

Elementum Advisors, LLC
Form ADV Part 2A
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This brochure provides information about the qualifications and business practices of Elementum Advisors, LLC and its Relying Advisers (collectively referred to as “Elementum”). If you have any questions about the contents of this brochure, please contact us at info@elementumadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Elementum is a registered investment adviser with the SEC. SEC registration does not imply any certain level of skill or training. Additional information about Elementum also is available on the SEC’s website at www.adviserinfo.sec.gov.

This brochure does not constitute an offer or a solicitation of an offer to buy shares or interests in any investment fund that Elementum sponsors, manages, or advises. An offer of those funds can only be made to qualified investors by way of the approved offering materials for those funds and only in jurisdictions in which that offer will comply with applicable rules and regulations.

Item 2 Material Changes

As of March 28, 2019, Elementum is submitting its annual amendment to this Form ADV Part 2A (the “Brochure”). Changes since submitting its most recent annual amendment to the Brochure on March 27, 2018 include:

- Updating our regulatory assets under management in Item 4.
- Updating potential risks applicable to our investment strategy in Item 8 regarding risks relating to information technology system failures and hedging transactions.

We recommend that you read these disclosures and any applicable client governing documents or offering memorandum in full.

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Item 4 Advisory Business

Elementum Advisors, LLC (“Elementum” or “We”) is an independent alternative investment manager providing discretionary investment management services to a broad range of institutional clients, including U.S. and non-U.S. unregistered private investment companies (the “fund(s)”). We specialize in collateralized natural event insurance and reinsurance investments and manage client portfolios across a range of objectives within the risk-linked investments (“RLI”) asset class with varying degrees of diversification, risk, liquidity, hedging and leverage.

Based in Chicago, Illinois, Elementum was launched in December 2009 by founding principals Anthony Rettino and John DeCaro, and principal, Michael France. Its Relying Adviser, Elementum (Bermuda) Ltd. (“Elementum Bermuda”), was launched in November 2011 and is engaged by Elementum as a sub-adviser. Elementum and Elementum Bermuda are each wholly owned by Elementum Holdings, LLC.

We regularly agree to certain investment restrictions and guidelines as requested by a client and agreed upon in the client’s investment management agreement with us. We do not participate in class actions for clients.

From time to time, we have opportunities for third parties or a limited sub-set of clients to co-invest along with our clients. We generally receive compensation in connection with structuring or advising such co-investment opportunities. These opportunities may be made available to third parties or certain clients wishing to make additional investments in such opportunities only to the extent that any desired allocations have already been made to our existing client portfolios.

Elementum may provide consulting or other services from time to time to third parties, so long as the provision of such services is not inconsistent with our fiduciary duties to our clients.

In addition to those expenses described in Item 5 below, expenses incurred in connection with the evaluation of investment opportunities, including legal fees as well as counterparty due diligence and investment related travel costs incurred by Elementum or its agents, will typically be charged to our clients, notwithstanding that such opportunities may also be evaluated for the supplemental or co-investment opportunities. This outcome is necessitated because supplemental or co-invest opportunities are “opt-in” for third parties and certain clients who have no obligations to make such investments.

Regulatory Assets under management as of December 31, 2018

Discretionary: \$4,132,010,219

Non-Discretionary: \$0

Item 5 Fees and Compensation

Fees

We are compensated for our advisory services with both asset-based and performance-based fees, depending upon the specific terms of the funds we manage and our investment management agreements. Elementum is compensated based on the value of a client’s assets under management. Fees include management fees which generally range from 0.75% to 1.50% annually. Elementum may also be eligible to receive an incentive allocation or performance based fee typically ranging from 0% to 15%, and such fees may be subject to a high water mark and/or hurdle rate component. Fee arrangements are negotiable,

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and are determined based upon a variety of factors, including the time and effort we must commit for a mandate, how much we charge other clients for similar services, and the size of the account. Additionally, the frequency and method of payment (i.e., whether we bill a client or deduct our fee from the client's custodial account) are subject to the terms of each relationship.

Investors should refer to the applicable offering memorandum or governing documents for more detail on fees, how they are calculated, and more information on how fees are paid to Elementum and its affiliates, as applicable. The information contained herein is a summary only and is qualified in its entirety by such documents.

Although we prefer not to enter into most-favored nation ("MFN") agreements, we do have such agreements in place with certain clients and investors in our funds. When establishing fee arrangements, our Board of Managers, which manages our business affairs and oversees the firm's dealing with clients, will determine whether the terms may conflict with any existing MFN agreements and proceed accordingly. We strive to be transparent and fair when negotiating new agreements so as to not violate the terms of an existing MFN.

