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## FORM ADV Part 2A

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This Brochure provides information about the qualifications and business practices of Adveq Management AG, together with Adveq Management US, Inc. and Adveq Investment Management (Beijing) Co., Ltd. and general partners of the Adveq Funds. If you have any questions about the contents of this Brochure, please contact us at +41 58 445 55 55. 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.

Adveq Management AG, together with Adveq Management US, Inc. and Adveq Investment Management (Beijing) Co., Ltd. , is an SEC-registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Adveq Management AG, together with Adveq Management US, Inc. and Adveq Investment Management (Beijing) Co., Ltd. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

November 30, 2013

## **Item 2 – Material Changes**

The only material changes made to this Brochure since March 2013 are the following:

Since August 2013 Adveq Management US, Inc. and since November 2013 Adveq Investment Management (Beijing) Co., Ltd. have been wholly owned by Adveq Holding AG (in the case of Adveq Investment Management (Beijing) Co., Ltd., subject to approval by local authorities).

New Adveq Funds are now being offered (Adveq Global Turnarounds L.P., Adveq Specialized Investments L.P. and Adveq Europe Co-Investments L.P.), as further described in Item 4 of this Brochure.

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## Item 4 – Advisory Business

Adveq Management AG (including Adveq Management US, Inc. and Adveq Investment Management (Beijing) Co., Ltd. (“Adveq” or the “Adviser”)), is a global private equity investment management firm founded in 1997. The Adviser operates globally with offices in Zurich, Frankfurt, London, New York, Beijing, Shanghai and Hong Kong. The firm currently employs more than 90 professionals who represent 22 nationalities and who have diverse cultural and professional backgrounds. Adveq’s investor base consists of institutional investors including public and private pension funds, insurance companies, family offices, and other financial services providers, located in Europe, the US, and the Asia-Pacific region.

Since its inception in 1997, Adveq’s sole focus has been private equity. The firm offers its services through two business lines:

- (i) **Private equity and private market investment management services to Adveq Funds:** The Adviser provides continuous and regular investment management services to pooled alternative asset funds-of-funds (each, an “Adveq Fund,” collectively the “Adveq Funds”) organized and sponsored by Adveq. Each Adveq Fund is controlled by its general partner (each, a “General Partner”, collectively the “General Partners”) which is, in turn, controlled by its general partner (the “GP of the GP”). The General Partners and the GP of the GP are controlled by Adveq Holding AG which is ultimately controlled by members of Adveq’s Board of Directors and certain members of Adveq’s management. Adveq provides non-discretionary investment management services to each General Partner pursuant to the terms of an investment management agreement between Adveq and each General Partner (each, a “Management Agreement”) and each General Partner in turn provides discretionary investment management services to its Fund.
- (ii) **Private equity advisory services to selected clients,** consisting of global advisory services related to the set-up, implementation and management of private equity investment programs on a discretionary and nondiscretionary basis and other investment advisory services, including advice regarding private equity investments in pooled investment vehicles, some of which may be pooled investment vehicles organized as limited partnerships or similar “flow-through” entities in which the Adveq Funds invest. These services are agreed upon individually with each client. Under such agreements, clients may impose restrictions on investing in certain segments or types of private equity investments.

Adveq offers a complete range of fund products which cover all major private equity and private market segments on a global basis. Adveq has organized 27 private funds and invested in more than 450 underlying funds. 24 out of 27 Adveq Funds are offered through six distinct investment programs:

Adveq Technology Program: An investment program focusing on fund managers investing in technology companies (predominantly venture capital) in the US consisting of seven funds.

Adveq Europe Program: An investment program focusing on fund managers investing in Europe across investment stages (predominantly buyouts) consisting of six funds.

Adveq Opportunity Program: An investment program focusing on fund managers investing in small/mid-sized distressed, small buyout and special situations in the US consisting of three funds.

Adveq Asia Program: An investment program focusing on fund managers investing in the Asia-Pacific region consisting of three funds.

Adveq Secondaries Program: An investment program dedicated to investing in private equity funds on a secondary basis across a full range of investment segments and regions consisting of two funds.

**Adveq Real Assets Program:** An investment program consisting of three funds focusing on agriculture and timber; on traditional energy, metals and mining; and on renewable energy and water, respectively.

