

PART 2A OF FORM ADV UNIFORM APPLICATION  
FOR INVESTMENT ADVISER REGISTRATION

FIRM BROCHURE  
FOR

**GP ADVISORS (BERMUDA) LTD.**

**GP Advisors (Bermuda) Ltd.**  
**Item 1. Cover Page**

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PART 2A OF FORM ADV UNIFORM APPLICATION FOR  
INVESTMENT ADVISER REGISTRATION

FIRM BROCHURE  
FOR

**GP ADVISORS (BERMUDA) LTD.**

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Date of Brochure: March 2018

This brochure provides information about the qualifications and business practices of GP Advisors (Bermuda) Ltd. If you have any questions about the contents of this brochure, please contact us at +1 441 279-0604 and/or [cristiane.oliveira@gp-investments.com](mailto:cristiane.oliveira@gp-investments.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

**GP Advisors (Bermuda) Ltd.**  
**Item 2. Material Changes**

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There are no material changes to report.

**GP Advisors (Bermuda) Ltd.**  
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## **GP Advisors (Bermuda) Ltd.**

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

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- A. GP Advisors (Bermuda) Ltd. (which is referred to in this brochure as “GP Advisors” or “we”) commenced operations in 2013. GP Advisors is duly incorporated, validly existing and in good standing under the laws of Bermuda. GP Advisors is directly controlled by GPAM, Ltd., a company duly incorporated under the laws of the Cayman Islands, and which holds 100% of the equity capital of GP Advisors. GPAM, Ltd. is wholly-owned by GP Investments, Ltd. (“GP”), a Bermuda exempted company, which is listed on the *EuroMTF* Luxembourg Stock Exchange in Luxembourg and traded on the stock exchange managed by the Brazilian Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) in São Paulo, Brazil, via Brazilian Depositary Receipts. The share capital of GP is divided into two classes: Class A Shares, which are restricted voting shares, and Class B Shares, which are voting shares. Currently, all the Class B Shares of GP are held by Partners Holdings, Inc., an International Business Company incorporated in the British Virgin Islands. The controlling shareholders of Partners Holdings, Inc., who indirectly control GP and thereby indirectly control GP Advisors, are Antonio Carlos Augusto Ribeiro Bonchristiano and Fersen Lamas Lambranh.
- B. GP Advisors is the business unit within the GP group of companies that focuses on private equity investments around the world through both secondary investments and direct co-investments. GP Advisors is responsible for managing the investment portfolio of Spice Private Equity Ltd. (“Spice” or the “Client”), a listed investment company in Switzerland ([www.spice-private-equity.com](http://www.spice-private-equity.com)). Spice shares are listed on the SIX Swiss Exchange under the ticker symbol SPCE.

Spice Private Equity (Bermuda) Ltd. (“Spice Bermuda”) is a wholly-owned subsidiary of Spice (together, Spice and Spice Bermuda are referred to in this brochure as the “Spice Group”). Spice Bermuda was formed as an investment structuring vehicle of Spice. Spice’s investment objective is to achieve long-term capital growth for shareholders by investing directly in companies (“Direct Investments”) and in private equity specialized funds (“Fund Investments”), which may include investments in private equity and private equity-related instruments, and opportunistically in certain categories of credit products. Investments are typically made through Spice Bermuda.

Spice Bermuda has entered into an Investment Management Agreement with GP Advisors, pursuant to which GP Advisors is engaged to provide investment management services with respect to Spice Bermuda’s assets. GP Advisors will invest and re-invest Spice Bermuda’s assets and be responsible for the day-to-day investment activities of Spice Bermuda. In connection therewith, GP Advisors shall (i) originate investment opportunities; (ii) analyze and investigate potential investments and dispositions (in each case, in a manner consistent with the objectives set out in the Client’s investment guidelines), including identification of potential purchasers and evaluation of offers made by such potential purchasers; (iii) structure investments; (iv) supervise the preparation and review of all documents required in connection with each investment (including the disposition thereof), and implement investment and divestment decisions; (v) review proposals for asset allocation; (vi) monitor and evaluate investments made by Spice Bermuda and their respective performance; (vii) maintain an investment committee (“Investment Committee”) which shall manage the investment and re-investment of the investments and other assets of Spice Bermuda, and make final decisions and approve all matters relating thereto, among other matters, as detailed in the Investment Management Agreement; and (viii) prepare portfolio valuation, quantitative and qualitative reports describing the existing portfolio of Spice Bermuda and overviews of the investment pipeline.

