

ITEM 1

**COVER PAGE**

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**PART 2A OF FORM ADV: FIRM BROCHURE**

**Man Solutions Limited**

March 30, 2020

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Man Solutions Limited  
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Website: [www.man.com](http://www.man.com)

**This brochure (this "Brochure") provides information about the qualifications and business practices of Man Solutions Limited. If you have any questions about the contents of this Brochure, please contact us at +44 20 7016 7000 and/or [allincompliance@man.com](mailto:allincompliance@man.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.**

*Man Solutions Limited is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

**Additional information about Man Solutions Limited also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## ITEM 2

### **MATERIAL CHANGES**

Man Solutions Limited's ("Man Solution" or the "Investment Manager") last update to the Brochure was dated March 29, 2019. Since this update, the following amendments have been made to the Brochure that may be deemed to be material:

- Item 4 has been amended to update Man Solutions' investment management services.
- Item 5 has been updated to reflect current fees and expenses.
- Item 8.A has been updated with regards to Man Solutions' methods of analysis and description of investment strategies.
- Items 8.B and 8.C have been updated with regards to certain risk disclosures.
- Item 10 has been updated to include additional affiliates.
- Item 17 has been updated to include additional details relating to Man Solutions' Proxy Voting Policy.

Even though a concerted effort is made to keep clients/investors informed of notable changes to Man Solutions' business throughout the year, clients/investors are encouraged to review this update, much like all of Man Solutions' reports and communications, in its entirety.

## ITEM 3

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## ITEM 4

### ADVISORY BUSINESS

#### A. General Description of Advisory Firm.

Man Solutions Limited (“Man Solutions”) is a limited liability company, incorporated under the laws of England and Wales in June 1997. Man Solutions is authorized and regulated in the United Kingdom by the Financial Conduct Authority. Man Solutions’ current business commenced in September 2016.

Man Solutions is an indirect, wholly-owned subsidiary of Man Group plc, a London Stock Exchange-listed financial company and a component of the FTSE 250 Index. Man Group, through its investment management subsidiaries (collectively “Man”), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of December 31, 2019, Man had approximately \$117.7 billion of funds under management.

Man Solutions offers discretionary services through pooled investment vehicles (“Funds”) or separately managed accounts for institutional clients. Discretionary services are provided in accordance with the stated investment objectives, restrictions and policies of each client, as set out in the Fund’s offering memorandum or the investment management agreement, respectively. “Funds” include one or more funds that Man Solutions, affiliates or employees have seeded or invested over 25% of the capital of such Funds. Important information regarding each Fund and managed account, which includes investment objectives, risks, strategy, fees and other material information, including applicable conflicts of interest is contained in each Fund’s offering documents and in each managed account’s investment management agreement, as the case may be.

As used herein, the term “client” generally refers to each Fund and each beneficial owner of a separately managed account.

Important information regarding each Fund and separately managed account, which may include investment objectives, risks, strategy, fees and other material information, including applicable conflicts of interest regarding relationships with affiliates is contained in each Fund’s offering documents and in each separately managed account’s investment management agreement, as the case may be.

In addition to investment management services, Man Solutions provides distribution services to its affiliates primarily in the UK. Man Solutions does not provide such services in the US.

Man Solutions complies with applicable US securities regulations only with respect to its US clients.

## Man Solutions' Services

### *Customized Portfolios*

Man Solutions primarily provides a single, centralized investment manager for clients to access investment capabilities across its affiliated managers including: AHL Partners LLP, GLG Partners LP, GLG LLC, Man Solutions (USA) LLC and Numeric Investors LLC (collectively "Affiliated Managers"), each of which is registered as an investment adviser with the SEC as further described in Item 10.

Man Solutions works closely with its clients in developing customized portfolios which include investments in funds ("Affiliated Fund(s)") and/or allocations to separately managed accounts managed on a discretionary basis by affiliates through a sub-advisory arrangement ("Affiliated Accounts"). Affiliated Managers invest directly in financial instruments on behalf of Man Solutions clients.

### *Services to Non-US Clients*

With regards to its non-US clients, Man Solutions provides discretionary services whereby it invests directly in financial instruments on behalf of clients primarily for credit hedging strategies. In addition, Man Solutions provides "fund of fund" investment management services either on a discretionary or non-discretionary basis. Such service may be in the form of allocations to (i) pooled investment vehicles and/or (ii) separately managed accounts (collectively "Underlying Funds"). The Underlying Funds are managed primarily by third party investment advisers but in some cases the Underlying Funds are managed by an affiliate of Man Solutions. From time to time, proprietary assets of Man Solutions or affiliates of Man Solutions also may be directly or indirectly invested in the Funds.

In addition to the above, Man Solutions may also provide advisory services on either a discretionary or non-discretionary basis with regards to portfolio workout/liquidation situations ("workout portfolios") or where specifically instructed to do so by a client. Where such services are provided on a client by client basis, the investment process to be followed will be in accordance with that agreed with the client and may not fall within Man Solutions' standard investment process as described herein.

### *General*

Certain affiliated advisory firms may be considered "Participating Affiliates" of Man Solutions or the Affiliated Managers (as that term is used in relief granted by the staff of the Securities and Exchange Commission ("SEC")) allowing investment advisers registered with the SEC to use portfolio management, operations, and trading resources of advisory affiliates and personnel subject to the supervision of an SEC-registered adviser. Professionals from such Participating Affiliates may render portfolio management, risk management, research, trading or other related services to the Participating Affiliates under separate services agreements. Fees may be paid by and received from the parties under these arrangements.

Man provides a number of centralized functions to Man Solutions and the Affiliated Managers, which includes trading, risk management, operations, middle office accounting, finance, proxy voting, class actions, human resources, facilities, tax, legal, compliance, information technology, among other such services. Man Solutions utilizes investment management, cash management, research, investment models, client servicing, sales and marketing capabilities of its affiliates in providing services to its clients.

While much of this brochure applies to all of Man Solutions' U.S. clients, certain information applies to specific U.S. clients only. Important information regarding each fund and managed account, which includes investment objectives, risks, strategy, fees and other material information, including applicable conflicts of interest regarding relationships with affiliates, is contained in each fund's offering documents and in each managed account's investment management agreement, as the case may be.

**B. Description of Advisory Services.**

Please see Item 8 herein.

*This Brochure generally includes information about Man Solutions and its relationships with its clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.*

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds which are "private funds" are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made. In the U.S. shares in the Funds are generally offered on a private placement basis to U.S. persons, and outside the U.S., in accordance with Regulation S of the Securities Act with respect to non U.S. persons, and subject to certain other conditions, which are fully set forth in the offering documents for the Funds. The interests in the Fund are generally offered in the U.S. on a private placement basis, pursuant to Section 3(c)(7) of the Investment Company Act 1940, as amended (the "Company Act"), to persons who are "accredited investors" as defined under the Securities Act and "qualified purchasers" as defined under the Company Act, and subject to certain other conditions, which are set forth in the offering documents for the Funds. Persons reviewing this Brochure should not construe this as an offer to sell or solicitation of an offer to buy the securities of any the Funds described herein. Any such offer or solicitation will be made only by means of an offering memorandum.*

**C. Availability of Customized Services for Individual Clients.**

Man Solutions' investment decisions and advice with respect to each Fund are subject to the relevant Fund's investment objectives and guidelines, as set forth in its offering documents. Similarly, Man Solutions' investment decisions and advice with respect to each



separately managed account are subject to each client's investment objectives and guidelines, as set forth in the client's investment management agreement/trading advisory agreement, as well as any written instructions provided by the client.

A Fund may issue other classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, in the future (or enter into "side letter" agreements with certain investor(s) that alter, modify or change the terms of the shares or interests, as applicable, held by the investor(s)), which may differ and may be more favorable from the shares or interests, as applicable, currently offered by the Fund in terms of, among other things, the performance compensation, the management fee, redemption rights (including redemption dates and notice periods), currency denomination, minimum and additional subscription amounts, informational rights and other rights. New classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, may be issued (or "side letter" agreements may be entered into) by a Fund's board of directors, in its sole discretion, on behalf of the Fund, in consultation with Man Solutions, without providing prior notice to, or receiving consent from, existing investors. The terms of such classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) or "side letter" agreements will be determined by the board of directors, in its sole discretion, in consultation with Man Solutions. In general, a Fund will not be required to notify investors of any such "side letter" agreements or any of the rights and/or terms or provisions thereof, nor will a Fund be required to offer such additional and/or different rights and/or terms to any or all of the other investors.

**D. Wrap Fee Programs.**

Man Solutions does not participate in wrap fee programs.

**E. Assets Under Management.**

As of December 31, 2019, Man Solutions managed approximately \$14.7 billion in regulatory assets under management on a discretionary basis.

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### FEES AND COMPENSATION

Man Solutions' fee schedule is omitted because this brochure is being delivered only to qualified purchasers, as defined in section 2(a)(51)(A) of the Company Act.

Man Solutions does not maintain a basic fee schedule. Fees for each client are negotiated and determined on a case-by-case basis. The following is a general overview of the types of fees Man Solutions charges its clients:

#### **A. Advisory Fees and Compensation.**

Man Solutions offers discretionary investment management services and the fees and performance compensation, if any, for such services will be negotiated on a case-by-case basis and as such may differ from each other. Depending on the investment strategy, the nature of the account and other factors, the compensation will generally be in the form of an asset based fee that is generally paid either monthly, quarterly or semi-annually in arrears. Fees vary by separately managed account, Fund and by share class. In addition, Man Solutions may be compensated in the form of incentive or performance based fees in compliance with Rule 205-3 under the Investment Advisers Act of 1940 ("Advisers Act"). The incentive or performance based fees may be subject to a high water mark or in some cases, a hurdle rate which is typically based upon a specified interest rate.

The Funds Man Solutions manages have different share classes which may have a different fee schedule

Fees charged to the Funds are fully described in the respective Funds' offering document. Generally, with respect to the Funds, Man Solutions or its affiliates (i) charge a management fee in arrears at annualized rates generally ranging between 0.5% and 2%, and (ii) charge performance fees generally ranging between 20% and 30% of net profits and in some cases subject to a "benchmark return", "high water mark" or "hurdle rate" calculated and payable annually or at the time of a redemption/withdrawal. The specific level of fees depends upon various factors, including the availability of certain investment classes, which may be closed to new investors.

Certain Funds pay an affiliated services manager a services management fee up to 0.5% per annum of the net asset value of the relevant Fund or in some cases a flat fee. The services manager is responsible for selecting and appointing service providers to provide administration services, including general shareholder services and certain accounting and valuation services, as well as monitoring the providers of those services. Disbursements for the services manager are invoiced separately and payable monthly. The services manager pays all or a portion of the fees it receives from each relevant Fund to the administrator.

As previously mentioned, fees are determined on a case by case basis. Due to the nature of its investment strategy whereby it will typically invest in Affiliated Funds and/or

allocate to Affiliated Accounts, there are different fee models which could be applied by Man Solutions as described below:

- A fee model whereby management fees and performance fees are charged directly by the Fund or separately managed account managed by Man Solutions and no management fees or performance fees are applied at the level of Affiliated Funds and/or Affiliated Accounts that Man Solutions invests in or allocates to;
- A fee model whereby management fees and performance fees are charged directly by the Fund or separately managed account managed by Man Solutions and any management fees or performance fees applied at the level of the Affiliated Funds and/or Affiliated Accounts that Man Solutions invests in or allocates to are rebated to the Fund or separately managed account managed by Man Solutions to ensure that the fees levied by Man Solutions do not exceed those stated in the relevant investment management agreements or offering documents;
- A fee model whereby no management fees or performance fees are charged directly by the Fund or separately managed account managed by Man Solutions. Management fees and performance fees will be applied at the level of Affiliated Funds and/or Affiliated Accounts that Man Solutions invest in or allocates to and retained by the relevant Affiliated Managers. The Funds' or separately managed accounts' investment management agreements or offering documents will state a maximum management fee and performance fee which may be levied by Affiliated Funds and/or Affiliated Accounts.
- Where Man Solutions provides discretionary services, whereby it invests directly in financial instruments on behalf of clients, management and/or performance fees will be directly chargeable to such clients.

As permitted, with respect to certain clients or investors Man Solutions has the ability to waive or reduce the management fee and/or performance compensation attributable to such client or investor depending upon a variety of factors, including, among other things, type and extent of advisory services offered, amount of assets under management, the overall relationship with the investor and other services offered to the investor. Man Solutions may also fully or partially rebate any management fee, performance fee, and/or services management fee (where applicable). Any such rebates may be applied in paying up additional shares to be issued to the investor. Man Solutions or affiliates may pay a portion of its fees to distributors or intermediaries of the Funds.

Man Solutions fees and compensation will be shared from time to time with its affiliates.

Man Solutions of the Affiliated Managers may also invest client assets in investments that may charge additional fees and/or allocations. Clients/investors may therefore indirectly bear (i) advisory fees or an allocation (including management, performance, administrative, brokerage, custodial, overhead, operational or other fees or a performance allocation) to Man Solutions or its affiliates and (ii) fees charged by the underlying investment.

Investments that charge additional fees may include, but are not limited to, money market funds, short-term investment vehicles, exchange traded funds, pooled investment vehicles, special purpose investment vehicles and alternative investment vehicles.

Generally, the investment management agreements may be terminated by either party in accordance with the terms and notice period described in each investment management agreement. Man Solutions' investment management agreements are generally terminable with prior written notice, without penalty, or upon a breach, and/or also may be automatically renewed as further described in the investment management agreement.

**B. Payment of Fees.**

Fees and compensation paid to Man Solutions by the Funds or separately managed accounts are generally paid by the client from its assets. With regards to the Funds, the fees are calculated by the Fund's administrator and are paid directly from the Fund's assets. Asset based management fees are generally paid on a monthly, quarterly or semi-annual basis in arrears in accordance with the Fund's offering memorandum or the client's investment management agreement as set out in the relevant offering documents or investment management agreement as applicable.

Management fees and performance-based compensation may be pro-rated for partial periods.

Man Solutions employees may invest in one or more Affiliated Funds. Man Solutions employees may or may not be subject to a management fee or performance based compensation by these Funds and/or Affiliated Funds. Man Solutions reserves the right to charge a discounted fee in its sole discretion.

In addition, Man Solutions' employee investments may or may not be subject to the same liquidity terms or fees as those of other investors in such funds.

**C. Additional Fees and Expenses.**

Not all of Man Solutions' Fund investors bear all of the expenses set forth below and in some cases will bear additional expenses not included herein. Fund investors should refer to the Fund's governing documents for details relating to specific expenses relating to the Fund. The following sets forth the expenses that Man Solutions' Fund investors generally bear: To the extent permitted under the applicable documents, each investor bears its own operating and other expenses and its *pro rata* portion of the Fund's expenses and as applicable master fund expenses, including, but not limited to, fund formation, fees paid to administrators, fees paid to custodians, fees paid to prime brokers, fees relating to any special purpose vehicles, as applicable, investment-related expenses (e.g., brokerage commissions (see Item 12 for more information on brokerage expenses) and transaction costs, currency hedging costs, clearing and settlement charges, interest expense, consulting, legal costs to review, research, negotiate and settle potential and actual transactions, as applicable, (including, without limitation, investment-related litigation expenses), investment banking and any other professional fees or compensation relating to particular investments or contemplated investments and research-related expenses, including, without

limitation, news and quotation equipment and services (including fees for data and software providers, exchanges and other third party and information vendors, other non-traditional and information sources, academic research data and trade ideas), other third-party fees and expenses incurred in connection the evaluation of prospective transactions, trade related travel and due diligence costs and expenses related to certain investments, expenses relating to third-party valuation services, expenses attributable to any third-party proxy voting service, costs for ERISA bonding, if applicable, expenses relating to reports provided to investors, expenses associated with the preparation, printing and distribution costs of the periodic and annual financial statements and all professional and other fees and expenses in connection therewith; the cost of publication of the net asset value of the fund, external legal and compliance expenses (which include, without limitation, responding to formal and informal inquiries, subpoenas, investigations and other regulatory matters, indemnification expenses and expenses associated with regulatory filings including blue sky filings and other filings relating to the Fund and/or master fund and/or underlying investments, if applicable), external accounting, audit and tax preparation expenses; directors fees; organizational and operating expenses, clearing and registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, liquidation costs, and the out-of-pocket expenses incurred by the Fund's service providers, insurance, expenses relating to the offer and sale of interests and/or shares, taxes, expenses related to the maintenance of the Fund's registered office, and corporate licensing expenses. Man Solutions or its affiliates may pay certain of the aforementioned expenses and may therefore be entitled to be reimbursed by a Fund in respect of such expenses. Such expenses will generally be borne on a pro rata basis by each class or tranche of shares.

Fund costs may be amortized over a period of time to ensure that large expenses are borne in an equitable manner.

Each managed account may bear certain of the fees and expenses described above. In addition, certain expenses borne by the Funds may be shared by managed accounts. The expenses borne by a managed account are set forth in the managed account's investment management agreement or as otherwise agreed with the managed account.

#### Allocation of expenses

A Fund may incur an expense which forms part of a larger aggregate expense relating to a number of investment entities for which Man Solutions or its affiliates provide services. Such expense will normally be allocated between the relevant investment entities, including the Fund, pro rata to the value of the net assets of the relevant investment entity, in conjunction with a flat fee per investment entity for a portion of the expense, where possible and appropriate. The Fund's directors shall liaise with the investment manager in order for the aforementioned directors to determine the basis on which the expense shall be allocated to the Fund and in doing so will seek to ensure that all expenses borne by the Fund are appropriate and equitable.

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### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Man Solutions accepts performance-based fees for some, but not all clients to whom it provides investment advisory services, as described above. Man Solutions may face a conflict of interest by managing accounts that are subject to a performance-based fee or allocation, including that Man Solutions may have an incentive to favor accounts for which it receives performance-based fees or allocations. Man Solutions may also have an incentive to favor accounts from which it will receive a performance fee or allocation calculated at a higher rate over accounts from which it will receive a performance fee or allocation calculated at a lower rate. Generally, Man Solutions addresses this conflict of interest through the adoption of conflicts of interest policies and procedures that are designed to ensure that the services provided or activities conducted are carried out with integrity and an appropriate degree of independence to protect the interests of clients. These policies and procedures include the prevention or control of information exchange, appropriate organizational structures and supervisory roles (to prevent inappropriate influence of one person over another, or the involvement of a person where such involvement could impair the proper management of conflicts of interest). In addition, Man Solutions utilizes an investment allocation policy designed to treat all accounts fairly and equitably. Please see Item 11.B.2 below.

Performance-based fee compensation may create an incentive for Man Solutions or its Affiliated Managers to make riskier or more speculative investments than would be the case in the absence of such performance fees. The Affiliated Funds and Affiliated Accounts in which the Funds and separately managed accounts invest may also have similar performance fee arrangements and similar conflicts, and an Affiliate Fund and/or Affiliated Account may be entitled to a performance-based fee even if a Fund's or separately managed account's overall returns are negative.

Generally, where an Affiliated Manager may be entitled to receive performance fees (indirectly) from the Fund or separately managed account, such fees are typically rebated to ensure that they do not exceed the maximum performance fee levied on the aggregated net asset value of the assets. For the avoidance of doubt, Man Solutions will ensure that there will be no double layering of performance fees where Man Solutions invests in Affiliated Funds and/or Affiliated Accounts. In addition, individuals in the Man Solutions portfolio management team may also be involved in providing investment management services to other accounts on behalf of Affiliated Managers. Similar issues will arise in relation to such arrangements.

