



**Item 1 – Cover Page**

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This Brochure provides information about the qualifications and business practices of Kuramo Capital Management, LLC (“Kuramo Capital” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Efe Ukala at [eukala@kuramocapital.com](mailto:eukala@kuramocapital.com).

Kuramo Capital is registered as an investment adviser with the Securities and Exchange Commission (the “SEC”). Registration of an investment adviser does not imply any certain level of skill or training.

The information in this Brochure has not been approved or verified by the SEC.

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

## **Item 2 – Material Changes**

The Material Changes section of this Brochure will be updated annually when material changes occur since our last annual update. There are no material changes to report since the filing of the last Brochure.

Please contact Efe Ukala at [eukala@kuramocapital.com](mailto:eukala@kuramocapital.com) to obtain a free copy of our Brochure.

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#### **Item 4 – Advisory Business**

Kuramo Capital Management, LLC (“Kuramo Capital” or the “Firm”) is a private investment management firm founded in 2010. Kuramo Capital is owned by Messrs. Walé Adeosun, Shaka Kariuki, and Kamal Pallan, all of whom are also employees and officers of the Firm, and The Keffi Group, a family office.

The Firm has built a team of investment professionals with extensive experience investing in sub-Saharan Africa. Members of the team are fluent or conversant in local languages spoken in Africa, including Yoruba, Igbo, Swahili, Kikuyu, and French. Kuramo Capital has offices in New York City, USA; Lagos, Nigeria; and Nairobi, Kenya.

Kuramo Capital provides investment advisory services to privately-offered pooled investment vehicles which are primarily funds of funds (collectively, the “Kuramo Funds”). The Kuramo Funds primarily hold interests in other fund managers investing in private as well as public securities (collectively, the “underlying funds”) and also make direct investments into private companies. The Kuramo Funds are permitted to make direct investments into public securities, though they generally hold public securities through underlying funds.

The Firm’s investment objective is to realize long-term capital appreciation through its portfolio of investments in or with substantial ties to sub-Saharan Africa. Such investments may be in equity, equity-related, or debt securities. The Firm targets opportunities across sectors, including consumer-related, financial services, infrastructure, agribusiness, natural resources, and real estate.

The Firm’s advisory services are tailored to the investment objectives and restrictions set forth in the offering documents of each of the Kuramo Funds (the “Kuramo Fund Documents”) and the investment management agreements. The general partner or managing member of a Kuramo Fund may enter into a side letter or written agreement with an investor, which may alter or supplement certain other terms of the Kuramo Fund Documents for the respective Kuramo Fund.

Kuramo Capital currently provides advisory services to two families of funds, namely Kuramo Fund I and Kuramo Fund II:

- (i) Kuramo Fund I consists of a master fund, the Kuramo Africa Opportunity Master Fund, L.P., and associated feeder vehicles (Kuramo Africa Opportunity Fund, L.P. and Kuramo Africa Opportunity Offshore Fund, L.P.)

- (ii) Kuramo Fund II consists of a master fund, the Kuramo Africa Opportunity Master Fund II, L.P., and associated feeder vehicles (Kuramo Africa Opportunity Fund II, L.P. and Kuramo Africa Opportunity Offshore Fund II, L.P.). There is a second master-feeder structure ("Co-investment Vehicles") investing alongside Kuramo Africa Opportunity Master Fund II into direct investments only, namely: Kuramo Africa Opportunity Master Co-Investment Vehicle II, L.P., Kuramo Africa Opportunity Co-Investment Vehicle II, L.P., and Kuramo Africa Opportunity Offshore Fund Co-Investment Vehicle II, L.P. A sub-advisee fund, Kuramo Africa Opportunity Fund II (Mauritius) LLC, invests alongside the master fund entities in this structure.

Kuramo Fund I is fully invested, though may have select follow-on investments. Kuramo Fund II is actively investing. Please see Item 11 for more information on how the Kuramo Funds are investing.

As of March 27, 2017, Kuramo Capital managed approximately \$299,250,621 on a discretionary basis. Kuramo Capital does not manage any assets on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

More specific information with respect to fees, redemptions and termination is set forth in the respective Kuramo Fund Documents.

