

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

**Clarity Capital KCPS Ltd.**

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This brochure provides information about the qualifications and business practices of Clarity Capital KCPS Ltd. If you have any questions about the contents of this brochure, please contact Adi Birk, General Counsel and Chief Compliance Officer, either by telephone at +972-3-777-9000 or by email at [adi@claritycap.com](mailto:adi@claritycap.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.

Clarity Capital KCPS Ltd. is a Registered Investment Adviser. Registration as an investment adviser reflects only that a firm has registered with the SEC and does not imply a certain level of skill or training.

Additional information about Clarity Capital KCPS Ltd. is available on the SEC’s website at <http://www.adviserinfo.sec.gov>. You can search this site by a unique identifying number, known as a CRD number. The firm’s CRD number is 160662.

## **Item 2 – Material Changes**

There have been no material changes since the submission of Clarity Capital KCPS Ltd.'s most recent annual updating amendment to Form ADV Part 2A, which was filed on March 30, 2020.

Other non-material changes have been incorporated into this Form ADV Part 2A that are not discussed under this Item. As such, you are encouraged to read this Form ADV Part 2A in its entirety.

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## **Item 4 –Advisory Business**

### **The Firm**

Clarity Capital KCPS Ltd., a limited company established under the laws of Israel (“KCPS Clarity,” “we,” “us” or “our”), is a portfolio manager licensed with the Israeli Securities Authority and an investment adviser registered with the SEC that began conducting business in October 2007. KCPS Clarity is majority-owned by its parent company, KCPS Clarity Capital Group Ltd., a limited company established under the laws of Israel (“KCPS Clarity Group”), which owns 91.3 % of the issued and outstanding equity interests of KCPS Clarity. Mr. Eran Peleg owns 8.7% of the issued and outstanding equity interests of KCPS Clarity. Neither KCPS Clarity nor its parent company is publicly owned or traded.

### **Types of Investment Services**

KCPS Clarity provides continuous investment management services on both a discretionary and non-discretionary basis to a diverse array of separate account clients, including high net worth individuals and institutions.

KCPS Clarity offers investment services<sup>1</sup> to its clients in respect of a variety of asset classes, including equities, fixed income investments and alternative investments. The scope of its investment services and specific investment guidelines and limitations are tailored for each client on an individual basis, as described below. From time to time, KCPS Clarity may contract with sub-advisers to provide certain portfolio management services for clients. In the event a sub-adviser is responsible for managing a client’s assets, the client will be notified by KCPS Clarity.

### **Tailored Portfolio Management and Investment Restrictions**

KCPS Clarity tailors individual strategic asset allocations to fit each client’s needs through the following steps:

- *Risk Assessment & Establishment of Objectives:* KCPS Clarity gains a thorough understanding of each client’s needs through an upfront Client-Assessment process and through extensive dialogue

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<sup>1</sup> The term “investment services” refers to “investment advice” as defined under the U.S. Investment Advisers Act of 1940, as amended, and to “portfolio manage” and “investment marketing” as defined under Israeli Law.

between client and investment manager. A client's risk tolerance is then assessed and long-term wealth objectives are determined.

- *Mandate Definition & Implementation:* Client's strategic asset allocation is determined and implemented by a KCPS Clarity portfolio manager. Asset classes included are: equities, fixed income, and alternative investments. Because some types of investments involve certain additional degrees of risk, such investments will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.
- *Ongoing Client Interaction & Reporting:* Client's portfolio is managed on an ongoing basis and monthly or quarterly reports are provided.

Clients may impose restrictions on investing in certain types of securities or investment products. Any such restrictions or limitations will be set forth in the investment advisory agreement agreed to between the client and KCPS Clarity.

#### **Wrap Fee Programs**

KCPS Clarity does not offer or participate in any wrap fee programs.

#### **Client Assets under Management**

As of December 31, 2020, KCPS Clarity's regulatory assets under management totaled approximately \$444 million. Of such amount, approximately \$402 million was managed on a discretionary basis and approximately \$42 was managed on a non-discretionary basis

## **Item 5 – Fees and Compensation**

KCPS Clarity charges its clients a management fee pursuant to a written investment advisory agreement with each client specifying the exact amount of such fees and the manner in which they will be charged. Management fees usually are charged based upon a percentage of assets the client has supervised by KCPS Clarity. The standard management fee generally charged to clients is 1.00% per annum. Nevertheless, a minority of KCPS Clarity's clients pay a fixed amount of money as determined in their client agreement.

