

AQUA ADVISORS LLC
CRD# 285399

FORM ADV PART 2A

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This Brochure provides information about the qualifications and business practices of Aqua Advisors LLC (“AQUA” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact AQUA’s Chief Compliance Officer, Milagros Varela at telephone number (305) 877-7593 and/or by email at milagros@aquaadvisors.com

The information in this Brochure has not been approved or verified by any state or federal securities authority.

Registration of an investment adviser does not imply any level of skill or training. The oral and written communications received from an adviser provide you with information about which to utilize in determining to hire or retain an investment adviser.

Additional information about AQUA also is available on the SEC’s website at www.adviserinfo.sec.gov.

Brochure Date: December 31, 2020

ITEM 2 – MATERIAL CHANGES

Item 1 has been updated to reflect the effective date for the brochure and the new address of the firm.

Item 4 has been updated as follows: to reflect the AUMs as of December 31, 2020; to remove consulting services and estate planning referral fees.

Item 7 has been amended to better defined the types of clients we serve.

Item 11 has been amended to disclose employee participation in certain private equity deals along with clients.

You will receive a summary of any material changes to subsequent Brochures within 120 days of the close of our business's fiscal year, which is December 31 of each year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at telephone number (305) 877-7593 and/or by email at milagros@aquaadvisors.com

Additional information about AQUA is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with AQUA who are registered, or are required to be registered, as Investment Adviser Representatives ("IARs") of AQUA.

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ITEM 4 – ADVISORY BUSINESS

General

Aqua Advisors LLC (AQUA) is a limited liability company duly organized under the laws of the State of Florida on September 9, 2016 and registered with the U.S. Securities & Exchange Commission (“SEC”), CRD# 285399.

AQUA ’s members are Milagros Varela (CRD# 6708707) and Jose Pedro Varela (CRD# 4163995).

Milagros Varela is the Manager and Chief Compliance Officer of AQUA and Jose Pedro Varela is a Member of the LLC.

From its main office in Miami, FL AQUA offers the following services to its advisory clients:

Investment Advisory Services

Adviser provides investment advisory services to its clients through various types of discretionary and non-discretionary accounts in accordance with each client’s investment objectives. Investment activities focus on investments in various kinds of assets and securities in a variety of markets that is intended to fit within the client’s objectives, strategies and risk profile as described by each client.

AQUA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. AQUA creates an Investment Policy Statement for each client, which outlines the client’s current investment profile (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client’s specific situation. Investment Policy Statement may include, but not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

AQUA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client. Accounts may focus on investments in specified and limited kinds of assets and securities, in limited markets, or they may be broad-based across many asset classes and markets. Such accounts are intended to fit within the investor’s objectives, strategies and risk profile as described by each client. The strategies utilized for these customized accounts may be similar to or may vary widely from the core strategies typically utilized by the Adviser, as further described in Item 8. Clients may place targets on these accounts and may restrict the types of investments made in such accounts.

As an investment adviser, AQUA provides portfolio management and administrative services to client accounts (the “Accounts”), including investigating, analyzing, structuring and negotiating potential investments, monitoring the performance of investments and advising the Accounts as to the disposition of investment opportunities.

Aqua provides investment advisory services to its clients through the management of investment portfolios in accordance with the objectives, guidelines and risk profiles of individual clients. Clients provide such information to Aqua at or before the time they enter into an advisory agreement with Adviser.

AQUA offers several specialized programs, as follows:

1. Family Wealth Services

As an investment adviser, AQUA provides portfolio management and administrative services to our clients, including investigating, analyzing, structuring and negotiating potential investments, monitoring the performance of investments and advising the clients as to the disposition of investment opportunities.

4. Portfolio Review & Consulting Services

Aqua provides clients with advice and recommendations on cash flow analysis, cash management, portfolio trading, portfolio management selection, and other investment related topics. The firm may charge either a fixed fee or an hourly fee dependent upon the scope of the assignment.

Aqua Wealth Management S.A. (Uruguay), an affiliated investment advisory firm located in Uruguay and registered with the Central Bank of Uruguay maintains a Consulting Agreement with Aqua Advisors; pursuant to this agreement, Aqua Wealth Management assists Aqua Advisors with the supervision and surveillance of the portfolios, provides due diligence services for all Private Equity deals, provides asset allocation models, financial and markets analysis and participates in Aqua Advisors investment committee meetings.