At times we invest in short-term liquid investments for our clients, such as money market mutual funds. In these instances, clients separately incur mutual fund expenses. Clients also separately incur custody fees, brokerage and transaction costs, including in instances where a transaction is not consummated. Please see Item 12 for a discussion of our brokerage practices.

In addition to the management and performance-based incentive fees/allocation payable by clients (and consequently indirectly paid by the investors in the funds, if applicable), other expenses are paid by the clients (and indirectly by investors), including without limitation, expenses related to the ongoing offering of interests in funds; government filing and registration fees, if any; brokerage commissions, spreads and mark-ups on its securities and derivative transactions; legal and auditing expenses; accounting and administration expenses; tax compliance expenses; consultant and other service provider expenses; filing and mailing fees; hedging expenses (including those related to currency hedging); the client's proportionate share of any expense associated with a segregated account company or similar vehicle utilized to facilitate investments made by the client; counterparty due diligence and investment related travel costs incurred by Elementum or its agents; entity-level taxes and similar amounts; expenses related to regulatory compliance burdens of the funds, including compliance with FATCA and CRS; expenses incurred with respect to the preparation, duplication and distribution to the investors and prospective investors of offering documents, annual reports and other financial information; interest and commitment fees on loans and debit balances; fees and charges of custodians; and similar ongoing operational expenses as well as those expenses disclosed in Item 4 above.

The foregoing list of expenses is not intended to be exhaustive or complete with respect to any client and is qualified in its entirety by the applicable offering memorandum or investment management agreement.

Asset Valuation Practices

We base our management fees and performance calculations on the value of client portfolios and therefore it is important that we maintain policies, procedures and controls around our asset valuation practices.

The majority of instruments we trade range from illiquid with limited third-party pricing sources to moderately liquid with opportunities for secondary trading and third-party pricing. In the event we are unable to obtain reliable pricing, we will determine the value of an asset. In accordance with our policies, asset valuations we determine are supported by market data, third-party pricing sources, industry or

internally tested third-party or proprietary pricing models, counterparty prices or such other methods as our Fair Value Committee deems appropriate.

We have identified certain conflicts of interest with respect to our asset valuation practices, such as the incentive to place a high value on assets in client accounts to increase our fees and the performance of accounts.

To address and mitigate such conflicts, our pricing and valuation policies and procedures are designed to achieve fair, consistent and verifiable valuation methodologies for the various assets purchased for clients. All valuations are reviewed and approved by a Portfolio Manager and our Fund Controller or Chief Financial Officer, each of whom retains the obligation to challenge valuations that he believes are inaccurate and, where appropriate, make valuation recommendations to our Fair Value Committee and/or Advisory Board, which is comprised of at least one member independent of Elementum and Elementum's Chief Financial Officer. The Advisory Board provides guidance regarding certain valuation matters and conflicts of interest that arise in the course of fair valuing assets for certain portfolios, however, we make all final determinations regarding pricing and valuation.

Please see Item 12 for a discussion of our policies regarding trade allocation practices.

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

We manage accounts in which we earn asset-based fees, and also accounts in which we earn both an asset-based fee and a performance-based fee/allocation. Elementum GP, LLC and Elementum Directus GP, LLC, affiliates of Elementum, earn incentive allocations when functioning as general partners to certain funds we manage. Such incentive allocations are paid directly by the funds.

Performance-based fees and incentive allocations are generally based on an increase in net asset value (adjusted for subscriptions, withdrawals and dividends, including unrealized gains) as of each fiscal or calendar year-end and withdrawal date. Performance fees and incentive allocations may or may not be subject to a performance hurdle rate. Generally, if there is a net decrease in net assets during a year, the loss is carried forward to the next year for purposes of calculating performance-based fees and incentive allocations for such next year.

We have identified certain conflicts of interest regarding our performance-based fee and incentive allocation arrangements and differential fee arrangements:

- Performance-based fee and incentive allocation arrangements create an incentive to favor accounts that pay these fees/allocations when allocating investment opportunities over accounts that pay asset-based fees only.
- We have an incentive to favor higher-fee paying clients when allocating investment opportunities.
- Performance-based fee and incentive allocation arrangements create an incentive to recommend riskier investments than in the absence of such fee arrangements.

