more than one Client, they may find trades that are appropriate for more than one Client. When it is determined that an opportunity is suitable for more than one Client, BHUSIM will seek to allocate opportunities among those Clients (and, where relevant, execute orders for all participating Client accounts) on a fair and, over time, equitable

basis. In this case, BHUSIM may execute an aggregate trade, which it then allocates to its Clients' accounts at the time of confirmation in a fair manner.

When deciding how to allocate trade opportunities (and, as applicable, an aggregated order), BHUSIM will typically consider any combination of the following factors:

- the amount of capital, and the amount of available capital, in each Client's account;
- each Client's investment mandates;
- each Client's risk profile and risk limits;
- how much BHUSIM has already invested for each Client in this type of trade; and
- whether the trade is too small to be broken into smaller allotments.

Ultimately, Clients may benefit when BHUSIM aggregates trades if it receives volume discounts on execution costs. To avoid any disadvantages to any of BHUSIM's Clients due to potential adverse price movements, where an order is filled at several different prices through multiple trades, then, if permitted, an average price may be calculated and allocations made at the average price. BHUSIM will endeavor to ensure that the allocation of trades across Clients will be determined on a basis that is equitable to all clients. In doing so, BHUSIM will take account of factors such as the investment mandates and risk limits associated with those Clients.

(C) Trade Errors

The investment management agreements appointing BHUSIM provide that BHUSIM will not be liable for any loss arising from errors of fact or judgement or any action taken (or omitted to be taken) by it except to the extent that any such error or action (or the omission thereof) is due to BHUSIM's gross negligence, willful default or fraud. Such error or action could include, for example, unintended errors in the communication or administration of trading instructions ("Trade Error"). BHUSIM has adopted procedures that seek to promptly identify and escalate Trade Errors both within BHUSIM and to BHCM. Trade Errors are assessed to determine materiality and potential liability under the investment management agreements. Material Trade Errors are reported to the BHCM Board of Directors which will determine appropriate remedial actions, including possible reimbursement by BHCM of the affected Client fund(s). Relevant Client fund(s) are notified of all material Trade Errors on a quarterly basis.

**Item 13. Review of Accounts**

- (A) Each of BHUSIM's portfolio managers regularly reviews that part of the Clients' portfolios for which they have been assigned investment management responsibility. In addition, the portfolios of Client funds are reviewed on a daily basis by Brevan Howard's risk team to ensure that each of the Client fund, BHUSIM and the individual traders within BHUSIM are operating within the pre-defined investment objectives and trading and risk limits set out within their trading mandates. The Brevan Howard risk team monitors stress limits, "value at risk" limits, drawdown limits, specific exposure and Greek limits, and compliance with trading mandates on a daily and intra-day basis. A number of automated risk flags have also been implemented to indicate whether BHUSIM traders are taking large risk positions relative to pre-defined levels.

BHCM, the manager of BHUSIM's Client funds, has delegated primary responsibility for the monitoring described above to Brevan Howard Investment Products Limited, an affiliate of BHUSIM. Ultimate risk oversight for Client funds is the responsibility of Brevan Howard's Chief Risk Officer ("CRO") and a team of dedicated risk specialists. Brevan Howard Investment Products Limited also operates a Fund Risk Committee chaired by the CRO. The Fund Risk Committee meets once weekly to formally review and discuss risk issues, with a focus on market, liquidity and counterparty risk and also trader-level market risk, each in the context of the investment objectives agreed with each Client. In addition, BHUSIM's risk officers monitor trading carried out on behalf of its Clients and reports back to the CRO and Brevan Howard Investment Products Limited.

Brevan Howard's Compliance Department also monitors trading activity.

- (B) Reviews of Client funds are conducted on a daily basis irrespective of any other factors.
- (C) Clients typically receive the following regular reports from Brevan Howard, or the fund(s) administrator:

**Weekly**

- Estimated NAV as at the end of the previous week

**Monthly**

- Estimated month-end NAV;
- Final month-end NAV;
- Shareholder Statements;
- Investor Risk Reports showing snapshot of Fund's risk profile;
- Investor Letter summarizing performance, attribution, and market outlook (may not be available for all Client funds); and
- Transparency Report

**Annually**

- Audited financial statements
- Interim unaudited financial statements (may not be available for all Client funds)

BHUSIM's Client funds Boards also receive quarterly reporting from BCHM.

**Item 14. Client Referrals and Other Compensation**

- (A) In connection with managing Clients' accounts, BHUSIM receives management fees and performance-based fees from BCHM, as described in Item 5: Fees and Compensation. BHUSIM does not, nor do any of its officers or employees, receive any other economic benefit from non-Clients for providing services to its Clients.
- (B) BHUSIM has not and does not expect to enter into arrangements whereby it will compensate persons that are not its supervised persons for Client referrals.

**Item 15. Custody**

BHUSIM does not have custody (under the Investment Advisers Act “Custody Rule” definition) of any Client funds or securities.

**Item 16. Investment Discretion**

BHUSIM accepts discretionary authority to manage securities portfolios for its Clients. Essentially, this means that BHUSIM has the authority to determine, without obtaining specific Client consent, which securities to buy or sell and the amount of securities to buy or sell. Despite this broad authority, BHUSIM is committed to adhering to the investment objectives and program set forth in each of its Clients’ offering documentation and/or investment management agreements and any risk mandate prescribed by, or on behalf of, BHCM. By entering into investment management agreements with BHUSIM, Clients and BHCM give BHUSIM complete authority to manage its Clients’ assets in accordance with their investment objectives and program.

**Item 17. Voting Client Securities**

BHUSIM has the authority to vote the proxies of any investments in the portfolios that it manages for its Clients. In addition to voting proxies for equity securities, it may also vote on corporate actions such as restructurings, bankruptcy reorganizations and mergers, and similar events related to its Clients’ debt (and other) investments. BHUSIM votes each Client proxy in accordance with its fiduciary duty to its Clients. BHUSIM’s portfolio managers decide how BHUSIM votes each proxy, seeking to vote in a manner that maximizes the value of each Client’s assets and that is in each Client’s best interest. BHUSIM may abstain from voting a Client’s proxy if it determines that doing so is in the best interest of the Client.

BHUSIM’s compliance team documents any potential material conflicts of interest and may consult with outside counsel or other third parties regarding the potential conflicts.

BHUSIM’s compliance team maintains records of all of its proxy votes. Clients can obtain (1) records of proxy votes on their behalf and (2) a copy of BHUSIM’s proxy voting policies and procedures by submitting a written request to:

Brevan Howard US Investment Management, LP  
Attn: Chief Compliance Officer  
1345 Avenue of the Americas, 28<sup>th</sup> Floor, New York, NY 10105  
Tel: +1.212.602.7800

**Item 18. Financial Information**

- (A) BHUSIM does not require or solicit prepayment of fees in advance of services rendered.
- (B) BHUSIM is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.
- (C) BHUSIM has never been the subject of a bankruptcy petition.