

**FORM ADV PART 2A: FIRM BROCHURE**

**ITEM 1. COVER PAGE**



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March 31, 2024

**Important Disclosure:**

This brochure dated March 31, 2024 provides information about the qualifications and business practices of RWC Asset Management LLP (“Redwheel” or the “Firm”) and its affiliates. If you have any questions about the contents of this brochure, please contact us at +44 20 7227 6000 or our Chief Compliance Officer at Compliance@Redwheel.com. Redwheel is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration as an investment adviser does not imply that Redwheel or its employees possess a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Redwheel also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2.MATERIAL CHANGES**

Redwheel is required to identify and discuss any material changes that have been made to the brochure since its last annual update. Please read the changes below to Redwheel's business.

Following the retirement of portfolio manager Louise Keeling, the Horizon Fund's Investment Manager, RWC Asset Management LLP, ("Redwheel"), in consultation with the Board, decided to transfer the management of the Fund to Redwheel's existing Value and Income investment team. Effective 15th December 2023, Ian Lance and Nick Purves became Co-Portfolio Managers of the Fund and the investment strategy has now changed to reflect the portfolio managers' investment philosophy. As such, the performance track record of the Fund prior to this date is no longer considered relevant, however, is available upon request. Redwheel has changed the fund name to the Redwheel EAFE Intrinsic Value Fund Limited. See page 5 for more information on the fund.

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#### ITEM 4. ADVISORY BUSINESS

##### A. General Description of Advisory Firm

RWC is a limited liability partnership incorporated under the laws of England and Wales. The Firm was formed in December 2007. Redwheel is an investment adviser with a principal place of business in London, England, United Kingdom. The Firm's principal owner is RWC Partners Limited ("RWC Partners"). RWC Partners is wholly owned by RWC Midco Limited ("RWC Midco") and RWC Midco is fully owned by RWC Holdings Limited ("RWC Holdings Ltd"). RWC Holdings Ltd is substantially owned by its staff (former and present, directly or via an employee benefit trust) with LPC Pinetree LLC retaining the remainder of the ownership.

##### B. Description of Advisory Services

Redwheel primarily provides investment advisory services to pooled investment vehicles (collectively referred to herein as the "Funds" and individually a "Fund") on a discretionary basis. These Funds rely on an exemption from registration under Section 3(c)(7) of the Investment Company Act of 1940 (the "Investment Company Act"). Redwheel also provides discretionary investment advisory services to separately managed accounts ("Managed Accounts"); collectively, the Funds and the Managed Accounts will be referred to herein as ("Clients").

Redwheel generally has broad and flexible investment authority with respect to certain of its Clients.

For Redwheel European Focus Fund Inc. (the "European Focus Fund"), Redwheel seeks to generate attractive absolute returns over the long term as well as significant alpha relative to relevant European reference indices. The strategies invest in a concentrated portfolio of principally European equities and seeks to generate excess returns through active ownership of listed companies.

For Redwheel Horizon Equity Fund Limited (the "Horizon Fund"), Redwheel aims to generate alpha over a rolling 4-year period (relative to the benchmark) by investing predominantly in a portfolio of equities from around the world. The flexibility and long-term nature of the fund will entail significant performance divergence from the MSCI All Countries World Index.

For Redwheel Frontier Markets Equity Fund (the "Frontier Equity Fund"), Redwheel seeks to uncover medium to long term growth opportunities, investment themes and valuation inefficiencies in frontier markets. The strategy invests in a portfolio of equities on a long only basis and targets outperformance of frontier market equities over a market cycle. The fund invests in fast-growing and early stage frontier markets around the world with no regional or sectoral bias.

For Redwheel International Equity Fund Limited (the "International Equity Fund"), Redwheel is to achieve long-term capital appreciation by investing in global markets (excluding the United States). By employing a thematic investment strategy that combines top-down and bottom-up approaches to investing in global markets (excluding the United States)

For Redwheel Funds, an open-ended collective investment company with an umbrella structure comprising different sub-funds offered to non-U.S. investors, Redwheel seeks return compatible with the specific investment policies of the sub-funds, as described in the offering memoranda. The Firm employs various strategies and can invest or trade in a wide variety of financial instruments, including, but not limited to: equities, currencies, commodities, fixed income, warrants, rights, options, swaps, preferred stocks, convertible securities and money market obligations, amongst others.

C. Tailored Advisory Services

Generally, the Firm does not expect to tailor its advisory services to the individual or particular needs of investors in the Funds. Such investors will accept the terms of advisory services as set forth in each Fund's governing documents. The Firm expects to have broad investment authority with respect to the Funds and, as such, investors should consider whether the investment objectives of the Funds will be in line with their individual objectives and risk tolerance prior to investment.

Redwheel may tailor its advisory services to the individual needs of its Managed Accounts by negotiating the terms of its advisory contracts. Managed Accounts may also be tailored for legal, regulatory or tax purposes. Each investment management agreement and related account documentation for a Managed Account will specify the particular investment program and any related investment restrictions.

D. Wrap Fee Programs

Redwheel does not participate in wrap fee programs.

E. Assets Under Management

As of December 31, 2023, Redwheel had assets under management of \$ 10,180,349,177.

## ITEM 5. FEES AND COMPENSATION

### A. Fees

Redwheel will charge a fee to each Client that is based on a percentage of net assets under management (the “Management Fee”). The Management Fees for the Funds are accrued daily, and are payable monthly in arrears, or as outlined in each Fund’s offering memoranda or investment management agreement. The Management Fees for the Managed Accounts are accrued and paid in accordance with each Managed Account’s investment management agreement. For any subscription or redemption by an investor that is effective other than as of the first or last business day of a month, such investor will pay a pro-rated fee.