Other Services

Adviser provides investment advisory services to clients through the management of investment portfolios in accordance with the objectives, guidelines and risk profiles of the individual clients. Clients provides such information to Adviser at or before the time they enter into an advisory agreement with the Adviser. The Adviser may provide additional services to the clients. The scope of services and additional fees are negotiated individually with each client and incorporated into the Portfolio Management Agreement.

Additional General Information

Other professionals (e.g., trust companies, lawyers, accountants, insurance agents, etc.) may be recommended to clients or engaged directly by the client on an as-needed basis. Conflicts of interest related to recommendations of other professionals will be disclosed to the client in the event they should occur. Additionally, AQUA ’s client agreements may not be assigned without client consent.

Investment Restrictions

Adviser offers an array of services and clients can select among the services that the client and the Adviser feel are suited for the client. Clients may impose reasonable restrictions on the management of their accounts, including by restricting particular securities or types of investments. Clients should be aware that performance of restricted accounts may differ from performance of accounts without such impediments, possibly producing lower overall results.

Assets Under Management

AQUA has approximately \$133,437,933 in assets under management as of December 31, 2020.

ITEM 5 – FEES AND COMPENSATION

Adviser typically receives an annual management fee (from .25% to 2.00% of the Average Net Asset Value of the Account during the period). Adviser may enter into flat fee arrangements from time to time, typically for administrative services provided to clients or client Accounts. Adviser may also provide sub-advisory and administrative services for a flat fee based upon actual cost, which is outlined and established via sub-advisory/administrative services agreement. All fees are negotiable. The specific manner in which fees are charged by Adviser is established in each client's written agreement with Adviser. Generally, and pursuant to contract, fees for the management of Accounts will be based upon a percentage of the total assets in the account (including margined assets).

Calculation and Deduction of Advisory Fees

With respect to accounts that Adviser manages on a discretionary basis, including the specialized discretionary programs, clients may authorize Adviser to directly debit management fees from client accounts quarterly. Fees for investment advisory services and other non-discretionary programs are billed to clients, although clients may pre-authorize their custodians to automatically deduct the fees from the client's account and to make payment to Adviser. Management fees are deducted or billed, as applicable, quarterly in arrears.

A client may pay more or less fees than similar clients depending on the particular circumstances of the client, size, additional or differing levels of servicing or as otherwise agreed with specific clients. Clients that negotiate fees, including a flat fee, may end up paying a higher fee than that set forth above as a result of fluctuations in the client's assets under management and account performance.

In the event the Adviser bills fees in advance, on an exceptional basis, refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the quarter up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter). Clients may terminate their contracts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written

authorization.

Additional Fee Information

Clients may authorize the Adviser to directly debit management fees from client accounts on a quarterly basis. In such instances, management fees are prorated for each contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. No prepaid fees are charged six months or more in advance.

Alternatively, in some instances, clients may receive an invoice for fees, in which it may choose to pay AQUA directly for its billed fees for the relevant period.

Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred directly by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by fund managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic funds fees, and other fees and taxes on brokerage account and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. It is the Adviser's policy not to accept "kick-backs" or retrocession fees from any third non-affiliated party providing services to the Adviser's clients; however, Adviser's related persons, including dually registered employees, may receive a portion of these commissions, fees and costs. Advisor may receive trailers and new issue inception fees from mutual funds and issuers as a dually (Advisor and Broker on record) registered person. Please refer to Items 10 and 12 for further information on related parties and dually registered employees.

Estate Planning Services

The adviser may conduct an initial estate planning assessment and refer the client to third party service providers, including lawyers and estate planning professionals, for the implementation of the plan. The Client may use any service provider for Estate Planning services.

Item 12 further describes the factors that Adviser considers in selecting or recommending broker-dealers for client transactions and custody and in determining the reasonableness of their compensation (i.e. commissions).

Other Fees

Portfolio Review and Consulting Services are provided at either a flat fee negotiated with the client at the time of the engagement or by the hour. Hourly fees are charged at the rate of \$300.00 / hr.

Flat/Fixed Fee services are negotiated with the client before the execution of the agreement and are based on the scope of the project.

Minimum Fixed Fee per Project: \$2,500.00* Maximum Fixed Fee per Project: \$ 25,000.00*
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*Negotiable

Aqua does not charge an additional fee for the selection of other advisors; furthermore, Aqua will exclude from its advisory fee calculations any assets actively managed by a third-party manager recommended by Aqua to the Client.

