



Part 2A of Form ADV: Brochure

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**Sovereign's Capital Management, LLC**

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This brochure ("Brochure") provides information about the qualifications and business practices of Sovereign's Capital Management, LLC, a Delaware limited liability company ("Sovereign's Capital" or the "Firm"), which is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer, at (404) 260-2798 or [admin@sovereignscapital.com](mailto:admin@sovereignscapital.com). The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment adviser with the SEC does not imply any level of skill or training. Additional information about Sovereign's Capital is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since the last annual update of its Form ADV Part 2A on March 30, 2023, Sovereign’s Capital has made the following material changes:

- Item 1 – The Firm updated its business address.
- Items 4, 5, 6, 7, 8, 10, 11, 12, 13, 14, 15, 16, and 17 have been updated to reflect that Sovereign’s Capital is now providing investment advisory services to an exchange-traded fund (“ETF”). The language added in these items relating to the ETF include new disclosures addressing fees, minimum investment, ETF strategy and related risks, an affiliate, brokerage practices, portfolio reviews, no referral arrangements, custody of ETF assets, investment discretion, and proxy voting.
- Item 8 has been updated to reflect additional risks relating to cybersecurity, financial institution distress events and force majeure.
- Item 10 has been updated with information about new affiliates of the Firm including both new GP vehicles set up in the last year and new affiliates that are related persons of the Firm.

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## **Item 4 – Advisory Business**

### **Firm Overview**

Sovereign's Capital is an asset management firm originally founded in 2012. Sovereign's Capital is headquartered in Atlanta, Georgia. The principal owner of the Firm is Sovereign's Capital Holdings, LLC which is owned by MM SCM AM, LLC, Lukas Roush, Henry Kaestner, and John Coleman. MM SCM AM, LLC is owned by Casey Crawford.

### **Sovereign's Capital Offerings**

Sovereign's Capital provides discretionary portfolio management services to private pooled investment vehicles (the "Private Investment Funds"), Separately Managed Account Client ("SMA Clients"), and an Exchange-traded Fund ("ETF"), collectively ("Client(s)") in accordance with the investment guidelines set forth in each Private Investment Fund's governing documents, Client Agreement, and the ETF's prospectus and statement of additional information ("SAI"). Sovereign's Capital is responsible for the investment decisions and performance of the Private Investment Funds, SMA Client accounts and ETF.

Separately Managed Accounts are fully discretionary and managed in accordance with the Investment Guidelines provided in the Client Agreement. Sovereign's Capital will tailor its advice for SMA Clients. However, the Firm does not tailor its investment advice to the needs of investors in the Private Investment Funds or ETF.

Additionally, investors in the Private Investment Funds are required to meet certain suitability requirements, such as being an "Accredited Investor," a "Qualified Client" and/or a "Qualified Purchaser" as defined under federal laws. Investors interested in a Private Investment Fund should refer to the Private Investment Fund's governing documents for important information regarding the Private Investment Fund's investment objectives, risks, fees, and additional disclosures for a complete understanding of the terms and conditions for investing in the relevant Private Investment Fund.

### **Wrap-Fee Programs**

Sovereign's Capital does not participate in any wrap fee programs.

### **Assets Under Management**

As of December 31, 2023, Sovereign's Capital had \$867,191,714 of regulatory assets under management. All assets are managed on a discretionary basis.

## **Item 5 – Fees and Compensation**

### **Adviser Compensation**

#### **Separately Managed Accounts – Management Fees:**

Sovereign's Capital's separate account management fees are described below and are detailed in each SMA Client Agreement. For advisory services provided to SMA Clients, Sovereign's Capital will charge each SMA Client a management fee based on a percentage of assets under management. Sovereign's

Capital's asset-based fees range up to 1.50% (per annum). Management fees for SMA Clients are negotiable.

Investment management fees are billed quarterly, at the commencement of the calendar quarter during which Sovereign's Capital will perform advisory services. The fee is based on the value of assets on the final day of the preceding quarter and the fee may be prorated based on intra-quarter contributions and distributions. Accounts commencing or terminating during a quarter are billed on a pro rata basis. Sovereign's Capital will bill SMA Clients by invoice to make a direct payment for fees rather than having fees deducted from their account.

*Private Investment Funds – Management Fees:*

The Adviser's fees and compensation arrangement vary amongst the Private Investment Funds. The specific terms of such arrangements are established by the Firm and are set forth in each of the Private Investment Fund's Governing Documents.

Fees paid by the Private Investment Funds are described to investors, in detail, in each Private Investment Fund's governing documents. Private Investment Fund investors bear their proportionate share of the applicable investment management fee charged to such Private Investment Fund.

Compensation earned by Sovereign's Capital for providing investment advisory services to the Private Investment Funds is generally comprised of one or more of the following:

- An asset-based management fee or a fee based on the investors' committed capital, which does not exceed 2.5% and is generally payable quarterly in advance.

The assets of each Private Investment Fund with this fee structure, include capital committed to the particular Private Investment Fund during its investment period, and subsequent to the investment period, the invested capital within the particular Private Investment Fund. Sovereign's Capital may, in its sole discretion, negotiate an investor's proportional fee rate. The management fee is generally deducted directly from the Private Investment Fund.

- An annual management fee paid by the portfolio company held by the relevant Private Investment Fund. The Firm will charge and receive its management fee, subject to the terms of each of the portfolio company's management fee agreement. The fee may vary by each individual portfolio company in each Private Investment Fund but will not exceed 3% of the portfolio investment's annual profit before the deduction of interest, taxes, depreciation, and amortization (EBITDA), and is generally payable quarterly in advance.

Further, pursuant to the governing documents of each Private Investment Fund, the applicable general partner, in its discretion, may elect to offer one or more of the limited partners of the private fund, or an affiliate, the opportunity to co-invest alongside the private fund client with respect to a particular investment. Management Fees and/or carried interest that may be received by Sovereign's Capital or its affiliates in connection with co-investment opportunities will be determined on a deal-by-deal basis. Co-investments will occur as a result of certain investors' particular interest in a sector or portfolio company, in addition to, or outside their, investment in the Private Investment Fund. It could also be sought by the Firm if the deal requires additional cash beyond what the Private Investment Fund can commit.

In the event that an investor redeems out of a Private Investment Fund, (where redemption is possible) the fee will be handled according to the governing documents of that particular fund.

Sovereign's Capital retains the discretion to negotiate alternative fees on a Client-by-Client basis.

*Exchange-traded Fund – Unitary Management Fees:*

Sovereign's Capital's management fees for the ETF are described below and are detailed in the ETF's prospectus and SAI. For advisory services provided to the ETF, Sovereign's Capital will receive a unitary management fee based on a percentage of assets under management. Sovereign's Capital's asset-based fee is 0.75% (per annum). Investment management fees are calculated daily based on the amount of the ETF's average daily assets under management.

Out of the unitary management fee, Sovereign's Capital has agreed to pay substantially all expenses of the ETF, including the cost of transfer agency, custody, fund administration, securities lending and other non-distribution related services necessary for the ETF to operate, except for: the fee paid to the ETF pursuant to the Investment Advisory Agreement, taxes and related services, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, and extraordinary expenses.

**Other Non-Advisory Fees**

Sovereign's Capital's fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses that may be incurred by the Private Investment Fund. Other fees and expenses may include without limitation:

- Brokerage and trading costs, expenses, and commissions;
- Third-party custody fees;
- Expenses related to the operation of the Private Investment Funds, including without limitation: Deal sourcing, legal, accounting and tax fees, fund administration, auditing, consulting, preparation of fund financial statements, tax returns and Schedule K-1s, extraordinary expenses, such as litigation and indemnification costs and expenses, judgments and settlements, insurance expenses; and
- Fees and expenses related to money market funds that hold cash balances or credit lines.

