

## Item 1: Cover Page



# Daventry Group, LP

## Part 2A of Form ADV The Brochure

655 Third Avenue, 21st Floor  
New York, New York 10017

March 2024

This Brochure provides information about the qualifications and business practices of Daventry Group, LP (“Daventry Group”). If you have any questions about the contents of this brochure, please contact us at 646.933.8060. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

Any reference to Daventry Group as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.

## **Item 2: Material Changes**

This document serves as Daventry's Brochure as of March 2024. Daventry is required to identify and discuss any material changes made to its brochure since its last update. Since the filing of the last annual updating amendment in March 2023, Daventry has updated this Brochure to reflect its long-only investment strategy and remove references regarding the use of short selling as part of Daventry's strategy. We encourage all recipients to read this brochure carefully in its entirety.

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## **Item 4: Advisory Business**

Daventry Group is a Delaware limited partnership that was formed in 2019. The general partner of Daventry Group is Daventry Group GP, LLC, a Delaware limited liability company. Andrew Dantzig (the “Principal”), as the managing member and principal owner of Daventry Group GP, LLC, controls Daventry Group. Daventry Group is owned and controlled by the Principal. The Principal directs all of the investment activities of Daventry Group on behalf of clients.

### ***Private Investment Funds***

Daventry Group provides discretionary investment advice to the following private investment funds: (i) Daventry Group Partners, LP (the “Domestic Feeder Fund”); (ii) Daventry Group Partners Master Fund, L.P. (the “Master Fund”); and (iii) Daventry Group Partners (Offshore), Ltd. (the “Offshore Feeder Fund,” and collectively, the “Funds”). The Domestic Feeder Fund is a Delaware limited partnership formed primarily for investment by US investors. The Offshore Feeder Fund is an exempted company incorporated under the laws of the Cayman Islands to facilitate investment by US tax-exempt and non-US investors. The Master Fund is a Cayman Islands exempted limited partnership. The Offshore Feeder Fund and the Domestic Feeder Fund invest substantially all of their assets through the Master Fund in a “master-feeder” arrangement. In the future, Daventry Group may form other feeder funds to invest directly or indirectly in the Master Fund.

Daventry Group Partners GP, LLC (the “General Partner”), a limited liability company formed under the laws of the State of Delaware, serves as the general partner of the Domestic Feeder Fund and the Master Fund, and is expected to serve as the general partner to any other feeder funds that may be formed to invest in the Master Fund. The General Partner is generally responsible for the management of the Domestic Feeder Fund and the Master Fund but has delegated certain administrative duties to an administrator and management of the Domestic Feeder Fund’s and Master Fund’s investment program to Daventry Group. The General Partner is also controlled and owned by the Principal.

In providing services to the Funds, Daventry Group, among other things: (i) manages the Funds’ assets in accordance with the terms of the applicable governing documents; (ii) directs and manages the investment and reinvestment of the Funds’ assets; and (iii) provides periodic reports to investors. Daventry Group provides investment advice directly to the Funds and not individually to the Funds’ investors. Daventry Group does not participate in wrap fee programs.

The Funds are not registered under the Securities Act of 1933 or the Investment Company Act of 1940. Accordingly, interests or shares in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions. Any such offer or solicitation of interests will be made pursuant to the confidential private offering memorandum for the Funds which should be read carefully prior to investing for a description of the merits and risks of such an investment.

The Funds’ investment objective is to generate attractive risk-adjusted returns and compound capital at an above-market rate over the long-term with a heavily-concentrated portfolio of public market investments. Daventry Group’s investment strategy on behalf of the Funds is underpinned by a deep-seated, rigorous research process and owner-oriented mentality, operating as if Daventry Group was

the sole owner of its investments. In turn, Daventry Group views the management teams of its investments as long-term partners and through its research seeks to build collaborative, value-added relationships that Daventry Group believes will help drive returns over the long-term while also providing downside protection.

### ***Managed Accounts***

Daventry Group provides investment advisory services to a single managed account client (together with any other managed account clients of Daventry Group, the “Managed Accounts,” and, together with the Funds, “Clients”) upon filing this Form ADV. The investment objective and strategy of this Managed Account is expected to be substantially similar to the investment objective and strategy of the Funds managed by Daventry Group, but be subject to certain other investment guidelines. The initial Managed Account Client will be able to withdraw assets from the account more frequently and with less notice than the liquidity terms applicable to the Funds. Daventry Group does not have or intend to have any individual clients that would meet the definition of retail investor.

### ***Additional Clients***

The General Partner and Daventry Group are permitted to sponsor, manage or advise accounts in the form of other privately offered funds, investment vehicles or separately managed accounts in addition to the Clients listed above. Any such additional accounts may be managed according to strategies that are similar to or materially different from such Clients and may invest alongside such Clients. Such additional accounts may hold the same or opposite positions as such Clients. Any such differences likely will result in differentiated performance of those accounts from that of such Clients. The trading of such other accounts may follow a substantially similar investment program as such Clients or have overlapping positions investments but may be structured with different compensation, expense and liquidity terms than such Clients or may afford their investors or account holders more reporting or transparency to all or a portion of their portfolios than is afforded to the investors in the Funds.

### ***Description of Advisory Services***

As an investment adviser, Daventry Group provides portfolio management services to its Clients. Daventry Group is responsible for sourcing potential investments, conducting research and due diligence on potential investments, analyzing investment opportunities, structuring investments, and monitoring investments on behalf of its Clients. Daventry Group generates all of its revenues from its investment advisory services.

Daventry Group expects to implement the investment strategies described herein on behalf of its Clients. However, Daventry Group is permitted to expand the types of investment advisory services that it offers. Any material limitations to the types of securities and instruments in which Daventry Group may cause its Client to invest will be set forth in the relevant investment management agreement (“IMA”), offering document, or organizational documents of a particular Client.

### ***Availability of Customized Services for Individual Clients***

Daventry Group tailors its advisory services to the individual needs of each Client. More detailed descriptions of each Client's investment objectives and any relevant investment guidelines, policies, or restrictions will be set forth in the relevant IMA for a Managed Account, offering document for the relevant Fund or other organizational and governing documents of the Client as applicable.

***Wrap Fee Programs***

Daventry Group does not participate in wrap fee programs.

***Regulatory Assets Under Management***

As of December 31, 2023, Daventry Group has \$312,343,216 million in regulatory assets under management on a discretionary basis for its Clients.

## Item 5: Fees and Compensation

### *Private Investment Funds*

Daventry Group will be paid a quarterly asset-based investment management fee by the Funds that is payable in advance as of the first day of each calendar quarter. The management fee is pro-rated for any period less than a full quarter. The General Partner also may be entitled to receive performance-based compensation on an annual basis (or upon a redemption, distribution or transfer) based on outperformance of a benchmark set forth in the Funds' offering documents. Daventry Group and the General Partner debit fees and receive performance-based compensation directly from the Funds; investors are not invoiced separately for fees. Daventry Group's fee schedule is omitted because this Brochure is only being delivered to qualified purchasers as defined in the Investment Company Act of 1940, as amended.

Daventry Group and the General Partner will be permitted in their sole discretion to waive or modify the management fees and performance compensation in respect of certain investors, including employees, relatives of employees and certain investors.