- C. GP Advisors tailors its advisory services to the individual needs of the Client. GP Advisors' investment management services are provided on a discretionary basis with respect to the acquisition, management and disposition of investments, and in connection therewith, GP Advisors is authorized to seek out, identify, analyze, pursue, arrange and execute transactions around the world. GP Advisors is also authorized to take all steps necessary or desirable in (i) determining all matters relating to the manner, method and timing of any such investment transactions; (ii) making and executing all documents in connection with the foregoing; and (iii) taking any other action that is necessary or incidental to the foregoing, subject in each case to the prior approval of its Investment Committee. GP Advisors' Investment Committee is composed of up to five (5) members. According to the Investment Management Agreement, the Board of Directors of Spice Bermuda (the "Board") shall delegate to GP Advisors, acting through the Investment Committee, the powers, duties, discretions, authority and responsibility as are vested in the Board to, on behalf of and in the name of Spice Bermuda, make final decisions and approve all matters relating to the management and re-investment of the investments and other assets of Spice Bermuda.

GP Advisors is party to a Management and Investment Advisory Agreement (the "Sub-Advisory Agreement") with GP Investimentos Ltda. ("GP Ltda." or the "Sub-Advisor"), an affiliate of GP Advisors, pursuant to which GP Ltda. shall provide management and investment advisory services to GP Advisors with respect to (i) Spice Bermuda's existing portfolio of Fund Investments and Direct Investments (the "Existing Portfolio"); and (ii) Spice Bermuda's future assets portfolio.

The Sub-Advisory Agreement's mandate is for GP Ltda. to originate and recommend to GP Advisors investment opportunities for Spice Bermuda, consistent with the purposes of Spice's investment objectives. In general, GP Ltda. will monitor and evaluate investments and provide such other services related thereto, including with respect to the run-off of the Existing Portfolio, as GP Advisors may reasonably request from time to time (collectively, the "Investment Services"). The Investment Services rendered by GP Ltda. will, among other things, include: (i) monitoring, evaluation and review of Fund Investments and Direct Investments and their respective performance; (ii) monitoring and evaluation of market developments for direct and co-investments; (iii) analyzing and investigating potential investments; (iv) analyzing and investigating potential dispositions of investments, including identification of potential purchasers and evaluation of offers made by such potential purchasers; (v) structuring of investments; (vi) negotiating transactions and supervising the preparation and review of all documents required in connection with each investment (including, the disposition thereof); and (vii) delegating up to two (2) senior management members to the Board of Directors of Spice.

GP Advisors has also entered into an Administrative Services Agreement with Spice, pursuant to which GP Advisors shall provide administrative services to the Client in regards to (i) preparation of periodic reports, including quarterly and annual financial reports; (ii) observing reporting obligations of the Client, in particular under the rules and regulations of the SIX Swiss Exchange, and preparing the necessary documentation therefor; (iii) acting as internal anti-money laundering body for Spice; (iv) administration with regard to shareholders meetings and board meetings, including preparing the necessary documents therefor; (v) managing the annual external audit of the financial statements; (vi) *liaison* with authorities, including preparation of tax returns; and (vii) managing relationships with third-party professional service providers such as accountants and legal advisors.

In addition, GP Advisors has entered into an Administration Support Service Agreement with GP North America, LLC (“GPNA”), an affiliate of GP Advisors, pursuant to which GPNA shall provide administration support services to GP Advisors in regards to: (i) provision of accounting services including preparing local statutory accounts and coordination with auditors; (ii) assistance in the preparation of valuations and financial reporting; and (iii) sustaining and maintaining investor relations activities.

- D. GP Advisors does not participate in wrap fee programs.
- E. As of December 31, 2017, GP Advisors advised approximately \$228,651,049 in Client assets on a discretionary basis, and \$0 in Client assets on a non-discretionary basis.

## **GP Advisors (Bermuda) Ltd.**

### **Item 5. Fees and Compensation**

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- A. For providing investment management services to Spice Bermuda, GP Advisors is entitled to receive a management fee (the “Management Fee”). Each payment of the Management Fee is made quarterly in arrears. The Management Fee paid by Spice Bermuda to GP Advisors is CHF 5 million per annum. After 31 December 2018, the Management Fee will equal  $\frac{1}{4}$  of 1.5% of Spice’s net asset value on the last business day of the calendar quarter immediately prior to the calendar quarter with respect to which the Management Fee is being determined.