## ITEM 7

### **TYPES OF CLIENTS**

Man Solutions provides discretionary investment services primarily to Funds and institutional managed accounts. The securities of these Funds are not registered under the Securities Act of 1933. In addition, the Funds are not registered under the Investment Company Act of 1940, and may or may not be continuously offered.

Redemption rights with respect to each Fund are set forth in the confidential private placement memorandum for each Fund. Termination rights with respect to each managed account are set forth in the investment management agreement for each managed account. Investments in the Funds may be subject to a minimum investment requirement which under certain conditions may be waived as set forth in the Fund's confidential private placement memorandum. Currently, Man Solutions does not have an account minimum for managed accounts.

## ITEM 8

### METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

#### A. Methods of Analysis and Investment Strategies.

*The descriptions set forth in this Brochure of specific advisory services that Man Solutions offers to clients, and investment strategies pursued and investments made by Man Solutions on behalf of its clients, should not be understood to limit in any way Man Solutions' investment activities. Man Solutions may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Man Solutions considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies Man Solutions pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

Man Solutions invests in Affiliated Funds and/or Affiliated Accounts. Portfolio management of each client is based on investment parameters and objectives such as return, risk, correlation and diversification. Man Solutions periodically adjusts allocations among Affiliated Funds, Affiliated Accounts and investment strategies based on a variety of factors, including, but not limited to, changes in strategic or tactical allocations; comparison of an Affiliated Manager's performance relative to its peer group; a change in an Affiliated Manager's investment strategy; and changes in circumstance with respect to the advisers operations such as the departure of key personnel. Furthermore, Man Solutions may utilize other sources of information which may exist from time to time.

Man Solutions' invests in Affiliated Funds such as limited partnerships, limited liability companies, separately managed account vehicles, offshore corporations, offshore exempted companies or other structures where it believes that such investments are suitable and appropriate investments pursuant to each client's investment strategy. Affiliated Managers and Man Solutions may also invest the assets of its respective Funds and Accounts in U.S. and foreign equity and debt securities, bonds of investment and non-investment grade, common and preferred stocks (including small-cap stocks), commodities and futures contracts, derivatives, options on securities, mortgages, collateralized loan obligations, other asset backed securities including securities backed by student loans, interests in other pooled investment vehicles, privately placed securities or other assets, real estate, structured products, U.S. and foreign government securities and other financial instruments and assets of investment grade or below investment grade. The derivative instruments in which clients may purchase or sell include, without limitation, credit derivatives, exchange-traded or over-the-counter derivatives, swaps (including, but not limited to, basket swaps, equity swaps, credit default swaps, contracts for difference and total return swaps), and deliverable and non-deliverable forward contracts. Affiliate Managers of Man Solutions may also from time to time purchase or sell currencies, forward currency contracts or other derivative related instruments as well as directly or indirectly hold cash and cash equivalents, including government debt, and may invest in equity and debt securities and other instruments.



In pursuing its client's investment objectives Man Solutions may conduct its own analyses and may also use the analyses of its Affiliated Managers as well as third parties. Man Solutions may use many sources of information in its analyses of markets and strategies which may be obtained from its Affiliated Managers or third parties. These sources include but are not limited to: business, economic, financial and other publications; trade journals; other money managers or financial services professionals; media sources; third-party data services; external research; one-on-one conversations with sector specialists, as well as economists, strategists and academic specialists. . Furthermore, Man Solutions may utilize other sources of information which may exist from time to time.

Man Solutions implements client diversification policies by allocating capital among a number of Affiliated Funds and/or Affiliated Accounts and across a variety of investment strategies and investment opportunities selected by it.

#### *Investment Process*

The investment process of Man Solutions includes, among others, the following activities: portfolio construction and management, investment allocation, and manager and portfolio monitoring. Generally, Man Solutions works with Affiliated Managers to gather available strategy and market specific information. It then analyzes this information to enable it to choose what it believes to be an effective strategy and to create and manage portfolios utilizing Affiliated Funds or Affiliated Accounts. Man Solutions regularly monitors the Affiliated Managers and the Fund's and separately managed account's performance. It should be noted that certain of Man Solutions' personnel also work for affiliates that manage fund of funds.

Man Solutions may allocate client assets to a number of different strategies pursuant to the client's investment guidelines and restrictions. Each strategy pursues its specific investment style. Certain strategies pursue a variety of alternative risk premia styles, in some cases such portfolios may be highly leveraged and concentrated. The alternative risk strategies may move beyond traditional, static risk premia (e.g., equity risk) by taking, for example, long and short positions or executing dynamic trading strategies. Examples of these alternative risk premia strategies could include trading momentum in futures, trading value in equities or trading carry in foreign exchange markets. Alternative risk premia strategies are usually implemented via systematic trading strategies that trade in highly liquid markets, and hence usually offer reduced fees, improved liquidity and capital efficacy above investing directly in hedge funds, albeit at the cost of exposure to any strategy alpha. Other strategies pursue a multi strategy portfolio which includes allocations to both discretionary and quantitative strategies managed by Affiliated Managers.

The Affiliate Managers generally have broad authority to invest across all asset classes. While certain Affiliated Managers may diversify their investment and trading activities, others may focus primarily on certain markets, sectors or geographic regions. Certain Affiliated Managers may use leverage and derivatives to structure their trades, which they may hold for varying lengths of time.

Although Man Solutions generally intends to allocate all or a substantial portion of each Fund's or separately managed account's capital to Affiliated Funds and Affiliated Accounts, it may also direct investments for cash management, risk control or defensive purposes through its Affiliated Managers. Such affiliates may also employ leverage, currency hedging and risk overlay to the Funds.

Man Solutions may elect to reserve a portion the Fund's direct or indirect capital for future investment or to allocate less capital as a risk control or defensive measure.

Man Solutions offers discretionary services whereby it invests directly in financial instruments on behalf of Clients. Such discretionary services include customized credit hedging strategies which seeks to mitigate downside losses in stressed market conditions while aiming to deliver positive returns in unstressed conditions. Customized credit hedging services may also be designed to hedge against idiosyncratic risks such as issuer, factor, sectors or geographic risks.

Man Solutions closely monitors its Fund and separately managed account portfolios. To assist in this monitoring Man Solutions receives position level transparency from the Affiliated Managers with respect to Affiliated Funds and Affiliated Accounts. Man Solutions regularly compares each Affiliated Manager's returns against, among other things, past performance and representative peer group, by looking at for example, returns, Sharpe ratio, volatility and downside risk statistics. Man Solutions monitors all portfolios regularly aiming to ensure that each portfolio is appropriately diversified and is managed in accordance with its investment objectives and guidelines.

The investment processes outlined above represent a summary of the investment strategies generally offered by Man Solutions. Man Solutions may offer additional or different investment strategies to non-US clients and at any time may change the way in which it implements or carries out any of the investment processes.

**B. Material, Significant or Unusual Risks Relating to Investment Strategies.**

The investment strategies Man Solutions pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved. The following risk factors do not purport to be a complete list of explanation of the risks involved in an investment in a Fund or separately managed account by Man Solutions.

*The following risk factors may not be applicable to all clients. Investments in a Fund are speculative and involve a substantial degree of risk, including the risk that an investor could lose some or all of its investment in a Fund. Prospective investors should carefully consider the risks of investing, which include, without limitation, those set forth below which are more fully described in the applicable Fund's offering documents. These risk factors include only those risks Man Solutions believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by Man Solutions and do not purport to be a complete list or explanation of the risks involved in an investment in a Fund or to clients advised by Man Solutions.*

## **United Kingdom Withdrawal from EU**

The UK has left the EU, subject to a transitional period during which EU law will generally continue to apply in the UK. Changes in the UK political environment following the UK's exit from the EU may lead to political, legal, tax and economic uncertainty. This may impact general economic conditions in the UK and various other countries. It is not yet clear whether and to what extent EU regulations remain applicable or will be replaced by different UK regulations with respect to Man Solutions and the UK-based Affiliated Managers following the UK's exit from the EU or what legal or cooperation arrangements the UK may put in place with the EU, but it is possible that investors may be subject to fewer regulatory protections than would otherwise be the case. The UK's exit may adversely affect Man Solutions' and/or the UK-based Affiliated Managers' ability to access markets, make investments, attract and retain employees or enter into agreements or continue to work with non-UK counterparties and service providers, all of which may result in increased costs.

## **Risks of Investments in Securities Generally**

Investing in securities involves risks, including the risk that the entire amount invested may be lost. On behalf of its clients, Man Solutions may invest in and actively traded securities and other financial instruments using investment techniques with certain risk characteristics, including, without limitation, risks arising from the volatility of the debt and equity markets, risks particular to emerging markets, the risks of borrowings, the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a client investment objective will be achieved. Man Solutions may utilize such investment techniques as leverage and margin transactions, limited diversification and options and derivatives trading; such practices are likely to, in certain circumstances, increase the adverse impact to which clients may be subject.

## **Market Disruptions**

Man Solutions, its Affiliated Managers or the Funds, Affiliated Funds or Affiliated Accounts may incur major losses in the event of disrupted markets and other extraordinary events which may affect markets in a way that is not consistent with historical pricing relationships. The risk of loss from a disconnect with historical prices is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to Man Solutions or the Affiliated Funds from banks, dealers and other counterparties will typically be reduced in disrupted markets. Such a reduction may result in substantial losses to the respective Funds. In 1994, in 1998 and again in the so-called "credit crunch" of 2007-2009 a sudden restriction of credit by the dealer community resulted in forced liquidations and major losses for a number of investment vehicles. The "credit crunch" of 2007-2009 particularly affected investment vehicles focused on credit-related investments. However, because market disruptions and losses in one sector can cause ripple effects in other sectors, during the "credit crunch" of 2007-2009 many investment vehicles suffered heavy losses even though they were not necessarily heavily invested in credit-related

investments. In addition, market disruptions caused by unexpected political, military and terrorist events may from time to time cause dramatic losses for the Funds or affiliated funds and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. A financial exchange may from time to time suspend or limit trading. Such a suspension could render it difficult or impossible for the Funds, Affiliated Funds or Affiliated Accounts to liquidate affected positions and thereby expose them to losses. There is also no assurance that off-exchange markets will remain liquid enough for the Funds or the affiliated funds to close out positions.

### **System Failure**

Man Solutions and its Affiliated Managers may make extensive use of trading software. As such, the Funds, Affiliated Funds or Affiliated Accounts may be more than usually exposed to risks caused by failures of IT infrastructure and data. For example, errors in the prices reported to the system may cause erroneous buy and sell recommendations to be issued. In addition, outright failure of the underlying hardware, operating system, software or network, may leave Man Solutions or its Affiliated Managers unable to trade, and this may expose it to risk should the outage coincide with turbulent market conditions. Even in the event that extensive backup and failover plans have been put in place by the investment manager and its Affiliates, in the worst case, the investment manager or its Affiliated Managers may have to liquidate an entire portfolio as the only safe way to proceed should a crippling system outage occur. The risk of system failure could be increased as Man Solutions relies on its affiliates to provide certain services that are critical to the management of the funds.

### **Model and Data Risk**

Certain of Man Solutions' Affiliate Managers rely heavily on quantitative models (proprietary models developed by such Affiliated Managers) and information and data both developed by the Affiliate rather than granting trade-by-trade discretion to the Affiliated Managers' investment professionals. Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (including without limitation for trading purposes, and for the purposes of determining Net Asset Value), to provide risk management insights and to assist in hedging an Affiliated Fund's or Affiliated Account's investments. Models and Data are known to have errors, omissions, imperfections and malfunctions (collectively, "**System Events**"). System Events in third-party Models are generally entirely outside of the control of the Man Solutions or its Affiliated Managers.

Man Solutions and its Affiliated Managers seek to reduce the incidence and impact of System Events through a certain degree of internal testing and real-time monitoring, and the use of independent safeguards in the overall portfolio management system and often, with respect to proprietary models, in the software code itself. Despite such testing, monitoring and independent safeguards, System Events could result in, among other things, the execution of unanticipated trades, the failure to execute anticipated trades, delays to the execution of anticipated trades, the failure to properly allocate trades, the failure to properly gather and organize available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s)—all of which may have materially negative effects on a Fund, an Affiliated Fund or an Affiliated Account and/or its returns.

The investment strategies of Man Solutions or certain of its Affiliated Managers may be highly reliant on the gathering, cleaning, culling and analysis of large amounts of Data. Accordingly, Models rely heavily on appropriate Data inputs. However, it is not possible or practicable to factor all relevant, available Data into forecasts and/or trading decisions of the Models. Man Solutions and its Affiliated Managers will use their discretion to determine what Data to gather with respect to the Affiliated Funds and what subset of that Data the Models take into account to produce forecasts which may have an impact on ultimate trading decisions. In addition, due to the automated nature of Data gathering, the volume and depth of Data available, the complexity and often manual nature of Data cleaning, and the fact that the substantial majority of Data comes from third-party sources, it is inevitable that not all desired and/or relevant Data will be available to, or processed by, Man Solutions or the Affiliated Managers at all times. If incorrect Data is fed into even a well-founded Model, it may lead to a System Event subjecting the Affiliated Funds to loss. Further, even if Data is input correctly, “model prices” anticipated by the Data through the Models may differ substantially from market prices, especially for instruments with complex characteristics, such as derivatives.

Where incorrect or incomplete data is available, Man Solutions or its Affiliated Managers may, and often will, continue to generate forecasts and make investment decisions based on the Data available. Additionally, Man Solutions, or its Affiliate Managers may determine that certain available Data while potentially useful in generating forecasts or making trading decisions, is not cost effective to gather due to, among other factors, the technology costs or third-party vendor costs, and in such cases Man Solutions or its Affiliated Managers will not utilize such Data. Man Solutions or its Affiliate Managers have full discretion to select the Data they use respectively. Man Solutions and its Affiliates Managers may elect to use or may refrain from using any specific Data or type of Data in generating forecasts or making trading decisions with respect to the Models. The Data utilized in generating forecasts or making trading decisions underlying the Models may not be (i) the most accurate data available or (ii) free of errors. The Data set used in connection with the Models is limited. The foregoing risks associated with gathering, cleaning, culling and analysis of large amounts of data are an inherent part of investing with a quantitative, process-driven, systematic adviser such as the investment manager or certain of its affiliates.

When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon expose Man Solutions or its Affiliate Managers to potential losses and such losses may be compounded over time. For example, by relying on Models and Data, Man Solutions or its Affiliated Managers may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful and when determining the Net Asset Value of the Fund or Affiliated Fund, any valuations of the Fund’s, Affiliated Fund’s or Affiliated Account’s investment that are based on valuation Models may prove to be incorrect. In addition, Models may incorrectly forecast future behavior, leading to potential losses on a cash flow and/or a mark to market basis. Furthermore, in unforeseen or certain low probability scenarios (often involving a market event or disruption of some kind); Models may produce unexpected results which may or may not be System Events.

Errors in Models and Data are often extremely difficult to detect, and in the case of Models, the difficulty of detecting System Events may be exacerbated by the lack of design

documents or specifications. Regardless of how difficult their detection appears in retrospect, some System Events may go undetected for long periods of time and some may never be detected. Finally, the investment manager or its affiliates will detect certain System Events that it chooses, in its sole discretion, not to address or fix, and the third party software (where applicable) will lead to System Events known to Man Solutions or its Affiliated Managers when it chooses, in their sole discretion, not to address or fix, and the third party software will lead to System Events known to Man Solutions or its Affiliated Managers, that it chooses, respectively in its sole discretion, not to address or fix. The degradation or impact caused by these System Events can compound over time. Neither Man Solutions nor its Affiliated Managers will generally perform a materiality analysis on the potential impact of a System Event. Man Solutions and its Affiliated Managers' believe that the testing and monitoring performed on Models will enable each respectively to identify and address those System Events that a prudent person managing a quantitative, systematic and computerized investment program would identify and address by correcting the underlying issue(s) giving rise to the System Events. However, there is no guarantee of success of such processes. Investors should assume that System Events and their ensuring risk and impact are an inherent part of investing with a process-driven, systematic investment manager such as Man Solutions or certain of its Affiliated Managers. According, Man Solutions does not expect to disclose System Events to its investors.

The Funds, Affiliated Funds and Affiliated Accounts will bear the risks associated with the reliance on Models and Data including bearing all losses related to System Events other than in relation to losses arising from Man Solutions' or its Affiliated Manager's willful default, Gross Negligence or breach of fiduciary duty under ERISA if applicable.

### **Obsolescence Risk**

Man Solutions and its Affiliated Managers are unlikely to be successful in the deployment of their respective quantitative, systematic, investment strategies unless the assumptions underlying the Models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that the Models will not generate profitable trading signals. If and to the extent that the Models do not reflect certain relevant factors, and Man Solutions or its Affiliated Managers do not successfully address such omission through their respective testing and evaluation by modifying the Models accordingly, major losses may result – all of which will be borne by the funds or the affiliated funds. Man Solutions and its Affiliated Managers will continue to test, evaluate and add new Models which may lead to the existing Models being modified from time to time. Investors will not be informed or nor will approve the addition, modification or removal of the Models and investment strategies. There can be no assurance as to the effects (positive or negative) of any changes including additions, modifications and removal of the Models or investment strategies on a Fund's, Affiliated Fund's or Affiliated Account's performance.

### **Trading Systems Risks**

Man Solutions may depend on its Affiliated Managers and other service providers to develop and implement appropriate systems for the Funds', Affiliated Funds' or Affiliated Accounts' trading activities. Further, Man Solutions' Affiliated Managers may rely extensively on

computer programs and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor portfolio and net capital, and to generate risk management and other reports that are critical to oversight of the Funds or Affiliate Funds' activities. Certain of the Man Solutions' and its Affiliated Managers' operations interface will be dependent upon systems operated by third parties, including prime brokers and other service providers, and neither Man Solutions or its Affiliated Managers may be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain limitations, including, but not limited to, those caused by computer "worms," viruses and power failures. Man Solutions' and its Affiliated Managers' operations may be highly dependent on each of these systems and the successful operation of such systems is often out Man Solutions' and its Affiliated Managers' control. The failure of one or more systems or the inability of such systems to satisfy Man Solutions' or its affiliate's new or growing businesses could have a material adverse effect on the Funds as well as the funds managed by its Affiliated Manager. For example, systems failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the ability of Man Solutions or its Affiliated Managers to effectively monitor their respective investment portfolio and risks.

### **Trade Error Risk**

The complex trading programs operated by Man Solutions and certain of its Affiliated Managers and the speed and volume of transactions invariably result in occasional trades being executed which, with the benefit of hindsight, were not required by the trading program or occasional trades not being executed when they should have been. To the extent an error is caused by a counterparty, such as a broker, Man Solutions (or its Affiliated Manager) generally attempts to recover any loss associated with such error from such counterparty. To the extent an error is caused by Man Solutions or its Affiliated Manager, a formalized process is in place for the resolution of such errors. Given the volume, diversity and complexity of transactions executed by Man Solutions or its Affiliated Managers on behalf of the Funds, Affiliated Funds and Affiliated Accounts, investors should assume that trading errors (and similar errors) will occur. If such errors result in gains to a Fund, an Affiliated Fund or an Affiliated Account, such gains will be retained by the respective Fund. However, if such errors result in losses, they will be borne by the applicable investment manager in accordance with its internal policies unless otherwise determined by Man Solutions or its Affiliated Manager.

