



FORM ADV PART 2A: FIRM BROCHURE

NORTHWALL CAPITAL LLP

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This brochure provides information about the qualifications and business practices of NorthWall Capital LLP. If you have any questions about the contents of this brochure, please contact Ian Lokkerbol at ian.lokkerbol@northwallcap.com and/or +44 (0) 203 848 5330. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about NorthWall Capital LLP also is available on the SEC's website at www.adviserinfo.sec.gov

Item 2. Material Changes

There have been no material updates to this brochure since our last annual filing in March 2023.

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Item 4. Advisory Business

NorthWall Capital LLP (hereinafter “NorthWall”, “we”, “us”, “our” or the “Firm”) is a Limited Liability Partnership formed under the laws of the United Kingdom and Wales, (Partnership Number OC416870). NorthWall was incorporated on April 10, 2017 and founded by its ultimate beneficial owner, Fabian Chrobog, Managing Partner and Chief Investment Officer. NorthWall is authorised and regulated by the Financial Conduct Authority (“FCA”) in the U.K. and is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser. NorthWall is exempt from registration with the U.S. Commodity Futures Trading Commission as a Commodity Pool Operator.

The Firm’s management is carried out by the Partners, who comprise the Senior Management Team. Ian Lokkerbol is the Chief Operating Officer and the Compliance Officer.

Advisory Services

The Firm’s investment strategy is to deliver risk adjusted returns by sourcing and structuring a diversified portfolio of investments in the European private capital and credit markets and investing primarily in private credit transactions originated by its team. Transactions may also include positions in the secondary market.

NorthWall provides investment advisory services on a discretionary basis to a Guernsey protected cell company which is made up of a single legal entity comprising a number of protected cell vehicles. The Firm launched its first formal structure (a Guernsey protected cell company “Eiger Funding”) in June 2018 to house single deal co-investments. As transactions scaled, NorthWall set up strategy-specific closed-ended fund structures, also in Guernsey, including funds focusing on the acquisition of Spanish real estate assets, legal assets financing, e-commerce lending and diversified opportunistic vehicles. NorthWall additionally provides discretionary investment management services pursuant to investment management agreements. The Firm has full discretion over the capital deployed into the strategies of its clients, subject to the mandates. NorthWall is a sub-adviser to a number of private funds, the majority of which are managed by an affiliate entity of the Firm, North Wall Capital Management Limited. The Firm also has non-discretionary mandates with US investment advisers. These client relationships and vehicles are collectively known as the “Funds” or “Clients” in this Brochure.

The Firm may advise separately managed account clients on behalf of institutional investors (each an “SMA”).

The investment objective and strategy for the Funds are fully described in the offering documents. Where a client is subject to specific restrictions, the services will be tailored accordingly if such restrictions do not alter the investment strategy or approach of NorthWall. Documents may contain certain investment restrictions (e.g. the amount of capital that may be invested in any single investment)

The total amount of assets managed on a discretionary basis currently is \$ 983,835,252. The Firm has non-discretionary assets amounting to \$ 14,637,985. The Firm does not participate in any wrap fee programs.

Item 5. Fees and Compensation

The fees applicable to each of the Funds are set forth in detail in the corresponding Offering Documents. A brief summary of such fees is provided below.

Management Fee

NorthWall’s fees and compensation are described in the Investment Management Agreement (“IMA”) or equivalent, entered into with each Client. NorthWall typically charges Clients a fee in advance based on committed and/or invested capital (the “Management Fee”) pursuant to an agreed upon schedule. Management fees are charged at rates ranging from 0% to 2.5% based on each investor or limited partner ownership of the fund vehicle including factors such as committed and/or invested capital. The Firm may also receive performance-related compensation.

At NorthWall's sole discretion, the Management Fee may be waived, reduced, or calculated differently with respect to certain investors or Limited Partners. Reasons for differing management fee terms may include the quantum of the funds invested, the duration for which the funds are entrusted to the Firm, the terms of performance-based fees agreed to by the investor, and reasons deemed to be strategic in the sole discretion of the Firm.

The frequency with which a Client will be charged a Management Fee, and whether the Management Fee will be deducted from the account or the Client will be billed, either in advance or arrears, will be subject to the terms of the IMA between NorthWall and the Client.

