



AlphaCat Capital Inc.  
C/O Western World Insurance Group  
300 Kimball Drive  
Parsippany, NJ 07054  
Phone (201)847-8600  
WWW.VALIDUSHOLDINGS.COM

This brochure ("Brochure") provides information about the qualifications and business practices of AlphaCat Capital Inc., ("AlphaCat Capital") in relation to investment advice provided through its affiliate AlphaCat Managers Ltd. ("AlphaCat Managers") and its affiliates (together AlphaCat Capital and AlphaCat Managers are referred to as the "Advisors"). For more information on the disclosure requirements see the "General Instructions for Part 2 of Form ADV" by visiting [www.sec.gov/rules/final/2010/ia-3060.pdf](http://www.sec.gov/rules/final/2010/ia-3060.pdf). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, Mr. Robert Kuzloski at (441) 278 9000 or email [robert.kuzloski@validusholdings.com](mailto:robert.kuzloski@validusholdings.com).

Additional information about AlphaCat Capital and AlphaCat Managers is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

AlphaCat Capital is registered as an investment adviser with the United States Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act") and also conducts business under the name AlphaCat by and through its affiliate AlphaCat Managers. Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority. The web site referenced above is controlled and operated by Validus Holdings, Ltd., a public company listed on the New York Stock Exchange (NYSE:VR) and is the primary owner and the controlling affiliate of Validus Specialty Inc. which wholly owns AlphaCat Capital and Validus Ventures, Ltd which wholly owns AlphaCat Managers.

**Item 2: Material Changes**

Item 4 has been updated to disclose the pending merger involving Validus Holdings, Ltd. (“Validus”) and American International Group, Inc. (“AIG”) and certain of its affiliates.

AlphaCat Capital has updated Item 5.A in order to describe the manner in which its fees are calculated.

AlphaCat Capital has also updated the RAUM in order to correspond with updates to ADV 1.

AlphaCat Capital encourages all recipients of this Brochure to read it carefully in its entirety.

**Item 3: Table of Contents**

<b>Item 2: Material Changes .....</b>	<b>2</b>
<b>Item 3: Table of Contents .....</b>	<b>3</b>
<b>Item 4: Advisory Business.....</b>	<b>4</b>
<b>Item 5: Fees and Compensation .....</b>	<b>7</b>
<b>Item 6: Performance Based Fees and Side-by-Side Management .....</b>	<b>8</b>
<b>Item 7: Types of Clients .....</b>	<b>9</b>
<b>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....</b>	<b>9</b>
<b>Item 9: Disciplinary Information .....</b>	<b>13</b>
<b>Item 10: Other Financial Industry Activities and Affiliations .....</b>	<b>13</b>
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>14</b>
<b>Item 12: Brokerage Practices .....</b>	<b>14</b>
<b>Item 13: Review of Accounts .....</b>	<b>15</b>
<b>Item 14: Client Referrals and Other Compensation .....</b>	<b>16</b>
<b>Item 15: Custody.....</b>	<b>16</b>
<b>Item 16: Investment Discretion .....</b>	<b>16</b>
<b>Item 17: Voting Client Securities .....</b>	<b>17</b>
<b>Item 18: Financial Information.....</b>	<b>17</b>

## Item 4: Advisory Business

AlphaCat Capital is an investment management firm incorporated in Delaware in August 2015 and operating from offices shared with a financial affiliate, Western World Insurance Group, in New Jersey. AlphaCat Capital acts as a non-discretionary sub-adviser to clients and funds managed by its affiliate, AlphaCat Managers, which is separately registered with the U.S. Securities and Exchange Commission and based in Pembroke, Bermuda. AlphaCat Capital and AlphaCat Managers together conduct a single advisory business. Potential investors and clients should carefully read the Brochure for each of the Advisors. The Advisors: (i) are subject to a unified compliance program; (ii) advise only private funds and certain separate accounts maintained on behalf of qualified clients; (iii) use the same or similar names; and/or (iv) hold themselves out to current and prospective private fund investors and advisory clients as conducting a single advisory business because they share personnel and resources. AlphaCat Capital would be a “relying adviser” of AlphaCat Managers under the terms of the 2012 ABA No Action letter, but for AlphaCat Managers having its principal office and place of business outside of the United States. In addition, AlphaCat Capital would be considered to be a related adviser under rule 203A-2(b), if it had its primary office and principle place of business in Bermuda. All books and records in relation to AlphaCat Capital are maintained electronically and in joint custody accessible by both Advisors. AlphaCat Capital specializes in providing investment advisory services in risk-linked instruments that enable access to property catastrophe insurance and reinsurance-linked assets and securities in concert with its affiliate AlphaCat Managers. Shares are offered exclusively on a private basis to a limited number of sophisticated qualified institutional and high net worth clients.