Fourteen Adveq Funds are established as limited partnerships under the law of Curaçao, two Adveq Funds are established under Delaware law (the “First Generation of Adveq Funds”) and eleven Adveq Funds are established as limited partnership under Scottish law (the “Second Generation of Adveq Funds”).

History of Adveq with key milestones

Year	Milestones
1997	Adveq founded in Switzerland Launch of the Adveq Technology program First investors mainly Swiss institutions
1998	Launch of Adveq Europe program
1999	Expansion of investor base to German and Australian institutional investors
2001	Expansion of investor base to rest of Europe
2002	Opening of Frankfurt office Establishment of an agent relationship in Sydney (Shed Enterprises)
2005	Launch of the Adveq Opportunity program
2006	Launch of the Adveq Asia program Expansion of investor base to US and Japanese institutional investors
2007	Opening of New York office Formal launch of Adveq Advisory Services
2008	Opening of Beijing office Registration with the US Securities and Exchange Commission as Investment Adviser
2009	Launch of Adveq Secondaries Implementation of the Global Investment Performance Standards (GIPS®)
2010	ISAE 3402 (fka SAS 70) Type 1 Signing of the United Nations Principles for Responsible Investing (UNPRI)
2011	Endorsement of the ILPA Principles Launch of Adveq Real Assets
2012	Opening of the Hong Kong office ISAE 3402 Type 2
2013	Opening of the London office Launch of Adveq Specialized Investments Launch of Adveq Europe Co-Investments Launch of Adveq Global Turnarounds

Comment [AJK1]: TBD WH

Adveq Management AG is fully owned by Adveq Holding AG, which in turn is wholly-owned by members of Adveq's Board of Directors and certain members of Adveq's management. Bruno E. Raschle, the Adviser's founder, owns more than 75% of the shares of Adveq Holding AG. Adveq Management AG has three subsidiaries: Adveq Management US, Inc. and Adveq Investment Management (Beijing) Co., Ltd., both of which are investment advisers, and Adveq Management (Hong Kong) Limited which has not yet commenced investment advisory activities. Its affiliates include Adveq Management Deutschland GmbH (Germany) and Adveq (Shanghai) Equity Investment Management Co., Ltd, both of which are fully owned by Adveq Holding AG.

As of October, 2013, the Adviser's assets managed through the Adveq Funds amount to USD 5208 million. This amount includes all investors' capital commitments, including contractually committed capital that has not yet been called and contributed. Adveq Management AG as the adviser of the Adveq Funds has drawn and deployed aggregate assets in excess of USD 3464 million. In addition to Funds clients, Advice offers discretionary and non discretionary services to institutional clients.

The terms and conditions of each Adveq Fund as well as the requirements to invest in an Adveq Fund are set out in the respective fund documents. Clients should refer to the fund documents for more detailed discussion of each Adveq Fund.

## **Item 5 – Fees and Compensation**

Management fee of the First Generation of Adveq Funds: Pursuant to the terms of each Management Agreement of the First Generation of Adveq Funds, Adveq is entitled to an annual management fee, which is generally paid from the annual management fee received by each General Partner from each Adveq Fund. Each General Partner is entitled to receive an annual management fee from the applicable Adveq Fund. The annual management fee is initially calculated as a fixed fee percentage (e.g., 0.8%) of the aggregate capital commitments of all partners of the applicable Adveq Fund. The fee percentage is subject to future reduction (often after the seventh year of the Adveq Fund's term) (e.g., by 0.05% per year) and the annual management fee is then calculated, for each year, as the reduced fee percentage multiplied by the lower of the sum of capital commitments of all partners or the aggregate capital commitments committed for investment or expenses as of such date.

Management fee of the Second Generation of Adveq Funds: In addition to the rules set forth above, the Limited Partnership Agreements for the Adveq Funds of the Second Generation provide for a rebate of the management fee depending on timing and size of an investment. In the context of a mandate or an Adveq master-feeder structure, where equivalent fees are charged outside of the Adveq Fund, up to the entire management fee may be waived at the Adveq Fund level.

In general, the management fees are calculated annually and payable quarterly in advance as set out in the Limited Partnership Agreement of the respective Adveq Fund.

The management fees payable to each General Partner of an Adveq Fund is reduced and offset by the amount of any fees paid to such General Partner or to the Adviser or its shareholders or employees by investments, including fees for services provided to or on behalf of such an investment.

