



**PART 2A OF FORM ADV BROCHURE**

Seminal Capital Investments, LLC  
(SEMINAL INVESTMENTS)

Berkeley Square House

Berkeley Square

London, W1J 6BD

+44 2039894763

Ext. 4763

<https://www.semcap.com/>

May 14 2021

This brochure provides information about the qualifications and business practices of SEMINAL INVESTMENTS. If you have any questions about the contents of this brochure, please contact us at +44 2039894763 extension 4763. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

SEMINAL INVESTMENTS is an SEC registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Oral and written communications, including this brochure, from an investment adviser provide you with information which enables you to determine whether to hire or retain this or any other investment adviser.

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

## Item 2 – Material Changes

There are no material changes to report because this is SEMINAL INVESTMENTS' initial brochure.

Pursuant to SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will 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 Brian F. McNally, Esq., Chief Operating & Compliance Officer, at [brian@semcap.com](mailto:brian@semcap.com).

### **IMPORTANT NOTE ABOUT THIS BROCHURE**

This brochure is not:

- An offer or agreement to provide advisory services to any person;
- An offer to sell interests (or a solicitation of an offer to purchase interests) in any private investment fund or other pooled investment vehicle (a "Fund"); or
- A complete discussion of the features, risks or conflicts associated with any Fund or any advisory service offered by SEMINAL INVESTMENTS.

As required by the Investment Advisers Act of 1940, as amended ("Advisers Act"), SEMINAL INVESTMENTS will provide this brochure to all current and prospective clients and may also, in its discretion, provide this brochure to current or prospective investors in a Fund, together with other relevant documents, such as the Fund's prospectus, offering memorandum or private placement memorandum ("Fund Documents"), prior to or in connection with an investment in the Fund. Although this publicly available brochure describes investment advisory services and products of SEMINAL INVESTMENTS, persons who receive this brochure should be aware that it is designed solely to provide information about SEMINAL INVESTMENTS as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this brochure may differ from information provided in Fund Documents, or may omit other information. More complete information about each Fund is included in its Fund Documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any Fund Documents, the Fund Documents shall govern and control. No offer or solicitation for an investment in a Fund will be made before the delivery of Fund Documents to potential investors, who should read them carefully and consult with their tax, legal and financial advisors before making any investment decision.

### Item 3 – Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 - Table of Contents.....	iii
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	7
Item 7 – Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9 – Disciplinary Information.....	12
Item 10 – Other Financial Industry Activities and Affiliations.....	13
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	13
Item 12 – Brokerage Practices.....	15
Item 13 – Review of Accounts.....	17
Item 14 – Client Referrals and Other Compensation.....	17
Item 15 – Custody.....	18
Item 16 – Investment Discretion.....	18
Item 17 – Voting Client Securities; Summary of Business Continuity Plans.....	18
Item 18 -- Financial Information.....	20

## Item 4 – Advisory Business

Seminal Capital Investments, LLC (SEMINAL INVESTMENTS) is a subsidiary of Seminal Capital Holdings, LLC (the “SemCap Group”). Founded in 2020 by Walter (“Buck”) Buckley and Cyrus Vandrevalla, the SemCap Group and its affiliated companies are grounded in three decades of successful investments made in response to seminal trends where technology changed the business environment. Buck Buckley and Cyrus Vandrevalla are members of SemCap Group. Our experience is in both private and public markets; we invest in multiple strategies alongside our clients and maintain long-term, responsible investments with high impact.

Our intensive due diligence and global reach identifies attractive and sustainable business models. Thereafter, we maximize value through active management. Our deep understanding of seminal trends, sound business acumen and an expansive global network help us to accelerate company growth and develop business resilience in a rapidly changing world.

SEMINAL INVESTMENTS offers healthcare investment strategies to institutional investors, among other types of clients, through separately managed accounts (i.e., private client or institutional accounts) (“Separately Managed Accounts”) and Funds. Our principal place of business is London in the United Kingdom, and we also have an office in the Philadelphia area in the United States.

### OUR APPROACH

- We have built a strong healthcare team in private equity, including an active national advisory board.
- We understand the healthcare industry, in particular its complexity, cost structures and government policy direction.
- We have over 20 years’ experience in technology investments and building growth companies. We understand tech.
- We combine our deep technology insight with our understanding of the social and cultural issues that shape healthcare—provide us with a unique investment vantage point.
- We are savvy and agile investors—we avoid fads, and we are adept at being well informed and making deals happen.
- We use nationally developed expertise to manage costs and risks through innovative value models.
- We use digital health and “automated hovering” to manage care through devices and high touch.
- We operate companies that will benefit from SEMINAL INVESTMENTS’ expertise in long-term value improvement (e.g., we take companies from \$10-100m to \$500m+) through the development of elite management teams.
- We have a combination of competencies in care delivery, insurance, home care and telemedicine, and integrated value payments.

Consistent with our fiduciary duty, SEMINAL INVESTMENTS generally considers the individual needs of all clients and tailors the advisory services it provides to clients as follows:

- (i) Separately Managed Accounts are managed in accordance with the relevant client’s investment objectives, strategies, restrictions and guidelines, as communicated to SEMINAL INVESTMENTS by the client. Clients can impose restrictions on investing in certain securities or types of securities.

- (ii) Funds are managed in accordance with the relevant Fund's investment objectives, strategies and restrictions. A Fund can impose restrictions on investing in certain securities or types of securities. The Funds are not managed in accordance with the individualized needs of any particular interest holder in the Fund. Therefore, a Fund's investors should consider whether the Fund meets their investment objectives and risk tolerance prior to investing.

Investment advisory services are provided directly to the Funds and not individually to the investors who invest in Funds sponsored or advised by SEMINAL INVESTMENTS. Since SEMINAL INVESTMENTS does not provide individual advice to Fund investors (and an investment in a Fund does not, in and of itself, create an advisory relationship between the investor and SEMINAL INVESTMENTS), prospective investors must consider whether a particular Fund meets their investment objectives and risk tolerance prior to investing. Information about Funds is available in the Fund Documents, as well as the Fund's governing documents, which will be available to current and prospective investors only through SEMINAL INVESTMENTS or another authorized party.

As an asset manager, SEMINAL INVESTMENTS provides a specific service. SEMINAL INVESTMENTS does not provide tax, legal, or accounting advice, and clients should note that, unless otherwise specifically agreed or disclosed in writing, SEMINAL INVESTMENTS will not take tax considerations into account in managing a Client's portfolio.