In addition to management fees and performance allocations, investors in the Funds will indirectly bear costs associated with the Funds' operations, which are more fully described in the Funds' offering materials. Such expenses include the following: (i) the fees payable to the administrator (including for communications systems provided by the administrator); (ii) accounting, auditing, valuation, tax preparation and tax planning services, including outsourced "shadow" administrative services, third-party accounting services, accounting software; (iii) Bloomberg or similar data provider and pricing services, including expenses related to news, quotation, statistics, market data, hardware, software, databases, order management systems and other technical and telecommunications services and equipment used in the investment management process; (iv) certain expenses related to the investment process including outsourced trading expenses and the costs of consultants, lawyers and other professional experts (including expenses of public relations advice as it relates to particular investments) employed by Daventry Group in connection with its investments; (v) transaction fees and costs in connection with investing and trading, including brokerage commissions (including options and futures trades), spreads, mark-ups on securities, swaps and forwards, currency and other hedging costs, interest expenses in respect of margin accounts and other financing expenses and other similar costs and expenses; (vi) the costs and expenses of any errors and omissions insurance, directors and officers liability insurance and professional liability insurance obtained on behalf of the Funds, the General Partner and Daventry Group; (vii) legal expenses specifically related to the Funds and their operations, including the cost of producing, updating offering memoranda and other marketing materials, the costs of negotiating side letters or amending the Funds' documents, costs of consent processes, the fees and expenses incurred by or on behalf of the members of the Funds' advisory committee; (viii) regulatory and compliance expenses directly related to the Funds (including costs incurred in complying with anti-money laundering laws and regulations and the Funds' share of Daventry Group's reporting obligations directly related to the Funds, e.g., filings with the SEC, but excluding preparation of Form ADV, and Form PF reporting), the fees and expenses of the Funds' AML officers; (ix) filing and registration fees and expenses, registered office fees and expenses, custodial fees and bank services fees relating to the operation of the Funds and the offering of the interests therein; (x) any government fees or tax imposed on the

Funds or their allocable share of taxes imposed on the Master Fund, in each case, as determined by Daventry Group; (xi) expenses associated with participating class actions and securing other claims and any proxy voting services; (xii) the costs of printing and distributing periodic and annual reports and statements; (xiii) extraordinary expenses (e.g., litigation costs and indemnification obligations, costs and expenses of the “partnership representative” of the Domestic Feeder Fund or the Master Fund) that the Funds may incur; (xiv) all expenses associated with the liquidation and wind-down of the Funds, including the formation and operation of any liquidating trusts or accounts; and (xv) any other expenses related to the Funds’ ongoing operation.

As described below under Item 12, the Funds may also pay for research and brokerage services within the safe harbor under Section 28(e) of the Securities Exchange Act of 1934 with “soft dollars.”

The Domestic Feeder Fund and the Offshore Feeder Fund will each generally bear their *pro rata* share of the organizational and operational expenses that apply to both entities, as well as their *pro rata* share of the organizational and operational expenses of the Master Fund, based on their respective net asset values for the relevant time period. However, expenses that apply specifically to the Domestic Feeder Fund or the Offshore Feeder Fund are anticipated to be charged only to the applicable entity. In addition, Daventry Group may in its sole discretion allocate specific expenses to one or more specific investors in the Domestic Feeder Fund or the Offshore Feeder Fund if it deems it fair and equitable to the investors in the Funds.

Complete information regarding Funds expenses are provided in the relevant offering memoranda or operative documents of the Funds. Investors should review the confidential offering memorandum of the Funds in which they are invested to fully understand the types of fees and expenses paid for by the Funds.

### ***Managed Accounts***

Fees payable to Daventry Group for services provided or performance fees charged in respect of any Managed Account will be determined, in Daventry Group’s discretion, on a client-by-client basis. Such fees may, but are not required to, be similar to those received Daventry Group or the General Partner by the Funds (as described above). The fees charged in respect of any given Managed Account by Daventry Group may be higher than fees charged in respect of other clients of comparable size and investment objectives.



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

As described in Item 5, the General Partner will receive substantial performance-based allocations (“Performance Allocation”) if the Funds generate outperformance for investors. Investors should note that (i) the fact that the Performance Allocation is allocated only in respect of outperformance may create an incentive for Daventry Group to make investments that are riskier or more speculative than would be the case if the General Partner were compensated solely based on a flat percentage of assets under management and (ii) the General Partner may receive increased allocations because the Performance Allocation is calculated on a basis that includes unrealized appreciation as well as realized gains. As a result, Performance Allocation could be allocated to the General Partner in respect of unrealized gains of the Funds that may never be realized. If the General Partner receives a Performance Allocation in any year and a capital account subsequently suffers underperformance, the General Partner will be entitled to retain any and all Performance Allocations previously allocated to it in respect of such capital account notwithstanding such underperformance.

Managed Accounts may be subject to compensation arrangements with Daventry Group and its affiliates that are similar to those applicable to the Fund. However, Managed Accounts may also be subject to different compensation arrangements.

Performance-based compensation arrangements for other Clients will be negotiated on a case-by-case basis. Such performance-based compensation will be described in the relevant documents for such other accounts. Daventry Group or its affiliates may also from time to time manage funds or accounts which do not pay performance-based compensation to Daventry Group but rather pay only an asset-based fee. In such event, Daventry Group will have an incentive to favor funds and accounts which are subject to performance-based compensation arrangements over funds and accounts which do not pay performance-based fees. Daventry Group implements policies and procedures, including trade allocation policies, that are designed to mitigate such conflicts.

## **Item 7: Types of Clients**

Daventry Group provides investment advisory services to the Funds and Managed Account. Investment advice is provided directly to the Funds and not individually to the investors in the Funds. Details concerning applicable investor suitability criteria are set forth in the respective Funds' governing documents and subscription materials.

The minimum investment for an investor is outlined in the respective Funds' governing documents, but is generally \$2 million. However, Daventry Group and/or the General Partner maintain discretion to accept less than the minimum investment threshold. Minimum investments for Managed Accounts will be negotiated on a case-by-case basis.

Certain of the Funds admit only investors that are "accredited investors" within the meaning set forth in Regulation D under the Securities Act of 1933 and "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act. Certain other Funds require investors to meet certain suitability qualifications, such as being (i) non-"United States persons" and (ii) tax-exempt US investors that are both (A) "accredited investors" under SEC Regulation D of the Securities Act of 1933 and (B) "qualified purchasers," as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended.

It is anticipated that any future pooled investment vehicle managed by Daventry Group will have similar eligibility standards as the Funds. Also, it is anticipated that any of Daventry Group's separately managed account clients will be "qualified purchasers." Daventry Group does not have or intend to have any individual clients who would meet the definition of retail investor.

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

### ***Investment Strategies***

The Clients' objective is to generate attractive risk-adjusted returns and compound capital at an above-market rate over the long-term with a heavily-concentrated portfolio of public market investments. Daventry Group's investment strategy on behalf of the Clients will be underpinned by a deep-seated, rigorous research process and owner-oriented mentality, operating as if Daventry Group was the sole owner of its investments. In turn, Daventry Group views the management teams of its investments as long-term partners and through its research seeks to build collaborative, value-added relationships that Daventry Group believes will help drive returns over the long-term while also providing downside protection.