In addition to the Management Fee, GP Advisors is also paid a performance fee for its services under the Investment Management Agreement (the “Performance Fee”) which is calculated semiannually, on the last business day of a calendar semester (01 Jan – 30 Jun / 01 Jul – 31 Dec). The Performance Fee is equal to 10 % of the increase, if any, in the Client’s NAV above a 5 % hurdle and subject to customary catch-up and high-watermark clauses. The high-watermark was reset to the USD value of the Client’s NAV as of 31 December 2014 (USD 203.6 million). No Performance Fees have been accrued or paid as of 31 March 2018 or up to that point. Detailed calculations of the Performance Fee and the Management Fee (together, the “Advisory Fees”) are described in the Investment Management Agreement.

For providing administrative services to Spice, GP Advisors is entitled to receive a fee of CHF 100,000 (the “Administrative Services Fees”) per calendar year, plus out-of-pocket expenses reasonably incurred by GP Advisors in connection with the administrative services. At the beginning of each calendar quarter, Spice shall pay 25% of the Administrative Services Fee plus 100% of the out-of-pocket expenses reasonably incurred by GP Advisors in connection with the administrative services provided in the previous calendar quarter, both upon receipt of an invoice setting out in reasonable detail the nature of the invoice items. In case of termination of the Administrative Services Agreement for any reason, the unused Administrative Services Fees paid in advance shall be refunded to Spice based on the number of remaining days in the calendar quarter.

Because GP Advisors has no U.S. clients, we are not including a fee schedule.

- B. Since the Client controls 100% of the capital of Spice Bermuda, the Client shall be liable for all Advisory Fees and Administrative Services Fees.
- C. The Client is responsible for paying, directly or indirectly, expenses in connection with transactions effected, or positions held on behalf of Spice Bermuda pursuant to GP Advisors’ exercise of its duties hereunder. Expenses include, but are not limited to custodial fees, clearing fees, brokerage commissions, interest and commitment fees on loans and debit balances, withholding or transfer taxes and broken deal expenses (third-party expenses related to a potential investment that is not ultimately made or a potential disposition of an investment that is not actually consummated, including without limitation: (i) commitment fees that become payable in connection with a potential investment that is not ultimately made; (ii) legal, consulting and accounting fees and expenses; (iii) printing expenses; (iv) travel expenses; and (v) expenses incurred in connection with the completion of due diligence concerning a potential investment for the Spice Group’s portfolio).



- D. GP Advisors does not require payment of Advisory Fees in advance from the Client, but Administrative Services Fees are paid in advance by the Client.
- E. Neither GP Advisors nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

## **GP Advisors (Bermuda) Ltd.**

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

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Generally, GP Advisors expects to receive Performance Fees for its advisory services. Such fees are subject to the terms established in the Investment Management Agreement and are as described above in Item 5. Performance-based compensation will create an incentive to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation.

The only client of GP Advisors is Spice. Therefore, GP Advisors will not generally find itself faced with conflicts of interest with respect to investment allocations.

As explained in detail on Item 4 above, GP Advisors has entered into a Management and Investment Advisory Agreement with GP Ltda. pursuant to which GP Ltda. will provide Investment Services. GP Advisors has also entered into an Administrative Services Agreement with Spice to provide administrative services.

The Sub-Advisor is also an advisor of certain private equity and real estate funds (the “Funds”) focused in Brazil and, to a lesser extent, other Latin American countries. GP Ltda.’s investment management services provided to the Funds and GP Advisors may have an overlapping mandate. GP Ltda. will, from time to time, be presented with investment opportunities that fall within the investment objective of GP Advisors and/or the investment objectives of the Funds. Investments that are within the primary investment focus of a particular client will be allocated to such client. Investments determined to be outside a client’s primary investment focus as well as investments that are determined in good faith by GP Ltda. not to be suitable for such client may be made away from such client.

Certain factors may generate conflicts of interest between GP Advisors and its related persons in light of the asset management activities performed by each of them. While GP Advisors intends to avoid situations involving conflicts of interest, there may be situations in which the interests of the Spice Group in Direct Investments and in Fund Investments may conflict with the interests of GP Advisors or its related persons. GP Advisors will use its good faith judgment as to the best interests of the Client and shall take actions as may be necessary or appropriate to ameliorate such conflicts of interest.

GP Advisors and/or its affiliates may co-invest with Spice Bermuda in Direct Investments with respect to which GP Advisors advises Spice Bermuda, provided that such investments shall be on the same terms as the Direct Investments made by Spice Bermuda (subject to GP Advisors’ right to receive fees, determined on an investment by investment basis, for structuring such investments) and shall be allocated in good faith and with the approval of the independent board members of Spice. The Client is responsible for all expenses of making Direct Investments that are not consummated, even if co-investments were contemplated during the structuring of such transaction.