As a newly established entity and as of May 14, 2021, SEMINAL INVESTMENTS does not have any discretionary net assets under management and does not have non-discretionary assets under management.

## **Item 5 – Fees and Compensation**

SEMINAL INVESTMENTS' fee for its services is generally based on a percentage of assets under management. We retain discretion over the fees we charge, subject to applicable law, and our fees for a particular investment strategy or mandate may differ based on investment vehicle and across affiliated entities. In some cases, we maintain a basic fee schedule based on the investment mandate, client type or advisory arrangement. However, except with respect to certain Funds (and their investors, fees are generally negotiable on an individual basis in light of special circumstances of clients, including but not limited to, investment mandate, regulatory requirements, specific servicing or reporting requirements, asset levels, customization of the investment process, or other factors, in our sole discretion. In certain circumstances we may continue to offer to a client the lowest available fee for a particular investment mandate and for comparable services. Similarly, in appropriate circumstances, we can waive or reduce all or a portion of the fees we charge to a particular client or investor in our sole and absolute discretion. For example, we can waive or reduce fees for accounts held by or on behalf of SEMINAL INVESTMENTS and its employees, principals, shareholders or affiliates. Also, SEMINAL INVESTMENTS or an affiliate could, in its sole discretion, agree to bear certain operating expenses of a Fund that exceed a cap agreed with the Fund Investors generally or applicable to the Fund as a whole.

SEMINAL INVESTMENTS intends to serve as investment manager to Funds, including limited partnerships and special purpose vehicles whose interests are privately placed, as well as publicly offered trusts and similar vehicles. The amount of the investment management fee that SEMINAL INVESTMENTS receives or is entitled to receive, typically calculated and payable quarterly in arrears, will vary by Fund, all as fully set forth in the private placement memoranda or other offering document for the vehicle.

An affiliate of Seminal Investments typically will serve as the general partner of each of these vehicles. The general partner shares in the profits and losses of the vehicle and will typically be entitled to a special allocation equal to a percentage of net profits of the accounts in the vehicle under certain circumstances, also as fully set forth in the private placement memoranda or other Fund Document.

SEMINAL INVESTMENTS may also serve as an investment adviser to Separately Managed Accounts and be compensated for providing research or other investment advisory services (such as non-discretionary advice) to clients for fees to be negotiated in each instance. Fees for separate account management are set forth in the advisory agreement or account documentation for each respective client.

## Calculation and Payment of Fees

SEMINAL INVESTMENTS' fees are calculated and paid in accordance with the terms of the relevant investment advisory agreement and/or other Fund Documents (e.g., a Fund's prospectus or private placement memorandum) applicable to the account. While particular fee arrangements may vary, as a general matter:

1. Management fees are calculated and paid quarterly, in arrears, with the amount of such fee being the agreed upon percentage of the aggregate market value of all assets under management within the account(s) (including allocations to cash) on the valuation day; and
2. Incentive fees and allocations are calculated and paid annually, with the amount of compensation being an agreed upon percentage of the increase in the aggregate market value of the account during the measurement period.

Payment schedules and mechanisms for accounts are negotiated, and clients are invoiced in accordance with such account's investment management agreement. Clients may request that fees owed to SEMINAL INVESTMENTS be deducted directly from the client's custodial account. In such cases, SEMINAL INVESTMENTS takes steps to assure itself that the qualified custodian sends periodic account statements directly to the client, no less frequently than quarterly, showing the amount of funds and each security and all transactions, including fees paid to SEMINAL INVESTMENTS, unless alternative arrangements have been made to assure compliance with Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). Refer to *Item 15 – Custody* of this brochure for more information.

SEMINAL INVESTMENTS' fees are calculated based on the market value and/or performance of the assets in the accounts it manages. As a result, to the extent that SEMINAL INVESTMENTS values a security higher than its current market value (or where such market values are unreliable), SEMINAL INVESTMENTS may benefit by receiving a management fee or incentive allocation that is increased by the impact, if any, of such valuation discrepancy. Accounts may, at any time or from time to time, invest in assets that are illiquid, thinly traded or otherwise difficult to value, depending on the investment mandate. SEMINAL INVESTMENTS mitigates any conflicts and the potential for material pricing discrepancies, ensuring assets are valued in good faith and as accurately as reasonably practicable. In general, assets are valued through the use of an unrelated third-party pricing service provider in accordance with the SEMINAL INVESTMENTS' valuation policy (the "Valuation Policy"). Where securities may not be readily priced by the third-party service provider, SEMINAL INVESTMENTS defers to its Valuation Committee to value the securities. The Valuation Policy, used by the Valuation Committee and available to all SEMINAL INVESTMENTS clients, outlines a detailed valuation methodology and process which SEMINAL INVESTMENTS believes results in balanced and fair values of the securities. Valuation practices may differ for certain clients based on contractual agreements and applicable law.

Investment management agreements between SEMINAL INVESTMENTS and its clients remain in full force and effect until terminated pursuant to the terms of the relevant agreement. The agreements may require that written notice be provided by the terminating party and, in some cases, may specify a particular notice period. In the event of termination prior to the end of a billing period, the client will pay only that portion of the fee earned by SEMINAL INVESTMENTS prior to termination. To the extent that fees are paid in arrears, clients will be charged, *pro rata*, up to the date of termination; if a client and SEMINAL INVESTMENTS agree that fees will be paid in advance, SEMINAL INVESTMENTS will provide a *pro rata* refund to a client who terminates prior to the end of an already-billed period. Generally, performance fees, if any, will be calculated and assessed on intra-period terminations or withdrawals as though the period ended on the date thereof.

## Uninvested cash balances

In some cases, a client account may hold cash pending investment, in anticipation of withdrawals or for investment and/or for defensive, hedging or collateral purposes, depending on the circumstances at the time. In the event that SEMINAL INVESTMENTS believes, in its sole judgment, that there is not sufficiently good value in securities suitable for investment in accordance with the client's investment objectives, strategies and

restrictions, all or a substantial portion of the account's capital may be held in cash, cash equivalents or other short-term instruments including, without limitation, money market funds.

### **Additional Fees and Expenses**

Except as otherwise agreed, each account bears (and the fees described above do not include) the following costs and expenses:

- custodial charges,
- brokerage fees or commissions and related costs and expenses,
- taxes,
- duties and other governmental charges,
- transfer fees,
- registration fees and other expenses associated with the purchase, holding or sale of assets,
- costs and charges associated with making deposits in connection with foreign exchange transactions,
- taxes, including withholding taxes payable and required to be withheld by issuers, their agents and others,
- audit, administrative and other expenses associated with regulatory or tax compliance or investment operations,
- legal fees, and
- such other expenses as are set forth in the account's relevant governing documents.

