

## Item 1: Cover Page

# Firm Brochure

(Form ADV Part 2A)

September 8, 2021

## Ornate Investment Banking Inc

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Part 2A of Form ADV, the brochure, provides information about the qualifications and business practices of Ornate Investment Banking Inc. If you have any questions about the contents of this brochure, please contact us at [corporate@ornateinvestmentbanking.com](mailto:corporate@ornateinvestmentbanking.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

**Additional information about Ornate Investment Banking Inc is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Ornate Investment Banking Inc. CRD number is: 309977** *Disclaimer- Registration as an investment adviser does not imply a certain level of skill or training*

## **Item 2: Material Changes**

This is Ornate Investment Banking Inc's initial brochure and there are no material changes to report.

Pursuant to new SEC Rules, as Ornate Investment Banking Inc experiences material changes in the future, our clients will receive a summary of any such material changes to our brochure, and any subsequent versions of the brochure within 120 days of the close of our fiscal year under separate covers.

We may further provide other ongoing disclosure information about material changes as necessary.

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## Item 4: Advisory Business

Ornate Investment Banking Inc (“OIB”) was incorporated under the laws of the State of Connecticut on June 20, 2020, with its principal place of business located in the United Kingdom at 3rd Floor, 86 - 90 Paul Street, London, EC2A 4NE.

OIB is 100% owned by Dr. Stephen Pilgrim, Percy Kandukira and Roselene Alexis.

### *Types of Services Offered- Investment Banking Advisory*

OIB was formed to offer its clients certain banking investment advisory services. Such services shall include advising on financing or equity investments, identifying target companies or businesses for mergers and acquisitions and performing due diligence on such potential targets, revenue and expense forecasting, research and analysis, finance and corporate structuring and restructuring, capital planning, financial modeling, and business and asset valuations and fairness opinions.

Our company’s primary focus is to take the time to understand our clients’ needs, objectives and goals and then we provide them the advisory services accordingly. For example, for clients who want to raise capital, we start off by compiling a detailed document that describes client’s financial needs and the desired financial goals, including timeframe. We supply this package to potential investors or lenders accompanied by the legal document prepared by the approved client’s attorney. OIB would create the right mix of investment opportunities that best meet our clients’ unique investment needs.

OIB’s services primarily provide expertise and consulting services to clients that are expanding their business and investments to emerging market countries and other flourishing markets globally.

### *Types of Transactions/Projects OIB Work With*

- Buy-Side Mergers & Acquisition
- Sell-Side Mergers & Acquisitions, and
- Capital Raising, including initial public offerings or IPOs, follow on offerings, cross-border transactions, private placements, and alternative offerings such as ICOs, STOs, etc.

All our clients are required to execute an “engagement agreement” that governs the relationship between OIB and the client and contains terms and scope of services, as well as terms of compensation. OIB services are always tailored to meet the specific needs of the client. The goals and objectives for each client are documented in our client files which we receive from the client’s intake questionnaire, our various discussions with the client as well as analyzing pertinent information disclosed to us by the client. Investment strategies are created that reflect the client’s stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

### *Our vision*

OIB's mission is to be a hub for investment opportunities in emerging markets, flourishing markets and beyond.

### *Our mission*

OIB's mission is to safeguard and grow clients' assets. We would accomplish our mission by focusing on:

- 'Identify' - identifying viable opportunities in the global markets
- and
- 'Equate' - connecting pertinent opportunities to suitable clients.'

### *Services Not Offered by OIB*

OIB is not a bank and therefore, not permitted to receive deposits or make loans. OIB will not offer investments to clients, nor will it sell any annuities, insurance, stocks, bonds, mutual annuities, mutual funds, limited partnerships, or other commissioned products.

OIB does not participate in wrap fee programs, will also not act as a custodian of clients' assets nor provide portfolio management services to clients. The client or its designated representative always maintains asset control and control over investment and financing decision-making.

The client is responsible for the accuracy of the information it provides to OIB. We are not obligated to verify any information such information and are further expressly authorized to rely on such information. The clients are responsible for giving us prompt and appropriate written notice of any changes which may impact client's financial position, investment objectives and risk appetite, which information OIB will review and assess to offer any appropriate recommendations to such clients.

OIB does not provide legal, tax, or accounting advice, although OIB has a team of reputable professionals it typically works with and refers clients to for such services.

## **Item 5: Management Fees and Compensation**

All advisory services are tailored to the client's needs. OIB requires open and continuous communication with the client with respect to services being rendered and to obtain the client's approval. The terms of the financial arrangement are negotiated with the client before any services are rendered and are detailed in an engagement agreement mutually signed by the client and OIB.

### *Services Fees Arrangements: Hourly or Fixed Transaction/Project*

For our investment advisory services fees, our clients are provided with 2 options:

1. Hourly Fees-Between \$350 to \$500 per hour for our advisors. This hourly rate is subject to change at the beginning of every year.
2. Transaction/Project Fixed Fees - On a case-by-case basis after assessing the needs of the client and the particular project or transaction, OIB can offer to provide services on a per transaction or project fixed fee basis which shall be agreed upon between OIB and client in advance.