The Spice Group expects to invest significant amounts of capital in each Direct Investment and is therefore expected to maintain a high portfolio concentration in these investments. In the case of a Fund Investment of which GP or its affiliates is the general partner, the Spice Group investment shall not represent more than 10 % of such fund’s aggregate committed capital. Further, as long as there remains in effect an Investment Management Agreement between GP Advisors and Spice Bermuda, the Spice Group shall not pay any additional management or performance fees to GP or its affiliates related to any investment made by the Spice Group in respect of primary fund commitments where GP or an affiliate thereof also acts as the general partner or manager of such fund. Customary fees may, however, be

payable in respect of secondary limited partnership interests in funds managed by GP or its affiliates which have been or may in the future be acquired from third parties in arm's length transactions.

GP Advisors shall devote such time to the Client as is reasonably required to conduct its advisory business.

**GP Advisors (Bermuda) Ltd.**  
**Item 7. Types of Clients**

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GP Advisors provides investment advice to Spice, a listed investment company based in Switzerland. Spice shares are listed on the SIX Swiss Exchange under the ticker symbol SPCE.

GP Advisors does not have any other advisory clients. GP Advisors does not have any requirements for opening or maintaining accounts.

## **GP Advisors (Bermuda) Ltd.**

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

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- A. Spice's investment objective is to achieve long-term capital growth for shareholders through investments in Direct Investments and Fund Investments, which may include investments in private equity and private equity-related instruments, and opportunistically in certain categories of credit products. The focus is to invest directly in companies.

Spice has a global investment focus, and consequently its existing emerging markets-focused portfolio is being repositioned to a global mandate. Spice's allocation efforts are also directed at being a relevant investor, exercising influence over Direct Investments and their corporate governance activities. Therefore, Spice expects to sustain higher concentration in its portfolio by investing significant amounts of capital in each individual transaction.

Spice's portfolio is primarily invested in Direct Investments held alone or in conjunction with other private equity investors in privately held companies, or in the acquisition of shares of publicly listed companies in transactions which will allow for the investor group to exercise significant influence over management. Spice also invests by way of primary and secondary transactions in funds managed by GP and occasionally in funds managed by third-party managers.

In the case of a Fund Investment of which GP or its affiliates is the general partner, the Spice Group investment shall not represent more than 10% of such fund's aggregate committed capital.

GP Advisors' approach in evaluating and arranging investments is driven by Spice's investment objectives. GP Advisors utilizes the following investment philosophy in seeking to achieve long-term capital growth for Spice shareholders: (i) create value by actively exercising influence on the Direct Investment and its corporate governance activities; (ii) develop and execute organic and acquisition-driven growth plans for Direct Investments; (iii) expand EBITDA by revenue and margin expansion through the strengthening of management and operating techniques, leveraging proven international business models; and (iv) focus on companies that have the scale to attract top management, face limited competition, and are well-positioned to access the capital markets.

GP Advisors follows a disciplined investment and risk mitigation approach. GP Advisors identifies, analyzes, pursues, arranges, structures and executes investments. As part of its methods of analysis, GP Advisors' supervised persons prepare acquisition models, which project the value of a potential investment over the anticipated length of the investment as well as targeted returns for such investment. Based on a comprehensive research and due diligence process (legal, tax, financial, compliance, etc.), GP Advisors' Investment Committee will decide if the investment opportunity is suitable (or not) for Spice. No assurance can be given by GP Advisors that Spice's investment objectives will be achieved or, in particular, if Spice will receive a return of its capital over an extended period of time.

Once an investment has been consummated, the Spice Group benefits from GP Advisors' and its affiliates' expertise in general management, marketing, retailing, operations and finance, to optimize the profitability of the investment. GP Advisors' objective is to create value through revenue and cash flow growth. While financial engineering and balance sheet strengthening are important, this

process is typically driven by the need to support operation-driven growth initiatives. GP Advisors operates with a complementary combination of hands-on managerial expertise and financial skills.

- B. Although GP Advisors follows a disciplined investment and risk mitigation approach, it may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted. Investments proposed by GP Advisors involve a significant degree of risk. Prospective shareholders of Spice should consider and be prepared to bear the special risks applicable to investments in private equity throughout the world. Spice's shares are freely transferable, without any limitations, provided that the buyers declare they are the beneficial owners of the shares.

Due to its relatively narrow business activities and its investment management arrangements with GP Advisors, Spice does not have dedicated internal audit personnel. GP Advisors manages risk through a variety of measures. These include various risk regulations that are reviewed by the Board of Directors of Spice on a regular basis.