To address these conflicts, our Risk Committee reviews performance dispersion on a regular basis. Our Chief Compliance Officer ("CCO") and representatives of the portfolio management and operations teams also regularly review trade allocations. Additionally, we have adopted policies and procedures to address performance fees and incentive allocations, pricing and valuation, and trade allocation and aggregation to provide reasonable assurance that over time certain clients are not favored over others. Further, at the

onset of each client engagement, our Board of Managers reviews each client mandate to determine the level and appropriateness of the performance fee and incentive allocation when compared with existing client mandates and fees.

Please see Item 12 for further discussion regarding our trading policies and procedures.

Item 7 Types of Clients

Types of Clients

We currently provide, and may provide in the future, investment management services to a variety of clients, including pooled investment vehicles (including the funds and the vehicles formed for the purpose of facilitating co-investment or supplemental investment opportunities), other investment advisers, banks and thrift institutions, pension and profit sharing plans (including foreign plans), endowments, foundations, trusts, estates, charitable organizations, sovereign wealth funds, family offices, government entities, and corporations.

We do not manage separate accounts for family members or friends of Elementum. However, we allow our principals and qualified employees to invest in certain funds we manage, which creates an incentive for us to favor these funds over other clients. We attempt to mitigate such conflicts in several ways. First, our Code of Ethics requires all associates to put clients' interests ahead of their own. Our personal trading policy prohibits our access persons from trading in RLI and requires the pre-clearance and reporting of certain personal securities transactions and holdings in funds we manage. Further, our Risk Committee, portfolio management team and firm leadership oversee client portfolios including performance, holdings, allocations and objectives among other matters. Finally, we maintain trade allocation policies and procedures designed to address any incentive to favor one client over another.

Account Minimums

We generally impose a minimum investment of \$100 million or more for new separate account clients. The minimum amount to initially invest in a fund we manage is dependent upon the fund's requirements as described in the respective fund's offering memorandum, but will generally range from \$100,000 to \$1 million. These minimums are subject to waiver by a fund's board of directors, general partner and/or investment manager under certain circumstances.

Termination Provisions

Provisions relating to terminations of advisory agreements are outlined within each client agreement. Termination of an advisory agreement by a client generally will not affect transactions that we have initiated on that client's behalf prior to the effective date of such termination.

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

Investment Strategy and Types of Investments

All of our strategies involve investments in RLI, which include natural catastrophe-linked securities and derivatives and other instruments.

The investment performance of RLI is primarily contingent on the non-occurrence of specific natural catastrophe events ("trigger events") such as earthquakes, hurricanes, windstorms, floods or other physical or weather-related phenomenon. The performance of such instruments may be based on the level of insured

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industry losses, physical event parameters (e.g., storm category and location), the loss experience of reference portfolios of insurance and reinsurance companies, and other natural catastrophe related triggers.

Certain client portfolios also invest in instruments whose return is subject to non-natural catastrophe risk events such as terrorism or cyber.

Certain client portfolios also invest in RLI whose underlying risk is insurance business underwritten by managing general agents (“MGAs”).

On behalf of our clients, we frequently also invest in short-term liquid investments, including money market mutual funds and other managed short-term liquidity investment vehicles. We often invest in RLI or hold collateral denominated in currencies other than U.S. dollars, and may also take positions in RLI in which the thresholds for loss may be denominated in a foreign currency. Depending on the mandate, we may utilize various interest-rate or currency derivatives to hedge client exposures when warranted.

We also use leverage in certain client portfolios in an effort to enhance returns. In certain cases, we also purchase protection against natural catastrophe events in an attempt to capture relative value across investment types, manage tail risk or improve portfolio risk/return. Please see below for further discussion about the types of risk inherent in our specialized investment strategy.

Methods of Analysis

We perform top-down analyses to determine macro-level capital allocations across geographies and perils and bottom-up analyses to determine specific investments decisions. As such, investments are evaluated individually and in the context of a client’s portfolio. Elementum endeavors to appropriately consider the clients’ long term interests when evaluating these investment decisions. We utilize catastrophe modeling software, catastrophe modeling results and proprietary analyses along with other techniques, to estimate the event risks of each investment. Ultimately our goal is to identify, quantify and adequately price for all material risks to be assumed and to account for any uncertainties or potential unmeasurable risks uncovered in the process. From time to time, Elementum has been requested to, and has chosen to, restructure, renegotiate or commute existing investments. Elementum may also choose to restructure, renegotiate or commute existing investments in the future.

