

Osmosis Investment Management US LLC

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This Brochure provides information about the qualifications and business practices of Osmosis Investment Management US LLC (“Osmosis”). If you have any questions about the contents of this brochure, please contact us at 724-935-6807. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Osmosis is available on the SEC's website at www.adviserinfo.sec.gov.

Registration as an investment adviser pursuant to the Investment Advisers Act of 1940 (the “Advisers Act”) does not imply any level of skill or training. This document is not an advertisement for the advisory services of Osmosis.

Item 2: Material Changes

Osmosis is updating this Brochure as part of the annual amendment process. The following material changes have been made to this Brochure since the last annual amendment on June 26, 2019:

Item 4 was updated to disclose that Osmosis Investment Management US LLC is now wholly owned by Osmosis US LLC, which is wholly owned by Osmosis (Holdings) Limited (“OHL”).

The Brochure was amended throughout to disclose that Osmosis is the investment manager to pooled investment vehicles as of June 30, 2020. Osmosis charges the Funds a performance-based fee as described in Item 6 and is now deemed to have custody over the Funds cash and securities as described in item 15. Risks related to the Funds’ investments have been amended in Item 8.

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Item 4: Advisory Business

Osmosis Investment Management US LLC (“Osmosis” or the “Firm”), established April 17, 2015, provides asset management services in connection with the development of model portfolios.

Osmosis is wholly owned by Osmosis US LLC, which is wholly owned by Osmosis (Holdings) Limited (“OHL”). OHL does not have members that have the right to receive upon dissolution, or have contributed, 25% or more of the capital.

All research and development is conducted by an affiliate of Osmosis, Osmosis Investment Research Solutions Limited (“OIRS”). OIRS is a wholly owned subsidiary of OHL. OHL provides (directly or indirectly through outsourced service providers) Osmosis with certain back-office services. OHL handles certain key operational tasks for Osmosis and Osmosis’s clients (directly or indirectly through outsourced service providers).

We recognize that each client presents a unique set of circumstances and therefore our services are tailored to match the particular needs of each client. Before any discretionary account is created for a client, Osmosis requires a formal investment management agreement which grants the necessary discretionary authority and details any and all constraints and limitations that the client may place on such discretionary authority.

All services can be tailored to client requests. Due to the systematic nature of the Osmosis investment process, clients can provide exclusionary lists, country exposures and industry exposures, as well as fundamental exposures (as examples), to tailor services for each client’s requirements.

Osmosis specializes in the quantitative analysis of corporate sustainability (or environmental) disclosures. Osmosis has created a proprietary model which exploits market inefficiencies, the Model of Resource Efficiency (“MoRE”).

Derived from the MoRE database, customized investment strategies are offered to clients as separately managed accounts (“SMAs”), pooled investment vehicles, and model programs (together, the “clients”).

Separately Managed Accounts

Osmosis provides discretionary investment advisory services to SMA clients, primarily through financial intermediaries (such as registered investment advisors). SMA clients select an investment strategy after consultation with the client’s primary financial advisor.

Pooled Investment Vehicles

Osmosis is the investment manager to pooled investment vehicles organized in a master feeder structure: Osmosis Resource Efficient Equity Market Neutral US Fund LP, a Delaware limited partnership (the “Onshore Feeder”) which invests through Osmosis REEMN Master Fund LP, a Cayman Islands exempted limited partnership (the “Master Fund”). The Onshore Feeder together with the Master Fund are referred to collectively as the “Funds”. Osmosis GP LLC is the general partner of the Onshore Feeder and Master Fund (the “General Partner”). Any reference to the Funds within this Form ADV Part 2A shall not constitute an offer to sell or the solicitation of an offer to buy interests in the Funds. A private placement of securities may only be made in conjunction with the Funds’ offering documents. Osmosis manages the Funds in a manner consistent with the investment strategy described in the Funds’ offering documents. Investment advice is provided directly to the Funds, subject to the discretion and control of the General Partner or the board of directors of each Fund, as applicable. Osmosis does not provide specifically tailored advice to investors in the Funds.