Spice is exposed to a variety of risks such as:

- Liquidity risk;
- Currency risk;
- Investment related risks; and
- Inadequate financial reporting by portfolio companies.

The Board of Directors of Spice discusses these risks frequently and develops appropriate measures where required. Spice has set up its own internal risk control system, which is updated and reviewed on an annual basis.

**No Assurance of Investment Return:** Investment transactions consummated by the Spice Group that are recommended by GP Advisors involve significant risks. Neither GP Advisors nor its supervised persons can provide assurance that they will be able to identify, choose, make or realize any investment of the type targeted by Spice. There can be no assurance that Spice will be able to generate returns or that the returns will be commensurate with the risks of investing in the types of assets that GP Advisors recommends to Spice. Past investment performance should not be construed as an indication of future performance. There can be no assurance that Spice's investment or risk mitigation objectives will be achieved, that Spice's target return will be achieved or that there will be any return of any capital.

**Reliance on GP Advisors:** Decisions with respect to investments made by the Spice Group will be taken by GP Advisors' Investment Committee, and the Spice Group will be dependent on the diligence and skill of supervised persons of GP Advisors, along with certain other agents and service providers, for the identification, negotiation, acquisition, management and disposition of investments and for risk mitigation transactions. The success of these activities will be highly dependent upon the skill and financial expertise of GP Advisors' supervised persons.

**Success of Investments:** GP Advisors cannot guarantee the success of the Spice Group's investments because it depends on the availability of appropriate investment opportunities and the ability of GP Advisors to identify, select, develop and complete appropriate investments. Moreover, GP Advisors can give no assurance that its investment strategies will be successful in the future.

**Key Personnel:** GP Advisors is dependent on the diligence and skills of its investment team for evaluating and arranging potential investments and making recommendations to its Investment Committee on the selection, structuring and closing of investments. The Spice Group's future success depends to a significant extent on the continued service and coordination of GP Advisors' investment team. The Spice Group also relies on the network of business relationships of its investment team. In addition, it depends on its associates and portfolio managers and their network of relationships to assist GP Advisors in managing and operating its business and identifying, structuring and executing investments. None of these individuals would be easy to replace on short notice.

**Risk of Investments:** GP Advisors cannot guarantee it will be able to assist the Spice Group in liquidating its investments by sale or other disposition at attractive prices or otherwise completing any exit strategy. Accordingly, GP Advisors may not be able to assist the Spice Group in realizing gains from its equity interests, and any gains that it does realize on the disposition of any equity interest may not be sufficient to offset any other losses experienced. An investment strategy focused primarily on privately held companies presents certain challenges, including the lack of available information about these companies. GP Advisors needs to rely on the ability of its investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If GP Advisors is unable to uncover all material information about these companies, it may not make a fully informed investment assessment, and Spice may lose money on its investments. In addition, the disposition process may be time-consuming and the values realized may be unfavorable.

**Liquidity Risk:** Under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of Spice's positions may be reduced. GP Advisors cannot guarantee it will be able to assist Spice in bridging any unfunded commitments or that loan servicing will be available.

**Leverage:** If the Investment Committee of GP Advisors decides to make an investment in a company with a leveraged capital structure, Spice should be aware that such investment will be subject to increased exposure to adverse economic factors such as a significant rise in local interest rates, a severe downturn in the relevant country's economy or deterioration in the condition of such company or its industry. While leverage presents opportunities for increasing total returns, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent the investment is leveraged. The cumulative effect of the use of leverage in a market that moves adversely to its investments could result in a substantial loss to Spice, which would be greater than if it was not leveraged. In the event that a company is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of Spice's equity investment in such company could be significantly reduced or even eliminated.

**Competition:** Because of the risk of increased competition, there can be no assurance that GP Advisors will be able to successfully seek out, identify, analyze, pursue, arrange or execute Spice's investment objectives, as some competitors may have, for example, lower cost of funds and access to funding sources that are not available to Spice. Furthermore, depending on the proposed investment, competitors may be substantially larger and have considerably greater financial, technical and marketing resources than Spice.

**Reliance on Investee Management:** GP Advisors and its affiliates will monitor the performance of each investment, in most cases, through active participation on the board of directors of Direct

Investments and by maintaining an ongoing dialogue with each Direct Investment's management. Nevertheless, it will primarily be the responsibility of management of such Direct Investment to operate such company on a day-to-day basis. Although it is the intent of GP Advisors to seek to advise Spice to invest in companies with strong management, there can be no assurance that the existing management, or any new management of a Direct Investment, will be able to operate the company successfully.