### *Management Fees*

Kuramo Capital charges management fees to the Kuramo Funds in accordance with the Kuramo Fund Documents. Management fees are paid quarterly in advance by the general partner deducting the fee from the Kuramo Funds with prior notice given to the investors in the form of a capital call notice. Upon the admission of a new investor into the Kuramo Funds, management fees are included in the initial capital call notice provided to the investor. Thereafter, management fees are due quarterly in advance. For Kuramo Fund I, management fees are based on funded capital contributions less cash balances less realized losses. For Kuramo Fund II, during the investment period, management fees are based on capital commitments and, thereafter, on funded capital contributions less cash balances less realized losses.

In the unlikely event a Kuramo Fund would terminate Kuramo Capital as its investment manager, any unearned and pre-paid management fee shall be adjusted on a pro rata basis according to the actual number of days during the period and be returned by Kuramo

Capital to the Kuramo Fund. The refunded amount will be distributed to each investor pro rata based on that investor's investment.

#### *Management Fee Offset*

Fees received by Kuramo Capital, such as consultancy fees, directors' fees, advisory fees, transaction fees, monitoring fees, break-up fees, and other fees earned by or paid to the Firm by portfolio companies or potential portfolio companies with respect to Kuramo Capital's management of the Kuramo Funds are directly offset against the Firm's management fees charged to, and paid by, the Kuramo Funds. Currently, Kuramo Capital receives only one such fee from a portfolio company and the amount is directly offset against the Firm's management fees charged to the respective Kuramo Fund.

#### *Redemptions*

Generally, investor withdrawals from the Kuramo Funds are generally not permitted.

#### *Performance Based Fees*

See Item 6 below for information with respect to performance-based fees ("Carried Interest").

#### *Other Fees and Expenses*

The Kuramo Funds also must pay other fees and expenses associated with their operations, including, for example and without limitation, fees, costs and expenses related to the purchase, holding and sale of investments, expenses of any administrators, custodians, attorneys, brokers, dealers, counsel, auditors, and accountants, any insurance, indemnity or litigation expenses, database fees, and any taxes, fees, registration fees, or other governmental charges levied against the Kuramo Funds.

The Kuramo Funds also bear expenses incurred in connection with investments that are not consummated ("broken deal expenses"). These expenses include due diligence expenses such as research, legal, accounting, advisory, consulting or other third-party expenses and related travel expenses, fees (including commitment fees), and other expenses in connection with due diligence on or making an investment that is not consummated. These fees are allocated to entities within the Kuramo Funds pro rata based on their respective assets under management.

The Kuramo Funds also bear fees and expenses associated with their establishment and organization, including, for example, attorneys, counsel, auditors, accountants, and taxes, fees, registration fees, or other governmental charges levied against any investment by the Kuramo Funds.

Kuramo Capital does not receive any portion of these additional fees and costs that the Kuramo Funds bear.

Please see Item 12 for a description of brokerage practices.

### **Item 6 – Performance-Based Fee and Side-by-Side Management**

The general partner or managing member of each of the Kuramo Funds is entitled to performance-based allocations and distributions (the “Carried Interest”) after the Kuramo Funds’ limited partners or investors have received distributions equal to their total capital contributions plus a pre-determined preferred return. More detailed information about a particular Kuramo Fund’s performance-based distribution arrangements is disclosed in the respective Kuramo Fund Documents.

The respective Kuramo Fund’s general partner or managing member has entered into side letters with certain investors and, therefore, an investor’s carried interest participation may vary from other investors as the carried interest may have been modified, waived or reduced.

Performance-based allocation and distribution arrangements such as the Carried Interest may create an incentive for Kuramo Capital to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. The Firm seeks to allocate investment opportunities in a manner that is fair and equitable manner, over time. To mitigate these conflicts associated with allocation of opportunities, Kuramo Capital has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple funds and the allocation of investment opportunities among the Kuramo Funds with similar investment mandates. Currently only Kuramo Fund II is actively investing; Kuramo Fund I may have some follow on investments (meaning only to those investments already made). Please see Item 11 for more information on allocation of investment opportunities. Investors also should review the relevant Kuramo Fund Documents for more detailed information with respect to performance-based allocations and distributions.

## **Item 7 – Types of Clients**

Kuramo Capital provides investment advice to the Kuramo Funds. Please see Item 4 for more information on these clients. Investors in the Kuramo Funds include, but are not limited to, institutional investors (such as public and corporate pension plans, insurance companies, financial institutions, endowments, foundations) as well as trusts, high net worth individuals, family offices and other qualified entities.

