



180 DEGREE CAPITAL CORP.

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**This brochure provides information about the qualifications and business practices of 180 Degree Capital Corp. If you have any questions about the contents of this brochure, please contact us at 973-746-4500 and/or [ir@180degreecapital.com](mailto:ir@180degreecapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. 180 Degree Capital Corp. is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.**

**Additional information about 180 Degree Capital Corp. is available on the SEC's website at <https://adviserinfo.sec.gov/>. Also, free and simple tools are available to you to review 180 Degree Capital Corp. and its financial professionals at [Investor.gov/CRS](https://Investor.gov/CRS), which also provides free educational materials about broker-dealers, investment advisers, and investing.**

## **Item 2            Material Changes**

Since our last annual update in March 2023, there have been no material changes to this brochure. Minor updates and clarifications occur throughout this document and we encourage you to review the full Brochure. 180 Degree Capital Corp. will ensure that you receive a summary of any material changes to this and subsequent Brochures promptly as necessary.

A current brochure can be requested, free of charge, by contacting us by phone at (973) 746-4500 or by email at [ir@180degreecapital.com](mailto:ir@180degreecapital.com). Additional information about 180 Degree Capital Corp. is also available via the SEC's websites [adviserinfo.sec.gov](http://adviserinfo.sec.gov) and [Investor.gov/CRS](http://Investor.gov/CRS).

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#### **Item 4            Advisory Business**

For purposes of this brochure, “180,” “we” or the “Adviser” means 180 Degree Capital Corp., a New York corporation. The Adviser provides investment advisory services to investment funds and separately managed accounts.

180 is an internally managed, non-diversified, registered closed-end management investment company (“closed-end fund”) under the Investment Company Act of 1940, (the “1940 Act”). We were incorporated in the state of New York in August 1981.

Our common stock is traded on the NASDAQ Global Market under the symbol “TURN.”

Our investment objective is to generate capital appreciation and current income from investments and investment-related activities. We focus on investments in what we believe are deeply undervalued, small publicly traded companies where we believe we can positively impact the business and valuation through constructive activism.

We are overseen by our Board of Directors and managed by our officers and have no external investment advisor. We also offer investment management services to institutional investors, including pension and profit-sharing plans, via a separately managed accounts (“SMA”) or special purpose vehicles (“SPVs”). Collectively, any SMAs and SPVs are referred to herein as “Managed Accounts.”

Our investment activities are managed by our Portfolio Managers, Kevin M. Rendino and Daniel B. Wolfe.

Mr. Rendino has served as Chairman, Chief Executive Officer and Portfolio Manager of 180 since March 2017. He has served as a member of 180’s Board since June 2016. Prior to joining 180, Mr. Rendino worked on one fund, Basic Value Fund, with a consistent Graham and Dodd focus, at the same firm, BlackRock/Merrill Lynch. Mr. Rendino graduated from the Carroll School of Management at Boston College (B.S.) in 1988.

Daniel B. Wolfe has served as President since January 2009, as Chief Financial Officer and Chief Compliance Officer of the Registrant since July 2016, and as Portfolio Manager and a member of the Registrant’s Board since March 2017. He served in varying other positions within the Registrant since 2004. He graduated from Rice University (B.A.) in 1999 and from Harvard University (A.M., Ph.D., Chemistry) in 2001 and 2004, respectively.

Managed Account clients and prospective clients should refer to the disclosures in relevant governing documents, investment management agreements or private placement memoranda, as applicable, for specific, comprehensive disclosures relating to the terms of advisory relationships, risks of investing, and conflicts of interest particular to that relationship.

The Adviser has \$10.9 million of client assets under management on a discretionary basis and no assets under management on a non-discretionary basis. The closed-end fund has assets/proprietary capital of approximately \$50.2 million. The total closed-end fund and client assets under management amount to approximately \$60.8 million.

## **Item 5 Fees and Compensation**

Management fees (“Management Fees”) paid by Managed Accounts vary based on the terms specific to each Managed Account and are subject to negotiation. Management Fees typically range from 1% to 2% per year. Management Fees typically are deducted from the assets of the Managed Accounts quarterly in advance or, for SPVs, accrued and deducted at the time of distribution. In the event the advisory agreement terminates during the period covered by fees paid in advance, the Adviser will pro rate such fees and reimburse the unearned portion of the fee.