Daventry Group will employ an investment process based on extensive fundamental research in order to build a heavily-concentrated portfolio of its highest-conviction investment ideas. Daventry Group will focus each Client's investments primarily in the United States but will also look in other developed markets, targeting industries and companies that it believes lend themselves to its research strategy. Daventry Group will target businesses it believes will be able to compound returns over a multi-year time horizon, with a typical holding period target of 3-5 years on new positions. Daventry Group intends to focus each Client's investments in small and mid-cap equities as it believes this universe is both less efficient in its pricing of securities and also allows Daventry Group greater access to management.

Daventry Group does not intend to employ leverage in each Client's' long portfolio to enhance returns, although certain Clients are not restricted from borrowing for operational purposes or on a temporary basis to make investments. Daventry Group anticipates generally targeting a long portfolio of approximately 6-8 core positions for each Client. Daventry Group takes a multi-year approach towards investing, and does not believe attempting to manage short-term volatility adds value nor enhances the longer-term returns to Clients. Except for certain currency hedges, Daventry Group does not intend to hedge any of the Clients' investments or engage in portfolio-wide hedging.

Daventry Group may in the future develop new strategies that are implemented on behalf of additional Client accounts but are not implemented on behalf of its current Clients.

### ***Risks***

Daventry Group's clients consist of the Funds and a single Managed Account. Pursuing the strategies implemented by Daventry Group involves a number of risks, including complete loss of investment. Such an investment strategy is speculative and not intended as a complete investment program. Daventry Group's investment strategy is designed for sophisticated investors who fully understand and are capable of bearing the risk of loss of their investment. Daventry Group makes no guarantee or representation that the Clients will achieve their investment objective or that Clients will not experience a loss of their capital.

The investment strategies used on behalf of the Clients entail substantial risks, including, but not limited to, those listed below. Further risk factors are listed in the confidential governing documents of the Funds or the IMA or other governing documents of a Managed Account. Daventry Group also anticipates that any additional client accounts that it manages will be subject to some or all of the risks set forth below.

### ***Market Risks***

*Market Risks in General.* Daventry Group's strategies are subject to certain market risks, including, but not limited to, directional price movements, deviations from historical pricing relationships, changes in the regulatory environment and market volatility. Certain strategies to be employed by Daventry Group have from time to time incurred sudden and dramatic losses as a result of such market events. As the Clients are generally expected to hold a portfolio of long positions and maintain a relatively high net exposure, the Clients generally will be susceptible to overall market movements.

*Volatility.* The prices of certain instruments that may be traded by the Clients have been subject to periods of volatility in the past, and such periods can be expected to continue or recur. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements and general economic and political conditions. Given the lack of hedging anticipated in the Clients' portfolio, investors should expect that the Clients will be susceptible to short term market volatility.

*Governmental Intervention; Market Disruptions.* The global financial markets have in prior years gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an "emergency" basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies.

The Clients may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to the Clients from banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to the Clients. Market disruptions may from time to time cause dramatic losses for the Clients, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. Market disruptions may and have resulted from any number of causes, including but not limited to, the revelation of underlying weaknesses in the economy (e.g., credit crisis, subprime mortgage meltdown, etc.), political action and policy changes (e.g., central bank monetary policy, trade negotiations and changes

to tariffs, withdrawal from pacts or agreements with other countries, implementation of sanctions, etc.), natural disasters, terrorist events, threats of or actual war and other events.

*Institutional and Counterparty Risk.* Institutions, such as brokerage firms, banks and broker-dealers, generally have custody of the Clients' portfolio assets and may hold such assets in "street name". The Clients are subject to the risk that these firms and other brokers, counterparties or clearinghouses with which the Clients deal may default on their obligations to the Clients. Any default by any of such parties could result in material losses to the Clients. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital position of the Clients. In addition, securities and other assets deposited with custodians or brokers may not be clearly identified as being assets of the Clients, causing the Clients to be exposed to a credit risk with regard to such parties. The Master Fund generally will only be an unsecured creditor of its trading counterparties in the event of bankruptcy or administration of such counterparties. In some jurisdictions, the Master Fund may also only be an unsecured creditor of its brokers in the event of bankruptcy or administration of such brokers. The Master Fund attempts to limit its brokerage and custody transactions to well capitalized and established banks and brokerage firms in an effort to mitigate such risks, but the collapse in 2008 of the seemingly well capitalized and established Bear Stearns and Lehman Brothers demonstrates the limits on the effectiveness of this approach in avoiding counterparty losses.

The Clients may affect transactions in OTC or "interdealer" markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Clients to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where Daventry Group has concentrated its transactions with a single or small group of counterparties. The Clients are not restricted from dealing with any particular counterparty or in the size of the exposure which the Clients may provide to a given counterparty. The inability to make complete and "foolproof" evaluations of the financial capabilities of the Clients' counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Clients.

In addition to the risk of a counterparty or broker defaulting, there also is the risk that major institutional investors in the Clients may be compelled to withdraw or redeem or that the Master Fund's counterparties or brokers will be required to restrict the amount of credit previously granted to the Master Fund due to their own financial difficulties, resulting in forced liquidation of substantial portions of the Master Fund's portfolio.

The recent events surrounding the bankruptcies or similar proceedings with respect to various parties have demonstrated the risk that assets which investors such as the Clients believed were custodial under statutory and regulatory protections could be subject to various risks and not subject to certain protections.

The banks or brokerage firms selected to act as the Clients' custodians may become insolvent, causing the Clients to lose all or a portion of the funds or securities held by those custodians.

Daventry Group is not restricted from dealing with any particular counterparty or from concentrating any or all transactions with one counterparty. The ability of Daventry Group to transact business with any one or number of counterparties, the lack of any meaningful or independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Clients.

### ***Risks Relating to the Clients' Strategies***

*Importance of Individual Judgment.* The individual judgment and discretion of Daventry Group's personnel are fundamental to the implementation of its strategies. There can be no assurance that such individual judgment will be accurate, achieve profits or avoid losses.

*Fundamental Analysis.* The majority of the investment decisions made by Daventry Group will be based on fundamental analysis conducted by Daventry Group's personnel. Information on which fundamental analysis relies may be inaccurate or may be generally available to other market participants. If any such data is inaccurate or other market participants have developed investment ideas similar to Daventry Group's, the Clients' performance may be negatively impacted. Fundamental market information is subject to interpretation. To the extent that Daventry Group incorrectly interprets fundamental information regarding the Clients' investments, the Clients' investment positions may incur losses.

*Uncertainty of Financial Projections.* Daventry Group will use financial projections to help analyze a potential investment. Projected operating results will be based on a combination of Daventry Group's proprietary research and analysis and management commentary. In all cases, projections are only estimates of future results that are based upon Daventry Group's research, modelling and assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained by the relevant issuers, and an issuer's actual results may vary significantly from the projections. General economic conditions, which are not predictable, can also result in material deviations from such financial projections.