Details concerning minimum investment amounts are set forth in the respective Kuramo Fund Documents. The general partner of each Kuramo Fund typically reserves the right to waive the minimum investment amount requirement.

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

As referenced in Item 4, the Firm’s investment objective is to realize long-term capital appreciation through a diversified portfolio of investments in or with substantial ties to sub-Saharan Africa.

### *Investment Strategy*

Kuramo invests across a number of sectors, including consumer-related, financial services, infrastructure, agribusiness, natural resources, and real estate. The Firm continues to believe that the growth underway in African economies and in the major themes in consumer-related, financial services, infrastructure, agribusiness, natural resources, and real estate sectors can only be fully captured by a multi-class approach deploying capital across both private and public investment strategies.

The Firm expects to allocate capital flexibly, opportunistically, and in a disciplined manner into what the Firm believes are high conviction strategies. Kuramo Capital seeks to match the implementation methodology with the opportunity set, but expects that the majority of its investments will be made in underlying funds managed by other private equity fund managers. In addition, the Firm has the flexibility to invest in direct investments.

Investments in underlying funds may include: (1) private equity funds, (2) real estate funds, (3) agribusiness funds, (4) infrastructure funds, (5) natural resource funds, and (6) listed equity and debt managers. In addition, the Firm also considers making investments using a “core-satellite” approach, with a focus on satellite managers – smaller, regional, and sector managers.



### *Investment Process*

Kuramo Capital believes in the rigors of an endowment investment approach practiced by highly experienced professionals. The investment process combines institutional investment experience, a global network, and an intensive due diligence and research process to identify underlying funds for investment. Underlying this process is Kuramo Capital's core investment philosophy that capital preservation is a fundamental goal, which favors strategies and approaches emphasizing absolute positive returns.

Kuramo Capital's selection process for underlying funds is intended to identify fund managers with a competitive advantage; the Firm expects to complete this process with due diligence of the underlying funds and managers, portfolio construction, and risk management. In selecting fund managers, Kuramo Capital considers a variety of factors and strategies including:

- (i) on-site interviews of key management members to assess depth and strength of team;
- (ii) leveraging Kuramo Capital's existing network of professional contacts to identify managers and to learn about managers under consideration and reference checks;
- (iii) the structure of the fund including alignment of interest with those of investors, high water marks, hurdle rates and key person clauses;
- (iv) whether the investment is within the underlying manager's core competency and the rationale behind historical and current portfolio positions;
- (v) the robustness of the decision-making process for adding specific positions, allocating assets among strategies and/or managing portfolio risk; and
- (vi) ownership participation and appropriate incentive structures for key investment professionals.

### *Risk of Loss*

**Investing in securities involves risk of loss, including loss of all principal invested, which investors in the Kuramo Funds should be prepared to bear.** Investors should have a high level of sophistication and net worth when considering these types of investments.

An investment in the Kuramo Funds involves a significant degree of risk and should only be undertaken by investors who are capable of evaluating the risks of an investment in the Kuramo Funds and of bearing those risks for an indefinite period. Prospective

investors should carefully consider the following risks in connection with purchasing interests, however, the risks described herein should not be considered to be an exhaustive list of all the risks which investors in the Kuramo Funds should consider, and these risks described below are not the only risks to which the Kuramo Funds are or may be exposed. Additional risks and uncertainties not currently known to the Kuramo Funds' general partners or the Firm or that the general partners or the Firm currently deem to be immaterial may also materially adversely affect the Kuramo Funds' returns. Prospective investors must rely upon their own examination of the Kuramo Funds and prospective investors must have the ability to understand the nature of an investment, including the risks involved in making such a decision to invest in the Kuramo Funds.

The Kuramo Funds' investment strategies may be deemed to be highly speculative and are not intended to provide a complete investment program. Investments in the Kuramo Funds are only for institutional and sophisticated investors who are able to bear the economic risk of the loss of their investment and who have a limited need for liquidity in their investment.

There can be no assurance that the Kuramo Funds will be able to achieve their investment objectives or that investors will receive a return on their investment.

Risk factors that are pertinent to investing in the Kuramo Funds include:

*Sub-Saharan Africa Economic Conditions.* The economies of Africa may perform favorably or unfavorably compared with more developed economies in such respects as growth of gross domestic product, rate of inflation, currency appreciation or depreciation, capital reinvestment, resource self-sufficiency, and balance of payments. There can be no assurance that current estimates of growth in the economy of sub-Saharan Africa will occur, are sustainable or that the underlying trends will continue during the investment period.