All fees paid to Sovereign's Capital for investment advisory services are separate and distinct from the fees and non-advisory fees referenced above. More details related to the fees and expenses borne by the Private Investment Funds, SMA Clients or ETF are included in their respective governing documents or Client Agreements. Neither Sovereign's Capital nor any of its supervised persons receive placement fees or commissions from third parties for the sale of securities or other investment products, including asset-based charges or service fees from the sale of mutual funds or the ETF.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

### **Performance Based Fees/Carried Interest**

As described above in Item 5: Fees and Compensation, with respect to each Private Investment Fund and SMA Client, a portion of the profits of each such Private Investment Fund are distributed to certain affiliates of Sovereign's Capital as "carried interest" or a "performance-based fee" (the "Carried Interest" or "Performance Fee").

Because of Sovereign's Capital's relationship with the General Partners of the Private Investment Funds, the Carried Interest is considered performance-based compensation that benefits Sovereign's Capital. Carried Interest payments, if any, typically are paid periodically when a private portfolio company is sold from cash that otherwise would be distributed to limited partners of the particular Private Investment Fund, pursuant to the Private Investment Fund's limited partnership agreement. Carried Interest payments are governed by the limited partnership agreement or governing documents for the particular Private Investment Fund. Performance Fee payments will be crystallized at the end of every year in the public equity strategies.

While the receipt of a Performance Fee or Carried Interest is intended to align Sovereign's Capital affiliates' interests with those of the relevant Private Investment Fund, the nature of the Carried Interest creates a potential conflict of interest between Sovereign's Capital affiliates and the Private Investment Funds. The nature of performance fees can encourage unnecessary speculation with Private Investment Fund assets in order to earn or increase the amount of the fee. The result of riskier investments can have a positive effect in that results could equal higher returns when compared to an asset-based fee account. On the other hand, riskier investments historically have a higher chance of losing value. Details of the Carried Interest or Performance Fee calculation and terms are detailed in each Private Investment Fund's Limited Partnership Agreement or governing documents.

Sovereign's Capital evaluates investment opportunities that are in the best interests of Clients without regard to fee arrangements.

Additionally, Sovereign's Capital is eligible for a performance-based fee with certain Private Investment Funds and SMA Clients. In the case of public equity investments, the performance-based fee is generally allocated annually and equals 15% of net profits, subject to (i) a "high water mark" and (ii) a benchmark "hurdle" based on the performance of the Russell 3000 Total Return index.

In certain instances, certain Sovereign's Capital Private Investment Funds and SMA Clients are managed in accordance with Sovereign's Capital's Public Equity Strategy described in Item 8. Sovereign's Capital does not receive performance-based compensation from the ETF.

The fact that Sovereign's Capital is compensated based on the profits relating to Private Investment Funds and SMA Clients may create an incentive for Sovereign's Capital to make investments on behalf of a performance-based fee client that are riskier or more speculative than would be the case in the absence of such compensation.

To address this potential conflict, Sovereign's Capital ensures that investment opportunities are allocated fairly and equitably over time among all Private Investment Funds, SMA Clients and the ETF, regardless of their corresponding fee structure or the strategy in which the account is invested.

Sovereign's Capital has implemented procedures based on the principle of treating all Clients in a fair and equitable manner. The trade opportunities in which a Client will participate are according to the account's strategy as well as the Client's investment objectives or specified account restrictions. Client transactions are either traded in aggregate with other accounts or individually.

### **Item 7 – Types of Clients**

Sovereign's Capital provides investment advisory services to Private Investment Funds, SMA Clients and an ETF.

The minimum capital commitment in a Private Investment Fund managed by Sovereign's Capital is generally \$1,000,000, subject to reduction at the sole discretion of the General Partner of the Private Investment Fund.

The minimum for investment management services for separately managed accounts is \$5,000,000. Sovereign's Capital reserves the right to waive the minimum at any time.

There is no minimum investment to purchase shares of the ETF. Shares are listed on the New York Stock Exchange, and individual shares may only be bought and sold in the secondary market through brokers at market prices, rather than NAV. Because shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (premium) or less than NAV (discount).

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

The Firm provides day-to-day investment advisory services to the Private Investment Funds, SMA Clients and the ETF. The following is a summary of the investment strategies and methods of analysis generally used by Sovereign's Capital on behalf of its Private Investment Funds. Regarding SMA Clients, Sovereign's Capital will manage these accounts consistent with the Public Equity investment strategies and methods discussed below.

A general description of the strategies and the associated risks is provided below, but prospective and existing investors should review the more detailed descriptions of each Private Investment Fund's investment strategies and process, methods of analysis, investment limitations, and risks in the applicable Private Investment Fund governing documents. There can be no assurance that Sovereign's Capital will achieve the investment objectives of each Private Investment Fund and a loss of investment is possible. Investing in securities involves risk of loss that SMA Clients, investors in each Private Investment Fund and investors in the ETF should be prepared to bear.

Additional detail regarding investments in Private Investments Funds is found in the governing documents of the respective Private Investment Fund, which is provided to each investor.

The Private Investment Funds are not registered as investment companies under the Investment Company Act of 1940 (the "Company Act") and, therefore, will not be required to adhere to the restrictions and requirements under the Company Act. Accordingly, the provisions of the Company Act (which, among other things, require investment companies to have a majority of disinterested directors, require securities to be held in custody by a bank or broker in accordance with rules requiring the segregation of securities, prohibit the investment companies from engaging in certain transactions with its affiliates and regulate the relationship between advisers and investment companies) are not applicable.

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

Sovereign's Capital follows several value-driven strategies and will make investments in any number of companies, public and private securities, including other private funds, joint ventures and partnerships.

### **Private Equity**

Sovereign's Capital makes long-term investments in lower middle market privately-held companies with approximately \$10 million to \$100 million in revenue, and \$3 million to \$20 million in owner's earnings. The Firm also uses a fund of funds strategy to invest in venture and private equity fund managers through primaries, secondaries, co-investments, and GP stakes.

Sovereign's Capital may seek other opportunistic investment opportunities in other industries or asset classes as they become available or that otherwise meet the Private Investment Funds' investment objectives.

More information can be found in the relevant Private Investment Fund's governing documents.

### **Venture Capital**

Sovereign's Capital partners with growing venture stage companies operating in expanding markets in the U.S. and Southeast Asia. The Firm invests in early-stage technology companies across Seed and Series A stages. Seed stage companies include values aligned companies that the Firm believes to be undervalued. Industries in which the Firm focuses, include B2B and B2C software, healthcare IT, and tech-enabled goods and services. More information can be found in the relevant Private Investment Fund's governing documents.

### **Fund of Funds and Co-Investments**

Sovereign's Capital also invests in other private equity and venture funds and engages in co-investment opportunities. The Firm's investment focus centers around primaries, secondaries, General Partner investments ("GP Stakes") and direct deals across venture and private equity in U.S. and foreign companies.

### **Public Equity**

Sovereign's Capital employs long-only strategies with a focus on publicly traded U.S. companies across nearly all industries and market capitalizations, led by values-driven leaders. The Private Investment Funds' and SMA Clients' objective is to outperform the Russell 3000 Total Return index. The Firm uses a proprietary scoring model to assess whether the company's leadership is motivated by a vision for making a positive impact on the lives of all stakeholders that extends beyond excellent financial returns. The Firm seeks to identify values-aligned executives who possess competence, character, and conviction as they lead their respective companies according to values reflected in the people, policies, priorities, and practices of those companies. More information about this process can be found in the relevant Private Investment Fund's governing documents or Client Agreement.

### **Real Estate**

Sovereign's Capital's real estate strategy focuses primarily on value-added equity capital investments with value-aligned owners and operators of real estate throughout the United States and has a concentration in the housing sector. The real estate strategy endeavors to develop selective portfolios of private investments possessing the potential for both current yield and significant capital appreciation at an appropriate level of risk. The Firm may seek other opportunistic investments in preferred equity, debt, or other real estate sectors as they become available or that otherwise meet the Private Investment Funds' investment objectives. More information about this process can be found in the relevant Private Investment Fund's governing documents or Client Agreement.