*Engagement and Interaction with Corporate Management.* Consistent with Daventry Group's ownership philosophy, Daventry Group will frequently and regularly share its perspectives on long-term value creation initiatives with the management teams of portfolio companies and, occasionally, with their boards of directors directly. In such situations, Daventry Group may actively partner with management to advise and advocate as appropriate on long-term value creation initiatives proportional to the significance of the issue, Daventry Group's subject matter expertise, and an assessment of the odds of influencing management. Daventry Group believes that such dialogues are optimal in a respectful, patient and private forum and generally does not intend on conducting public or hostile activist campaigns. The success of Daventry Group's engagement and interaction with management may be dependent on (i) the Clients acquiring sufficient shares of the company at sufficiently attractive prices; (ii) a positive response by management to shareholder engagement; (iii) a positive response by other shareholders to Daventry Group's engagement and proposals; and (iv) a positive response by the markets to any actions taken by the portfolio company in response to Daventry Group's proposals. None of the foregoing can be assured. Further, significant time and resources may be spent engaging management depending on the circumstances. Such efforts may reduce the amount of time and resources available for other investments and may reduce returns or result in losses for the Clients.

Successful execution of an investment strategy will depend on the cooperation of security holders and others with an interest in the portfolio company. Some security holders may have interests which diverge significantly from those of the clients and some of those parties may be indifferent to the proposed changes. Moreover, securities that Daventry Group believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame Daventry Group anticipates, even if the clients' strategy is successfully implemented. Even if the prices for a portfolio company's securities have increased, there is no assurance that the Clients will be able to realize any increase in the price of such securities.

*Proxy Contests and Unfriendly Transactions.* The Clients may purchase securities of an issuer that is the subject of a proxy contest in the expectation that new management will be able to improve the company's performance or effect a sale or liquidation of its assets so that the price of the issuer's securities will increase. If the incumbent management of the issuer is not defeated or if new management is unable to improve the issuer's performance or sell or liquidate the issuer, the market price of the issuer's securities will typically fall, which may cause the Clients to suffer a loss. In addition, where an acquisition or restructuring transaction or proxy fight is opposed by the subject company's management, the transaction often becomes the subject of litigation. Such litigation involves substantial uncertainties and may impose substantial cost and expense on the company participating in the transaction.

*Concentration; Lack of Diversification Requirements.* The Clients will generally concentrate a majority of its portfolio in long positions in a limited number of equity, equity-related, and other instruments. The equity markets are speculative and highly issuer-specific. Mismanagement or misconduct by corporate officers at an issuer can cause substantial losses in respect of an equity investment, and the equity markets may be particularly susceptible to subjective investment factors and market sentiment. The Clients' concentration in equities and the expected concentration of its portfolio holdings in a relatively small number of positions will cause the Clients to be less diversified and presumably more vulnerable to the risk of major losses than if it had a more diversified strategy.

Certain Clients are not subject to formal diversification requirements as to the percentage of the Clients' assets that may be invested in any particular country, sector, issuer, instrument, market or strategy. With such concentration and lack of diversification, losses incurred in a single position or a limited group of positions will likely have an adverse effect on the Clients' overall financial condition that might otherwise be mitigated if the Clients had a more diversified portfolio. If Daventry Group seeks to invest the capital of the Clients in a concentrated group of positions, an investment in the Clients may behave substantially similar to a direct investment in such positions.

*Directional Investments.* The positions that will be taken by the Clients will be designed to profit from forecasting absolute price movements in a particular instrument. Predicting future prices is inherently uncertain and the losses incurred, if the market moves against a position or sector, will often not be hedged. The speculative aspect of attempting to predict absolute price movements is generally perceived to exceed that involved in attempting to predict relative price fluctuations.

*Availability of Investment Opportunities.* There can be no assurance that Daventry Group will be able to find suitable opportunities consistent with its investment approach. Market conditions may limit the availability of suitable investment opportunities in Daventry Group's view. Such limitations may cause delays in deploying the Clients' capital and may negatively impact the Clients' returns.

*Material Non-Public Information.* From time to time, Daventry Group may come into possession of what it reasonably believes may be determined to be material non-public information concerning the issuer of the Clients' investment or any of such issuer's affiliates. Under applicable securities laws, this may limit Daventry Group's flexibility to buy or sell such investment for the Clients managed by Daventry Group. Such limitations on Daventry Group's ability to trade could have an adverse effect on the Clients. Although Daventry Group has adopted procedures to monitor the receipt of material non-public information, there is no guarantee that Daventry Group will know whether an employee of Daventry Group is in possession of material non-public information or will be able to prevent such information from being used for the benefit or detriment of the Clients.

Receipt of material non-public information about the Clients' investments may restrict the ability of a Client to satisfy withdrawal requests. If a withdrawal request is received by a Client during a period when trading restrictions are imposed on the Client due to Daventry Group's reasonable determination that it is in possession of material non-public information regarding such Client's investment, such Client may suspend withdrawals.

*Insider Status.* The acquisition by the Clients of more than 10% of the equity securities of a public company or the service by Daventry Group or any other officer or employee of Daventry Group as an executive officer or director of a company may subject the Funds to liability for "short-swing profits" under Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). Under Section 16(b), holders of more than 10% of any class of equity securities of a company registered under Section 12 of the Exchange Act and certain officers and directors of such issuer are prohibited from any purchase and sale, or any sale and purchase, of any equity or derivative security of such issuer within any period of less than six months. If the Clients engage in a transaction that results in short-swing profits, the Clients may be required to return the amount of such profit to the issuer, which could adversely affect the overall return on investment realized by the Clients. Measures to avoid short-swing liability may limit the ability of the Clients to buy or sell securities of the relevant portfolio company or companies.

Antitrust or other regulatory complications may impose filing fees and other additional expenses and may adversely affect the Clients' ability to acquire or dispose of investment positions.

*Holding Period of Investment Positions.* Daventry Group typically will not know the expected duration of any particular position at the time of initiation. The length of time for which a position is maintained varies significantly, based on Daventry Group's subjective judgment of the appropriate point at which to liquidate a position so as to augment gains or reduce losses. There can be no assurance that Daventry Group determinations as to when to close out positions will be optimal. As a general matter, Daventry Group expects that its investment positions will require a multi-year holding period to realize value. Due to investor redemptions or other reasons, it may be difficult to continue to hold investment positions for the time period necessary to realize Daventry Group's target price.

*Reliance on Corporate Management, Financial Reporting and Third-Party Information Sources.* Daventry Group will rely on the financial information made available by the issuers in which the Clients will invest. Daventry Group also relies on information obtained from other third-party providers of information for its industry level assessment of business and market conditions, factors and trends. Daventry Group has no ability to independently verify the information disseminated by



such providers and the numerous issuers in which the Clients may invest. As a result, Daventry Group is dependent upon the integrity of the management of these issuers and the financial reporting process in general, as well as the reliability of other sources of information. Corporate mismanagement, fraud and accounting irregularities relating to the issuers of investments held by the Clients or other errors in the information sources utilized by Daventry Group may result in material losses. Equity prices are particularly vulnerable to corporate mismanagement.

*International Investing.* Investing outside the United States involves political and economic considerations that create greater risks than investing in the United States. These risks include, among other things, greater risks of expropriation, nationalization and general social, political and economic instability; the small relative size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion, imposition of withholding and other taxes and certain government policies that may restrict the Clients' investment opportunities. Other risks include: (i) less publicly available information; (ii) varying levels of governmental regulation and supervision; and (iii) the difficulty of enforcing legal rights in a non-U.S. jurisdiction and uncertainties as to the status, interpretation and application of laws. Moreover, non-U.S. companies are generally not subject to uniform accounting, auditing and financial reporting disclosure standards, practices and requirements comparable to those applicable to United States companies.