The economies of Africa generally are heavily dependent upon international trade and, accordingly, may be affected adversely by protective trade barriers and economic conditions in the countries with which they trade. In addition, the economies of certain countries in Africa are vulnerable to weaknesses in world prices for their commodity exports. Certain countries in Africa have from time to time experienced high rates of inflation and have extensive external debt.

*Political and Social Factors.* The Kuramo Funds and the underlying funds will be exposed to the direct and indirect consequences of potential political, economic, social and diplomatic changes in Africa. The Kuramo Funds do not intend to obtain political

risk insurance, and the Firm cannot guarantee that the underlying funds will obtain political risk insurance. Such social, political and economic instability could disrupt financial markets in which the Kuramo Funds invest and adversely affect the value of the Kuramo Funds' assets. There may be the possibility of nationalization, asset expropriations or future confiscatory levels of taxation affecting the Kuramo Funds. In the event of nationalization, expropriation or other confiscation, the Kuramo Funds may not be fairly compensated for the loss and could lose their entire investment in the country. Political changes, governmental regulation, social instability or diplomatic developments (including war) could adversely affect the economies of such countries or the value of the Kuramo Funds' and the underlying funds' investments in those countries.

The governments in Africa typically participate to a significant degree, through ownership interests or regulation, in local business, often exercising a controlling influence in certain key sectors of the economy, such as air and rail transportation, electrical power, steel and shipbuilding.

*Investment Restrictions.* Some countries in which the Kuramo Funds and the underlying funds are expected to invest have laws and regulations that, to varying degrees, preclude or restrict direct foreign investment in the securities of resident companies, limit the types of securities that foreigners may buy, or limit foreign investors to special investment structures. In many countries in Africa, foreigners are precluded from investing in certain economic sectors (such as communications or natural resources). Moreover, prior governmental approval for foreign investments may be required in some countries and the extent of foreign investment in domestic companies may be subject to limitation in other countries. Foreign ownership limitations also may be imposed by the charters of individual companies.

*Foreign Currency Considerations.* The majority of all investments made by the Kuramo Funds, investments made by the underlying funds, and income and gains received by them with respect to such investments, will be denominated in foreign currencies. Changes in foreign currency exchange rates may affect the value of securities in the Kuramo Funds and underlying funds. Governmental policies in some countries may result in artificially pegged exchange rates that may distort the results of and returns on portfolio investments in such countries. Moreover, the Kuramo Funds and the underlying funds will incur costs in connection with conversions between various currencies. Also, repatriation of investment income, capital and the proceeds from sales of securities by foreign investors such as the Kuramo Funds and the underlying funds may require governmental registration and approval in some countries in Africa. The Kuramo Funds and the underlying funds could be adversely affected by delays in or a refusal to grant required governmental registration or approval for any such proposed repatriation.

*Accounting and Other Information.* The availability of information within countries in Africa, including information concerning their economies and the securities of companies in such countries, generally is more limited than is the case in developed countries. The accounting, auditing and financial reporting standards and practices of certain countries may not be equivalent to those employed in developed countries and may differ in fundamental respects. There is typically less information available about companies in Africa than about companies in developed countries and there is generally less government supervision and regulation of private companies than in developed countries.

*Exit Strategies.* A number of factors may complicate exit strategies pursued by the Kuramo Funds and by the underlying funds. Aggregate trading volumes on securities markets in Africa are substantially lower than trading volumes in the United States and other developed countries. Securities of most companies in Africa are less liquid and more volatile than securities of comparable companies in developed countries.

*Legal and Regulatory Risks.* Laws and regulations in certain jurisdictions, particularly those relating to foreign investment and taxation, may be subject to change or evolving interpretation. Foreign governments may also impose or modify exchange controls without sufficient notice or impose withholding taxes on dividends, interest and gains. Further, situations may arise where legal action is pursued in multiple jurisdictions. In addition, there may be litigation or legal costs and it may be difficult to obtain and enforce a judgment in a court outside of the U.S.