### **ETF Strategy**

Regarding the ETF, Sovereign's Capital invests primarily in common stock of publicly traded U.S. companies. Sovereign's Capital selects companies that are led by values-driven CEOs that seek to build exceptional corporate cultures that allow employees to flourish. A company is considered a "U.S. company" if (i) the security is listed on a U.S. national securities exchange, (ii) the issuer is headquartered in the U.S., or (iii) the issuer derives a substantial portion of its revenues from, or has a substantial portion of its operations in, the U.S. Additional information about the ETF's investment strategies and risks can be found in the ETF's prospectus and SAI.

### ***General Risks Related to Sovereign's Capital's Investment Strategies***

*Current Market Conditions.* General economic and other market conditions, including interest rates, the availability of financing, the price of securities and participation by other investors in the financial markets, may affect the value and number of investments made by the Private Investment Fund. Moreover, the securities could be adversely affected by changes in the general economic climate or the economic factors affecting a particular industry, changes in tax law or specific developments within such companies or interest rate movements.

Uncertainty and volatility in the financial markets and political systems of the United States and other countries may have adverse spill-over effects into the global financial markets generally. A recession, slowdown and/or a sustained downturn in the United States or the global economy could have a pronounced impact on an investment and could adversely affect the Private Investment Fund's profitability, impede performance of both public and private companies resulting in an inability to effectively deploy its capital or realize upon portfolio investments on favorable terms.

It is possible that a weakening of credit markets could adversely affect a lender's funding obligations to an investment. Possible consequences, any of which could adversely affect the business of the Private Investment Fund, restrict the investment activities, and impede the Private Investment Fund's ability to effectively achieve its investment objective. Any of the foregoing events could result in substantial or total losses in respect of certain portfolio investments, which losses will likely be exacerbated by the presence of leverage in a portfolio company's capital structure.

*Specific Values-Driven Investing Criteria.* The Private Investment Fund, SMA clients and ETF invest in securities that meet the Firm's investment criteria for selecting securities of companies that meet values-driven leadership on a faith aligned basis. There can be no guarantee that the leadership of the companies included in a Client portfolio will always align with these values. To the extent an investor intends to invest in a manner consistent with their values, the Private Investment Fund, a separate account or the ETF may fail to achieve such objective.

As an exchange-traded fund, the ETF's structure exposes investors to certain risks, including Authorized Participants, Market Makers and Liquidity Providers Concentration Risk, Costs of Buying or Selling Shares, Shares May Trade at Other than NAV and Trading Risk. Additionally, the ETF is new and has a limited history of operations for investors to evaluate. Investors should. An investor should review the prospectus and/or SAI to learn more about these risks before investing. There can be no assurance that Sovereign's Capital will achieve the investment objectives of the ETF and a loss of investment is possible.

### **General Risks Related to Private Equity, Venture Capital, and Co-Investment/Fund of Funds Strategies.**

The Private Investment Fund's investment strategies could include direct investments, and investments in private companies, other private funds, co-investments, secondaries and separate General Partner investments ("GP Stakes") that pursue or otherwise relate to private equity investment strategies, among other strategies. As such, the success of the portfolio companies' activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of security prices and liquidity of the Private Investment Funds' investments. Unexpected volatility or illiquidity could impair the portfolio companies' profitability or result in its suffering losses. Investments that pursue or otherwise relate to venture capital investment strategies, with a focus on companies and businesses that are in the early and growth stages of development. Such early-stage and growth-stage technology companies may include companies that utilized advanced science, technology, engineering, and/or mathematics to innovate in their respective markets.

*Highly Competitive Market for Venture Capital and Growth Equity Investment Opportunities.* The activity of identifying, completing, and realizing venture capital and growth equity investments is highly competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions. In particular, in light of changes in such conditions, including changes in long-term interest rates, certain types of investment opportunities may not be available on terms that are as attractive as the terms on which opportunities were available in the past. Venture capital and growth equity investing have seen many new participants emerge, including well-established investment firms, corporations, wealthy individuals and foreign investors, including, without limitation, partnerships and corporations, other venture capital and private equity firms, business development companies, sovereign wealth funds, domestic and international public pension plans, individuals, financial institutions and other investors, investing directly or through affiliates. Some of these competitors may have more relevant experience, greater financial and other resources, and more personnel than the General Partner, the Firm, and the Private Investment Fund. Consequently, it is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Private Investment Fund and adversely affecting the terms upon which investments can be made. To the extent that there is increased competition for such investments, returns to the Private Investment Fund may decrease.

*Nature and Illiquidity of Investments.* It is anticipated that a substantial portion of a Private Investment Fund's private equity investments will be highly illiquid, and there can be no assurances that a Private Investment Fund will be able to realize a positive return on such investments.

*Operating and Financial Risks of Private-Held Companies.* in which a Private Investment Fund invests could deteriorate as a result of, among other factors, an adverse development in their business, a

change in the competitive environment or an economic downturn. As a result, companies which a Private Investment Fund expects to be stable may operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive position, or may otherwise have a weak financial condition or be experiencing financial distress. In some cases, the success of a Private Investment Fund's investment strategy will depend, in part, on the ability of the Portfolio Company to restructure and effect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that a Portfolio Company will be able to successfully identify and implement such restructuring programs and improvements.

Venture capital investments in early stage and growth stage companies are often highly dependent on communications and information systems and are exposed to many types of operational risks, including the risk of fraud or security breaches by employees or other parties, record keeping errors, errors resulting from faulty or "hacked" computer or telecommunication systems, computer failures or interruptions, and damage to computer and telecommunication systems caused by internal or external events. New technologies and improved products and services are continually being developed, rendering older technologies, products, and services obsolete. Further, the failure of these systems could cause significant interruptions in the operations of portfolio companies and could harm the reputation of the Firm and/or their affiliates, the Private Investment Fund and/or such portfolio company, subjecting such entity and its respective affiliates to legal claims and adverse publicity or otherwise affect their business and financial performance.

*Leverage.* It is anticipated that certain private equity investments, including certain investments in other private funds, may use leverage when making investments in portfolio companies. In addition, a portfolio investment may increase the leverage of a portfolio company by using promissory notes or other indebtedness issued by the portfolio company as part of the purchase consideration. Although the use of leverage may enhance returns and increase the number of investments that a portfolio investment can make, it may also substantially increase the risk of loss. Leveraged capital structure of portfolio companies generally will increase the exposure of those companies to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the portfolio company or its industry. Leverage generally will increase investment returns if a private equity investment earns a greater return on the investments purchased with borrowed funds than it pays for the use of those funds but also may increase losses. The use of leverage is speculative and involves certain risks. The use of leverage may decrease the return on an investment if the investment fails to earn as much on its investment purchased with borrowed funds as it pays for the use of those funds. The use of leverage may in this way magnify the volatility of changes in the value of an investment, especially in times of a "credit crunch" or during general market turmoil, such as that experienced in early 2020.

If an investment is unable to access additional credit, it may be forced to liquidate investments at inopportune times, which may further depress the returns. Because the securities in which a portfolio company will invest may be among the most junior in a portfolio company's capital structure, the inability of a portfolio company to service its debt obligations could result in a loss of a portfolio investment. Certain portfolio companies may borrow money from brokers and banks (i.e., through credit facilities, lines of credit, or other margin or borrowing arrangements) for investment purposes. Borrowings to purchase equity securities typically will be secured by the pledge of those securities, and the financing of securities purchases may also be effected through reverse repurchase agreements with banks, brokers, and other financial institutions. In the event that a portfolio investment's equity or debt instruments decline in value, the portfolio company

could be subject to a “margin call” or “collateral call,” under which the portfolio company must either deposit additional collateral with the lender or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. If a portfolio company is required to deleverage in a more rapid fashion than expected or intended, its returns will likely be substantially reduced, and it may be forced to liquidate entirely if it cannot meet its margin calls or otherwise cover its outstanding indebtedness. In addition, legal and regulatory changes applicable to private investment funds or financial services companies generally may either force portfolio companies to deleverage or otherwise limit their ability to utilize leverage.