Other Types of Fees or Expenses

In addition, each Client is responsible for custody fees, administration fees, legal, operational expenses, audit expenses, research expense and brokerage fees in addition to NorthWall's Fees and Compensation.

The Firm is responsible for and shall pay, or cause to be paid, all their own ordinary administrative and overhead expenses, including, without limitation, all costs and expenses related to rent, furniture, fixtures, equipment, office supplies, clerical expenses and all salaries, bonuses and benefits paid to, or on behalf of, personnel of the Firm.

Generally, NorthWall may have a pre-determined limit on its ordinary or extraordinary operating expenses. In such instances Client approval will be sought for excess expenditure. NorthWall's and Client's actual annual operating expenses are provided to each Client or Investor, as required.

Neither the Firm nor its employees accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

Please also see Item 12: Brokerage Practices below.

Item 6. Performance-based Fees and Side-By-Side Management

The Firm requires any incentive allocation or performance-based fee to comply with Rule 205-3 of the Investment Advisers Act of 1940 (the "Advisers Act"), meaning each Investor and/or SMA Client must be a "Qualified Client" as defined by the Rule.

NorthWall is entitled to receive performance-related compensation from its Clients.

NorthWall is entitled to a performance-related fee based on the returns generated on behalf of the Client. The structure of any performance fee is subject to negotiation and agreement with the Client and documented in the IMA or other agreement. The Performance Fee and hurdle rate may vary from 10% (8% hurdle rate) to 20% (10% hurdle rate). NorthWall only earns a performance fee once the investor has received their capital invested back plus a preferred return. After the investor has received the preferred return, NorthWall receives a performance-related fee, and then profits are split between NorthWall and the Investor based on the fund offering documentation.

Any other incentive arrangements for Investment Advisory Services will be disclosed in detail in each Client's IMA or other agreement.

Since NorthWall manages multiple Client accounts on behalf of multiple clients, including mandates with different target return profiles and, as such, different Management Fee and performance-related fee arrangements may create an incentive for the Firm to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

NorthWall has procedures designed and implemented to ensure that its Clients are treated fairly, and to prevent this conflict from influencing its investment decisions. The Firm endeavours to allocate investment opportunities amongst

Clients in a fair and equitable manner, taking into accounts the relevant Client's investment objectives, capital constraints and other relevant factors.

Item 7. Types of Client

NorthWall clients are as described in Item 4 above, and the Funds are generally open to, among others, institutional investors, pension plans, endowments, financially sophisticated individuals, and other sophisticated investors. A US investor must be "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended, and a "qualified purchaser" under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The Firm generally requires, with some exceptions, that may be granted at the sole discretion of NorthWall, that investors in the Eiger Funding vehicles invest no less than 100,000 in EUR, GBP or USD. Investors in other funds are required to make an investment of at least 2,500,000 in EUR, GBP or USD.

It is anticipated that for any SMA client, each SMA will meet certain sophistication requirements and minimum initial investment requirements will vary depending on the agreement with the Client and are at the Firm's discretion.

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

The Firm's investment objective is to deliver attractive risk-adjusted returns by sourcing and structuring a concentrated but diversified portfolio of investments in the private capital and credit markets. NorthWall seeks to identify and invest in opportunities that, combine strong downside protection with attractive upside exposure. The Firm is an opportunistic credit investor focusing on asset-backed, cash-backed and SME opportunities in Western Europe. We seek to identify opportunities within the space where there is less competition from specialist private credit funds, such as direct lending funds. We will also invest in alternative asset types including, legal assets funding, distressed investments, private equity, and other types of assets.

Investment Process

The investment process has been developed over many years of European investment experience. Our deal teams identify investment themes that NorthWall believes could generate opportunistic investments, which can be related to specific industries or trends identified in a European market. We source potential transactions via our network of investment banks, operating partners, capital raising advisory firms, accountancy firms, lawyers and other potential transaction intermediaries.

The investment professionals conduct extensive analysis and due diligence to determine which of these investment opportunities provides an investable risk/reward proposition. The diligence process carried out by our investment professionals may include, but is not limited to, analysis of publicly available information, forensic accounting, valuation work, on-site information gathering and analysis of company specific, sector specific, and general market trends. The team also include a full ESG review in investment due diligence.

NorthWall conducts an analysis of the investment exit strategy at the initial underwriting stage and the market for potential refinancing and exit opportunities are monitored on an ongoing basis.