Model Only Programs

Osmosis participates in model only programs (“Model Programs”). In these programs, we provide an investment model to a registered investment adviser (“Program Sponsor”) to be provided to a designated third party. For these programs, our primary responsibilities are to create a non-client specific, representative model portfolio based on a specified investment strategy and to communicate periodic model changes to the designated party. The Program Sponsors have sole discretion with respect to implementing a model, in whole or in part, for any client account. Any such implementation is effected through trading arrangements entered into by the Program Sponsor, and Osmosis therefore does not affect any trades in connection with its Model Programs. Osmosis does not have an advisory relationship with the end-investor. Osmosis is not responsible for making investment decisions for the end-investors, or for determining if adherence to the model recommendations is appropriate for the individual end-investor. Typically, the Program Sponsor has sole authority and responsibility for implementing the model portfolios for its client accounts. The Program Sponsor is responsible for understanding and evaluating each investor’s identity, circumstances, financial condition, portfolio holdings, tax situation, regulatory status, financial needs and goals, making determinations as to whether a model portfolio provided by Osmosis is appropriate for each potential investor, and reporting and communicating with the investors as to their investments.

As of 7/31/2020 Osmosis Investment Management US LLC SMA and Funds discretionary assets under management were \$278,760,336.

Item 5: Fees and Compensation

For SMAs, Osmosis is compensated with a management fee which is calculated as a percentage of assets under management. Fees are negotiable based on specific client requirements and size of allocations. Clients are billed in arrears on a quarterly or monthly basis and fees can be pro-rated. Clients will be charged at the rate set forth in their Investment Management Agreement. Management fees range from 0.20% - 1.25%. Payment terms are set forth in the clients Investment Management Agreement. Osmosis clients are billed directly.

Fund Fees

Osmosis and our Strategic Investor, as defined below in Item 10, receive a monthly management fee. The management fees are based on the amount of assets under management and as disclosed in the offering documents. Management fees are payable in arrears and are calculated by an independent, third party administrator, deducted from each investor's capital account, and verified annually by an independent auditor. Osmosis may waive, reduce, or rebate the management fee with respect to the capital accounts of certain investors, and does currently reduce the management fee for the Strategic Investor, defined below in Item 10. However, no such waiver, reduction, or rebate adversely impacts any other investors or causes them to bear a higher portion of the management fee than they would bear absent such waiver, reduction, or rebate.

Model Program Fees

Fees for Osmosis's investment strategies offered by the Model Program are determined by the Consulting Agreement with the registered investment adviser. Osmosis receives a portion of the total fee charged to the end client. Currently, the maximum Model Program fee is 0.85%. Payment terms are set forth in the Consulting Agreement with the Program Sponsor.

All fees paid to Osmosis for investment advisory services for Model Programs are separate and distinct from the fees and expenses that may be charged by other advisors (including separate account managers, mutual funds and/or ETFs). These fees will generally include a management fee. Accordingly, the client should review both the fees charged by other advisors and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Other Fees and Expenses

In addition to our management fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer. Further information about brokerage practices are disclosed in Item 12.

The Funds bear all costs and expenses related to their business and operations, including: all costs and expenses related to investments, including, without limitation, all transaction costs relating to the Funds' investments (including, without limitation, expenses related to the investments of the Funds' assets, such as brokerage and other transaction costs, clearing and settlement charges, trade break fees, legal fees and other expenses in connection with conducting due diligence, negotiating the terms of certain investments (including negotiating any amendments thereto), custodial fees, bank service fees, initial and variation margin, interest expenses and fees and commitment fees on debit balances, borrowings, financings or refinancings, the fees and expenses related to the purchase or sale of investments and loans, in each case whether or not such investments or loans are consummated); the costs and fees attributable to any third-party proxy voting service or consultant; fees and expenses of research and market data (which may include, without limitation, information technology hardware, software or other technology incorporated into the cost of obtaining such research and market data; fees and expenses for portfolio management systems, risk management systems or order management systems (OMS); expenses of professionals providing services to the Funds, including legal, audit and tax preparation and anti-money laundering compliance and reporting expenses; accounting fees; the Funds' administration expenses (including, but not limited to, fees and expenses of any administrator); insurance expenses, including costs of any liability insurance obtained on behalf of the Funds (including, without limitation cybersecurity insurance); indemnification expenses; the management fee; regulatory, governmental and compliance costs and expenses (including, but not limited to, initial and ongoing filings and regulatory reporting, registration and license fees, preparation and submission of filings and licenses, including without limitation, Section 13 filings, Section 16 filings; Form D and blue sky and corporate filing fees and expenses, filings or reporting with respect to compliance with FATCA or similar laws enacted in other jurisdictions or any foreign tax regime registrations and fees and expenses for filings in any applicable jurisdiction as required pursuant to applicable law) in connection with specific investments or offering of Interests in the Funds; any issue or transfer taxes chargeable in connection with any securities transactions; any entity level taxes and fees; costs of reporting and providing information to investors; costs of litigation or investigation involving the Funds' activities; and any extraordinary expenses.