### **Crowding/Convergence**

There is significant competition among quantitatively-focused managers and the ability of Man Solutions or its affiliates to deliver returns that have a low correlation with global aggregate equity markets and other hedge funds is dependent on their ability to employ Models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that Man Solutions or its Affiliated Manager is not able to develop sufficiently differentiated Models, the applicable Fund's, Affiliated Fund's or Affiliated Account's investment objective may not be met, irrespective of whether the Models are profitable in an absolute sense. In addition, to the extent that the Models come to resemble those employed by other managers, there is an increased risk that a market disruption may negatively affect predictive Models such as those employed by Man Solutions or its Affiliated Managers, as such a disruption could accelerate

reductions in liquidity or rapid re-pricing due to simultaneous trading across a number of funds utilising Models (or similar quantitatively-focused investment strategies) in the marketplace.

### **Involuntary Disclosure Risk**

The ability of a Man Solutions or its Affiliated Managers to achieve its investment goals for the applicable Fund, Affiliated Fund or Affiliated Account may be dependent in large part on its ability to develop and protect its models and proprietary research. The models and proprietary research and the Models and Data are largely protected by Man Solutions or its Affiliated Managers through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, aggressive position-level public disclosure obligations (or disclosure obligations to exchanges or regulators with insufficient privacy safeguards) could lead to opportunities for competitors to reverse-engineer Man Solutions or its Affiliated Managers' models, and thereby impair the relative or absolute performance of the respective Funds.

### **Disaster Recovery**

While the Man Solutions and its Affiliated Managers may have put in place safeguards, including the use of parallel and/or back-up systems, emergency power and alternative data feeds, designed to protect the interests of the respective Funds in case of disruption of the technology, including transmission failures, there is no guarantee that such measures would be effective against all situations or could be implemented in time and the Funds, including Affiliated Funds and Affiliated Accounts may be adversely affected accordingly.

### **Operational Risk**

While Man Solutions and its Affiliated Managers have developed systems and procedures to control operational risk. These systems and procedures may not account for every actual or potential disruption of their respective operations. Man Solutions' and its Affiliated Managers' business is dynamic and complex. As a result, certain operational risks are intrinsic to Man Solutions' and its Affiliated Managers' operations, especially given the volume, diversity and complexity of transactions that Man Solutions and its affiliates expect to enter into daily. Man Solutions business is highly dependent on its ability and the ability of its Affiliated Managers to process, on a daily basis, transactions across numerous and diverse markets. Consequently, Man Solutions relies heavily on its financial, accounting and other data processing systems as well as those of its Affiliated Managers. The ability of such systems to accommodate an increasing volume, diversity and complexity of transactions could also constrain the ability of Man Solutions to properly manage the Funds. Systemic failures in the systems employed by the Man Solutions, its Affiliated Managers as well as those employed by brokers, the Administrator and/or counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. These and other similar disruptions in operations may cause the Man Solutions or its Affiliated Managers to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage.



## **Breaches in Information Technology Security**

Man Solutions and its Affiliated Managers maintain information technology systems, consisting of infrastructure, applications and communications networks to support their respective business activities. These systems could be subject to security breaches such as “cyber-crime” resulting in theft, a disruption in Man Solutions’ or its Affiliated Managers’ ability to close out positions and the disclosure or corruption of sensitive and confidential information. Security breaches may also result in misappropriation of assets and could create significant financial and/or legal exposure. Man Solutions and its Affiliated Managers seek to mitigate attacks on their own systems respectively but will not be able to control directly the risks to third-party systems to which they may connect. Any breach in security of Man Solutions or its Affiliated Managers systems could have a material adverse effect on the Funds, Affiliated Funds and Affiliated Accounts and may cause the Funds, Affiliated Funds or Affiliated Accounts to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage.

## **Risk of Programming Implementation Error or Logical Error**

If Man Solutions or its Affiliated Managers are reliant upon the operation of trading software, there may be risk of errors of implementation (colloquially known as “**bugs**”) and errors of design that may have found their way into the software, and which may cause inappropriate or aberrant behavior under certain or all market conditions. While reasonable steps may have been taken to ensure that the software is adequate in design and free from manifest bugs, formal proof of bug-free code may not have been undertaken nor can the underlying logical and/or mathematical models be certified as free from error. Furthermore, while the software may have been extensively tested, no guarantee can be given that a unique combination of input conditions experienced when running the system “live” and which has not been encountered during development, will not cause the system to fail, perform aberrantly, or take positions that are (under some reasonable criteria) judged to be inappropriate. Furthermore, as with any software, upgrades, “bug fixes” and various other improvements may be introduced over time and the risk therefore exists that such changes may detrimentally affect the performance of Man Solutions or its Affiliated Managers, rather than improve it.

## **Investments in Affiliate Funds – Funds of Funds structures**

Man Solutions typically invests its capital in Affiliate Funds. Generally speaking, Man Solutions will not be able to control the activities of its Affiliated Managers on behalf of their investment vehicles or monitor their activities on a daily basis. An Affiliated Manager may use investment strategies that differ from its past practices and are not fully disclosed to Man Solutions, and that involve risks under some market conditions that are not anticipated. In addition, an Affiliated Manager may trade certain financial instruments without Man Solutions’ knowledge.

## **Investments in Other Accounts/Activities of Advisers**

When Man Solutions on behalf of the Funds invests in Affiliated Funds, such as private funds, or Affiliated Accounts, it has no control of the trading policies or strategies of such

entities and does not have the same ability as with separate accounts to react quickly to changing investment circumstances due to the limited liquidity of these types of investments.

Investment decisions of the Affiliated Funds and Affiliated Accounts are made by the respective Affiliated Managers independently of each other. Consequently, at any particular time, one Affiliated Fund or Affiliated Account may be purchasing interests in an issuer that at the same time are being sold by another Affiliated Fund or Affiliated Account. Investing by the Affiliated Funds or Affiliated Account in this manner could cause the Funds to indirectly incur certain transaction costs without accomplishing any net investment result. Possible lack of transparency regarding such Affiliated Manager positions may lead to lack of intended diversification in the applicable Fund.

There is a risk of misconduct by Affiliated Managers. When Man Solutions invests a Fund's or separately managed account's assets with an Affiliated Manager, it does not have custody of the assets or control over the investment. Therefore, there is always the risk that the Affiliated Manager could divert or abscond with the assets, inaccurately or fraudulently report the value of the securities, fail to follow agreed upon investment strategies, provide false reports of operations, or engage in other misconduct. There also is a risk that regulatory actions may be taken by governmental or other authorities against Affiliated Managers, which may expose investors that have placed assets with such Affiliated Managers to losses.

Each Affiliated Manager, may, at any time and without notice, change their respective Fund's investment objectives, policies, or strategies. This may adversely affect Man Solutions' allocation among investment strategies and may adversely affect the Fund's or separately managed account's overall risk.

Man Solutions may make additional investments in, or withdrawals from, the Affiliated Funds only at certain times specified in the governing documents of the respective Affiliated Funds. Man Solutions, from time to time may, in turn, have to invest some of the Fund's assets temporarily in high quality fixed income securities and money market instruments or may hold cash or cash equivalents pending the investment of assets in the Affiliated Funds or for other purposes.

Man Solutions and its Affiliated Managers trade independently of each other and may place orders for the benefit of the Fund or separately managed account that "compete" with each other for execution or that cause the Fund or separately managed account to establish positions that offset each other (in which case the Fund may indirectly incur commissions and fees without the potential for a trading profit).

#### **Reliance on Information Received from the Advisers.**

Although Man Solutions receives detailed information from each Affiliated Manager regarding their respective Affiliated Fund's and Affiliated Account's historical performance and investment strategy, Man Solutions often is not given access to information regarding the actual investments made by its Affiliated Managers and will receive only such information concerning the Affiliates' Funds as the respective Affiliated Manager is willing to provide. At any given time, Man Solutions may not know the composition of an Affiliated Fund's

investment portfolio with respect to the degree of hedged or directional positions, the extent of concentration risk or exposure to specific markets. Furthermore, Man Solutions will generally have no means of independently verifying the information provided to it by its Affiliated Managers, including estimated net asset values (and subsequent revisions to such estimates) and final net asset values. The net asset values received by Man Solutions from its Affiliated Managers are typically estimates only, subject to revision through the end of each Affiliated Fund's annual audit, and no net asset value figure of the Funds can be considered final until each Affiliated Fund's annual audit is completed. Man Solutions may not learn of significant structural changes, such as personnel changes, manager withdrawals or capital growth, until after the fact and it will be difficult, if not impossible, for Man Solutions to protect the Funds or accounts from the risk of fraud, misrepresentation or material strategy alteration. If an Affiliated Fund does not operate in accordance with its stated investment strategy or guidelines or the information furnished by the Affiliated Manager is not accurate, the Fund or separately managed accounts might sustain losses with respect to its investment in such Affiliated Fund despite Man Solutions' attempts to monitor such Affiliated Managers and the respective Affiliated Funds. The effectiveness of Man Solutions' initial and ongoing due diligence and risk management analysis is dependent upon the adequacy of such services provided by its Affiliated Managers where applicable.

### **Dependence on Affiliates**

Man Solutions will be highly dependent upon the expertise and abilities of its Affiliated Managers who will have investment discretion over their respective Affiliated Fund and Affiliated Account assets and, therefore, the death, incapacity or retirement of any affiliate key personnel or its principals may adversely affect investment results. The Funds or separately managed accounts also can be negatively affected by adverse price movements of significant positions held by one or more of the Affiliated Funds or Affiliated Accounts in which the Funds or separately managed accounts invest.

### **Valuation Risk**

The valuation of each Fund's and separately managed account's investments in the Affiliated Funds is ordinarily determined based upon valuations calculated by such administrator for each relevant fund, in most cases based on information provided by Affiliated Managers or third party administrators of such Affiliated Funds. Certain securities in which Affiliated Funds invest may not have a readily ascertainable market price and will be valued by Affiliated Managers or their administrators. In this regard, Affiliated Managers may face a conflict of interest in valuing the securities, as their value will affect the respective Affiliated Managers' compensation. Man Solutions' has established a Management Committee which oversees the fair valuation of Fund and separately managed account assets.

Certain members of the Management Committee may face conflicts of interest in overseeing the value of the Funds' and separately managed account's investments, as the valuations may affect Man Solutions' compensation. Although the Management Committee reviews the valuation procedures used by Affiliated Managers, none of the Management Committee, the applicable Affiliated Fund's administrator, neither Man Solutions nor the board of managers, if applicable, can confirm or review the accuracy of valuations provided by Affiliated Managers or their administrators.

If an Affiliated Manager's valuations are consistently delayed or inaccurate, Man Solutions generally will consider whether the Affiliated Fund continues to be an appropriate investment. A Fund or separately managed account may be unable to redeem or otherwise dispose of interests in such an Affiliated Fund quickly, and could therefore be obligated to continue to hold such interests for an extended period of time. In such a case, such interests would continue to be valued without the benefit of the Affiliated Managers valuations, and the Management Committee will determine the value, and may discount the value of the interests, if deemed to be the estimated fair value of such holding in keeping with Man Solutions' valuation procedures.

### **Valuation Risk – Illiquid Assets and ERISA Accounts**

As explained above, in general, Man Solutions and each Affiliated Fund will rely on valuations provided to it by its Affiliated Managers or their respective fund administrators in determining the valuations of the Fund's investments. However, except during any time when the assets of the Fund are subject to ERISA, Man Solutions has the right to determine that some other valuation is more appropriate. Independent pricing information may not at times be available with respect to certain of the Fund's and separately managed account's securities and other investments, particularly illiquid investments. Accordingly, certain investments may be difficult to value and may be subject to varying interpretations of value. During any time that the assets of a Fund are subject to ERISA, Man Solutions may not exercise any discretion in the valuation of such assets. Instead, during any such time, such assets will be valued by other suitable independent sources, independent brokers, market makers, other intermediaries or any third parties as reasonably appointed by the Fund's administrator, in consultation with Man Solutions, based upon fair value.

### **Use of Third Party Risk Manager and Assessment of Risk**

Certain Affiliated Funds use a third party risk management service provider ("Third Party Risk Manager") to assist with their risk analysis program. A number of Affiliated Managers report to the Third Party Risk Manager their portfolio positions and other financial data, and the Third Party Risk Manager in turn uses this information to produce risk and exposure evaluation reports for Man Solutions. Neither the Third Party Risk Manager nor Man Solutions independently verifies the information provided by Affiliated Managers. In addition, not all Affiliated Funds provide full position transparency to the Third Party Risk Manager. For Affiliate Funds that provide less than or no position transparency, the Third Party Risk Manager may use other available information such as performance returns to calculate risk. To the extent that any information provided or used is inaccurate or incomplete or the models are not suitable for measuring the risk for an Affiliated Fund's strategy, this could affect the risk evaluations contained in the reports. The Third Party Risk Manager risk estimates contained in the reports are generated using quantitative models and no such models can predict actual losses in future real world scenarios. The estimates of losses contained in the reports are based upon calculations made by the Third Party Risk Manager and may not track the actual losses incurred. The applicable Affiliated Funds (and investors in the applicable Funds and separately managed accounts) may experience actual losses that are significantly worse than those estimated in the Third Party Risk Manager reports.

## **Separately Managed Account Allocations**

Man Solutions may place assets of certain Funds or separately managed accounts with Affiliated Managers through separately managed accounts rather than investing in pooled investment vehicles. The aforementioned sections have referred to such separately managed accounts, which are managed by Affiliated Managers by way of delegation arrangement, as “Affiliated Accounts”. Such separately managed accounts expose the investments to theoretically unlimited liability, and it is possible, given the leverage at which certain of the Affiliated Accounts trade, that they could lose more than the capital allocated to such an Affiliated Account. Man Solutions and its Affiliated Managers may attempt to insulate such Affiliated Accounts from such risk by allocating assets through a subsidiary company or other special purpose vehicle, but it will not always be possible to do so and Man Solutions or its Affiliated Managers may elect not to do so.

## **No Formal Investment Restrictions or Allocation Limits.**

Although diversification is a principal investment policy of the Funds and separately managed accounts, Man Solutions is not always subject to any formal diversification requirements or restrictions in constructing each Fund’s or separately managed account. There may be no limitations on the minimum or maximum number of Affiliated Managers or Affiliated Funds, or investment strategies, or on the absolute or relative percentage of capital which may (or must) be allocated to any Affiliated Managers or investment strategy. Certain Affiliated Managers and investment strategies may be allocated substantially larger portions of a Fund’s or separately managed account’s capital than others.

## **Investment Types and Techniques**

Man Solutions, Affiliated Funds and Affiliated Accounts may invest and trade in a wide range of securities and other financial instruments. Although Man Solutions, Affiliated Funds and Affiliated Accounts will primarily invest and trade in equity and debt securities, they may also invest and trade in currencies, financial futures, and other equity- and debt-related instruments (i.e., instruments that may derive all or a portion of their value from equity or debt securities). Neither Man Solutions, an Affiliated Fund or Affiliated Account is generally limited in the markets, either by location or type, such as large capitalization, small capitalization, or non-U.S. markets, in which it invests or in the investment discipline that it may employ, such as value or growth or bottom-up or top-down analysis. Man Solutions and Affiliated Managers may use various investment techniques for hedging and non-hedging purposes. Man Solutions and its Affiliated Managers may, for example, sell securities short, purchase and sell option and futures contracts and engage in other derivative transactions, subject to certain limitations described in each Fund’s offering memorandum or in each client’s investment management agreement as applicable. The use of these techniques may be an integral part of a particular Fund’s, separately managed account’s, Affiliated Fund’s or Affiliated Account investment strategy, and may involve certain risks, including the risk that they will lose all or part of their investment.

## **Speculative Trading Strategies**

Man Solutions or its Affiliated Managers may use high-risk strategies, such as selling securities short and futures trading. Short selling exposes the seller to unlimited risk due to the lack of an upper limit on the price to which a security may rise. Commodity futures prices can be highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Like other leveraged investments, a futures transaction may result in substantial losses. No guarantee or representation is made that any individual trading strategy will be successful.

## **Emerging Markets Risk**

Man Solutions or its Affiliated Managers may invest in securities of companies based in emerging markets or issued by the governments of such countries. Securities traded in certain emerging markets may be subject to risks due to the inexperience of financial intermediaries, the lack of modern technology, the lack of a sufficient capital base to expand business operations, and the possibility of temporary or permanent termination of trading. Political and economic structures in many emerging markets may be undergoing significant evolution and rapid development, and emerging markets may lack the social, political and economic stability characteristics of more developed countries. As a result, the risks relating to investments in foreign securities described above, including the possibility of nationalization or expropriation may be heightened. In addition, certain countries may restrict or prohibit investment opportunities in issuers or industries deemed important to national interests. Such restrictions may affect the market price, liquidity and rights of securities that may be purchased by Man Solutions, the Affiliated Funds or Affiliated Accounts. Settlement mechanisms in emerging securities markets may be less efficient and less reliable than in more developed markets and placing securities with a custodian or broker-dealer in an emerging country may also present considerable risks. The small size of securities markets in such countries and the low volume of trading may result in a lack of liquidity and in substantially greater price volatility. Many emerging market countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates and corresponding currency devaluations and fluctuations in the rate of exchange between currencies and costs associated with currency conversion have had and may continue to have negative effects on the economies and securities markets of certain emerging market countries. In addition, accounting and financial reporting standards that prevail in certain emerging market countries are not equivalent to standards in more developed countries and, consequently, less information is available to investors in companies located in such countries.

## **Business and Regulatory Risks of Hedge Funds**

Legal, tax and regulatory changes are likely to occur during the term of the Funds and Affiliated Funds and some of these changes may adversely affect the Funds as well as the Affiliated Funds, perhaps materially. The financial services industry generally, and the activities of hedge funds and their managers, in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Funds' and Affiliated Funds' exposure to

potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may also impose additional administrative burdens on Man Solutions and its Affiliated Managers, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may direct Man Solutions' and its Affiliated Managers' attention and resources from their investment management activities.

In addition, futures and securities markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators, self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

It is impossible to predict what, if any, changes in regulation applicable to the Funds or Affiliated funds, Man Solutions or its Affiliated Managers, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on Man Solutions or the Funds or the Affiliated Funds could be substantial and adverse.

Investors should understand that Man Solutions' and its Affiliated Managers' business is dynamic and is expected to change over time. Therefore, Man Solutions and its Affiliated Managers may be subject to new or additional regulatory constraints in the future. This document cannot address or anticipate every possible current or future regulation that may affect Man Solutions, or its Affiliated Managers, the Funds, Affiliated Funds or their respective businesses. Such regulations may have a significant impact on the shareholders or the operations of the Funds or Affiliated Funds, including, without limitation, restricting the types of investments Man Solutions, its Affiliated Managers or the respective Funds or Affiliated Funds may make, preventing Man Solutions, its Affiliated Managers or the Funds or Affiliated Funds from exercising their respective voting rights with regard to certain financial instruments, requiring the Funds or Affiliated Funds to disclose the identity of their investors, its positions or otherwise. Man Solutions or its Affiliated Managers may cause the Funds or Affiliated Funds to be subject to such regulations if it believes that an investment or business activity is in the Funds' or Affiliated Funds' interest, even if such regulations may have a detrimental effect on one or more shareholders. Prospective shareholders are encouraged to consult their own advisors regarding an investment in the Funds.

## **Event Driven Strategies**

The success of event driven strategies depends on the successful prediction of whether various corporate events will occur or be consummated. The consummation of mergers, exchange offers, tender offers and other similar transactions can be prevented or delayed, or the terms changed, by a variety of factors. If a proposed transaction appears likely not to be consummated or in fact is not consummated or is delayed, the market price of the securities purchased by Man Solutions or its Affiliated Managers may decline sharply and result in losses to the respective Funds or separately managed accounts.