### **Limited Negotiability of Management Fees**

Although KCPS Clarity has established the aforementioned fees, it retains the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client relationship, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, frequency and types of reports, and other factors. The specific annual fee schedule will be identified in the investment advisory agreement between KCPS Clarity and each client. Discounts, not generally available to KCPS Clarity's clients, may be offered to family members and associated persons of KCPS Clarity and its affiliates.

Our fees are billed either monthly or quarterly, in arrears (as indicated in the client's investment advisory agreement), and are based on the market value of the applicable account at the end of the relevant period. Fees will be debited via the client's custodian from the applicable client account. In situations where a client's custodian may not permit direct debiting, KCPS Clarity will bill the client directly for any management fees. Client accounts initiated or terminated during a fee period will be charged a prorated fee. Upon termination of any account any earned, unpaid fees will be due and payable.

### **Termination of the Investment Services Relationship**

A client may generally terminate its investment advisory agreement with KCPS Clarity at any time, for any reason, upon written notice to KCPS Clarity. KCPS Clarity may generally terminate an investment advisory agreement with a client upon written notice to the client. In certain cases, if a client terminates its investment advisory agreement with KCPS Clarity prior to the first anniversary of such agreement, such client will continue to pay us a fee with respect to any illiquid investments that we recommended to such client.

**Additional Fees and Expenses**

In addition to management fees charged by KCPS Clarity, described above, clients are also responsible for any management fees and other fees and expenses charged by sub-advisers, custodians and funds (including the underlying fund's management and performance fees, if any), including alternative vehicles and private funds managed by KCPS Clarity's related persons ("Affiliated Funds"), and charges imposed by brokers or dealers relating to the client's account, including, without limitation, any transaction charges imposed by brokers or dealers in connection with transactions effected by KCPS Clarity, a sub-adviser or other independent investment manager for the client's account, all as applicable. KCPS Clarity's clients pay such commissions for trades in their accounts.

## **Item 6 – Performance Based Fees and Side-By-Side Management**

In most circumstances, KCPS Clarity does not charge clients a performance-based fee. However, certain KCPS Clarity clients that are eligible clients under Israeli law are charged a performance-based fee. In addition, to the extent KCPS Clarity invests client accounts in an underlying fund, that underlying fund may also charge performance fees.

As stated above, certain clients are charged a performance-based fee. Performance compensation arrangements create a theoretical incentive for us to recommend investments that are riskier or more speculative than would be the case in the absence of such arrangements. However, any client that is subject to a performance-based fee is provided with disclosures contained in the relevant investment-related documents relating to the performance-based fees ultimately received by us and the risks associated with their investments with us.

In this limited circumstance, performance compensation may give rise to certain conflicts of interest that have the potential to motivate KCPS Clarity to favor its performance-based account clients over other clients. For example, performance-based compensation, in periods it is earned, may be significantly higher than the asset-based fees paid on traditional accounts.

It is our policy that no client for which we have investment discretion will receive preferential treatment over any other client. In allocating investment activities among client accounts, it is our policy that all client accounts should be treated fairly and, to the extent possible, should receive equivalent treatment.



## **Item 7 – Types of Clients**

KCPS Clarity generally provides investment services to the following types of clients:

- High net worth individuals
- Endowments and foundations
- Charitable organizations
- Institutional clients
- Trusts
- Family offices

KCPS Clarity typically requires a minimum investment of \$3,000,000 in connection with opening a new account. Occasionally, investments of less than \$3,000,000 are accepted by KCPS Clarity from “friends and family” and other investors, as determined by KCPS Clarity in its discretion. Prospective clients should refer to the terms of KCPS Clarity’s investment advisory agreement for additional qualification requirements.

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

### **Methods of Analysis and Investment Strategy**

KCPS Clarity utilizes a top-down approach to wealth management. Typically, KCPS Clarity’s investment services relates specifically to one or more of the following four asset categories: (i) equities; (ii) fixed-income; (iii) alternative investments; and (iv) cash. KCPS Clarity’s investment process involves determining overall “strategic” and “tactical” asset allocation guidelines in respect of each client.