AlphaCat Capital is wholly owned by Validus Specialty Inc., a Delaware based company that is wholly owned and controlled by Validus Holdings, Ltd. (“Validus”) a publicly traded company (NYSE:VR) and provider of property catastrophe, marine and energy and other specialty short-tail lines of reinsurance. Validus owns and controls the interests in AlphaCat Capital through interim affiliates listed on Schedule B of Part 1 of Form ADV. On January 21, 2018, Validus entered into a definitive agreement and plan of merger (the “Merger Agreement”) with American International Group, Inc. (“AIG”) and Venus Holdings Limited, a wholly owned subsidiary of AIG (“Merger Sub”). The Merger Agreement provides that, subject to the satisfaction or waiver of certain conditions set forth therein, Merger Sub will merge with and into Validus in accordance with the Bermuda Companies Act (the “Merger”), with Validus surviving the Merger as a wholly owned subsidiary of AIG (such entity, the “Surviving Company”).

AlphaCat Capital and its personnel provide the following advisory services:

- Portfolio strategy and development for existing AlphaCat Managers clients;
- Evaluation of individual reinsurance or cat bond transactions, including general discussions with reinsurance brokers about the Advisors strategies;
- Participation, as a coordinator, in the AlphaCat Managers investment committee;
- Participation in the Fair Valuation Working Group of AlphaCat Managers;

- Communication with existing Fund investors;
- Developing new investment products for the Advisors; and
- Structuring the Advisors' products.

AlphaCat Capital provides sub-advisory services in respect of AlphaCat Diversified Fund Ltd., AlphaCat Advantage Fund Ltd., AlphaCat Prima Fund, Ltd., AlphaCat 2013 Ltd., AlphaCat 2014 Ltd., AlphaCat 2015 Ltd., AlphaCat Soteria Fund Ltd., AlphaCat Opportunities Ltd., BetaCat Fund Ltd., BetaCat Feeder Fund I Ltd, AlphaCat Master Fund Ltd. (collectively the "Funds") and separately managed accounts for institutional investors ("Clients") who have engaged AlphaCat Managers as an investment adviser or investment manager. The Advisors also perform their advisory services under the name AlphaCat. AlphaCat Managers sponsors the Funds. In relation to the Funds and Clients, AlphaCat Managers acts as the investment manager and receives certain sub-advisory services and research from AlphaCat Capital. The Advisors work together to construct portfolios for the Funds and Clients involving traditional reinstatementable reinsurance contracts and collateralized reinsurance arrangements sourced through an affiliated licensed reinsurer. In addition, the Advisors structure insurance related investments in other vehicles or accounts which are not investment companies, "private funds," or clients, as those terms are defined by the U.S. Securities and Exchange Commission ("SEC").

Client accounts are open to investors with qualifications substantially similar to investors in the Funds. Each Fund is open for investment only by qualified institutional or high net worth investors that meet the investor restrictions as set forth in the applicable Fund's subscription documents. The shares of the Funds are offered only to: (i) Non-U.S. Persons who are "qualified participants," as defined in the Bermuda Investment Funds Act 2006 and (ii) U.S. Persons who are "qualified purchasers," as defined in the U.S. Investment Company Act of 1940, as amended (the "U.S. Company Act"), "accredited investors," as defined in Regulation D under the U.S. Securities Act of 1933, as amended, and "qualified participants," as defined in the Bermuda Investment Funds Act 2006. The Funds and Clients will conduct trading activity pursuant to the investment strategies described generally below. Funds may be organized and offered for private investors generally, or may be customized for single investors or groups of investors as agreed with AlphaCat Managers.

The Advisors specialize in providing investment advisory services in property catastrophe event-linked insurance and reinsurance risk exposures including, but not be limited to, the following types of investments (together, "Risk-Linked Instruments"):

- private collateralized reinsurance arrangements sourced in traditional property catastrophe reinsurance markets, including reinstatement premium protection reinsurance contracts;
- Catastrophe bonds (principal-at-risk variable rate notes and other event-linked securities) being referred to collectively as "Cat Bonds");
- Industry loss warranties (both indemnity-based and non-indemnity-based) binary reinsurance or derivative contracts triggered by industry-wide insurance losses (referred to collectively as "ILWs");

- Exchange or over-the counter traded event-linked futures or derivative contracts; and
- Shares of special purpose reinsurers and other securities or instruments the return on which is linked to the occurrence of a predetermined event.

The Funds and Clients themselves do not carry out insurance or reinsurance business in or from within Bermuda. All private collateralized reinsurance arrangements sourced in traditional property catastrophe reinsurance markets, including reinstatement premium protection reinsurance contracts business are entered into by AlphaCat Reinsurance Ltd., (“AlphaCat Re”). AlphaCat Re was incorporated in January 2009 and is registered in Bermuda as a Class 3 insurer under the Bermuda Insurance Act 1978. AlphaCat Re enables the Funds and Clients to participate in risks linked to traditional, fully-collateralized reinsurance contracts and indemnity-based ILW transactions through the issuance of variable funding notes. AlphaCat Re does not issue interests in itself and is not a private fund as defined by the SEC.