A significant portion of the portfolio of an investment manager implementing such strategy may be invested in restricted securities that may not be registered and for which a market

may not be readily available. Therefore, a significant portion of the respective Fund or separately managed account may not be freely traded. Even if there is a limited market for such securities, an investment manager's position in such securities may be substantial in relation to the market for the securities. Man Solutions and its Affiliated Managers may invest in securities of issuers in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive or product obsolescence problems, or issuers that are involved in bankruptcy or reorganization proceedings. Investments of this type involve substantial financial business risks that can result in substantial or total losses. Among the problems involved in investments in troubled issuers is the fact that information as to the conditions of such issuers may be limited, thereby reducing Man Solutions' or its Affiliated Managers' ability to monitor the performance and to evaluate the advisability of continued investments in specific situations. The market prices of such securities are also subject to abrupt and erratic market movements and above-average price volatility, and the spread between the bid and ask prices of such securities may be greater than normally expected. It may take a number of years for the market price of such securities to reflect their intrinsic value.

Man Solutions on behalf of the Fund or of a separately managed account is permitted to invest with Affiliated Funds and Affiliated Accounts that may make particularly risky investments that also may offer the potential for correspondingly high returns. As a result, the Fund or separately managed account may lose all or substantially all of its investment in any particular instance. In addition, there is generally no minimum credit standard that is a prerequisite to Man Solutions' or an Affiliated Manager's investment in any security for any particular Fund or separately managed account. The debt securities in which Man Solutions or an Affiliated Manager is permitted to invest may be rated lower than investment grade and hence may be considered to be "junk bonds" or distressed securities.

### **Trend following strategies**

Trading based on trend-following models and data is subject to the risks that price trends will not, in fact, develop as predicted by the analysis, or that trades signalled by the analysis may not be executed in time to take advantage of such price trends. This latter risk is exacerbated by numerous market participants using similar trend-following methods, all of which may trigger substantially identical trading signals at or about the same time, making it impossible or economically infeasible to acquire the positions indicated by the strategy in an effort to capitalize on a predicted price trend. Any factor that would make it more difficult to execute trades in accordance with the signals generated by trend-following models or analysis, such as a significant reduction in the liquidity in a particular market, would also be detrimental to profitability or subject a Portfolio Fund to losses. Trend-following strategies often incur major losses in "stagnant" markets without discernible price trends as well as in "whipsaw" markets in which apparent trends develop and then rapidly reverse. In the past, there have been periods without identifiable trends and, presumably, such periods will recur.

### **Relative Value**

The success of any relative value trading in which any investment manager engages will involve the investment manager's attempt to exploit relative mispricings among interrelated instruments. These mispricing's are typically small in absolute terms, so that such an investment



manager is likely to use substantial leverage in these strategies in order to have a realistic opportunity to generate the targeted levels of return. Although relative value positions are considered to have a lower risk profile than directional trades as the former attempt to exploit price differentials not outright price movements, relative value strategies are by no means without risk. Mispricings, even if correctly identified, may not converge within the time frame within which the separately managed accounts or Funds, including Affiliated Funds and Affiliated Accounts are practically able to maintain their positions. Even pure "riskless" arbitrage — which is rare — can result in significant losses if the arbitrage cannot be sustained (due, for example, to margin calls) until expiration. Each Affiliated Fund's or Affiliated Account's relative value strategies, on behalf of the separately managed accounts and/or Funds, are subject to the risks of disruptions in historical price relationships, the restricted availability of credit and the obsolescence or inaccuracy of its or third-party valuation models. Market disruptions may also force Man Solutions on behalf of the separately managed accounts or Funds, to close out one or more positions. Such disruptions have in the past resulted in substantial losses for funds employing relative value strategies.

A major component of relative value trading typically involves spreads between two or more positions. To the extent that the price relationships between such positions remain constant, no gain or loss may occur. Such positions do, however, entail a substantial risk that the price differential could change unfavorably and, due to the leveraged nature of such trading, result in increased losses. Changes in the shape of the yield curve can cause significant changes in the profitability of relative value strategies due to the highly leveraged nature of such strategies. Increased competition among market participants seeking to exploit the same perceived mispricings reduces the profitability of relative value trading.

#### **“Market Neutral” Strategies**

A “market neutral” trading strategy generally does not make directional “bets” on absolute price movements and/or seeks to maintain close to zero net exposure (i.e., percentage of long exposures plus short exposures) while having potentially material long and/or short exposures. Accordingly, such strategies attempt to generate absolute returns without significant net market exposure by pairing long and short exposures and seeking to exploit the relative price movements between the long positions and the short positions without regard to overall market movements. Successfully implementing such investment strategies is subject to an Affiliated Manager, whether through models and data or on a discretionary basis, correctly identifying mispriced assets and successfully entering and exiting the positions related thereto. Such mispriced assets, even if correctly identified, may not be corrected by the market, at least within a timeframe over which it is feasible for an Affiliated Manager to maintain the relevant long and/or short position. Even pure arbitrage positions can result in significant losses if an Affiliated Manager is unable to maintain both sides of the position until expiration/maturity. Further, while “market neutral” strategies seek to have no net market exposure, (i) an Affiliated Manager may not be able to remove any market exposure from a risk management perspective, appear to have offsetting long and short positions, (ii) such lack of market exposure does not necessarily mean that such portfolios positions will have profits and losses which offset each other, and (iii) the related long and short positions may lose value at the same time. All of these factors may individually or when taken together subject the strategy to losses. An Affiliated Manager may trade “market neutral” investment strategies with significant leverage which could subject a strategy to material losses.

## **Value Strategies**

A “value” trading strategy generally seeks to invest in assets that it believes are undervalued. The identification of investment opportunities in undervalued assets is a difficult task and there can be no assurance that such opportunities will be successfully recognized. Further, value investment strategies may underperform or incur losses due to a number of factors, many of which will be related to broader economic policies outside the control of the Affiliated Managers. Value investments may include both long positions (i.e., assets that an Affiliated Manager believes are undervalued) and short positions (i.e., assets that an Affiliated Manager believes are overvalued). There can be no assurance that the assets acquired or sold short will in fact be undervalued or overvalued and/or that such assets will realize any under or over valuation during a strategy’s holding period thereof. In addition, a strategy may be required to hold such assets for a substantial period of time before realizing their anticipated increase or decrease value. During this period, a portion of a strategy’s capital would be committed to the assets purchased (or sold short), thus possibly preventing such strategy from investing in other opportunities while such strategy may be incurring financing and/or interest or other expenses related to holding such positions. Value Investment Strategies may also use leverage (and will implicitly do so in connection with any short value positions), all of which may result in losses to a strategy.

## **Developing Strategies**

Each strategy implemented is subject to change and even where such a strategy may be thematically consistent, the manner in which Man Solutions and/or an Affiliated Manager implements it from time to time may change materially over time. The financial markets may evolve in a manner adverse to a particular strategy employed by certain Affiliated Managers, requiring them to revise the strategy and, in certain circumstances, no longer implementing such a strategy either temporarily or permanently, in each case as determined by such Affiliated Manager in its sole discretion

## **Non-Diversified Status**

Some of the Funds or Affiliated Funds are considered to be "non-diversified" investment companies. This means that a greater percentage of those Funds' assets may be invested in the securities of any one issuer. Man Solutions will follow a general policy of seeking to invest the Funds’ capital broadly among multiple Affiliated Funds. As a consequence of a potential large investment in a particular Affiliated Fund, losses suffered by such an Affiliated Fund could result in a higher reduction in the Affiliated Fund's capital than if such capital had been more proportionately allocated among a larger number of Affiliated Funds.

## **Use of Leverage**

Man Solutions or its Affiliated Managers, on behalf of certain managed accounts, may engage in bank borrowing to leverage its investments in an amount not expected to exceed 20% of gross assets of such managed account, which would increase any loss incurred. Man Solutions or its Affiliated Managers, may be required to pledge assets when borrowing, which, in the event of an uncured default, could affect Man Solutions’ or its Affiliated Manager’s operations, including preventing Man Solutions or its Affiliated Managers from conducting a

repurchase of its interests. In addition, the terms of any borrowing may impose certain investment restrictions on the Fund, separately managed account, Affiliated Fund or Affiliated Account. Man Solutions or its Affiliated Managers may use leverage by purchasing instruments with the use of borrowed funds, selling securities short, trading options or futures contracts, using total return swaps or repurchase agreements and/or other means, which would increase any loss incurred. The more leverage is employed, the more likely a substantial change will occur, either up or down, in the value of the instrument. Because of the relatively small intrinsic profits in “hedge” positions or in “arbitrage” positions, Man Solutions or its Affiliated Managers may use leverage to acquire extremely large positions in an effort to meet their rate of return objectives. Consequently, it will be subject to major losses in the event that market disruptions destroy the hedged nature of such positions.

### **Insufficient Investment Opportunities**

Man Solutions may not be able to identify and obtain a sufficient number of investment opportunities to invest the full amount of capital that may be invested from time to time in the Funds or separately managed accounts.

### **Limits on Hedged Strategies**

While certain Affiliated Managers may use "market neutral" or "relative value" hedging or arbitrage strategies this in no respect should be taken to imply that the Affiliated Fund's or Affiliated Account's investments are without risk. Substantial losses may be recognized on "hedge" or "arbitrage" positions, and illiquidity and default on one side of a position can effectively result in the position being transformed into an outright speculation. Every market neutral or relative value strategy involves exposure to some second order risk of the market, such as the implied volatility in convertible bonds or warrants, the yield spread between similar term government bonds or the price spread between different classes of stock for the same affiliated firm. Further, "market neutral" or "relative value" Affiliated Managers may employ limited directional strategies that may expose the respective Affiliated Funds or Affiliated Accounts they manage to certain market risks.

### **Illiquid Investments**

While Man Solutions and its Affiliated Managers, and their respective Funds and separately managed accounts invest primarily in marketable instruments, they may also invest in non-marketable securities. Such investments could limit the liquidity of the Fund's or separately managed account's investment in such entities. In some circumstances, Man Solutions or its Affiliated Manager may be unable or unwilling to provide liquidity, which could result in the respective Fund or separately managed account being unable to redeem its investment in the Affiliated Fund, even if the Affiliated Fund otherwise invests in liquid instruments. In addition, Man Solutions, its Affiliated Managers and certain Affiliated Funds may use “side pockets” in which certain illiquid investments are placed. Such side pockets may be difficult to fair value and may increase risks relating to illiquidity of the Fund or separately managed account or the Affiliated Fund and inaccuracy in the respective Fund's, separately managed account's, Affiliated Fund's or Affiliated Account's reported valuation. Man Solutions may invest certain Funds or separately managed accounts in Affiliated Funds that may use side pockets. As may be required,

Man Solutions will notify the Funds' boards regarding any Funds or Affiliated funds participating in side pocket investments.

### **Designated Investments**

With respect to certain Funds, in the event that Man Solutions determines, at any time, that it has become impracticable or inappropriate to value or dispose of an investment held by such a Fund, Man Solutions may, in its discretion, elect to classify such investment as a "Designated Investment" and defer valuation of such Designated Investment until it is liquidated and the corresponding funds are received, by the Fund. Generally if an investment is classified as a Designated Investment, only investors in the Fund as of the date such investment is so classified shall continue to participate in such investment, and shall do so until the Fund liquidates such investment.

### **Indirect Designated Investments**

Certain Affiliated Funds may invest a material percentage of their capital in investments that they classify as Designated Investments. In order to accommodate such Designated Investments, in certain instances with respect to certain Affiliated Funds, upon an investor's withdrawal/redemption from such Fund, the Fund will effectively buy-out such investor's residual interests in the Designated Investments in which such investor is indirectly invested through its investment in the relevant Account at "fair value." Such "fair value" may be substantially below actual or realizable value, likely benefiting the continuing investors; however, any such buy-outs will increase such continuing investors' exposure to designated investments in the Affiliated Funds. Such "fair value" may also be substantially above actual or realizable value, likely hurting the continuing investors, if a withdrawal/redemption is paid out based on such higher value.

### **Credit Crisis Liquidity Risk**

Certain types of credit instruments, such as investments in CDOs, high-yield bonds, debt issued in leveraged buyout transactions, mortgage- and asset-backed securities, and short-term asset-backed commercial paper, became very illiquid in the latter half of 2007. General market uncertainty and consequent re-pricing of risk led to market imbalances of sellers and buyers, which in turn resulted in significant valuation uncertainties in mortgage and credit-related securities and other instruments. These conditions resulted, and in many cases continue to result in, greater volatility, less liquidity, widening credit spreads and a lack of price transparency, with many instruments remaining illiquid and of uncertain value. Such market conditions and the above factors may make valuation for the Funds, separately managed accounts, Affiliated Funds or Affiliated Accounts uncertain and/or result in sudden and significant valuation increases or declines.

### **Financing Arrangements**

The use of leverage is an integral part of many strategies used by Man Solutions and its Affiliated Managers, and such strategies depend on the availability of credit in order to finance the trading and investment activities of their respective managers. There can be no

assurance that Man Solutions or its Affiliated Managers will be able to secure or maintain adequate financing. As a general matter, the banks and dealers that provide financing to Man Solutions, its Affiliated Managers or the respective Funds and separately managed accounts have considerable discretion in setting and changing their margin, haircut, financing, and collateral valuation policies. Changes by banks and dealers in any of the foregoing policies may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices. There can be no assurance that Man Solutions, its Affiliated Managers or the respective funds or separately managed account will be able to secure or maintain adequate financing, without which an investment in such Funds and separately managed account may not be a viable investment.

### **Institutional and Counterparty Risk**

The separately managed accounts and Funds are subject, either directly or indirectly through investments directly made by themselves or via investment in Affiliated Funds or Affiliated Accounts, to the risk of the insolvency of its and their respective counterparties, such as broker-dealers, futures commission merchants, banks or other financial institutions, exchanges or clearing houses. Man Solutions, its Affiliated Managers or the respective funds' or separately managed accounts assets could be lost or impounded during a counterparty's bankruptcy or insolvency proceedings and a substantial portion or all of the respective their assets may become unavailable to them either permanently or for a matter of years. Were any such bankruptcy or insolvency to occur, Man Solutions, or its Affiliated Managers (might decide to liquidate the Fund or separately managed account (or the affected Affiliated Fund or Affiliated Account) or suspend, limit or otherwise alter trading, perhaps causing them to miss significant profit opportunities.

There are increased risks in dealing with offshore brokers and unregulated trading counterparties, including the risk that assets may not benefit from the protection afforded to "customer funds" deposited with regulated brokers and dealers. Man Solutions, its Affiliated Managers or their respective Funds may be required to post margin for their non-U.S. exchange transactions with non-U.S. exchange dealers who are not required to segregate customer funds. In the case of a counterparty's bankruptcy or inability to satisfy substantial deficiencies in other customer accounts, Man Solutions, its Affiliated Manager or the respective Fund may recover, even in respect of property specifically traceable to such respective Fund, only a pro rata share of all property available for distribution to all of such broker's or dealer's customers.

The markets in which Man Solutions, its Affiliated Managers or their respective funds effect their transactions may be "over-the-counter" or "inter-dealer" markets. The participants in these markets typically are not subject to the type of strict credit evaluation and regulatory oversight applicable to members of "exchange-based" markets, and transactions in these markets typically are not settled through exchanges or clearing houses that guarantee the trades of their participants. Rather, the responsibility for performing under a particular transaction rests solely with the counterparty to such transactions. To the extent Man Solutions, its Affiliated Manager or their respective Funds invests in swaps, derivatives or synthetic instruments or other over-the-counter transactions in these markets, the respective Fund, Affiliated Fund or Affiliated Account is subject to the credit risk of the parties with which it trades and deposits collateral. Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts are also subject to the risk that a counterparty may not settle a transaction because such counterparty

is unwilling or unable to do so, potentially resulting in significant losses — perhaps in respect of an offsetting position on which Man Solutions, its Affiliated Managers or the respective Fund or separately managed account remains obligated to perform.

Man Solutions and its Affiliated Managers have policies and procedures in relation to the selection of counterparties. Counterparty monitoring and oversight arrangements are also in place at Man Solutions and at its Affiliated Managers. Such arrangements, policies and procedures however, may not be sufficient to prevent a counterparty default.

### **Strategy Risk**

The Funds, separately managed accounts, Affiliated Funds and Affiliated Accounts are subject to strategy risk. Strategy risk is associated with the failure or deterioration of an entire strategy (such that most or all investment managers in the strategy suffer significant losses). Strategy specific losses can result from excessive concentration by multiple investment managers in the same investment or broad events that adversely affect particular strategies (e.g., illiquidity within a given market). Many of the strategies employed by Man Solutions and its Affiliated Managers on behalf of the separately managed accounts or Funds and the Affiliated Funds and Affiliated Accounts are speculative and involve substantial risk of loss.

### **Litigation and Enforcement Risk**

Man Solutions, or its Affiliated Managers may accumulate substantial positions in the securities of a specific company and engage in a proxy fight, become involved in litigation or attempt to gain control of a company. Under such circumstances, the Fund or Affiliated Fund, as applicable, conceivably could be named as a defendant in a lawsuit or regulatory action. There have been a number of widely reported instances of violations of securities laws through the misuse of confidential information, diverting or absconding with fund assets, falsely reporting fund values and performance, and other violations of the securities laws. Such violations may result in substantial liabilities for damages caused to others, for the disgorgement of profits realized and for penalties. Investigations and enforcement proceedings are ongoing and it is possible that Man Solutions or its Affiliated Managers through which it invests may be charged with involvement in such violations. If that were the case, the performance records of Man Solutions or its Affiliated Managers could be deemed misleading. Furthermore, if Man Solutions or its Affiliated Managers were engaged in such violations, the Fund, separately managed account, Affiliated Fund or Affiliated Account could be exposed to losses.

### **Trading Suspensions**

Securities or commodities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchanges. A suspension could render it impossible for Man Solutions, its Affiliated Managers or their respective Funds to liquidate positions and thereby expose the separately managed account, Funds, Affiliated Funds or Affiliated Accounts to losses.

## **Turnover Rate**

Some of the investment strategies employed by Affiliated Managers may require a high volume of trading. Therefore, turnover and brokerage commissions may be greater than for other investment entities of similar size. Some of Affiliated Managers may utilize aggressive trading strategies, which may involve engaging in substantial short-term trading. A high rate of portfolio turnover involves corresponding greater trading expenses than a lower rate.

## **Structured Investments**

Man Solutions or its Affiliated Managers on behalf of their respective funds and separately managed accounts may purchase or enter into structured investments, including structured notes linked to the respective Fund's performance and swaps or other contracts paying a return equal to the total return achieved by the respective Fund. Such investments may have the effect of magnifying the respective Fund's, separately managed accounts, Affiliated Fund's or Affiliated Account's investment in and risk exposure to a particular Fund or asset. The values of structured investments depend largely upon price movements in the underlying investment vehicles to which such structured investments are linked. Therefore, many of the risks applicable to investing directly with the Funds or the Affiliated Funds are also applicable to the structured investments. However, structured investments also expose the respective Funds to the credit risk of the parties with which it deals. Non-performance by counterparties of the obligations or contracts underlying the structured investments could expose the respective Funds and Affiliated Funds to losses, whether or not the transaction itself was profitable. Structured investments may expose the respective Funds and Affiliated Funds to additional liquidity risks as there may not be a liquid market within which to close or dispose of outstanding obligations or contracts.