Our fees and the expenses clients bear in connection with their accounts will reduce the assets held in (and the returns experienced by) an account. No additional sales-based compensation or trails are paid to SEMINAL INVESTMENTS or any SEMINAL INVESTMENTS supervised person for the sale of securities or other investment products, including asset-based sales charges or service fees.

For Separately Managed Account clients, the custodian or administrator, not SEMINAL INVESTMENTS, charges each of these expenses (other than commissions) directly to the portfolio, and, in many cases, SEMINAL INVESTMENTS does not know the amounts of these expenses. For more information, clients may contact their service providers directly.

Funds advised by SEMINAL INVESTMENTS also bear their own operating and other expenses. For investors in the Funds, expenses noted above will be allocated and passed on to investors on a *pro rata* basis relevant to their ownership in such Fund. Expenses which are attributable to multiple series or Funds will be allocated on a pro-rated basis based on the weighting of each individual series or Fund and passed on to investors on a *pro rata* basis of their ownership in the relevant series or Fund. SEMINAL INVESTMENTS may, in its sole discretion, implement a fee cap in order to limit the amount of expenses charged to a particular series or fund. In these instances, SEMINAL INVESTMENTS bears any fees and expenses which exceed the fee cap.

As discussed in further detail below, SEMINAL INVESTMENTS or its affiliates may be entitled to performance-based compensation, subject to the terms of the applicable Fund Documents, governing documents or client agreement.

Please see Item 12 – *Brokerage Practices* for more details on our trading practices and costs related thereto.

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

SEMINAL INVESTMENTS may negotiate a performance-based management fee. Any incentive or performance-based compensation will be charged in compliance with Rule 205-3 under the Advisers Act unless that rule is inapplicable by reason of Section 205(b) of the Advisers Act or related rules or interpretations of the SEC and the SEC staff. In certain instances, incentive compensation is charged only when gains in an account exceed a particular rate or agreed upon benchmark (*i.e.*, a hurdle provision) and losses may be carried forward so that no incentive compensation is charged unless the losses have been recouped, subject to certain adjustments (*i.e.*, a high-water mark provision).

As is typical for many money managers charging a performance-based fee, a potential conflict of interest may arise related to the side-by-side management of one or more accounts with a performance-based fee along with one or more accounts with non-performance based fees. The management of both types of accounts at the same time may create an incentive to favor the account that produces a higher fee. SEMINAL INVESTMENTS maintains policies and procedures reasonably designed to ensure that its side-by-side management of accounts with different types of fees is at all times conducted: (1) in a manner consistent with the fiduciary duties an adviser owes its clients and applicable law and without considering ownership, compensatory or other pecuniary or financial interests; and (2) fairly and equitably over time to mitigate these and other conflicts associated with “side-by-side” management. Accounts will be regularly reviewed by SEMINAL INVESTMENTS, including by its Compliance department, to ensure that these policies are closely followed, that buy and sell opportunities are allocated fairly among client accounts regardless of fees charged, and that all clients are treated equitably. Please see the discussion in *Item 11 – Side-by-Side Management and Differential Interests* for a further description of the applicable conflicts of interest.

## **Item 7 – Types of Clients**

SEMINAL INVESTMENTS expects that it will provide investment advice to a variety of different types of clients, including institutional investors, pooled investment vehicles, and trusts, among others. We expect that these relationships will be discretionary. A related person of SEMINAL INVESTMENTS will also serve as the general partner for certain Funds. SEMINAL INVESTMENTS does not offer services to natural persons or legal representatives of natural persons who seek to receive services primarily for personal, family or household purposes.

Although SEMINAL INVESTMENTS uses its best efforts to avoid any actual or potential conflicts of interest, such conflicts may arise from its management of multiple client accounts at the same time. SEMINAL INVESTMENTS has policies and procedures in place that are intended to eliminate and/or mitigate these actual or potential conflicts and that are described in this brochure, including in Items 11 and 12. One potential conflict of interest that may arise is based on the different investment objectives and strategies employed by SEMINAL INVESTMENTS on behalf of a client account. Depending on each client account’s investment objectives and investment strategies, SEMINAL INVESTMENTS may give investment advice and/or execute portfolio transactions for one client account that may differ from the investment advice given and/or portfolio transactions executed for another client account. SEMINAL INVESTMENTS’ investment decisions are the product of many factors, including client specific investment guidelines as well as suitability considerations for a particular client account. Thus, it is possible that SEMINAL INVESTMENTS may buy a particular security for one or more client accounts when one or more other client accounts are selling that security, and vice versa.

This brochure may be provided to current or prospective investors in the Funds, together with the Fund Documents, prior to or in connection with such person’s consideration or execution of an investment in the Funds. Investors and other recipients should be aware that while the brochure may include information about the Funds, as necessary or appropriate, it should not be considered to represent a complete discussion of the features, risks or conflicts associated with the Funds. More complete information about the Funds are included in the Fund Documents, which may only be provided to current and eligible prospective investors. The Funds or their interests or shares are not registered with the SEC under the U.S. Investment Company of 1940, as amended and the U.S. Securities Act of 1933, as amended.

## **Minimum Initial Investments**

The minimum amounts required for investment in a Fund managed by SEMINAL INVESTMENTS will be set out in the relevant Fund Documents.

The minimum account size required by SEMINAL INVESTMENTS for a Separately Managed Account is generally \$5 million. SEMINAL INVESTMENTS may elect to accept smaller accounts at its sole discretion.

SEMINAL INVESTMENTS or its affiliates reserve the right to waive or reduce the investment minimums in accounts or with respect to a specific investor in a Fund in its sole discretion.



**In no event should this brochure be considered to be an offer of interests in a Fund or relied upon in determining to invest. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.**

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

*Securities investments are subject to a variety of risks. These risks could cause an investor to lose money on their investments. Investors should be prepared to bear the risk of loss associated with their chosen investment strategy*

Portfolio managers, in managing portfolios consistent with their fiduciary obligations, make investment decisions in the best interests of clients. Decisions are made primarily with a view to the best positive economic outcome for a client's account. If a client requests restrictions on specific securities or similar other restrictions, we will require a specific list of restricted securities to be provided and maintained by our client.