Performance-based fees (“Performance Fees”) paid by certain Managed Accounts are referred to as a “Carried Interest Percentage.” The Carried Interest Percentage for Managed Accounts and the timing of calculation of the Performance Fees vary based on the terms specific to each Managed Account and are subject to negotiation. The Performance Fees applicable to Managed Accounts range from 10% to 30% of gains of net asset value of such Managed Accounts, and are most commonly paid at the end of each calendar year, or in the case of SPVs, at the time of distributions to investors. Performance Fees, as applicable, are deducted from assets of the Managed Accounts.

In addition to Management Fees and Performance Fees, Managed Accounts incur brokerage and other transaction costs, except for diligence costs that are generally borne by the Adviser. Brokerage Practices are described in more detail below in response to Item 12.

Certain Managed Account investors, typically SPVs, pay other types of fees and expenses as specified in the investment management agreement or other governing documents which include, but are not limited to (i) organizational and related costs; (ii) legal, accounting, audit, custodial, consulting and other professional fees; (iii) banking, brokerage, and similar fees and commissions; (iv) transfer, capital and other taxes, duties and costs incurred in acquiring, holding, selling or otherwise disposing of assets; and (v) costs of financial statements and other reports.

The Adviser has and may in the future receive director fees in instances where an employee of the Adviser serves as a director of a portfolio company in which it invests on behalf of Managed Accounts. These fees are generally paid to the Adviser and do not offset any Management Fees or Performance Fees paid by our Managed Accounts, as applicable.

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

As noted in Item 5, the Adviser may receive Performance Fees from Managed Accounts subject to the terms of the investment management agreement executed with each client. The Adviser also invests its own, closed-end fund assets under a similar investment strategy as those employed for Managed Accounts.

The Adviser faces conflicts of interest as a result of its management of the assets of the closed-end fund alongside the assets of Managed Accounts. Similarly, 180 faces conflicts of interest where the Adviser

serves Managed Accounts paying Performance Fees alongside those that may not. These conditions each create incentives for the Adviser or its employees to disproportionately allocate time, services or investment opportunities where the potential compensation to the Adviser or its employees is greatest.

The Adviser has established policies and procedures designed to identify and mitigate these conflicts by ensuring that employee compensation is not tied to Performance Fees, and following contractual provisions and procedures that set forth investment allocation requirements among Managed Accounts. When a conflict of interest arises, the Adviser will endeavor to ensure that the conflict is resolved in a fair and equitable manner, consistent with its fiduciary duties to each client.

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

The Adviser, itself, operates as a closed-end fund and also offers investment advisory services to institutional investors, such as pooled investment vehicles, charitable organizations, corporations, and pension and profit-sharing plans via Managed Accounts.

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

The Adviser's investment objective is to generate capital appreciation from investments in what we believe are undervalued, small publicly traded companies where we believe we can positively impact the business and valuation through constructive activism. This is the same approach that the portfolio managers of the Adviser employ when managing the capital of the Adviser. The capital of Managed Accounts will be invested alongside the capital of the Adviser according to allocations described in more detail in response to Item 10.

Specifically, we are Graham and Dodd value-focused investors applying the following core beliefs in our decision-making processes:

- The price we pay relative to the business we buy is the most important driver of investment returns.
- Markets overreact to near-term internal or environmental challenges creating attractive valuations.
- Out-of-favor companies and industries create opportunities to identify investments that offer asymmetric return-to-risk potential.
- Companies with strong franchises, managements, and balance sheets are best positioned to turnaround, gain market share, and improve profitability in an industry recovery.
- A portfolio of strong business franchises, purchased at the right price, outperforms over a market cycle.

We focus on public companies with market capitalizations of less than \$500 million where we believe we:

- Can identify companies that are deeply undervalued and underresearched
- Understand the markets that these companies target
- Can purchase meaningful ownership and exact some measure of control/influence
- Identify catalysts/changes that we believe can unlock value
- Can add value through active, hands-on constructive activism
- Invest at valuations that we believe provide significant margin of safety
- Believe we can generate attractive risk-adjusted returns in 1-3 years

We believe the opportunity for creating value in small public companies exists because, we believe, management and boards of these companies often:

- Prioritize revenue growth over operating profits
- Favor the status quo rather than change
- Lack understanding of "buy side" investors and the workings of public markets in general
- Expend capital resources on perceived long-term opportunities at the expense of near-term results
- Do not appreciate the impact of flawed capital structures on shareholder value
- Entrench themselves to protect their jobs and positions

We believe we are one of the few investors that are willing and able to spend the time and energy identifying, conducting due diligence on, and actively engaging with such companies to unlock intrinsic value for all shareholders through constructive activism.