## **Inadvertent Concentration and Lack of Diversification**

Man Solutions, or its Affiliated Managers may accumulate positions in the same or related investments at the same time. Although Man Solutions attempts to monitor its own positions as well as those of its Affiliated Managers, information regarding the actual investments made by its Affiliated Managers and the Affiliated Funds and Affiliated Accounts is generally treated as confidential or otherwise unavailable, and Man Solutions will be unable to determine whether such accumulations have taken place in aggregate. In addition, Man Solutions, its Affiliated Managers, or their respective Funds may hold a few relatively large investments (in relation to their capital) with the result that a loss in any such position could have a material adverse impact on their capital. The Fund's, separately managed account's, Affiliated Fund's or Affiliated Account's investment portfolio consequently may not constitute a balanced investment plan.

## **Hedging Transactions**

Man Solutions and its Affiliated Managers may enter into hedging transactions on behalf of their respective funds with the intention of reducing or controlling risk. Even if Man Solutions or its Affiliated Managers are successful in doing so, such hedging transactions may reduce returns. Furthermore, it is possible that Man Solutions' or its Affiliated Managers' hedging strategies will not be effective in controlling risk, due to unexpected change in correlation between

the hedging instrument and the position, strategies or markets being hedged, increasing rather than reducing both risk and losses.

To the extent that Man Solutions or its Affiliated Managers engage in hedging transactions, its hedges may not be static but rather may need to be continually adjusted based on Man Solutions' or its Affiliated Managers' assessment of market conditions, as well as the expected degree of non-correlation between the hedges and the portfolio being hedged. The success of Man Solutions' or its Affiliated Managers' hedging strategy may depend on their respective ability to implement this dynamic hedging approach efficiently and cost effectively, as well as on the accuracy of their respective ongoing judgments concerning the hedging positions to be acquired by the respective Funds, separately managed accounts, Affiliated Funds and Affiliated Accounts

### **Temporary Defensive Positions**

In anticipation of or in response to adverse market or other conditions, or atypical circumstances such as unusually large cash inflows or redemptions, Man Solutions or its Affiliated Managers on behalf of the respective Funds, separately managed accounts, Affiliated Funds and Affiliated Accounts may temporarily hold all or a portion of its assets in cash, cash equivalents or high-quality debt instruments. As a result, they may not achieve their investment objectives.

### **Delay in Use of Proceeds**

Although Man Solutions and its Affiliated Managers intend to invest the proceeds of any sales of units as soon as practicable after the receipt of such proceeds, such investment of proceeds may be delayed if suitable investments are unavailable at the time or for other reasons. As a result, the proceeds may be invested in cash, cash equivalents, high-quality debt instruments, or other securities pending their investment in the respective Funds. Such other investments may be less advantageous, and, as a result, Man Solutions, its Affiliated Managers or their respective Funds, separately managed accounts, Affiliated Funds and Affiliated Accounts may not achieve their investment objectives.

### **Custody Risk**

Affiliated Funds are not required to, and may not, hold custody of their assets in accordance with the requirements of the Company Act. Institutions, such as brokerage firms, banks, or other financial institutions will have custody of the Affiliated Fund's assets. Often these assets may not be registered in the name of the respective Affiliated Fund or, in certain cases, the name of the investment vehicle in which the respective Affiliated Fund has an interest. As a result, bankruptcy or fraud at institutions, such as brokerage firms or banks, or administrators, into whose custody those Affiliated Funds have placed their assets could impair the operational capabilities or the capital position of Affiliated Managers or their respective funds and may, in turn, have an adverse impact on the applicable separately managed account or funds. Man Solutions' and its Affiliated Managers attempt to limit their direct investment transactions to well-capitalized and established banks and brokerage firms in an effort to mitigate such risks. In addition, the banks from which Man Solutions, its Affiliated Managers or the respective Fund may borrow money could in certain circumstances force a liquidation of the respective Fund's positions. A forced liquidation could result in substantial losses.



## **Terrorism and Catastrophe Risks**

A fund's portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes or other natural disasters, terrorism, pandemics or other public health crises' and other catastrophic events. These risks of loss can be substantial and could adversely affect the return of the fund.

## **Foreign Currency Transaction and Exchange Rate Risk**

Man Solutions, its Affiliated Managers and their respective Funds and separately managed accounts may invest in equity and equity-related securities denominated in foreign currencies and in other financial instruments, the price of which is determined with reference to such currencies. Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts may engage in foreign currency transactions for a variety of purposes, including to "lock in" the U.S. dollar price of the security, between the trade and the settlement dates, the value of a security Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts have agreed to buy or sell, or to hedge the U.S. dollar value of securities that they already own. They may also engage in foreign currency transactions for non-hedging purposes to generate returns. Man Solutions, its Affiliated Managers or the respective separately managed accounts or Funds will, however, value their investments and other assets in U.S. dollars and transact business and maintain books and records in U.S. dollars; although certain share classes of certain Funds will be denominated in foreign currencies, as set forth the respective offering documents and private placement memoranda. To the extent unhedged, the value of an separately managed account's, Funds, Affiliate Fund's or Affiliated Account's net assets will fluctuate with U.S. dollar exchange rates as well as with price changes of Man Solutions, its Affiliated Managers or their respective Fund's and separately managed account investments in the various local markets and currencies. Forward currency contracts and options may be utilized by Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts to hedge against currency fluctuations, but Man Solutions, its affiliates or their respective Funds are not required to utilize such techniques, and there can be no assurance that such hedging transactions will be available or, even if undertaken, effective.

## **Short Sales**

A short sale is effected by selling a security that an investment manager does not own, or selling a security which an investment manager owns but that it does not deliver upon consummation of the sale. In order to make delivery to the buyer of a security sold short, the investment manager must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to deliver it to the lender. Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security. This obligation must, unless Man Solutions, its Affiliated Managers or their respective Funds and separately managed accounts then own or has the right to obtain, without payment, securities identical to those sold short, be collateralized by a deposit of cash or marketable securities with the lender. Short selling

is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by Man Solutions, its Affiliated Managers or their respective Funds. In addition, purchasing securities to close out the short position can itself cause the price of such securities to rise further, thereby increasing any loss incurred by Man Solutions, its Affiliated Managers or the respective Fund or separately managed accounts. Furthermore, they may be forced to close out a short position prematurely if a counterparty from which they borrowed securities demands their return, resulting in a loss on what might otherwise have been a profitable position.

During the severe market disruptions following the bankruptcy of Lehman Brothers in September 2008, securities regulators in a number of countries imposed bans on the short-selling of financial sector equities. These limitations were typically imposed on an “emergency” basis, making it impossible for numerous market participants either to continue to implement their strategies or to control the risk of their open positions. Short selling constitutes an integral component of a number of strategies, and any additional regulatory limitations on short-selling could materially adversely affect Man Solutions’ or its Affiliated Managers’ ability to implement its strategies for the benefit of the separately managed accounts or respective Funds. Short selling continues to be periodically subject to further regulatory restrictions, and/or even bans.

### **Distressed/Stressed Company Investing**

Distressed and stressed investment strategies generally involve investing in the securities and other obligations of issuers that are in weak financial condition, perhaps having a negative net worth, experiencing poor operating results, needing substantial capital investment, facing special competitive or product obsolescence problems, or being involved in various stages of bankruptcy or reorganization proceedings. Investments of this type may involve substantial financial and business risks that can result in significant or even total losses. Among the risks inherent in investments in financially troubled companies is the fact that it is frequently difficult to obtain reliable information as to their true financial condition and prospects. The market prices of distressed and stressed securities are subject to abrupt and erratic market movements and excessive price volatility, and the “bid-ask” spreads for such securities may be greater than normally expected.

Investments in distressed securities also may be adversely affected by state and federal laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. In trading distressed securities, litigation is sometimes required. Such litigation can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses. Moreover, to the extent that Man Solutions, its Affiliated Managers or the respective Funds and separately managed accounts invest in distressed sovereign debt obligations, they will be subject to additional risks and considerations not present in private distressed securities, including the uncertainties involved in enforcing and collecting debt obligations against sovereign nations, which may be affected by world events, changes in U.S. foreign policy and other factors outside of the control of Man Solutions or its Affiliated Managers. The market for distressed securities

and instruments is generally thinner and less active than other markets, which can adversely affect the prices at which distressed securities can be sold.

### **Fund-Level Leverage**

A fund may enter into facilities for a variety of purposes, including but not limited to: (i) financing redemption payments to Shareholders pending receipt of redemption proceeds from the Fund; (ii) financing subscriptions into the Fund pending receipt of subscription proceeds from Shareholders; and (iii) addressing timing issues associated with the acquisition of investments. The facilities may be structured as derivatives or traditional borrowing transactions, and any borrowings are generally expected to be short-term in nature.

A fund will incur additional cost and expense (including interest expense) in connection with any facilities, and the providers of facilities will generally require the fund to post collateral in support of such facilities (which may include the fund's investment in one or more underlying funds or other investment assets). Providers of facilities will have recourse against any collateral posted by such fund, and may also be able to require such fund to take certain actions (including withdrawing from one or more underlying funds) which may impair the operational capabilities of the fund and have a material adverse effect on shareholders.

In addition, the underlying funds could employ leverage which can increase the risk to which the fund is exposed which could lead to a greater risk of loss of investment. Use of leverage can also increase the potential gain on an investment. The outcome of the use of leverage however cannot be guaranteed.

### **Limited Availability of Information**

The availability of information on companies is more limited in non-U.S. countries than in the United States. Generally, companies' public filings contain less information than their counterparts in the United States do. Accounting, auditing and financial reporting standards and practices in non-U.S. countries differ in certain respects from those employed in the United States. The financial information generally available with respect to companies located in non-U.S. countries may not be as extensive as the financial information available to companies operating in the United States. Local rating services may exist in some form, but their ratings may not be reliable because of deficiencies in accounting and reporting practices. Moreover, there may be less experience with the kind of extensive legal and business due diligence that is typically conducted in the United States, and as a result, it may be difficult for Man Solutions or its Affiliated Managers to conduct the level of due diligence customarily found in transactions in the United States. The lack of availability of information may affect the due diligence investigations undertaken by Man Solutions and its Affiliated Managers prior to making an investment.

### **Risks of Investment in Small Capitalization and Mid-Capitalization Issuers**

The pursuit of certain Funds', separately managed accounts, Affiliated Funds' and Affiliated Accounts' investment strategies may result in a significant portion of their assets being invested in financial instruments of small-cap and mid-cap issuers. Financial instruments of small and mid-cap issuers pose certain distinctive risks. Some small and mid-cap issuers have limited

product lines, markets or financial resources. They may be subject to high volatility in revenues, expenses and earnings. They may be dependent for management on one or a few key persons, and can be more susceptible to losses and risks of bankruptcy. Their financial instruments may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in financial instruments of large-cap issuers. In addition, small and mid-cap issuers may not be well-known to the investing public and may have only limited institutional ownership. The market prices of financial instruments of small and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in financial instruments of small and mid-cap issuers may be higher than in those of large-cap issuers.

### **C. Risk Associated With Particular Types of Securities.**

#### **Non-U.S. Securities.**

Man Solutions, its Affiliated Managers and the respective Funds and separately managed accounts may invest in the securities of foreign investment funds or other foreign securities. In addition, they may invest in the securities of foreign companies. Investments in foreign securities face specific risks in addition to the risks intrinsic to the particular types of instruments. These specific risks include: unfavorable changes in currency rates and exchange control regulations; restrictions on, and costs associated with, the exchange of currencies and the repatriation of capital invested abroad; reduced availability of information regarding foreign companies; accounting, auditing and financial standards that are different from and reporting standards and requirements that may be less stringent than standards and requirements applicable to U.S. companies; reduced liquidity as a result of inadequate trading volume and government-imposed trading restrictions; the difficulty in obtaining or enforcing a judgment abroad; increased market risk due to regional economic and political instability; increased brokerage commissions and custody fees; securities markets which potentially are subject to a lesser degree of supervision and regulation by competent authorities; foreign withholding taxes; the threat of nationalization and expropriation; and an increased potential for corrupt business practices in certain foreign countries. These risks may be higher for investments in emerging markets.

#### **Interest Rate Risk**

The value of the fixed-rate securities in which the Funds, separately managed accounts, Affiliated Funds and Affiliated Accounts may invest generally will have an inverse relationship with interest rates. Accordingly, if interest rates rise the value of such securities may decline. In addition, to the extent that the receivables or loans underlying specific securities are pre-payable without penalty or premium, the value of such securities may be negatively affected.

#### **CDO Investment-Related Risks**

The market value of CDOs will generally fluctuate with, among other things, the financial condition of the obligors on the underlying debt obligations or, with respect to synthetic securities, of the obligors on or issuers of the reference obligations, general economic conditions,

the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Prospective investors must understand that certain securities (e.g., bank loans and high-yield and mezzanine debt securities) may constitute all or a significant portion of the underlying securities held by a CDO, synthetic security or other investment of the Account and that CDOs are therefore subject to risks particular to such securities.

CDOs are subject to credit, liquidity and interest rate risks. In particular, investment-grade CDOs will have greater liquidity risk than investment-grade governmental or corporate bonds. There is no established, liquid secondary market for many of the CDO securities the Funds and separately managed accounts may purchase. The lack of such an established, liquid secondary market may have an adverse effect on the market value of such CDO securities and the Funds' and separately managed accounts' ability to sell them. Further, CDOs will be subject to certain transfer restrictions that may further restrict liquidity. Therefore, no assurance can be given that if the Funds or separately managed accounts wished to dispose of a particular CDO, it could dispose of such an investment at the previously prevailing market price.

The performance of CDOs will be adversely affected by macroeconomic factors, including: (i) general economic conditions affecting capital markets and participants therein; (ii) the economic downturns and uncertainties affecting economies and capital markets worldwide; (iii) the effects of, and disruptions and uncertainties resulting from, terrorist attacks; (iv) recent concern about financial performance, accounting and other issues relating to various publicly traded companies; and (v) recent and proposed changes in accounting and reporting standards and bankruptcy legislation.

## **Use of Derivatives**

Man Solutions and its Affiliated Managers may trade in various derivatives markets (e.g., swaps and over-the-counter options and asset-backed securities), which are, in general, relatively new markets. There are uncertainties as to how these markets will perform during periods of unusual price volatility or instability, market illiquidity or credit distress. Substantial risks are also involved in borrowing and lending against such instruments. The prices of these instruments are volatile, market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. Most of these instruments are not traded on exchanges but rather through an informal network of banks and dealers, and the Fund, through its investment in Affiliated Funds as well as through direct investment, will be fully subject to the risk of counterparty default. These banks and dealers have no obligation to make markets in these instruments and can apply essentially discretionary margin and credit requirements (and thus in effect force Man Solutions or its Affiliated Managers to close out positions).

If the other party to a derivative ("Counterparty") defaults, the Fund's or separately managed accounts' risk of loss consists of the net amount of payments they are contractually entitled to receive. If a derivative contract calls for payments by the Fund or separately managed accounts, it must be prepared to make such payments when due. In addition, if the Counterparty's creditworthiness declined, the value of a derivative contract would be likely to decline, potentially resulting in losses to the Fund or separately managed accounts. Recent economic events have increased the potential for, and thus risk involved with, Counterparty creditworthiness.

## **Forwards**

Man Solutions or its Affiliated Managers may trade forward contracts on behalf of the respective Funds and separately managed accounts. Forward contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets. None of the SEC, the CFTC or any banking authority regulates trading in such forward contracts. In addition, there is no limitation on the daily price movements of forward contracts traded. With respect to any forward trading, the Fund or separately managed accounts will be subject to the risk of the failure of, or the inability or refusal to perform by, the counterparties with which the Funds or separately managed accounts trade.

## **Swaps**

Man Solutions or its Affiliated Managers may enter into swap and similar derivative transactions which seek to modify or replace the investment performance of particular interest rates, currencies, securities, investment fund interests, indices, prices or markets on a leveraged or an unleveraged basis. A swap transaction is an individually negotiated, non-standardized agreement between two parties to exchange cash flows (and sometimes principal amounts) measured by different interest rates, exchange rates, indices or prices, with payments generally calculated by reference to a principal ("notional") amount or quantity. Swap contracts and similar derivative contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets. As a result, such derivatives transactions are subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the counterparties with which the investment managers trade. The swap market is generally not regulated by any U.S. or foreign governmental authority. Speculative position limits are not applicable to swap transactions, although the counterparties with which Man Solutions or its Affiliated Managers deal may limit the size or duration of positions available to Man Solutions or its Affiliated Managers as a consequence of credit considerations. Participants in the swap markets are not required to make continuous markets in the swap contracts they trade.

## **Credit Default Swaps**

Strategies may use credit default swaps as part of the Investment Strategies. The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference obligation. Generally, a credit event means bankruptcy, failure to pay, obligation acceleration or modified restructuring. If a credit event occurs, the seller typically must pay the contingent payment to the buyer, which is typically the "par value" (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. An Affiliated Manager may be either the buyer or seller in the transaction. If an Affiliated Manager is a buyer and no credit event occurs, such strategy may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value. As a seller, an Affiliated Manager receives a fixed rate of income throughout the term of the contract, which

typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the full notional value of the reference obligation.

Although credit default swaps can serve to hedge a strategy's credit exposure and/or facilitate obtaining "short" exposure with respect to a credit investment, credit default swaps involve greater risks than if a strategy had invested in the reference obligation directly. In addition to general market risks, credit default swaps are subject to liquidity risk and credit risk, all of which could subject a strategy to losses. A buyer also may lose its investment and recover nothing should a credit event not occur. If a credit event did occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value to the strategy.

### **Contracts for Difference ("CFDs")**

An Affiliated Manager may invest in CFDs, which are contracts between two parties, buyer and seller, stipulating that the seller will pay the buyer the difference between the current value of an asset (a security, instrument, basket or index) and its value at contract time. If the difference is negative then, instead, the buyer pays instead to the seller. Contracts for difference allow investors to take synthetic long or synthetic short positions with a variable margin, which, unlike futures contracts, have no fixed expiry date or contract size. Unlike shares, with CFDs the buyer is potentially liable for far more than the amount they paid on margin.

### **Lender Liability Considerations; Equitable Subordination**

In recent years, a number of judicial decisions in the U.S. have upheld the right of borrowers to sue lenders or bondholders on the basis of various evolving legal theories (commonly referred to as "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender or bondholder has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or issuer or has assumed a degree of control over the borrower or issuer resulting in the creation of a fiduciary duty owed to the borrower or issuer or its other creditors or stockholders.

In addition, under common law principles that in some cases form the basis for lender liability claims, if a lender or bondholder: (i) intentionally takes an action that results in the undercapitalization of an obligor to the detriment of other creditors of such obligor; (ii) engages in other inequitable conduct to the detriment of such other creditors; (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors; or (iv) uses its influence as a lender or bondholder to dominate or control an obligor to the detriment of such creditors, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors, which remedial action is called "equitable subordination." Because of the nature of CDOs, the Funds or separately managed accounts may be subject to claims from creditors of an obligor that debt obligations issued by such obligor that are held by the Funds or separately managed accounts should be equitably subordinated.

## **Futures Contracts and Futures Options**

Man Solutions or its Affiliated Managers may from time to time trade futures and futures options for hedging purposes on behalf of the respective Funds and separately managed accounts. The prices of such contracts are highly volatile. Because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Commodity exchanges may limit fluctuations in futures contracts prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” During a single trading day, no trades may be executed at prices beyond the daily limit. Once the price of a particular commodity futures contract has increased or decreased to the limit point, positions in the commodity futures contract can be neither established nor liquidated unless traders are willing to effect trades at or within the limit. Futures prices have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent Man Solutions or its Affiliated Managers from promptly liquidating unfavorable positions and subject the funds or affiliated Funds to substantial losses which could exceed the margin initially committed to such trades.