Termination of the Agreement

Although an Agreement between AQUA and its clients are ongoing agreements, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party with a (30) thirty – day advance notice or as agreed upon otherwise between the client and the Adviser.

If an agreement is terminated during a period in which the client has already paid AQUA its advisory fees in advance, then the Adviser will reimburse, on a pro-rated basis, the remaining advisory fees collected for any service not rendered; these fees will be sent to the client's address of record, unless otherwise directed by the client, within (30) days of termination of the agreement.

After the advisory contract is terminated by either party, the adviser will charge standard hourly consulting fees, at a rate of \$300.00 / hr., for the time used for processing additional request from the former client.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Qualified clients, as defined by Rule 205-3 of the Investment Adviser's Act, may enter into advisory agreements where the Firm is entitled to a performance fee as part or all of its compensation. Qualified investors must meet the following requirements: (a) have at least \$1,000,000 in assets under management with the adviser; or (b) have a net worth of at least \$2,100,000 in investable assets, in order to enter into performance-based compensation agreements with AQUA, Client Suitability will be determined through the use of a detailed suitability questionnaire and follow up due diligence inquiries. The Firm at its sole discretion, may reject any client application where the above financial standards are not met and/or where it reasonably believes the investor lacks the necessary financial sophistication, who purport to not fully understand the Firm's method of compensation and the nature of its risks, or who are otherwise deemed to be unsuitable for such an arrangement.

The Firm may engage in Performance based compensation based upon any gains obtained in the client's account for the quarter, or for the calendar year, depending on the specific arrangement. Performance fees may range from 5% to 20% of gains depending on each specific arrangement and they may be subject to a "High Water Mark" or minimum gain by the client. If this "High Water Mark" is not met, the Performance Fee is therefore not paid to the advisor. If the clients make any

withdrawals equal or greater than 5% of the total assets of the portfolio during the quarter, the “High Water Mark” is adjusted proportionally.

Performance Fee arrangements may create an incentive for Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Performance Fee arrangement may also create an incentive to favor high fee-paying accounts over other accounts in the allocation of investment opportunities. Adviser has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

The Adviser may have clients with similar investment objectives. The Adviser is permitted to make an investment decision on behalf of clients that differs from decision made for, or advice given to, such other accounts and clients even though the investment objectives may be the same or similar, provided that the Adviser acts in good faith and follows a policy of allocating, over a period of time, investment opportunities on a basis intended to be fair and equitable, taking into consideration the investment policies and investment restrictions to which such accounts and clients are subject to. Advice may be provided on assets held offshore.

ITEM 7 - TYPES OF CLIENTS

AQUA provides asset and/or portfolio management services to high-net-worth clients and individuals. The minimum dollar value for establishing an Account is generally \$500,000. Initial investments of a lesser amount may be accepted at Adviser’s discretion.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General Investment Strategies and Methods of Analysis

Adviser has arrangements with third party service providers through which Adviser receives general macroeconomic analyses of economies, currencies, markets and market sectors. Such third party service providers also provide research reports on specific securities, sample asset allocations and administrative services. Adviser uses such information and services as a tool and Adviser also performs its own research and due diligence on advisers and investment opportunities. Adviser makes investment allocation decisions based on each client’s investment objectives and risk tolerance, among other factors. Adviser identifies, structures, monitors, invests and liquidates investments in discretionary accounts. The design and day-to-day management of client portfolios is determined by Adviser through the assigned portfolio manager. Third party service providers utilized by the Adviser do not have access to or knowledge of information concerning the specific investment decisions and recommendations made to Adviser’s clients.

Adviser seeks asset preservation and capital appreciation of clients’ portfolios by customizing asset allocations and selecting investment vehicles that it believes will align with each client’s short- and long-term investment needs and goals. The asset class allocations forecasts and expectations are analyzed and invested in various financial instruments, typically include equity, fixed income, options and alternative investments. Adviser will select and monitor the investment vehicles for

each asset class in the portfolios based on their history and prospective risk and return characteristics, and determine suitability for each client's needs, as well as, estimated fees and expense.