The Clients and Funds typically invest in Cat Bonds, non-indemnity based ILWs, event-linked futures and derivatives through AlphaCat Master Fund Ltd. (“Master Fund”). Master Fund was incorporated on July 23, 2008 as a Bermuda exempted, mutual fund company. The Master Fund operates as a special purpose vehicle issuing variable funding notes in relation to specific investments. The Clients and Funds may also, from time to time, invest directly in non-indemnity based Risk-Linked Instruments, including Cat Bonds and direct investments in shares of special purpose reinsurers.

The respective Clients’ or Funds’ interests in Risk-Linked Instruments of AlphaCat Re and Master Fund are documented through variable funding notes purchased from the respective vehicle which originated the investment, subject to the investment guidelines for the applicable Client or Fund. Some Clients or Funds and investment vehicles may have the ability to purchase catastrophe bonds and non-indemnity based contracts directly rather than through the Master Fund. The investments originated for all of the Clients and Funds are selected and managed by AlphaCat Managers with advice from AlphaCat Capital.

The Advisors generally invest collateral, unearned premiums and uninvested assets of a portfolio in:

- Money market funds rated AA-Am or Aaa-mf and holding primarily national government obligations;
- Direct U.S. Treasury obligations or direct obligations of an OECD member country rated at least AA-/Aa3;
- Cash held by a bank rated at least AA-/A3; and
- Collateral pool guaranteed by a financial institution rated at least A-/A3.

AlphaCat Capital does not tailor its advisory services to the individual needs of investors (although AlphaCat Capitals’ advisory services are tailored to meet the investment mandates of the Clients and Funds, as described in the Funds’ Offering Documents and the Client investment

management agreements with AlphaCat Managers). The investors may not restrict investments by the Funds in any capacity.

The Funds have entered into side letter agreements with certain investors. Such agreements may provide such investors with additional notification and disclosure rights and special fee arrangements (but not preferential liquidity terms), among others. The Funds generally enter into side letters only with investors who make substantial commitments of capital.

AlphaCat Capital does not participate in wrap fee programs.

AlphaCat Capital provides sub-advisory services on a non discretionary basis in respect of approximately \$4,541,946,2704 in Regulatory Assets Under Management (“RAUM”), calculated as of December 31, 2017. RAUM is a defined term of the SEC that reflects cash and securities managed for clients as well as all assets of a “private fund” as the SEC defines that term, on a leveraged or gross basis as reflected on the gross asset value line of the balance sheet of the Funds, including committed uncalled capital. The Advisors also provide advice on structuring various insurance portfolios, which fall outside of the RAUM definition.

## **Item 5: Fees and Compensation**

AlphaCat Capital, through its affiliate, AlphaCat Managers and its affiliates, is compensated for the services performed by way of sub-advisory fees. AlphaCat Capital receives sub-advisory fees based on actual operating expenses plus a 12% mark up from AlphaCat Managers and does not charge the Clients or Funds directly for fees. Personnel within the Finance Department of Validus Specialty Underwriting Services, Inc., a subsidiary of Validus, Inc., perform the calculation, on a quarterly basis, pursuant to the service level agreement. The standard applied is that of an arm’s length transaction, which is applied through the cost plus 12% markup as established via transfer pricing studies performed by internal tax advisors annually and external tax advisors every three years on behalf of the Validus group and all of its subsidiaries and affiliates for application to the required public disclosure requirements for the Validus group.

Because this Brochure is being delivered only to “qualified purchasers” under the U.S. Company Act, AlphaCat Capital is not required to provide a fee schedule for the Funds. The fee rates and method of calculation and payment are set forth in the applicable Fund Offering Document. Management fees vary between 0.25% and 1.5% per annum, calculated and accrued monthly and payable quarterly in arrears. Performance fees are charged on a percentage of appreciation above a high water mark, and vary from 0% to 20%, depending on the Fund or Client vehicle involved. Investors should consult the applicable Fund Offering Documents or investment management agreement for more detail. Investors bear the cost of fees payable and performance fees made to the Advisors as such amounts reduce the pro rata returns. AlphaCat Managers and its affiliates, may also receive a percentage of the premium in relation to reinsurance products and insurance underwriting fees. AlphaCat Capital indirectly shares in these fees through the compensation arrangements described in the preceding paragraph.

The Advisors reserve the right to waive or reduce management fees or performance fees with respect to any investor, including its principals, employees and affiliates as may be determined in AlphaCat Managers’ sole discretion from time to time. In general, investments by principals and

employees of the Advisors and their respective affiliates will not be subject to management fees or performance fees.