Upon contracting with a new client for investment services, KCPS Clarity will work with such client to determine strategic allocation guidelines based on risk/reward objectives and applicable investment constraints. KCPS Clarity’s investment committee, comprised of key officers and directors of KCPS Clarity and KCPS Clarity Group (the “Investment Committee”), determines tactical guidelines applicable to all clients, based on the Investment Committee’s macroeconomic view of relevant markets. Once KCPS Clarity has determined tactical allocation guidelines, the Investment Committee will “tilt” clients’ portfolios into certain asset categories or classes based on its analysis. Currently, the following individuals serve as members of the Investment Committee: Mr. Tal Keinan (Chairman at KCPS Clarity Capital Group and a director at KCPS Clarity), Mr. David Steinhardt (Co-President at KCPS Clarity Capital Group), Mr. Laurence Schreiber (Co-President at KCPS Clarity Capital Group), Mr. Eran Peleg (Chief Investment Officer and a director at KCPS Clarity) and Mr. Jonathan Silber (Managing Director at KCPS Clarity).

KCPS Clarity generally employs the following methods for specific security and manager/fund selection within three primary asset categories:

- **Equities**
  - Equity Tactical Tilt: The Investment Committee will determine tactical tilts based on macroeconomic views.
  - Identify Relevant Theme: In view of the macroeconomic environment, equity analysts will determine relevant themes.
  - Establish Screening Criteria: KCPS Clarity will develop criteria that will position companies to succeed given current themes.

- Select Companies/Funds for Evaluation: KCPS Clarity will seek to determine sectors that are best positioned to fit these themes.
  - Company Specific Research: KCPS Clarity will review company presentations and regulatory filings, and access leading analyst research. KCPS Clarity may contact specific companies and/or use affiliate networks to access the view of expert investors familiar with relevant companies.
  - Risk Management: KCPS Clarity will evaluate expected risk/reward of specific portfolio holdings, as well as correlations to other equity holdings and to the overall portfolio. KCPS Clarity will seek to effect portfolio diversification across sectors and geographic regions.
  - Invest: KCPS Clarity will seek to acquire securities and other investment instruments to best express desired portfolio themes.
- **Fixed Income**
    - Fixed-Income Tactical Tilt: The Investment Committee will determine tactical tilts based on macroeconomic views.
    - Identify Relevant Bond Sectors: KCPS Clarity will perform internal analysis to choose sectors based on the macroeconomic environment (e.g. government, corporate, convertibles, high-yield, etc.).
    - Select Investment Method: KCPS Clarity will assess bond sectors and determine investment method on a case-by-case basis, i.e., ascertain whether a niche manager may offer better access/diversification.
    - Bond Picking: KCPS Clarity will screen bonds with a focus on rating, yield-to-maturity, duration, and spread over the yield of the parallel government bond compared to peers.
    - Analysis of Company: KCPS Clarity will review company presentations and financial statements, examine leading analyst research, and hold discussions with analysts covering applicable companies.

- *Risk Management*: KCPS Clarity will evaluate expected risk/reward of proposed bond allocations. KCPS Clarity will also evaluate correlations to other bonds in the portfolio, as well as to other portfolio assets. KCPS Clarity will consider bond yield in the context of the applicable currency's yield curve.
- *Invest*: KCPS Clarity will invest directly in investment-grade credit, and gain exposure to high-yield and convertible bonds via funds that have passed a strict due diligence process. KCPS Clarity will seek to acquire fixed-income securities to best express desired portfolio themes.
- **Alternative Investments**
  - *Alternatives Tactical Tilt*: The Investment Committee will determine tactical tilts based on macroeconomic views.
  - *Identify Relevant Strategies*: In view of the macroeconomic environment, market cycle, and strategy correlations, KCPS Clarity will perform proprietary analysis on the effect on profitability of fund strategies.
  - *Review External Market Research*: KCPS Clarity will seek to initiate contacts with academics and market practitioners all over the world, as well as financial industry reports.
  - *Identify Funds for Evaluation*: KCPS Clarity will seek to identify funds via affiliate networks, institutional relationships and databases. KCPS Clarity will seek managers with good performance, low volatility and low correlation to other asset classes.
  - *Screening of Single Managers*: KCPS Clarity will use its best efforts to meet with managers to verify strong management skills, strong risk management approach, and strict operational/compliance policies. KCPS Clarity will seek to understand the real ability of managers to deliver alpha.
  - *Risk Management*: KCPS Clarity will consider unique hedge fund risks, including operational, leverage and transparency risks.