Material Risks for Significant Investment Strategies

While it is the intention of Adviser to implement strategies, which are designed to minimize potential losses suffered by its client, there can be no assurance that such strategies will be successful. It is possible that a client may lose a substantial proportion or all of its assets in connection with investment decisions made by Adviser. The following is a discussion of typical risks for Adviser's clients, but it does not purport to be a complete explanation of the risks involved with Adviser's investment strategies.

There is no guarantee that in any time period, particularly in the short term, a client's portfolio will achieve appreciation in terms of capital growth or that a client's investment objective will be met by Adviser.

The value of the securities in which Adviser invests on behalf of its clients may be volatile. Price movements may result from factors affecting individual companies, sectors or industries that may influence certain strategies or the securities market as a whole. Furthermore, a client will be subject to the risk that inflation, economic recession, changes in the general level of interest rates or other market conditions over which Adviser will have no control may adversely affect investment results.

Adviser notes that while Adviser's management of accounts may not involve direct leveraging, or other risk factors discussed below, the underlying funds and other investments that comprise client accounts may engage in practices that can materially impact the performance of such fund or investment, which in turn may materially impact the value of Adviser's clients' portfolios.

Hedging transactions may increase risks of capital losses

Adviser utilizes hedging strategies primarily to protect and preserve capital as well as yield enhancement. Investment products in which Adviser invests clients' accounts may utilize a variety of financial instruments, such as options, for risk management purposes. While hedging transactions may seek to reduce risk, such transactions may result in a worse overall performance. Certain risks cannot be hedged, such as credit risk, relating both to particular securities and counterparties. Adviser will not always invest in funds or other investment vehicles that utilize hedging strategies.

Leverage

Adviser does not utilize leverage under its current strategies. AQUA, however, reserves the right to engage in leveraged strategies.

Liquidity of investment portfolio

The market for some securities in which Adviser invests indirectly on behalf of its clients may be relatively illiquid. Liquidity relates to the ability to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid

securities. Investments in relatively illiquid securities may restrict the ability of a fund or portfolio manager to dispose of investments at a price and time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Client accounts that are invested in funds or other instruments that contain illiquid investments may be subject to these risks.

Foreign currency markets

Adviser's investment strategies may cause a client to be exposed to fluctuations in currency exchange rates where it invests directly or indirectly in securities denominated in currencies other than U.S. dollars. Adviser may from time-to-time engage in direct foreign currency transactions. However, the underlying funds and other investment vehicles may engage in direct foreign currency trading. The markets in which foreign exchange transactions are conducted are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency.

Derivatives

Adviser's investment strategy may cause a client to be exposed to derivatives including instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment but may also expose a client to the possibility of a loss exceeding the original amount invested.

Settlement risks

Adviser's investment strategies may expose a client to the credit risk of parties with whom Adviser, on behalf of the client or the underlying funds, trades and to the risk of settlement default. Market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk. Although the emerging markets have grown rapidly over the last few years, the clearing, settlement and registration systems available to affect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a client's portfolio or investments in such portfolios.

Emerging Markets

Adviser's investment strategies include direct and indirect investments in securities in emerging markets and such investments involve special considerations and risks. These include a possibility of nationalization, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of a client's investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country. The economies of many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. Investments in products of emerging market may also become illiquid which may constrain Adviser's ability to realize some or all of a client's portfolio holdings. Accounting standards in emerging market countries may not be as stringent as accounting standards in developed countries.

Investment Concentration

Some client accounts may have a high concentration in one sector, industry, issuer or security that may subject such accounts to greater risk of loss in the event such investments take an economic downturn.

Material Risks for Particular Types of Securities

The Adviser does not invest in a specific security or product type. The material risks involved with investing are described above.

Risk of Loss

PLEASE NOTE THAT INVESTING IN SECURITIES INVOLVES A RISK OF LOSS THAT YOU, AS A CLIENT, SHOULD BE PREPARED TO BEAR.

ITEM 9 - DISCIPLINARY INFORMATION

Investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would-be material to your evaluation of an adviser or the integrity of the adviser's management. Adviser has no information applicable to this Item. Please visit www.advisorinfo@sec.gov at any time to view AQUA's registration information and any applicable disciplinary action.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Aqua does not maintain any other direct financial industry activities.