Non-U.S. markets may also have different clearance and settlement procedures, and in certain markets there have been times when settlements have failed to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. Delays in settlement could result in periods when assets of the Clients are uninvested and no return is earned thereon. The inability of the Clients to make intended security purchases due to settlement problems or the risk of intermediary counterparty failures could cause the Clients to miss investment opportunities. The inability to dispose of a security due to settlement problems could result either in losses to the Funds due to subsequent declines in the value of such structured credit security or, if the Clients have entered into a contract to sell the security, could result in possible liability to the purchaser. Transaction costs of buying and selling non-U.S. securities, including brokerage, tax and custody costs, also are generally higher than those involved in U.S. transactions and certain foreign jurisdictions may have more stringent tax withholding requirements which may reduce the Clients' profits. Furthermore, non-U.S. financial markets, while generally growing in volume, have, for the most part, substantially less volume than U.S. markets, and securities of many non-U.S. companies are less liquid and their prices more volatile than securities of comparable U.S. companies.

The economies of individual non-U.S. countries may also differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, volatility of currency exchange rates, depreciation, capital reinvestment, resources self-sufficiency and balance of payments position.

*Trading on Exchanges Outside of the United States.* The Clients may trade various instruments, including futures, on exchanges located outside the United States, where the protections provided by U.S. regulations do not apply. For example, some non-U.S. commodity exchanges, in contrast to U.S. exchanges, are "principals' markets" in which performance with respect to a futures interest contract is the responsibility only of the individual member with whom the trader has entered into the contract

and not of the exchange or its clearinghouse, if any. In the case of trading on non-U.S. exchanges, the Clients are subject to the risk of the inability of or refusal by its counterparties to perform with respect to their contracts with the Clients. The Clients also may not have the same access to certain trades as do various other participants in non-U.S. markets.

*Financing Arrangements; Availability of Credit.* Any use of leverage by the Clients will depend on the availability of credit in order to finance its portfolio. There can be no assurance that the Clients will be able to maintain adequate financing arrangements under all market circumstances. As a general matter, the banks and dealers that provide financing to the Clients can apply essentially discretionary margin, haircut, financing, security and collateral valuation policies. Changes by banks and dealers in such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory or judicial action, may result in margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swap and repurchase agreements and cross defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel the Clients to liquidate all or part of its portfolio at disadvantageous prices. The financing available to the Clients from banks, dealers and other counterparties is likely to be restricted in disrupted markets.

*No Material Restrictions.* The Clients opportunistically implement whatever strategies Daventry Group believes from time to time may be best suited to prevailing market conditions and to Daventry Group's investment approach, without material restrictions. Such strategies may involve higher levels of risk than the ones discussed herein. There can be no assurance that Daventry Group will be successful in applying any strategy to the Clients' Funds' investing.

*Evolving and New Investment Approaches.* Daventry Group's investment approach, process and techniques will be continually evolving. Daventry Group is not restricted from using the Clients' capital to develop new strategies or approaches, even if Daventry Group has limited experience in the type of markets or instruments involved. The strategies and approaches developed by Daventry Group may not be successful and the resources devoted to the implementation of new approaches or strategies may diminish the effectiveness of Daventry Group's implementation of Daventry Group's established approaches or strategies. Investors will receive advance notice of any material change in the Clients' overall strategy or approach.

### ***Risks Relating to Instruments Traded***

*Equity Investments.* The Clients' equity investments may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in which the Clients may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are directly affected by issuer specific events, as well as general market conditions. Equity investments are subordinate to the claims of an issuer's creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. In addition, in many countries investing in

common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal.

*Investment in Small-Capitalization and Mid-Capitalization Securities.* The pursuit of the Clients' investment strategy may result in a portion or all of the Clients' assets being invested in securities of small- and mid-cap issuers. While in Daventry Group's opinion the securities of a small- or mid-cap issuer may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small- and mid-cap issuers may also present greater risks. For example, some small- and mid-cap issuers often have limited product lines, markets or financial resources. They may be subject to high volatility in revenues, expenses and earnings. They may be dependent for management on one or a few key persons, and can be more susceptible to losses and risks of bankruptcy. Their securities may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger cap issuers. In addition, small- and mid-cap issuers may not be well known to the investment public and may have only limited institutional ownership. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small- and mid-cap issuers may be higher than in those of large-cap issuers.

*Derivatives in General.* The Clients may make use of various derivative instruments, such as convertible securities, options, total return and equity swaps. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage sometimes embedded in such instruments. The derivatives markets are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order either to realize gains or to limit losses. The pricing relationships between derivatives and the instruments underlying such derivatives may not correlate with historical patterns, resulting in unexpected losses.

Use of derivatives and other techniques for hedging purposes involves certain additional risks, including (i) dependence on the ability to predict movements in the price of the securities hedged; (ii) imperfect correlation between movements in the securities on which the derivative is based and movements in the assets of the underlying portfolio; and (iii) possible impediments to effective portfolio management or the ability to meet short term obligations because of the percentage of a portfolio's assets segregated to cover its obligations. In addition, by hedging a particular position, any potential gain from an increase in the value of such position may be limited.

*Swaps.* The Clients may use swaps to implement its strategies synthetically, particularly total return swaps. Swap agreements are two-party contracts entered into for periods ranging from a few weeks to more than one year. In a standard "swap" transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which can be adjusted for an interest factor. The Clients' use of swaps is subject to the following risks: (i) credit risks (the exposure to the possibility of loss resulting from the counterparty's failure to meet its financial obligations); (ii) market risk (adverse movements in the price of a financial asset or commodity); (iii) legal risks (the characterization of a transaction or a party's legal capacity to enter into it could render the financial contract unenforceable, and the

insolvency or bankruptcy of a counterparty could preempt otherwise enforceable contract rights); (iv) operational risk (inadequate controls, deficient procedures, human error, system failure or fraud); (v) documentation risk (exposure to losses resulting from inadequate documentation); (vi) liquidity risk (exposure to losses created by inability to prematurely terminate the derivative); (vii) system risk (the risk that financial difficulties in one institution or a major market disruption will cause uncontrollable financial harm to the financial system); (viii) concentration risk (exposure to losses from the concentration of closely related risks such as exposure to a particular industry or exposure linked to a particular entity); and (ix) settlement risk (the risk faced when one party to a transaction has performed its obligations under a contract but has not yet received value from its counterparty).

In addition to the risks described above, investments in total return swaps present risks in addition to those resulting from direct purchases of the asset referenced under a total return swap. The Clients will have a contractual relationship only with the counterparty of such total return swap, and not the issuer or obligor on the referenced asset. The Clients generally will have no right to directly enforce compliance by the referenced issuer or obligor with the terms of the referenced asset nor any rights of set-off against the referenced issuer or obligor, nor have any voting or other consensual rights of ownership with respect to the referenced asset. The Clients will not directly benefit from any collateral supporting the referenced asset and will not have the benefit of the remedies that would normally be available to a holder of such referenced asset. In addition, in the event of the insolvency of the counterparty, the Clients may be treated as a general creditor of such counterparty, and will not have any claim of title with respect to the referenced asset. Consequently, the Clients will be subject to the credit risk of the counterparty as well as that of the referenced issuer or obligor.