The General Partners (and, with the consent of the General Partners, the Adviser) are reimbursed by the Adveq Funds for all fair and reasonable expenditures made on their behalf.

The General Partners are also entitled to performance based fees as provided in Item 6.

For the private equity advisory services, Adveq is entitled to a fee, which consists of a separate fee for each non-discretionary advisory project and an annual fixed fee for advisory services.

Other Adveq Fund Expenses: Additional expenses which are not included in the management fee are stated in detail in the audited and unaudited financial statements. Additional expenses would substantially be incurred from the following: Set-up and organization of the fund, fund administration, accounting, reporting, audit, domiciliary, and external due diligence of underlying investments. The costs for providing fund administration services are not included in the management fee and are to be paid to Adveq Management AG by the respective fund. Such costs shall not exceed the cost of equivalent services performed by a non-Affiliated third party negotiating at arms-length.

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

The General Partners of the Adveq Funds are entitled to a performance fee (e.g., 8%-15%) based on realized capital gains and senior members of the Adveq management team participate in distributions of such “carried interest” from the Adveq Funds, as limited partners of those General Partners. Each General Partner is entitled to distributions of carried interest (to the extent earned), calculated as a fixed percentage of the applicable Adveq Fund’s cumulative net profits directly attributable to its investment portfolio, including dividend or interest income paid by underlying portfolio funds. Distributions of carried interest are generally made only to the extent that each partner of the applicable Adveq Fund has received aggregate distributions equal to such partner’s capital contributions to the Adveq Fund as of such date, together with an annual preferred return (calculated like simple interest, e.g. 8-12%) on such contributed amounts, net of prior distributions. There are obligations to return any excess payment if, after an Adveq Fund has made its final liquidating distributions, the General Partner has received distributions in excess of the contractually agreed carried interest. The Second Generation Adveq Funds secure this repayment obligation through an escrow provision. Generally, the carried interest grant to senior members of the Adveq management team vests over a four year period. The carried interest participation is designed to align the interest of the management with Adveq’s clients’ long-term interest. Nevertheless, carried interest fee arrangements may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Adveq has procedures designed and implemented to treat clients fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients (see Item 11).

## **Item 7 – Types of Clients**

The Adviser’s clients consist of private funds and separate accounts structured as a limited partnership or similar vehicle with a single institutional investor to which the Adviser provides advice. In general, the funds’ investor base consists of institutional investors including public and private pension funds, insurance companies, family offices, and other financial services providers, located in Europe, the US, and the Asia-Pacific region.

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

### **Item 8.1 – Methods and Strategies**

Adveq applies a thorough and disciplined bottom-up process for fund manager identification, selection and monitoring, and has institutionalized the process to provide the same high levels of quality are adhered to throughout the firm (see also Item 10). The build-up and overall management of the portfolio of the funds follow a rigorous investment process which is being examined by external auditors on an annual basis (ISAE 3402 (fka SAS 70) Type 2).

Adveq's approach to portfolio construction is building portfolios by utilizing its bottom-up oriented approach complemented by top-down risk control elements. The investment strategy for each Adveq Fund is influenced strongly by the investment risk and return objectives, an overall assessment of the relevant underlying fund managers and the different investment strategies these managers employ. The investment strategy for the portfolio takes into account Adveq's mid/long term segment assessment, its placement capacity with select fund managers, and risk diversification.

All investments that enter into an in-depth due diligence are assessed based on Adveq's proprietary risk/return framework. Portfolio construction is primarily based on identifying outstanding managers. However, it also provides diversification through Adveq's pro forma portfolio construction process. Adveq evaluates a fund manager's strategy, team and track record (both realized deals and unrealized deals' potential), and completes extensive work on the past performance of a fund manager. Adveq also believes the due diligence must focus heavily on the potential of future performance of a fund manager. Adveq therefore assesses the likelihood for a fund to become top quartile (upside return potential) and the likelihood that a fund may fall below the median (downside risk protection).

- Upside return potential: Evaluation criteria include: historical performance, deal sourcing and selection capabilities, investment strategy, exit potential and capabilities, individual return characteristics of portfolio companies, and the private equity fund's terms and conditions, among others.
- Downside risk protection: Evaluation criteria include: track record volatility, operational risks, management team risks, investment strategy risks, risks of portfolio company financing models, and specific risks associated with portfolio companies, among others.