Standard actuarial techniques typically rely on past losses to predict future losses. However, the scarcity of historical data resulting from the relative infrequency of severe hurricanes, earthquakes and windstorms makes exclusive reliance on standard actuarial techniques for loss estimation disfavored for the estimation of potential catastrophe losses. Furthermore, the usefulness of the loss data that does exist is limited because of the constantly changing landscape of insured properties. Property values change, along with the costs of repair and replacement. Building materials and designs change, and new structures may be more or less vulnerable to catastrophic events than were the old ones. New properties continue to be built in areas of high hazard. Therefore, we do not believe that the limited loss information that is available is suitable for directly estimating future losses.

Because of these limitations, professional catastrophe risk modeling firms have developed alternative loss-estimation methodologies based on statistical simulation techniques. This approach involves the construction of computer programs that incorporate fundamental physical characteristics of hurricanes, earthquakes and other natural catastrophe events. Each entity is staffed with seismologists, meteorologists and other scientific and actuarial professionals that conduct research and review published technical papers, historical catalogues of past events, scientific theory published in research journals and other data and analysis for use in their models. The programs give mathematical representation to the physical phenomena of catastrophe events in order to evaluate the potential damage and insured losses that can occur.

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Catastrophe modeling is performed on a “probabilistic” basis, meaning that the results of the modeling are expressed in terms of probabilities. A set of results is expressed in terms of a probability distribution, also known as a “loss distribution,” which, given specified insurance exposures, provides a distribution of estimated losses and their corresponding likelihood of occurrence. The loss distribution is not a prediction of future losses. It is solely intended to be illustrative of a range of possible losses and the likelihood of occurrence of such losses. A loss of any particular magnitude could occur in any year. These models are commonly utilized by professional insurers and reinsurers for pricing, underwriting and risk management, as well as by regulatory bodies and rating agencies.

Our use of catastrophe modeling software and results is integral in the management of client portfolios, including portfolio allocation, investment analysis, pricing, underwriting, and risk management activities. We license and use third-party catastrophe modeling software internally. We also often obtain catastrophe modeling results from external sources such as third-party modeling firms, catastrophe modeling experts at reinsurance broker firms, and at times directly from underlying counterparties including with respect to our MGA business. Our personnel have extensive knowledge of, and significant experience with, the catastrophe models from the industry leading catastrophe risk modeling firms. In addition, regardless of whether catastrophe modeling results are produced internally or externally, we generally perform due diligence on the underlying data and assumptions. In addition, our Risk Committee monitors various additional investment and non-investment risks affecting the portfolios on a regular basis.

Risks of Loss

Investing in RLI and other securities involves risk of loss of a client’s investment that clients should be prepared to bear. We do not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

Our clients should be aware of the following material risks applicable to our investment strategy:

- *Risk of Loss of Investment.* Investments in RLI and other securities are speculative and involve a high degree of risk, including the risk of a material loss from a single catastrophic event or series of catastrophic events.
- *Limited liquidity.* On behalf of our clients, we invest in illiquid or non-publicly traded securities and in other illiquid assets. We may not be able to readily dispose of such illiquid or non-publicly traded securities or assets and, in some cases, we are contractually prohibited from disposing of such securities for a specified period of time. The simultaneous redemption by investors of a significant amount of their ownership interest in a fund or the withdrawal of a significant amount of capital by a separate account client could adversely affect the value of the fund or account. Moreover, the efforts in liquidating large positions could depress the market in which the securities are traded, further exposing the fund or account to losses.
- *Valuation.* The majority of instruments in which we invest on behalf of our clients are relatively illiquid with limited or no available third party pricing sources. As such, there is increased uncertainty around the valuation of these instruments. In the event we are unable to obtain reliable pricing, we will determine the value of an asset in accordance with our policies. These valuations will involve various assumptions, and there is no guarantee that the value we determine will represent the value that will ultimately be realized by an investor.
- *Unpredictability of Catastrophes and Losses.* Investments are subject to relatively infrequent but severe losses resulting from the occurrence of one or more catastrophic events. The

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occurrence or non-occurrence of catastrophic events can be expected to result in volatility. A major catastrophic loss or series of catastrophic losses may occur from time to time and, if affecting one or more of a client's investments, could result in material losses. The occurrence of catastrophic events is inherently unpredictable.