The low margin deposits normally required in futures contract trading (typically between 2% and 20% of the value of the contract purchased or sold) permit an extremely high degree of leverage. For example, if at the time of purchase 10% of the price of a contract is deposited as margin, a 10% decrease in the price of the contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. A decrease of more than 10% would result in a loss of more than the total margin deposit. Like other leveraged investments, any futures trade may result in losses in excess of the amount invested.

Futures and related options generally can only be traded while the exchange in question is open and are often subject to daily price fluctuation limits which restrict the maximum amount by which the price of a contract can move during a given trading day. These “daily limits” can create significant illiquidity as once the market has moved to the “daily limit” it becomes extremely expensive, as well as difficult if not impossible, to close out positions against which the market is moving. The governing bodies of the various futures exchanges also may intervene so as to limit trading or require the liquidation of certain positions, resulting in major losses for affected market participants. Futures trading is typically highly regulated, and such regulation could adversely affect Man Solutions or its Affiliated Managers in certain circumstances.

## **Options**

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, obligations, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change in price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment



received, which could result in a potentially unlimited loss. Over-the-counter options also involve counterparty solvency risk.

No assurance can be given that Man Solutions or its Affiliated Managers will be able to effect the closing transaction at a time when it wishes to do so. If Man Solutions or its Affiliated Managers cannot enter into a closing transaction, they may be required to hold securities that they might otherwise have sold, in which case they would continue to be at market risk on the securities and could have higher transaction costs, including brokerage commissions, upon the sale of securities.

### **OTC Contracts**

Off-exchange or “over-the-counter” contracts, such as forward financial exchange contracts, are subject to greater price volatility and greater illiquidity than those traded on an exchange: (i) they are traded through an informal network of banks and other dealers which have no obligation to make markets in these instruments; (ii) there are fewer market makers, which may result in less liquidity, wider spreads between their bid and asked prices and lower trading volumes; and (iii) positions are not marked-to-market on a daily basis. It may be impossible to liquidate OTC contracts held by a strategy, to assess the value of an OTC position or to assess its exposure to risk. Counterparties to OTC transactions may be unable or unwilling to perform their obligations and as such contracts are not guaranteed by an exchange or clearing house any such default would eliminate any profit potential and compel the Affiliated Manager to cover its commitments for resale or repurchase, if any, at the then-prevailing price, which may be difficult to determine. Any of these events could have a material adverse effect on the performance of the strategy and returns to investors to the extent an Affiliated Manager were to utilize OTC contracts in the implementation of its Investment Strategies.

### **Money Market and Other Liquid Investments**

Man Solutions and its Affiliated Managers acting on behalf of the respective Funds and separately managed accounts may invest, for defensive purposes or otherwise, some or all of their assets in fixed income securities, money market instruments, and money market mutual funds, or hold cash or cash equivalents in such amounts as they deem appropriate under the circumstances. Money market instruments are short-term fixed income obligations, which generally have remaining maturities of one year or less, and may include U.S. government securities, commercial paper, certificates of deposit, bankers' acceptances issued by domestic branches of U.S. banks that are members of the Federal Deposit Insurance Corporation, and repurchase agreements. Man Solutions or its Affiliated Managers when acting, on behalf of their respective Funds and separately managed accounts, may be prevented from achieving the respective Fund's (and Affiliated Fund's) objective during any period in which the respective Fund's (or Affiliated Fund's) assets are not substantially invested in accordance with its principal investment strategies.

## **Exchange Traded Funds**

Man Solutions and its Affiliated Managers may purchase and sell shares of exchange traded funds ("ETFs") on behalf of the respective Funds and separately managed accounts, which are a type of Investment Company bought and sold on a securities exchange. An ETF represents a fixed portfolio of securities designed to track a particular market index. A Fund could purchase an ETF to temporarily gain exposure to a portion of the U.S. or a foreign market or to hedge other investments. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile. ETFs also have management fees that increase their costs. As a shareholder of an ETF directly, the respective Fund or separately managed accounts would bear its pro rata portion of the ETF's expenses, including advisory fees. Similarly, a Fund or separately managed accounts investing in ETFs also would bear its pro rata portion of the ETF's expenses, including advisory fees, which the Funds indirectly would bear by investing in the Affiliated Fund. These expenses would be in addition to the fees and other expenses that a Fund or separately managed accounts bears directly in connection with its own operations.

## **Possible Positive Correlation with Stocks, Bonds and Alternative Investments**

One of the goals in incorporating a non-traditional investment such as the Fund or separately managed account into a portfolio is to provide a potentially valuable element of diversification. However, there can be no assurance, particularly during periods of market disruption and stress when the risk control benefits of diversification may be most important, that the Funds or separately managed accounts will not, in fact, be positively correlated with a traditional portfolio of stocks and bonds or even other alternative investments pursuing different investment strategies from the Funds or separately managed accounts. Although Man Solutions on behalf of the Funds or separately managed accounts focuses its portfolio on diversifying away from traditional equities and investments, the Funds or separately managed accounts may, nevertheless, exhibit a high degree of positive correlation with the securities markets from time to time, reducing the potential diversification benefits of an investment in the Funds or separately managed accounts from the perspective of an investor's overall portfolio holdings.

## **Debt Securities**

Debt securities are interest-rate sensitive and may be subject to price volatility due to various factors including, but not limited to, changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. In addition to high investment grade debt securities, Man Solutions or its Affiliated Managers may invest in low investment grade or non-investment grade debt securities, which are typically subject to greater market fluctuations and risk of loss of income and principal than lower yielding, investment grade securities and are often influenced by many of the same unpredictable factors which affect equity prices. In addition to the sensitivity of debt securities to overall interest-rate movements, debt securities involve a fundamental credit risk based on the issuer's ability to make principal and interest payments on the debt it issues. Investments in debt securities may experience substantial losses due to adverse changes in interest rates and the market's perception of issuers' creditworthiness.

## **Fixed Income Securities.**

Man Solutions and its Affiliated Managers may invest in fixed income securities on behalf of their respective Funds and separately managed accounts. Investment in these securities may offer opportunities for income and capital appreciation, and may also be used for temporary defensive purposes and to maintain liquidity. Fixed income securities are obligations of the issuer to make payments of principal and/or interest on future dates, and include, among other securities: bonds, notes, and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities or by a foreign government; municipal bonds; and mortgage-backed securities ("MBS") and asset-backed securities ("ABS"). These securities may pay fixed, variable, or floating rates of interest, and may include zero coupon obligations. Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, and general market liquidity (i.e., market risk). In addition, MBS and ABS may also be subject to call risk and extension risk. For example, homeowners have the option to prepay their mortgages. Therefore, the duration of a security backed by home mortgages can either shorten (i.e., call risk) or lengthen (i.e., extension risk). In general, if interest rates on new mortgage loans fall sufficiently below the interest rates on existing outstanding mortgage loans, the rate of prepayment would be expected to increase. Conversely, if mortgage loan interest rates rise above the interest rates on existing outstanding mortgage loans, the rate of prepayment would be expected to decrease. In either case, a change in the prepayment rate can result in losses to investors. The same would be true of asset-backed securities, such as securities backed by car loans. In addition, substantial defaults on underlying mortgages or other assets may occur, and the risks of such defaults have increased due to recent and continuing economic turmoil.

## **Fixed Income Risk**

Certain types of fixed income securities and other credit instruments may be subject to heightened liquidity risk arising from the credit crisis beginning in 2007. Such investments include collateralized debt obligations ("CDOs"), high-yield bonds, debt issued in leveraged buyout transactions, mortgage and asset-backed securities, and short-term asset-backed commercial paper, which became very illiquid in the latter half of 2007, and certain investments have remained illiquid or relatively illiquid. General market uncertainty and consequent re-pricing of risk led to market imbalances between sellers and buyers, which in turn resulted in significant valuation uncertainties in mortgage and credit-related securities and other instruments. These conditions resulted, and in many cases continue to result in, greater volatility, less liquidity, widening credit spreads and a lack of price transparency, with many instruments remaining illiquid and of uncertain value. Such market conditions and the above factors may increase the level of difficulty encountered in valuing such securities and other credit instruments which could result in sudden and significant valuation increases or declines in the net asset values of the Funds or the separately managed accounts.

## **Mortgage-Backed Securities (“MBS”) and Mortgage-Related Securities (“MRS”)**

Man Solutions or its Affiliated Managers may invest in residential and/or commercial MBS on behalf of the respective Funds and separately managed accounts. The investment characteristics of certain MBS and MRS differ from those of traditional fixed income securities. The major differences include the payment of interest and principal on the securities on a more frequent schedule and the possibility that principal may be prepaid at any time due to prepayments on the underlying mortgage loans or other assets. These differences can result in significantly greater price and yield volatility than is the case with traditional fixed income securities.

Man Solutions or its Affiliated Managers may also invest in sub-prime mortgage securities. Sub-prime borrowers generally include borrowers with a tarnished or limited credit history. Sub-prime loans carry a higher credit risk than loans made at prime or mid-prime and as such will carry a higher interest rate. Investments in sub-prime mortgage securities should generally be viewed as a riskier investment than investments in residential prime mortgage securities or residential mid-prime mortgage securities, as there is a greater chance that borrowers will default on their sub-prime mortgages. Man Solutions or its Affiliated Managers may also engage in short sales of securities comprised in whole or in part of sub-prime mortgages, usually through derivatives. If the value of such securities increases, Man Solutions, its Affiliated Managers and consequently the respective Fund or separately managed accounts may experience substantial losses.

## **Other Asset Backed Securities, Including Collateralized Loan Obligations**

Man Solutions and its Affiliated Managers may invest in other asset backed securities, including collateralized loan obligations (“CLOs”) and student loans. CLO collateral may consist of residential mortgage backed securities, commercial mortgage backed securities, other asset backed securities, other high-yield debt securities, loans and other instruments, which often are rated below investment grade (or of equivalent credit quality). The value of CLO owned generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CLO, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of the CLOs must rely solely on distributions on the CLO collateral or proceeds thereof for payment in respect thereof. If distributions on the CLO collateral are insufficient to make payments on the CLOs, no other assets will be available for payment of the deficiency and following realization of a CLO’s collateral, the obligations of such issuer to pay such deficiency generally will be extinguished.

Purchasers of loans are predominantly commercial banks, hedge funds, mutual funds and investment banks. As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication

of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to, for instance, the high-yield debt market.

### **High Yield Debt; Distressed Debt**

High yield bonds (commonly known as “junk bonds”), distressed debt instruments and other lower-rated (or similar but unrated) debt securities (collectively referred to here as “high yield debt”) in which Man Solutions and its Affiliated Managers may invest on behalf of the respective Funds and separately managed accounts will typically be junior to the obligations of companies to senior creditors, trade creditors and employees. The lower rating of high yield debt reflects a greater possibility that adverse changes in the financial condition of the issuer or in general economic, financial, competitive, regulatory or other conditions may impair the ability of the issuer to make payments of principal and interest. High yield debt securities have historically experienced greater default rates than investment grade securities. The ability of holders of high yield debt to influence a company's affairs, especially during periods of financial distress or following insolvency, will be substantially less than that of senior creditors.

Adverse changes in economic conditions or developments regarding the individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of high-yield debt securities to make principal and interests payments than issuers of higher grade debt securities. An economic downturn affecting an issuer of high-yield debt securities may result in an increased incidence of default. In addition, the market for lower grade debt securities may be thinner and less active than for higher grade debt securities, and thus less liquid because, among other reasons, certain investors, due to their investment mandates, are precluded from owning such securities. As with other investments, there may not be a liquid market for certain high yield debt, which could result in a Fund or separately managed accounts being unable to sell such securities for an extended period of time, if at all. In addition, as with other types of investments, the market for high yield debt has historically been subject to disruptions that have caused substantial volatility in the prices of such securities. Consolidation as well as turbulence in the financial services industry has resulted in there being fewer market makers for high yield debt, which may result in further risk of illiquidity and volatility with respect to high yield debt, and this trend may continue in the future.

### **Long-Short Equity Risk**

Man Solutions and its Affiliated Managers may manage portfolios of both long and short positions in equity securities. The success of these strategies depends largely on the respective investment manager's ability to identify mispriced stocks. Man Solutions or its Affiliated Managers may incorrectly size their positions despite position and risk limits. Long-short equity strategies rely upon market liquidity to manage portfolio risk. Illiquidity, particularly in a market exhibiting either an up or down trend, could result in significant losses. Moreover, despite carrying both long and short equity positions in their portfolios, Man Solutions or its Affiliated Managers typically maintain some overall level of long or short exposure to the equity markets and are susceptible to significant price moves in equities.

There are no absolute restrictions in regard to the size or operating experience of the companies in which Man Solutions or its Affiliated Managers may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize).

### **Bank Loans**

The investment program of Man Solutions and of its Affiliated Managers may include investments in significant amounts of bank loans and participations. These obligations are subject to unique risks, including, without limitation: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of Man Solutions or its Affiliated Managers to directly enforce its rights with respect to participations. In analyzing each bank loan or participation, Man Solutions or its Affiliated Managers will generally attempt to compare the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the Fund or separately managed accounts (including the managed accounts' pro rata share of such Fund or separately managed accounts).

### **Convertible Securities**

Man Solutions or its Affiliated Managers may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

### **Preferred Securities**

Preferred securities, unlike common securities, offer a stated dividend rate payable from a corporation's earnings. These dividends may be cumulative or non-cumulative, participating or auction rate. If interest rates rise, the fixed dividend on preferred stocks may be less attractive, causing their prices to decline. Preferred securities may have mandatory sinking strategy provisions and call/withdrawal provisions prior to maturity, a negative feature when interest rates decline. Dividends on some preferred securities may be "cumulative", requiring all or a portion of prior unpaid dividends to be paid before dividends are paid on the issuer's common securities. Preferred securities also generally have priority on the distribution of a corporation's assets upon liquidation of the corporation, and may be "participating", which means that it may be

entitled to a dividend exceeding the stated dividend in certain cases. Preferred securities may include provisions that permit the issuer, at its discretion, to defer distributions for a stated period without any adverse consequences to the issuer. If a strategy owns a preferred security that defers distributions, the Affiliated Manager may be required to report income that has not yet been received by such strategy. In the event of insolvency or liquidation of the issuer, preferred securities are generally insubordinate to the rights associated with an issuer's debt securities and therefore are subject to greater credit risk than more senior debt securities. Preferred securities may be substantially less liquid than many other securities.

### **Purchasing Initial Public Offerings / New Issues**

Affiliated Managers may purchase securities of companies in initial public offerings / new issues or shortly thereafter. Special risks associated with these securities may include a limited number of shares available for trading, unseasoned trading, lockup restrictions, lack of investor knowledge of the company and limited operating history. These factors may contribute to substantial price volatility for the shares of these companies and, thus, for the strategy. If the Affiliated Manager intends on investing in new issues, it will have to ensure that FINRA's investor criteria regarding investing in new issues is satisfied in order to proceed with such investment. The Affiliated Manager will determine whether this criteria is satisfied by reviewing the declarations provided by investors in a fund's application form. The limited number of shares available for trading in some initial public offerings may make it more difficult to buy or sell significant amounts of shares without an unfavorable impact on prevailing market prices. In addition, some companies in initial public offerings / new issues are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be under-capitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them.

### **High Risk Investments**

Man Solutions or its Affiliated Managers may invest in public or private companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, financings, bankruptcies and similar transactions. In any investment opportunity involving any such type of business enterprise, there exists the risk that the transaction in which such business enterprise is involved either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the original security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, Man Solutions or its Affiliated Managers may be required to sell such investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which Man Solutions or its Affiliated Managers may invest, there is a potential risk of loss of the entire investment in such companies.

### **Real Estate Industry and REIT Risks**

Man Solutions or its Affiliated Managers may invest in companies in the real estate industry and, therefore, may be subject to risks associated with the direct ownership of real estate,

such as decreases in real estate values, overbuilding, increased competition and other risks related to local or general economic conditions, increases in operating costs and property taxes, changes in zoning laws, casualty or condemnation losses, possible environmental liabilities, regulatory limitations on rent and fluctuations in rental income. Equity REITs generally experience these risks directly through fee or leasehold interests, whereas mortgage REITs generally experience these risks indirectly through mortgage interests, unless the mortgage REIT forecloses on the underlying real estate.

REITs in which Man Solutions or its Affiliated Managers may invest may be affected by changes in underlying real estate values, which may have an exaggerated effect to the extent that REITs in which Man Solutions or its Affiliated Managers invest may concentrate investments in particular geographic regions or property types. Additionally, rising interest rates may cause investors in REITs to demand a higher annual yield from future distributions, which may in turn decrease market prices for equity securities issued by REITs. Rising interest rates also generally increase the costs of obtaining financing, which could cause the value of the Advisers' investments to decline. During periods of declining interest rates, certain mortgage REITs may hold mortgages that the mortgagors elect to prepay, which prepayment may diminish the yield on securities issued by such mortgage REITs. In addition, mortgage REITs may be affected by the ability of borrowers to repay when due the debt extended by the REIT and equity REITs may be affected by the ability of tenants to pay rent.

Certain REITs have relatively small market capitalizations, which may tend to increase the volatility of the market price of securities issued by such REITs. Furthermore, REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in operating and financing a limited number of projects. REITs depend generally on their ability to generate cash flow to make distributions to investors.

IT IS CRITICAL THAT INVESTORS REFER TO THE APPLICABLE GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE MATERIAL RISKS INVOLVED IN AN INVESTMENT IN THE FUNDS, INCLUDING THE RISK OF FINANCIAL LOSS. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENT.



## ITEM 9

### **DISCIPLINARY INFORMATION**

There are no legal or disciplinary events relating to Man Solutions that are material to a client's or prospective client's evaluation of Man Solutions' advisory business or the integrity of Man Solutions management. However, it should be noted that certain of the affiliated advisers that Man Solutions may allocate client assets to have had disciplinary matters which are disclosed on their Form ADV. To that end clients should review the affiliated investment adviser's Form ADV Part 1 Item 11 and Part 2A Item 9 for disciplinary information.

## ITEM 10

### OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

#### **D. Broker-Dealer Registration Status.**

Man Solutions and the Affiliated Managers are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer. Man Solutions' utilizes the sales team of its affiliate, Man Investments Inc. ("MII"), to assist in the marketing of its investment services in the US. MII is a limited purpose broker-dealer registered with the SEC and a member of Financial Industry Regulatory Authority, Inc. ("FINRA"). MII acts as solicitor, selling agent and/or investor servicing agent for certain Man Solutions clients and Funds for which it may be compensated as agreed between Man Solutions and MII.

#### **E. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status.**

Man Solutions is a commodity pool operator ("CPO") registered with the Commodity Futures Trading Commission ("CFTC") and a member of the National Futures Association ("NFA").