Other Material Relationships

Aqua Advisors LLC is affiliated with Aqua Wealth Management S.A. (Aqua WM), a multi-family office located in Montevideo, Uruguay and Sao Paulo, Brazil. Aqua WM is registered with and regulated by the Central Bank of Uruguay.¹ Aqua WM maintains a Consulting Agreement with Aqua Advisors; pursuant to this agreement, Aqua Wealth Management assists Aqua Advisors with the supervision and surveillance of the portfolios, provides due diligence services for all Private Equity deals, provides asset allocation models, financial and markets analysis and participates in Aqua Advisors investment committee meetings.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics and Personal Trading Policies

Adviser has adopted the Code of Ethics pursuant to Rule 204A-1 of the Advisers Act in an effort to prevent violations of federal securities laws. Adviser expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws.

All officers, directors, partners and employees of the Adviser and any other person who provides advice on behalf of Adviser and is subject to Adviser's control and supervision (collectively referred to as "Supervised Persons") are required to adhere to the Code.

Prevention of Insider Trading

Adviser has adopted policies designed to prevent insider trading that is more fully described in the Code. Adviser's policy on insider trading applies to securities trading and information handling by all Supervised Persons of Adviser (including spouses, minor children and adult members of their households and any other relative of a Supervised Person on whose behalf Supervised Person is acting) for their own account or the account of any client of Adviser.

Adviser takes its obligation to detect and prevent insider trading with the utmost seriousness. Adviser may impose penalties for breaches of its policies and procedures, even in the absence of any indication of insider trading. Depending on the nature of the breach, penalties may include a letter of censure, profit "give ups," fines, referrals to regulatory and self-regulatory bodies and dismissal.

Personal Securities Transactions

Periodic Reports

¹ <http://www.bcu.gub.uy/Servicios-Financieros-SSF/Paginas/InformacionInstitucion.aspx?nroinst=7076>

As more fully described in the Code, “access persons” are required to submit reports detailing their personal securities holdings to the Chief Compliance Officer on an initial basis, a quarterly basis, and an annual basis.

As an alternative to submitting quarterly transaction reports, Adviser requires persons who are “access persons” to submit brokerage statements or trade confirmations as long as such documents contain the information required under Rule 204A-1(b)(2)(i)(A)-(E) under the Advisers Act.

Initial Public Offerings and Limited Public Offerings

Access Persons must obtain prior written approval from the Chief Compliance Officer before investing in initial public offerings (“IPOs”) or limited offerings (i.e., private placements). In the event the Chief Compliance Officer wishes to purchase IPOs or the securities of a private placement for his own employee account, the Chief Compliance Officer must obtain prior written approval from the Adviser’s Board Committee.

Review of Personal Securities Reports

The Chief Compliance Officer (or its designee) is responsible for reviewing the Access Person’s Quarterly Transaction Reports as well as the Initial Holdings Report and the Annual Holdings Report as part of Adviser’s duty to maintain and enforce its Code.

In instances when the Chief Compliance Officer has engaged in personal securities transaction, the Adviser’s Board Committee shall review the Chief Compliance Officer’s brokerage statements and trade confirmations.

Outside Business Activities and Private Investments of Employees

Unless otherwise reviewed and approved by the Chief Compliance Officer, all employees are required to devote their full time and efforts to the Adviser’s business. As such, no person may make use of either his position as an employee or information acquired during employment or make personal investments in a manner that may create a conflict, or the appearance of a conflict, between the employee’s personal interests and Adviser’s interests. Accordingly, every employee is required to complete a disclosure form and have the form approved by Adviser’s Chief Compliance Officer prior to serving in any outside capacities or making any of the investments more fully described in the Code.

Reporting Violations

All Supervised Persons (any officer, director, partner and employee of Adviser) are required to report actual or known violations or suspected violations of Adviser’s Code promptly to the Chief Compliance Officer or his designee.

Any report of a violation or suspected violation of the Code will be treated as confidential to the extent permitted by law.

As part of Adviser's obligations to conduct an annual review of all of its policies and procedures pursuant to Rule 206(4)-7 of the Advisers Act, the Chief Compliance Officer shall review on an annual basis the adequacy of the Code and the effectiveness of its implementation.