- Invest: KCPS Clarity will seek to acquire interests in funds to best express desired portfolio themes.

### **Summary of Material Risks**

*Investing in securities involves risk of loss that clients should be prepared to bear.*

Prices of securities react to the business and financial condition of the company that issued them as well as macroeconomic factors. Prices of a security may rise and fall based on changes in the business or financial condition of the issuing company, changes in management and the potential for merger and acquisitions.

KCPS Clarity may recommend or introduce to clients alternative investments in private fund vehicles and separate accounts managed by other investment managers. Clients should be aware that investments in such products may carry additional risks relating to the particular investment strategies employed by other investment managers in connection with such alternative investments.

Investing in securities involves risk of loss that clients should be prepared to bear. There is no "risk free" investment. Investors face the following key investment risks, which KCPS Clarity attempts to minimize through prudent portfolio diversification:

- **Interest-rate Risk:** Changes in interest rates may cause investment prices to fluctuate. For example, when interest rates rise for new bonds, the market value of lower yielding older bonds can decline.
- **Market Risk:** The price of any security may drop in reaction to tangible and intangible events and conditions. This type of risk is associated with external factors such as political, economic and social conditions. These events can result in market declines, even though the underlying security is financially unchanged.
- **Inflation Risk:** When any type of inflation is present the monetary value in the future will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the portfolio based currency against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (*i.e.*, interest rate). This primarily relates to fixed income securities.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many buyers are available on short notice or if it is a standardized product. For example, Treasury Bills are highly liquid, while individual real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations decreases its profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Operational Risk:** Operational risk is defined as the risk of loss resulting from inadequate or failed processes, people and systems or from external events. Such failures might include lack of data, mistakes and errors, culture differences, fraud etc.
- **Cybersecurity:** Cybersecurity breaches involving KCPS Clarity or its affiliates or service providers may cause disruptions and impact business operations, potentially resulting in financial losses to clients; impediments to trading; the inability of KCPS Clarity, its affiliates and/or service providers to transact business; violations of applicable privacy and other laws; as well as the inadvertent release of confidential information.
- **Fraud:** One of paramount concern in private investments is the possibility of material misrepresentation or omission on the part of a counterparty, such counterparty's affiliates or credit support providers or breach of covenant by such parties. While we and/or the private funds we invest in will conduct due diligence with respect to its counterparties before investing, including, if applicable, obtaining third party valuation reports, and will seek to obtain appropriate monitoring rights, there can be no assurance that we or the portfolio funds will detect such fraud or inaccuracy or that the private investments will not be adversely affected by such fraud or inaccuracy.

**Item 9 – Disciplinary Information**

Neither KCPS Clarity nor any of its management persons have reportable disciplinary events to disclose.

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

KCPS Clarity is majority-owned by its parent company, KCPS Clarity Group, which also has several other investment management subsidiaries, each of which is an affiliate of KCPS Clarity. Details regarding these subsidiaries and their relationship with KCPS Clarity.

### **Affiliated Investment Advisers and Sponsors of Private Funds**

#### **KCPS-CM, CDAP, CDAP-GP Company and Clarity IS**

We are affiliated (under common control and ownership) with the following investment advisory/private fund sponsor entities (collectively with us, the “KCPS Affiliates”):

- KCPS Capital Management Ltd. (“KCPS-CM”), an Israeli limited company based in Tel-Aviv, Israel, provides investment management services to a variety of clients, including individuals and institutions. Additionally, KCPS-CM serves as the investment manager and general partner of private fund vehicles. KCPS-CM is registered an investment adviser with the SEC (SEC # 801-108918).
- Clarity Diversified Alternatives Portfolio Management Ltd. (“CDAP”), a Delaware corporation based in New York, New York, manages private fund vehicles and provides discretionary investment management services to individuals and institutions through separate accounts.
- Clarity Diversified Alternatives Portfolio Holdings L.P., a Delaware limited partnership based in New York, New York, serves as the general partner of, and holds management shares of, private fund vehicles managed by CDAP.
- Clarity Investment Services Ltd. (“Clarity IS”), an Israeli limited company based in Tel-Aviv, Israel and wholly owned and controlled by us, serves as the general partner of, and provides discretionary investment management services to, a private fund. Clarity IS has applied for registration as an investment adviser with the SEC.