**SEMINAL INVESTMENTS' investment activities involve a significant degree of risk of loss that you should be prepared to bear.** This section contains a discussion of the primary risks associated with our investment activities. However, it is not possible to identify all of the risks associated with investing, and the particular risks applicable to a client will depend on the nature of the client, its investment strategy or strategies and the types of investments held by the client.

While SEMINAL INVESTMENTS seeks to manage the client assets so that risks are appropriate to the return potential for the strategy or mandate, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses.

You should be aware that mandates are limited to certain types of investments and are not diversified by asset type. SEMINAL INVESTMENTS' management is not intended to provide a complete investment program for a client and SEMINAL INVESTMENTS expects that the assets it manages do not represent all of the client's assets. You are responsible for appropriately diversifying your assets to guard against the risk of loss.

There are inherent risks associated with investing in capital markets. There is no assurance that portfolio objectives, including specific performance objectives, will be achieved. Risks vary based on the investment mandate, strategy, restrictions, and the nature of securities held in a portfolio. The risk of loss in an account is a risk clients should be prepared to bear. Individual portfolio managers employ differing methods of security analysis and selection based on the investment mandates and strategies for which they are individually responsible. Those approaches differ on an array of factors including but not limited to, market capitalization ranges, issuer and/or sector concentration, geographic considerations, cash flows and liquidity needs, benchmarks, and other similar factors. Even within an investment mandate, customization to meet client specific requirements and situations (e.g., cash flows and account guidelines) may result in differing approaches. Individual portfolio managers will make different investment decisions for different clients which may be based on objective criteria (e.g., industry, capitalization and other market metrics) and based on subjective professional judgment about the suitability of an investment for either the mandate generally or for a specific account.

In general, the primary methods employed by SEMINAL INVESTMENTS' portfolio managers involve fundamental analysis, the analysis and study of individual company, market and industry data, based on information obtained from companies, either obtained from public sources or from meetings with management of the companies, and market and industry data obtained from various research sources. Objective criteria, determined by individual portfolio managers, is used as a filter to identify investment opportunities and portfolio managers then use their professional judgment in deciding when and what to buy or sell from a mandate and from individual client accounts.

The following is a description of the *significant* investment strategy we use for our clients, and the *material* risks involved in the strategy. The risks are defined further below.

This strategy will invest primarily in equity securities of private companies located in the United States in the healthcare and healthcare related sectors, including health technology, healthcare services and tech-enabled healthcare services within four investment themes: care delivery, diseases of the aging, clinical care support and new payment methods. Investments will be made primarily through privately negotiated investments, and it is expected that many investments will be made in early stage companies, including companies developing unproven technologies. The foregoing is illustrative, not exhaustive, and investments may be made in any sector of the healthcare industry and may take any form.

The material risks involved and considered as a result of this strategy and our primary methods of analysis include:

- Equity risk;
- Healthcare; Focused investment strategy risk;
- Liquidity risk; and
- Political uncertainty risk.

### **Equity risk**

The prices of individual equity securities can rise and fall with the fortunes of the companies that issue them or with general stock market conditions. Changes in the price of individual equity securities held by a strategy will affect such strategy's price. An account investing in equities may participate in initial public offerings ("IPOs"). Some successful IPOs may have a significant impact on investment performance, especially if the account has lower asset levels. In addition, as account assets grow, the positive impact of successful IPOs on performance tends to decrease.

Investment strategies are subject to the risk that small, medium and large capitalization stocks may underperform other segments of the equity market or the equity markets as a whole. The smaller and medium capitalization companies in which accounts may invest may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small and medium capitalization companies may have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, smaller and medium capitalization stocks may be more volatile than those of larger companies.

### **Healthcare; Focused investment strategy risk**

The performance of an account that focuses on a single industry or sector of the economy depends in large part on the performance of that industry or sector. As a result, such account may be subject to increased price volatility and may be more susceptible to adverse developments than an account that invests more widely. Furthermore, an investment in the financial instruments of healthcare companies entails special considerations and risks. The account will therefore bear the additional risk that many healthcare companies may be subject to, and possibly adversely affected by, some of the same general trends relating to demand for healthcare related products and services and the same regulatory, economic and political factors.

Many healthcare-related companies are smaller and less seasoned than companies in other sectors. Healthcare-related companies may also be strongly affected by scientific or technological developments, and their products may quickly become obsolete. The profitability of healthcare-related companies may be affected by extensive government regulation, restrictions on government reimbursement for medical expenses, rising or falling costs of medical products and services, pricing pressure, an increased emphasis on outpatient services, a limited number of products, industry innovation, changes in technologies and other market developments.

The healthcare industry is subject to regulatory controls by international, national and, in some instances, local governmental authorities. The nature and scope of healthcare regulations generally are subject to political forces and market considerations, the effects of which cannot be predicted. There can be no assurance that governments or regulatory agencies will not adopt laws or regulations, change their interpretation of existing laws and regulations, or take other actions that adversely affect the markets or companies in which an account may invest or may have invested. Further, many healthcare companies are subject to extensive litigation based on product liability and similar claims. The litigation and liability environment in the healthcare industry is constantly evolving, and new court decisions and legislative activity may increase exposure to any of these types of claims.

### **Liquidity risk**

Investors often describe the speed and ease with which an asset can be sold and converted into cash as its liquidity. SEMINAL INVESTMENTS' strategies typically hold investments that are illiquid, which means they cannot be sold quickly or easily. Some investments are illiquid because of legal restrictions, the nature of the investment itself, settlement terms, or for other reasons. Sometimes, there may simply be a shortage of buyers. A strategy that has trouble selling an investment can lose value or incur extra costs. In addition, illiquid investments may be more difficult to value accurately and may experience larger price changes. This can cause greater fluctuations in the strategy's value.

### **Political Uncertainty Risk**

U.S. markets, as well as non-U.S. markets in which clients may invest in the future or to which clients or borrowers are exposed, may experience political uncertainty and/or change that subject investments to heightened risks. These heightened risks may include: greater than normal fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); greater social, economic, and political instability (including the risk of war or terrorist activity); greater governmental involvement in the economy; less governmental supervision and regulation of the securities markets and market participants; controls or restrictions on foreign investment, capital controls and limitations on repatriation of invested capital and on the ability to exchange currencies; inability to purchase and sell investments or otherwise settle security or derivative transactions (i.e., a market freeze); unavailability of currency hedging techniques; and slower clearance. During times of political uncertainty, the global securities, derivatives and currency markets often become more volatile. There also may be a lower level of monitoring and regulation of markets while a country is experiencing political uncertainty, and the activities of investors in such markets and enforcement of existing regulations may become more limited. Markets experiencing political uncertainty may have substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates may have negative effects on such countries' economies and securities markets.