- *Reliance on Catastrophe Risk Modeling.* We utilize third party and proprietary catastrophe modeling, along with other techniques, to estimate event risks. No model of catastrophe events is, or could be, an exact representation of reality. These models rely on various assumptions, some of which are subjective and some of which vary between the different catastrophe risk modeling firms. In addition, catastrophe models may not be available for all risks included in a particular investment. The results produced are not a prediction of future losses and are intended to illustrate a range of potential losses. Actual losses will likely differ.
- *Necessity for Counterparty Trading Relationships; Counterparty Risk.* We have established relationships to obtain financing and prime brokerage services for certain accounts; however, there can be no assurance that we will be able to maintain such relationships. An inability to obtain or maintain such relationships would limit our trading activities, could create losses, preclude us from engaging in certain transactions, financing and prime brokerage services and prevent us from investing on optimal terms.
- *Competition; Availability of Investments.* In certain markets in which we invest, competition for attractive investment opportunities is very strong. We may not be able to successfully identify or pursue attractive investment opportunities in such competitive environments.
- *Maturity.* RLI often provide for an extension of maturity following the occurrence of an event to allow for the development of loss claims where a trigger event has, or possibly has, occurred. Alternatively, the maturity could in certain circumstances be accelerated upon the occurrence of certain legal, regulatory, credit, or structural events. An extension or acceleration of maturity may increase volatility which could create losses.
- *Tax Risks.* Issuers of RLI ("Issuers"), including segregated account companies, are typically special purpose companies (in some cases special purpose reinsurance companies) generally formed in Bermuda, Ireland, or the Cayman Islands. Issuers are formed and intend to operate in such a manner that would not cause them to be treated as engaged in the conduct of a trade or business within the United States. On this basis, an Issuer generally determines that it does not expect to be subject to U.S. income tax with respect to its net income. There can be no assurance, however, that the U.S. Internal Revenue Service will not contend, and that a court would not ultimately hold, that such an Issuer, or a fund or client, is engaged in the conduct of a trade or business within the United States. If the Issuer, or a fund or client, were deemed to be so engaged, it would, among other things, be subject to U.S. federal income tax, as well as the branch profits tax, on its income which is treated as effectively connected with the conduct of that trade or business.
- *Non-U.S. Investments.* We actively invest in securities and assets of non-United States entities. Such securities and assets may be denominated in non-U.S. dollar currencies. Non-United States investments present risks not present in United States markets. Some of these risks include imposition of withholding or other taxes on interest, dividends, capital gains or other income, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries, confiscatory or protectionist taxation, economic or political instability or events in non-U.S. nations, the possibility of government

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intervention, lack of, sudden changes to or differences in regulatory structure, currency exchange rate fluctuations and the increased volatility of certain markets.

- *Subordination.* RLI often are subordinated to other obligations of the Issuer, such as those obligations to a ceding insurer. Further, we may make investments in RLI that are subordinate to other securities or other obligations of such Issuer. Consequently, if such an entity incurs unexpected expenses or liabilities in connection with its activities, the entity may be unable to pay the required interest and/or principal on its issued securities.
- *Lower or No Ratings.* RLI may receive or have low ratings or may be unrated by rating agencies. Consequently, such securities may be relatively illiquid and subject to adverse publicity and investor perceptions, any of which may act to depress the price of such securities.
- *Concentration of Holdings.* Our portfolios are typically subject to certain fixed guidelines limiting the amount of modeled exposure to loss from a single natural catastrophic event or in a single peril region and limiting the size of any single investment position to a certain percentage of net assets. However, such guidelines would nevertheless allow us to hold, from time to time, a few relatively large (in relation to total assets) investments exposed to a single peril region or investment, with the result that a loss in any such investments could have a material adverse impact on net asset value. In addition, for certain engagements, we are able to exceed risk constraints for long periods of time in the event that we believe doing so is likely to benefit the engagement.
- *Legal and Regulatory Environment.* Elections and referenda in the U.S. and other countries may result in material market changes and increases in market uncertainty. The legal, tax, and regulatory environment worldwide for us and our clients is evolving, and changes in the regulation of our trading and investing activities may have a material adverse effect on us. In addition, there has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict our ability to pursue our investment program or employ brokers and other counterparties could have a material adverse effect on us and our clients.
- *Information Technology System Failures, Cyber Security Breaches and Identity Theft.* Elementum depends on the security, accuracy, reliability, and proper functioning of its information and technology systems, including its proprietary software to effectively manage many aspects of its business (including pricing). These systems are vulnerable to damage or interruption from computer viruses, network failures, coding errors, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Elementum has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Elementum and/or its clients may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Elementum's and/or its clients' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm Elementum's and/or its clients' reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

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- *Volatility.* The market value of investments in RLI and other securities may be volatile.
- *Leverage.* Investments in RLI and other securities may be made using leverage which increases exposure to capital risk and higher current expenses. There can be no assurance that a fund or account will be able to maintain adequate financing, particularly in adverse market conditions.
- *Hedging Transactions.* Certain portfolios utilize securities for risk management purposes. The portfolios are not required to hedge any particular risk in connection with a particular transaction or generally. Further, Elementum may be unable to anticipate the occurrence of a particular risk and, therefore, may be unable to attempt to hedge against it. While the portfolios may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance than if they had not engaged in any such hedging transaction. Moreover, the portfolios will always be exposed to certain risks that cannot be hedged.