There also exists the possibility that portfolio companies have economic or business interests or goals which are inconsistent with those of Spice, and GP Advisors may not be in a position to influence or otherwise protect the value of such investment. Although GP Advisors plans to seek board representation in connection with each Direct Investment, there can be no assurance that such representation, if sought, will be obtained or, if obtained, that GP Advisors will have the ability through its board representation to protect the value of Spice's investments in all instances.

**Cybersecurity Risks:** The computers, systems and other IT devices used by GP Advisors and GP Ltda. and its service providers to carry out routine business operations employ a variety of protections to prevent service interruptions and/or confidential data leaks. Despite the various protections layers, security can be breached and the Client and its investors could be impacted.

Cybersecurity breaches may cause business operations to be impacted, potentially resulting in financial losses to the Client; impediments to trading; the inability of GP Advisors and GP Ltda. and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; or additional compliance costs, as well as the inadvertent release of confidential information.

- C. GP Advisors' discretionary investment advisory services are with respect to evaluating and arranging potential equity investments around the world and in valuing each such investment made and held by the Client from time to time. The risks mentioned above in Item 8.B describe the material risks related to the advisory business of GP Advisors.



## **GP Advisors (Bermuda) Ltd.**

### **Item 9. Disciplinary Information**

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Please find below disciplinary information related to GP Advisors:

**Criminal proceedings numbers 385390-61.2015.8.09.0146, 365355-17.2014.8.09.0146 and 211813-08.2016.8.09.0146** are related to the same matter, but with specific dates and economic advantages, as detailed below.

Rubens Freitas is one of the Directors of GP Ltda. Mr. Freitas used to serve as Chief Financial Officer of LBR Lácteos Brasil, S.A. (“LBR”), a portfolio company of one of GP Ltda.’s Clients, GP Capital Partners IV, L.P.

Mr. Freitas (and unaffiliated persons) was charged in an indictment with a felony of tax evasion (under article 2th-II of the law number 8.137/90). As a manager of LBR, Mr. Freitas was alleged to have omitted the payment of the “Imposto sobre Operações de Circulação de Mercadoria – ICMS” (a tax on operations and circulation of goods). The economic advantages are in the amounts specified below. The defendant has pleaded not guilty in his preliminary defense. This preliminary defense will be examined in due course by the Criminal Judge. Only after this preliminary examination will the formal discovery phase of the proceeding begin.

Criminal charges can be brought in Brazil in advance of any fact finding. The charges will be dismissed if no evidence of wrongdoing is provided to the Criminal Judge.

**Criminal proceeding n. 385390-61.2015.8.09.0146:**

Date: August 2, 2014

Economic Advantage: R\$ 4.500.000,00 (Brazilian Reais)

**Criminal proceeding n. 365355-17.2014.8.09.0146**

Date: October 26, 2015

Economic Advantage: R\$ 1.229.463,50 (Brazilian Reais)

**Criminal proceeding n. 211813-08.2016.8.09.0146**

Date: June 14, 2016

Economic Advantage: R\$ 1.441.608,56 (Brazilian Reais)

## **GP Advisors (Bermuda) Ltd.**

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

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- A. Neither GP Advisors nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither GP Advisors nor any of its management persons is registered, or has an application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. As described in Item 4 above, GP Advisors' discretionary investment advisory services are provided with respect to the acquisition, management and disposition of investments, and in connection therewith GP Advisors is authorized to seek out, identify, analyze, pursue, arrange and execute such transactions around the world.

GP Advisors is affiliated through common control with the following non-US entities that act as general partners (the "General Partners") of certain private equity and real estate funds and have discretionary authority to make investments on the funds' behalf. Such non-U.S. affiliates of GP Advisors, on behalf of their clients (the Funds), have engaged GP Ltda. to provide investment advisory services to their clients. GP Ltda. is also registered with the SEC as an investment adviser under the Investment Advisers Act of 1940.

- GP Investments III (Cayman), Ltd.
- GP Investments IV, Ltd.
- GP Investments V, Ltd.
- GP Investments VI (Cayman), Ltd.
- GP Real Estate I, Ltd.

GP Ltda. is a company under common control with GP Advisors. It is the advisor of certain private equity funds and real estate funds focused on Brazil and, to a lesser extent, other Latin American countries. GP Ltda. assists its clients as an investment advisor in (i) evaluating and arranging potential equity investments in Brazil and, to a lesser extent, other Latin American countries; and (ii) valuing each such investment made and held by its clients from time to time.