#### **F. Material Relationships or Arrangements with Industry Participants.**

Man Solutions is affiliated and under common with the following entities with whom it has material relationships or arrangements: **London:** AHL Partners LLP, an investment advisor registered with the SEC, a commodity pool operator and commodity pool trading advisor registered with the CFTC and a member of the NFA; Financial Risk Management Limited ("FRM"); Man Global Private Markets UK Ltd., an investment adviser registered with the SEC, GLG Partners LP, an investment adviser registered with the SEC and a commodity pool operator registered with the CFTC and a member of the NFA; Man Group Investments Limited, Man Fund Management UK Limited - all of which are authorized and regulated in the UK by the Financial Conduct Authority. **New York:** Man Investments Inc., a limited purpose broker dealer registered with the SEC and member of FINRA which provides placement agent services to certain Man Solutions Funds; FRM Investment Management (USA) LLC, an investment adviser registered with the SEC, a commodity pool operator and commodity trading adviser registered with the CFTC and a member of the NFA; and Silvermine Capital Management LLC, an investment adviser registered with the SEC. GLG LLC, an investment adviser registered with the SEC, a commodity pool operator registered with the CFTC and a member of the NFA. Man Solutions (USA) LLC, an investment adviser registered with the SEC. **Boston:** Numeric Investors LLC, based in Boston, MA which is an investment adviser registered with the SEC, a commodity pool operator registered with the CFTC and a member of the NFA. **Charlotte:** Man Global Private Markets (USA) Inc., based in Charlotte, NC, which is an investment adviser registered with the SEC. **Guernsey:** FRM Investment Management Limited, which is based in Guernsey and regulated by the Guernsey Financial Services Commission. Man Fund Management (Guernsey) Limited, which is based in Guernsey and regulated by the Guernsey Financial Services Commission **Switzerland:** Man

Investments AG, a firm that is registered with the Swiss Financial Market Supervisory Authority as a Representative and Man Investments (CH) AG, a firm registered with the Swiss Financial Market Supervisory Authority (FINMA). Certain of Man Solutions Funds have a distribution agreement with Man Investments AG. **Hong Kong:** GLG Partners Hong Kong Limited, a firm licensed by the Hong Kong Securities and Futures Commission. Man Investments (Hong Kong) Ltd, a firm licensed by the Hong Kong Securities and Futures Commission. **Ireland:** Man Asset Management (Ireland) Limited, a firm registered with the Central Bank of Ireland. **Liechtenstein:** Man (Europe) AG a firm registered with the Financial Market Authority Liechtenstein (FMA). **Australia:** Man Investments Australia Ltd, a firm that is registered with the Australian Securities and Investments Commission. **China:** Man Investments Management (Shanghai) Co., Ltd and Man Investments (Shanghai) Ltd, both firms are registered with the Asset Management Association of China (AMAC). **Cayman:** Man Asset Management (Cayman) Limited, a manager regulated by the Cayman Islands Monetary Authority. **Japan:** Man Group Japan Limited (Tokyo Branch) regulated by the Japan Financial Services Agency (FSA)

Man Solutions, its affiliates and its personnel serve as investment advisers and investment managers to multiple pooled investment vehicles and managed accounts. Man Solutions, its affiliates and its personnel may take action or give advice with respect to certain clients and accounts that differs from the advice given to other clients and accounts. Specifically, there may be times whereby the advice given to clients and accounts is opposite of the advice given to other clients and accounts due to differences in investment strategy, redemptions/subscriptions or other factors.

The results of the investment activities of the Funds may differ significantly from the results achieved by Man Solutions for other funds or separately managed accounts it or its affiliates manage. Man Solutions will manage the Funds and separately managed accounts in accordance with their respective investment objectives and guidelines. However, Man Solutions may give advice, and take action, with respect to any current or future funds that may compete or conflict with the advice Man Solutions or its affiliates may give to a separately managed account or Fund, or may involve a different timing or nature of action than with respect to a separately managed account or Fund.

Man Solutions, its affiliates and its personnel will devote as much time to the activities of each client or account as they deem necessary and appropriate and the amount of time devoted to different clients and accounts may vary.

#### **G. Material Conflicts of Interest Relating to Other Investment Advisers.**

Man Solutions does not recommend or select other third party investment advisers for its US clients.

Clients managed by Man Solutions may invest in pooled investment vehicles managed or traded by related persons of Man Solutions, and/or as applicable, for which a related person may have a financial interest in such pooled investment vehicles (e.g., ownership interest, investment management fees, performance-based fees, other fees, etc.). Furthermore, an affiliate may seed managers to which Man Solutions may recommend an investment by the Funds in the

pooled investment vehicle managed by such manager. A conflict of interest exists if Man Solutions allocates assets of the client accounts to an affiliated investment adviser.

Persons working for Man Solutions and one or more other Affiliated Managers may be subject to conflicts of interest relating to their employment and/or remuneration. They may also have access to information in respect of their services on behalf of Man Solutions and/or an Affiliated Manager, which is relevant to their activities on behalf of other accounts. Man Solutions will monitor such individuals and the information to which they are permitted access and impose any restrictions which are considered to manage any conflicts of interest arising.

Potential and actual conflicts of interest may arise from the activities described herein. Man Solutions has established policies and procedures to monitor and to the extent possible resolve conflicts of interest and will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems appropriate and equitable to the extent possible under the prevailing facts and circumstances.

Man Solutions and its affiliates may be subject to conflicts of interest from time to time in performing their respective duties to clients and the Funds and affiliated funds. Any such conflict of interest could have a material adverse effect on clients and Fund investors.

When a conflict of interest arises Man Solutions will endeavor to ensure that the conflict is resolved or managed appropriately and fairly. Furthermore, Man Solutions and its respective affiliates have substantial incentives to see the assets of each Fund appreciate in value and merely because an actual or potential conflict of interest exists does not mean that it will be acted upon to the detriment of the client or Fund.

Man Solutions and its affiliates are permitted to manage and/or advise other funds and client accounts, some of which may have objectives similar to those of clients or Funds, including without limitation other funds or accounts in which Man Solutions or any affiliate may have an interest.

## ITEM 11

### CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

#### A. Code of Ethics.

Man Solutions strives to adhere to the highest industry standards or conduct based on the principles of professionalism, integrity, honesty and trust. Accordingly, Man Solutions and its affiliates have adopted a Global Code of Ethics that is supplemented by additional policies and procedures that are designed to reinforce its institutional integrity, and to set forth procedures and limitations which govern, amongst other matters, the personal securities transactions of its associates. The Code was developed to promote the highest standards of behavior and to ensure compliance with all applicable regulations.

The Code applies to all Man Solutions' employees. The Code of Ethics contains policies and procedures that, among other things:

- Require employees to observe fiduciary duties owed to clients;
- Prohibit employees from taking personal advantage of opportunities belonging to clients;
- Prohibit trading on the basis of nonpublic information;
- Require employees to comply with anti-money laundering requirements;
- Place limitations on personal trading by employees and impose pre-clearance and reporting obligations with respect to such trading (with the exception of certain security types);
- Impose limitations on the giving or receipt of gifts and entertainment;
- Restrict employee outside business activities;
- Require employees to disclose family members' business activities that may present a conflict;
- Require pre-clearance on political contributions; and
- Prohibit disclosure by employees of confidential information of Man Solutions and its clients.

Man Solutions' employees are subject to the prohibition on trading on the basis of material nonpublic information and to the limitations and pre-clearance requirements on personal trading. Employee personal trades in securities covered by the Code of Ethics are monitored by the Chief Compliance Officer or designee and governed by the procedures set forth in the Code of Ethics. Such employees may from time to time have proprietary investments in which clients advised or sub-advised by Man Solutions also take a position, may trade and invest simultaneously

with such clients, and may take investment positions that are different from or opposite to the positions taken by such clients. In general, all personal securities transactions (except for unaffiliated US open-ended mutual funds, US Treasury securities, or other permitted investments listed in the Code of Ethics) are subject to pre-clearance by the Chief Compliance Officer, or designee. A copy of Man Solutions' Code of Ethics is available to clients and prospective clients upon request by contacting [allincompliance@man.com](mailto:allincompliance@man.com).

Furthermore, Man Solutions has adopted procedures to prevent and detect misuse of material nonpublic information. Specifically, Man Solutions' procedures prohibit any employee from trading, either personally or on behalf of others (such as client accounts advised or sub-advised by Man Solutions), while in possession of material, nonpublic information, and prohibit employees from communicating material, nonpublic information to others in violation of the law.

From time to time, as part of its business activities, Man Solutions or its affiliates may come into possession of non-public information concerning specific issuers. Under applicable laws and procedures, this may limit Man Solutions' or its affiliates' flexibility to buy or sell securities of such issuers.

Man Solutions clients are subject to Man's Cluster Munitions and Anti-Personnel Mines Policy, which is designed to ensure compliance with The Convention on Cluster Munitions and Relevant laws. This may limit Man Solutions' or the Affiliated Managers' flexibility to buy or sell securities of issuers that, among a range of other activities, are involved in cluster munitions or anti-personnel mines related activity for its clients.

In addition, certain Man Solutions clients may be subject to the Man Responsible Investment framework which considers responsible investment criteria when making investment decisions.

Man Solutions and its affiliates are subject to certain commodity position limits. Under applicable laws and internal procedures, this may limit the flexibility to buy certain futures contracts or derivatives thereon.

Related persons and personnel of Man Solutions and its affiliates (the "Advisory Affiliates") may invest in or have a financial interest in funds that are advised by Man Solutions and may not invest in all such funds. It is expected that the size of these investments or the financial interest will change over time. Potential conflicts may arise due to the fact that the Advisory Affiliates may have investments or financial interests in some funds but not in others or may have different levels of investments or financial interests in various funds, and because the funds may pay different levels of fees.

In addition, certain Advisory Affiliates may from time to time make personal investments in securities or financial instruments which may be appropriate for, may be held by, or may fall within client investment guidelines. Such Advisory Affiliates may buy, sell, or hold securities or other financial instruments for their own accounts while entering into different investment decisions for one or more clients. These activities may adversely affect the prices and

availability of securities or financial instruments held by or potentially considered for one or more clients.

From time to time, Man Solutions or Advisory Affiliates may form and manage additional pooled investment vehicles and advise other client accounts with similar or different investment strategies as the client accounts currently advised or sub-advised by Man Solutions. It may be appropriate for more than one client account advised by Man Solutions to trade in the same securities at the same time. Man Solutions has policies and procedures regarding such trades.

**B. Securities that the Investment Adviser or a Related Person Has a Material Financial Interest.**

**1. Cross Transactions and Principal Transactions**

From time to time, Man Solutions effects cross trades (*i.e.*, purchase or sell shares in an Affiliated Fund from or to another fund or client) when it believes that these types of transactions are appropriate and in the best interests of such Fund and clients.

In addition, the Investment Manager may cause a Fund to purchase or redeem shares in an Affiliated Fund at the same time that another affiliated fund is redeeming or purchasing shares in the Affiliated Fund. Although such transactions are independent of each other (*i.e.*, the Fund and the other affiliated fund are not actually transacting with each other), they are “related transactions” because the Fund or other affiliated fund may be obtaining access to the Affiliated Fund because the other affiliated fund is redeeming. For example, an affiliated fund may have to redeem from an Affiliated Fund that is closed to new investors because of a capacity constraint. In that instance, the Affiliated Manager may offer the capacity that the affiliated fund gave up to other affiliated funds in accordance with its policies and procedures. Although these “related transactions” are not actual cross trades, Man Solutions will only engage in these “related transactions” when it believes the transactions are appropriate and in the best interests of such Fund and the affiliated funds involved.

In relation to cross trades and related transactions, Man Solutions may have a conflict of interest between acting in the best interests of a Fund and assisting another affiliated fund by selling or purchasing a particular underlying fund shares.

From time to time Affiliated Managers engage in cross trades. Such cross transactions relating to traded securities may be arranged through a broker and effected at an independently verifiable current price where such can be ascertained. For cross trades involving non-exchange listed securities, to the extent possible, quotes are obtained from different brokers. Commissions may or may not be charged in cross trades. A determination will be made as to whether a cross transaction is appropriate for a given client or in a given transaction and in accordance with any client or regulatory restrictions. Each cross transaction will be performed in accordance with Man Solutions’ policies and procedures.

To the extent that such cross transactions may be viewed as principal transactions Man Solutions and Affiliated Managers will comply with the requirements of Section 206(3) of the Advisers Act with respect to any US client, including that Man Solutions or Affiliated

Managers will notify the applicable client (or an independent representative of the client) in writing of the transaction and obtain the client's consent (or the consent of an independent representative of the client). Neither Man Solutions nor the Affiliated Managers consider inadvertent cross transactions that may take place in the market as a result of investment decisions taken by affiliates as cross transactions or principal transactions.

## **2. Allocation of Investment Opportunities**

Man Solutions provides discretionary investment advice management services to multiple client accounts that may seek to invest in the same investment opportunities. In addition, Affiliated Managers may provide investment advice to multiple client accounts advised by them that may seek to invest in the same investment opportunities as Man Solutions' clients. This will create potential conflicts and potential differences among client accounts, particularly where there is limited availability or limited liquidity for those investments. Man Solutions and Affiliated Managers have developed policies and procedures that provide that investment opportunities will be allocated and purchase and sale decisions will be made among these client accounts in a manner that is considered to be reasonable and equitable and in a manner that is consistent with each client's investment objectives and guidelines.

Man Solutions endeavors to allocate investment opportunities to clients on a fair and equitable basis. Although the investment strategy employed may be utilized or appropriate for a client, the timing and nature of an investment or transaction may limit the use of standard allocation methodologies, which Man Solutions will allocate on a fair and equitable basis. In addition, when a Fund is ramping up, it may receive larger allocations of certain financial instruments than other clients in order to obtain its desired risk and portfolio size, but equally, when other clients, ramp up their investment strategies, a client may receive reduced allocations of certain financial instruments, subject in each case to the investment management agreement.

Man Solutions may determine that an investment opportunity or particular purchases or sales are appropriate for one or more client accounts, but not for other clients, or are appropriate for or available to certain clients but in different sizes, terms, or timing than is appropriate for others. There may be circumstances under which Man Solutions will cause one or more of the clients to commit a larger percentage of their assets to an investment opportunity than the percentage of another client's assets that they commit to such investment. There also may be circumstances under which Man Solutions purchases or sells an investment for one client and does not purchase or sell the same investment for another client, or purchases or sells an investment for one client and does not purchase or sell the same investment for another client. However, it is the policy of Man Solutions that: investment decisions for a client account be made based on a consideration of their respective investment objectives and policies, and other needs and requirements affecting each client account; and investment transactions and opportunities be fairly allocated among its clients. Therefore, there may be situations where Man Solutions does not invest a client's assets in an Affiliated Fund in which other accounts may invest or in which another client may otherwise invest.

Man Solutions will make allocations for client accounts of such investments with reference to numerous factors including, without limitation, Man Solutions' perception of the



appropriate risks and rewards for each client account, investment objectives and guidelines of each client account, leverage of each client account, the liquidity of the account at the time of the investment and on a going-forward basis, risk parameters for each client account, regulatory restrictions affecting the client, and such other factors as are relevant in the judgment of Man Solutions or its Affiliated Managers. Although allocating orders among client accounts may create potential conflicts of interest because of the interests of Man Solutions or its employees or because Man Solutions may receive greater fees or compensation from one client account over another, Man Solutions will not make allocation decisions based on such interests or greater fees or compensation. Allocation among accounts in any particular circumstance may be more or less advantageous to any one account. In addition, transactions in investments by multiple client accounts may have the effect of diluting or otherwise impairing the values, prices or investment strategies of an individual client, particularly, but not limited to, in small capitalization, emerging market, or less liquid strategies. Therefore, the amount, timing, structuring, or terms of an investment by some clients may differ from, and performance may be lower than, investments and performance of other clients.

In addition, Man Solutions may directly or indirectly acquire securities or other financial instruments of an issuer for its clients that are senior or junior to securities or financial instruments of the same issuer held by, or acquired for, another client (*e.g.*, one client may acquire senior debt while another client may acquire subordinated debt). Man Solutions recognizes that conflicts may arise under such circumstances and will endeavor to treat all clients fairly and equitably.

### 3. **Valuation**

Each separately managed account is responsible for its own valuation of assets which typically a third party custodian may provide. To the extent requested, Man Solutions and/or the Affiliated Portfolio Managers will provide separately managed account clients with information that may assist in the valuation of assets. However, neither Man Solutions nor the Affiliated Portfolio Managers are responsible for the valuation of managed account assets.

For the Funds, valuation policies and procedures have been established that seek to establish a consistent framework and methodology for the determination, validation, approval, regular monitoring and review of pricing all positions of each Fund. The Fund's directors have appointed an Independent Pricing Committee (the "IPC") to undertake certain services concerning the valuation policies and procedures relating to each Fund. The IPC is an independent body set up to: (1) establish a pricing matrix (a table which lays out a pricing source for certain assets and liabilities) which the directors will decide whether to adopt for the Fund and if so will thereafter be used by the administrator to calculate the value of the assets and liabilities held by the Fund; and (2) establish the prices of any positions held in the Fund that do not have an independently ascertainable value as per the pricing matrix. In addition, the IPC provides general governance and oversight of the valuation process.

**C. Investing in Securities that the Investment Adviser or a Related Person Recommends to Clients.**

The Code of Ethics places restrictions on personal trades by employees, including that they disclose their personal securities holdings and transactions to Man Solutions on a periodic basis, and requires that employees pre-clear certain types of personal securities transactions. Subject to certain exceptions, Man Solutions' employees may not engage in personal securities trading without pre-clearance. Accordingly, under certain circumstances, Man Solutions, its affiliates and its employees may invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or may fall within the investment guidelines of clients.

Man Solutions, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients. Potential conflicts also may arise due to the fact that Man Solutions and its personnel may have investments in some affiliated funds but not in others or may have different levels of investments in the various affiliated funds.

Man Solutions has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code of Ethics, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

The Affiliated Funds may invest in the securities of Man Group plc, the indirect owner of Man Solutions and its Affiliated Managers.

**D. Conflicts of Interest Created by Contemporaneous Trading.**

Man Solutions manages investments on behalf of a number of clients. Certain clients may have investment strategies that are similar to and/or overlap and may, therefore, participate with each other in investments. It is the policy of Man Solutions to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time. Man Solutions will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because Man Solutions purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to any client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practical or desirable for the client.

Allocations of initial public offerings or other limited offerings ("Limited Offering") by Man Solutions will be made in a fair and equitable manner among eligible clients (which may also include clients advised by its Affiliates). Allocations will be made among accounts eligible to participate in a Limited Offering taking into account factors such as long term investment horizons, investment objectives and guidelines, different levels of investment for

different strategies, the overall portfolio composition for each account, and such other relevant factors. Eligibility to participate in a Limited Offering may include but is not limited to consideration of the following factors: (i) clients whose investment guidelines explicitly prohibit such investment, (ii) "restricted persons" under the FINRA New Issues Rule 5130 or an executive officer or director of a public company or a covered non-public company, or a person materially supported by such an executive officer or director, as contemplated under FINRA New Issues Rule 5131, (iii) suitability requirements, (iv) account turnover guidelines, and (v) available investable capital.

Man Solutions or Affiliated Managers may take inconsistent positions in the same security or trade in opposite directions as a result of rebalancing or different investment strategies. This will result in potential conflicts of interest. Man Solutions and the Affiliated Managers strives to ensure that all clients are treated fairly and equitably.

## ITEM 12

### BROKERAGE PRACTICES

This Item 12 relates to the practices of the Affiliated Managers, which Man Solutions utilizes to manage Funds or clients and/or execute orders on behalf of Man Solutions client accounts.

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

Affiliated Managers will place orders for the execution of transactions for client accounts via a centralized trading desk and in doing so, they will seek best execution in accordance with their best execution policies which take into account a number of factors which may include, among other things, price, total transactional costs the broker's financial strength, ability to commit capital, stability and responsibility, reputation, reliability, overall past performance of services, responsiveness as well as a means of communication, ability to execute trades based on the characteristics of a particular trade, technology and trading systems, trading activity in a particular security, block trading and block positioning capabilities, depth of available services, arbitrage operations, bond capability and options operations, the availability of stocks to borrow for short trades, willingness to execute related or unrelated difficult transactions, order of call, back office, settlement processing and special execution capabilities, efficiency and speed of execution, and error resolution. Accordingly, while the centralized trading desk will endeavor to achieve best execution; it may not be the case that the best possible results are received on each and every transaction as there are a variety of factors, a number of which lie outside their control that may impact execution quality.