In addition to the risks mentioned above, clients should be aware of other risk factors including but not limited to the following:

- Market risk, i.e., the risk that the market values of the securities held by the account may move up or down, sometimes rapidly and unpredictably;
- Allocation risk, i.e., the risk that the actual allocations for an account will not be effective in achieving the client's investment goals;
- Investment strategy risk, i.e., the risk that the strategies used will not be successful under all or any market conditions;
- Dependence on key personnel risk, i.e., risks arising from the fact that trading decisions made by SEMINAL INVESTMENTS are based on a combination of fundamental factors supported by technical analysis and the judgment of certain key employees of SEMINAL INVESTMENTS;

- Money market instruments and temporary investment strategies risk, i.e., risks arising due to holding cash, investing in money market funds or using other temporary investment strategies for temporary defensive purposes in response to adverse market, economic or political conditions.
- Institutional risk, i.e., the risk that an account could incur losses due to: (i) the failure of counterparties to perform their contractual commitments to the account or (ii) the financial difficulty of brokerage firms, banks or other financial institutions that hold the assets of an account;
- Systematic risks of the global capital markets, i.e., the risk that asset prices are vulnerable to changes in economic cycles, interest rate levels, commodity prices, government policies and geopolitical and natural disaster risks;
- Data source risk, i.e., considerations and risks arising from the use of a variety of data in connection with managing portfolios and evaluating securities;
- Operational Risk, i.e., the special considerations and risks arising from the day-to-day management of an account; and
- Tax risk, i.e., the special considerations and risks arising from the operation of an account under federal and state tax laws and whether those tax results are fully compatible with client expectations and tax needs.

As the use of technology has become more prevalent in the course of its business, SEMINAL INVESTMENTS has become potentially more susceptible to operational and information security risks resulting from breaches in cyber security. A breach in cyber security refers to both intentional and unintentional cyber events that may, among other things, cause SEMINAL INVESTMENTS and/or a client account to lose proprietary information, suffer data corruption and/or destruction or lose operational capacity, result in the unauthorized release or other misuse of confidential information, or otherwise disrupt normal business operations. Cyber security breaches may involve unauthorized access to SEMINAL INVESTMENTS' digital information systems (e.g., through "hacking" or malicious software coding), but may also result from outside attacks such as denial-of-service attacks (i.e., efforts to make network services unavailable to intended users). In addition, cyber security breaches involving SEMINAL INVESTMENTS' third party service providers and underlying funds (including but not limited to sub-managers, administrators, custodians, and other third parties), can also subject SEMINAL INVESTMENTS to many of the same risks. Cyber security failures or breaches may result in financial losses, disruptions to business operations, and other adverse consequences.

A local, regional, national or international outbreak of a contagious disease, including, but not limited to, COVID-19, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity in the regions in which SEMINAL INVESTMENTS invests, resulting in a decrease in the willingness of the general population to travel, staff shortages, mobility restrictions and other quarantine measures, supply shortages, and increased government regulation. Any of these occurrences may have a material adverse effect on the business, financial condition and results of the companies in which SEMINAL INVESTMENTS invests, as well as cause material disruptions to business operations of service providers on which an account relies, including SEMINAL INVESTMENTS.

## **Item 9 – Disciplinary Information**

SEC registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There are no material disciplinary events, regulatory matters, litigation matters or other such matters concerning SEMINAL INVESTMENTS or any of its affiliated entities to report.

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

A related person of SEMINAL INVESTMENTS will typically serve as the general partner for Funds we offer. As general partner, it may receive a *pro rata* share of the investment returns of the Funds, and it is typically entitled to receive a special allocation or carried interest for the investment advisory services SEMINAL INVESTMENTS provides to the Funds.

SEMINAL INVESTMENTS does not have any affiliated broker-dealers.

Doing business with affiliates could involve conflicts of interest if, for example, SEMINAL INVESTMENTS uses affiliated products and services when those products and services are not in clients' best interests. Many U.S. and non-U.S. laws aim to limit these conflicts of interests – for example, by preventing a money manager from entering into trades between its clients and its affiliates where the client might be disadvantaged. SEMINAL INVESTMENTS has policies and procedures designed to comply with these laws. In addition, SEMINAL INVESTMENTS believes that its business relationships with affiliates are carried out on market terms.

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

### **Code of Ethics**

SEMINAL INVESTMENTS has adopted a Code of Ethics that complies with Rule 204A-1 under the Advisers Act, including a personal securities trading policy as well as standards of employee conduct. SEMINAL INVESTMENTS' Code of Ethics sets the tone for conduct and professionalism of our employees, officers, directors, and supervised persons. Our ethical culture is of critical importance and our Code of Ethics is supported at the highest level of the firm and approved and endorsed by senior management. Our clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Brian F. McNally, Esq., Chief Operating & Compliance Officer, at [brian@semcap.com](mailto:brian@semcap.com).

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

### **Insider Trading and Privacy**

SEMINAL INVESTMENTS' Insider Trading policy prohibits any director, officer or employee from personally trading on non-public information, including confidential client information. SEMINAL INVESTMENTS' Code of Ethics requires all employees to comply with the federal securities laws, protect material non-public information, and report to SEMINAL INVESTMENTS' Chief Compliance Officer any Code of Ethics violations. Violations of its Code of Ethics can result in serious sanctions, up to and including dismissal from employment.

SEMINAL INVESTMENTS has also adopted policies and procedures to prevent disclosure of material non-public information by SEMINAL INVESTMENTS and its officers, directors and employees, which are designed to comply with applicable law including, but not limited to, the Advisers Act.

SEMINAL INVESTMENTS recognizes the importance of protecting the non-public personal information of its clients when providing advisory and other services. Please contact SEMINAL INVESTMENTS or visit its website at [www.semcap.com](http://www.semcap.com) for more information on, or for a copy of, its privacy policies. SEMINAL INVESTMENTS does not sell or provide non-public personal information of its clients for marketing purposes to others.