In general, we pursue different strategies than the other KCPS Affiliates. KCPS Clarity, however, provides its clients with access to strategies pursued by CDAP, Clarity IS and KCPS-CM by introducing or recommending to such clients investments in Affiliated Funds managed by such KCPS Affiliates.



KCPS Affiliates will waive their respective fee for our clients that invest in Affiliated Funds that they manage as a result of an introduction by KCPS Clarity while they remain clients of KCPS Clarity. Notwithstanding the above, in some cases, it is possible that we will recommend to our clients investments in the same underlying funds in which Affiliated Funds invest, as a result of such clients' needs and restrictions (*e.g.*, we or a client determine that it is more efficient to invest in an underlying fund directly and not through our affiliates or the client is subject to restrictions that will not allow it to invest through the Affiliated Funds). (See *Investments with Third-Party Manager* below for additional information.) We do not believe that these side-by-side investments in the same vehicles pose a conflict since the KCPS Affiliates waive their respective fees for our clients and we do not earn any additional benefits if a client invests through the KCPS Affiliates (rather than through us).

Some of our supervised persons serve as dual officers, employees or investment committee members of one or more other KCPS Affiliates. In addition, our Chief Investment Officer also serves on the investment committees of CDAP, KCPS-CM and Clarity IS. When KCPS Capital and its related persons concurrently manage client accounts/investment products, and particularly when dual officers/employees/investment committee members are involved, this presents certain conflicts, as described below.

Management of client accounts by affiliated investment advisers could give rise to a variety of potential and actual conflicts of interest, including potential front-running in the same security, and potential sharing of material non-public information across affiliate investment managers. In addition, because the KCPS Affiliates perform investment advisory services for various clients, one KCPS Affiliate may give advice or take action in the performance of its duties with respect to its clients which differs from the advice given or action taken by another KCPS Affiliate with respect to its clients.

The KCPS Affiliates have taken a number of steps to mitigate these conflicts, including the following:

- The KCPS Affiliates have adopted and abide by the same Code of Ethics
- The KCPS Affiliates share the same Restricted List
- Each KCPS Affiliate is independently capitalized

In addition, each KCPS Affiliate has its own investment committee that is responsible for making investment decisions on behalf of the entity. Although certain investment committee members overlap between KCPS Affiliates, we believe that conflicts of interest associated with dual committee membership are mitigated because the investments pursued by each KCPS Affiliate are generally not appropriate for other KCPS Affiliates' clients that are currently making new investments. In addition, the KCPS Affiliates

generally do not share specific investment recommendations, and each has taken measures to segregate its portfolio management business activities from the other affiliates.

#### Introductions and Recommendations by Affiliated Adviser

As noted above, KCPS Clarity introduces or recommends the Affiliated Funds to its clients if it determines that the Affiliated Funds are suitable for their risk profiles and investment guidelines. To mitigate conflicts of interest associated with such introductions/recommendations, KCPS Clarity: (i) is not compensated for these introductions, (ii) notifies its clients in writing about its affiliated relationship with the Affiliated Funds and certain conflicts associated with such relationship, and (iii) requires them to acknowledge in writing that they are aware of such relationship and conflicts prior to making investments in the Affiliated Funds. In addition, usually, management fees and performance compensation are waived for KCPS Clarity clients that invest through such an introduction.

#### KCS Partners

We are also affiliated with KCS Partners L.P., an Israeli limited partnership, which serves as the general partner of private fund vehicles managed by KCPS PE Investment Management (2006) LTD (an exempt reporting adviser with the SEC). KCPS PE Investment Management (2006) LTD pursues an investment strategy which is different from any of the KCPS Affiliates' investment strategies. In addition, we do not have any holdings or economic interest in KCPS PE Investment Management (2006) LTD. Further, our employees do not devote meaningful time providing services to either of these entities. In light of the foregoing, we do not believe that our affiliation with KCS Partners L.P. poses an actual conflict of interest.