### ***General Investment Considerations***

*Uncertainty of Valuation.* The values of investments of the underlying funds or businesses in which the Kuramo Funds invest, as determined under the valuation methods employed by the underlying funds or local accounting practice, do not necessarily reflect the price at which such investments could currently be sold in an arm's length transaction. Thus, measuring the performance of an underlying fund prior to the full realization of its portfolio prior to its disposition involves substantial uncertainty. This could limit both the ability of investors to gauge the Kuramo Funds' ongoing performance and the ability of the Firm to evaluate the past performance of the sponsors of prospective underlying fund investments. Also, price volatility in the local market may impact the value of the investments.

*Nature of Investment.* The returns achieved by the Kuramo Funds will depend in large part upon the efforts and performance results obtained by the underlying fund managers in which the Kuramo Funds invests or in portfolio companies in which the Kuramo Funds have investments. Although the Firm and the Kuramo Funds' general partners will

attempt to evaluate each underlying fund based on criteria such as the performance history of the underlying fund's manager as well as the underlying fund's investment strategies, the past performance of an underlying fund's manager may not be a reliable indicator of future results, and the underlying fund manager, its key personnel, or the investment strategies of such underlying fund may change at any time without the consent of the Kuramo Funds.

Furthermore, Kuramo will not have an active role in the day-to-day management of the underlying funds in which it invests or the ability to approve the specific investment or management decisions made by the managers of the underlying funds. The Kuramo Funds may also not have a controlling interest in the businesses in which they invest. As a result, the returns of the Kuramo Funds will depend primarily on the performance of these unrelated underlying fund managers and other management personnel and could be substantially adversely affected by the unfavorable performance of the underlying funds or portfolio companies.

The success of the Kuramo Funds depends on the ability of the Firm to identify, recommend and consummate investments that it believes offer the potential for superior returns and subsequently realize them. The activities of identifying, consummating and realizing an attractive investment opportunity are highly competitive and involve a high risk of uncertainty. The availability of such opportunities will depend, in part, upon general market conditions. There can be no assurance that the Kuramo Funds' general partners or the Firm will be able to identify and consummate a sufficient number of opportunities to permit the Kuramo Funds to invest all of the committed capital.

*Risks of Non-Controlling Investments.* The Kuramo Funds are expected to have minority interests in many of their direct investments or co-investments and will typically seek representation on the boards of investments. The exercise of control over an investment may impose additional risks of liability for, among other things, environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws) or other types of liability in which the limited liability characteristic of business ownership may be ignored. If these liabilities were to arise, the Kuramo Funds might suffer a significant loss. In addition, the Kuramo Funds may have a limited ability to protect their investments in which a controlling interest has not been obtained.

*Dependence on Key Personnel.* The success of the Kuramo Funds depends in substantial part on the skill and expertise of the principals and other employees of Kuramo. There can be no assurance that the principals or other employees of the Firm will continue to be

employed by Kuramo throughout the life of the Kuramo Funds. The loss of key personnel could have a material adverse effect on the Kuramo Funds.

*Failure to Achieve Investment Objective.* There is no assurance that the Kuramo Funds will achieve their investment objective. Any given investment made by the Kuramo Funds may generate a loss. Investors in the Kuramo Funds must be able to absorb a loss of some or all of their capital investment in the Kuramo Funds and bear the financial risks of an investment in the Kuramo Funds for an indefinite period of time.

*Competitive Nature of the Kuramo Funds' Business.* The Kuramo Funds' business is highly competitive. The Kuramo Funds will be competing for underlying funds, co-investment and direct investment opportunities against other investors, including other private equity investment firms, hedge funds, funds-of-funds, industrial groups, direct investment firms, and other parties, some of which will have greater resources than the Kuramo Funds. It is possible that the Firm may be unable to identify a sufficient number of attractive investment opportunities for the Kuramo Funds to meet their investment objectives. The availability of such opportunities will depend, in part, upon general market conditions. Other investors may make competing offers for investment opportunities that are identified, and even after an agreement in principle has been reached with respect to an investment, consummating the transaction is subject to a myriad of uncertainties, only some of which are foreseeable or within the control of the Firm or the Kuramo Funds' general partners.

*Restrictions on Transfer and Withdrawal.* The interests in the Kuramo Funds have not been registered under the Securities Act of 1933 or any other applicable securities laws. There is no public market for the interests and none is expected to develop. In addition, the interests are not transferable, except with the consent of the applicable Kuramo Fund's general partner, which may be withheld by such general partner in its sole discretion, and are subject to the terms and conditions of the applicable Kuramo Fund Documents. Investors may not withdraw capital from the Kuramo Funds. Furthermore, the Kuramo Funds may not be able to make full or partial withdrawals from an underlying fund pursuant to the terms of the limited partnership agreement or other organizational document of such underlying fund. Consequently, investors may not be able to liquidate their investments prior to the end of the Kuramo Fund's term.

