

Nevastar Finance Ltd. Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Nevastar Finance Ltd. ("Nevastar" or the "Firm"). If you have any questions about the contents of this brochure, please contact us at +44 20 7290 3210. 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 Nevastar is also available on the SEC's website at: www.adviserinfo.sec.gov.

Material Changes

Since Nevastar's previous annual amendment filing on February 27, 2023, the Firm is reporting the following material changes:

- Nevastar has no material changes to report.

Table of Contents

Material Changes	2
Table of Contents.....	3
Item 4.Advisory Business	4
Item 5.Fees and Compensation.....	4
Item 6.Performance-Based Fees and Side-by-Side Management	5
Item 7.Types of Clients.....	5
Item 8.Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9.Disciplinary Information.....	8
Item 10.Other Financial Industry Activities and Affiliations	8
Item 11.Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
Item 12.Brokerage Practices	9
Item 13.Review of Accounts.....	11
Item 14.Client Referrals and Other Compensation	11
Item 15.Custody.....	11
Item 16.Investment Discretion	11
Item 17.Voting Client Securities	11
Item 18.Financial Information.....	12

Item 4. Advisory Business

Nevastar Finance Ltd. (“Nevastar” or the “firm”) is an investment management company based in London, United Kingdom. The firm was founded in September 2003 by Olivier Rouget, Stanislas Rotman and Ignace Rotman. Stanislas Rotman is the firm’s Chief Executive Officer and Chief Compliance Officer. Nevastar is owned by Rcube2 S.à.r.l., which is in turn majority-owned by the three founding partners.

Nevastar provides discretionary and non-discretionary investment advisory services primarily to high net worth individuals, trusts, charities, pensions and corporate entities (each a “**client**” and collectively the “**clients**”). Nevastar’s primary long-term objective is to preserve and grow a client’s wealth by delivering attractive, inflation-adjusted returns across an economic cycle. Client portfolios may include investments in equities, fixed income, long-only funds, hedge funds, currency forwards, cash in multiple currencies, REITs, commodities, and options. Nevastar will customize a client’s portfolio to meet the client’s requirements pursuant to the client’s investment management agreement. The firm is also authorized and regulated by the UK Financial Conduct Authority, in addition to the SEC.

Regulatory Assets Under Management

As of December 31, 2023, Nevastar regulatory assets under management (“RAUM”) was \$1,234,079,034, of which \$821,407,963 was for discretionary accounts and \$412,671,071 was for non-discretionary accounts.

Item 5. Fees and Compensation

Nevastar charges clients a fee based upon assets under management and whether the assets are managed on a discretionary or non-discretionary basis. Nevastar maintains the discretion to vary, waive or modify the management fee. The standard fee schedule is set forth as follows:

Discretionary Management

Total Assets Being Managed Annual Fee, as a Percentage of Assets Being Managed:

Below \$3 million	0.95%
\$3 million to 10 million	0.85%
\$10 million to \$25 million	0.75%
\$25 million to \$50 million	0.65%
\$50 million to \$100 million	0.55%
Above \$100 million	0.45%

Non-discretionary Management (Advisory Service)

Total Assets Being Managed Annual Fee, as a Percentage of Assets Being Managed:

Below \$3 million	0.90%
\$3 million to 10 million	0.80%
\$10 million to \$25 million	0.70%
\$25 million to \$50 million	0.60%
\$50 million to \$100 million	0.50%
Above \$100 million	0.40%

Nevastar generally does not negotiate fees though the firm reserves the right to do so.

Advisory fees are invoiced after the end of each quarter based on the average month end value of the assets held under Nevastar's management for the quarter. The firm does not charge management fees in advance. A client's investment management agreement can be terminated at any time, by either party, for any reason upon 30 business days' written notice.

The management fees described above do not include other fees and expenses typically incurred by clients, such as: brokerage commissions; transaction fees; exchange fees; custodial and administration fees; transfer taxes; and wire transfer and electronic fund processing fees;. Additional information about fees and expenses that may be charged to clients is described in the investment management agreement for each client account.

Item 6. Performance-Based Fees and Side-by-Side Management

Nevastar does not charge U.S. clients a performance-based fee. The firm does charge a performance fee to certain non-U.S. clients. These performance fees could potentially incentivize Nevastar to direct more favorable investments to clients who are charged a performance fee. The firm has a well-defined investment process and allocation policies and procedures designed to address and minimize this potential conflict.