Recordkeeping

Adviser maintains the following:

- Copies of the Code.
- Records of violations of the Code and actions taken as a result of the violations.
- Copies of Adviser's supervised persons' written acknowledgement of receipt of the Code.
- Records of Access Persons' personal trading — Initial Holdings Reports, Annual Holdings Reports, and Quarterly Transaction Reports, including any information provided under Rule 204A-1(b)(3)(iii) in lieu of such reports, i.e., brokerage confirmations and transaction reports.
- A record of the names of Adviser's "Access Persons".
- Records of decisions, and the reasons supporting the decision to approve an Access Person's acquisition of securities in initial public offerings or limited offerings; and
- Records of decisions, and the reasons supporting the decision to approve the Chief Compliance Officer's acquisition of securities in initial public offerings or limited offerings.

Acknowledgement of the Code

Each employee will execute a written statement certifying that the employee has (i) received a copy of Adviser's Code; (ii) read and understands the importance of strict adherence to such policies and procedures; and (iii) agreed to comply with the Code.

Training and Education

All Supervised Persons, i.e., all employees, are to receive training on complying with the Code on an annual basis as part of Adviser's annual employee compliance review meeting to ensure that all employees fully understand their duties and obligations and how to comply with the Policy's procedures.

Copies of Adviser's Code

A copy of Adviser's Code is available upon request. For a copy, please contact Adviser at (786) 307-1015.

Participation or Interest in Client Transactions and Associated Conflicts of Interest

Adviser has policies that require personnel who develop advice and recommendations for clients to render only disinterested and impartial advice to clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are suitable for the particular client.

The potential conflicts of interest involved in any such transactions are generally governed by Adviser's Code. Pursuant to the stipulations of the Code, Adviser or a related person may buy or

sell for itself securities that it also recommends to clients. The potential conflicts of interest involved in such transactions are governed by the Code, which establishes sanctions if its requirements are violated and requires that Adviser and employees place the interests of Adviser's clients above their own.

Participation or Interest in Client Transactions

Some employees of Aqua currently invest in certain private equity deals, along with some of our clients.

In certain cases, the investments by the Aqua employees (the "Aqua Investment") have been effected on different terms and conditions and at the different price than the Aqua clients for which we have made an introduction and that decided to participate in the opportunity in the same or similar offering.

Clients agree that the Units of the Company acquired by them as part of their participation in the private equity deal shall become portfolio assets under their Investment Advisory Agreement with Aqua. By virtue of the Aqua Investment, the Aqua employee and Aqua could be faced with certain conflicts of interest between favoring their own interests and the Clients' interests with regard to the advice provided or activities undertaken with respect to the Units. Specifically, in providing advice to the Clients in connection with their holdings of the Company, the Aqua Purchaser and Aqua may have a conflict of interest between favoring their own interests (e.g., tax benefits, or realization amount) over their clients' interests with regard to advice related to, among other things: (i) the timing and pricing of dispositions of Units or components thereof, (ii) voting decisions, and (iii) participation in "co-sale," "drag along" and "tag-along" opportunities.

Neither our firm nor any persons associated with our firm has any other material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Investments in Securities by Adviser and its Personnel

Adviser's personnel or a related person of Adviser may invest in the same or similar securities and investments as those recommended to or entered into on behalf of Adviser's clients. The results of the investment activities of Adviser's personnel or related persons for their accounts may differ from the results achieved by or for client accounts managed by Adviser. The conflicts raised by these circumstances are discussed below.

Activities and transactions for client accounts may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had Adviser or related persons not pursued a particular course of action with respect to the issuer of the securities. In addition, in certain instances Adviser's personnel may obtain information about the issuer that could limit the ability of such personnel to buy or sell securities of the issuer on behalf of client accounts.

Transactions undertaken by Adviser's clients may also adversely impact one or more client accounts. Other clients of the Adviser may have, as a result of receiving client reports or otherwise, access to

information regarding Adviser's transactions or views that may affect their transactions outside of accounts controlled by Adviser, and such transactions may negatively impact other clients' accounts. A client's account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other clients' accounts. These effects can be more pronounced in less liquid markets.

The results of the investment activities of a client's account may differ significantly from the results achieved by Advisers related persons and from the results achieved by Adviser for other client accounts.

As more fully described above, Adviser has adopted a Code of Ethics. Such Code of Ethics together with Advisers policies and procedures restrict the ability of certain officers and employees of Adviser from engaging in securities transactions in any securities that its clients have purchased, sold or considered for purchase or sale, for an appropriate "black out" period. Other restrictions and reporting requirements are included in Advisers procedures and Code of Ethics minimize or eliminate conflicts of interest.