We are not corporate raiders. Our ultimate goal is to engage constructively with existing boards and management teams to unlock value through:

- Resolution of capital structure or other overhangs that we believe inhibit growth of shareholder value
- Realignment of financial performance to achieve growth of operating profits; not just revenues
- Improvement of investor relations strategies and outreach
- Evaluation of strategic options including mergers, acquisitions, sales, and divestitures
- Identification of complementary talent and expertise
- Introductions to what we believe are value-add resources and capabilities
- Alignment of interests with, and support from, large shareholders

While we always prefer to work constructively with management teams, we are not averse to pursuing change through other routes including, but not limited to, private and public shareholder

communications, proxy solicitations and joining boards of directors of our portfolio companies. We believe these characteristics differentiate us from traditional long-only, small-capitalization-focused funds that may not be able or willing to engage as actively and publicly with their portfolio holdings.

We define our levels of engagement of constructive activism as follows:

- Level 1 – This is most often our initial level of engagement. These are investment opportunities that we believe do not require substantial time/involvement. Our engagement with such companies typically includes leveraging our collective years of experience in the public markets both as investors and operators of public businesses to provide advice and value-add introductions.
- Level 2 – Investment opportunities where we believe, or have come to believe, may require some increased time/involvement, but not yet a substantial commitment. Management of these companies are interested in engaging constructively with us. Our engagement with such companies typically involves suggested changes to investor relations strategies and/or operating recommendations that we believe can lead to financial performance improvements.
- Level 3 – This level results from our determination that we need to become deeply involved in the company to help build/unlock shareholder value. Our engagement with such companies may include working with management/boards to remove value overhangs and to evaluate strategic options for the business.

While we will consistently assess the risk/reward with holding each position, we will not seek to rebalance the Managed Account's investment portfolios based on specific diversification targets. We employ the same investment approach in managing 180's investment portfolio.

Opportunities for investment are identified from multiple sources including market screens, analyst reports, and from our extensive network of contacts within the small public company investment community. We pursue a rigorous and analytical investment process for all of our investment opportunities that includes fundamental research, plan development, investment execution and exit analysis.

### **Material Risks of Investing**

The investment strategies employed by the Adviser subject the Managed Accounts to various risks. An investment in a Managed Account involves the risk that a Managed Account will not achieve its investment purpose. Managed Account investments involve a high degree of risk. Managed Account investments are suitable only for investors of substantial means who have no immediate need for liquidity of the amount invested who can afford a risk of loss of all or a substantial part of the investment. Investing in securities involves risk of loss that Clients should be prepared to bear.

Discussed below is a summary of material risks presented by the Adviser's investment strategies. The following is not a complete summary of all risks involved with these strategies. Managed Account offering documents, as applicable, contain a further discussions of material risks associated with the Managed



Accounts. In addition, material risks related to the investment strategies or methods of analysis described above, and to the types of securities typically purchased for the Clients, include the risks described in 180 Degree Capital Corp.'s Registration Statement on Form N-2 filed with the Securities and Exchange Commission on June 29, 2017, in the section entitled "Risk Factors" beginning on page 11.

**Risk of Loss.** No guarantee or representation is made that a Managed Account's investment program, including, without limitation, the Managed Account's investment objective or risk monitoring goals, will be successful. Investment results may vary substantially over time.

**Activist Investing.** The success of the Adviser's activist investment strategy depends upon, among other things: (i) the Adviser's ability to properly identify portfolio companies whose securities prices can be improved through corporate and/or strategic action; (ii) the Adviser's ability to cause a Managed Account to acquire sufficient securities of such portfolio companies at a sufficiently attractive price; (iii) the Adviser's ability to avoid causing a Managed Account to trigger anti-takeover and regulatory obstacles while aggregating its position; (iv) the willingness of the management of such portfolio companies and other security holders to respond positively to the Adviser's proposals; and (v) favorable movements in the market price of any such portfolio company's securities in response to any actions taken by such portfolio company. There can be no assurance that any of the foregoing will occur.