The applicable Management Fee schedule for each Client or investor is described in each Client’s offering memorandum or investment management agreement. Redwheel, or the Fund’s board, may, in its sole and absolute discretion, elect to reduce, waive or calculate differently the Management Fee with respect to any Client or investor.

The Firm also receives an incentive allocation (“Incentive Allocation”) as discussed further in Item 6.

### B. Charging Fees

The Firm generally deducts the Management Fee from Funds’ assets as accrued on a daily basis and from Managed Accounts’ assets as described in each Managed Account’s investment management agreement. Separately managed accounts Clients are billed directly for Management Fees incurred.

### Other Fees and Expenses

In addition to the Management Fee and Incentive Allocation, each Fund will bear its own expenses, which may include but are not limited to: investment expenses (e.g., expenses that, in the Firm’s discretion, are related to the investment of assets, whether or not such investments are consummated, such as brokerage commissions, clearing and settlement charges, custodial fees, bank service fees and interest expenses); research costs; investment-related travel expenses (which are travel expenses related to the purchase, sale or transmittal of the applicable Funds’ investments) incurred by the Firm; professional fees (including expenses of consultants, investment bankers, attorneys, accountants and other experts) relating to investments; administrative expenses (including fees and expenses of an administrator); legal expenses; external accounting and valuation expenses (including the cost of accounting software packages); audit and tax preparation expenses; directors fees; costs of preparing, printing and mailing reports, offering materials and notices; entity-level taxes; corporate licensing; regulatory expenses (including filing fees); insurance premiums (to the extent not prohibited by ERISA); organizational expenses including the costs of maintaining the Funds’ registered office(s); expenses incurred in connection with the offering and sale of shares and other similar expenses related to the Fund; income taxes, withholding taxes, transfer taxes, stamp duties, filing fees or other governmental fees imposed on the Funds and extraordinary expenses (including litigation and indemnification expenses, if any).

*Please refer to the relevant Fund’s offering memoranda for a complete understanding of each Fund’s fees and expenses. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund’s offering memoranda.*

Expenses charged on Managed Accounts will be negotiated separately at the time of the applicable accounts’ opening.

C. Timing of Fee Payments

As described above, Management Fees for the Funds are generally paid monthly and quarterly in arrears, and Management Fees for the Managed Accounts are generally paid in accordance with each Managed Account's investment management agreement. Accounts initiated or terminated during the relevant periods will be charged a pro-rated Management Fee.

D. Payments to Supervised Persons

Generally, neither Redwheel nor any of its supervised persons will accept compensation for the sale of securities or other investment products. However, supervised persons and related sales personnel may be internally compensated for successful marketing or selling activities with respect to shares in the 40 Act Fund.

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

Redwheel and its affiliates will receive an Incentive Allocation from certain of its Clients. The aggregate amount of such Incentive Allocation shall be allocable from net capital appreciation of the applicable Client. Any Incentive Allocation shall reduce such Client's net asset value.

Any performance fees charged by Redwheel will comply with the requirements of Section 205 of the Advisers Act and all applicable rules thereunder. The use of an Incentive Allocation may create an incentive for the Firm to select investments which are riskier or more speculative than would be the case in the absence of such fees. As such, Redwheel has implemented internal controls to address the potential for any conflicts associated with performance-based fees and varying fee structures.



## **ITEM 7. TYPES OF CLIENTS**

As further described in Item 4 of this brochure, Redwheel provides discretionary investment advisory services to the Funds which operate as exempt investment companies under Section 3(c)(7) of the Investment Company Act. Interests in the Funds will be limited to individuals and entities that meet the criteria of (i) “qualified purchasers” as defined by the Investment Company Act; or (ii) “qualified clients” as defined by Rule 205-3 under the Advisers Act.

Prospective investors should refer to the applicable Fund’s offering memoranda for complete information regarding the minimum investment requirements for participation in each of the Funds. For the European Focus Fund, the minimum investment required is \$1,000,000 USD, or its currency equivalent. For the Horizon Fund the minimum investment requirement is \$1,000,000 USD, or its currency equivalent. For the Frontier Markets Equity Fund the minimum investment requirement is \$5,000,000, or its currency equivalent.

Redwheel also provides discretionary advisory services to institutional investors and other pooled investment vehicles (including registered investment companies and undertakings for the collective investment of transferable securities (“UCITS”)) through Managed Accounts. The Firm may impose minimum account requirements on Managed Accounts, which would be described in the written investment management agreement entered into by and between the Firm and the Managed Account.

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

### A. Methods of Analysis and Investment Strategies

*The descriptions set forth in this brochure of specific services that RWC offers should not be understood to limit in any way RWC's activities. RWC may offer any services, engage in any activity and make any advisory decision, including any not described in this brochure, that RWC considers appropriate or necessary in the fulfillment of its fiduciary obligation or that it believes is in the best interests of its Clients. The investment strategies pursued by the each Client are speculative and entail substantial risks. Investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved. This brochure does not contain a complete set of risk parameters; please refer to the offering memoranda for a comprehensive list.*

**European Focus Fund.** RWC uses a master-feeder structure in an effort to generate attractive absolute returns over the long term as well as significant alpha relative to relevant European reference indices. The European Focus Fund invests in a concentrated portfolio of principally European equities and seeks to generate excess returns through active ownership of listed companies.