Item 6: Performance-Based Fees and Side-By-Side Management

Osmosis charges the Funds a performance-based fee. For each fiscal year, 15% of each investor's share of net profits, if any, will be allocated from the capital account of each investor to the General Partner and our Strategic Investor, defined below in Item 10. The Funds are subject to a "high watermark" as outlined in the Funds' offering documents. Osmosis may waive, reduce or rebate the performance-based fee with respect to certain investors, and does currently reduce the performance-based fee for the Strategic Investor, defined below in Item 10. However, no such waiver, reduction, or rebate adversely impacts any other investors or causes them to bear a higher portion of the management fee than they would bear absent such waiver, reduction, or rebate.

Conflicts Surrounding Performance-Based Fees

Osmosis recognizes that performance-based fee arrangements create an incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Osmosis recognizes that such arrangements create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. In addition, there is an incentive to favor accounts for which the principals have a personal capital investment. In order to address these potential conflicts, Osmosis has investment and trade allocation policies and procedures, a comprehensive Code of Ethics and investment management oversight processes in place. Osmosis has implemented policies and procedures that govern the allocation of portfolio transactions and investment opportunities across its clients. Supporting documentation for trade allocation is reviewed periodically by the Chief Compliance Officer to determine compliance with established policies and procedures.

Item 7: Types of Clients

Osmosis is an institutional asset manager. As of the date of this brochure, Osmosis is the sub-manager of a designated portion of the assets of a registered investment advisor and provides investment management services to pooled investment vehicles. Osmosis also participates in Model Programs as described in Item 4.

The minimum AUM requirement for opening and maintaining a SMA or Model Program with Osmosis is \$10 Million. However, we may waive that minimum at our sole discretion.

The Funds are pooled investment vehicles that are offered to institutional investors, as well as high-net-worth, financially sophisticated individual investors. Interests in the Funds are not registered under the Securities Act of 1933, as amended, and such Funds are not registered under the Investment Company Act of 1940, as amended. Accordingly, interests in the Funds are offered and sold exclusively to Investors satisfying the applicable eligibility and suitability requirements either in private transactions within the United States or in offshore transactions. The minimum initial investment for the Funds is \$1,000,000. However, Osmosis reserves the right to accept lesser amounts as long as the investor qualifies to invest based on all other suitability and regulatory requirements. Osmosis may decline to accept the subscription of any prospective investor.

The Funds have entered into side letters with certain investors which have established different rights or privileges with respect to various items, including but not limited to liquidity, management fees, performance allocation fees, portfolio transparency, reporting, capacity, and withdrawal notifications. Osmosis enters into such side letters without approval from, or notice to, any investor.

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

The Osmosis model of resource efficiency (MoRE) is a multi-factor systematic process using our proprietary dataset. MoRE assimilates objective environmental-based factors of resource intensity. Stock selection is based on three resource intensity factors:

- Energy; by measuring the observed and reported level of absolute greenhouse gas emissions from fossil fuel combustion, industrial processes and other sources owned or controlled by a company;
- Water; by calculating the cost of water used in the production process of a company purchased directly for operations or abstracted for use from local supply;
- Waste; by calculating the total costs generated from the disposal of waste in normal company operations, classified as landfill, incineration or recycling and including nuclear waste.

Factor intensities are calculated relative to the revenue generated by a company for the year corresponding to the factor data. These three factor intensities are combined to form a resource efficiency score (“RES”) for each company in the selection universe.

The selection universe is comprised of the top 3000 companies in the world by market cap over the last ten years. The universe is then reduced to those that disclose sufficient information on each of the three factors to calculate a RES. These companies display a higher degree of transparency by disclosure of these environmental factors, generally an indication of better corporate governance.