Corporate governance strategies may prove ineffective for a variety of reasons, including: (i) opposition of the management or investors of the subject company, which may result in litigation and may erode, rather than increase, the value of the subject company; (ii) intervention of a governmental agency; (iii) efforts by the subject company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) market conditions resulting in material changes in the prices of securities; (v) the presence of corporate governance mechanisms such as staggered boards, poison pills and classes of stock with increased voting rights; and (vi) the necessity for compliance with applicable securities laws. In addition, opponents of a proposed corporate governance change may seek to involve regulatory agencies in investigating the transaction or the Partnership and such regulatory agencies may independently investigate the participants in a transaction, including the Partnership, as to compliance with securities or other law. Furthermore, successful execution of a corporate governance strategy may depend on the active cooperation of investors and others with an interest in the subject company. Some investors may have interests which diverge significantly from those of the Managed Accounts, and some of those parties may be indifferent to the proposed changes. Moreover, securities that the Adviser believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the timeframe Adviser anticipates, even if a corporate governance strategy is successfully implemented. Even if the prices for a portfolio company's securities have increased, no guarantee can be made that there will be sufficient liquidity in the markets to allow the Adviser to dispose of all or any of the Managed Accounts' securities therein or to realize any increase in the price of such securities.

**Proxy Contests and Unfriendly Transactions.** The Adviser may cause the Managed Accounts to purchase securities of a company that is the subject of a proxy contest on 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 company's securities will increase. If the incumbent management of the company is not defeated or if new management is unable to improve the company's performance or sell or liquidate the company, the market price of the company's securities will typically fall, which may cause the Managed Accounts 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.

**Long-Term.** The success of the Managed Accounts' long-term investment strategy depends upon the Adviser's ability to identify and purchase securities that are undervalued and hold such investments so as to maximize value on a long-term basis. In pursuing any long-term strategy, the Adviser may cause the Managed Accounts to forego value in the short-term or temporary investments in order to be able to avail the Managed Accounts of additional and/or longer-term opportunities in the future. Consequently, the Adviser may not capture maximum available value for the Managed Accounts in the short-term, which may be disadvantageous, for example, for investors who withdraw all or a portion of their investments before such long-term value may be realized by the applicable Managed Account.

**Lack of Control.** The Adviser may cause Managed Accounts to invest in equity securities and equity related securities of companies that it does not control, which the Managed Accounts may acquire through market transactions or through purchases of securities directly from the issuer or other shareholders. Such securities will be subject to the risk that the issuer may make business, financial or management decisions with which the Adviser does not agree or that the majority stakeholders or the management of the issuer may take risks or otherwise act in a manner that does not serve the Managed Accounts' interests. The occurrence of any of the foregoing could have a material adverse effect on the Managed Accounts.

**Hedging Transactions.** The Adviser may cause the Managed Accounts to utilize securities for risk management purposes in order to: (i) protect against possible changes in the market value of the Managed Accounts' investment portfolios resulting from fluctuations in the markets and changes in interest rates; (ii) protect the Managed Accounts' unrealized gains in the value of its investment portfolio; (iii) facilitate the sale of any securities; (iv) enhance or preserve returns, spreads or gains on any security in the Managed Accounts' portfolios; (v) hedge against a directional trade; (vi) hedge the interest rate, credit or currency exchange rate on any of the Managed Accounts' securities; (vii) protect against any increase in the price of any securities the Adviser anticipates purchasing for the Managed Accounts at a later date; or (viii) act for any other reason that the Adviser deems appropriate. The Adviser will not be required to hedge any particular risk in connection with a particular transaction or the Managed Accounts' portfolios generally. The Adviser may be unable to anticipate the occurrence of a particular risk and, therefore, may be unable to attempt to hedge against it. While the Adviser may cause the Managed Accounts to enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Managed Accounts than if the Adviser had not engaged in any such hedging transaction. Moreover, the portfolio will always be exposed to certain risks that cannot be hedged.

**Fundamental Analysis.** Certain trading decisions made by the Adviser may be based on fundamental analysis. Data on which fundamental analysis relies may be inaccurate or may be generally available to other market participants. To the extent that any such data are inaccurate or that other market participants have developed, based on such data, trading strategies similar to the Managed Accounts' trading strategies, the Adviser may not be able to realize the Managed Accounts' investment goals. In addition, fundamental market information is subject to interpretation. To the extent that the Adviser misinterprets the meaning of certain data, the Managed Accounts may incur losses.