*MiFID II.* The European Union Markets in Financial Instruments Directive (Directive 2014/65/EU) and Markets in Financial Instruments Regulation (Regulation (EU) no 600/2014) (together, “MiFID II”) govern the provision of investment services and activities in relation to, as well as the organized trading of, financial instruments such as shares, bonds, units in collective investment schemes and derivatives. MiFID II was required to be implemented in EU member states from January 3, 2018. Although the Clients are not organized in the EU and is not authorized or regulated by any EU member state financial services regulator, certain aspects of MiFID II may have an impact on the Clients.

MiFID II imposes certain restrictions as to the trading of shares and derivatives, which could apply to transactions made by or with the Clients. Subject to certain conditions and exceptions, the Clients may be unable to trade shares or derivatives with affected counterparties other than as provided by MiFID II. MiFID II also applies position limits to the size of a net position that a person can hold at all times in commodity derivatives traded on EU trading venues and in “economically equivalent” OTC derivatives.

More generally, EU regulated firms that have trading relationships with the Clients may be obliged by MiFID II to impose certain requirements on the Clients, or they may seek to do so contractually, with a view to satisfying their own compliance obligations. It is difficult to predict the full impact of MiFID II on the Clients. Prospective investors should also be aware that there may be costs (whether direct or indirect) absorbed by the Clients with respect to such EU regulated firms’ compliance with MiFID II.

*Options.* Trading options is highly speculative and may entail risks that are greater than investing in other securities. Prices of options are generally more volatile than prices of other securities. In trading options, Daventry Group speculates on market fluctuations of securities and securities exchange

indices while investing only a small percentage of the value of the securities underlying such option. A change in the market price of the underlying securities or underlying market index will cause a much greater change in the price of the option contract. In addition, to the extent that Daventry Group purchases options that it does not sell or exercise, the Clients will suffer the loss of the premium paid in such purchase. To the extent Daventry Group sells options and must deliver the underlying securities at the option price, the Clients have a theoretically unlimited risk of loss if the price of such underlying securities increases. If Daventry Group must buy those underlying securities, the Clients risks the loss of the difference between the market price of the underlying securities and the option price. Any gain or loss derived from the sale or exercise of an option will be reduced or increased, respectively, by the amount of the premium paid. The expenses of option investing include commissions payable on the purchase and on the exercise or sale of an option. Furthermore, the risk of nonperformance by the obligor on an option may be greater and the ease with which Daventry Group can dispose of such an option may be less than in the case of an exchange traded option.

Daventry Group may cause the Clients to buy or sell OTC options—options on securities or swaps that are not traded on a securities exchange and are not issued or cleared by an internationally recognized clearing corporation. The risk of nonperformance by the obligor on such an option may be greater, and the ease with which Daventry Group can dispose of such an option may be less, than in the case of an exchange traded option issued by an internationally recognized clearing corporation.

*Currency Exchange Exposure and Currency Hedging.* Because the Clients may invest in non-U.S. securities that are denominated or quoted in non-U.S. currencies, whereas the functional currency of the Clients is denominated in U.S. dollars, performance may be significantly affected, either positively or negatively, by fluctuations in the relative currency exchange rates and by exchange control regulations. To the extent the Clients seek to hedge their currency exposure, it may not always be practicable to do so. Moreover, hedging may not alleviate all currency risks. Furthermore, the Clients may incur costs in connection with conversions between various currencies. Currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to the Funds at one rate, while offering a lesser rate of exchange should the Clients desire immediately to resell that currency to the dealer. The Clients will conduct their currency exchange transactions either on a spot (*i.e.*, cash) basis at the spot rate prevailing in the currency exchange market, or through entering into a number of

different types of hedging transactions including, without limitation, forward, futures or commodity options contracts to purchase or sell currencies, and entering into foreign currency borrowings.

To the extent the Clients enter into currency forward contracts (agreements to exchange one currency for another at a future date), these contracts involve a risk of loss if the Clients fail to predict accurately the direction of currency exchange rates. In addition, forward contracts are not guaranteed by an exchange or clearinghouse. Therefore, a default by the forward contract counterparty may result in a loss to the Clients for the value of unrealized profits on the contract or for the difference between the value of its commitments, if any, for purchase or sale at the current currency exchange rate and the value of those commitments at the forward contract exchange rate. Furthermore, while the markets for currency forward contracts are not currently regulated, they may in the future become subject to regulation under Dodd-Frank, a development which may entail increased costs and result in burdensome reporting requirements.

There can be no guarantee that instruments suitable for hedging currency shifts will be available at the time Daventry Group wishes to use them or will be able to be liquidated when Daventry Group wishes to do so. In addition, Daventry Group may choose not to enter into hedging transactions with respect to some or all of its positions that are exposed to currency exchange risk.

*American Depositary Receipts and Global Depositary Receipts.* The Clients may invest in American Depositary Receipts (“ADRs”) and Global Depositary Receipts (“GDRs”). ADRs are receipts issued by a U.S. bank or trust company evidencing ownership of underlying securities issued by non-U.S. issuers. ADRs may be listed on a national securities exchange or may be traded in the over-the-counter market. GDRs are receipts issued by either a U.S. or non-U.S. banking institution representing ownership in a non-U.S. company’s publicly traded securities that are traded on non-U.S. stock exchanges or non-U.S. over-the-counter markets. Holders of unsponsored ADRs or GDRs generally bear all the costs of such facilities. The depository of an unsponsored facility frequently is under no obligation to distribute investor communications received from the issuer of the deposited security or to pass through voting rights to the holders of depositary receipts in respect of the deposited securities. Investments in ADRs and GDRs pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and non-exchangeability), as well as a range of other potential risks relating to the underlying shares, which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale of disposition proceeds, political or social instability or diplomatic developments that could affect investments in those countries, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding the underlying shares of ADRs and GDRs, and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. companies. Such risks may have an adverse effect on the performance of such investments and could result in substantial losses.

*Convertible Securities.* The Clients may invest in convertible securities. Convertible securities may be exchanged or converted into a predetermined number of the issuer’s underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt

securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase, and, conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

### ***Risks Related to Cybersecurity***

Daventry Group, its service providers, its counterparties and other market participants on whom Daventry Group relies increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and/or their investors, despite the efforts of Daventry Group, its service providers, its counterparties and other market participants on whom Daventry Group relies to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to Daventry Group, the Clients or their investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of or prevent access to these systems of Daventry Group, its service providers, its counterparties and other market participants on whom Daventry Group relies or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of systems to disclose sensitive information in order to gain access to the Daventry Group's data or that of its investors. A successful penetration or circumvention of the security of Daventry Group's systems or the systems of Daventry Group's service providers, counterparties or other market participants on whom Daventry Group relies could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Clients, Daventry Group, their service providers, their counterparties and other market participants on whom Daventry Group relies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for many portfolio companies, which could have material adverse consequences for such investments, and may cause the Clients' investments to lose value.