## **Other Conflicts of Interest**

### ***Interests in Client Transactions***

SEMINAL INVESTMENTS anticipates that, in appropriate circumstances and consistent with a client's investment objectives, we will cause accounts over which we have management authority to effect the purchase or sale of securities in which we, and/or clients, directly or indirectly, have a position of interest. Our employees and persons associated with us are required to follow our Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and our employees may trade for their own accounts in securities which are recommended to and/or purchased for you. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, including investments in mutual funds and exchange-traded funds, based upon a determination that these would not materially interfere with the best interests of our clients. In addition, the Code of Ethics requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between us and you.

SEMINAL INVESTMENTS does not sell financial products, collects no commissions, and receives no other hidden/soft forms of compensation. We are independently owned and have no affiliation to banks, investment managers, consultants, brokers or other third parties.

From time-to-time employees of SEMINAL INVESTMENTS may have personal contractual relationships with asset managers of funds into which SEMINAL INVESTMENTS' clients invest, and/or are brokers used by SEMINAL INVESTMENTS in client transactions. These personal contacts do not serve as a basis for the selection of managers or brokers by SEMINAL INVESTMENTS or of the amount of any commissions paid to the broker. The SEMINAL INVESTMENTS employee's contract with the respective asset manager is on an arm's length basis under terms generally available to other comparable clients of the asset manager.

From time to time, certain employees of SEMINAL INVESTMENTS may serve on the board of directors/trustees of a private company. SEMINAL INVESTMENTS has adopted policies and procedures as part of its compliance program that requires employees to obtain pre-approval of any such board service. In addition, SEMINAL INVESTMENTS' compliance policies and procedures impose limitations on personal and client account trading in connection with the securities of such private company and restrict the dissemination of any material non-public information about the private company or any public company obtained by the employee in his or her capacity as a director/trustee of the private company.

All professionals at SEMINAL INVESTMENTS have appropriate educational and certification credentials to effectively complete their job responsibilities. SEMINAL INVESTMENTS also expects all employees to conduct themselves consistent with the highest professional standards.

### ***Side-by-Side Management and Differential Interests***

As discussed above, the nature and amount of compensation paid to SEMINAL INVESTMENTS by certain accounts investing in similar, competing or conflicting investments, could differ from the compensation paid by other accounts. Additionally, SEMINAL INVESTMENTS and its personnel might have differing investment or pecuniary interests in different accounts and personnel might have differing compensatory interests with respect to different accounts.

SEMINAL INVESTMENTS faces conflicts of interest when:

- (1) the actions taken on behalf of one account impact other similar or different accounts (e.g., because such accounts have the same or similar investment strategies or otherwise compete for investment opportunities, have potentially conflicting investment strategies or investments, or have differing ability to engage in short sales and economically similar transactions); and
- (2) SEMINAL INVESTMENTS and its personnel have differential interests in such accounts (i.e., expose SEMINAL INVESTMENTS or its related persons to differing potential for gain or loss through differential ownership interests or compensation structures), because SEMINAL INVESTMENTS has an incentive to favor certain accounts over others that are less lucrative.

Such conflicts can present particular concern when, for example, SEMINAL INVESTMENTS places, or allocates the results of, securities transactions that SEMINAL INVESTMENTS believes could more likely result in favorable performance, engages in cross trades or executes potentially conflicting or competing investments.

To mitigate these conflicts, SEMINAL INVESTMENTS' policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to such accounts and without consideration of SEMINAL INVESTMENTS' (or such personnel's) pecuniary, investment or other financial interests.

## **Item 12 – Brokerage Practices**

### ***Trade Aggregation and Allocation***

SEMINAL INVESTMENTS maintains an allocation policy and procedure (the "Allocation Policy") designed to ensure that allocations of investment opportunities and securities transactions are made on a fair and equitable basis. SEMINAL INVESTMENTS' portfolio managers and their teams have responsibility for the selection of brokers and overall trade execution in accordance with SEMINAL INVESTMENTS' best execution and broker selection policies. In accordance with our Allocation Policy, when there are open orders in the same security for more than one client account, the trading desk executing the order will be instructed to aggregate the orders, placing a single block order with one or more executing broker-dealers. In the event there exist open orders in the same security being traded by SEMINAL INVESTMENTS, the trading desk executing the orders will be instructed to direct the SEMINAL INVESTMENTS block to the same executing brokers to ensure the same average trading price across all clients of SEMINAL INVESTMENTS participating in the order. In considering whether to aggregate orders, SEMINAL INVESTMENTS will consider liquidity, market conditions and volume, the speed and ability to execute a complete order, and other factors, such as compliance with the laws of a foreign jurisdiction, including the recast EU Markets in Financial Instruments Directive and Markets in Financial Instruments Regulation. In limited circumstances, similar orders may not be aggregated, which may include client restrictions and/or client broker selection requirements, or the use of program/automated trades to rebalance or liquidate a client portfolio. Partially filled orders are allocated *pro rata* amongst participating accounts based on the order size, rounding to the nearest board lot. Where filled through multiple executions, we allocate where possible at the average execution price and commission. SEMINAL INVESTMENTS believes *pro rata* allocation treats clients fairly and equitably, recognizing that a mathematical approach does not always lead to equitable results in any or each particular instance. From time to time, different investment mandates and strategies may cause us to execute trades for one client that differ from, or conflict with, trades being executed for another client. For example, one portfolio manager may be buying a particular security and another manager selling the same security. In all circumstances, we seek to obtain best execution on all orders, which incorporates but is not limited to best price. One client may appear to receive a more favorable price, for example, than the other competing client.

### ***Trade Error Policy***

At the time of discovering a trade error, SEMINAL INVESTMENTS will always seek to remedy such trade errors to ensure clients are made whole (as if the error never took place). Losses in clients' accounts caused by trade errors will, as immediately as practical, be remedied. Gains in clients' accounts caused by trade errors will accrue to the clients, regardless of the fact that SEMINAL INVESTMENTS corrects the trade error. The Chief

Investment Officers (“CIOs”) and SEMINAL INVESTMENTS’ Compliance department (referred to collectively as the “Oversight Team”) shall be promptly notified of trade errors and actions taken to resolve the error and ensure all affected clients are made whole. The Oversight Team is responsible for reviewing and ensuring appropriate actions were taken, as soon as reasonably and practically possible, to appropriately and adequately resolve the situation in the clients’ best interests.