The database of standardized productive-use resource inputs on global large cap companies created from this work is proprietary to Osmosis. While the selection pool represents approximately 80% of the market cap of the MSCI World Index, there are many companies that do not produce sufficient information. The portfolio construction process selects resource efficient companies (using their RES) from each sector of the economy according to industry classification. Companies may enter and leave the portfolio according to their relative resource efficiency within their respective sector.

Derived from the MoRE database, customized investment strategies are offered to clients.

Risks Specific to all Clients

All investments include a risk of loss of your principal and any profits that have not been realized. Stock markets fluctuate substantially over time. In addition, the performance of any investment is not guaranteed. Osmosis invests substantially all client assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable conditions. The markets in which the Osmosis expects to invest may experience significant volatility and losses. No assurance can be given as to when or whether adverse events might

occur that could cause immediate and significant losses to clients. Clients' investments may include long and short positions in equity securities. Equity securities fluctuate in value in response to many factors, including, among others, the activities and financial condition of individual companies, geographic markets, industry market conditions, interest rates and general economic environments. In addition, events such as the domestic and international political environments, terrorism and natural disasters, may be unforeseeable and contribute to market volatility in ways that may adversely affect clients' investments.

Proprietary Models. Osmosis has developed certain proprietary investment models that Osmosis consults with and uses to assist with the construction of clients' portfolios and to assist Osmosis with making investment decisions for clients. There are numerous risks associated with the proprietary models used by Osmosis, certain of which are described below. The models require significant real-time and historical data to be effectively analyzed. The ability to achieve clients' investment objectives is, therefore, based in part on the ability of Osmosis to continuously receive and analyze such data. In addition, there is no assurance that the models will be effective in all market conditions or that Osmosis has considered all factors necessary for the models to function properly. There is also no assurance that risk management factors will be accurately or timely determined by Osmosis given changing market conditions. Accordingly, there are no assurances that clients will not be exposed to the risk of significant losses, particularly if the underlying patterns of market behavior studied by Osmosis and which provide the basis for its investment models change in ways not anticipated by Osmosis. As the models are proprietary, clients and investors will not be able to determine the full details of the investment process or whether the process is being followed. Osmosis monitors its models and makes enhancements and changes as necessary, but there is no assurance that Osmosis will be able to modify them to adapt to changing market conditions or other factors. All investment models carry a risk that the model used might be based on one or more incorrect assumptions. The MoRE database relies on the cleanliness and accuracy of the underlying data disclosed by companies that Osmosis utilizes to generate recommendations. If input data is inaccurate, then the data output will be similarly tainted.

Although Osmosis seeks to hire skilled individuals, and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product, raises the chances that the finished model may contain an error; one or more of which errors could adversely affect the performance of an investment strategy. The results generated by the proprietary models are just one consideration that Osmosis takes into account as a part of its investment process for clients.

Exchange Rate Fluctuations. Clients' assets may be invested in non-U.S. securities and any income or capital received will be denominated in the local currency of investment. Accordingly, changes in currency exchange rates (to the extent unhedged) will affect the value of clients' portfolios and the unrealized appreciation or depreciation of investments. Furthermore, clients 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. Thus, a dealer normally will offer to sell currency at one rate, while offering a lesser rate of exchange should Osmosis desire immediately to resell that currency to the dealer.

Cybersecurity Risk. With the increased use of technologies such as the Internet to conduct business, Osmosis is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting Osmosis and its service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with Osmosis’s ability to value its securities or other investments, impediments to trading, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which clients invests, counterparties with which Osmosis engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While Osmosis’s service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, Osmosis cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect clients. Osmosis and its clients could be negatively impacted as a result.

American Depositary Receipts and Global Depositary Receipts. Clients may be invested in ADRs and GDRs (as each term is defined below). ADRs are receipts issued by a U.S. bank or trust company evidencing ownership of underlying securities issued by non-U.S. issuers. ADRs may be listed on a national securities exchange or may be traded in the over-the-counter market. GDRs are receipts issued by either a U.S. or non-U.S. banking institution representing ownership in a non-U.S. company’s publicly traded securities that are traded on non-U.S. stock exchanges or non-U.S. over-the-counter markets. Holders of unsponsored ADRs or GDRs generally bear all the costs of such facilities. The depository of an unsponsored facility frequently is under no obligation to distribute investor communications received from the issuer of the deposited security or to pass through voting rights to the holders of depositary receipts in respect of the deposited securities. Investments in ADRs and GDRs pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and nonexchangeability), as well as a range of other potential risks relating to the underlying shares, which could include expropriation,

confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability or diplomatic developments that could affect investments in those countries, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding the underlying shares of ADRs and GDRs, and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. companies. Such risks may have a material adverse effect on the performance of such investments and could result in substantial losses.