Management (or underwriting fees) and performance fees may be charged on investment vehicles or separately managed accounts and such fees are negotiated separately for each vehicle or account.

Management fees and performance fees are deducted from investors' assets invested in the Funds. Fees in relation to separately managed accounts are billed directly to the Client, unless otherwise agreed upon. Investors in the Funds do not have the ability to choose to be billed directly for fees incurred.

As described above, the management fee generally is paid monthly in arrears, while the performance fees are paid for each period ending December 31 in each year, or, in the event of a redemption or withdrawal on a date other than December 31, in respect of the period ending as of the date of such redemption or withdrawal with respect to the amount redeemed or withdrawn portion. Fees and expenses are calculated and applied by AlphaCat Managers.

The Funds are responsible for the fees of their administrator, banks and custodian, as well as all other ongoing operating costs and expenses of the Funds. Clients are responsible for fees related to their accounts, such as custodial fees, brokerage fees or other acquisition costs. Please see Item 12 of this Brochure for further discussion of brokerage and other acquisition costs. In general, standard brokerage expenses are 5-10% or less of the premium for collateralized reinsurance transactions. Other expenses include: administrative expenses (e.g., administrative, legal, accounting, auditing and other expenses), registration, regulatory and self-regulatory fees, trustee and letter of credit fees in respect of collateral arrangements, custodial fees, premium or other taxes, and extraordinary expenses, if any. The foregoing expenses are exclusive of, and in addition to, the management and performance fees of the Advisors. The Advisors do not receive any portion of the foregoing expenses.

Investors should refer to the relevant Fund Offering Documents for a complete understanding of fees and expenses they may pay. Clients should refer to their investment management agreement for a complete understanding of the fees and expenses they may pay, as well as referencing their custodial agreements for other charges related to their account. The information contained herein is a summary only and is qualified in its entirety by such documents.

The Advisors do not charge Client fees in advance. Because we do not require Clients to pre-pay fees there is no opportunity to obtain a refund.

None of AlphaCat Capital, AlphaCat Managers or their supervised persons accepts compensation for the sale of securities or other investment products.

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

As discussed in Item 5, AlphaCat Capital, through its affiliate AlphaCat Managers, may indirectly share in performance fees based on the appreciation in the net asset value of investments or shares in a Fund. The performance fee is assessed on both realized and unrealized gains, and



accordingly, an incentive allocation or performance fee may be paid on gains which may subsequently never be realized. The Advisors also manage certain types of products on a management fee only basis. The performance fee may create a conflict of interest in that there may be an incentive for the Advisors to make investments for the Clients and Funds which are riskier than would be the case in the absence of a fee based on performance. The Fund Offering Documents and investment management agreements describe in detail how performance-based compensation is charged and disclose the risks associated with such performance-based compensation prior to making an investment.

The Advisors manage separate accounts that may seek similar investments as those of the Funds. AlphaCat uses its allocation policies and procedures in order to address any conflicts of interest.

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

The Advisors provide investment advice primarily to Clients that are qualified purchasers and Funds that are privately offered pooled investment vehicles open for investment by sophisticated institutional and high net worth investors, as described in this Brochure. Investors will be required to satisfy certain minimum regulatory requirements and make the minimum investment required for the particular Fund. See Item 4 – Advisory Business above.

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

A. Methods of Analysis and Investment Strategies. The Advisors' strategy is to provide investors with returns that are not significantly correlated to traditional financial markets by constructing a portfolio of risk-linked instruments that enable access to the broad universe of property catastrophe risks. The Advisors advise their Clients and Funds regarding the investment instruments in which the Clients and Funds will invest, and on what terms, pursuant to the investment objectives and strategies to be employed by the particular Client or Fund. The Advisors utilize the analytical, risk-sourcing and selection capabilities available within the Validus group. Investors should be aware that investing in securities involves risk of loss that they should be prepared to bear.

B. Risk of Loss. The purchase of shares or interests in a Fund involves a number of significant risks and other important factors relating to general business conditions and investments in pooled investment vehicles, generally, and relating to the structure and investment objectives of the Fund, in particular. Accordingly, investors should carefully consider the following risks, among others that are disclosed in more detail in the Fund Offering Document:

Reliance on Adviser and its Personnel. AlphaCat Capital provides advisory services on a non-discretionary basis while AlphaCat Managers has complete discretion in investing the Fund's or Client's assets. AlphaCat Capital has not been delegated such discretion. A Client or Fund account's success depends, to a great extent, on the Advisors' collective ability to select investments and allocate assets. There can be no assurance that the Advisors will be successful. The death, disability or cessation of employment of personnel of the Advisors could have a material adverse effect on the investment performance of the Advisors' Clients or Funds.