### ***Broker Selection, Best Execution and Use of Brokerage Commissions***

In placing brokerage transactions for accounts with respect to which SEMINAL INVESTMENTS has been granted trading discretion, SEMINAL INVESTMENTS seeks to:

- (3) determine each client’s trading requirements,
- (4) select appropriate trading methods, venues and agents to execute the trades under the circumstances,
- (5) evaluate market liquidity of each security and take appropriate steps to mitigate excessive market impact,
- (6) maintain confidentiality of client and proprietary information related to trading decisions, and
- (7) review the results of executions on a periodic basis.

SEMINAL INVESTMENTS’ portfolio managers and their teams evaluate broker performance on a periodic basis based on a defined set of criteria which is then reviewed in the context of ensuring SEMINAL INVESTMENTS adheres to best execution principles. Criteria include the ability to execute unique/difficult or complex transactions, access to particular markets, anonymity, access to management of issuers of securities, counterparty relationships, speed and liquidity, and sophistication and technology. Any broker may appear on the resulting list. The results of the review are made available to the portfolio managers and their teams, as each portfolio manager and team has discretion to decide which brokers to use in executing specific transactions (unless otherwise directed by the portfolio manager or client). SEMINAL INVESTMENTS does not obtain research and brokerage products or services (so-called “Soft Dollar Items”) in connection with the execution of transactions.

### **Client Directed Brokerage Transactions**

While SEMINAL INVESTMENTS generally selects broker-dealers to execute transactions for accounts, SEMINAL INVESTMENTS will accept, in limited instances, direction from clients as to which broker-dealer is to be used. Clients who, in whole or in part, direct SEMINAL INVESTMENTS to use a particular broker-dealer to execute transactions for their account should be aware that, in doing so, they are limiting SEMINAL INVESTMENTS’ ability to, among other things, obtain volume discounts on bunched orders or to obtain best execution by, for example, executing over-the-counter transactions through a market maker.

Directing brokerage could cost clients more money and reduce performance. Transactions for a client that directs brokerage are generally unable to be combined or “bunched” for execution purposes with orders for the same securities for other accounts managed by SEMINAL INVESTMENTS. In these instances, a client that has directed SEMINAL INVESTMENTS to use a particular broker-dealer to execute its trades will generally have its trades placed at the end of bunched trading activity for a particular security. Accordingly, directed transactions are often subject to price movements, particularly in volatile markets, that can result in the client receiving a price that is less favorable than the price obtained by the bunched order. Clients who choose to direct brokerage to a particular broker or dealer to execute transactions should be aware that, in doing so, they could be subject to higher commissions, greater spreads or less favorable net prices or lower quality execution than might be the case if SEMINAL INVESTMENTS could negotiate commission rates or spreads freely, or select brokers or dealers based on quality of execution. Consequently, best price and execution might not be achieved.

### **Cross Trades**

It is SEMINAL INVESTMENTS’ policy that the firm will not affect any principal or agency cross securities transactions for your accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account



of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **IPOs and Private Placements**

Participation in IPOs and private placements are made for client accounts in accordance with what SEMINAL INVESTMENTS views as appropriate for the respective client accounts. IPO shares are then allocated on a pro-rata basis to participating client accounts.

## **Item 13 – Review of Accounts**

Portfolio managers are responsible for ensuring investments are suitable for client accounts based on the investment mandate and specific client guidelines and restrictions. Portfolio managers report to the CIOs, who are responsible for monitoring the ongoing performance of the portfolio managers. The CIOs review performance at least quarterly using detailed portfolio analysis. The Compliance department also monitors the portfolios to ensure that the investment process is consistently applied by the investment teams.

Clients will receive reporting on the performance of their investments and accounts as agreed upon at account set-up. Investors in the Funds will receive reports as described in the applicable Fund Document. Clients should carefully review any statements and reports received.

The quarterly investment reports provided to all clients are independently reviewed by the Compliance department and may include market commentaries, portfolio attribution information about the account, current positioning commentary from the portfolio manager and a statement of portfolio holdings and transactions for the period.

In addition to reports tailored to clients, SEMINAL INVESTMENTS issues a variety of general circulation materials for clients, consultants and prospects about its investments and investment processes. White papers and investment advisories are also provided on timely and newsworthy topics as appropriate.

Many clients also receive custodial statements from their account's custodian and transaction reports from executing brokers. If the client receives an account statement from the custodian, the client should carefully review such account statement and contact SEMINAL INVESTMENTS in the event of any discrepancies. Please see Item 15 – *Custody* for more information on our compliance with the Custody Rule.

SEMINAL INVESTMENTS often has formal or informal verbal discussions with clients regarding their account.

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

SEMINAL INVESTMENTS may from time to time enter into arrangements pursuant to which persons refer clients to us ("Associates" of SEMINAL INVESTMENTS). These Associates may receive referral fees. All such arrangements are fully disclosed to applicable clients and will be designed to comply with the Advisors Act. These Associates will not be employees of SEMINAL INVESTMENTS. Pursuant to a written agreement with us, Associates may generally receive a quarterly referral fee equal to a percentage of gross revenue actually received by us from the account introduced by the Associate. Any such referral fee will be paid by us and not you. The fee you pay for our services will not be higher or lower as a result of such referral fees. Associates will not render investment advice and may not be registered investment advisors.

## **Item 15 – Custody**

All our Separately Managed Account and Fund clients have engaged their own third-party custodians to hold the assets we manage on their behalf. SEMINAL INVESTMENTS' authority is limited to the provision of investment instructions (buy and sell securities) in connection with the custodial account. SEMINAL INVESTMENTS does not have authority to obtain possession of any assets in the client's account nor to pay for any expenses associated with the client's account. We maintain an authorized traders list consisting of our portfolio managers, provided to clients and their custodians, that identifies those individuals who are authorized to provide investment instructions on the client's account.

SEMINAL INVESTMENTS receives custodial reports from the client's custodian and regularly reconciles its records to those of the custodian to ensure completeness and accuracy. Reconciliations are performed by our operations department (or a designated third party), a department independent from portfolio managers and their teams. This provides assistance in the mitigation of risks associated with the safeguarding of client assets. In addition to custodial reports clients receive from their custodians, clients also receive detailed portfolio transaction and positions reports from SEMINAL INVESTMENTS quarterly. Clients are encouraged to review these reports and compare them with custodial records as an additional control measure.

SEMINAL INVESTMENTS is deemed to have custody of the Funds it manages and for which its related person serves as general partner. For U.S. based Funds, an independent public accountant is engaged to audit the pooled investment vehicles within the required number of days under the Custody Rule of the Fund's fiscal year end and (where applicable) upon liquidation of such Fund. Actual custody of client assets in all cases is maintained by a qualified custodian independent of SEMINAL INVESTMENTS.