Non-U.S. Securities. Osmosis trades securities of non-U.S. issuers. Clients' investments in securities and instruments in non-U.S. markets involve substantial risks not typically associated with investments in U.S. securities. Non-U.S. securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the U.S. and abroad) or changed circumstances in dealings between nations. Changes in non-U.S. currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of clients' assets denominated in that currency and thereby impact clients' total return on such assets. Investments in non-U.S. securities will also occasion risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of client assets and any effects of non-U.S. social, economic or political instability. Non-U.S. companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, non-U.S. companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Finally, in the event of a default of any non-U.S. debt obligations, it may be more difficult for Osmosis to obtain or enforce a judgment against the issuers of such securities.

Risks Specific to the Funds

Leverage. Osmosis expects to use leverage for investment purposes. Although leverage increases returns if the Funds earn a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns if the Funds fail to earn as much on such incremental investments as it pays for such funds. Fluctuations in the market value of the Funds' portfolio will have a significant effect in relation to the Funds' capital and the risk of loss and the possibility of gain will each be increased. In addition, when the Funds utilize leverage, the level of interest rates generally, and the rates at which the Funds can borrow in particular, will be an expense of the Funds and therefore affect the operating results of the Funds. Leverage increases the risk of substantial losses (including the risk of a total loss of capital), and leverage can significantly magnify the volatility of the Funds' portfolio. The Funds may use short-term margin borrowing in purchasing securities positions. Such borrowing, if made, may result in certain additional risks to the Funds. For example, should the securities pledged to brokers to secure the Funds' margin accounts decline in value, the Funds could be subject to a "margin call" pursuant to which the Funds would be

required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to pay off its margin debt.

Short Sales. The Funds will engage in short sales as part of hedging transactions or when it believes securities are overvalued and/or for hedging purposes. Short sales are sales of securities the Funds borrow but do not actually own, usually made with the anticipation that the prices of the securities will decrease and the Funds will be able to make a profit by purchasing the securities at a later date at the lower prices. The Funds will incur a potentially unlimited loss on a short sale if the price of the security increases prior to the time it purchases the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss.

Derivatives. Derivative instruments or "derivatives" include swaps, forwards and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement may expose the Funds to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts. Swaps and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Forward Trading. Forward trading involves contracting for the purchase or sale of a specific quantity of, among other things, a financial instrument at the current price thereof, with delivery and settlement at a specified future date. Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward trading is mostly unregulated and therefore there are no requirements with respect to record-keeping, segregation of funds or financial responsibility. The principal risks relating to the use of forwards are: (a) when used for hedging purposes, the possible imperfect correlation between the prices of the forwards and the market value of the securities or currencies in the Funds'

portfolio intended to be hedged by the forwards; (b) possible lack of a liquid secondary market for closing out a forwards position; (c) losses on forwards resulting from interest rate or currency movements not anticipated by Osmosis; and (d) the risk of counterparty defaults. The Funds will conduct their currency exchange transactions either on a spot (*i.e.*, cash) basis at the spot rate prevailing in the currency exchange market, or through entering into forward contracts to purchase or sell non-US. currencies. It is anticipated that most of the Funds' currency exchange transactions will occur at the time securities are purchased and will be executed through the local broker or custodian acting for the Funds. The Funds will utilize forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Swap Transactions. The Funds enter into swap agreements with respect to securities, indexes of securities and other assets or other measures of risk or return. Swap agreements are typically two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to many years. In a standard "swap" transaction, two parties agree to exchange the returns (or the differential in rates of return) earned or realized on particular predetermined investments, instruments, or indices. The gross returns to be exchanged or "swapped" between the parties are generally calculated with respect to a "notional amount". Whether the Funds' use of swap agreements will be successful will depend on Osmosis's ability to select appropriate transactions for the Funds. Swap transactions may be highly illiquid. Moreover, the Funds bear the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect the Funds' ability to terminate existing swap transactions or to realize amounts to be received under such transactions. Swaps and certain other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Currency Hedging. Osmosis may seek to hedge the currency exposure between the Funds' investments in non-U.S. securities denominated in non-U.S. dollars and the Base Currency of The Funds. Investments in the Funds that are valued in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Osmosis intends to employ certain currency-related transactions in connection with such investments in non-U.S. securities denominated in non-U.S. dollars. The success of the Funds' hedging transactions is subject to Osmosis's ability to match the fluctuating value of the non-U.S. investments valued in the local currency with appropriate forward contracts and other currency instruments. Therefore, while the Funds may enter into such transactions to reduce currency exchange risks, if the currency transactions are incorrectly matched, such transactions could have an adverse effect on the performance of the Funds, or could only partly hedge the risks associated with fluctuations in the value of the non-U.S. currency against the U.S. dollar. Furthermore, perfect hedges do not exist and there can be no assurance that such hedging transactions will be effective. Osmosis has no obligation to engage in currency hedging with