Investment Guidelines are monitored regularly to ensure the portfolio is appropriately constructed. If the Investment Guidelines are breached, the Investment Committee is notified, and remedial action is immediately taken. NorthWall undertakes regular portfolio reviews to stress test for interest rate, currency and factor risks.

Risk of Loss

Clients and investors should understand that all investments are subject to risks and that the return and the principal value of investments fluctuate depending on general market conditions and other factors, so that from time to time the value of an investment may be worth more or less than its original cost. The Client should be prepared to bear the risk of loss if they desire to sell their investment at a time when its value is worth less than the original cost. Further, depending on the types of investments, there may be varying degrees of risk. They should be prepared to bear investment loss including the loss of the original principal.

Prospective investors are urged to consult their professional advisers and review any offering materials and/or IMAs before deciding to make an investment.

Reliance on Key Personnel. Investors will have no opportunity to participate in the day-to-day operations, including investment and disposition decisions, of discretionary client portfolios. The success of the portfolios will significantly depend upon the skill and expertise of the Firm's investment professionals. Such professionals may not continue to be associated with the Firm throughout the term of investment, and any departure or resignation of any key professionals could have an adverse impact on the performance of a client account.

General Credit Risks/Credit Opportunities. We invest primarily in credit opportunities, a significant portion of which may be illiquid investments including private instruments structured as loans, bilateral bonds, preferred equity or other private credit-like instruments. In addition, we invest in other debt instruments or obligations that are not secured by collateral, and, thereby, we may be exposed to losses resulting from default and foreclosure of any such investments. Therefore, the value of underlying collateral, if any, the creditworthiness of borrowers and the priority of liens are each of great importance in determining the value of our investments. No guarantee can be made regarding the adequacy of the protection of our security, if any, in the debt instruments in which we invest.

Interest Rate. Clients may be exposed to interest rate risks. These risks occur when there are fluctuations in the interest rates of the main currencies of each security or other financial assets of the Clients.

Currency Risk. The value of investments may be affected by a variation in exchange rates in the Clients where investments are possible in a currency other than the U.S. Dollar.

Real Estate Risks. Investments in real estate are subject to various risks, including adverse changes in local, national or international economic conditions or regulations, changes in supply of or demand, the financial conditions of parties involved, available financing, changes in interest rates, exchange rates, or real estate tax rates. Other variables include acts of God, uninsurable losses, war, terrorism and other factors which are beyond the control of the Firm. Non-performing real estate investments may require a substantial amount of workout negotiations or restructuring, which may entail, among other things, a substantial write-down in the value of such asset and may impact the value of the participation in the relevant investment vehicle or portfolio company. However, even if an asset is performing as expected, a risk exists that upon maturity of financing, refinancing will not be available. Valuations of real estate assets are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of volatility or low transaction flow in the commercial real estate market.

Availability of Suitable Investments. The success of our investment activities depends on our ability to identify overvalued and undervalued investment opportunities and to manage market exposure risk. Identification and exploitation of the investment strategies we pursue involve a high degree of uncertainty. No assurance can be given that we will be able to identify suitable investment opportunities in which to deploy all of our capital.

Small and Medium Capitalization Companies. We may invest in the debt and other securities of companies with small to medium-sized market capitalizations. While such companies may provide significant potential for appreciation, such investments, involve higher risks in comparison to investment in larger companies. The risk of bankruptcy or insolvency

of many smaller companies is higher than for larger, “blue-chip” companies. In addition, investment in some medium or small capitalization securities, may be considered illiquid and may underperform the large capitalization securities.

Liquidity Risk. Liquidity risks arise when a particular instrument is difficult to sell. Some securities or other financial assets that the Clients may invest in may be difficult to sell within the desired timescale, during certain periods or in specific market segments.

Risks Arising from Investment in Corporate Debt. Bonds, notes, and debentures issued by corporations may pay fixed, variable, or floating rates of interest, and may include zero-coupon obligations. Corporate debt instruments may be subject to credit rating downgrades. and/or we may be paid interest in kind in connection with investments in corporate debt. Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, we may experience substantial losses.

Risks Arising from Investment in Stressed Debt. Stressed issuers are issuers that are not yet deemed distressed or bankrupt and whose debt securities are trading at a discount to par, but not yet at distressed levels. The market prices of stressed and distressed instruments are highly volatile, and the spread between the bid and the ask prices of such instruments is often unusually wide.