Item 7. Types of Clients

Nevastar provides investment management services to the following types of U.S. clients: high net worth individuals, trusts, charities, pensions, and corporate entities.

The firm typically requires a minimum initial investment of \$3 million to establish a client account but reserves the right to accept accounts below the minimum. For example, the firm may aggregate client accounts of associated family members to reach the minimum investment amount as part of a family relationship.

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

Methods of Analysis and Investment Strategies

Nevastar uses a disciplined investment process supported by quantitative tools for security selection, portfolio construction, and risk management for its proprietary strategies. The firm utilizes fundamental internal research with a macroeconomic overlay and supplemented by trusted third-party research providers.

The firm's primary long-term objective is to preserve and grow a client's wealth by delivering attractive, inflation-adjusted returns across an economic cycle. The main tool utilized to reach this objective is active asset allocation, including the use of cash as an asset class. All portfolios except specific mandates may be held 100% in cash if appropriate. Ultimately the firm attempts to avoid large drawdowns on the portfolio.

The investment process combines thorough top-down macro analysis with fundamental security research and dynamic risk management. The first step of the process is macro-economic analysis, followed by securities screening, idea generation and investment thesis evaluation. The following step is security selection, which is combined with portfolio construction, in particular to take into account position sizing. A final step is risk management, whereby the firm monitors the performance, volatility and drawdown at the portfolio level and also at the level of each security.

Asset allocation will vary when there are changes to the short and medium term risk profiles of investments. These changes might arise from fundamentals, technical, or external triggers. Assuming no change on asset allocation circumstances, an investment becomes a buy when it provides a very attractive risk adjusted return, and assuming a relative level of correlation with the rest of the portfolio. For a new client funding the portfolio through cash, positions are typically built over a period of time, often one to three months, security by security.

Portfolios are permitted to include investments in, but not limited to: equities, fixed income, long-only mutual funds / collective investment vehicles, hedge funds, currency forwards, cash in multiple currencies, REITs, commodities, and options.

Risk of Loss

The investment strategies pursued by Nevastar as summarized above will be subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in the value of investments will occur. The value of investments and the income derived from them may fall as well as rise. All investments involve certain risks and clients should be aware that they face the risk of loss.

Past performance is not an indication of future performance or a guarantee of future results. An investment may be risky and may not be suitable for an investor's goals, objectives, and risk tolerance. Clients should be aware that an investment's value may be volatile and any investment involves the risk that you may lose money.

Below is a summary of associated risks related to Nevastar's investment strategies. This description is not intended to serve as an exhaustive list or a comprehensive description of all risks that may arise in connection with the management and operation of Nevastar client accounts. Risks to be considered include the following:

- Market risk: The price of securities may drop in reaction to an event or change in conditions. The market prices of securities held may go up or down, sometimes rapidly or unpredictably, due to general market conditions, such as real or perceived adverse economic, political, or regulatory conditions, political instability, recessions, inflation, the spread of infectious illness or other public health issues, armed conflict, market disruptions caused by tariffs, trade disputes, sanctions or other government actions, or other factors or adverse investor sentiment.
- Economic risk: Changes in economic conditions including, for example interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, supply-chain disruptions, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of clients. Economic, political, and financial conditions, or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where Nevastar's client assets are invested may result in adverse consequences to such clients. None of these conditions is or will be within the control of Nevastar, and no assurances can be given that Nevastar will anticipate these developments.
- Inflation risk: When inflation is perceived, fixed income and equity instruments might drop in value.
- Deflation risk: When deflation is perceived, equities and other investors might drop in value.
- Liquidity risk: Markets on investments might become illiquid, and therefore the price to sell a security might decrease more than expected.
- Industry/Sector risk: Industry-specific events may affect securities' prices of all companies within that industry/sector.
- Company risk: Changes, real or perceived, in companies' specific situation might create a drop in value of its securities.
- Counterparty risk: Clients will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.
- Interest-rate risk: Changes in interest rate will cause prices in fixed income instruments to change.
- Cybersecurity risk: Any failure of Nevastar's information, technology or security systems could have an adverse impact on its ability to manage the separately managed client accounts referred to herein.
- Catastrophic risk: Other public health crises, including any outbreak of (i) SARS, H1N1/09 influenza, avian influenza, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof; or (ii) other major events or disruptions, such as hurricanes, earthquakes, tornadoes, fires, flooding and other natural disasters; acts of war or terrorism will affect economic conditions and impact Nevastar's ability to manage client accounts.