### ***Force Majeure***

Daventry Group and Clients may be affected by force majeure events (*i.e.*, events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemics or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Investment advisory activities and Daventry Group's operations could be adversely affected by such events outside of Daventry Group's control. Daventry Group, its Clients, their service providers and counterparties may incur expenses, delays, or interruption of critical business functions relating to such events outside of their control, which could have adverse impacts on their respective investment advisory businesses. Such adverse impacts could, in turn, adversely affect the performance of Clients.

## **Item 9: Disciplinary Information**

Neither Daventry Group nor any of its officers, directors, or employees or other management persons have been involved in any legal or disciplinary events that would require disclosure in response to this item.



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

Daventry Group and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Daventry Group intends to be exempt from any obligation to register as a commodity pool operator with the Commodities Futures Trading Commission (the “CFTC”) pursuant to the exemption provided by CFTC Rule 4.13.

The General Partner of the Domestic Feeder Fund and the Master Fund is an affiliate of Daventry Group. While the General Partner is not separately registered as an investment adviser with the SEC, all of its investment advisory activities are subject to the Advisers Act and the rules thereunder. In addition, any persons acting on behalf of the General Partner are subject to the supervision and control of Daventry Group and are subject to Daventry Group’s compliance program.

Daventry Group and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### Code of Ethics

Daventry Group has adopted a written Code of Ethics pursuant to Rule 204A-1 of the Investment Advisers Act of 1940 that is applicable to all employees. Daventry Group recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its clients and investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of clients and investors come first; and (iii) it has a fiduciary duty to its clients and investors to act for their benefit. All Daventry Group personnel must put the interests of clients and investors before their own personal interests and must act honestly and fairly in all respects in dealings with clients and investors. All Daventry Group personnel must also comply with all federal securities laws. The Code of Ethics is available upon request to any client or prospective client by contacting Daventry Group at the address or telephone number listed on the first page of this document. Under Daventry Group's Code of Ethics, all supervised personnel have a duty to act only in the best interests of Clients and all potential conflicts and violations of the Code of Ethics must be promptly reported to Daventry Group's Chief Compliance Officer. All supervised personnel must acknowledge their receipt and understanding of the terms of the Code of Ethics annually.

### Participation or Interest in Client Transactions

Eligible Daventry Group personnel may hold direct or indirect financial interests in the Clients. If such an investment poses a conflict of interest, Daventry Group will seek to act in a way that is not adverse to the interests of the Clients.

### Personal Trading

Daventry Group has adopted the Code of Ethics, which contains policies and procedures designed to minimize any actual or potential conflicts. Daventry Group's Code of Ethics generally prohibits employees from executing personal securities transactions in publicly traded single-name equity securities. Employees may sell publicly traded single-name securities that were beneficially owned prior to employment with Daventry Group subject to pre-clearance from the Chief Compliance Officer. Employees are permitted to trade in securities that are not "Reportable Securities" as defined in Rule 204A-1 without pre-clearance. It is possible that an employee and the Clients could transact in the same security at or around the same time; however, the Code of Ethics generally prohibits the types of personal trading that potentially involve conflicts of interest with the Clients. Employee personal securities transactions are required to be reported on a quarterly basis for review by the Chief Compliance Officer.

### Statement on Insider Trading

Daventry Group and/or its employees may, from time to time, come into possession of material non-public or other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security ("Material Non-Public Information"). Under applicable law, Daventry Group and its employees will be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other third party. Accordingly, should Daventry Group and/or its employees come into possession of Material Non-Public Information with respect to any company, they will be prohibited from communicating such information to, or using such information for the benefit of, Daventry Group's Clients and their underlying investors. Daventry Group has adopted a policy on Insider Trading ("Insider Trading Policy") in accordance with Section 204A under the Advisers Act, which establishes procedures to prevent the misuse of Material Non-Public Information by Daventry Group and its employees.

### Cross Trades and Principal Transactions

Daventry Group may determine that it would be in the best interests of certain clients to transfer a security from one client to another (each, a "Cross Trade") for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, to rebalance the portfolios of the clients, or to reduce transaction costs that may arise in an open market transaction. Daventry Group will only enter into a cross trade if it determines that the trade is in the best interests of each client involved and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients.

To the extent that Cross Trades may be viewed as principal transactions due to the ownership interest in a client by Daventry Group or its personnel, Daventry Group will comply with the requirements of Section 206(3) of the Advisers Act.

## **Item 12: Brokerage Practices**

### ***Best Execution Considerations***

Daventry Group is authorized to determine the broker or dealer to be used for each securities transaction on behalf of the Clients. In selecting brokers and determining commission rates, Daventry Group complies with its obligation to seek best execution. In selecting the brokers for the Clients, Daventry Group considers a variety of qualitative and quantitative factors such as: price; execution capabilities, including efficiency of execution and willingness to execute difficult transactions; availability of trading algorithms; access to IPOs; expertise in trading certain types of securities; financial strength and stability; block trading and block positioning capabilities; reputation; infrastructure; reliability and responsiveness; back-office controls; quality of research products or services and other value-added services.

Consistent with its obligation to seek best execution, Daventry Group has entered into an arrangement with Jefferies Outsourced Trading Desk - Jefferies LLC (“Jefferies”), a third party trader, whereby Jefferies may execute certain trades on Daventry Group’s behalf. Jefferies is a registered broker-dealer and is capable of directly executing trades for the Clients based on Daventry Group’s instructions. When using Jefferies, Daventry Group may or may not select a specific broker-dealer that Jefferies must use to execute the trade in question. Daventry Group’s decision to instruct Jefferies to use a specific broker-dealer (or otherwise) is subject to the various broker-dealer selection criteria described above. Otherwise Jefferies will select the specific broker-dealer that it believes is in the best interest of the Clients.

### ***The Receipt of Research and Other Soft Dollar Benefits***

Section 28(e) of the Exchange Act, provides a “safe harbor” to investment managers who use “soft dollars,” *i.e.*, commissions generated by their advised accounts, to obtain investment research and brokerage services from companies that provide lawful and appropriate assistance to the manager in connection with the investment decision-making process. Conduct outside of the safe harbor afforded by Section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. Daventry Group will only accept products and services where it reasonably believes that such products and services fall within the safe harbor of Section 28(e).

Daventry Group does not have any formal soft dollar arrangements or other arrangements that would commit Clients to any specific or implied level of trading. However, Daventry Group may cause a higher commission to be paid to a broker or dealer that furnishes research services than might be charged by another broker or dealer for effecting the same transaction, provided that Daventry Group determines in good faith that the amount of commissions charged is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker or dealer. Daventry Group believes that research services received from brokers and dealers are supplemental to Daventry Group’s own research effort. To the best of Daventry Group’s knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. Daventry Group does not necessarily solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

### ***Trade Errors***

Daventry Group has established order handling processes and procedures designed to reduce the likelihood of trade errors and, in its sole discretion, will determine what constitutes a trade error.

Except as described below, the Funds bear the cost of any trade errors of Daventry Group with respect to its placing or executing trades for the Funds, as such errors are considered by Daventry Group to be a cost of doing business. Pursuant to the exculpation of liability and indemnification provisions of the Investment Management Agreement, Daventry Group is only obligated to reimburse the Funds for any trade error resulting from Daventry Group's fraud, gross negligence or willful misconduct. Daventry Group, subject to its fiduciary obligations, will determine whether or not any loss resulting from a trade error is required to be reimbursed in accordance with such liability and exculpation provisions. Any positive trade errors will be for the benefit of the Funds.