As part of its overall investment management process and once an Adveq Fund has subscribed with an underlying fund manager, Adveq monitors the developments at the fund manager level, as well as the underlying portfolio companies, on a regular basis. Portfolio company progress is reviewed at least on a semi-annual basis and is discussed with the fund manager in one-to-one meetings.

Adveq holds formal advisory board seats, in particular with emerging managers who seek Adveq's support and guidance on the overall development of their company by, for example, exchanging market views, as well as providing guidance on best practice benchmarking. In addition to these official board seats, Adveq is actively involved with many funds without a formal role. Such contribution, especially with smaller managers who have a shorter historical performance, ranges from providing guidance on the organizational and operational aspects of the fund manager to HR issues and participating in in-depth discussions regarding investment strategy implementation and market dynamics.



## **Item 8.2 – Risks**

Investing in private equity involves risk of loss that clients should be prepared to bear.

Adveq Funds are illiquid, long-term investments not registered with any regulatory authorities. An investment in an Adveq Fund is a speculative investment with substantial business and financial risk, including a risk of loss of the entire investment. Interests are subject to forfeiture if the investor fails to contribute the entire amount of its capital commitment. There can be no assurance that an Adveq Fund's investment objectives will be achieved, or that an investor will receive a return of his, her or its capital. Any return on investment to the investors will depend upon successful investments being made by an Adveq Fund. The marketability and liquidity of any such investment will depend on many factors beyond the control of Adveq. Because of the risks involved, the lack of a public market for the interests and restrictions on transfer of interests, an investment in an Adveq Fund is only suitable for sophisticated investors who are capable of making an informed independent decision as to the risks involved, who are willing to hold their interests for the term of the Adveq Fund and who understand that they may lose all or a significant portion of their invested capital. In some cases there may be prohibitions by contract or applicable laws from selling certain securities for a period of time.

Investment success in private equity funds may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of security prices and liquidity of the securities held by the private equity funds. Unexpected volatility or liquidity could impair the Adveq Fund's profitability or result in the Fund suffering losses. The portfolio companies in which the Adveq Funds invest likely face intense competition and there can be no assurance that the development or marketing efforts of any particular underlying portfolio company will be successful or that its business will be profitable.

Depending on an Adveq Fund's investment strategy, these risks may include risks related to special situation and recapitalization transactions, venture capital and development/growth equity Investments or buyout transactions, which require companies to undertake a high ratio of leverage to available income and are thus more sensitive to declines in revenues and to increases in interest rates and expenses.

Other risks associated with a private equity investment with Adveq include, but are not limited to, the following: potential conflicts of interest, certain litigation risks, uncertainty of future results, forward looking statements, duplication of expenses, valuation risks, market risks, certain country risks such as complex and inconsistent regulatory systems, investment controls, political and economic changes or deficiencies in legal system, including enforcement mechanisms, expropriation risk, currency risk or regulatory or other risks, including reputation risk, taxation risk or the absence of regulatory oversight.

Clients are referred to the Private Placement Memoranda of the Adveq Funds for a more detailed discussion of risks.

## **Item 9 – Disciplinary Information**

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

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

Adveq Management AG has two affiliates which are SEC-registered investment advisers:

Adveq Management US, Inc.  
100 Park Avenue  
Suite 2800  
New York, NY 10017  
USA  
Phone: +1 (212) 488 5330  
Fax: +1 (212) 297 1743

Certain Adveq employees of Adveq Management US, Inc. are registered representatives of a broker-dealer (CV Brokerage).

Adveq Investment Management (Beijing) Co., Ltd.  
1902, 19th Floor, Beijing Excel Centre  
6 Wudinghou Street, Xicheng District  
Beijing 100033  
PR China  
Phone: +86 (0)10 8801 3000

The above affiliates have entered into a sub-management agreement with Adveq Management AG relating to, among others, the identification and analysis of investment opportunities for the Adveq Funds, the monitoring and reporting with respect to investments made by those funds and the identification of prospective qualifying investors as well as the provision of services to existing investors.

## **Item 11 – Code of Ethics**

### **Item 11.1 – General**

Adveq has adopted a Code of Ethics for all employees of the firm describing its high standard of business conduct, and fiduciary duty to Adveq's clients. The Code of Ethics includes (amongst others) provisions relating to the confidentiality of client information, a prohibition on insider trading as well as the reporting of personal securities, restrictions on the acceptance /giving of gifts as well as entertainment the reporting thereof, as transactions. All persons at Adveq must acknowledge the terms of the Code of Ethics and their compliance therewith annually, or as amended.