Trading Alongside by Adviser and its Personnel

Client accounts managed by Adviser may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Adviser. Investments by Adviser's affiliates and their clients may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a client's account, particularly in small capitalization, emerging market or less liquid strategies. This may occur when portfolio decisions regarding a client's account are based on research or other information that is also used to support portfolio decisions for Adviser's affiliates. If a portfolio decision or strategy for Adviser's affiliates' accounts or the accounts of clients of affiliates is implemented ahead of, or contemporaneously with, similar portfolio decisions or strategies for Adviser's client's account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased.

Errors

Errors may occur from time to time in transactions for client accounts. The Adviser will generally correct any such errors that are the fault of the Adviser or an affiliate at no cost to the client, other than costs that the Adviser deems immaterial. To the extent that the subsequent sale of such securities generates a profit to the Adviser, the Adviser may retain such profits, and may, but is not required to, use such profits to offset errors in the future or pay other client-related expenses. The Adviser will not be responsible for any errors that occur that are not the fault of the Adviser or any affiliate.

Privacy Policy

Adviser considers your privacy our utmost concern. Adviser does not share any information of clients with non-affiliated third parties, except such information may be disclosed as necessary to process a transaction an investor has requested, to the extent the investor specifically authorized the disclosure, to service providers or joint marketers who agree to limit their use of such information, and to the extent required or specifically permitted by law or reasonably necessary to prevent fraud, unauthorized transactions or liability.

When Adviser discloses non-public personal information of clients to a non-affiliated third party that provides services to Adviser or engages in joint marketing, Adviser shall:

- notify investors of the possibility of such disclosure; and
- enter into a contractual agreement with the third party that prohibits the third party from disclosing or using the investors' information other than to carry out the purposes for which the information was disclosed to the third party.

Adviser may enter, in compliance with the above conditions, into an agreement with a non-affiliated third party to store the records of Adviser clients and investors including electronic and e-mail records.

For more information about Adviser's privacy policies or to request a brochure describing Adviser's privacy policies contact Adviser at (786) 307-1015.

ITEM 12 - BROKERAGE PRACTICES

As part of AQUA's relationship with its clients, its Investment Advisory Agreement provides that client may restrict the discretion and direct brokerage to any broker. The Adviser is authorized in its Investment Advisory Agreement to select other securities brokers, unless the client directs otherwise in the Agreement.

It is the Adviser's policy not to enter into soft dollar arrangements. Adviser does not consider, in selecting or recommending broker-dealers, whether Adviser or a related person receives Client referrals from such broker-dealer.

Best Execution: As an investment advisory company, the Firm has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. The Firm may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

This would justify higher commissions (or their equivalent) than other transactions requiring routine services. If the Firm is directed by the client to direct trades to a specific broker dealer other than the custodian typically used for trade execution, it is disclosed that the Firm's ability to negotiate commissions (where applicable), obtain volume discounts, or otherwise obtain best execution may not be as favorable as might otherwise be obtained.

Additionally, the research and services provided by the broker-dealer with respect to the particular type of investment may be a factor in the selection process. The commissions payable to such broker-dealers may in certain cases be higher than those attainable from other broker-dealers who do not provide such research and services. Ordinarily, such research will be used

to service all of the Adviser's accounts. Under the Adviser's standard Investment Advisory Agreement, the client can revoke the Adviser's authority to select the broker-dealer for the accounts.

Order Aggregation: The Firm may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g. for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of the Firm's investment Advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive, to the extent possible, the same execution price (average share price) for the securities purchased or sold in a trading day. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. The Firm may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

Aqua Advisors LLC never discloses the nonpublic personal information about its clients to anyone except to those persons necessary to effect the transactions and provide the services that the clients requires (such as broker-dealers, custodians, etc.) or as otherwise provided by law.

A copy of Aqua Advisors LLC's Business Continuity Plan Disclosure Document will be provided to the Client at the time of account opening as well as when material changes to the plan occur. A copy of this document may be obtained at any time upon request.

Brokerage for Client Referrals

Adviser does not direct brokerage to particular brokers in consideration for client referrals.

ITEM 13 - REVIEW OF ACCOUNTS

Accounts are typically reviewed by the Chief Compliance Officer or his designee on a quarterly basis or as needed due to market conditions or transactional activity. The Chief Compliance Officer typically reviews daily transactions entered into for investment advisory clients to determine that correct entries have been made for all client records. Additionally, accounts are reviewed on a periodic basis to assess overall performance, objectives and fees amongst other areas.