Restricted Liquidity and Limited Transferability of Fund Interests. Investors are not able to redeem or withdraw their shares or interests in a Fund, except periodically upon notice as set forth in the governing documents of the Fund, and subject to other limitations or conditions on the ability to receive redemption or withdrawal proceeds. There is no market for Fund shares or interests, and investors are not permitted to assign or transfer their Fund shares or interests, except with AlphaCat Managers' prior written consent, which it may withhold.

Special Investments. Pursuant to the terms of and as described in more detail in the Fund's governing documents, the Funds may issue non-redeemable, non-voting, participating shares ("SI Shares") to existing shareholders in respect of their participation in Special Investments which are illiquid or incapable of ready valuation. SI Shares are not offered separately but rather are issued to existing Shareholders in exchange for a portion of their Shares. Only Shareholders which are Shareholders at the time that SI Shares are issued will participate in the underlying Special Investments. Investors may not redeem their SI Shares in a Fund and investors will be required to hold such SI Shares indefinitely, until the underlying recovery investment is realized or capable of ready valuation.

Lack of Diversification. Depending on the investment objectives, strategies and guidelines of the particular Client or Fund account, the Advisors may establish fixed guidelines limiting the amount of Client or Fund assets that may be subject to the risks in a particular geographic region or peril and limiting the size of certain portfolio positions as a percentage of the Client or Fund account's net assets. However, such guidelines may nevertheless allow a Client or Fund account to hold a single or few relatively large (in relation to its assets) investments in a single geographic region, with the result that a loss in any such investment position or group of positions could have a material adverse effect on the Client or Fund account's investment performance.

Exchange Rate Risk. The Client or Fund accounts may invest in non-U.S. instruments that are denominated or quoted in non-U.S. currencies, whereas the functional currency of the Client or Fund account is denominated in U.S. dollars, performance may be significantly affected, either positively or negatively, by fluctuations in the relative currency exchange rates and by exchange control regulations. To the extent the Client or Fund account seeks to hedge its currency exposure, it may not always be practicable to do so. Moreover, hedging may not alleviate all currency risks. Furthermore, the Client or Fund account may incur costs in connection with conversions between various currencies. Currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies

Absence of Regulation. The Funds are privately offered pooled investment vehicles that do not have the regulatory protections afforded to U.S.-registered investment companies or other similar vehicles. The Funds' shares or interests are not registered for sale to the public in the United States or in any jurisdiction.

Conflicts of Interest. The Advisors are subject to various conflicts of interest in their relationship with the particular Client or Fund account and other operating entities of the Validus group. The Advisors and other Validus operating subsidiaries may utilize analytical and underwriting resources to analyze whether to invest in, as well as how to value, Risk-Linked Instruments. Although the Clients, Funds and other Validus group subsidiaries will generally accept risk

pursuant to different types of legal formats (*e.g.*, fully-collateralized Risk-Linked Instruments being acquired by the Client or Fund accounts as opposed to traditional uncollateralized reinsurance contracts written by other Validus operating companies), there may be situations in which Validus and the Clients or Funds have competing interests. The Advisors manage a number of different Client and Fund accounts with similar or different investment objectives, strategies and guidelines, which may compete with other Client accounts and present conflicts in the allocation of investment opportunities.

### C. Specific Risks of Loss.

There are various material risks that are attendant to the specific Risk-Linked Instruments utilized by the Advisors for the Client and Fund accounts of which investors should be aware. Certain of these risks are set out below. For a more complete statement of the risks related to the Funds' investments, please refer to the applicable Fund Offering Documents.

Risk of Loss Due to Catastrophic Events. Client or Fund accounts may invest in Risk-Linked Instruments, the investment returns of which are related to the occurrence of catastrophic or other events. Such instruments may be subject to the risk of sudden, total loss or reduction of principal and/or interest due to the occurrence of catastrophic or other events. Accordingly, such instruments are speculative, and the Client or Fund account could lose all or part of the principal or interest, or an amount in excess of any premium collected with respect to such instruments upon the occurrence of a catastrophe or other event. These, as well as other factors, can cause sudden and severe price movements in Risk-Linked Instruments

Unpredictability of Risk. With respect to Risk-Linked Instruments, prospective investors should be aware that the type, frequency and severity of naturally occurring catastrophic events are difficult to predict. While the economics of such instruments may rely on the occurrence or non-occurrence of certain catastrophic or other events, such events are difficult to predict or model, and thus the expected return on an investment with respect to such instruments is difficult to calculate. Certain Risk-Linked Instruments may include exposure to the risk of loss from certain acts of terrorism or other non-elemental events, the occurrence and quantification of which may be difficult or impossible to predict. While the Advisors will make assessments regarding the expected investment return on Risk-Linked Instruments, because of the unpredictability of the catastrophic or other events upon which investment return may be based, there can be no assurance that the investment return provided by such instruments will be adequate to compensate Clients or Funds for the risk borne thereby.