**Convertible Securities.** A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Managed Accounts is called for redemption, the Adviser will be required to cause the Managed Accounts to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Adviser's ability to achieve the Managed Accounts' investment objective.

**Equity Securities Generally.** The value of equity securities of public and private, listed and unlisted companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, Managed Accounts may suffer losses if the Adviser causes them to invest in equity instruments of issuers whose performance diverges from the Adviser's expectations or if equity markets generally move in a single direction and the Adviser has not hedged the Managed Accounts' portfolios against such a general move. The Managed Accounts also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

**Risks Associated with Investing in Small Publicly Traded Companies.** Investments in securities of micro- and small-capitalization companies involve higher risks in some respects than do investments in securities of larger "blue-chip" companies. For example, prices of securities of micro- and small-capitalization and even medium-capitalization companies are often more volatile than prices of securities of large-capitalization companies and may not be based on standard pricing models that are applicable to securities of large-capitalization companies. Furthermore, the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) may be higher than for larger, "blue-chip" companies. Finally, due to thin trading in the securities of some micro- and small-capitalization companies, an investment in those companies may be illiquid.

**Illiquid Securities.** Certain securities purchased for Managed Accounts by the Adviser may be illiquid because, for example, they are subject to legal or other restrictions on transfer or there is no liquid market for such securities. Valuation of such securities may be difficult or uncertain because there may be limited information available about the issuers of such securities. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable, and the Adviser may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national

securities exchanges or in the over-the-counter markets. The Adviser may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. As a result, the Managed Account may be required to hold such securities despite adverse price movements. Even those markets which the Adviser expects to be liquid can experience periods, possibly extended periods, of illiquidity. Occasions have arisen in the past where previously liquid investments have rapidly become illiquid.

**Conflicts of Interest.** The Adviser, its affiliates and Managed Accounts will be subject to a number of actual and potential conflicts of interest. Any such conflict of interest could have a material adverse effect on Managed Accounts and the Clients' investments therein. However, the existence of an actual or potential conflict of interest does not mean that it will be acted upon to the detriment of a Managed Account. When a conflict of interest arises, the Adviser will endeavor to ensure that the conflict is resolved fairly and in an equitable manner that is consistent with its fiduciary duties to the Managed Account. The Adviser has in place policies and procedures that it believes are reasonably designed to identify and resolve actual and potential conflicts of interest.

#### **Other Risks**

**Cybersecurity Risks.** 180 is subject to risks associated with a breach in its cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from "hacking" by other computer users, other unauthorized access and the resulting damage and disruption of hardware and software systems, loss or corruption of data as well as misappropriation of confidential information. If a cybersecurity breach occurs, 180 and its investors and clients may incur substantial costs, including those associated with forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose 180 to civil liability as well as regulatory scrutiny and potentially substantial decrease in assets under management. In addition, investors could be exposed to additional losses as a result of unauthorized use of their personal information.

**Natural Disasters, Epidemics, Pandemics and Terrorist Attacks.** Areas in which 180 and its service providers (collectively, the "Affected Parties") have offices or where they otherwise do business are susceptible to natural disasters, including outbreaks of serious contagious diseases. The occurrence of a natural disaster could adversely affect and severely disrupt the business operations, economies and financial markets of many countries (even beyond the site of the natural disaster) and could adversely affect 180's investment program and its ability to do business. In addition, terrorist attacks, or the fear of or the precautions taken in anticipation of such attacks, could, directly or indirectly, materially and adversely affect certain industries in which 180 invests or could affect the areas in which the Affected Parties have offices or do business. Other acts of war, regardless of whether war is declared, could also have a material adverse impact on the financial condition of industries or regions in which 180 invests.

**Item 9                    Disciplinary Information**

There are no legal or disciplinary events required to be disclosed under this Item 9.

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

180 is an internally managed, non-diversified, registered closed-end management investment company registered with the SEC under the Investment Company Act of 1940 Act, (the “1940 Act”). Its investment activities are managed by its Portfolio Managers, Kevin M. Rendino and Daniel B. Wolfe, and supervised by its Board of Directors, a majority of whom are independent persons (as defined by the 1940 Act). Apart from the foregoing, the Adviser currently has no relationships or arrangements with related persons which are material to the advisory business or Clients of the Managed Accounts.