respect to any portion of the Funds' portfolio and may engage (or not engage) in currency hedging transactions in its sole discretion.

Cash Holdings. The Funds may hold substantial cash balances which will vary depending on Osmosis's view of available investment opportunities. Osmosis may invest, for defensive purposes, cash management purposes, or otherwise, all or a portion of the Fund's assets in deposits with credit institutions, money-market instruments, money market funds, or hold cash or cash equivalents in such amounts as Osmosis deems appropriate under the circumstances. During times in which substantial capital is held in cash or cash equivalents, collateral holdings, or money market instruments, such capital may not be subject to the same returns as the rest of the Funds' portfolio. Cash equivalents include but are not limited to, certificates of deposit, cash deposits denominated in such currency or currencies as Osmosis may determine, treasury bills, treasury notes and short-dated debt instruments.

Item 9: Disciplinary Information

Osmosis has no legal or disciplinary events to report that would impact the evaluation by a client or investor (or potential client or investor) of Osmosis's advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Neither Osmosis nor any of its employees are registered, or have an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or associated person of any of the foregoing entities.

Osmosis and its related person, Osmosis Investment Management UK Ltd ("Osmosis UK"), are under common control. Osmosis UK is an institutional asset manager working with Pension Funds, Insurance Companies, Endowments, Family Offices and large Wealth Managers with Clients located in the UK and Europe. Additionally, Osmosis UK is the investment manager to an Irish based UCITS IV fund. Osmosis UK is registered with the UK Financial Conduct Authority. Certain employees of Osmosis UK provide services to Osmosis through OHL. To mitigate against any potential conflicts of interest that may be presented with respect to Osmosis, all persons who have access to non-public information regarding clients' purchase or sale of securities, are involved in making securities recommendations to clients or have access to such recommendations that are non-public are subject to the Osmosis Code of Ethics. Osmosis monitors Osmosis UK's activities, since activities involving Osmosis UK clients may have a significant effect on Osmosis's clients. Osmosis and Osmosis UK have overlapping investment strategies. Osmosis has adopted trade allocation policies and procedures designed to ensure both Osmosis and Osmosis UK clients are treated fairly.

Osmosis GP LLC is the General Partner of the Onshore Fund. The General Partner is under common control with Osmosis. Osmosis, the General Partner, their members, principal,

managers, affiliates and employees may engage in other activities, including providing investment management and advisory services to other accounts, and shall not be required to refrain from any activity, to disgorge profits from any such activity or to devote all or any particular amount of time or effort of any of their officers, directors or employees to each Fund and its affairs. Osmosis, the General Partners, their members, principal, managers, affiliates and employees are not restricted from forming managed accounts or other investment Funds, from entering into other investment advisory relationships, or from engaging in other business activities, even though such activities may be in competition with the Funds and/or may involve substantial time and resources. These activities could be viewed as creating a conflict of interest in that the time and effort of Osmosis, the General Partners, their members, principal, managers, affiliates and employees will not be devoted exclusively to the business of the Funds, but will be allocated between the business of the Funds and other business activities.