Institutional Risks; Counterparty Risk. Institutions will have custody of the assets of the Clients. Certain of our assets will be exposed to the credit risk of the dealers, brokers and exchanges through which we deal, whether we engage in exchange-traded or off exchange transactions. These firms and/or financial institutions, regardless of how large or well capitalized, may encounter financial difficulties that impair the operating capabilities or our capital position. If any broker-dealer or other financial institution holding the Client’s assets were to become bankrupt or insolvent, it is possible that we would be able to recover only a portion, or in certain circumstances, none of the Client’s assets held by such bankrupt or insolvent entity.

Cybersecurity. The Firm and the Clients are subject to risks associated with a breach in Cybersecurity. Cybersecurity is a term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and unintentional damage or interruption in service. A Cybersecurity breach could expose the Firm to substantial costs, civil liability, and regulatory inquiry and/or action. In addition, as the Firm does not directly control the Cybersecurity systems of third-party service providers, there can be no assurance that the cybersecurity practices of these providers will protect the Firm or the Clients.

Public Health Emergencies and Pandemics, such as COVID-19. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as the current outbreak of COVID-19, have impacted market volatility. Future pandemics and public health emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Firm’s clients. In addition, governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy of the Firm and client investment objectives. In addition, the operations of the Firm itself may be significantly impacted, or even temporarily halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements and other factors related to a public health emergency. Similar disruptions may occur in respect of the Firm’s service providers and counterparties, which could also negatively impact the clients.

Volatility Caused by World Events. In recent years, world events such as terrorism, natural disasters as well as political and social turmoil have resulted in substantial volatility in the financial markets, impacting the wider global economy as well as directly impacted countries. Similar events and resulting fluctuations could have a substantial impact on the performance of investments in client accounts.

Item 9. Disciplinary Information

The Firm has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

Item 10. Other Financial Industry Activities and Affiliations

NorthWall and its employees are not registered, nor have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading adviser. The Firm operates pursuant to the exemptions to registration provided by Commodity Futures Trading Commission Rule 4.13(a)(3).

The Firm acts as sub-adviser to private funds managed by North Wall Capital Management Limited, which is notified to the SEC as an Exempt Reporting Adviser. The Firm shares common owners, officers, partners, employees, consultants or persons occupying similar positions.

Neither NorthWall nor any of its management persons have any other relationship or arrangement that is material to, or causes a conflict with the Firm's advisory business or to its clients.

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

NorthWall has adopted a "Code of Ethics" that establishes the high standard of conduct that we expect of our employees and procedures regarding our employees' personal trading of securities. The foundation of our Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Clients first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Firm's Code of Ethics; and
- Employees are prohibited from trading either in their personal accounts or client accounts on the basis of material non-public information.

All personal securities transactions, other than those specifically exempted within the Code of Ethics, are required to be pre-approved by the Chief Compliance Officer.

Employees are required to submit to the Chief Compliance Officer an initial and annual report listing their reportable securities and a quarterly report of such transactions.

We will provide a copy of our Code of Ethics to our Clients as well as investors, or any prospective investor, upon request.

A copy of the Code will be provided to any Client upon request by contacting Ian Lokkerbol, Compliance Officer, at ian.lokkerbol@northwallcap.com or +44(0)203 848 5330.

Item 12. Brokerage Practices

As an adviser and a fiduciary to Clients, we require that the Clients' interests must always be placed first and foremost, and our trading practices and procedures prohibit unfair trading practices and seek to disclose and avoid any actual or potential conflicts of interests or resolve such conflicts in the Client's favour. We have adopted the following policies and practices to meet the Clients' fiduciary responsibilities and to ensure our trading practices are fair to all Clients and that no Fund or Client Account is advantaged or disadvantaged over any other.

We shall have the authority to select and appoint custodians of the assets of the Fund and Clients. The Firm's authority is limited by its own internal policies and procedures and each Client's investment guidelines.