- Foreign Exchange Risk: Foreign exchange rates can be volatile, and are affected by factors such as general economic conditions, the actions of the U.S. and foreign governments or central banks, the imposition of currency controls and speculation.
- Debt Securities Risk: Factors that could contribute to a decline in the market value of debt securities include rising interest rates, if the issuer or other obligor of a security held by a Nevastar client account fails to pay principal and/or interest, otherwise defaults or has its credit rating downgraded or is perceived to be less creditworthy or the credit quality or value of any underlying assets declines. Interest rates may go up, causing the value of debt securities to decline (this risk generally will be greater for securities with longer maturities or durations).
- Counterparty Risk: Counterparty risk may exist if another party in an investment, credit, or trading transaction may not fulfill its part of the deal and may default on the contractual obligations.
- Derivatives Risk: Using derivatives exposes a client account to additional risks, may increase the volatility of the net asset value and may not provide the result intended. Derivatives may have a leveraging effect on the client's portfolio. Nevastar may have to sell assets at inopportune times to satisfy the client account's obligations. Derivatives may be difficult to sell, unwind or value, and the counterparty may default on its obligations to the client. Additional regulation of derivatives may make them more costly, limit their availability or utility, otherwise adversely affect their performance or disrupt markets.
- Operational Risk: Nevastar client accounts are subject to operational risk, which can include risks of loss arising from failures in internal processes, people, or systems, such as routine processing errors or major system failures, or from external events, such as securities exchange outages.
- Service Provider and Third-Party Vendor Risk: Nevastar has contracts with service providers and third-party vendors that support Nevastar's portfolio management operations. Investment processing errors, protocol breaches, or cyber-related incidents may occur at these service providers or third-party vendors where it could have a material adverse impact to Nevastar's portfolio management operations.
- Trading Halt Risk: An exchange or market may close early, close late or issue trading halts on specific securities or financial instruments. As a result, the ability to trade certain securities or financial instruments may be restricted.
- Valuation Risk: Nevastar clients may hold securities or other assets that may be valued on the basis of factors other than market quotations. This may occur because the asset or security does not trade on a centralized exchange, or in times of market turmoil or reduced liquidity. The custodian bank is responsible for the valuation of all securities within the clients' portfolios.

Item 9. Disciplinary Information

Nevastar does not have any disciplinary information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

The firm is majority owned by Rcube2 S.à.r.l. and does not have any material business dealings with this holding company. The firm has no affiliations with any broker-dealer. Nevastar Finance Switzerland SA also has an affiliation with Rcube2 S.à.r.l.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Nevastar has implemented measures to ensure that it adheres to its responsibility to treat clients with a high level of fiduciary attention. Nevastar Employees ("Employees") must place the interest of Nevastar clients first at all times.

Code of Ethics

Nevastar has adopted a Code of Ethics in compliance with applicable laws ("Code of Ethics") that sets forth the standards of conduct expected of its Employees. Nevastar's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or its Employees and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics and procedures therein require Nevastar's personnel to report certain of their personal securities holdings and transactions and obtain pre-approval for specific types of investments such as initial public offerings and private placements. Nevastar maintains a "restricted list" which identifies all securities in which Nevastar, or any Nevastar employee has material non-public information or other situations that may be presented to restrict a security for a period of time. Nevastar employees are prohibited from trading in securities on the restricted list. Nevastar employees, are permitted to invest in the same securities as clients within a block trade and obtain the same price as clients, consistent with Nevastar's fiduciary duty to clients. Employees must obtain the CCO's preclearance for all transactions in Covered Accounts of Reportable Securities.

Nevastar will provide clients and prospective clients a copy of its Code of Ethics upon request.

Nevastar monitors conflict of interest through its different activities. The identification of actual or potential conflict of interest is led by the CCO and reviewed on a quarterly basis by the Directors. For example, transactions undertaken by staff members and the assessment of staff's requests on gift and entertainment are submitted to Nevastar Compliance for pre-approval.

Item 12. Brokerage Practices

Aggregation of Orders

Nevastar will generally aggregate trade orders for multiple client accounts, usually when executing batch trades, which are custodied at the same custodian to achieve more efficient and favorable trade execution or to provide for equitable treatment among the accounts. However, there are instances where client accounts (e.g., different risk guidelines, liquidity, etc.) will trade the same security on the same trading day but at different times which might impact execution prices and ultimate performance. The clients participating in aggregated trades will be allocated securities based on the average price achieved on a given day for such trades. For investment trades where trade aggregation will not be possible, Nevastar still seeks for a most favorable trade execution.