Osmosis has entered into a side letter agreement with an investor in the Onshore Fund that has an ownership interest in OHL, the company that controls, directly or indirectly, the General Partner of Osmosis (the "Strategic Investor"), pursuant to which the Strategic Investor has agreed to make a substantial investment in the Onshore Fund. In consideration for this investment, the Strategic Investor has been granted certain rights and is subject to certain obligations that are different from those generally provided to other investors in the Funds. Among other rights, the Strategic Investor has special information rights. Accordingly, the Strategic Investor will have access to more information than other investors in the Funds, and will be permitted to withdraw capital upon the occurrence of certain material events while the other investors might not receive notice of such events or any additional withdrawal or redemption rights. Given the significant amount of the Strategic Investor's investment in the Funds, a withdrawal or redemption of all or a portion of such investments may have a material adverse effect on the portfolios of the Funds, which may result in losses to other investors. The Funds may be required to liquidate positions at adverse times and prices to satisfy the Strategic Investor's withdrawal or redemption request. The Strategic Investor has no obligations or responsibilities to, and will not be involved in the management of the Funds.

Item 11: Code of Ethics

Osmosis has adopted a Code of Ethics for all supervised persons of the Firm describing its high standards of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, guidelines surrounding gifts and business entertainment items, personal securities trading, conflicts of interest, among other things. All supervised persons must acknowledge the terms of the Code initially upon hire as well as annually, or as amended.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with making decisions in the best interest of advisory clients.

Employees may maintain personal securities accounts provided any personal investing by an employee in any accounts in which the employee has a beneficial interest is consistent with the Firm's personal trading guidelines and applicable regulatory requirements. Employees of the firm may not buy or sell for their personal accounts Reportable Securities similar to those recommended to or owned by clients. All reportable transactions are reported to the Chief Compliance Officer in accordance with the reporting requirements outlined in the Code and personal trading is monitored in order to reasonably prevent conflicts of interest between Osmosis and its clients.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Principal and Cross Transactions: It is Osmosis's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts.

Item 12: Brokerage Practices

Osmosis has discretion over what securities and the amount thereof to be bought and sold, the broker or dealer to be used as well as the commission rates to be paid.

When Osmosis participates in Model Programs, the client retains trading responsibility and selects their custodian and broker-dealer. In this case Osmosis is not responsible for execution of transactions.

Best Execution: In placing orders to buy and sell securities, Osmosis considers a number of factors, not solely the ability to receive the best price, in selecting appropriate broker-dealers. Osmosis considers, among other factors, financial condition, reputation, level of trading expertise and capability, infrastructure, the ability to perform well against the closing auction price, and commission rates charged. In seeking best execution, Osmosis is responsible for developing, evaluating and changing, when necessary, order execution practices.

Trade Aggregation/Allocation and Trade Rotation Osmosis combines multiple orders for shares of the same securities purchased for client accounts. Osmosis will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Trade aggregation is performed to ensure, to the extent possible, that clients receive optimal execution and consistent results across Osmosis's client base. The distribution of the shares purchased is typically proportionate to the size of the account, and is not based on account performance or the amount or structure of management fees. Subject to Osmosis's discretion, when orders are aggregated, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Osmosis will not aggregate orders if aggregation will lead to the degradation of client orders. Due to potential liquidity concerns in the market, Osmosis may implement a rotation system in order to execute a portfolio rebalance over multiple days. A rotation schedule will be maintained to ensure that trades will be directed to a different group of accounts on the first day of the rotation each month to ensure the fair and equitable treatment of clients. Osmosis has adopted trade allocation policies and procedures designed to ensure accounts are treated fairly.

Soft Dollar Arrangements: Osmosis does not currently have soft dollar arrangement in place. However, it is not Osmosis's practice to negotiate "execution only" commission rates; thus Osmosis may be deemed to be paying for research, brokerage, capital introduction to connect Osmosis to investors, or other services provided by a broker-dealer which are included in the commission rate.

Brokerage for Client Referrals: Osmosis does not recommend broker-dealers to clients based on our interest in receiving client referrals.

Directed Brokerage: Osmosis does not recommend, request or require that a client direct Osmosis to execute transactions through a specified broker-dealer.

Principal Trading: Osmosis's policy and practice is not to engage in any principal transactions, including with respect to affiliates of any principal.

Item 13: Review of Accounts

Reviews: The Head of Trading Operations and Portfolio Managers are responsible for the ongoing review of client investments to determine investments are made in accordance with the objectives of clients as stated in the investment management agreement. SMA clients have annual account performance reviews conducted by the Investment Management Team. All restrictions and limitations that a client places on its account are reviewed on a continuous basis by the Head of Trading Operations and the Chief Compliance Officer.