Principals of 180 may serve as a director of a portfolio company in which 180 invests for itself or on behalf of advisory clients. Fees earned for these services are paid to 180 and not individual principals and do not offset any fees or expenses paid by advisory clients. Time allocated to service as director for portfolio companies is considered a part of that individual’s portfolio management responsibilities.

The capital of the Managed Accounts will be invested alongside capital from 180. The allocation of investments will generally occur at the time of each investment either on a pro rata basis based on the net asset value of each Managed Account and the total cash plus publicly traded investments held by 180 or by target weight of such investment per account. Notwithstanding the foregoing, the Adviser, in its sole discretion, (i) expects from time to time to allocate more of the purchased securities to a Managed Account if it deems the required cash for such investment to be greater than the cash available for investment by 180 and/or other Managed Accounts, and (ii) allocate all purchased securities to 180 or the Managed Accounts in its sole discretion. Allocations of this nature create a conflict of interest, and the Adviser has implemented policies and procedures to address and mitigate this conflict of interest. Sales of securities in the ordinary course of business will generally be allocated either on a pro rata basis based on the total ownership of such securities by the Managed Accounts and 180, in aggregate, or by target weight per account. The Adviser, in its sole discretion, may sell securities held by any Managed Account or 180 on a non-pro rata basis if such sales are required to meet the cash needs for operations of any Managed Account or, to meet withdrawal requests of any Managed Account, and/or other situations where such non-pro rata sales are deemed necessary by the Adviser in its sole discretion. For additional information regarding trading and brokerage practices, see Item 12.

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

The Adviser maintains a written Code of Ethics (the “Code”) that is applicable to all of its directors, officers and employees (the “Covered Persons”). In addition, the Adviser has a Compliance Manual, applicable to the Covered Persons in performing advisory services to its Clients. The Code and the Compliance Manual,

which are designed to comply with Rule 204A-1 under the Advisers Act, establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Under the Code and the Compliance Manual, as applicable, Adviser personnel are also required to file certain periodic reports with the Adviser's Chief Compliance Officer ("CCO") as required by Rule 204A-1 under the Advisers Act. The Code and Compliance Manual help the Adviser detect and prevent potential conflicts of interest. Covered Persons and their families and holders may purchase investments for their own accounts, including in certain circumstance the same investments as are purchased or sold for a Client, subject to the terms of the Code and Compliance Manual. The Code requires certain Covered Persons to obtain pre-clearance from the CCO before investing in most securities, including private placements, initial public offerings and securities on the Adviser's restricted list. To the extent certain Covered Persons seek to invest in a fund advised by 180, the investment would need to be pre-cleared by the CCO. Under the Code, Covered Persons are prohibited from trading in securities of any company while in possession of material, nonpublic information.

Adviser personnel who violate the Code or Compliance Manual may be subject to remedial actions, including, but not limited to disgorgement, fines, censure, demotion, suspension or dismissal. Adviser personnel are also required to promptly report any violation of the Code of which they become aware. The Covered Persons are required to annually certify compliance with the Code.

The Adviser routinely invests in securities that it also recommends to Managed Accounts. To the extent it does so, it will act in accordance with the Adviser's Allocation Policy as described in Items 10 and 12.

Copies of the Code are available, free of charge, on the Adviser's website at <https://ir.180degreecapital.com/governance-docs>, and available to any Client or prospective Client upon request to the CCO at [compliance@180degreecapital.com](mailto:compliance@180degreecapital.com).

## **Item 12            Brokerage Practices**

The Adviser manages accounts on a discretionary basis, which includes the selection of securities to be bought or sold in client accounts, the quantity traded, the broker or dealer to be used and the commission rates to be paid for client transactions. In selecting brokers, 180 will seek best execution, which involves a number of quantitative and qualitative factors. The Adviser may take into account such factors as price (including the applicable brokerage commission or dealer spread), the size of the order, the difficulty of execution, the broker's operational facilities and their skill in positioning blocks of securities. While we will generally seek reasonably competitive trade execution costs, we will not necessarily seek the lowest spread or commission available.

**Soft Dollars.** As permitted under Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), an adviser can engage in the industry practice of paying higher commissions to broker-dealers who provide brokerage and research services than it does to broker-dealers who do not provide such research services, if such higher commissions are deemed reasonable in relation to the value of

research services provided. Research services are generally used in a portfolio manager's investment decision-making process.