*Risk of Early-Stage Investments.* The Private Investment Fund’s venture capital investment strategy by its nature involves business, financial, market and legal risks. Among these risks are the general risks associated with investing in companies at the early or growth-stage of development or with limited operating history, companies operating at a loss or with substantial variations in operating results from period to period, companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position and companies dependent on new or developing technology. There generally will be little or no publicly available information regarding the status and prospects of these companies. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel. There can be no assurance that the development or marketing efforts of any particular portfolio company will be successful or that its business will be profitable. The underlying portfolio companies may be unseasoned, unprofitable or have no established operating histories or earnings and may lack technical, marketing, financial and other resources. Less-established companies tend to have lower capitalization and fewer resources, and therefore, are often more vulnerable to financial failure. These companies may be dependent upon the success of one product or service, a unique distribution channel, or the effectiveness of its manager or management team.

The failure of this one product, service or distribution channel, or the loss or ineffectiveness of a key executive or executives within the management team may have a materially adverse impact on such companies. The Private Investment Fund will not have an active role in the day-to-day management of the companies in which it invests. To the extent that the management of a portfolio company performs poorly, the Private Investment Fund’s investment in such company could be adversely affected. Furthermore, these companies may be more vulnerable to competition and to overall economic condition than larger, more established entities. In early-stage enterprises, a major risk exists that a proposed service or product cannot be developed successfully with the resources available to the portfolio company. There is no assurance that the development efforts of any portfolio company will be successful or, if successful, will be completed within the budget or time period originally estimated. The services and products may also be subject to a high degree of technical obsolescence. There is no assurance that any portfolio company can successfully develop future generations of its services or products. Additional funds may be necessary to complete such development, and there is no assurance that such funds will be available from any particular source. The receptiveness of potential acquirers to portfolio companies will vary over time and, even if a portfolio company investment is disposed of pursuant to a merger, consolidation or similar transaction, the stock, security, or other interests in the surviving entity may not be marketable.

The public market for high technology and other emerging growth companies is volatile. Such volatility may adversely affect the development of portfolio companies. In particular, the receptiveness of the public market to initial public offerings by portfolio companies may vary dramatically from period to period. An otherwise successful portfolio company may yield poor

investment returns if it is unable to consummate an initial public offering, and the portfolio company's securities typically will be subject to contractual "lock-up," securities law or other restrictions which may, for a material period of time, prevent disposition of such securities. There can be no guarantee that any investment in such portfolio companies will result in a liquidity event through a merger, acquisition, public offering or otherwise, and there is a significant risk that some or all of such investments will yield little or no return.

*Technology Industry Risks.* The Private Investment Fund may invest in private companies that operate or invest in the information, financial and communications technology industry. The technology sector is subject to various risks, including rapidly changing market conditions and participants, new competing products and services, and improvements in existing products and services. Some portfolio investments may compete in this volatile industry. There is no assurance that products or services sold by such portfolio investments will not become obsolete or negatively affected by competing products and services or other factors. In addition, communications companies in developed, emerging and frontier markets continue to undergo significant changes due mainly to evolving levels of governmental regulation or deregulation as well as the rapid development of communications technologies. Competitive pressures within this industry are intense, and the securities of companies operating in this industry may be subject to substantial price volatility. The fintech sector is challenged by various factors such as instability, fluctuation, or an overall decline within fintech industries may not be balanced by investments in other industries not so affected. A market downturn would likely lead to a decline in the volume of transactions that financial services institutions execute for their customers and thus lead to a decline in revenues from fees, commissions and spreads. Within the fintech industry, the development of products generally is a costly and time-consuming process.

*Additional Capital Requirements of Portfolio Companies.* Certain portfolio companies may be in early-stages of development and require additional financing to satisfy their working capital requirement or growth strategies. If the funds provided are not sufficient, a company may have to raise additional capital at a price unfavorable to the existing investors. In addition, investors in a portfolio company may make additional debt and equity investments or exercise warrants, options or convertible securities that were acquired in the initial investment in such company in order to preserve the investors' proportionate ownership when a subsequent financing is planned, or to protect the initial investment when such investment's performance does not meet expectations. To the extent a portfolio company in which the Private Investment Fund has directly or indirectly invested receives additional funding in subsequent financings and the Private Investment Fund does not directly or indirectly participate in such additional financing rounds, the Private Investment Fund's interest in such portfolio company would be diluted. The availability of capital is generally a function of capital market conditions that cannot be managed by the Private Investment Fund or any portfolio company. There can be no assurance that the portfolio companies will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source.

*General Risks of Co-Investments and Other Private Funds.* When the Private Investment Fund invests alongside other investors in a Co-Investment structure, the realization of portfolio company investments made as Co-Investments may take longer than would the realization of investments under the sole control of the Firm or the Private Investment Fund because co-investors may require an exit procedure requiring notification of the other co-investors and possibly giving the other co-investors a right of first refusal or a right to initiate a buy-sell procedure (i.e., one party specifying the terms upon which it is prepared to purchase the other party's or parties' participation in the investment and the non-initiating party or parties having the option of either buying the initiating

party's participation or selling its or their participation in the investment on the specified terms).

Co-Investments may involve risks in connection with such third-party involvement, including the possibility that a third-party may have financial difficulties, resulting in a negative impact on such investment, or that the Private Investment Fund may in certain circumstances be held liable for the actions of such third-party co-investor. Third-party co-investors may also have economic or business interests or goals that are inconsistent with those of the Private Investment Fund or may be in a position to take or block action in a manner contrary to the Private Investment Fund's investment objective. In circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to the Co-Investments, including incentive compensation arrangements, and the interests of such third parties may not be aligned with the interests of the Private Investment Fund. When the Private Investment Fund makes direct investments in operating companies that are co-investments alongside other private funds, the Private Investment Fund will be highly dependent upon the capabilities of the applicable Portfolio Managers. The Private Investment Fund may indirectly make binding commitments to co-investments without an ability to participate in the management and control of, and with no or limited ability to transfer its interests in, the pertinent operating company. In some cases, the Private Investment Fund may be obligated to fund its entire direct investment in a co-investment up front, and in other cases the Private Investment Fund may make commitments to fund investments from time to time as called by the investment manager or general partner of another private fund participating in a co-investment. Generally, neither the Firm nor the Private Investment Fund will have control over the timing of capital calls or distributions received from such co-investments, or over investment decisions made in respect of such co-investments.

When the Private Investment Fund participates in a co-investment, the Private Investment Fund generally will not have control over the underlying portfolio company and will not be able to direct the policies or management decisions of such portfolio company. Thus, the returns to the Private Investment Fund from any such investments are expected to be more dependent upon the performance of the particular portfolio company and its management, such that the Firm, on behalf of the Private Investment Fund, is not expected to be able to direct the policies or management decisions of such portfolio company.

*Portfolio Concentration and Lack of Diversification.* Although the General Partner will seek to diversify the Private Investment Fund's portfolio to the extent possible consistent with the investment strategy, various factors, including prevailing market conditions, available investment opportunities, constraints imposed by investments in other private funds, and the timing of investments, may prevent the General Partner from diversifying the Private Investment Fund's portfolio or may result in the portfolio not being as diversified as the General Partner might otherwise prefer. In addition, because underlying investments may be the same sector, the Private Investment Fund's portfolio may be less diversified than intended. Furthermore, these types of investments could end up over concentrated in certain investments, types of investments and/or geographic regions. In cases where there are a limited number of investments, the aggregate returns realized by the investors may be substantially adversely affected by the unfavorable performance of a small number of such investments. There can be no assurance as to the degree of diversification of an investment in another private fund, either by geographic region, industry, or transaction type. In addition, certain geographic regions, industries and/or sub-sectors may be more adversely affected from economic pressures when compared to other geographic regions, industries, or sub-sectors.