For further information on the material risks associated with investments in the private funds, potential investors should read the respective fund's offering memorandum carefully. There is no guarantee that we will successfully implement our investment strategy or that a client's investment objectives will be met.

Item 9 Disciplinary Information

Elementum is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's or a prospective investor's evaluation of Elementum's advisory business or the integrity of Elementum's management. As of the date of this Brochure, there are no legal or disciplinary events responsive to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Elementum GP, LLC and Elementum Directus GP, LLC serve as general partners to certain private funds we manage. Elementum, Elementum GP, LLC and Elementum Directus GP, LLC are under common control. By written agreement, each of Elementum GP, LLC and Elementum Directus GP, LLC has designated Elementum as the adviser for certain private funds. Please see the respective fund's offering memorandum for related disclosures.

Elementum Bermuda is an investment adviser residing in Bermuda and serves as a sub-adviser to Elementum. Elementum Bermuda and Elementum are wholly owned by Elementum Holdings, LLC and are therefore considered related persons by the SEC.

Certain Elementum Bermuda employees serve as officers and directors of a Bermuda-based reinsurance company with segregated account authority, Elementum Re Ltd. ("Elementum Re"), the common shares of which are held in trust for charitable purposes. Clients of Elementum often invest in securities issued by Elementum Re relating to one or more reinsurance contracts. Elementum Re does not receive a fee relating to the transactions, however, clients will incur a proportional share of administration, legal, accounting, operational, tax compliance and other expenses. In connection with the Elementum Re transactions and allocation of expenses, we believe our policies provide reasonable assurance no clients are favored over others in the course of managing assets.

Elementum, Elementum GP, LLC and Elementum Directus GP, LLC are each listed as exempt commodity pool operators with the Commodity Futures Trading Commission (CFTC) and National Futures Association (NFA).

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

We maintain a Code of Ethics and Personal Trading Policy (the “Code of Ethics”) which outlines the standards of conduct and personal trading procedures expected of all of our access persons. As a fiduciary, we strive to foster a healthy culture of compliance within all aspects of our business, and expect our access persons to avoid potential conflicts of interest. These principles represent the basis of all dealings with clients.

Standards of Conduct

Giving or accepting gifts creates a conflict of interest as it calls into question the independent judgment of access persons and third parties with whom gifts are exchanged. As such, our Code of Ethics includes limitations on giving and receiving gifts to and from clients and third parties that do business with us or those that seek to do business with us. Likewise, access persons are prohibited from making charitable contributions and gifts to union officials for the purpose of obtaining or retaining business. Finally, political contributions create conflicts of interest where we are seeking to establish a business relationship with the government entity. Therefore, we prohibit access persons from using contributions or gifts to retain or obtain business or otherwise influence a government official to secure business.

To further attempt to mitigate conflicts between an Elementum access person and client, we also monitor employees who engage in outside business activities, such as serving as a director for an external organization or serving as a trustee or executor for anyone apart from a family member.

Personal Trading

All Elementum access persons’ personal transactions are monitored by our CCO, or her designee, using the following procedures. We require all access persons, with the exception of the unaffiliated member of our Advisory Board, to pre-clear personal securities transactions, except for certain exempt transactions, with our CCO, or her designee. In addition, the Code of Ethics requires all access persons to report certain security holdings initially upon becoming an access person and on an annual basis thereafter. Finally, all access persons are required to report certain personal transactions to our CCO, or her designee, on a quarterly basis.

Our Code of Ethics prohibits access persons from transacting in RLI or any security we are transacting or proposing to transact for a client. Our access persons are prohibited from trading in any security we are transacting for a client, minimizing the conflicts that exist with regard to personal trading. The policy further prohibits access persons from trading any security while in possession of material non-public information with respect to such security. We maintain a Restricted Trading List, which is maintained by our CCO, or her designee, and provided to access persons as necessary.

A copy of our Code of Ethics is available upon request by contacting us at info@elementumadvisors.com.

Item 12 Brokerage Practices

Broker Selection, Best Execution and Soft Dollars

We determine in most cases which securities are bought or sold and the broker-dealer through which the securities are to be traded for all client portfolios. The price at which these securities are traded generally include mark ups and/or commissions.