When the Adviser receives research or other information from a broker-dealer free of charge, it could be viewed as receiving a benefit it does not have to pay for, and the Adviser could be viewed as having an incentive to select or recommend a broker-dealer for a transaction on behalf of a Managed Account or portfolio company based on its interest in receiving such benefits rather than on receiving most favorable execution. Examples of research services that might be provided by broker-dealers include economic, industry or company research reports or investment recommendations; subscriptions to financial publications or research data compilations; compilations of securities prices, earnings, dividends and similar data; computerized databases; quotation services; research or analytical computer software and services; and discussions with research personnel.

Any services or research reports received by 180 are consistent with the safe harbor for brokerage and research services under Section 28(e) of the Securities Exchange Act of 1934. The Adviser has an arrangement with Goldman Sachs & Co., LLC, that provides for a portion of any brokerage commissions to be credited against the cost of Bloomberg data terminal subscription costs. The Adviser has no other formal arrangements with any broker-dealer to receive research or other products or services other than execution, and the Adviser does not have any arrangements that would require it to provide any specified amount of brokerage to a broker dealer. The Adviser may at times receive research reports free of charge from broker-dealers who provide or seek to provide services to the Adviser, a fund, or the portfolio companies.

**Trade Errors.** While 180 endeavors to avoid trade errors entirely, where such errors occur 180 seeks to ensure that any trade error is identified and corrected in an expeditious manner and that reasonable steps are taken to mitigate the consequences to each affected Client. When an error is made on behalf of a Client account, 180 will use its best efforts to break or otherwise correct the trade. Where an error results in both gains and losses to a Client account, 180 will net the gains and losses. Typically, a trade error that results in a net gain to a Client will remain with the Client and any trade errors that are due to a good faith mistake by 180 or its personnel and result in a net loss to a Client will be charged to the Client, unless regulation or law, such as ERISA, requires that such net loss is charged to the Adviser. Trade errors that are due to gross negligence or willful default by 180 or its personnel and result in a net loss to the Client will be indemnified by the Adviser.

**Directed Brokerage.** 180 currently does not accept accounts that direct brokerage. Where a Client directs brokerage to a particular broker-dealer, the Adviser may not be able to negotiate commission rates for the client, as these have been pre-negotiated between the Client and the broker-dealer. As such, Clients who direct brokerage should consider that they: (i) may pay higher commissions on some transactions than may be attainable by the Adviser, or may receive less favorable execution of some transactions or both; (ii) may forego any benefit on execution costs that could be obtained for Clients through negotiated volume discounts on bunched transactions; (iii) may not be able to participate in the allocation of a new issue, if the new issue shares are provided by another broker; (iv) may receive execution of a particular

trade after the execution of such trade for Clients who have not directed the brokerage for their accounts; and (vii) may not experience returns equal to clients who have not directed brokerage for their accounts.

**Brokerage for Client Referrals.** 180 does not direct brokerage in exchange for or recognition of Client or investor referrals.

**Cross Trades.** To the extent permitted by applicable law and client governing documents, 180 can effect “cross transactions” between client accounts. 180 will only recommend such transactions if it reasonably believes that such transactions are consistent with the best interests of each Client involved and at prices that 180 believes constitutes a fair valuation.

**Trade Aggregation & Allocation.** 180 is an internally managed closed-end fund registered as an investment company under the 1940 Act. The capital of the Managed Accounts will be invested alongside capital from 180. The allocation of investments will generally occur at the time of each investment either on a pro rata basis based on the net asset value of each Managed Account and the total cash plus publicly traded investments held by 180 or by target weighting in each Managed Account and of 180’s own capital. Notwithstanding the foregoing, the Adviser, in its sole discretion, (i) expects from time to time to allocate more of the purchased securities to a Managed Account if it deems the required cash for such investment to be greater than the cash available for investment by 180 and/or other Managed Accounts, and (ii) allocate all purchased securities to 180 or the Managed Accounts in its sole discretion. Sales of securities in the ordinary course of business will be allocated at the Adviser’s sole discretion on a pro rata basis based on the total ownership of such securities by the Managed Accounts and 180, in aggregate, or by target weighting in each Managed Account and of 180’s own capital.

The Adviser, in its sole discretion, will sell securities held by any Managed Account or 180 on a non-pro rata basis if such sales are required to meet the cash needs for operations of any Managed Account or, to meet withdrawal requests of any Managed Account, and/or other situations where such non-pro rata sales are deemed necessary by the Adviser in its sole discretion.