*General Risks of Secondaries.* A Private Investment Fund's investment strategy may include

investments in secondaries. There is no established market for secondaries, and the Firm does not currently expect a liquid market to develop. Moreover, the market for secondaries has been evolving and is likely to continue to evolve. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number and attractiveness of investment opportunities available to the Private Investment Fund and adversely affecting the terms upon which investments can be made. Accordingly, there can be no assurance that the Private Investment Fund will be able to identify sufficient investment opportunities or that it will be able to acquire sufficient secondaries on attractive terms. When the Private Investment Fund acquires a secondary, the Private Investment Fund may acquire contingent liabilities associated with such interest. Specifically, when the seller has received distributions from the relevant Investment and, subsequently, there are recalls of any portion of such distributions, the Firm's Private Investment Fund (as the purchaser of a third-party private fund Investment to which such distributions are attributable) may be obligated to pay an amount equivalent to such distributions to investment. While the Private Investment Fund may be able, in turn, to make a claim against the seller of the interest for any monies so paid to the investment, there can be no assurance that the Firm's Private Investment Fund would have such right or prevail in any such claim. In certain instances, the purchase of an interest in a new private fund may be less attractive than a secondary market purchase of an existing limited partner interest. In such cases, it may not be possible for the Private Investment Fund to exclude from such purchases those investments that the Firm considers (for commercial, tax, legal, or other reasons) less attractive. The overall performance of the Private Investment Fund's secondaries will depend in part on the acquisition price paid, which may be negotiated based on incomplete or imperfect information.

*General Risks of GP Stakes.* As part of its investment program, certain Private Investment Funds may make investments in GP Stakes, which carry special risks relative to other potential portfolio investments. The Private Investment Fund's investments in GP Stakes are expected to involve equity investments in general partner or managing member interests in emerging or growth private equity or venture capital managers via a broad range of joint venture arrangements, including, without limitation, general partner and managing member entities which sponsor and manage one or more third-party private investment funds or other investment vehicles or entities.

As such, that Private Investment Fund's investments will be subject to all of the risks associated with a general partner or managing member of a third-party private investment fund or investment vehicle, with include, among other risks, the risk of adverse legal, tax, regulatory, or reputational events regarding the relevant management teams and their investment and other activities, the risks associated with highly illiquid investments over which the Firm generally expects to have no control or influence, the risk of one or more clawback or giveback mechanisms in the applicable investments becoming operative and requiring the Private Investment Fund to return part or all of prior distributions received from such portfolio investments, and the risk that the Firm will not be able to achieve an exit from the Private Investment Fund's investments in GP Stakes before the end of the Private Investment Fund's term. As a result, investors in the relevant Private Investment Fund are subject to special provisions relating to the return of previously distributed capital. The limited partner investors may be required to return distributions made for the purpose of satisfying their pro rata share of the Private Investment Fund's indemnification obligations outlined in the governing documents. However, the amount to be returned will not be an amount in excess of the aggregate amount of distributions actually received from the Private Investment Fund.

Certain Private Investment Fund investments in GP Stakes may involve holding an ownership interest in one or more state- or SEC-registered investment advisers, which may subject the fund to ownership and disclosure requirements and generally serve to heighten the legal, regulatory, and

reputational risks associated with such Private Investment Fund investments.

*Foreign Investments.* A Private Investment Fund may invest in companies located outside of the United States. Investments in non-U.S. companies involve the following risks, among others: (a) currency exchange risks, controls on, and changes in controls on, foreign investment and limitations on repatriation of invested capital and on a Portfolio Fund's ability to exchange local currencies for U.S. dollars, (b) differences between U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets, and the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, (c) changes in tax treaties, and (d) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such investments. While it is anticipated that each Portfolio Manager will intend, where it deems appropriate, to manage a Portfolio Fund in a manner that will minimize exposure to the foregoing risks, there can be no assurance that adverse developments or changes in law in certain non-U.S. countries in which the Portfolio Fund invests will not adversely affect the value of investments located in such countries. The economics of individual non-U.S. countries may differ favorably or unfavorably from the U.S. economy in such respects as growth or gross domestic product, rate of inflation, volatility of currency exchange rates, depreciation, capital reinvestment, resource self-sufficiency and balance of payments position.

*Investing in Emerging Markets.* The political and economic institutions in countries with emerging economies like certain Latin American or Asian countries may undergo rapid and significant changes and rapid growth. Investing in emerging economies may entail political, economic, and social risks not usually associated with investing in more developed markets, such as nationalization, expropriation, or other political, economic, and social developments, which could adversely affect the Portfolio Funds or their portfolio companies.

*Currency Exchange Risk.* It is anticipated that the books of a Private Investment Fund will be maintained, and contributions to and distributions from a Portfolio Fund generally will be made, in U.S. dollars. A Portfolio Fund's non-U.S. investments, however, may be denominated in currencies other than the U.S. dollar, and the value of such investments will depend in part on the relative strength of the U.S. dollar compared to such other currencies. A Portfolio Fund may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate between foreign currencies and the U.S. dollar, as well as the transaction costs associated with converting foreign currencies into U.S. dollars. Changes in foreign currency exchange rates may also affect the value of dividends and interest earned, and the level of gains and losses realized on the sale of such investments. The rates of exchange between the U.S. dollar and other currencies are affected by many factors, including forces of supply and demand in the foreign currency exchange market. Exchange rates also are affected by the international balance of payments and other economic and financial conditions, government intervention, speculation, and other factors. A Portfolio Manager may, but is not expected to be obligated to, enter into currency hedging arrangements in connection with a Portfolio Fund's non-U.S. investment activities. Even if a Portfolio Fund does enter into such arrangements, there can be no assurance that they would successfully protect the value of the Portfolio Fund's non-U.S. investments. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks and costs. Thus, while a Private Investment Fund may benefit from the use of these hedging mechanisms, unanticipated changes in commodity prices, interest rates, securities prices, currency exchange rates and/or other events relating to such hedging transactions may result in a poorer overall performance for the Private Investment Fund than if it had not entered into such hedging transactions.

*Material, Non-Public Information.* Certain employees of the Firm or a Portfolio Company and/or its

respective affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. As result there could be restrictions and the Private Investment Fund may not be free to act upon any such information and may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

*Bankruptcy of portfolio companies.* A Private Investment Fund may make investments in portfolio companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. Various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of a Private Investment Fund. There is also a risk that a court may subordinate a Private Investment Fund's investment to other creditors or require the Private Investment Fund to return amounts previously paid to it by a portfolio company that became insolvent or files for bankruptcy, a risk that could increase if the Private Investment Fund has management rights in such portfolio company.

*Financial Institution Risk; Distress Events.* An investment in a Private Investment Fund is subject to the risk that one of the Private Investment Fund's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Private Investment Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, Sovereign's Capital, the Private Investment Funds and/or their portfolio companies may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on Sovereign's Capital's ability to manage the Private Investment Funds and their investments, and on the ability of Sovereign's Capital, any Private Investment Fund and/or portfolio companies to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses could potentially: (i) cause a Private Investment Fund to pay fees and expenses in the event the Private Investment Fund is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise); (ii) result in a Private Investment Fund being unable to acquire or dispose of investments at prices that Sovereign's Capital believes reflect the fair value of such investments; and/or (iii) result in portfolio companies being unable to make payroll, fulfill obligations and/or maintain operations. Although Sovereign's Capital expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that

Sovereign's Capital and/or the relevant Private Investment Fund maintain all or a set amount or percentage of their respective accounts or assets with such Financial Institutions, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although Sovereign's Capital seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Private Investment Funds, Sovereign's Capital is under no obligation to use a minimum number of Financial Institutions with respect to any Private Investment Fund, or to maintain account balances at or below the relevant insured amounts.

### **General Risks Relating to Public Equity Securities**

Sovereign's Capital's investment approach may involve purchasing publicly traded equity securities that are listed on the securities exchanges, equity securities not listed on exchanges, options, and over-the-counter derivatives. Security values may fluctuate based on events such as technological developments, government regulation, competition and outbreaks of war or terrorist acts that are beyond Sovereign's Capital's control. The following risks are associated with the types of public securities that are traded by Sovereign's Capital:

*Equity Risk.* The prices of equity securities fluctuate based on overall market and economic conditions. In addition, individual securities rise and fall based on changes in the issuer's financial condition. As a result, equity investments risk a loss of all or a substantial portion of the investment.