Rigid formulas are not used in selecting brokers, but rather a combination of factors are considered. There is, however, no formulaic correlation between this evaluation and the allocations of brokerage for client accounts. Because of the range of factors considered, it is possible that clients may pay brokerage commissions in excess of that which another broker might have charged for effecting the same transaction. Nevertheless, a good faith determination is made to ensure that the amount of commission is reasonable in relation to the value of the products and services received, the broker's execution ability, and other factors.

**Delegation to Affiliates:** Affiliated Managers delegate certain of their order handling and execution responsibilities to a centralized trading desk. In doing so Affiliated Managers ensure that the centralized trading desk complies with any client restrictions as well as Affiliated Managers policies and procedures relating to order handling and execution responsibilities. Affiliated Managers believe that such delegation is consistent with its obligations and is in the best interests of its clients.

**1. Research and Other Soft Dollar Benefits**

As permitted, the Affiliated Managers may select brokers that furnish research, or other products or services (collectively, "Products and/or Services"). In selecting brokers to

execute transactions, as permitted, Affiliated Managers need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

In selecting brokers, certain Affiliated Managers may also take into account the value of one or more Products and/or Services, either provided by the broker, or paid for by the broker (either by direct or reimbursement payments (in whatever form) or by commissions, mark-ups or credits or by any other means). Such Affiliated Managers will use reasonable efforts to ensure that the Products and/or Services are related to the execution of trades; related to the provision of research; or will reasonably assist them in the provision of services to clients on whose behalf orders are being executed. US based Affiliated Managers will ensure that the use of Products and/or Services comply with the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934 (as amended). UK based Affiliated Managers will comply with the Markets in Financial Instruments Directive II ("MIFID II").

In regard to US based Affiliated Managers, Man Solutions' clients may be deemed to be paying for such Products and/or Services with "soft" or commission dollars. The extent to which commission rates or net prices charged by brokers reflect the value of Products and/or Services cannot be readily determined. Although US based Affiliated Managers believe that a client may benefit from the Products and/or Services obtained with commissions generated by trades made by the client, the client may not benefit from all of the services paid for in this manner. Specifically, there may be cases where Products and/or Services obtained with commissions generated by trades made by a particular client do not benefit such client and instead benefit other clients of the US based Affiliated Managers. The relationships with brokerage firms that provide Products and/or Services to US based Affiliated Managers may influence their judgment in allocating brokerage business and create a potential conflict of interest in using the services of those brokers to execute the client's brokerage transactions. US based Affiliated Managers may have an incentive to select or recommend a broker-dealer based on their interest in receiving research or other Products and/or Services, rather than on clients' interest in receiving the most favorable execution.

UK based Affiliated Managers comply with MIFID II. For these clients, execution commission is separate from any investment research payments. UK based Affiliated Managers have engaged the services of various external third party research providers to assist them with portfolio management activities. For UK based Affiliated Managers' clients, research goods and services are paid from their own resources or through a Research Payment Account ("RPA") funded through a transactional payment method.

Not all UK based Affiliated Managers have deployed a RPA as a means of purchasing third party research material; some UK based Affiliated Managers clients will have their research needs paid by the UK based Affiliated Managers. The consumption of research across clients using an RPA ("RPA Accounts") may not be evenly distributed and may differ on a needs basis.

UK based Affiliated Managers will only pay for third party research materials and services that concerns one or several financial instruments or other assets; or the issuers or

potential issuers of financial instruments; or is closely related to the specific industry or market such that it informs views on financial instruments, assets or issuers within that sector and:

- Implicitly or explicitly recommends or suggest an investment strategy;
- Provides a substantiated opinion as to the present or future value or price of such instruments or assets;
- Contains analysis and original insights and reaches a conclusion based on new or existing information that could be used to inform an investment strategy or capable of adding value to UK based Affiliated Managers investment decisions.

Research payments will not be linked to the volume or value of transactions executed on their behalf. The organisation or facilitation of corporate access meetings is not considered a research service and, as such, any charges for such services will not be paid for by RPA Accounts.

Third party research materials and services as described above are within the types of products and services under the "safe harbor" of Section 28(e).

Affiliated Managers may execute securities transactions with multiple executing brokers, including the various prime brokers appointed for the affiliated funds. Many of these brokers provide Affiliated Managers with access to proprietary research reports (such as standard investment research) which may be used for any or all accounts. This type of research is paid for in hard dollars by UK based Affiliated Managers in accordance with MIFID II.

To the extent permitted, Products and/or Services obtained by US Affiliated Managers may be used in servicing any or all of the clients advised by US Affiliated Managers. In addition, some Products and/or Services may not necessarily be used in whole or in part by US Affiliated Managers in managing the client account that generated the commissions used to pay for such Products and/or Services. Affiliated Managers does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the client accounts generate. Furthermore, other clients may receive the benefit, including disproportionate benefits, economies of scale or price discounts in connection with Products and/or Services that may be provided to a client.

If a product or service obtained provides both research and non-research assistance to Affiliated Managers (i.e., a "mixed use item"), Affiliated Managers will make a good faith effort to determine the relative proportion of the product or service used to assist Affiliated Managers in carrying out their investment decision making responsibilities, and the relative proportion used for administrative or other non-research purposes. The proportionate amount of the product or service that is used to assist Affiliated Managers in carrying out their investment decision making responsibilities will be paid through brokerage commissions generated by client transactions; the proportionate amount attributable to administrative or other non-research purposes will be paid for by Affiliated Managers from their own resources. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of the allocation of the costs of such benefits and services between those that primarily benefit Affiliated Managers and those that primarily benefit clients.

2. **Brokerage for Client Referrals**

Man Solutions does not consider capital introduction and marketing assistance with respect to investors in the Funds when selecting or recommending broker-dealers for the Funds. However, Man Solutions' affiliate, MII, may be invited to capital introduction events as a result of the relationship Affiliated Managers have with such broker dealers.

3. **Directed Brokerage**

Man Solutions does not generally allow for directed brokerage arrangements.

**B. Order Aggregation**

Affiliated Managers may, but are not required to, aggregate orders for their clients (including the affiliated funds or together with its affiliates other clients or accounts advised by them) if, in their reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the client and such other accounts or entities based on an evaluation that they will be benefited by relatively better purchase or sale prices or beneficial timing of transactions, or a combination of these and other factors. It should be noted that only trades that the trader is aware will be aggregated. There may be times where more than one trader is placing an order for the same security and such orders are not aggregated. In many instances, the purchase or sale of financial instruments for a client account will be effected simultaneously with the purchase or sale of similar financial instruments for other client accounts. When an aggregated order is filled through multiple trades with the same broker at different prices on the same day, each participating client account will typically receive an average price with transaction costs allocated pro-rata based on the size of each client's participation in the order (or actual allocation such as in the case of a partial fill) as determined by the Affiliated Managers. It should be noted that aggregated transactions may be made at slightly different prices, due to the volume of financial instruments purchased or sold. In the event of a partial fill, allocations will generally be made *pro rata* based on the initial order, but may be modified on a basis that Affiliated Managers deem to be appropriate, including for example, in order to avoid odd lots or *de minimis* allocations among other factors. It should be noted that on some occasions, aggregating orders may work to the client's disadvantage. Clients with specific instructions (e.g. approved brokers list or directed brokerage arrangements) may not be included in aggregated trades.

**C. Trade Error and System Event Policy**

In the event that Man Solutions or its Affiliated Managers experience an error with respect to trades made on behalf of clients, a formalized process is in place for the resolution of such errors. Man Solutions or its Affiliated Manager (as relevant) will correct such error in accordance with its policies and procedures. If Man Solutions, in its sole discretion determines that a client should be reimbursed as a result of a trade error caused by Man Solutions or its Affiliated Manager, interest will generally not be paid on such losses. Advisers and Affiliated Advisers have their own policies and procedures in handling trade errors which may differ from those of Man Solutions. Please refer to Item 8.B under "Trade Error Risk" for additional information and risk disclosures pertaining to trade errors.

Man Solutions may allocate client assets to investment strategies with a systematic approach, the development and deployment of such harnesses complex econometric and statistical theories, research and modelling which may result in a “System Event” (e.g., errors regarding trading systems, coding/programing/modelling, etc.). System Events in connection with systematic strategies managed by affiliates, to the extent feasible and reasonable, will be corrected in accordance with its policies and procedures. The client will benefit from any gains and bear any losses unless it otherwise determined by the Affiliated Manager managing such investment strategy. Please refer to Item 8.B under “Model and Data Risk” for additional information and risk disclosures pertaining to system events.



## ITEM 13

### REVIEW OF ACCOUNTS

#### A. Frequency and Nature of Review of Client Accounts or Financial Plans.

Man Solutions' Product Management Group and respective portfolio management teams, are primarily responsible for reviewing accounts of the clients and do so individually or in a group, depending upon account needs and market conditions. The portfolio management teams, individually or in a group, performs daily, weekly, or monthly reviews of all accounts as they deem appropriate or as otherwise required. Reviews may be undertaken due to a number of reasons such as (but not limited to) because of changes in market conditions; change of security positions; changes in investment objectives or policies; capital inflows/outflows; and other reasons. Various matters may be discussed during such reviews, (*e.g.*, performance of accounts in connection with investment objectives, portfolio construction, risk/reward, security positions, and investment opportunities).

#### B. Factors Prompting Review of Client Accounts Other than a Periodic Review.

A review of a client account may be triggered by changes in market conditions; change of security positions; changes in investment objectives or policies; capital inflows/outflows; and other reasons.

Investors in Funds which are pooled investment vehicles receive monthly or quarterly statements/reports reflecting performance, the value of their investments and/or other information. Investors also receive annual audited financial statements and other correspondence, as necessary, relative to the respective Fund in which they are invested.

#### C. Content and Frequency of Account Reports to Clients.

The requirements for frequency and content of reports for clients will be set forth in the documents for each client account.

Investors in Funds may also receive upon request, subject to the execution and delivery of a confidentiality agreement satisfactory in substance and form to Man Solutions, certain additional information about the applicable Fund, the portfolio, and Man Solutions (such as interim performance information, risk reports and notice of certain legal proceedings) to the extent that Man Solutions possesses such information or can acquire it without unreasonable effort or expense.

While all Fund investors generally receive similar information, to the extent an investor receives additional information (that other investors have not received), which is in addition to information provided in a Fund's regular reports to investors, such information may provide such investor with greater insight into the Fund's activities. This may enhance such investor's ability to make investment decisions with respect to a Fund and possibly affect such investor's decision to request redemption from such Fund.

Man Solutions also provides (subject to certain terms and conditions) some clients with access to Man's bespoke client reporting software, "Clarus", which may provide such clients with greater transparency with respect to the investments in their portfolios compared to other clients.

## ITEM-14

### CLIENT REFERRALS AND OTHER COMPENSATION

#### A. Economic Benefits for Providing Services to Clients

Man Solutions does not receive economic benefits from non-clients for providing investment advice and other advisory services.

#### B. Compensation to Non-Supervised Persons for Client Referrals.

Man Solutions and/or its affiliates may from time to time utilize third-party placement agents that receive compensation, which may be borne either by Man Solutions or its affiliates or by the investor or client, for referring the client to Man Solutions or its affiliates or investors to investment vehicles managed or advised by Man Solutions or its affiliates. Compensation may be in the form of a percentage of management fees or performance fees, a flat fee or as otherwise agreed. Man Solutions or its affiliates may benefit from the arrangements where clients are referred directly to it since the management fees are generally based upon a percentage of such client's assets under management. Thus, the more assets Man Solutions or its affiliates have under management, the higher the management fee income. If applicable, any such arrangement with a third-party solicitor will comply with Rule 206(4)-3 under the Advisers Act.

MII, a US based affiliate of Man Solutions, acts as the selling agent and/or investor servicing agent for certain Funds. MII may receive a percentage of a Fund's management fee to act as selling agent and/or investor servicing agent. In addition, MII has entered into agreements with other broker-dealers and certain financial advisers to solicit interests in Funds and/or to provide ongoing investor services and account maintenance services to investors. Each such broker-dealer and financial adviser generally receives compensation based on the aggregate value of outstanding interests held by investors that receive services from such persons, fixed amounts or other agreed upon compensation. Such compensation generally will be paid by MII from the fees that it receives from a Fund, Man Solutions or an affiliated entity.

In addition, certain Man Solutions Funds have entered into a distribution agreement with MIAG and certain other affiliated entities. These affiliated entities act as solicitors for managed accounts and the selling agent and/or investor servicing agent for certain Funds outside of the U.S.

## **ITEM 15**

### **CUSTODY**

With regards to U.S. clients and private funds, Man Solutions is subject to Rule 206(4)-2 under the Advisers Act (the “Custody Rule”). In accordance with the Custody Rule each Fund complies with the provisions of the “Pooled Vehicle Annual Audit Exception”, and is subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

With respect to certain separately managed accounts and, as agreed Man Solutions may directly debit fees from such clients’ accounts and may be deemed to have custody as a result of such authority. In these cases, in order to comply with the Custody Rule, separately managed accounts will receive statements directly from the separately managed account’s qualified custodian(s) (as defined in the Custody Rule) on at least a quarterly basis.

## **ITEM 16**

### **INVESTMENT DISCRETION**

In general, Man Solutions provides discretionary investment management services to its clients. However, Man Solutions typically delegates discretion regarding all underlying investment decisions to Affiliated Managers who are authorized to determine and direct execution of transactions within each client's specific investment objectives, restrictions and policies. However, such discretion can be subject to limits imposed as described in the applicable offering document in the case of the Funds, as applicable, and investment management agreements or other relevant documents with each client for separately managed accounts. In providing services to Man Solutions' clients, Affiliated Managers may utilize certain trading capabilities of their affiliates.

## ITEM 17

### VOTING CLIENT SECURITIES

Man Solutions relies on the Affiliated Managers to vote proxies. The Affiliated Managers have adopted policies and procedures to ensure that any proxy voted on behalf of clients is voted in a manner which is in the best interests of such clients.

Proxies will be voted for clients at the Affiliated Manager's discretion, where specifically instructed by a client to vote proxies or where the Affiliated Manager is required to vote a proxy for a client (each a "Proxy Client"), such proxies will be evaluated and voted in the best interest of the relevant Proxy Client(s). It should be noted that there may be times whereby Portfolio Managers invest in the same securities/assets while managing different investment strategies and/or client accounts; accordingly, it may be appropriate in certain cases that such securities/assets are voted differently across different investment strategies and/or client accounts, based on their respective investment thesis and other portfolio considerations. Affiliated Managers will only vote proxies on securities currently held by clients. Proxies received for securities that are loaned, on contract for difference/swap or where there is no economic interest will generally not be voted.

Affiliated Managers will endeavor to identify material conflicts of interest, if any, which may arise between Man Solutions and one or more issuers of clients' portfolio securities, with respect to votes proposed by and/or affecting such issuer(s), in order to ensure that all votes are voted in the overall best interest of clients. Affiliated Managers have established a Stewardship and Active Ownership Committee to be responsible for resolving proxy voting issues when deemed necessary; making proxy voting decisions where a material conflict of interest may exist; monitoring compliance with the Global Proxy Voting Policy; and setting new and/or modifying existing policy, among other functions.

Affiliated Managers have appointed, and will appoint from time to time, one or more proxy voting service companies, to provide it with proxy voting services for certain Proxy Clients. Where applicable, Affiliated Manager will generally vote proxies for the relevant Proxy Clients in accordance with the relevant proxy voting service company's proxy voting guidelines, unless otherwise specifically instructed to vote otherwise by the Portfolio Manager or such Proxy Client.

Affiliated Managers' Proxy Voting Policy is based on the Glass Lewis standard policy and the following additional ESG-oriented principles:

**Key areas****Affiliated Managers' Proxy Voting Policy**

|  |   |
|--|---|
| <b>1. Board Gender Diversity</b>       | Vote against the chair of the Nomination committee wherein a Company fails to meet legal requirements, nominate any women to the board, or meet the best practice standard prevalent in the market and has not disclosed any cogent explanation or plan regarding board gender diversity. |
| <b>2. Board Tenure and Refreshment</b> | Vote against members of the Nomination and/or Governance committees wherein the board has an average tenure of greater than 10 years and there have been no new nominees in the last 5 years.   |
| <b>3. Executive Compensation</b>       | <p>Vote against executive compensation policies wherein a Company has received a Pay-for-Performance grade of 'D' or 'F' and sustainability is not an explicit consideration when determining executive pay.</p> <p>* Only applies to Canada, USA, and Australia.</p>                     |
| <b>4. Independent Auditor</b>          | Vote against reappointment if the auditor has been serving for longer than 20 years.  |
| <b>5. Reincorporation</b>              | Vote against reincorporation proposals wherein a Company will be reincorporating to a tax haven and / or reincorporating offshore for tax and / or governance avoidance or to the detriment of shareholders.  |
| <b>6. Shareholder Proposals</b>        | Support any shareholder initiatives that request additional disclosure on behalf of a company or are otherwise socially-positive, and not conversely aimed at limiting disclosure or consideration of key issues.   |

The Glass Lewis standard proxy voting guidelines can be found on Glass Lewis' website at: <http://www.glasslewis.com/guidelines/>

Nevertheless, in voting proxies, Affiliated Managers will take into account what is the overall best economic interest of its Proxy Clients. Affiliated Managers will maintain documentation memorializing the decision to vote a proxy in a manner different from what is stated in the relevant proxy voting guidelines.

Affiliated Managers may abstain from voting a proxy when it is determined that the cost of voting the proxy exceeds the expected benefit to the client. Documentation will be maintained of all proxies that are not voted for Proxy Clients and the reasons therefor where Affiliated Managers have been instructed by the Proxy Client to vote.

Upon request, clients may receive a copy of the Global Proxy Voting Policy and/or information regarding the manner in which securities held in their account were voted by contacting Man Solutions at ++44 (0)20 7016 7000.

**C. Class Actions and Securities Litigation**

Affiliated Managers only participate in class actions on behalf of clients to the extent possible and practical and where they believe it is in the best interests of the clients to do so. There may exist circumstances where a recovery is possible but the Affiliated Managers don't believe it is in the client's best interest to so participate. GLG LLC utilizes the services of a third party class actions service provider to file claims and participate in class action settlements. Only current clients or Fund investors will receive any proceeds received from class action recoveries. Investors that have fully redeemed will not receive any class action proceeds. GLG LLC may consider a *de minimus* amount with regards to distributing any proceeds received.

Affiliated Managers may from time to time receive notification of and/or determine to engage or participate in litigation regarding investments held by clients. Affiliated Managers may participate in those lawsuits where Affiliated Managers has made the determination that the potential benefit to its client(s) outweighs the costs of participation in the litigation. Any monies recovered as a result of any such litigation will be allocated on a pro rata or other appropriate basis to client(s) which hold/held the investment at issue. Affiliated Managers will not be responsible for reimbursing any client(s) or investor(s) who may have been invested during the period that is the subject of any litigation but had redeemed or withdrawn such investment prior to such a recovery. Affiliated Managers may consider a *de minimus* amount with regards to distributing any proceeds received.



## **ITEM 18**

### **FINANCIAL INFORMATION**

Man Solutions is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.