*Other Activities of the Firm; No Exclusive Access to Investment Opportunities.* Management of a particular Kuramo Fund will not be the sole activity of Kuramo. The Firm is engaged in the management of other Kuramo Funds, and may form in the future additional funds, or enter into advisory arrangements with additional investors. The

investment objectives of such existing or additional funds or investors could overlap with those of a Kuramo Fund.

*Risk of Returning Distributions.* Investors may be required to return distributions to the Kuramo Funds in certain circumstances detailed in the applicable Kuramo Fund Documents.

*Multiple Levels of Expense.* Both the Kuramo Funds and the underlying funds in which the Kuramo Funds invest impose management and administrative costs, expenses, and performance allocations. This will result in greater expense to the investors than if investors invested directly in the underlying funds.

*Exculpation and Indemnification.* Certain exculpation provisions in the applicable Kuramo Fund's Documents may limit the rights of action otherwise available to investors against the Kuramo Fund's general partners and their affiliates. In addition, the Kuramo Funds are obligated to indemnify the general partners and their affiliates in respect of the operations of the Kuramo Funds, subject to limited exceptions. Moreover, in certain circumstances, the Kuramo Funds may be required to advance indemnification payments to the general partners, the Firm, their officers or employees, or certain other persons, as provided in the applicable Kuramo Fund Documents, upon receipt of an undertaking by such indemnified person to repay such advances if it is ultimately determined by a court of competent jurisdiction that indemnification for such expenses is not permitted by law or authorized under the applicable Kuramo Fund Documents.

*Other General Considerations:* Investments in the Kuramo Funds involve other general risks, which may include the following:

- (i) Failure of the Kuramo Funds to raise targeted capital subscriptions;
- (ii) Risk of Non-controlling investments;
- (iii) Illiquid nature of the investments; and
- (iv) Limitations on redemptions.

Other risks and conflicts not discussed above may arise in connection with investing in the Kuramo Funds. **Investors in the Kuramo Funds should refer to the respective Kuramo Funds' PPM for additional information on risk factors and risk of loss.**

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any applicable legal or disciplinary event that would be material to an investor or prospective investor's evaluation of the advisory business or the integrity of the adviser's management.

Kuramo Capital does not have any legal or disciplinary information applicable to this Item to disclose.

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

Kuramo Capital and its management persons are not registered, nor have an application to register, as a broker-dealer, futures commissions merchant, commodity pool operator, commodity trading advisor, or associated person of any of the foregoing.

Generally, the Kuramo Funds' general partners or managing members of the Kuramo Funds are related persons of the Firm. Please refer to Form ADV Part 1, Schedule D, for more information on the respective Kuramo Fund's general partners or managing members.

As noted in this Brochure, Kuramo Capital primarily invests the Kuramo Funds in underlying funds managed by other investment advisers and directly into companies. Certain supervised persons of Kuramo Capital may invest in the Kuramo Funds family, and may receive distributions from their investments as investors, but do not receive any other compensation from the investment advisers of the underlying funds. Neither Kuramo Capital nor any supervised person of Kuramo Capital have other business relationships with those advisers that create a material conflict of interest to the Kuramo Funds.

Kuramo Capital and its supervised persons do not have any relationships or arrangements that create a material conflict of interest with the Kuramo Funds, such as relationships or arrangements with law firms, insurance companies, accounting firms, pension consultants, real estate brokers or dealers, sponsors or syndicators of limited partnerships, investment advisers, financial planners, investment companies, other pooled investment vehicles, or banking or thrift institutions.



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

Kuramo Capital has adopted a Code of Ethics designed to address and mitigate conflicts of interest as required under Rule 204A-1 of the Investment Advisers Act. The Code of Ethics describes our standard of business conduct and fiduciary duty to the Kuramo Funds and our obligations to the Kuramo Fund investors. The Code of Ethics includes, among other items, provisions relating to the prohibition on insider trading, restrictions on the acceptance of extravagant gifts and entertainment, the reporting of certain gifts and business entertainment, political contributions, outside business activities, and personal securities trading procedures. All of our supervised persons must acknowledge compliance with the terms of the Code of Ethics at least annually.