Although we do not anticipate entering into directed brokerage arrangements with clients, a client may direct all or a portion of its brokerage transactions to a specific broker-dealer, to the extent agreed upon in the client's investment management agreement with us.

Consistent with our fiduciary obligations, we seek best execution in all transactions. We have adopted guidelines for evaluating brokerage services and determining whether we have obtained best execution for transactions. Such guidelines are designed to enable fair evaluations of the overall quality and costs of a broker-dealer or reinsurance broker's execution services, including factors other than prices, commissions and other expenses paid in connection with account transactions. The factors considered in selecting and approving brokers may include, but are not limited to, quality of execution; reputation, financial strength and stability; block trading capabilities; information about and access to private deals; competitiveness of overall costs of a trade; specialized expertise in execution of specific security types or transactions; arranged meetings with company management; access to analysts; access to transaction and strategy models that assist in the investment analysis process; and the receipt of other brokerage or research services.

Due to the nature of the securities in which we invest, we do not generate soft dollars in our transactions with brokers. We do receive research, information about particular investments and invitations to broker-sponsored conferences, dinners and other events from brokers with which we effect transactions, or with which we may effect transactions in the future. However, we do not direct transactions to a particular broker in exchange for any of these services, and any gifts or entertainment received are subject to our Code of Ethics. We generally pay hard dollars for certain travel expenses and conference registration fees, as applicable, when attending broker-sponsored conferences.

Trade Aggregation and Allocation

We are committed to allocating investment opportunities on an equitable basis over time in a manner that is consistent with the investment objectives of each of our clients.

Trade allocations are determined or confirmed by a member of the portfolio management team. As a general matter, our trade allocations can be grouped into three categories: (i) new positions and adding to existing positions, (ii) hedging, and (iii) unwinding.

When adding new or adding to existing positions, allocation percentages are based upon various factors including, but not limited to, capital availability, risk tolerance, investment guidelines/constraints, liquidity preferences/requirements and net assets of each client.

Hedging transactions are generally allocated pro-rata based upon each client's current or anticipated exposures to the risks covered by such hedge. Additional factors we may consider in determining hedging trade allocations include, but are not limited to, capital availability, risk tolerance, investment guidelines/constraints, liquidity preferences/requirements, and net assets of each client.

Unwinding transactions are generally allocated pro-rata based upon the positions or theoretical exposure of the applicable position at the time of the unwind, as held by each client. Additional factors we may consider

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in determining unwinding trade allocations include, but are not limited to, capital availability, risk tolerance, investment guidelines/constraints, liquidity preferences/requirements and net assets of each client.

At times, we deviate from our standard allocation policy for various reasons including, but not limited to, legal and regulatory restrictions, including restrictions on minimum denominations; a client's need for liquidity; when transaction costs would be unacceptable relative to the size of the position; when investment opportunities other than the prospective investment opportunity may be available to certain clients under their stated investment objectives; portfolio composition may alter the size of an allocation; the anticipated volatility of the purchased security/instrument; client-imposed investment restrictions; restrictions in organizational documents or financing agreements; tax considerations; when an investment opportunity may be warranted only if properly hedged, but the availability of a hedging option is limited or too costly; where a client's allocation of an investment opportunity would be insufficient to make up a meaningful portion of such client's portfolio; unique allocations to a client based on rebalancing of a portfolio following a capital infusion; if we are liquidating a client's portfolio (in such an instance, the client may receive a greater allocation when unwinding certain positions than would otherwise be the case); if an unwinding opportunity exists following a purchase transaction, the allocation of the sale transaction may be primarily based on the size of the previous purchase transaction rather than total holdings or exposure; and other common sense deviations as approved by the CCO.

If the order is partially filled, it generally will be allocated pro-rata in proportion to the size of the orders placed for each client to the extent practicable based upon the originally determined trade allocation percentage. Adjustments to this pro-rata allocation may be permitted to take into consideration factors such as, but not limited to, undesirable position size, minimum denominations, portfolio weightings, client tax status, and client cash positions.

We generally execute client transactions on an aggregated basis when we believe that to do so will allow it to obtain best execution and to negotiate more favorable commission rates or other transaction costs than might have otherwise been paid had such orders been placed independently. When aggregating orders, we endeavor to treat all clients in an equitable manner over time.

Each client that participates in an aggregated order will receive the average price for all of our transactions effected to fill the aggregated order on a given business day, with transaction costs shared pro rata based on each client's participation in the transaction.