Specifically, RWC seeks the following: to constructively work with management and supervisory boards, as well as other shareholders and stakeholders, to drive change in companies in order to improve economic value creation, reduce any discount to the intrinsic value and improve corporate governance; to invest in listed companies which the market temporarily puts at a discount while these companies are facing or undergoing change due to a number of addressable issues; to achieve an attractive exit either by selling the position through the stock market following a transformation of the company, or through mergers or acquisitions in cases where there may be better alternative owners of the business; and/or to benefit from excess volatility during the lifetime of its investments by active management of positions.

**EAFE Intrinsic Value Fund.** RWC uses a master-feeder structure to aim to achieve long-term capital appreciation by investing predominantly in a portfolio of international equities.

The Master Fund primarily invests its assets (excluding cash and cash equivalents) in equity and equity linked securities of companies that are listed on a global stock market (excluding the United States and Canada). Although the Master Fund will invest in global markets (excluding the United States and Canada), nothing herein will restrict the Master Fund from gaining exposure to relevant investee companies via instruments listed or traded on a US or Canadian securities exchange. The Master Fund may also invest and gain exposure to fixed income instruments, including emerging market and sub-investment grade debt, and convertible securities. Equity and equity-linked securities include shares, depository receipts, warrants and other participation rights, index and participation notes and equity linked notes. The flexibility and long-term nature of the Master Fund may entail significant performance divergence from the MSCI EAFE Index (Total Return Net), ticker NDDUEAFE (the "Benchmark"). The Investment Manager follows a long-term intrinsic value philosophy, underpinned by a belief that short term sentiment amongst market participants causes overreaction to news that has little or no impact on the long run value of a business. This overreaction causes share prices to diverge from the intrinsic value of the underlying business and provides an opportunity for long term investors to purchase shares at less than their true value. In the long term the share price tends to move closer to the intrinsic value of the business and this creates excess returns for investors who purchased shares at low valuations.

**International Equity Fund.** The Fund pursues its investment objective by investing all of its investable assets in the Master Fund. The Master Fund employs a thematic investment strategy that combines top-down and bottom-up approaches to investing in global markets (excluding the United States). The Investment Manager seeks to identify growing companies with strong, sustainable cash flows at attractive valuations. The Master Fund invests primarily in securities of companies in developed and emerging markets, which include companies listed or headquartered in other locations but with substantial connections to developed or emerging markets (such as significant operations in or revenue from developed or emerging markets countries). The Master Fund may invest in a variety of instruments including equity and currencies, as well as warrants, rights swaps, preferred stocks, convertible securities, money market obligations and financial instruments of any type that exist now or are hereafter created. Notwithstanding the Master Fund's ability to invest through a wide range of investment products, the Master Fund does not purchase or write options, invest in futures or engage in short selling (either directly or through derivative instruments) or trade in commodities. The Master Fund may enter into currency transactions to hedge its exposures to various currencies, but does not enter into currency transactions for investment purposes. Depending upon the investment opportunities available and the macroeconomic views of the investment team, the Master Fund may be more heavily concentrated in developed markets than emerging markets.

#### B. Types of Risks

*Listed below are some of the risks that will be associated with a Client investment. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Clients' investment strategies. For a complete explanation of each Client's relevant investment strategies and their associated risks, investors should review the relevant offering memoranda or investment management agreement, which may contain additional explanations of strategies, risks and other related details not discussed below.*

**General Investment Risk:** All investments are subject to risk, including the possible loss of principal invested. Past performance does not guarantee future results and there is no guarantee that any particular asset allocation, or mix of funds, or any particular mutual fund, will meet Clients investment objectives or provide Clients with a given level of income.

**Key Man Risk.** Management of client assets is heavily reliant on key individuals(s). Should any of these individuals leave Redwheel, the organization may suffer adversely from the loss their expertise. While Redwheel has taken reasonable steps to mitigate the negative impact this may have, such risk cannot be avoided entirely.

**Counterparty Risk.** Some of the markets in which the Clients may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Clients to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Clients have concentrated its transactions with a single or small group of counterparties. The ability of the Clients to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Clients.

**Event Driven Investing.** Event driven investing requires the investor to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's financial instruments. If the event fails to occur or it does not have the effect foreseen, significant losses can result. For example, the adoption of new business strategies or completion of asset dispositions or debt reduction programs by a company may not be valued as highly by the market as the Firm had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value, but fail to implement it, which can result in losses to investors. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Client of the security in respect of which such distribution was made. The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors, including: (i) opposition of the management or stockholders of the target company, which can often result in litigation to enjoin the proposed transaction; (ii) intervention of a regulatory authority; (iii) efforts by the target company to pursue a “defensive” strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) in the case of a merger, failure to obtain the necessary stockholder approvals; (v) market conditions resulting in material changes in securities prices; (vi) compliance with any applicable governmental or quasi-governmental securities laws; and (vii) inability to obtain adequate financing. In the case of announced transactions, the risk/reward profile of the Client’s strategy will be asymmetric in that the Firm anticipates incurring substantially greater losses on failed transactions than the gains it anticipates recognizing on consummated transactions. Because of the inherently speculative nature of event driven investing, the results of the Client’s operations may be expected to fluctuate from period to period. Accordingly, shareholders should understand that the results of a particular period will not necessarily be indicative of results that may be expected in future periods.