Best Execution

As an investment advisory firm, we have a fiduciary duty to seek best execution for client transactions. Neither NorthWall nor any of its affiliates will receive any commissions generated by a Client's trading activities. In selecting an appropriate broker-dealer to effect a Client trade, NorthWall seeks to obtain best execution, taking into consideration a broker-dealer's execution capabilities and expertise, in addition to the price of the security offered by the broker-dealer. As a matter of policy and practice, we seek to obtain best execution for client transactions, i.e., seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances. NorthWall will in its sole discretion select broker-dealers to execute Client transactions based on a totality of the circumstances, including any or all of the factors outlined above.

Our investment team meets at least annually to formally review all counterparties. Counterparties are selected as part of our Best Execution Policy.

Soft Dollars

As a UK investment manager impacted by MiFID II regulations NorthWall would pay for all and any research received. The Firm does not currently have and does not intend to maintain any soft dollar arrangements.

Allocation of Investment Opportunities

As a fiduciary, the firm must allocate investment opportunities among its Clients in a fair and equitable manner and ensure that no Client is improperly favored over any other Client.

We will seek to allocate orders and investment opportunities in accordance with the Firms allocation policy. When allocating trades, the Firm considers each Client's investment strategy, objectives, and any relevant restrictions. Where the Firm deems an investment opportunity to be suitable for more than one Client, the Firm will typically allocate on a pro rata basis although will consider the suitability of allocation for each Client, taking into account their investment objective, investment guidelines and restrictions, current portfolio holdings, concentration and liquidity considerations, for example.

Item 13. Review of Accounts**Review of Accounts**

The Client Accounts are reviewed on a daily basis by the CIO and portfolio manager to confirm that the securities held are suitable and consistent with each Client's objectives and strategies. In addition, personnel on NorthWall's operations team also monitor the Clients to help ensure conformity with investment objectives and guidelines. NorthWall engages in active management of its Clients and reviews transactions, positions and cash balances on a daily basis.

Account Reporting

We distribute an audited financial report with respect to the previous fiscal year to all Fund investors within 120 days of fiscal year end. We also distribute quarterly unaudited net asset value statements, quarter-end performance reports, and a quarterly investor letter to all Investors.

Item 14. Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

The Firm may occasionally enter into solicitation agreements with unaffiliated and affiliated third parties. NorthWall may compensate certain third parties in return for U.S. Client solicitations. The fees are paid by the Firm, and not by Clients. Any such arrangements must comply with SEC Rule 206(4)-3.

The Firm currently has a solicitation agreement with PJT Partners LP (formerly Park Hill Group LLC), an unaffiliated third party for U.S. Client solicitation.

Item 15. Custody

To the extent we have custody with respect to the assets of funds we advise, we will comply with Rule 206(4)-4 under the U.S. Investment Advisers Act of 1940, as amended, including, as applicable, by meeting the conditions of the annual audit provision. Under that provision, upon completion of the fund's annual audit, the adviser is required to distribute the fund's audited financials to fund investors within 120 days of the fund's fiscal year end.

As noted in Item 4, the Firm acts as sub-adviser to the Funds and does not have custody of client assets; however the Firm has taken steps to confirm the Funds satisfy the requirements of the custody rule. Audited financial statements are distributed to each of the relevant Fund's respective investors no later than 120 days after the relevant Fund's fiscal year end by North Wall Capital Management Ltd.

NorthWall does not accept custody in respect of separately managed accounts.

NorthWall will not have physical custody of any client assets. It does not have 'deemed' custody as it has no authority over the assets other than the investment advisory authority in accordance with the relevant investment mandates and has agreements in place with external custodians.

Item 16. Investment Discretion

We have full discretionary authority with respect to some or all of our Clients, including authority to make decisions with respect to which securities to be bought and sold, as well as the amount and price of those securities. Prior to assuming full discretion in managing Client assets, NorthWall enters into an investment management agreement that sets forth the scope of its discretion. Additionally, the Firm may have full discretion with respect to selecting the broker-dealers to be used for transactions and the commissions to be paid to those broker-dealers. These terms are established in the investment offering documentation for each Client.

Item 17. Voting Client Securities

To the extent that we are delegated proxy voting authority on behalf of our Clients, we will comply with our proxy voting policies and procedures that are designed to ensure that such proxies are voted in the best interest of the Clients. The Fund investors may not direct voting of proxies.

Upon request, we will provide Clients and Fund investors with a copy of our proxy voting policies and procedures and/or a record of all proxy votes cast by the pertinent Fund or other Client account.

Item 18. Financial Information

The Firm has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.