The Code of Ethics is designed to prevent personal securities transactions, activities and interests of our access persons from materially interfering with making decisions in the best interest of the Kuramo Funds. The Code of Ethics requires pre-clearance of certain transactions and personal trading is monitored by the Chief Compliance Officer (“CCO”) to reasonably detect and prevent violations of the Code of Ethics. The Code of Ethics also requires employees to submit certain holdings reports, quarterly transaction reports, and certifications, and employees must report violations to the CCO. Employees may not trade on the basis of material non-public information and may not inappropriately use their position for a personal benefit. Employees who violate the Code of Ethics and our Compliance policies are subject to disciplinary action including, but not limited to, written warnings and termination of employment. Kuramo Capital will provide a copy of our Code of Ethics to any investor or prospective investor in a Kuramo Fund upon request.

As stated in Item 10, certain employees or related persons may have an investment interest (through their Carried Interest) in a Kuramo Fund and/or may be a member of the managing member or partner of the general partner to the Kuramo Fund. Kuramo Capital Supervised Persons are restricted from buying or selling a security interest held by a Kuramo Fund vehicle, and may only participate in Kuramo Fund investments through a Kuramo Fund vehicle.

Kuramo Capital allocates investment opportunities among its clients as predetermined by the guidelines in the Kuramo Funds Documents. Some investors have legal restrictions on the investments that they can participate in. Kuramo Capital advises investors to also review the relevant Kuramo Fund Documents for more information on the allocation of investment opportunities.

Kuramo Fund I, which is fully invested except for future follow on investments, invested primarily in underlying funds and direct investments. Kuramo Fund II will invest primarily in underlying funds; the Co-investment Vehicles will invest primarily in direct investments; and Kuramo Africa Opportunity II (Mauritius) LLC will invest pari passu to Kuramo Fund II, except where the investments are restricted by Kuramo Africa Opportunity II (Mauritius) LLC's documents.

There may arise conflicts of interest over Kuramo Capital's time and allocation of investment opportunities among the funds. Kuramo Capital attempts to resolve all such conflicts in a manner that is generally fair to all of the funds that it manages. Conflicts of interest regarding allocation of investment opportunities among the funds will be submitted to the Limited Partners Advisory Committee for resolution.

To date, Kuramo Capital has not made any purchase or sale of securities between the two Fund Families. Nonetheless, Kuramo Capital may from time to time in the future cause the purchase and sale of securities between the Kuramo Fund Families. With respect to any such transaction (i) the transaction must be effected at a price that is deemed to be fair to each Kuramo Fund, (ii) Kuramo Capital will not receive any additional compensation for effecting the transaction, and (iii) the transaction must be in the best interests of each Kuramo Fund. In determining whether the transaction is in the best interest of each Kuramo Fund, Kuramo Capital considers factors such as the risk exposure of each fund, the liquidity of each fund, and the other predetermined guidelines in the fund documents. Additionally, Kuramo Capital will seek approval from the Limited Partner Advisory Committee prior to conducting the cross-transaction.

Kuramo Capital does not engage in principal transactions with its clients.

## **Item 12 – Brokerage Practices**

Given the nature of its investments, Kuramo Capital does not generally utilize the services of broker-dealers. For example, investments into underlying funds do not typically require services of broker-dealers. Likewise, direct investments into private companies do not typically require the services of broker-dealers. The Kuramo Funds typically hold public securities through underlying fund managers. In evaluating such managers' ability to execute transactions, Kuramo Capital reviews the fund managers' brokerage practices and considers reliability, responsiveness, reputation, and error correction capabilities.

Where the Firm does require the services of a broker-dealer, the Firm will select broker-dealers on the basis of best execution as it seeks to effect transactions at a price, commission and transaction cost (e.g., mark-up or mark-down) that provides the most

favorable total cost or proceeds reasonably attainable under the circumstances. “Best execution” does not mean effecting transactions at the lowest possible commission rate, transaction costs and best price, but includes a number of factors. The Firm may consider various factors when selecting broker-dealers including, but not limited to, the experience of the broker-dealer in liquidating distributions from private equity funds, the nature of the portfolio transaction, the size of the transaction, the broker’s trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement and error correction capabilities, willingness to commit capital, access to a particular trading market, and security conditions (e.g., liquidity, volatility).