GP Advisors will devote such time as it deems to be reasonably necessary to conduct the advisory activities that it is required to provide to the Client as part of the business and affairs of the Client. However, personnel of GP Advisors are expected to work on several projects at any time and, therefore, conflicts may arise from time to time in the allocation of personnel and other management resources.

BRZ Investimentos Ltda. ("BRZ") is a company under common control with GP Advisors. BRZ is one of the largest independent fund managers in Brazil. BRZ's investment decisions are made independently from GP Advisors (i.e., investment decisions are not made by GP Advisors' supervised persons).

GP Local Advisor UK LLP ("GP UK") is a company under common control with GP Advisors. According to a representative agreement between the General Partners and GP, GP shall provide to each General Partner a representative to attend or otherwise advise the investment committee of the relevant Funds, and each General Partner shall appoint that representative to the investment

committee of its respective Fund. GP has engaged GP UK to provide such representative. Mr. Lamas Lambranhó, a member of GP UK, is the designated representative.

As explained in Item 4 above, GP Investments, Ltd. indirectly controls GP Advisors and the General Partners.

D. GP Advisors does not recommend or select other investment advisers for its Client.

## **GP Advisors (Bermuda) Ltd.**

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

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- A. GP Advisors demands the highest standards of ethical conduct and care by all its personnel and supervised persons. GP Advisors' Code of Ethics (the "Code of Ethics") sets forth a standard of business conduct that takes into account GP Advisors' status as a fiduciary and requires that it places the interests of the Client above its own interests. In seeking to meet these standards, the Code of Ethics incorporates the following general principles that all personnel of GP Advisors and its supervised persons are expected to uphold: maintain the confidentiality of confidential or privileged information (and ensure that subordinates and third parties to whom such information is provided do the same); use confidential or privileged information only in the context of their employment or relationship with GP Advisors; at all times place the best interests of the Client first; at all times comply with all applicable U.S. federal securities laws; conduct all personal securities transactions in a manner consistent with the Code of Ethics; report actual or potential conflicts of interest; and promptly report violations of the Code of Ethics to the Chief Compliance Officer.

The Code of Ethics also places restrictions on personal trades by personnel of GP Advisors and its supervised persons, including requiring that they disclose certain personal securities holdings and transactions on a periodic basis and that they obtain pre-approval for certain personal securities transactions. GP Advisors forbids all personnel from trading, either personally or on behalf of others, on material non-public information ("MNPI") or communicating MNPI to others in violation of the law. This conduct is frequently referred to as "insider trading". This policy applies to all personnel and extends to activities within and outside his or her duties at GP Advisors. Personnel of GP Advisors and its supervised persons are also required to acknowledge in writing that they have received the Code of Ethics and that they will comply with the Code of Ethics.

GP Advisors will provide a copy of the Code of Ethics to the Client or any prospective client upon request.

- B. In the case of a Fund Investment of which GP or its affiliates is the general partner, the Spice Group investment shall not represent more than 10% of such fund's aggregate committed capital. Further, as long as there remains in effect an Investment Management Agreement between GP Advisors and Spice Bermuda, the Spice Group shall not pay any additional management or performance fees to GP or affiliates of GP related to any investment made by the Spice Group in respect of primary fund commitments where GP or an affiliate also acts as the general partner or manager of the fund. Customary fees may, however, be payable in respect of secondary limited partnership interests in funds managed by GP or affiliates of GP which have been or may in the future be acquired from third parties in arm's length transactions.
- C. GP Advisors and its affiliates may co-invest with Spice Bermuda in Direct Investments with respect to which GP Advisors advises Spice Bermuda, provided that such investments shall be on the same terms as the Direct Investments made by Spice Bermuda (subject to GP Advisors' right to receive fees for structuring such investment) and shall be allocated in a fair manner in accordance with GP Advisors' policies with respect to co-investments.
- D. GP Advisors' Code of Ethics effectively prohibits the personnel of GP Advisors, its supervised persons and personnel of related companies from buying or selling securities at or about the same

time as Client transactions. Trades will not be permitted in a security if it relates to a company on GP Advisors' confidential or restricted lists, which will include all companies or other entities which GP Advisors, its Client or any of its affiliates may be analyzing for possible investment or acquisition and any company about which GP Advisors and its advisory affiliates have inside information, as well as any company in which GP Advisors, its Client or any of its affiliates have invested or acquired securities, whether directly or indirectly.