If Daventry Group makes an error while placing a trade for a Managed Account, any costs, including losses, associated with correcting any error for a Managed Account will be borne according to the specific terms of the relevant IMA.

### ***Allocation of Orders***

In allocating trades and investments between Clients, Daventry Group seeks to treat all Clients fairly and equitably. However, certain Clients may have different investment objectives, investment guidelines, risk tolerances, regulatory and tax considerations or liquidity preferences than other Clients and may therefore direct Daventry Group to invest their accounts in a different manner than its investment strategy for the Funds or other Clients. Although Daventry Group may generally invest in similar securities across all of its Clients, the portfolio composition and performance of any Managed Account may be different than the Funds due to the foregoing factors. In addition, due to various investment restrictions, current portfolio concentrations or capital availability (e.g., subscriptions and redemptions), trades for each Client may differ even if they pursue the same strategy. In all cases, Daventry Group seeks to allocate trades across Clients in a fair manner that recognizes its fiduciary duty to all of its Clients.

### ***Directed Brokerage***

Clients generally do not direct Daventry Group to trade through any particular counterparty. A Client's insistence on the use of one or more particular counterparties in connection with the trading of its account can have a materially adverse effect on the quality of execution that is available to the client. Among other things, clients that direct the use of trading counterparties may pay higher transaction costs be excluded from aggregated orders and trade after other Clients have traded.

## **Item 13: Review of Accounts**

### ***Reviews***

The Clients' investment portfolios are reviewed and monitored by the Principal and Daventry Group's Chief Financial Officer on an ongoing basis. Investment personnel regularly hold informal meetings to discuss investment ideas, economic developments, current events, and other issues related to current portfolio holdings and potential investment opportunities.

### ***Reports to Investors***

The Funds will distribute to each investor unaudited monthly capital account statements and, within 120 days following the close of each fiscal year, an annual report containing audited financial statements of the Funds for the fiscal year then ended. The Funds provide to each investor, as applicable, tax information relating to the accounts necessary for the preparation of an investor's US federal income tax return. Daventry Group may distribute additional reports to investors from time to time in its sole discretion.

In addition, Daventry Group may from time to time agree to provide certain investors in the Funds (or their designated third-party) more frequent reports and/or certain other reports than those described above due to legal and/or regulatory constraints that must be followed by such investors and/or to fulfill specific needs and requests by such investors.

The reporting provided to Managed Account and any additional funds will be set forth in the governing documents of the relevant Funds or client account.

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

Daventry Group does not compensate any third parties for client or investor referrals but may do so in the future.

Daventry Group effects securities transactions through a number of broker-dealers. By virtue of its conducting business with broker-dealers, Daventry Group may receive certain economic benefits from such broker-dealers which would not be received if it did not transact through the broker-dealers. These benefits may include, but are not limited to: access to an electronic communication network for order entry and account information; receipt of proprietary research; and participation in broker-dealer sponsored research and capital introduction services. Daventry Group understands that the benefits received through its relationship with the broker-dealers (including its prime brokers) generally do not depend upon the amount of transactions directed to, or amount of assets custodied by, the broker-dealers.

## **Item 15: Custody**

Per Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), all of the Funds’ assets will be held in custody by unaffiliated broker/dealers or banks acting in the capacity as “qualified custodians.”

Notwithstanding the foregoing, the General Partner’s role as general partner to the Funds enables Daventry Group’s personnel to access the Funds’ assets, and Daventry Group has developed procedures that ensure the safeguarding and protection of the assets. Such procedures include among other things, the separation of functions and dual signatory approvals for the movement of the Funds’ capital to parties other than between the Funds’ prime broker and administrator.

The Funds are subject to an annual audit and the audited financial statements are distributed to each investor in the Funds. The audited financial statements are prepared in accordance with generally accepted accounting principles (“GAAP”), are intended to be issued with an unqualified opinion, and distributed to the investors in the Funds within 120 days following the Funds’ fiscal year ends in accordance with the Custody Rule. In addition, upon the final liquidation of a Fund, Daventry Group will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP.

Daventry Group does not have custody, as defined by the Investment Advisers Act of 1940, with respect to the Managed Account since it does not have the authority to hold, directly or indirectly, client funds or securities or have the authority to obtain possession of them. Managed Account receives account statements directly from their qualified custodian, who maintains the Clients’ assets, in addition to receiving reporting from Daventry Group. Daventry Group encourages Clients with Managed Accounts to carefully review and compare the account statement received from its custodian to the reporting received from Daventry Group.



## **Item 16: Investment Discretion**

### ***Private Investment Funds***

Daventry Group has entered into a discretionary investment management agreement with the Domestic Feeder Fund, the Offshore Feeder Fund and the Master Fund.

Daventry Group will buy and sell securities and other instruments for the Funds on a discretionary basis in a manner consistent with the Funds' investment objectives and restrictions, as set forth in the Funds' offering documents.

### ***Managed Accounts***

Each Managed Account will be required to enter into an IMA with Daventry Group giving it investment discretion over such Managed Account, which, unless otherwise agreed to between the Managed Account and Daventry Group, will continue in effect until the Managed Account terminates according to its terms.

## **Item 17: Voting Client Securities**

Daventry Group has discretion over the Clients' exercise of voting rights with respect to securities held by the Funds. Daventry Group seeks to vote the Clients' securities in the best interests of investors and has adopted written proxy voting policies and procedures. In general, the policy requires Daventry Group to vote proxies in the interest of maximizing investor value.

Daventry Group endeavors to obtain and review each proxy solicitation to determine if the Clients have an interest in the outcome of the vote in question and how a vote may be in furtherance of such interest. Though outside advisors or other service providers may be retained to act as voting agent, to provide analysis of issuer and shareholder proposals, and to provide voting guidelines for reference, Daventry Group generally does not delegate the proxy voting decision to, or defer to the recommendation of, outside advisors or other service providers. The Chief Compliance Officer will consider whether Daventry Group is subject to any material conflict of interest in connection with each proxy vote. Employees must notify the Chief Compliance Officer if they are aware of any potential conflict of interest associated with a proxy vote. In certain cases, an abstention or non-vote may be determined to be appropriate or in the best interest of the Clients. For example, Daventry Group may be unable to vote securities that have been lent by the custodian. Also, proxy voting in certain countries involves "share blocking," which limits Daventry Group's ability to sell the affected security during a blocking period that can last for several weeks. Daventry Group believes that the potential consequences of being unable to sell a security usually outweigh the benefits of participating in a proxy vote, so Daventry Group generally abstains from voting when share blocking is required. The Chief Compliance Officer will prepare and maintain memoranda describing the rationale for any instance in which Daventry Group does not vote a Client's proxy.

With respect to class actions, it is generally Daventry Group's policy to participate in recoveries related to securities and antitrust class actions and to file related claim forms on behalf of the Clients.

For information regarding Daventry Group's proxy voting record or for a copy of Daventry Group's proxy voting policies and procedures, please contact Daventry Group's Chief Compliance Officer at the address or telephone number listed on the first page of this document.

## **Item 18: Financial Information**

Daventry Group has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Clients.