The Code of Ethics is an integral part of Adveq's Investment Advisory Compliance Manual and sets forth general principles and guidelines applicable to all employees of Adveq (including its management) in connection with the conduct of its investment advisory activities. It is designed to reflect industry standards and provides procedures designed to comply with applicable U.S., Swiss and People's Republic of China laws and regulations as well as the laws and regulations of any other jurisdiction under which Adveq may operate. The Manual also sets forth standards of professional conduct with which the management of Adveq expects all officers and employees to comply.

#### **Item 11.2 – Conflicts of Interests**

From time to time Adveq may recommend to its advisory clients that they make investments in the Adveq Funds. Such recommendations will only be made if (i) Adveq believes it is in the best interests of the particular advisory client to make such an investment, and (ii) Adveq believes that such an investment is suitable for the particular advisory client. Pursuant to Adveq's Investment Advisory Compliance Manual and consistent with Adveq's fiduciary duties, Adveq discloses both the possibility and the actual existence of material conflicts of interest to its clients. Where a conflict arises between the interests of a client and the interests of Adveq, the issue will be handled in accordance with the relevant client's governing documentation, the governing documentation of the relevant Adveq Fund and the policies and procedures set forth in Adveq's Investment Advisory Compliance Manual. See also Items 6 and 11.4.

#### **Item 11.3 – Personal securities trading**

Employee trading is monitored under the Code of Ethics and to reasonably prevent conflicts of interest between Adveq and its clients. According to the Code of Ethics, the CCO maintains a Restricted List of securities, in which trading by Adveq employees is generally prohibited. The Restricted List includes the portfolio companies of the Adveq Funds in particular. In addition, any acquisition by employees of securities in an initial public offering or in a private placement is subject to pre-authorization.

#### **Item 11.4 – Allocation of investment opportunities**

Adveq has taken great care to identify potential conflicts of interests and establish investment allocation procedures that guide conflict resolution. With regards to Adveq's Funds investment activities there are several elements that address allocation conflicts between one or more Adveq Funds.

As a general matter, Adveq will not organize or manage a fund in the same primary investment program as another, and subsequently cause such fund to make its first investment in an underlying portfolio fund prior to the date on which the Adveq Fund in that investment program has made aggregate capital commitments in an amount equal to 75% (or another percentage designated in the respective fund documents) of its total committed capital. Investment opportunities between funds in the same investment program are generally allocated in order of the funds' vintage.

Each fund in Adveq's primary investment programs generally has the ability to invest in opportunities not considered a primary fund commitment, such as secondary fund and direct primary and secondary co-investments ("Transactional Investments"). Adveq may also offer Transactional Investments opportunities to its advisory clients. As a result, there may be situations where a particular Transactional Investment opportunity will be appropriate for a primary Adveq Fund, an advisory client and/or an Adveq Fund not focused on primary fund commitments. For such event, Adveq has established investment opportunity allocations rules. For advisory clients and in advance of assuming an advisory client requiring any discretionary elements that may overlap with either an Adveq Funds or another advisory client's mandate, Adveq will agree with the new client an allocation policy at the onset of the mandate.

Adveq will provide its clients or prospective clients with a copy of the firm's Code of Ethics upon request.

## **Item 12 – Brokerage Practices**

Given Adveq's sole focus on private equity investments, neither soft dollar benefits nor any other brokerage practice are relevant for its business.

## **Item 13 – Review of Accounts**

The financial statements of all Adveq Funds are prepared in accordance with US GAAP. The value of underlying fund investments are reported on a capital account basis (net asset value). Most of Adveq's fund managers report according to international standards (US GAAP, IFRS). Consequently, most valuations are reported at fair value. However, their valuations are crosschecked and challenged by Adveq. In situations where Adveq believes the value is overstated, the valuation is adjusted downward instead of keeping the reported value. Adveq is not allowed to increase valuations even though in some cases the reported value might be too low.