Cat Bonds and Derivative Instruments; Counterparty Default Risk. Client or Fund accounts may invest in various forms of over-the-counter securities and derivative instruments (such as swaps, over-the-counter variable rate notes and other event-linked securities and derivatives). Over-the-counter derivative instruments and securities are not traded on an exchange or subject to direct government regulation. Rather, these instruments are traded through an informal network of banks and other dealers, and in light of the unregulated nature of the agreements evidencing the transactions, can apply discretionary margin and credit requirements. Also, some instruments traded in the over-the counter market may have fewer market makers, wider spreads between their quoted bid and asked prices and lower trading volumes, resulting in comparatively greater price

volatility and less liquidity than the securities of companies that have larger market capitalizations and/or that are traded on major stock exchanges or the market averages in general.

Credit Ratings. Credit ratings risk is inherent in certain of the insurance-based instruments that will be part of the Clients' or Funds' investment portfolios (e.g., catastrophe bonds and other insurance-linked securities offered by special purpose entities). When possible, decisions to invest in these securities will take into account any credit ratings issued by major rating agencies, such as Moody's, or Standard & Poor's. Because not all of the instruments that will comprise a Client's or Funds' portfolio are expected to be rated, the Advisors will be guided by its internal guidelines for acceptable ratings surrogates. However, the insurance-based instruments in which the Clients or Funds invest need not have any particular rating of creditworthiness, unless specified in the Client or Fund governing documents or agreements.

Risks Specifically Associated with Risk-Linked Instruments. Ownership of insurance-linked or a Cat Bond security involves a degree of risk because of a number of characteristics which may be common to such securities, such as the following:

- **Limited Resources of Issuers.** The issuers of such securities often are thinly capitalized, special-purpose entities that do not have ready access to additional capital. In the event of unanticipated expenses or liabilities, such entities may not have the resources available to pay such expenses or liabilities or the required interest and/or principal on their issued securities.
- **Investments of Issuers.** The ability of issuers of insurance-linked or catastrophe securities to provide the expected investment returns on their issued securities is based in part on such entities' investments, which may be subject to credit default risk, interest rate risk and other risks.
- **Regulation.** Entities that issue insurance-linked or catastrophe securities may be subject to substantial regulation of their insurance and other activities. Such regulation can lead to unanticipated expenses that may result in such an entity being unable to satisfy its obligations, including those related to its issued securities. Conversely, because such entities often are domiciled in non-U.S. jurisdictions, such entities may not be subject to the same degree of regulatory oversight to which investors may be accustomed to seeing issuers and insurance companies subject in the U.S. Similarly, because such entities often are subject only to the laws of non-U.S. jurisdictions, it could be difficult for an investor in such an entity to make a claim or enforce a judgment against the entity or its directors or officers. Because insurance-based instruments have certain features and an investment return that may be based on the occurrence of events which traditionally are the subject of insurance, it is possible that insurance regulatory authorities or courts could determine that the purchase or holding of such securities or the writing of such derivatives constitutes the conduct of the business of insurance or reinsurance, which may have a material adverse impact on Client accounts.
- **Subordination.** Insurance-linked or catastrophe securities often are subordinated to other obligations of the issuer, such as those obligations to a ceding insurer. 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.

**The foregoing is only a brief summary of certain risks relating to the Clients or Funds and their investments. Prospective investors in the Funds are urged to review the applicable Fund's Offering Document and other governing documents for more detailed statement of the material risks, conflicts of interest and terms of investment in a Fund. Prospective separately managed account clients should refer to their managed account agreement and any supplementary risk disclosure provided by the Advisors for additional information on material risks, conflicts of interest and terms applicable to their accounts. There can be no guarantee that the Advisors' investment recommendations will be successful or that a Client's or Fund's investment objective will be achieved.**

## **Item 9: Disciplinary Information**

None of AlphaCat Capital, AlphaCat Managers or any of their officers, directors, employees or other management persons or affiliates, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

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

Neither AlphaCat Capital, AlphaCat Managers nor any of its management personnel are registered with, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

AlphaCat Managers organizes and sponsors the Funds, for which it serves as discretionary Investment Manager and for which AlphaCat Capital serves solely in an advisory capacity on a non-discretionary basis. AlphaCat Capital does not have the authority to implement or execute transactions on behalf of the Funds or Client accounts. AlphaCat Managers is registered as an investment adviser with the SEC and as a commodity pool operator with the U.S. Commodity Futures Trading Commission.