Reporting: SMA clients receive either written monthly, quarterly, or annual reports regarding portfolio compliance, trading, reconciliation, and performance attribution based on each client's request.

On a monthly basis, the Funds' investors receive individualized capital statements prepared by the Funds' Administrator. On an annual basis, the Funds' investors receive a copy of the Funds' audited financial statements prepared by the independent auditors and tax reporting information. Osmosis may also provide periodic ad hoc reports/information to investors upon request.

Suitability for SMA clients that are referred to Osmosis through a financial intermediary (such as a registered investment advisor), is handled by the referring advisor. The referring advisor is responsible for the initial determination of client suitability for the selected SMA and is responsible for the ongoing review of the client objectives. The financial intermediary is responsible for communicating any changes in financial condition of a client to Osmosis. While Osmosis retains fiduciary duty over the client accounts, Osmosis relies on information provided by the financial intermediaries. Osmosis reviews data and recommendations to determine if its models are working in a manner consistent with its expectations.

Item 14: Client Referrals and Other Compensation

Osmosis does not currently compensate any person for client referrals.

Item 15: Custody

Osmosis does not maintain physical possession of client cash and/or securities. However, as the investment manager with an affiliated General Partner to the Funds, Osmosis does have access to cash and securities in the Funds, along with the authority to perform various acts that result in custody, as defined under Rule 206(4)-2 of the Advisers Act.

Consistent with the requirements under the Advisers Act, the Funds' assets are held in accounts maintained with custodians that qualify as "Qualified Custodians." Qualified Custodians are banks, registered broker-dealers, registered futures commission merchants and foreign financial institutions that hold customer assets in separate customer accounts.

The Funds receive account statements from the account administrator/custodian.

The Funds are audited annually in accordance with GAAP by an independent public accounting firm that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board (the PCAOB). Copies of the audited financial statements are independently distributed to each investor within 120 days of the Funds fiscal year end. SMA clients' cash and securities are maintained at a qualified custodian within the meaning of the Adviser's Act. SMA clients will receive account statements directly from a qualified custodian at least quarterly and should carefully review those statements. We urge SMA clients to compare the account statements received from the custodian with the reports they receive from Osmosis.

Item 16: Investment Discretion

Osmosis has full discretionary authority over SMA clients and the Funds pursuant to investment management agreements. Discretion is exercised in a manner consistent with the investment objectives and strategies described in the investment management agreement or confidential offering memorandums.

Item 17: Voting Client Securities

Osmosis has been delegated the authority to vote proxies for certain clients. Osmosis has authority to vote proxies on behalf of the Funds. SMA clients must direct Osmosis in writing to vote proxies.

Osmosis has adopted proxy voting policies and procedures to make every effort to ensure that proxies are voted in the best interest of clients and to address any conflicts of interests that may arise. Osmosis typically receives proxy voting guidelines from its clients and votes proxies in accordance with these guidelines. Absent client guidelines, we have retained an unaffiliated third-party proxy service provider, Institutional Shareholder Services ("ISS"), to assist us in conducting research and analysis, and to place votes per our instruction.

Though it is likely to be limited, Osmosis has retained the right to override any ISS votes as it sees fit.

In effecting our policy of voting proxies in the best interests of our clients, there may be occasions where the voting of such proxies may present an actual or perceived conflict of interest between us, as the investment adviser, and you, our client. Potential conflicts of interest situations may include:

- Business relationships, where we have a substantial business relationship with a company such that failure to vote in favor of management could harm our relationship with the company
- Personal relationships, where we have a personal relationship with corporate directors or candidates for directorship
- Familial relationships where we may have personal or business relationships relating to a company (e.g. a spouse or relative who serves as a director of a publicly traded company)

In the event our voting of a proxy would cause an actual or implied conflict of interest, the proxy will be voted as recommended by ISS or in accordance with client instructions.

You may obtain copies of our written proxy voting policies and procedures as well as information on how proxies were voted for your account by requesting this information from us at the address and phone number listed on the cover page of this Brochure.

Item 18: Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about the firm's financial condition. Osmosis does not require or solicit prepayment of fees more than six months in advance. Additionally, Osmosis has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been subject to a bankruptcy proceeding.