## **GP Advisors (Bermuda) Ltd.**

### **Item 12. Brokerage Practices**

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GP Advisors has no obligation to deal with any particular broker-dealer in the execution of transactions for its Client. In selecting broker-dealers with whom to place orders for purchases and sales of securities on behalf of the Client, GP Advisors' primary objective is to obtain best price and execution. Broker-dealers selected are non-related persons to GP Advisors and its affiliates. Due to the advisory activities provided by GP Advisors to the Client, GP Advisors has the discretion to discuss and negotiate transactions and commission rates with brokers and dealers for its Client. In seeking best execution, the determinative factor is not always the lowest possible per security price or commission, but whether GP Advisors believes that the transaction represents the best overall qualitative and quantitative execution for its Client. In assessing best execution, GP Advisors may consider the following factors in relation to a broker-dealer, among others: competitiveness of commission rates and spreads, execution capabilities (efficiency with which transactions are generally executed) and ability to effect the particular transaction, responsiveness and availability, trading experience, reputation and stability, research capabilities and quality, access to markets and investments, trade error rate, trading style, strategy and location and financial strength of the broker-dealer.

GP Advisors does not make use of any commission sharing arrangements where brokerage business is promised in exchange for proprietary or third-party services ("soft dollar" arrangements). GP Advisors or its affiliates, however, may receive research, brokerage products and other services from its brokers during the ordinary course of its investment advisory services. These bundled services may be made available to GP Advisors or its affiliates on an unsolicited basis and neither GP Advisors nor any of its affiliates pay any extra cost or commission with respect to these services.

GP Advisors does not aggregate the purchase or sale of securities of its Client.

## **GP Advisors (Bermuda) Ltd.**

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

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- A. Monitoring Process: Due to the nature of its advisory services, GP Advisors periodically reviews the Client's accounts. GP Advisors' investment advisory services are provided on a discretionary basis with respect to the acquisition, management and disposition of investments, and in connection therewith GP Advisors is authorized to seek out, identify, analyze, pursue, arrange and execute such transactions around the world.

GP Advisors' investment team monitors the performance of the Client on an ongoing basis. This monitoring includes, but is not limited to, reviewing for: (i) potential conflicts; (ii) market conditions; (iii) adherence to investment guidelines; (iv) performance attribution; and (v) performance deviation. GP Advisors' and its affiliates' treasury, finance and accounting teams oversee reconciliations and statements provided by the Client's qualified custodians and monitor that funding, redemptions, expense payments and other cash movements are properly processed. GP Advisors' and its affiliates' finance and accounting team also review the Client's bookkeeping prepared by independent accountants, Ernst & Young LLP, as part of its independent determination of the net asset value of the Client.

- B. We do not review Client accounts other than on a periodic basis.
- C. GP Advisors does not provide regular reports to the Client.

Audited financial statements are made available to Spice shareholders on an annual basis and unaudited financial statements on a semi-annual basis. NAV reports are issued on a quarterly basis. Additional reports are generally issued as a material fact occurs. Audited financial statements, non-audited financial statements, material facts and press releases are available on Spice's website ([www.spice-private-equity.com](http://www.spice-private-equity.com)).

Reports are in writing.

**GP Advisors (Bermuda) Ltd.**

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

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- A. GP Advisors does not receive any compensation or other economic benefit for providing investment advice to its Client, other than Advisory Fees and Administrative Services Fees described in Item 5.
- B. GP Advisors or any of its affiliates may directly or indirectly compensate any person who is not a supervised person for client referrals.



## **GP Advisors (Bermuda) Ltd.**

### **Item 15. Custody**

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Since GP Advisors' Client is a non-US person, Rule 206(4)-2 under the Investment Advisers Act of 1940 (the "Custody Rule") does not apply to the Client. Nevertheless, GP Advisors' Client is a Swiss listed investment company subject to annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and audited financial statements prepared in accordance with a recognized financial reporting standard (IFRS) are made available annually to shareholders within the prescribed time.

**GP Advisors (Bermuda) Ltd.**  
**Item 16. Investment Discretion**

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GP Advisors and certain non-US affiliates of GP Advisors have investment discretion in connection with the advisory services they provide.

**GP Advisors (Bermuda) Ltd.**  
**Item 17. Voting Client Securities (i.e., Proxy Voting)**

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GP Advisors does not have and will not accept authority to vote Client securities.

**GP Advisors (Bermuda) Ltd.**  
**Item 18. Financial Information**

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- A. GP Advisors does not require or solicit prepayment of fees from its Client.
- B. GP Advisors is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Client.
- C. GP Advisors has never been the subject of a bankruptcy petition.