**Control Issues.** Although the Firm may seek protective provisions (including, possibly, board representation) in connection with certain of its investments, to the extent a Client takes minority positions in companies in which it invests, the Firm may not be in a position to exercise control over the management of such companies, and, accordingly, may have a limited ability to protect its position in such companies.

**Shareholder Activism.** From time to time, the Firm may adopt an activist approach to a Client’s investments as a means to improve corporate governance and transparency and to increase shareholder value generally and the valuation of the Client’s holdings in particular. This may include actively seeking to change governance at portfolio companies by initiating proxy battles; filing legal actions in local and international courts, where appropriate; publicizing corporate problems via local and international media; and otherwise bringing pressure to bear on company management to make changes that the Firm believes maximize shareholder value. This strategy presents a risk of retaliation against the Firm or its members and officers and affiliates by target company management or other interested parties who are impacted by this shareholder activism. This retaliation may include, but is not limited to counter lawsuits or other judicial claims, bureaucratic harassment, technological interference, spurious tax inquiries and other means of intimidation. The Client may invest in jurisdictions with weak government institutions and courts, high levels of bureaucratic corruption and historically fragile property rights.

**Concentration of Investments.** Some of the Clients may not be diversified. The Clients may at certain times hold relatively few investments or be invested in few industries, companies, instruments or markets. The Clients could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including default of the issuer.

**Illiquid Portfolio Instruments.** The Clients may invest part of its assets in illiquid investments. The Clients may not be able to readily dispose of such illiquid investments and, in some cases, may be

contractually prohibited from disposing of such investments for a specified period of time. An investment in a Client is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

**Business Dependent upon Key Individuals.** The success of the Clients may be significantly dependent upon their portfolio manager. Any future unavailability of the portfolio manager's services could have an adverse import on the performance of the Clients.

**Portfolio Turnover.** Turnover of some Clients' investments may be higher than the average for other more traditional portfolios and accordingly the level of commissions paid and other transaction costs are likely to be higher than average.

**Rehypothecation of Assets.** Each of the Clients' prime brokers (detailed in the Form ADV to which this brochure is supplement) and/or their affiliates may borrow, lend or otherwise use the Clients' money, investments and other assets for its or their own purposes and may take such investments as collateral. Such assets will cease to be the property of the Clients and in the event of an insolvency of the relevant prime broker or affiliate may be available to creditors of that prime broker or affiliate. As a result, the Clients may not be able to recover such assets in full.

**Lack of Segregation of Assets.** Investments and other assets taken by the prime brokers as collateral will cease to be the property of the Clients and may be available as a result to the creditors of the relevant prime brokers. Accordingly, such assets may be exposed to the creditworthiness of the prime brokers, which could ultimately result in loss to the Clients.

**Leverage and Financing Risk.** The Clients expect to leverage capital when the Firm believes that the use of leverage may enable the Clients to achieve a higher rate of return. Accordingly, the Clients may pledge its assets in order to borrow additional funds from dedicated credit and banking facilities for investment purposes. The Clients may also leverage its investment return with exchange-traded derivative instruments. The amount of borrowings and other forms of leverage which the Clients may have outstanding at any time may be substantial in relation to its capital. Investments made by the Clients may also contain a significant amount of inherent leverage.

While leverage presents opportunities for increasing the Clients' total return(s), it has the effect of potentially increasing losses as well and generally increases the volatility of the net asset value. Accordingly, any event which adversely affects the value of an investment by the Clients would be magnified to the extent the Clients are leveraged. The cumulative effect of the use of leverage by the Clients in a market that moves adversely to the Clients' investments could result in a substantial loss which would be greater than if the Clients were not leveraged.

The Clients will also be subject to interest costs associated with this leverage and should investment income and gains earned on investments made through the use of leverage be lower than these interests costs, the net asset value would decrease more rapidly than if the Clients were not leveraged.

On a winding up, as shareholders rank for repayment after all creditors, they may not get back their full investment if, having redeemed their shares, there are insufficient funds to discharge creditors.

The Firm may adjust the Clients' leverage based on research, volatility, risk considerations and the Firm's subjective judgment of economic and market conditions. Adjustments to leverage may result in greater profits of losses and increased brokerage costs. No assurance can be given that these adjustments will end up being beneficial to the Clients.

In general, the use of short-term margin borrowings results in certain additional risks to the Clients. For

example, should the securities pledged to brokers to secure the Clients' margin accounts decline in value, the Clients could be subject to a "margin call," pursuant to which the Clients must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. A "margin call" can essentially be made at the discretion of the relevant broker, regardless of the movement in value of the securities which the Clients have pledged to secure its margin account. In the event of a sudden drop in the value of the Clients' assets, the Clients might not be able to liquidate assets quickly enough to satisfy their margin requirements.

**Exchange Rate Fluctuations; Currency Considerations.** While the functional currency of each Client is Euros, the Client's assets will often be invested in securities denominated in other currencies and any income or capital received by such Client will be denominated in the local currency of investment. Accordingly, changes in currency exchange rates (to the extent unhedged) will affect the value of each Client's portfolio and the unrealized appreciation or depreciation of investments.

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

**Investments in Undervalued Securities.** The Clients may seek 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. Returns generated from the Clients' investments may not adequately compensate for the business and financial risks assumed.

**Investments in Unlisted Securities.** The Clients may invest in unlisted securities. The absence of any trading market for these investments may mean that it takes longer to liquidate, or it may not be possible to liquidate, these positions than would be the case for publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realized on these sales could be less than those originally paid by the Clients. Further, companies whose securities are not publicly traded will generally not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities.