Factors Triggering a Review

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Client Reports

Clients of the Adviser with discretionary accounts receive quarterly reports from their qualified Custodian.

Aqua Advisors LLC will issue a quarterly report with a summary of the Assets Under Management for the quarter and Year-to-Date as well as the annualized performance of the portfolio.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

AQUA, from time to time, receives client referrals, and such referrals often come from current clients, attorneys, accountants, employees, personal friends of employees and other similar sources.

The Adviser may enter into agreement whereby a party unaffiliated with the Adviser is entitled to compensation in the event that such party solicits prospective clients who become Adviser's clients. Pursuant to the Agreement, the solicitor will provide each prospective client with a copy of the Adviser's Form ADV Part 2A and 2B and a disclosure document setting forth the terms of the solicitation agreement, including the nature of the relationship between the solicitor and the Adviser and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structure to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act.

ITEM 15 - CUSTODY

All assets are typically held at qualified custodians; the custodians provide account statements directly to clients at their address of record at least quarterly. Therefore, AQUA does not maintain custody of its clients' funds. Clients receive monthly or quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the client's investment assets.

Clients should carefully review the statements received from the different custodians and compare those statements to the reports provided by Aqua Advisors. Any discrepancies, errors or omissions must be reported immediately to Milagros Varela as Chief Compliance Officer of Aqua.

ITEM 16 - INVESTMENT DISCRETION

Adviser may receive discretionary authority from the client at the outset of an advisory relationship to select the identity and number of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Adviser in writing.

The client provides Aqua Advisors LLC discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

ITEM 17 - VOTING CLIENT SECURITIES

The Firm will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, the Firm cannot give any advice or take any action with respect to the voting of these proxies. The client and the Firm agree to this by contract.

Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Also, the Firm cannot give any advice or take action with respect to the voting of these proxies.

Clients may obtain a copy of our Proxy Voting Policies and Procedures by contacting us at milagros@aquaadvisors.com.

ITEM 18 - FINANCIAL INFORMATION

The Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. Also, Firm has not been the subject of a bankruptcy proceeding.

FORM ADV PART 2B - BROCHURE SUPPLEMENT

December 31, 2020

This brochure supplement provides information about the supervised persons listed below that supplement the Aqua Advisors LLC Brochure. Please contact Milagros Varela, CCO, if you have any questions about the contents of this supplement.

List of Supervised Persons

Milagros Varela / Chief Compliance Officer

CRD# 6708707

milagros@aquaadvisors.com

Aqua Advisors LLC

CRD# 285399

848 Brickell Avenue

PH-5

Miami, FL 33131

Telephone: (305) 877-7593

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

MILAGROS VARELA

Manager & Chief Compliance Officer

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Mrs. Varela is the Chief Compliance Officer of AQUA.

Education & Business Experience

Ms. Varela has over 10 years of experience of asset management and middle/back office always working in independent advisory boutiques. During the last 7 years she worked as Reporting Analyst for Bigsur Partners, a family office based in Miami, focused on reporting and reviewing client's transactions as well as ensuring the proper valuation of the holdings. Additionally, she used several risk management and analytical software to give support to the Investment Committee.

Prior to joining Bigsur Partners, Ms. Varela worked for five years at Pacific Capital Partners, a multi-family office, preparing and analyzing performance report for high-net-worth clients. Ms. Varela earned a Bachelor's degree in Business Administration from Universidad de Montevideo, Uruguay (2000).

ITEM 3 - DISCIPLINARY INFORMATION

Mrs. Varela has not been subject to any disciplinary actions.

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Disciplinary history can be found on FINRA's BrokerCheck system. The BrokerCheck link is www.finra.org/brokercheck. You may find detailed information by typing the representative's name and downloading the full report, read under "Disclosure Event Details"

ITEM 4 - OTHER BUSINESS ACTIVITIES

Mrs. Varela does not have any other business activities subject to disclosure at this time.

ITEM 5 - ADDITIONAL COMPENSATION

Mrs. Varela does not receive any additional compensation.

ITEM 6 - SUPERVISION

As Chief Compliance Officer of AQUA, Mrs. Varela is supervised by the Board of Directors of AQUA.

The current members of the Board of Directors are Milagros Varela and Jose Pedro Varela.