*Small- and Mid-Cap Companies.* Investments in small capitalization stocks involve greater risk than is customarily associated with larger, more established companies. These companies often have sales and earnings growth rates that exceed those of large companies. Such growth rates may in turn be reflected in more rapid share price appreciation. However, smaller companies often have limited product lines, customer concentration, limited markets, or financial resources, and they may be dependent upon a limited number of senior executives. These securities may have limited marketability and may be subject to more abrupt or erratic movements in price than securities of larger companies or the market averages in general.

*Large Capitalization Stock Risk.* The securities of large cap companies may underperform the securities of smaller cap companies or the market as a whole. Larger, more established companies may not respond as quickly to competitive challenges (such as changes in technology and consumer tastes) and their growth rate may lag those of smaller companies, especially during periods of economic expansion. To the extent the Private Investment Fund invests in large capitalization companies that underperform the market as a whole, the Private Investment Fund's performance may also underperform the market.

Any investor who subscribes or proposes to subscribe to an investment in a Private Investment Fund must be able to bear the risks involved and must meet the Private Investment Fund's suitability requirements. No assurance can be given that a Private Investment Fund's investment objectives will be achieved. Private Investment Fund investments are typically speculative and involve a substantial degree of risk. For further information regarding the risk factors and conflicts of interest with respect to a Private Investment Fund, please refer to the Private Investment Fund's governing documents.

### **General Risks Related to Real Estate**

*General Real Estate Investment Risks.* Real estate investments, like many other types of long-term investments, have historically experienced significant fluctuations in value, and specific market

conditions and cycles may result in occasional or permanent reductions in the value of the Private Investment Fund's investments. Property cash flows and the marketability and value of real property, in general, and hospitality-related real estate assets, in particular, will depend on many factors beyond the control of the Private Investment Fund, the general partners and their respective affiliates, including, without limitation:

- Changes in local or national economic conditions;
- Government taking and condemnation risks;
- Changes in the supply of, or demand for, hotel and hospitality services in a particular geographic area;
- The attractiveness and location of the properties and changes in the relative popularity of property types and locations;
- Changes in interest rates;
- Changes in, or promulgation and enforcement of, governmental regulations relating to land use and zoning, environmental, occupational and safety matters;
- Fluctuations in the rates and occupancy for hotel properties;
- Changes in real estate tax rates and other operating expenses;
- Changes in the financial condition of buyers and sellers of properties;
- Competition from prospective buyers for, and sellers of, other similar properties;
- Risks due to dependence on cash flows;
- The availability of financing;
- The qualify and philosophy of management;
- The existence of uninsured or uninsurable risks;
- Natural disasters and other environmental liabilities, acts of war or terrorism;
- Work stoppages, shortages of labor, strikes, union relations and contracts or other labor-related factors;
- Fluctuating prices;
- Contingent liabilities;
- Successor liability for investments in existing entities;
- Civil unrest; and
- Pandemic disease/outbreak.

*Reduced consumer and business spending may harm the Private Investment Fund's return on its investments.* The Private Investment Fund's success depends on a number of factors related to the level of consumer and business spending, including the general state of the economy, consumer confidence in the economy, federal and state income tax rates, the deductibility of business entertainment expenses under federal and state tax laws and consumer and business confidence in future economic conditions.

*Acquisitions of Real-Estate Related Businesses.* The Private Investment Fund may acquire real estate companies or other operating companies in order to acquire the underlying real property held by such companies. The Private Investment Fund may affect such acquisitions through corporate transactions in which the Private Investment Fund assumes known and unknown liabilities of the acquired company, including potential environmental liabilities, liabilities associated with employee claims and liabilities associated with claims by tenants, vendors and other persons. In addition, the Private Investment Fund may be unable to integrate such new acquisitions quickly and efficiently into its existing operations or to otherwise affect its business strategy with respect to such new

acquisitions and, as a result, the Private Investment Fund's financial condition could be adversely affected.

*Environmental Risks.* The Private Investment Fund's operating costs and performance likely will be affected by the obligation to pay for the cost of complying with existing federal, state and local environmental laws, ordinances and regulations, as well as the cost of complying with future legislation, applicable to assets, or loans secured by assets, with environmental problems that materially impair the value of the Private Investment Fund's assets. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property potentially will be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property and may be liable to a governmental entity or to third-parties for property or personal injury damages and for investigation and remediation costs incurred by these parties as a result of the contamination. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. In addition, the presence of hazardous or toxic substances, or the failure to remediate such property properly, may adversely affect the owner's ability to borrow using such real property as collateral or to sell the property. In addition, some environmental laws create a lien on contaminated property in favor of the government for damages and costs the government incurs in connection with the contamination.

*Development, Redevelopment and Construction Risks.* The Private Investment Fund may invest in undeveloped land or to be developed property. The development and construction of such property is subject to timing, budgeting and other risks that may adversely affect the Private Investment Fund's operating results. Any renovation, redevelopment, development, and related construction activities could subject the Private Investment Fund to a number of risks, including risks associated with:

- Construction delays or cost overruns that may increase project costs;
- Availability and timely receipt of zoning, occupancy and other required governmental permits, authorizations and regulatory approvals;
- Development costs incurred for projects that are not pursued to completion;
- Inclement weather and acts of God such as earthquakes, hurricanes, floods or fires that could adversely impact a project;
- Labor conditions or material shortages that may adversely impact the cost and timing of construction;
- Inability to obtain construction and permanent financing on favorable terms, or at all;
- Changes in energy pricing;
- Market or site deterioration after acquisition; and
- Governmental restrictions on the nature or size of a project.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of construction or development activities once undertaken, any of which could have an adverse effect on the financial condition and results of operations of the Private Investment Fund and on the amount of funds available for distribution to the limited partners. The Private Investment Fund may commence construction, development, or redevelopment activities prior to obtaining financing for such activities and there is no guarantee that financing will be available on favorable terms, or at all.

**Risks Relating to Debt Investments.** The Private Investment Fund may invest in mortgage loans, mezzanine debt or other indebtedness secured by real property. Such debt investments are subject to, among other risks, (i) the risk of borrower default, (ii) the risks attendant to foreclosure, (iii) the risk of delays and expenses due to interposed defenses or counterclaims, and the possibility that a foreclosure sale may be challenged as a fraudulent conveyance, regardless of the parties' intent, (iv) the risk that the Private Investment Fund may be limited in its ability to collect certain funds due to it from a borrower that is a debtor in a case filed under Title 11 of the U.S. Code, 111 U.S.C. §§ 101 et seq., as amended, (v) the risk that the Private Investment Fund's borrowers may not maintain adequate insurance coverage against liability for personal injury and property damage in the event of casualty or accident and (vi) the risk that the servicer may not perform. The structural and legal risks of debt investments include the possibility that, in a bankruptcy or similar proceeding involving the originator or the servicer (often the same entity or affiliates), the assets of the issuer of the securities could be treated as never having been truly sold by the originator to the issuer of the securities and could be substantively consolidated with those of the originator, or the transfer of such assets to the issuer of the securities could be voided as a fraudulent transfer. Challenges based on such doctrines could result also in cash flow delays and reductions.

**High Risk Investments.** The Private Investment Fund may acquire assets secured by real property interests, including distressed mortgages, liens on high-risk collateral, or notes or pledges made by high-risk borrowers, including non-performing loans. Such assets generally carry below-investment grade credit ratings or lack credit ratings altogether. These assets and/or the loans underlying these types of assets may be in default or may have a greater than normal risk of future defaults, delinquencies, bankruptcies, or fraud losses, which may require the Private Investment Fund to undertake expensive and lengthy litigation. There can be no assurance that the assets will perform, the borrowers will pay as expected, or, if defaulted, that the underlying assets will be able to be foreclosed upon and liquidated in a cost-effective manner. In addition to the risks of borrower default, the Private Investment Fund will be subject to a variety of risks in connection with such debt instruments, including risks arising from mismanagement or a decline in the value of collateral, contested foreclosures, bankruptcy of the debtor, claims for lender liability, violations of usury laws and the imposition of common law or statutory restrictions on the Private Investment Fund's exercise of contractual remedies for defaults on such investments.