### *Third Party Professionals Costs & Engagement*

Our clients agree that there might services to be rendered by the respective law firms, broker dealers, accounting firms, custodians, and other third-party professionals. Such fees and costs will be separate from our advisory services fees provided for immediately above. These third-party costs shall be negotiated between clients and such entity and such will be the sole responsibility of clients. Client understands that OIB does not receive any portion of such third parties' fees. OIB will try to assist client negotiate and minimize these fees wherever possible.

### *Billing Methods*

For our services that are on an hourly rate, the client is invoiced on a monthly basis at the end of the month for the work done during the month based on the hourly rate. If the work is on a fixed fee basis, OIB and clients may enter into certain payments or milestones schedule for fees based on delivery of certain tasks which terms and conditions shall be articulated in the respective engagement agreement, provided that in all respect, payments would only be made for services already rendered.

Advance payment is generally not requested and as result, there's no need for refund because payments will be paid to services already rendered.

Out-of-Pocket Expenses. There are no out-of-pocket expenses to be paid by a client for investment advisory services without prior advance notice and agreement with the client. It is not anticipated that there will be any out-of-pocket expenses that will be charged for advisory services, but as such costs and expenses arise in the future, OIB and client will mutually agree to such conditions in advance.

Other Notices. OIB does not have any solicitor or market agreements with any third parties for any referrals. We do not manage clients portfolio of investments on a performance-fee basis. OIB nor any of its investment advisors receive any external compensation for the sale of marketable securities to clients.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to our brochure because OIB does not charge or accept performance-based fees which can be defined as fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

## Item 7: Types of Clients

OIB provides services to the following types of clients:

- Individuals
- Corporations and other private businesses
- State or municipal government entities
- Charitable organizations, such as foundations

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

### *Investment Strategies*

OIB does not manage client's assets and thus does not provide portfolio management services. We are strictly an advisory firm and as a result, the methods of analysis and investment strategies we use in formulating investment advice to clients is based on the specific needs, risk tolerance and objectives of each client. Based on the specific objectives of the clients and their opportunities and constraints, we provide the necessary consultation, strategies and insights to the appropriate investment and capital solutions. The client may change these objectives at any time.

### *Risk of Loss*

As with any solutions, there are customary and (sometimes industry or location specific) tax, legal, compliance, culture and political risks that usually must be part of the analysis for a transaction or project which we advise on. In such events, since we do not provide certain specialized services and so we advise that our clients work with their respective political, legal, tax and other specialized advisors. We often work together with such specialists as requested by the clients to ensure that our clients receive comprehensive appropriate support.

Of the advisory analysis include fundamental assessments involving market risk, political and legislative risk, business risk, and financial risk.

Market Risk. Part of our advisory recommendations may result in certain clients wishing to work with broker dealers and invest in certain securities like stocks and bonds as an option to raise capital. In these investments, clients should be aware that the value of a stock, bond or other security may be impacted by market conditions.

Political and Legislative Risks. Businesses face a complex set of laws and circumstances in each country in which they operate. We suggest that our clients obtain necessary legal and compliance expertise to ensure that the political and legal environment does not produce unintended consequences to their businesses and operations.

Business Risk These are typically industry risks. There is no guarantee that the investment business within that industry will produce the intended investment results. We want our clients to

understand that certain industry markets may not respond as anticipated even after our thorough assessments and analysis of the proposed transaction.

Financial Risk. As with every business, solid and effective financial management strategies are import for business' profits and viability. So in making decisions about investments, clients should consider its financial constraints and opportunities.

## **Item 9: Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of OIB or the integrity of OIB's management. OIB has no disciplinary events to report.

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

OIB is an investment banking firm that provides as part of its services, financial and investment advice. OIB also assist clients in secure financing and investments for their business(es) and/or business transactions. .

OIB is not pending any registration as a US broker-dealer. In addition, OIB is not and does not have a related company that is a:

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end
- investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- futures commission merchant, commodity pool operator, or commodity trading advisor
- banking or thrift institution
- accountant or accounting firm
- insurance company or agency
- pension consultant
- real estate broker or dealer
- sponsor or syndicator of limited partnerships.

### *Affiliation with Law Firm and Possible Conflict of Interest*

OIB does have an affiliation with a related person who is a law firm. Roselene Alexis, one of the owners of OIB, is the managing partner at Efikas Law. Efikas Law routinely offers necessary legal expertise to OIB's clients. This is possibly a conflict of because Roselene Alexis has a



financial stake in OIB and she also has a financial stake in Efikas Law, a law firm which OIB often uses for legal services.