Allocations of this nature create a conflict of interest, and the Adviser has implemented policies and procedures to address and mitigate this conflict of interest. It is the policy of the Adviser to allocate investment opportunities among these accounts on a fair and equitable basis, to the extent practical and in accordance with the Managed Accounts’ applicable investment strategies, over time. Investment opportunities will generally be allocated among those Managed Accounts for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations: (i) whether the risk-return profile of the proposed investment is consistent with a Managed Account’s objectives; (ii) the potential for the proposed investment to create an imbalance in a Managed Account’s portfolio; (iii) the liquidity requirements of a Managed Account; (iv) potentially adverse tax consequences; (v) regulatory restrictions that would or could limit a Managed Account’s ability to participate in a proposed investment; and (vi) the need to re-size risk in a Managed Account’s portfolio.

The Adviser will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to, any Managed Account solely because the Adviser purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to, its own



or another Managed Account if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practicable or desirable for the applicable Managed Account.

In particular, when a Managed Account is ramping up its investment or trading strategies, it routinely receives larger allocations of certain securities than other Managed Accounts in order to obtain its desired risk exposures and portfolio size.

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

**Account Reviews.** The investment portfolios of the Clients are reviewed by the Portfolio Managers, Kevin M. Rendino and Daniel B. Wolfe on an ongoing basis.

**Investor Reports.** The Adviser provides Clients of Managed Accounts detailed written reports about Managed Accounts generally on a quarterly basis as set forth in the advisory agreements for each Managed Account. The Adviser may from time to time, at its sole discretion, provide additional information relating to the Managed Accounts and to one or more investors in the Managed Accounts as it deems appropriate.

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

Neither the Adviser nor any related person directly or indirectly compensates any person who is not a supervised person for client referrals. The Adviser has entered into arrangements with placement agents to refer investors in funds. In addition, the Adviser has an affiliated broker-dealer that sells interests in funds that are Managed Accounts. Placement agents are subject to a conflict of interest because they are compensated by the Adviser in connection with those solicitation activities.

No one other than the Clients provide an economic benefit to the Adviser for providing investment advice or other advisory services to the Clients.

### **Item 15            Custody**

The Adviser is deemed to have custody of the assets of the pooled investment vehicles under the applicable Advisers Act rule. The Adviser has retained U.S. Bank, N.A. to maintain custody of Client assets for these vehicles. The Adviser will arrange for an annual audit of financial statements for the pooled investment vehicles and will arrange to distribute the audited financial statements not less than annually, as required.

Separately managed accounts may use different qualified custodians, if desired by the Client. Separately managed account clients should receive account statements directly from the qualified custodian at least quarterly. Clients should carefully review these statements and compare the statements with information about Managed Accounts that has been provided by the Adviser.

**Item 16            Investment Discretion**

The Adviser has discretionary authority to manage securities accounts on behalf of the Managed Accounts pursuant to investment management agreements for each Managed Account, subject to certain limitations that are detailed in such agreements and other governing documents. The management agreement is subject to negotiation with each Managed Account and establishes the Managed Account's investment purpose, policies, strategies and limitations.

**Item 17            Voting Client Securities**

In accordance with Rule 206(4)-6 under the Advisers Act, the Adviser has adopted and implemented written policies and procedures to address how it will vote proxies on behalf of Managed Accounts.

The Adviser votes proxies relating to portfolio securities in accordance with what management of the Adviser believes is in the best interest of the Clients. We carefully review on a case-by-case basis each proposal submitted to a shareholder vote to assess its impact on the portfolio securities held by us. Although we generally vote against proposals that are expected to have a negative impact on our portfolio securities, we may vote for such a proposal if there exists compelling long-term reasons to do so.

Our proxy voting decisions are made by the Portfolio Managers. To ensure that our vote is not the product of a conflict of interest, we require that: (i) anyone involved in the decision making process disclose to our CCO any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (ii) employees involved in the decision making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties. If a conflict of interest arises, the involved person will not be involved in the vote.

Clients can obtain a copy of our proxy voting procedures and information regarding how we voted proxies with respect to our portfolio companies by making a written request for proxy voting information or by contacting us by telephone at the number indicated on the cover page of this brochure.

**Item 18            Financial Information**

180 does not have any financial impairment that would preclude the Adviser from meeting its contractual commitments to clients.