**Subordination of Investments.** The Private Investment Fund's investments may include many types of subordinated loans, including structurally subordinated mezzanine loans, second mortgages, commercial mortgage-backed securities and other real estate-related securities, and preferred equity interests of entities which directly or indirectly have investments in property. These investments will be subordinated to the senior obligations of the property or issuer, either contractually or inherently due to the structure of the financing. Greater credit risks are usually attached to these subordinated investments than to a borrower's first mortgage or other senior obligations. In addition, these securities may not be protected by financial or other covenants and may have limited liquidity. Adverse changes in the borrower's financial condition and/or in general economic conditions may impair the ability of the borrower to make payments on the subordinated securities and cause it to default more quickly with respect to such securities than with respect to the borrower's senior obligations. In many cases, the Private Investment Fund's management of its investments and its remedies in connection with defaults on its investments, including the ability to foreclose on any collateral securing such investments, are likely to be subject to the rights of the senior lenders and contractual inter-creditor provisions.

**Additional Risks**

*Cybersecurity and Disaster Recovery.* Cyber incidents affecting Sovereign's Capital and its various service providers have the ability to disrupt and impact business operations, potentially resulting in financial losses, interference with the Firm's ability to value its client's securities or other investments, impediments to trading, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of invested securities, counterparties to transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred to prevent any cyber incidents in the future. While business continuity plans and risk management systems are designed to prevent and mitigate cyber incidents and other disasters, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Sovereign's Capital has cyber security and disaster recovery plans for its operations and relies on outside parties for some key operational functions, who in turn may also have limited cyber security and disaster recovery plans, which could negatively impact Clients and investors.

*Investment Losses Due to Force Majeure.* All of the Firm's Clients' investments are subject to the risk of loss arising from exposure that may incur, directly or indirectly, due to the occurrence of various force majeure events (i.e., events beyond the control of the Firm, including, but not limited to, natural disasters, pandemic or any other serious public health concern, war, terrorism, failure of technology, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a Private Investment Fund, the Firm, a portfolio company or a counterparty to a Private Investment Fund) to perform its obligations until the force majeure event is remedied. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which a Client may invest specifically. The risk of loss from such exposure could adversely affect Clients' investment returns.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Sovereign's Capital or the integrity of Sovereign's Capital's management. Sovereign's Capital has no information applicable to this Item.

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

Sovereign's Capital's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. Sovereign's Capital's management persons are not registered, nor do any management persons 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.

Sovereign's Capital is affiliated with Sovereign's GP, LLC, Sovereign's Capital GP II, LLC, Sovereign's Capital II (Cayman), LP, Sovereign's GP III, LLC, CG Investment Partners GP, LLC, SC Omega (AI) GP, LLC, Sovereign's Capital GP Venture IV, Sovereign's Capital GP LMM, LLC, Callis Capital Fund I GP LLC, SCREII GP, LLC, Sovereign's Kingdom SPV GP, LLC, SNCF Evergreen GP, LLC and SCAFGP I, LLC which serve as General Partners ("GPs") for the Private Investment Funds managed by Sovereign's Capital.

Sovereign's Capital is also affiliated with Interest Mortgage, L.L.C, Core Service Partners, LLC, MM CMC, LLC, Movement Asset Management, LLC Movement Bank, Leap Insurance LLC DBA Movement Insurance, Movement Charter Schools, Movement Mortgage, LLC, Movement Resources, RBT Capital Holdings, LLC and Ronald Blue Trust, Inc. ("RBT"), who are under common control with the Adviser. There will be instances where RBT refers clients to Sovereign's as potential investors in private funds managed by Sovereign's Capital. Neither RBT nor its employees receive compensation for the referrals.

Sovereign's Capital is affiliated with Vident Capital Holdings, LLC and with Vident Advisory, LLC ("Vident"), the latter of which is the trading sub-adviser for the ETF. Its principal office is located at 1125 Sanctuary Parkway, Suite 515, Alpharetta, Georgia 3000.

Luke Roush serves on the board of another registered investment adviser as a member on the board of managers, representing a non-profit unit member of that adviser. There is no affiliation with the Sovereign's Capital Management team beyond Mr. Roush's board role. In his board role, Mr. Roush is recused from responsibilities involved with placing any of Sovereign's Capital's Private Investment Funds on their advisor platform. Mr. Roush serves on the board of Bandwidth, which is a public company. Sovereign's Capital restricts trading in these securities for both Clients and the Firms' employees.

Sovereign's Capital generally does not recommend or select other investment advisers for the Private Investment Funds or SMA Clients that it manages; however, in the case of the fund of funds strategy followed by a Private Investment Fund, the Firm will be allocating the Private Investment Fund's assets to other private fund managers.

#### **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

Sovereign's Capital has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 (the "Advisers Act"), as amended which applies to all supervised persons of the firm and describes its high standard of business conduct and fiduciary duty to the Private Investment Funds, SMA Clients and ETF. The Code of Ethics includes provisions related to the confidentiality of client and investor information, a prohibition on insider trading, restrictions on and reporting of significant gifts and business entertainment as well as policies and procedures governing trading securities in personal accounts. All supervised persons at Sovereign's Capital must acknowledge the terms of the Code of Ethics upon employment, annually, and as amended.

The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the supervised persons of Sovereign's Capital will not interfere with (i) making decisions in the best interest of the Private Investment Funds, SMA Clients and ETF and (ii) implementing such decisions while, at the same time, allowing supervised persons to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would not interfere with the best interest of Sovereign's Capital's Clients. In addition, the Code of Ethics requires pre-clearance of transactions involving Initial Public Offerings, Limited Offerings, Private Placements, and public equity securities.

Related persons of Sovereign's Capital may invest their own money in the Private Investment Funds. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. Sovereign's Capital may effect principal transactions between the Private Investment Funds for reallocation and other purposes. Sovereign's Capital has established policies and

procedures to comply with the requirements of the Advisers Act as it relates to principal transactions, including, among other things, disclosure regarding any proposed principal transaction and that any required prior consent to the transaction be received. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. It is Sovereign's Capital's policy that the firm will not effect any agency cross securities transactions for client accounts.

Current or prospective SMA Clients and current or prospective Investors may request a copy of the firm's Code of Ethics by contacting (404) 260-2798 or [admin@sovereignscapital.com](mailto:admin@sovereignscapital.com)

## **Item 12 – Brokerage Practices**

Sovereign's Capital engages in public and private equity transactions. When engaging in public securities transactions, Sovereign's Capital will seek to use a custodian/broker who will execute transactions for the Private Investment Funds, SMA Clients or ETF on terms that are overall most advantageous when compared to other available providers and their services with the goal of achieving best execution. We consider a wide range of factors including, among others:

- Price
- The size of the transaction
- The nature of the market
- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Quality of services
- Reputation, financial strength, and stability of the provider
- Their prior and anticipated service to us and our other clients

Sovereign's Capital does not currently maintain any soft dollar arrangements where brokerage commissions are used to obtain research or other products or services. The Firm receives research and other safe harbor services from custodians or trading partners, but it is not pursuant to a formal arrangement.

Sovereign's Capital does not currently maintain any referral arrangements with broker/dealers. Sovereign's Capital does not accept directed brokerage.

Sovereign's Capital may be presented with investment opportunities that fall within the investment objective of more than one Private Investment Fund, SMA Client account or ETF. When two or more Private Investment Funds, SMA Client accounts or ETF are selected to invest on a parallel basis, Sovereign's Capital will allocate investments to such Private Investment Funds, SMA Client accounts or ETF in accordance with Sovereign's Capital's allocation policy, subject to any limitations in the applicable Private Investment Fund's governing documents, SMA Client Agreement or ETF's prospectus and SAI.

Sovereign's Capital will provide a summary of its allocation policy to Private Investment Fund investors and SMA Clients upon request. In addition, one or more non-parallel Private Investment Funds may invest together, subject to limitations set forth in the applicable Private Investment Fund's governing documents. Sovereign's Capital will determine allocations of investment opportunities in a manner that it believes is fair and equitable to the Private Investment Funds consistent with Sovereign's Capital's obligations to each such Private Investment Fund, including as set forth in the applicable Private Investment Fund's governing documents and Sovereign's Capital's allocation policy.