This conflict is always disclosed to OIB clients and we always give our clients a choice to go with another law firm. If the clients so choose to work with Efikas Law after disclosure, OIB put certain measures in place to ensure that the conflict is properly resolved in accordance with all applicable ABA's rules of professional conduct, and that the clients' best interest are protected and is not negatively impaired due to this conflict.

In such situations, both Efikas Law and OIB make sure that such resolution adheres to clearly established rules and expectations, including:

1. **First**, clearly identify the client or clients and determine whether a conflict of interest exists. Here OIB will disclose to clients or potential clients that Roselene Alexis is co-owner of OIB and is also the owner of Efikas Law. A conflict may exist if the OIB clients or potential clients would be recommended to Efikas Law for legal services.
2. **Second**, decide whether the representation may be undertaken despite the existence of a conflict, i.e., whether the conflict is consentable.
3. **Thirdly**, after all assessments as articulated in sections 1 and 2 immediately above, OIB will offer the clients affected an opportunity to review and assess the conflict, discuss such with their independent counsel. Here, we would want the clients or potential clients to independently determine whether or not to use Efikas Law for legal services or choose another legal provider. We give the clients any reasonable and requested timeframe to make such assessment.
4. **Finally**, if the clients or potential clients:
  - a. elects to use another law firm, then there's no longer a conflict and OIB will continue to provide the clients the agreed advisory services and work with such other unaffiliated law firm as chosen by client.
  - b. elects to use Efikas Law for the required legal services, then both OIB and Efikas Law will obtain the clients or potential clients informed consent in writing. In addition, Roselene Alexis only active involvement with OIB on such projects and transactions would be limited strictly through Efikas Law as legal counsel whereby the clients would become a client of Efikas Law for the scope of work as articulated in the applicable retainer agreement between such client and Efikas Law. At such point, Efikas Law would owe such client the upmost duty of loyalty and fiduciary obligation to act in their best interest. Efikas Law and OIB have no contractual relationship as to such clients. Roselene Alexis is not a financial advisor and therefore never gives financial advice and so would not work on the client's transaction as a representative of OIB and therefore, will never bill the client as such. Efikas Law would manage such relationship with the clients in arm's length manner, ensure the clients receive fair and reasonable terms as it does with all other clients.

*Affiliation with Investment Adviser or Financial Planner*

Ornate Investment Managers LLC is a registered portfolio and asset management advisor owned 100% by one of OIB's owners, Percy Kandukira. OIB does not offer portfolio management services and therefore OIB will never use the services of Ornate Investment Managers LLC. Therefore, there's no conflict.

OIB does not receive compensation directly or indirectly from other client Efikas Law, Ornate Investment Managers or any other advisors that create a material conflict of interest.

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

### *Code of Ethics*

We have adopted a code of ethics of the CFA Institute Code of Ethics and Standards of Professional Conduct and other customary and industry specific standards and expectations ("Code") which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

A copy of our Code is available to our clients and prospective clients, which they may request a copy by email at [corporate@ornateinvestmentbanking.com](mailto:corporate@ornateinvestmentbanking.com), or by calling us at +447 537 151 775.

Pursuant to our Code, OIB and its personnel must:

- act with integrity, competence, diligence, respect and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.
- place the integrity of the investment profession and the interests of clients above own personal interests.
- use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession.
- promote the integrity and viability of the global capital markets for the ultimate benefit of society.
- maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

In addition, OIB owes a duty of loyalty, fairness and good faith towards its clients, and an obligation to adhere to the specific provisions of the Code. The Code also provides for standards of independence and objectivity, standard of due diligence and reasonableness, oversight, enforcement and recordkeeping standards and further includes our policy prohibiting the use of material non-public information.

*Participation or Interest in Client Transactions*

OIB and its employees do not recommend securities to clients in which it has a material financial interest. Employees of OIB are required to avoid conflicts of interest with respect to the buying and selling of any securities that are also held by the client if such securities were received by OIB.

**Item 12: Brokerage Practices**

OIB does not have any affiliation with product sales firms and does not recommend brokers.

**Item 13: Review of Accounts**

OIB does not offer portfolio management services and therefore it does not do account reviews.

**Item 14: Client Referrals and Other Compensation**

OIB does not directly or indirectly compensate any third party for client referrals.

The only compensation received by OIB are the fees are hourly or fixed fees as articulated above. OIB does not receive any other forms of compensation in connection to providing investment advice.

**Item 15: Custody**

OIB does not offer portfolio management services. OIB has no custodial authority for any client's accounts, therefore OIB does not maintain custody of any client funds or securities.

**Item 16: Investment Discretion**

OIB does not accept discretionary authority to manage securities accounts on behalf of clients.

**Item 17: Voting Client Securities**

OIB does not offer portfolio management services, and therefore does not keep custody nor vote client securities.

### **Item 18: Financial Information**

OIB does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. OIB does not have any financial commitments that may impair its ability to meet contractual and/or fiduciary obligations to its clients. OIB has not been the subject of a bankruptcy proceeding.