#### Investments with Third-Party Manager

In general, we seek to avoid situations in which clients' investments would create conflicts of interest. Nonetheless, we have provided non-discretionary advice to certain clients regarding an investment in a private fund managed by a third-party manager (the "Third-Party Manager"). According to our agreement with the Third-Party Manager, we or our related persons receive a portion of the asset-based fees and performance fees our clients would have otherwise been charged directly from that manager with respect to their investments in the private funds it manages. This creates an incentive for us to recommend investments in such private funds in order to continue to receive such advisory fees.

In addition, subject to our personal trading policies described below, certain of our related persons or our respective employees invest directly in vehicles managed by such Third-Party Manager. Further, clients

of CDAP and KCPS-CM have invested in private funds managed by the Third-Party Manager following a recommendation by CDAP or KCPS-CM, as the case may be.

We require a client's consent prior to entering into a transaction for such client if we determine that such transaction would result in a potential conflict of interest between us or the KCPS Affiliates, on the one hand, and the client, on the other hand.

KCPS Clarity recommends investment advisers other than the Third-Party Manager to clients, and may from time to time engage sub-advisers to assist in managing client portfolios. In such instances, KCPS Clarity does not directly or indirectly receive any compensation from these other advisers or sub-advisers.

#### KCPS-CM's Distribution Arrangements

KCPS-CM has entered into distribution agreements with certain investment managers, under which it distributes such managers' investment products. KCPS-CM is paid distribution fees in consideration for such services. It is possible that KCPS Clarity will determine that such an investment product would be suitable for one of its clients. In such a case, KCPS Clarity will recommend such investment product only upon providing full disclosure to the client and obtaining written consent regarding the potential conflict of interest relating to the distribution of such product by its affiliate (KCPS-CM). In addition KCPS-CM will waive all forms of compensation that it would receive relating to investments made in such an investment product by a KCPS Clarity client.

#### Management of Multiple Accounts

The management by KCPS Affiliates of multiple client accounts may result in conflicts of interests when we and our related persons allocate time and investment opportunities among our respective clients.

Subject to applicable law and KCPS Clarity's clients' investment management agreements, we may effect transactions among client accounts whereby one client account will purchase securities from or sell securities to another client account (including accounts in which we or our related persons may have a significant interest).

### Principal Transactions

We generally do not engage in principal transactions. If KCPS Clarity were to engage in a principal transaction in the future, it would only do so in compliance with the Investment Advisers Act of 1940, as amended.

### Affiliation with Broker Dealer

Two members of KCPS Clarity's investment committee who serve also as officers and employees in other KCPS Affiliates are registered representatives of an unaffiliated broker-dealer.

## **Item 11 – Code of Ethics, Participations of Interest in Client Transactions and Personal Trading**

### **Code of Ethics Overview**

We have adopted a Code of Ethics and Employee Investment Policy (the “Code of Ethics”) which is designed to ensure that KCPS Clarity conducts its business in accordance with all applicable laws and regulations and in an ethical and professional manner. The Code of Ethics applies to all of KCPS Clarity’s employees and the employees of the KCPS Affiliates. In addition, KCPS Clarity recognizes that it has a fiduciary duty to its clients, and that all of its employees must conduct their business on KCPS Clarity’s behalf in a manner that enables it to fulfill this fiduciary duty.

Among other things, the Code of Ethics governs all personal securities transactions by KCPS Clarity’s employees (as further described below), and addresses certain other conflicts of interest. Employees are provided with a copy of the Code of Ethics and are required to periodically sign and acknowledge that they will comply with its provisions.

KCPS Clarity will provide a copy of its Code of Ethics to any client or prospective client upon request.