The assets of the Private Investment Funds will be maintained by unaffiliated, qualified custodians. The Firm's Clients' assets are not held by Sovereign's Capital or any associated entity of our Firm. Beech Hill Securities, Inc. acts as an introducing broker-dealer on a fully disclosed basis through Pershing LLC, its designated clearing and custody firm, for our Firm. We are not owned by, affiliated or supervised by Beech Hill Securities, Inc.

### **Item 13 – Review of Accounts**

Sovereign's Capital's principals are responsible and have ultimate authority for all transactions and investment decisions made on behalf of the Clients. At least annually, a Sovereign's Capital principal reviews the private equity, real estate, fund of funds and venture capital portfolios. At least quarterly, a Sovereign's Capital principal reviews the public equity portfolios to ensure compliance with Client objectives and restrictions as stated in the Private Investment Funds' governing documents or Client advisory agreement.

Client investments, including the ETF are reviewed on an ongoing basis and may be reviewed specifically with regard to certain factors such as cash flows or in response to market conditions.

Sovereign's Capital, or its service provider, will furnish each Private Investment Fund investor with written reports pursuant to the terms set forth in each Private Investment Fund's governing documents. SMA clients will receive periodic market commentary and portfolio reports in addition to the custodian statements where the assets are held.

### **Item 14 – Client Referrals and Other Compensation**

Private Investment Funds:

As a result of controlling positions taken by the Private Investment Funds, Sovereign's Managing Partners will often serve on the board of a private portfolio company. At times, the Firm is compensated related to these board positions. These positions and whether compensation is provided is detailed in the Private Investment Funds' governing documents. The participation in the portfolio company investment is related to the advisory services provided to the relevant Private Investment Fund managed by the Firm and offers the Firm deeper insight and ability to provide guidance to the portfolio company owned by the Private Investment Fund.

Sovereign's Capital has entered into compensation arrangements with third-party solicitors (i.e., promoters). As such, Sovereign's Capital may pay fees to persons who are instrumental in the sale of interests in the Private Investment Funds. Any such fees will in no event be payable by or chargeable to the given Private Investment Funds or any investor or prospective investor.

As applicable, Sovereign's Capital seeks to ensure that all solicitation arrangements will comply with Rule 206(4)-1 under the Advisers Act. Promoters will be paid a portion of the fees generated by the assets they raise, or some other type of compensation determined on a case-by-case basis. Depending on the specific circumstances, the fees may be based on such factors including, but not limited to, assets under management, capital committed, and/or performance of investments.

#### Separately Managed Accounts:

Sovereign's Capital does not receive economic benefits from someone who is not a client for providing investment advisory services to SMA Clients and does not currently maintain any SMA Client referral arrangements.

#### Exchange-traded Fund:

Sovereign's Capital does not receive economic benefits from someone who is not a client for providing investment advisory services to the ETF and does not currently maintain any referral arrangements related to the ETF.

### **Item 15 – Custody**

#### Private Investment Funds:

Sovereign's Capital is deemed to have custody of the assets of the Private Investment Funds by reason of legal ownership or access to such assets because affiliated entities serve as general partner to the Private Investment Funds. However, all client assets and transferable securities are maintained at independent qualified custodians. Sovereign's Capital will comply with the requirements of Rule 206(4)-2 (the "Custody Rule"), under the Advisers Act, with regard to the custody as a result of affiliates serving as general partner to the Private Investment Funds. Sovereign's Capital has entered into a written agreement with an independent public accountant to provide audited financial statements to each Private Investment Fund's investors within 120 days (or 180 days in the case of a fund of funds) following the Private Investment Fund's fiscal year end.

#### Separately Managed Accounts:

SMA Clients' assets are maintained by unaffiliated qualified custodians and broker-dealers, and in the name of the SMA Client. SMA Clients shall receive statements, at least quarterly, from the qualified custodian who holds and maintains each SMA Client's investment assets. Sovereign's Capital urges SMA Clients to review the custodian statements carefully.

#### Exchange-traded Fund:

The assets of the ETF will be maintained by an unaffiliated qualified custodian and transfer agent. Investors in the ETF will receive account statements, either monthly or quarterly, depending on account activity, from the ETF's transfer agent. Sovereign's Capital urges ETF investors to review their statements carefully.

### **Item 16 – Investment Discretion**

Sovereign's Capital is retained by the Private Investment Funds, SMA Clients and the ETF, pursuant to an investment management agreement to provide investment advisory services on a discretionary basis. When engaged by Clients on a discretionary basis, Sovereign's Capital is generally authorized to make all decisions with respect to purchases and sales of securities, including the quantity and price of the securities to be bought or sold, as well as the identity of any brokers, dealers, or other service providers to be used in connection with such transactions.

**Private Investment Funds:** Investments for the Private Investment Funds are managed in accordance with each Private Investment Fund's investment objectives, strategies, and restrictions, and are not tailored to the individualized needs of any particular investor in the Private Investment Funds. Any limitations on this discretionary authority are described in the advisory agreement.

**SMA Clients:** SMA Clients' accounts are managed in accordance with each SMA Client's Agreement's investment objectives, strategies, and restrictions. Limitations may be imposed by SMA Clients in the form of specific constraints which must be mutually agreed upon by Sovereign's Capital and the SMA Client.

**Exchange-traded Funds:** The ETF is managed in accordance with the advisory agreement as well as the investment objectives, strategies, and restrictions as outlined in the ETF's prospectus and SAI.

## **Item 17 – Voting Client Securities**

Sovereign's Capital has written Proxy Voting Policies and Procedures as required by Rule 206(4)-6 under the Advisers Act. As part of the firm's policies and procedures, Sovereign's Capital will exercise proxy voting authority when such authority is provided in the operating agreement of a Private Investment Fund, the SMA Client Agreement, or as outlined in the ETF's prospectus and SAI. Sovereign's Capital casts votes for its public equity investments in a manner consistent with the best interest of its Clients and ETF investors.

Absent special circumstances, which are fully-described in Sovereign Capital's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in Sovereign Capital's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Investors and SMA Clients may contact us to request information about how we voted proxies or to get a copy of Sovereign Capital's Proxy Voting Policies and Procedures. Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, Sovereign Capital devotes an appropriate amount of time and resources to monitor these changes.

Investors cannot direct Sovereign Capital's vote on a particular solicitation. In situations where there is a conflict of interest in the voting of proxies due to business or personal relationships that Sovereign Capital maintains with persons having an interest in the outcome of certain votes, Sovereign Capital takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its Clients and are not the product of such conflict. If a material conflict of interest exists, the Chief Compliance Officer will determine whether it is appropriate to disclose the conflict to the affected Clients, to give the Clients an opportunity to vote the proxies themselves, or to address the voting issue through other objective means such as voting in a manner consistent with a predetermined voting policy or receiving an independent third-party voting recommendation. Sovereign's Capital will maintain a record of the voting resolution of any conflict of interest.

It is unlikely that a Private Investment Fund invested in private equity would hold any security for which proxies would be solicited. If the situation arises, Sovereign's Capital will monitor for potential conflicts of interest between the Private Investment Fund's interests and its own within the proxy voting process. Sovereign's Capital seeks to vote proxies in the best interest of its Clients, consistent with the disclosures above.

Upon request, Sovereign's Capital will provide any existing or prospective investor in the Private Investment Funds or any existing or prospective SMA Client with a copy of its Proxy Voting Policies and Procedures. Please contact the CCO at (404) 260-2798 or [admin@sovereignscapital.com](mailto:admin@sovereignscapital.com) to obtain a copy of Sovereign's Capital's Proxy Voting Policies and Procedures.

#### **Item 18: Financial Information**

Sovereign's Capital does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore has not included a balance sheet.

Sovereign's Capital is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to its Clients. Sovereign's Capital has never been the subject of a bankruptcy proceeding.