Allocation

Nevastar's policy prohibits any allocation of trades in a manner that favors personal trading accounts or any particular client(s) or group of clients over other client accounts. Nevastar generally analyzes each trade on an investment by investment basis, taking into consideration the specifics of each trade and the characteristics of each client. To the extent that multiple clients participate in a particular transaction such transaction will generally be allocated pro-rata among such clients, unless facts specific to the transaction and the trade warrant an alternative allocation methodology stipulated in a client's investment governing document.

Best Execution

Nevastar maintains a list of approved counterparties/broker-dealers with whom investment orders are typically placed. Subject to the terms of the applicable investment management agreement, Nevastar has full discretion to choose a counterparty/broker-dealers from the firm's current list of approved counterparties/broker-dealers for executing any order or orders, but in doing so shall assess and balance a range of relevant factors which the firm considers (in its reasonable determination) relevant to achieving the best result for the clients.

On a periodic basis, the list of approved counterparties/broker-dealers are be reviewed and, where appropriate, the approval list is amended.

The typical factors that are considered to determine the manner in which an order will be executed include the following:

- Price
- Costs
- Size and nature of the order
- Speed of execution
- Financial condition and reputation of the broker
- Broker specific considerations (e.g., not all brokers are able to execute all types of trades)
- Quality of back-office
- Broker's ability to mitigate trade instruction errors
- the nature or existence of post-trade clearing, settlement, and custody
- Together with any other consideration relevant to the execution of the order, such as availability of liquidity, and the market impact of the order.

In determining the relative importance of these factors, Nevastar will take into account the nature of the order, the characteristics of the financial instruments to which the order relates and the characteristics of the available execution venues and will exercise its discretion to determine which of these factors, or combination of them, will be most relevant to achieve the most favorable execution.

Ordinarily, price will merit a high relative importance in obtaining the best possible result for a client. However, in certain circumstances, for some financial instruments or markets, the firm, at its absolute discretion, may decide that other factors may be more important in determining the best possible result in accordance with the firm's trading and compliance policies.

Trade Errors

Nevastar will seek to detect trade errors prior to settlement and promptly correct and mitigate any trade error losses. Trade errors will be assessed by the Firm on a case-by-case basis to determine the amount of client reimbursement as a result of a trade error loss. Nevastar will seek to make client's whole as a result of a loss due to a trade error. To the extent that a trade error is caused by a counterparty, such as a broker or agent, the firm will seek to recover any related trade error losses from such counterparty. The firm in its sole discretion may offset any trade error income with trade error losses.

Soft Dollars/Client Commission Usage

The firm has not entered into any soft dollar or client commission sharing agreements.

Item 13. Review of Accounts

Nevastar reviews client portfolio investments on an ongoing basis and provides reports to clients on a monthly or quarterly basis as set forth in the relevant investment management agreement. Client accounts are reviewed in an effort to ensure that they remain aligned with the client's investment plan and are positioned appropriately given current market conditions as part of Nevastar's general investment process as described above.

Item 14. Client Referrals and Other Compensation

The firm has not formally engaged third parties to solicit new clients and does not compensate any third party, directly or indirectly, for client referrals.

Item 15. Custody

Nevastar does not maintain custody of cash or securities for any client. Clients establish custodial accounts with a qualified custodian and receive quarterly performance and custodial reports directly from the custodian. However, pursuant to Rule 206(4)-2 of the Adviser Act, the SEC does consider Nevastar to have custody of client accounts solely due to the fact that Nevastar has the ability (via an LPOA with the custodian) to debit its management fees directly from client accounts.

Item 16. Investment Discretion

For client accounts in which Nevastar has investment discretion, the firm exercises discretionary authority to manage the assets of the accounts in a manner consistent with the investment objectives and guidelines set forth in the investment management agreement.

Nevastar also provides investment advisory services on a non-discretionary basis.

The use of non-discretionary accounts may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block.

Item 17. Voting Client Securities

Nevastar does have the authority to vote client proxies for discretionary services, as disclosed in its standard investment management agreement. For non-discretionary services, Nevastar's clients will receive their proxies directly from their selected custodian. If Nevastar personnel inadvertently receive any proxy materials on behalf of a client, they will promptly forward such materials to the client.

Item 18. Financial Information

There are no financial conditions that would impair the firm's ability to meet contractual commitments to clients. Nevastar has never been the subject of a bankruptcy petition.

Nevastar does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore has no disclosure with respect to this item.