Investors in the Adveq Funds receive quarterly reports and audited annual reports, reflecting detailed information on their funds' investments. Such quarterly and annual reports follow a standard format and cover financial information, investment performance and portfolio structure, and are reviewed for accuracy and completeness by the respective Adveq fund program lead and approved by the respective Co-head of Adveq's Fund Administration and Services team. Prior to their release, the reports are subject to a final review and approval by Adveq's Chief Financial Officer.

Furthermore, Adveq provides its clients with a password-protected investor page at [www.adveq.com](http://www.adveq.com), where current and historical reporting can be viewed, as well as detailed information on the individual funds. Adveq also provides investors with pro forma partner's capital account statements (i.e. last available NAV plus capital contributions minus distributions) as well as cash flow forecasts. It also provides overviews of capital calls and distributions.

Reporting requirements of advisory clients of the Advisors are dealt with in detail in the advisory agreements.

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

Adveq compensates the following persons for their services with respect to investor referrals:

- Shed Enterprises Pty Limited ACN (a client relations representative in Australia and New Zealand)
- JEB & Associés (a placement agent in France with respect to interests in certain Adveq Funds)
- HSBC Trinkaus & Burkhardt AG (a placement agent in Germany with respect to interests in one Adveq fund)
- Sal. Oppenheim jr. & Cie. AG Co. KGaA (a placement agent in Germany with respect to interests in one Adveq fund)
- Oppenheim Vermögenstreuhand GmbH (a placement agent in Germany with respect to interests in one Adveq fund)

## **Item 15 – Custody**

Every Adveq Fund and mandate administered by Adveq has bank accounts with a well established bank to operate the cash management. A custody service is used to directly hold shares of an underlying portfolio company.

## Item 16 – Investment Discretion

Adveq provides two sets of services: (i) non-discretionary investment advisory services to affiliates that are the General Partners of the Adveq Funds sponsored and organized by Adveq and discretionary investment advisory services by the General Partners to the Adveq Funds, and (ii) discretionary and non-discretionary investment advisory services to selected clients, consisting of global advisory services related to the set-up and management of a private equity program and other discretionary or non-discretionary private equity investment advisory services.

In cases where the Adviser receives discretionary authority from the advisory client at the outset of relationship to select the identity and amount of private equity portfolio funds to be subscribed in, such discretion is exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting private equity portfolio funds, the Adviser observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions are always agreed upon between the Adviser and the advisory client in writing.

## Item 17 – Voting Client Securities

Generally: Underlying portfolio funds of the Adveq Funds or a separate account may from time to time seek the consent or vote of the Adveq Fund or the separate account in connection with, among other things, amending or waiving certain provisions governing the relationship between such portfolio funds and an Adveq Fund or separate account. The General Partner, acting on behalf of the applicable Adveq Fund or separate account, reviews each consent/voting solicitation on a case-by-case basis, considering, among other things, the effect of such consent or vote on the portfolio fund, the Adveq Fund or separate account and its partners. The General Partner will determine to consent or vote, or withhold its consent or vote, after taking into account the relevant facts and circumstances (including both the short- and long-term implications of the proposal) and the best interests of the applicable Adveq Fund or separate account, and its respective investor(s).

Conflicts of Interest: In the event an actual or potential conflict of interest arises in connection with the solicitation by a portfolio fund of a consent or vote of an Adveq Fund or separate account, Adveq attempts to resolve such conflicts in a manner that enables the General Partner to vote or consent in the best interests of the applicable Adveq Fund or separate account, and its respective investor(s). Adveq determines whether any conflict of interest presented between Adveq and an Adveq Fund or separate account with respect to a portfolio fund proposal is material and, if so, uses a reasonable method to avoid such conflict. Methods that may be utilized to avoid the conflict include, but are not limited to: (i) abstaining from voting on the proposal, or (ii) seeking direction from the Adveq advisory board. If Adveq determines that a conflict of interest is not material, Adveq and the applicable General Partner may vote or consent how they wish, notwithstanding the conflict.

Abstention: Adveq and/or the applicable General Partner may abstain from voting or consenting to a proposal if Adveq or the General Partner concludes that the effect on an Adveq Fund's or separate account's economic interests is immaterial or if Adveq believes the cost of such vote outweighs the potential benefit for the applicable Adveq Fund or separate account.

Clients may obtain information about how Adveq voted their securities or a copy of the Adviser's proxy voting policies by contacting Mr. Philippe Bucher at the address on the cover of the Brochure.

## Item 18 – Financial Information

Not applicable.