**Co-Investments with Third Parties.** Some of the Clients may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third party involvement, including the possibility that a third party co-venturer may have financial difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of the Client, or may be in a position to take (or block) action in a manner contrary to the Client's investment objectives. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements. Such compensation arrangements will reduce the returns to participants in the investments.

**Derivative Instruments.** The Clients may utilize exchange-traded derivatives. The level of initial margin deposit normally required to enter into such instruments permits a high degree of leverage. These activities involve risks that can be substantial and expose investors to a high risk of loss, depending on the circumstances, as a relatively small movement in the price of a contract may result in a profit or a

loss which is high in proportion to the amount placed as initial margin to enter into such instruments.

**Debt Securities Generally.** The Clients may invest in private debt securities and other similar instruments. The Clients may invest in debt instruments that are unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments, including sovereign issuers, may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions.

**Hedging Transactions.** The Clients may utilize financial instruments, both for investment purposes and for risk management purposes. For a variety of reasons, the Firm may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged.

While the Clients may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Clients than if it had not engaged in such hedging transactions. Such an imperfect correlation may prevent the Clients from achieving the intended hedge or expose the Clients to risk of loss. The Firm may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk.

**Liquidity.** The Firm will endeavor to maintain the liquidity of the portfolio consistent with the ability of the shareholders to redeem their shares according to the terms of the Clients. Therefore, even in the event of a very large redemption, the Firm will strive to enable positions to be unwound without undue costs (in terms of bid-offer spreads etc.) to the Clients. However, liquidity is not a constant; at times particular financial instruments can become suddenly illiquid and, especially during a market crisis, even a wide range of instruments can become illiquid. Therefore, there can be no guarantee that the Clients could not suffer significant costs (in terms of bid-offer spreads etc.) in unwinding positions, for example to meet redemption requests or because of a reduction or removal of the Clients' ability to liquidate its portfolio. Such an event may limit or otherwise affect the ability of the Clients to operate or manage investment positions and strategies within its portfolio.

**Highly Volatile Markets.** The prices of financial instruments in which the Clients may invest can be highly volatile. Price movements of derivative contracts in which the Clients' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Clients are subject to the risk of failure of any of the exchanges on which its positions trade or of its clearing houses.

**Limited Redemption Rights and Liquidity.** An investment in certain of the Clients (notably, the Funds) provides limited liquidity because the redemption rights of shareholders may be restricted. It is also not anticipated that there will be an active secondary market for shares of the Funds. Shareholders may redeem their shares of the Funds, subject to certain restrictions set out in the applicable Fund's offering memoranda.

**Emerging and Frontier Markets Securities Risk.** Investments in emerging or frontier markets securities are considered speculative and subject to heightened risks in addition to the general risks of investing in foreign securities. Unlike more established markets, emerging and frontier markets may have governments that are less stable, markets that are less liquid and economies that are less developed. In addition, the securities markets of emerging and frontier market countries may consist of companies with

smaller market capitalizations and may suffer periods of relative illiquidity; significant price volatility; restrictions on foreign investment; and possible restrictions on repatriation of investment income and capital. Furthermore, foreign investors may be required to register the proceeds of sales, and future economic or political crises could lead to price controls, forced mergers, expropriation or confiscatory taxation, seizure, nationalization or creation of government monopolies.

**Investments in Emerging, and Asian Markets.** Investing in emerging and frontier markets (including in the Asian markets) involves additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include (i) increased risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalization of markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on realization of investments, repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars; (viii) increased likelihood of governmental involvement in and control over the economy; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the markets; (xii) longer settlement periods for transactions and less reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; (xiv) certain considerations regarding the maintenance of the Clients' securities with local brokers and securities depositories and (xv) the imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale of disposition proceeds.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. The Clients could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on securities held by the Clients or gains from the disposition of such securities.

In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision that is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Clients may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in local courts.

**Risk of Investing in China.** The Chinese economy is generally considered an emerging market and can be significantly affected by economic and political conditions and policy in China and surrounding Asian countries. A relatively small number of Chinese companies represents a large portion of China's total market and thus may be more sensitive to adverse political or economic circumstances and market movements. The economy of China differs, often unfavorably, from the U.S. economy in such respects as structure, general development, government involvement, wealth distribution, rate of inflation, growth rate, allocation of resources and capital reinvestment, among others. Under China's political and



economic system, the central government has historically exercised substantial control over virtually every sector of the Chinese economy through administrative regulation and/or state ownership. In addition, expropriation, including nationalization, confiscatory taxation, political, economic or social instability or other developments could adversely affect and significantly diminish the values of the Chinese companies in which the 40 Act Fund invests.

**Shanghai-Hong Kong Stock Connect Risks.** Funds that can invest in China may invest in China A-Shares through the Shanghai-Hong Kong Stock Connect program subject to any applicable regulatory limits. The Shanghai-Hong Kong Stock Connect program is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited ("HKEx"), the Hong Kong Securities Clearing Company Limited ("HKSCC"), Shanghai Stock Exchange ("SSE") and China Securities Depository and Clearing Corporation Limited ("ChinaClear") with the aim of achieving mutual stock market access between mainland China and Hong Kong. This program will allow foreign investors to trade certain SSE-listed China A-Shares through their Hong Kong based brokers.

A Fund seeking to invest in the domestic securities markets of China via the Shanghai-Hong Kong Stock Connect are subject to the following additional risks:

**General Risks** - The relevant regulations are untested and subject to change. There is no certainty as to how they will be applied, which could adversely affect a fund. The program requires use of new information technology systems which may be subject to operational risk due to its cross-border nature. If the relevant systems fail to function properly trading in both Hong Kong and Shanghai markets through the program could be disrupted.