## **Item 16 – Investment Discretion**

SEMINAL INVESTMENTS' clients all enter into written agreements with SEMINAL INVESTMENTS detailing the services to be provided, the authority and discretion SEMINAL INVESTMENTS is given in respect of managing the assets and the client's specific investment policy statement, guidelines and restrictions (referred to as the "client IPS"). The client IPS is incorporated into the investment management agreement and allows clients to detail their specific investment objectives, guidelines, and any specific restrictions. For any client that is a Fund, the client IPS is set forth in the client's Fund Document. Monitoring of compliance with the client IPS is conducted by the Compliance department on a periodic basis. The effectiveness of such monitoring is dependent on the quality of data uploaded into the monitoring system, which from time to time may not be complete, accurate or available from the service providers used to source and maintain the data. Some restrictions may be exceeded or compromised as a result of events beyond the control of SEMINAL INVESTMENTS and its portfolio managers. Examples of these instances may include, but are not limited to; corporate actions, changes in credit ratings of counterparties, market liquidity events, corporate share buybacks, and other similar events. The Compliance department will work with the portfolio manager to take necessary steps of remediating the restriction as quickly as commercially reasonable. To the extent restrictions are not able to be monitored using an automated system; manual procedures will be performed to monitor compliance, subject to periodic reviews.

## **Item 17 – Voting Client Securities; Conflicts of Interest; Business Continuity Plan**

Typically, our clients give us discretion to vote proxies on securities held in their accounts. Our ability to vote proxies depends on the client's custodian delivering the proxies in proper form and in a timely manner to us or our agent.

SEMINAL INVESTMENTS votes proxies in the best interests of our clients' as shareholders and in a manner that we believe maximizes the economic value of their holdings. Our proxy voting policies and guidelines (the "Proxy Voting Policies and Guidelines") set forth general guidelines for voting proxies; however, portfolio managers retain discretion to vote proxies on a case-by-case basis taking into account all relevant circumstances applicable to each client. Our proxy voting guidelines provide the portfolio manager for the client account the authority to decide the final vote, or in some circumstances the portfolio manager may determine that it is in

the client's best interest to refrain from voting proxies, absent a material conflict of interest. SEMINAL INVESTMENTS will consider information received from the issuer when relevant and informative to the respective proxy matter as well as from other sources as relevant to the respective portfolio manager. The vote entered on a client's behalf with respect to a particular proposal may differ between clients based on the client specific circumstances and expectations connected with voting proxies.

It is possible, on occasion, that SEMINAL INVESTMENTS or one of our affiliates will have a business relationship with an issuer whose securities are held in a client account. Additionally, it is possible that relevant personnel or their close relatives (e.g., spouse or child) are directors or officers of an issuer whose securities are held in a client account. As a result, we have adopted and implemented policies and procedures that we believe are reasonably designed to manage the conflicts created by those business and personal relationships. These procedures allow for the identification of such 'conflicted securities' and ensure that any proxy ballots for them are redirected to an independent committee of individuals who are responsible for determining an appropriate course of action ("SEMINAL INVESTMENTS Proxy Committee"). When required, the SEMINAL INVESTMENTS Proxy Committee will first determine whether there exists an item on the ballot that presents a conflict of interest. For example, the election of directors where one proposed individual is related to relevant personnel. In the event of a conflict, the SEMINAL INVESTMENTS Proxy Committee will determine whether it may resolve business conflicts by voting as recommended by a third-party voting service, notifying the client and seeking instruction or permitting the client to vote or take action which will allow the best interest of the clients. Identifying potential conflicts arising from personal relationship is a self-reporting process, consequently if the apparent conflict is not raised by someone within the firm; it may not be identified and reviewed by the SEMINAL INVESTMENTS Proxy Committee.

Clients may obtain a copy of the Proxy Voting Policies and Guidelines, as well as information on how their securities were voted, at the start of the relationship or any time thereafter upon request or as outlined in the investment management agreement.

### **Conflict of Interest Matters**

While certain situations of conflict have been covered throughout this document (e.g., personal trading practices, fair allocation of investment opportunities, side-by-side management, broker selection, proxy voting practices and securities valuation practices), conflicts of interest may arise beyond these ordinary course of business situations. Certain conflicts cannot be avoided or SEMINAL INVESTMENTS has chosen not to avoid them as there may be an adverse impact to processes implemented and designed to ensure the best interests of clients are placed ahead of those of SEMINAL INVESTMENTS and its supervised persons and employees. Instead, SEMINAL INVESTMENTS has implemented practices designed to identify and manage such conflicts so as to fulfill our obligations to clients, including our fiduciary obligations. SEMINAL INVESTMENTS acknowledges that certain conflicts may arise directly from client relationships. For example, certain clients may be able to influence or affect SEMINAL INVESTMENTS' operations and practices by virtue of the size of assets under management or by virtue of the client's reputation and status in a particular industry or market. SEMINAL INVESTMENTS' practices involve the requirement to comply with all policies and procedures consistently and effectively to meet their objectives. Our parent company's Risk Committee and our Compliance department each conduct periodic reviews and assessments of the effectiveness of internal controls, the degree of compliance with internal controls and the overall effectiveness in the design of controls to meet stated control objectives. Reports are issued to management and to the board of directors of our parent, SemCap Group. Additionally, many back-office operations and governance processes have been outsourced to our parent company.

SEMINAL INVESTMENTS has a disaster recovery and business continuation plan in place to help the firm address potential emergencies. The program is designed to provide SEMINAL INVESTMENTS' most critical portfolio management, operations and computer system functions with a measure of protection against potential disasters. The goal of the program is to safeguard the assets of SEMINAL INVESTMENTS' clients, including client information, against major or minor external threats.

SEMINAL INVESTMENTS' disaster recovery program targets recoverability -- the ability of information systems

to overcome any short- or long-term disruption; redundancy-- the duplication of key information systems processes to prevent loss of data; and reliability -- the assurance that SEMINAL INVESTMENTS' staff members will be able to function immediately following most external problems and within 24 hours even after the most extreme problems.

SEMINAL INVESTMENTS engages in an ongoing process of upgrading and testing this program in an effort to ensure that it is capable of meeting its goals. Additional details on the specific elements of the program are available upon request.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about SEMINAL INVESTMENTS' financial condition. SEMINAL INVESTMENTS has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.