Kuramo Capital has discretion to determine without obtaining prior consent from the Kuramo Funds the:

- broker or dealer to execute transactions; and
- commission rates or commission equivalents charged for effecting transactions.

#### *Research and Other Soft Dollar Benefits*

Kuramo Capital does not obtain proprietary and third-party research services or products with the Funds’ commissions or “soft dollars.”

#### *Brokerage for Client Referrals*

Broker-dealers or their employees do not refer potential investors to the Funds. In the event that broker-dealers or their employees refer potential investors to the Funds, the Firm’s will not direct transactions and commissions to these broker-dealers as compensation for such referrals.

See Item 14 below for additional information with respect to payment for investor referrals.

#### *Directed Brokerage*

Kuramo Capital does not accept instructions from clients to effect some or all of their transactions with certain broker-dealers or public securities manager.

#### *Aggregation and Allocation*

Due to the nature of Kuramo Capital's business (i.e., primarily investments into underlying fund managers and direct investments into private companies), the Firm does typically not aggregate orders of securities.

### **Item 13 – Review of Accounts**

Kuramo Capital's Chief Investment Officer and investment professionals regularly review the investments of the Kuramo Funds. These reviews include, but are not limited to, reviewing the performance as well as strategic direction of the underlying funds in which the Kuramo Funds have invested. The Kuramo Fund Documents and side letter agreements may contain specific descriptions of the oversight, monitoring, and review of the portfolio investments.

The Firm provides written financial reports, generally quarterly, to the Kuramo Fund investors. These reports generally include investment commentary, Kuramo Fund performance, Kuramo Fund transactions made since the last report, investment valuations, and financial statements of the key assets held by the Kuramo Funds.

Investors in the Kuramo Funds also receive their respective Kuramo Fund's audited annual report and tax reports as soon as possible after the end of the Kuramo Fund's fiscal year.

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

Kuramo Capital does not accept economic benefits from a person who is not a client for providing investment advice or other advisory services to the Kuramo Funds.

Kuramo Capital has entered into placement agent arrangements in which Kuramo Capital pays a fee for assistance in capital-raising for a Kuramo Fund. Kuramo Capital pays all such fees and the Kuramo Funds do not pay any additional fee or cost.

### **Item 15 – Custody**

Kuramo Capital and the general partner or managing member of each Kuramo Fund have custody of cash and securities of the respective Kuramo Funds, as custody is defined in the Custody Rule of the Investment Advisers Act. The cash and funds of the Kuramo Funds are maintained at a qualified custodian, which sends statements directly to Kuramo Capital or the general partner or managing member. The Firm will review statements received from the qualified custodians, and will review the custodial statements against the Firm's records to review that the funds held by these qualified custodians are accurately reflected.

The Kuramo Funds are audited annually by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board, and

copies of the audited financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) are distributed to the investors. In addition, upon the final liquidation of a Kuramo Fund, the Firm will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to the investors promptly after completion of the audit. As stated in Item 13, Kuramo Capital also sends unaudited quarterly statements to investors.

Kuramo Fund investors should compare the audited financial statements against statements prepared by Kuramo Capital and should contact the Firm’s Chief Compliance Officer in the event there are material discrepancies between these statements.

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

Kuramo Capital obtains the discretionary authority to manage the Kuramo Funds pursuant to the investment management agreement with the Kuramo Funds. This authority is detailed in the respective Kuramo Fund Documents and management agreements. Written side letters or other written agreements may be entered into with investors.

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

In the case of investments into underlying fund managers, Kuramo Capital will vote on the Limited Partner Advisory Committees, as appropriate, on matters regarding the investment by the Kuramo Funds. In the case of direct investments into private companies, Kuramo Capital typically will have Board representation and will vote on matters regarding the investment by the Kuramo Funds.

To the extent that the Firm invests in publicly-traded securities which require proxies to be voted, Kuramo Capital has adopted proxy voting policies and procedures. The policy requires (i) that proxies with respect to securities in the Kuramo Funds are voted in the best interest of the Kuramo Funds; (ii) that the Firm discloses information to clients/investors about its policies and procedures; and (iii) Kuramo Capital to maintain records relating to the proxy voting.

The Firm will provide, at no cost, a copy of its proxy voting policies and will provide investors in the Kuramo Funds with information regarding how proxies were voted by contacting the CCO.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition.

Kuramo Capital does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. In addition, the Firm has not been the subject of a bankruptcy proceeding.