### **Participation or Interest in Client Transactions**

Our related persons and our respective employees have personal investments in certain funds managed by other KCPS Affiliates and the funds managed by the Third Party Manager. In addition, we and the KCPS Affiliates receive performance-based allocations from other vehicles managed by the KCPS Affiliates. As a result, we and the KCPS Affiliates may have a conflict of interest in allocating time and investment opportunities among our respective client accounts. We feel that this conflict is mitigated because: (i) the KCPS Affiliates waive their management fees and performance-based compensation with respect to our clients that invest in their Affiliated Funds through our introduction and (ii) the KCPS Affiliates and our respective employees have a responsibility to determine the appropriate investments based for each client account based on the client’s needs. (*See Item 6 above* for information about KCPS Clarity’s allocation processes.)

### Personal Trading

Employees may not engage in personal securities transactions, except for certain permitted securities, as described in the Code of Ethics. Employee trading in certain permitted securities requires the written consent of KCPS Clarity's Chief Compliance Officer (the "CCO") (and, in the case of the CCO, the prior written consent of KCPS Clarity's Chief Executive Officer). In addition, transactions in securities on KCPS Clarity's Restricted List are prohibited.

Additionally, employees are required to provide the CCO with periodic reporting relating to their trading activity and personal accounts.

## **Item 12 – Brokerage Practices**

KCPS Clarity does not maintain custody of client accounts. Client portfolios are held at various qualified custodians. Generally, trades are executed by the custodian in which the client's account is managed or by such custodian's affiliated broker/dealer. KCPS Clarity may make recommendations to clients as to broker/dealers and/or custodians, however, each client ultimately selects the most appropriate service provider(s).

In making broker/dealer recommendations to clients, KCPS Clarity reviews each relevant service provider's ability to obtain best execution (through custodians' affiliated broker) for its clients, taking into account the following factors: (i) the ability to effect prompt and reliable executions at favorable prices; (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker/dealer; (iv) the reputation of the broker/dealer; (v) the broker/dealer's risk in positioning a block of securities; (vi) efficiency of execution and error resolution; (vii) the quality, comprehensiveness and frequency of available research services considered to be of value; (viii) the competitiveness of commission rates in comparison with other broker/dealers satisfying KCPS Clarity's other selection criteria; and (ix) other circumstances as may apply to a specific client, such as jurisdiction.

KCPS Clarity does not typically recommend broker/dealers for non-discretionary clients.

KCPS Clarity does not take into account client referrals when recommending broker/dealers to clients.

Sub-advisers and managers of underlying funds KCPS Clarity recommends will select the broker-dealers, and other financial intermediaries for their trading and other accounts. These managers may benefit from various "soft dollar" arrangements between such managers and financial intermediaries.

On a regular basis, KCPS Clarity's back-office employees review the commissions paid to brokers.

### **Research and Other Soft Dollar Benefits**

We do not currently have any formal soft dollar arrangements. If KCPS Clarity determines to engage in soft dollar transactions, it intends to comply with the provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Notwithstanding the foregoing, in connection with client transactions, broker-dealers occasionally, as part of their bundled services, provide us with research and research-related services. These products and

services would be made available to us on an unsolicited basis and without regard to transaction costs paid by our clients or the volume of business that we direct to counterparties. To our knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. We believe that the receipt of such bundled services complies with the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934, as amended.

#### Trade Errors

As a fiduciary, KCPS Clarity has the responsibility to effect orders correctly, promptly, and in the best interests of its clients. In the event any error occurs in the handling of any client transactions, due to KCPS Clarity's actions, or inaction, or actions of others, KCPS Clarity will assess each trade error on a case-by-case basis.

#### Allocation of Trades

KCPS Clarity may at times determine that certain securities and investment opportunities, which may be suitable for one client, may also be suitable for other clients whose accounts are managed by KCPS Clarity. If that occurs, and KCPS Clarity is not able to acquire the desired aggregate amount of such securities on terms and conditions which KCPS Clarity deems investable, KCPS Clarity will endeavor to allocate in good faith the limited amount of such securities acquired among the various accounts for which KCPS Clarity considers them to be suitable. KCPS Clarity may make such allocations among the accounts in any manner which it considers to be fair under the circumstances, including but not limited to allocations based on relative account sizes, funds available for investment, diversification considerations, the degree of risk involved in the securities acquired, and the extent to which a position in such securities is consistent with the investment policies and strategies of the various accounts involved.