When appropriate, rotations are used to promote equitable treatment of clients over time.

Although we strive to act in a manner which we consider fair, reasonable and equitable in allocating investment opportunities among our clients, on occasion investments made on behalf of one client differ from those made for another client and there can be no assurance that a particular investment opportunity which comes to our attention will be allocated to all clients, even though their investment objectives may be the same or similar.

Cross Transactions

Consistent with our fiduciary duties to each client, we may effect cross transactions between various clients but will not receive additional compensation specific to the transaction. To the extent we effect (1) an agency cross transaction subject to Section 206(3) under the Investment Advisers Act of 1940 ("Advisers Act"), or (2) a transaction that may be viewed as a principal transaction due to our ownership interest in a participating fund, we will further comply with the requirements set forth in Rule 206(3)-2 of the Advisers Act.

Furthermore, in accordance with certain of our funds' current offering materials and our internal policies and procedures, we from time-to-time utilize side-pocket accounting for certain investments held by such funds. Upon making a determination to utilize side-pocket accounting for a particular investment, we will segregate the investment and hold it in a separate class of such fund for the benefit of those fund investors participating in the particular side-pocket investment. Based on the specific characteristics of each investment, a particular side-pocket investment may subsequently be transferred into the general account of the applicable fund. The execution price for any transfer of an investment into or out of a side-pocket will be in accordance with the applicable fund's offering documents.

Any cross trade will comply with our trading policies and procedures.

Trade Error Correction

It is our policy for clients to be made whole following a trade error. When we cause a trade error in a client account that results in a gain, it will be retained by the applicable client or will be placed in the appropriate trade error account held in the name of, or for the benefit of, the client.

Gains may be used to offset losses from trade errors that occur after the error that generated the gain. Other clients may not utilize any offset available to a specific client. Losses will be reimbursed to clients if there is no gain with which to offset the loss. Losses in client accounts will never result in a negative balance. We will settle offsets in client accounts on an annual basis and distribute any gains to the client.

We attempt to correct all trade errors within a reasonable period of time following discovery of the error. We will not use commissions from other client accounts to correct trade errors.

Item 13 Review of Accounts

Nature and Frequency of Reviews

We perform various daily, weekly, monthly, quarterly and periodic reviews of all client portfolios, including the co-investments. The reviews are conducted by our Portfolio Managers, members of the portfolio management team, Risk Committee, and operations personnel. Reviews generally cover positions, trading activity, investment objectives, mandate compliance, portfolio risks and liquidity.

Client Reports

We provide written reports to clients at least quarterly. The reports include information on risk and performance as well as market and trading commentary.

Item 14 Client Referrals and Other Compensation

Except as disclosed under Item 10, we do not receive compensation from third parties. We do engage selling agents to solicit investors in certain jurisdictions. Elementum, and not our clients, compensates selling agents for their services, typically through sharing a portion of the management and/or incentive fees that we receive from the investors that those selling agents solicit. Any selling arrangement between Elementum and a selling agent is pursuant to a written selling agreement and in compliance with applicable securities laws. Neither clients nor investors are charged any additional amounts as a result of such agreements.

Item 15 Custody

Client assets are held with a qualified custodian when required by Rule 206(4)-2 of the Advisers Act. It is our expectation that these qualified custodians send statements directly to clients on at least a quarterly basis, which clients should carefully review. If a client does not receive a statement from its custodian on at least a quarterly basis, the client should alert us. We recommend clients compare the information included within our client reports to the information reflected in the statements received directly from the custodian. While we regularly reconcile the balances from our internal accounting system to the balances per the custodian records, certain differences routinely occur due to the timing of entries made within each system, differences in pricing sources or calculations of income accruals among other reasons. In lieu of statements from custodians, Fund investors will receive audited financial statements within 120 days after the end of the Fund's fiscal year. In the case of custodial statements or audited financials, clients and investors are encouraged to contact us with any questions regarding their account statements.

Item 16 Investment Discretion

We provide portfolio management services on a discretionary basis. At times, we permit clients to limit our discretionary authority. Any and all such limitations are described in the respective client's written investment advisory agreement.

Item 17 Voting Client Securities

We have the authority to vote proxies on behalf of our clients. Based on our investment strategy of investing in RLI, which are generally illiquid or non-publicly traded securities, we do not vote proxies for clients. A copy of our proxy voting policies and procedures is available upon request.

Item 18 Financial Information

We have no financial conditions which would impair our ability to meet our contractual commitments to our clients.