Shanghai-Hong Kong Stock Connect will only operate on days when both China and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. There may be occasions when it is a normal trading day for the China market, but a Fund cannot carry out any China A-Shares trading. As a result, a Fund may be subject to the risk of price fluctuations in China A-Shares during the time when Shanghai-Hong Kong Stock Connect is not trading.

**Clearing and Settlement Risk** - HKSCC and ChinaClear have established the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

**Legal/Beneficial Ownership** - Where securities are held in custody on a cross-border basis there are specific legal and beneficial ownership risks linked to the compulsory requirements of the local central securities depositaries, HKSCC and ChinaClear.

As in other emerging markets the legislative framework is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. In addition, HKSCC, as nominee holder, does not guarantee the title to Shanghai-Hong Kong Stock Connect securities held through it and is under no obligation to enforce title or other rights associated with ownership on behalf of beneficial owners. Consequently, the courts may consider that any nominee or custodian as registered holder of Shanghai-Hong Kong Stock Connect securities would have full ownership thereof, and that those Shanghai-Hong Kong Stock Connect securities would form part of the pool of assets of such entity available for distribution to creditors of such entities and/or that a beneficial owner may have no rights whatsoever in respect thereof.

Consequently, neither the fund nor the depositary can ensure that the fund's ownership of these securities or title thereto is assured.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the depositary and the Fund will have no legal relationship with HKSCC and no direct legal recourse against HKSCC in the event that the Fund suffers losses resulting from the performance or insolvency of HKSCC.

In the event ChinaClear defaults, HKSCC's liabilities under its market contracts with clearing participants may be limited to assisting clearing participants with claims. It is anticipated that HKSCC will act in good faith to seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or the liquidation of ChinaClear. In which event, a Fund may not fully recover its losses or its Shanghai-Hong Kong Stock Connect securities and the process of recovery could also be delayed.

**Operational Risk** - The HKSCC provides clearing, settlement, nominee functions and other related services in respect of trades executed by Hong Kong market participants. China regulations which include certain restrictions on selling and buying will apply to all market participants. In the case of a sale, pre-delivery of shares to the broker is required, increasing counterparty risk. As a result of which, a Fund may not be able to purchase and/or dispose of holdings of China A-Shares in a timely manner.

**Quota Limitations** - The Shanghai-Hong Kong Stock Connect program is subject to quota limitations which may restrict a Fund's ability to invest in China A-Shares through the program on a timely basis.

**Investor Compensation** - A Fund will not benefit from China local investor compensation schemes.

**Tax within China** - A Fund investing in Chinese securities may be subject to withholding and other taxes imposed in China. Given the current uncertainty as to whether and how certain gains on Chinese securities are to be taxed, the possibility of the rules being changed, and the possibility of taxes being applied retrospectively, any provision for taxation made by the management company or the investment manager may be excessive or inadequate to meet final Chinese tax liabilities on gains derived from the disposal of Chinese securities. Consequently, investors may be advantaged or disadvantaged depending upon the final outcome of how such gains will be taxed, the level of provision and when they subscribed and/or redeemed their Shares.

#### **C. Risks in Recommending a Particular Type of Security**

Redwheel does not recommend primarily a particular type of security.

### **ITEM 9. DISCIPLINARY INFORMATION**

Neither Redwheel nor any of its management persons have been involved in any legal or disciplinary events that are material to a Client, investor, prospective Client or prospective investor's evaluation of the Firm's advisory business or the integrity of its management.

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

### **A. Broker-Dealer Registration Status**

Neither Redwheel nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **B. CFTC Registration Status**

Neither Redwheel nor any of its management persons are registered, or have 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.

### **C. Industry Relationships Material to Advisory Business**

RWC Asset Advisors (US) LLC (“Redwheel”), a limited liability company located in Miami, Florida, is an affiliate of the Firm registered with the SEC. Redwheel primarily provides investment advisory services to pooled investment vehicles on a discretionary basis. Redwheel also provides discretionary and non-discretionary investment advisory services to separately managed accounts. Redwheel also acts as investment manager to an SEC Investment Company Act of 1940 registered mutual fund. The principal owner of Redwheel is RWC (US) LLC, which is owned by RWC Partners.

RWC Singapore (Pte) Limited (“RWCPT”), a private limited liability company incorporated in Singapore is also an affiliate of the Firm. RWCPT is a fund management company that has been granted a capital markets services license by the Monetary Authority of Singapore. The principal owner of RWCPT is RWC Partners.

Additionally, RWC Partners Limited, a private limited liability company incorporated under the laws of England and Wales, is also an affiliate and direct owner of the Firm. RWC Partners Limited is authorized and regulated by the FCA. RWC Partners Limited controls RWC AA, , RWCPT and the Firm and provides them with operational support, resources and services, which include legal, compliance, IT, finance and risk management.

Further, certain of Redwheel’s investment professionals serve in some capacity for other investment or non-investment related companies. Currently, these relationships include as an advisory board member for an unaffiliated investment manager, as well as seats of a board and a supervisory board of unaffiliated publicly traded companies which one of the Funds also has holdings in. Redwheel has adopted policies and procedures designed to detect and mitigate potential conflicts of interest that may arise as a result of these outside business activities. By virtue of these outside positions, Redwheel’s professionals may be privy to certain material non-public information, which may not be disclosed or acted upon due to confidentiality and/or legal restrictions. Redwheel seeks to ensure that any such conflicts of interest are handled in the best interest of Clients.