AlphaCat Capital's affiliate, AlphaCat Managers, also acts as an insurance manager to AlphaCat Re, a Class 3 licensed Bermuda Insurer. All of the outstanding voting shares of AlphaCat Re Ltd are held by AlphaCat Managers Ltd. AlphaCat Managers also constructs portfolios for individual investors consisting of traditional reinstatable reinsurance contracts and collateralized reinsurance arrangements sourced through our licensed reinsurer, which fall outside of the SEC's definition of investment advisory activities.

The Advisors do not believe that the affiliated entities discussed above, create a material conflict of interest with the Clients, Funds or investors because all relationships are fully disclosed. The independent directors of the Funds provide direction and oversight of the Advisors' investment management activities for the Funds and on behalf of investors, thus creating a further check on the Advisors.

The Advisors do not recommend or select other investment advisers for its Clients or Funds nor does it receive compensation directly or indirectly from such advisers that would create a material conflict of interest. Nor do the Advisors have other business relationships with such advisers that would create a material conflict of interest.

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

AlphaCat Capital has adopted a Code of Ethics and Conflicts of Interest Policy and Procedures, as implemented by and through AlphaCat Managers which contains provisions designed to (i) prevent improper personal trading by employees; (ii) prevent improper use of material, non-public information about securities recommendations made by the Advisors or securities holdings of advisory clients or funds and (iii) identify conflicts of interest, including monitoring of pay-to-play issues that could arise due to political donations by the Advisors or their personnel.

The Advisors are subject to a unified compliance program and a single compliance manual (the “Compliance Manual”) that applies to both of the Advisors. The policies and procedures referenced in this Section 11 are contained in the Compliance Manual. The Advisers will provide a copy of the Code of Ethics free of charge to any Client, investor or prospective client or prospective investor upon request. Requests may be made by contacting Advisors’ Chief Compliance Officer, Robert Kuzloski at (441) 278-9000 or email robert.kuzloski@validusholdings.com.

Neither the Advisors nor their related persons recommend to Clients or Funds, or buy or sell for Client or Fund accounts, securities in which the Advisors or a related person has a material financial interest. However, AlphaCat Re and the Master Fund perform a role in sourcing specific types of insurance linked securities, as discussed in Item 4. In addition, the Advisors may select investments for Funds and Clients that include reinsurance contracts that have been underwritten and fronted by Validus Re an affiliate of AlphaCat Capital and AlphaCat Managers, in addition to the underwriting performed on behalf of the Advisors and certain entities under its control. Validus Re earns a fee for taking the risk involved with fronting such contracts on renewal (i.e. taking the risk on the second limit).

Generally, neither the Advisors nor their related persons invest in the same securities that the Advisors or a related person recommends to clients; provided that exceptions may from time to time occur, and which are subject to procedures contained in the Compliance Manual and as applicable the allocation policy, as discussed below in Item 12. However, related persons of AlphaCat Capital and AlphaCat Managers do have investments in the Funds. The fact that such persons have financial ownership interests in the Funds creates a potential conflict in that it could cause the Advisors to make different investment decisions than if such parties did not have such financial ownership interests. Potential conflicts relating to personal trading by employees of the Advisors are addressed by the personal securities transaction policies set forth in the Code of Ethics within the Compliance Manual.

## **Item 12: Brokerage Practices**

### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.**

1. Research and Other Soft Dollar Benefits. As the investment manager to its Client and Fund accounts, AlphaCat Managers has the complete authority to determine what securities and

investment instruments its Clients and Funds should buy or sell and what brokers or dealers the Client and Fund accounts should use, and on what terms, while AlphaCat Capital provides advisory services only, recommending and monitoring investments that are implemented by AlphaCat Managers. The majority of the investments made by the Client and Fund accounts are transactions in reinsurance contracts and over-the-counter securities or other non-exchange traded instruments entered into on a principal-to-principal basis. Such transactions are entered into with dealers, counterparties or issuers as principal opposite the Client or Fund account. To the extent AlphaCat Managers causes a Client or Fund account to purchase or sell a security or other investment instrument through a broker on an agency basis, AlphaCat Managers has the discretion to consider the value of products, research or services provided to AlphaCat Managers by the broker consistent with the “safe harbor” for fiduciaries' use of “soft dollar” arrangements pursuant to Section 28(e) of the United States Securities Exchange Act of 1934, as amended, to the extent applicable. As of the date of this Brochure, the Advisors do not participate in “soft dollar” arrangements.

2. Brokerage for Client and investor Referrals. AlphaCat Capital does not recommend or refer Clients or investors to Brokers. In selecting or recommending broker-dealers, AlphaCat Managers does not consider as a factor whether or not AlphaCat Managers or its related persons will receive Client or investor referrals from a broker-dealer or third party.