#### Aggregation of Orders

KCPS Clarity may aggregate purchase and sale orders of securities held by its clients with similar orders being made simultaneously for other accounts or entities if, in KCPS Clarity's reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to such clients based on an evaluation that such clients will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. Generally, the purchase or sale of securities for KCPS Clarity clients will be effected simultaneously within the same custodian with the purchase or sale of like securities for other accounts or entities. Due to the fact that transactions take place in different custodians/brokers, different prices between different clients may apply.



Clients who have directed KCPS Capital to use a particular broker may realize a different price for the same security.

### **Item 13 – Review of Accounts**

KCPS Clarity reviews underlying security positions in client accounts on a regular basis. KCPS Clarity's middle office team reviews client accounts on a daily basis. Additionally, portfolio managers review accounts for which they are responsible on a regular basis.

During monthly portfolio review meetings, KCPS Clarity's management team reviews each portfolio from a compliance perspective to make sure client accounts follow portfolio and client guidelines. Other factors that may cause a portfolio review include client contributions or distributions, revised client objectives, or changes in law.

Daily and/or monthly statements and confirmations of transactions are provided by the client's broker or custodian with the information made available to KCPS Clarity.

In addition, KCPS Clarity provides monthly or quarterly reports to its clients relating to each account managed by KCPS Clarity.

KCPS Clarity may provide certain additional information to any client who requests such information. This information may be provided in response to questions and requests and in connection with due diligence meetings and other communications, but will not be distributed to other clients who do not request such information. Each client is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by KCPS Clarity is sufficient for its needs.

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

KCPS Clarity has entered into written arrangements with third party marketers for the referral of managed clients to KCPS Clarity. Pursuant to the terms of such arrangements, third party marketers engaged by KCPS Clarity are typically entitled to a percentage of management fees earned by KCPS Clarity or its related persons on referred assets.

We receive a portion of fees charged by our related persons for investors (which are not our clients) that our employees introduce or refer to our Affiliated Funds. We, in turn, direct such compensation to our employees who made the relevant introductions.

See *Item 10* above for additional information regarding potential conflicts of interest associated with clients investments with the Third-Party Manager.

### **Item 15 – Custody**

KCPS Clarity does not have custody of its clients' assets. The assets of KCPS Clarity clients are held by one or more qualified custodians, which provide periodic account statements to KCPS Clarity and/or directly to the client. In turn, KCPS Clarity provides monthly or quarterly reports to its clients relating to each client. Clients should carefully review these statements and reports.

### **Item 16 – Investment Discretion**

A client may engage KCPS Clarity to provide discretionary asset management services, in which case KCPS Clarity places trades in the client's account without contacting the client prior to each trade to obtain the client's permission. KCPS Clarity also provides non-discretionary investment services to clients.

KCPS Clarity's authority with respect to its discretionary clients includes the ability to do the following without contacting the client:

- Tactical Tilts - determine portfolio asset class overweight/underweight relative to Client's agreed strategic asset allocation.
- Determine securities (including funds, mutual funds and other investment funds) to buy or sell; and/or
- Determine the amount of such securities to buy or sell.

Clients give KCPS Clarity discretionary authority when they sign a discretionary investment advisory agreement with KCPS Clarity, and may limit this authority by giving KCPS Clarity written instructions. Clients may also change/amend such limitations at any time by providing KCPS Clarity with subsequent written instructions.

### **Item 17 – Voting Client Securities**

KCPS Clarity does not vote proxies on behalf of its account clients. Therefore, although KCPS Clarity may provide investment advisory services relative to client investment assets, it is the client that maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. KCPS Clarity and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. KCPS Clarity will, however, make tender offer elections for the client.

On rare occasions, if an issue is deemed critical, KCPS Clarity may contact clients and suggest a particular vote.

Clients may obtain a copy of our proxy voting policy and information on how we voted by contacting the CCO.

**Item 18 – Financial Information**

KCPS Clarity has no additional financial circumstances to report. A balance sheet is not required to be provided because KCPS Clarity does not require or solicit prepayment of more than \$1,200 in fees per client more than six months in advance of services rendered.

**Item 19- Requirements for State-Registered Advisers**

KCPS Clarity is not a state-registered adviser.