### **D. Materials Conflicts of Interest Relating to Other Advisers**

Redwheel will not recommend or select other investment advisers in exchange for direct or indirect compensation from those advisers that creates a material conflict of interest.

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

### **A. Code of Ethics**

The Firm has adopted a Code of Ethics (the “Code”) to comply with Rule 204A-1 under the Advisers Act which sets forth standards of business and personal conduct for all Redwheel employees. The Code is predicated on the basic idea that employees of Redwheel will adhere to certain ethical and fiduciary standards and will conduct their affairs in accordance with the principles of professionalism, integrity, honesty and trust.

The Code establishes policies and procedures that are reasonably designed to: (i) prevent fraud and improper personal trading; (ii) identify circumstances that may result in an actual or potential conflict of interest or the appearance thereof; and (iii) provide a means to resolve such conflicts. Investors and prospective investors may request a copy of the Code by contacting Redwheel at the address or telephone number listed on the first page of this brochure.

### **B. Securities in which the Firm or Related Persons have Financial Interest**

Redwheel may recommend securities in which it and/or its affiliates directly or indirectly have a financial interest. All transactions made by employees are closely monitored on an ongoing basis by the Compliance Department to ensure pre-clearance has been sought and obtained when required, and to ensure the personal trading patterns of employees fall within the guidelines set forth in the Code.

Personal trading transactions by employees may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a Client. The Firm has adopted policies and procedures designed to detect and prevent such conflicts of interest and, when they do arise, to ensure that it effects transactions for Clients in a manner that is consistent with its fiduciary duty to its Clients and in accordance with applicable law.

### **C. Securities in which the Firm or Related Persons Recommend to the Funds**

The Firm, its principals, employees and affiliates may trade securities for their own accounts. It is possible that principals, officers or employees of the Firm may buy or sell securities that the Firm has recommended to Clients and may engage in transactions for their own accounts in a manner that is inconsistent with the Firm’s recommendations to a Client. The Firm addresses this conflict by implementing those policies and procedures described above.

## ITEM 12. BROKERAGE PRACTICES

### A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Redwheel is authorized to determine the brokers or dealers to be used for each securities transaction over which it has investment discretion. Transactions will be allocated to brokers and dealers on the basis of numerous factors and not necessarily lowest pricing. Brokers and dealers may provide other services that are beneficial to the Firm and/or certain other accounts, but not beneficial to all accounts. Subject to best execution, in selecting brokers and dealers (including prime brokers and custodians) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, the Firm may consider, among other factors that are deemed appropriate to consider under the circumstances, the following: the ability of the brokers and dealers to effect the transaction; the brokers' or dealers' facilities, reliability and financial responsibility; and the provision by the brokers of capital introduction, talent introduction, marketing assistance, consulting with respect to technology, operations and equipment, commitment of capital, access to company management and access to deal flow.

#### 1. Research and Other Soft Dollar Benefits

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Section 28(e) of the Securities and Exchange Act of 1934 provides a safe harbor for discretionary investment managers to utilize "soft dollars" generated by client commissions to purchase certain research and brokerage services. As a UK investment manager impacted by "MiFID II" regulations, the Firm is not permitted to maintain soft dollar arrangements. The Firm utilizes a research payment account where the research budget is agreed upon with the client, and trade execution is priced separately with the broker. These arrangements are unbundling the cost of research and executions services required by the UK Financial Conduct Authority and are consistent with the SIFMA AMG No-Action Letter dated October 26, 2017. Services that assist the Firm solely in its performance of non-research related functions are paid by the Firm.

#### 2. Brokerage for Client Referrals

The Firm does not consider the prospect of receiving, or the receipt of, client referrals when selecting or recommending broker-dealers for client securities transactions.

#### 3. Directed Brokerage

Generally, it is the policy of Redwheel to not permit clients or investors to direct brokerage. However, Redwheel may permit Managed Accounts to direct the Firm to execute transactions through a specified broker-dealer. Such arrangements may put restrictions on the Firm with respect to the selection of broker-dealers for certain or all transactions. In these cases, the commission rates or other transaction prices and costs may be higher or lower than what the Firm may have been able to obtain in the absence of such restrictions.

#### 4. Aggregated or "Bunched" Orders

It is Redwheel's practice, where possible, to aggregate Client orders for the purchase or sale of the same security submitted contemporaneously (or near the same time) for execution using the same executing broker. Redwheel will also aggregate in the same transaction, the same securities for Clients where RWC has brokerage discretion. Such aggregation may enable Redwheel to obtain for Clients a more favorable price or a better commission rate based upon the volume of a particular transaction.

In cases where trading or investment restrictions are placed on a Client, Redwheel may be precluded from aggregating that Client's transaction with others. In such a case, the Client may pay a higher commission rate and/or receive less favorable prices than Clients which are able to participate in an aggregated order.

Where the Client or its affiliate is the natural counterparty for trade execution for a strategy and the Client mandate would be involved in the aggregate trade, Client would trade behind the aggregate order in the event such a restriction is imposed on their account.

### *5. Cross Trades*

Where it is permitted by law, and in the best interests of both clients, Redwheel can decide to cross securities from one client to another. These trades are executed via external brokers at an independently determined market price and usually at lower than normal broker commissions. We will receive no fees for such transactions.

ERISA plan clients and 1940 Act Investment companies cannot participate in cross trades. Please also refer to the cross-trading disclosures in the relevant fund offering documents.