3. Directed Brokerage. The Advisors do not utilize directed brokerage arrangements.

#### **B. Aggregation of Trades.**

AlphaCat Capital has no ability to execute or aggregate trades. AlphaCat Managers has the discretion to bunch Client orders for the same securities or other investment instruments in one order where it is in the best interests of the Client accounts to do so. AlphaCat Managers generally will seek to do so where bunching in the particular instance is practicable, administratively efficient, and would reduce transaction costs. AlphaCat Managers will seek to allocate such executed transactions among the participating Client accounts on a basis that is fair and equitable to all Client accounts, taking into account any relevant factors, such as account size, or applicable investment objectives, guidelines or restrictions. AlphaCat Managers is under no duty to bunch orders, however, and in many instances it may not be practicable to do so, given the nature of the investment instruments that AlphaCat Managers trades for its Client accounts.

AlphaCat Managers has also implemented a comprehensive allocation policy to guide allocations between the Clients, Funds and Validus Re in relation to participation in the same layer and where fronting funding is provided by Validus Re. The allocation policy and procedures are designed to ensure that allocation across Clients, Funds and related entities are handled in a fair and equitable manner.

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

A. Periodic Review. The Investment Committee for the Advisors review the performance of Client and Fund accounts on an ad hoc basis as necessary in relation to investment decisions such as renewals. The Advisors then advise the Clients and Fund accounts as to the amount of assets

that should be allocated to various instruments pursuant to each Client or Fund account's investment objectives and strategies.

B. Triggered Review. The Portfolio Managers of the Advisors engage in more frequent reviews of Client or Fund accounts on an as-needed basis as circumstances warrant, for example, periods of impending major storm activity or other unusual events.

C. Content and Frequency of Reports. Except as otherwise specified in the governing documents of the relevant Fund account, each investor in a Fund receives (i) a monthly unaudited statement of the value of its investments, (ii) a monthly review of the performance of such Fund in the form of a newsletter, (iii) an annual audited financial statement of such Fund, and (iv) annual U.S. tax-related information regarding the investor's investment in the Fund, if applicable. Client accounts receive reports according to the frequency established in the applicable investment management agreement or other governing document.

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

No one other than AlphaCat Managers provides an economic benefit to AlphaCat Capital for the provision of investment advice or other advisory services. The Clients and Funds pay all fees to AlphaCat Managers, who then pays an agreed upon fee to AlphaCat Capital for its services.

AlphaCat Capital does not compensate third parties for investor referrals.

## **Item 15: Custody**

AlphaCat Capital is deemed to have custody of Client funds and securities because its affiliate, AlphaCat Managers generally is deemed to have custody of the assets in the Fund accounts, through affiliates within each private fund structure, pursuant to the SEC's rules under the Advisers Act. In those cases, AlphaCat Managers complies with the applicable custody-related rules and requirements. In particular, AlphaCat Managers expects to deliver to its Fund investors audited U.S. GAAP financial statements of each Fund within 120 days after the end of the Fund's fiscal year, as an alternative to undergoing a surprise examination and requiring the Fund's qualified custodians to deliver quarterly account statements showing the investments of the Fund to each Fund investor. In any event, investors should review carefully the audited financial statements and other reports they receive from AlphaCat Managers or the Funds.

## **Item 16: Investment Discretion**

AlphaCat Capital does not have discretionary authority over Client or Fund accounts. However, AlphaCat Managers is granted discretionary authority from the Clients and Funds at the outset of an advisory relationship to select and identify the amount of securities and other investment instruments to be bought or sold, pursuant to the terms of the governing documents of the Client or Fund. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives, strategies and guidelines for the particular Client or Fund account.



When selecting securities and determining amounts, the Advisors observe the investment policies, limitations and restrictions of the Clients or Funds they advise. Any material investment guidelines and restrictions will be disclosed to the Fund's investors in the applicable Fund Offering Documents or otherwise in writing to Clients with separately managed accounts.

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

It should be noted that, given the nature of its investment activities on behalf of the Clients and Funds, it is not anticipated the Client or Fund accounts will hold voting securities. Nonetheless, the Advisors have adopted proxy voting policies and procedures as required by SEC rules and should the Advisors receive a proxy they will vote it in the best interest of the Client or Fund. Clients and Fund investors may obtain a copy of the Advisors' proxy voting policies and procedures upon request. A record of all proxy decisions will be retained by the Advisors and available for inspection by Clients and Fund investors. For information regarding the Advisors' proxy voting record or for a copy of its proxy voting policy and procedures, please contact Mr. Robert Kuzloski at (441) 278 9000 or email [robert.kuzloski@validusholdings.com](mailto:robert.kuzloski@validusholdings.com).

### **Item 18: Financial Information**

A balance sheet is not required to be provided as AlphaCat Capital does not solicit fees more than six months in advance.

AlphaCat Capital does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients.

AlphaCat Capital has not been subject to any bankruptcy proceeding during the past 10 years.