## **ITEM 13. REVIEW OF ACCOUNTS**

### **A. Review of Client Accounts**

Each Client's portfolio will be frequently monitored and reviewed by Redwheel and its portfolio managers. The review will include monitoring the daily profit and loss, net asset value calculations and trade reconciliations performed by each Client's administrator.

### **B. Factors that May Trigger a Review of Client Accounts**

A review of a Client, other than described above, may also be triggered by changes in market conditions, change of security positions, changes in investment objectives or policies or capital inflows/outflows, among other reasons.

### **C. Content and Frequency of Reports**

Audited financial statements will be provided to applicable investors in the Funds, generally within 120 days of the end of a Fund's fiscal year as required by Rule 206(4)-2 under the Advisers Act. Capital statements will be provided to Fund investors on at least a quarterly basis.

Managed Accounts receive ongoing written reports consistent with the applicable investment management agreement or other governing documents.

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

##### **A. Economic Benefit for Providing Services to Non-Clients**

The Firm will not receive an economic benefit from non-Clients for providing investment advice or other advisory services to the Clients.

##### **B. Compensation to Non-Supervised Persons for Client Referrals**

Neither Redwheel nor any related person will directly or indirectly compensate any person who is not a supervised person for Client referrals. However, Redwheel may, from time to time, use RWC Partners for investor referrals into the Funds. RWC Partners is not compensated as a placement agent by Redwheel. Redwheel may delegate certain of its placement agent duties to a third party placement agent. Such third party placement agent is not compensated by Redwheel or the Funds.

## **ITEM 15. CUSTODY**

Under Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), related persons of Redwheel who act as a general partner, managing member or in other similar capacities to the Funds would be deemed to have custody of Funds’ assets.

In accordance with the Custody Rule, Redwheel’s Head of Operations is responsible for ensuring that the Funds’ securities are held only with a qualified custodian. Redwheel’s Chief Financial Officer is responsible for arranging for annual independent audits of the Funds by a qualified accounting firm within 120 days of the Funds’ fiscal year end and for obtaining audited financial statements prepared in accordance with GAAP. When applicable, Redwheel arranges for the delivery of such audited financial statements to investors of the Funds within 120 days of the Funds’ fiscal year end.

Redwheel does not have custody over the assets of its Managed Accounts.



## **ITEM 16. INVESTMENT DISCRETION**

Pursuant to the Funds' offering memoranda, and in accordance with the investment management agreements entered into by the Firm with such Funds, Redwheel is granted complete investment authority with respect to the types and amounts of all securities bought and sold by the Funds. The Firm will buy and sell securities and other instruments for the Funds on a discretionary basis in a manner consistent with each Fund's stated investment objectives and restrictions.

Redwheel is granted investment authority with respect to the types and amounts of securities sold or purchased by or on behalf of the Managed Accounts over which the Firm has been granted discretionary authority, and such discretion will depend on the terms of such Managed Account's respective investment management agreement. With respect to Managed Accounts over which the Firm does not have discretionary authority, such Managed Account will determine the types and amounts of securities sold or purchased on its behalf.

## **ITEM 17. VOTING CLIENT SECURITIES**

Redwheel has adopted proxy voting policies and procedures to ensure that any proxy voted on behalf of the Clients is voted in a manner which is in the best interests of its Clients pursuant to Advisers Act Rule 206(4)-6.

Redwheel has authority to vote certain of its Clients' securities over which it has investment authority. As such, the Firm has adopted proxy voting policies and procedures ("Proxy Voting Policy") in accordance with Rule 206(4)-6 of the Advisers Act. The Proxy Voting Policy is designed to vote proxies in the best interests of the Clients. In carrying out this responsibility, Redwheel and relevant personnel are obligated to: (i) know each affected Client; (ii) review each proxy and the related materials; and (iii) determine what vote represents such Client's best interests. To assist the Firm in understanding and analyzing a specific proxy issue, Redwheel personnel may utilize outside research, information and/or services, but ultimately Redwheel is responsible to vote each proxy in the best interest of each Client. Clients and investors can reserve the right to vote their own proxies.

The Proxy Voting Policy is designed to ensure that Client proxies are properly voted, material conflicts are avoided, and fiduciary obligations are fulfilled. Because Redwheel personnel are discouraged from engaging in any material business other than providing investment management services to Clients, it is highly unlikely that any specific Client proxy will result in a material conflict of interest between Redwheel or any Redwheel personnel and any Client. In the unlikely event that Redwheel or any of its personnel has a material conflict with a Client in connection with the voting of proxies, as determined by the Firm, in its sole discretion, Redwheel shall (i) prohibit any conflicted Redwheel personnel from participating in and/or having any influence on Redwheel's evaluation of the proxy vote; (ii) vote in accordance with the proxy voting recommendations of a majority of such Clients; or (iii) follow the proxy voting recommendations of an independent third-party proxy voting specialist.

Clients or investors may obtain information about how the Firm has voted proxies and/or a copy of the Proxy Voting Policy by contacting the Chief Compliance Officer at the telephone number on the cover of this brochure.

**ITEM 18. FINANCIAL INFORMATION**

- A. Redwheel will not require or solicit prepayment of more than \$1,200 in fees per Fund, six months or more in advance and therefore has not included a balance sheet.
- B. Redwheel does not believe that there are any conditions that are reasonably likely to impair its ability to meet contractual commitments to the Clients.

Redwheel has never been the subject of a bankruptcy petition.