

Five Keys Capital Advisors Inc. Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Five Keys Capital Advisors Inc. (“Five Keys” or the “Company”). If you have any questions about the contents of this brochure, please contact us at (214) 559-9600. 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 Five Keys is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Five Key's most recent update to Part 2 of Form ADV was made in March 2023. Since the brochure filed in March of 2022 there have not been any material changes.

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Advisory Business

Five Keys provides discretionary investment advisory services to pooled investment vehicles, typically in the legal form of a limited partnership (a “Fund” or “Funds”), as well as separately managed accounts. Separately managed accounts and the Funds are herein referred to collectively as “clients.” In providing such services, Five Keys directs and manages the investments based on the objectives identified in each respective Fund’s offering documents or the clients’ advisory agreements.

Effective January 1, 2021, Keith Kennedy, Mathew Kennedy and Edward Sullivan purchased the Company from TC Capital, Inc. (owned by The Estate of John F. Eulich). As of December 31, 2022, the Company managed \$179.8 million on a discretionary basis on behalf of approximately 28 clients.

Fees and Compensation

Five Keys receives compensation based on a percentage of assets under management and a percentage of capital committed to a Fund where applicable. Each Fund managed by Five Keys may have a different fee structure therefore it is imperative that investors thoroughly read and understand the Fund’s offering documents, which generally contain discussions of direct and indirect fees paid by investors.

Fees for separately managed accounts range between 0.15% and 2% per annum. Fees are negotiable based on the size of the account relationship and the strategy employed. Many of Five Keys’ separately managed accounts participate in fixed income strategies. Five Keys typically implements its fixed income investment strategy by utilizing corporate, municipal and/or sovereign bonds, however the strategy may also include US Treasury securities and other securities that routinely pay dividends such as preferred stock, master limited partnerships, real estate investment trusts, structured products and other similar securities that are not considered traditional bonds. Five Keys’ fixed income accounts may also invest in ETFs and derivatives that provide exposure to fixed income securities. Although some of these securities may pay dividends or interest and are generally considered fixed income securities, their market prices may fluctuate similar to equity investments.

The majority of Funds managed by Five Keys may invest in other pooled investment vehicles, hedge funds or private equity funds (“underlying funds”). Many of the Funds are organized as Fund of Funds structures. The Fund of Funds and the underlying funds (i) pay their respective General Partners and investment advisers or managers fees and (ii) bear certain costs and expenses. Such fees are expected to materially reduce the actual performance returns experienced by investors in the Five Keys Fund of Funds. Each investor in the Fund of Funds will pay, in effect, two sets of fees. One set of fees indirectly through the Fund of Funds and another set of indirect fees to the manager of the underlying funds. Most of the Fund of Funds and underlying fund manager’s fees and expenses will be paid regardless of whether the Fund of Funds or underlying fund produce a positive investment return. If the underlying funds do not produce a significant positive investment return, these fees and expenses could reduce the amount recovered by an investor to less than the amount contributed. In certain cases, underlying funds may invest in other pooled investment vehicles. In such cases, the investor will indirectly pay multiple management fees to the managers of each tier of funds held by the Five Keys Fund of Funds.

Clients whose accounts are invested in ETFs or other registered investment companies will, in addition to the fees paid to Five Keys, pay their share of the ETF’s and/or investment company’s expenses. Fees for

most separately managed accounts are debited from the client's account quarterly, in arrears. Fees for Funds are paid quarterly in arrears.

Five Keys reserves the right to negotiate or waive fees for certain investors. Pursuant to a Fund's investment advisory agreement or operating agreements, fees are generally debited directly from the Fund's brokerage/custodial account.

The Funds are exempt from registering with the US Securities Exchange Commission as investment companies under Rule 3(c)-1 and/or 3(c)-7 of the Investment Company Act. As a result, investment in the Funds is limited to investors meeting the financial requirements of Rule 205-3 under the Advisers Act of 1940 and the definition of "Accredited Investor" or "Qualified Purchaser" under the Investment Company Act of 1940.

The Transaction charges and/or commission rates charged by Schwab and Fidelity are generally considered discounted from customary retail transaction charges and commission rates. However, the commission and/or transaction fees charged by Schwab and Fidelity may be higher or lower than those charged by other broker-dealers. In certain instances, individual fixed income transactions may occur through broker-dealers with whom Five Keys and/or the client have entered into prime brokerage clearing arrangements. In such event, the client may incur two separate transaction fees; one from the executing broker-dealer and the other from the account custodian.

Types of Clients

Five Keys provides discretionary investment advisory services to pooled investment vehicles, sophisticated companies, and a select number of high net worth individuals. Each Fund client may have different minimum investment amounts. The Funds customarily do not accept investments of less than \$500,000. However, Five Keys has discretion to accept smaller amounts. The minimum account size of separately managed accounts is \$500,000. However, Five Keys may accept smaller amounts.

Methods of Analysis, Investment Strategies and Risk of Loss

Five Keys may from time to time offer advice with respect to investments in partnerships which invest in equity securities, warrants, debt instruments, option contracts, futures contracts, direct investment in real estate or operating companies. Such partnerships may focus on investments in countries outside the United States.

Five Keys' investment professionals continuously monitor global, national and regional economic factors to formulate macroeconomic investment views. Five Keys attempts to identify asset classes or investment strategies that have potential for positive returns within the time horizon and risk tolerances established for a client. The Company sources unaffiliated managers that specialize in an asset class or investment strategy. Managers are identified through a network of industry contacts, financial intermediaries and existing relationships. Prior to committing capital to an unaffiliated manager on behalf of a client, Five Keys may conduct formal and/or informal due diligence on the unaffiliated manager. Due diligence may include but is not limited to proprietary analysis of the unaffiliated manager's investment strategy, review of the manager's trading patterns, review of operational and investment personnel's experience and reputation, fees and/or structure of the manager's products.

Five Keys utilizes margin to attempt to enhance the potential return of certain client accounts. Use of margin is in accordance with the client agreement and Fund offering documents. Securities held in margin accounts are subject to margin calls and forced sales.

The Company sells securities short in implementing some of its trading strategies. Securities sold short must later be replaced or offset by market purchases and therefore any appreciation in the market price of these securities over the price at which they were sold short results in a loss. In the case of short sales of securities in which the Clients do not hold a long position, Five Keys may prematurely be forced to close out a short position if a counterparty demands the return of such borrowed securities. There can be no assurance that the securities necessary to cover a short position will be available for purchase.

Five Keys may purchase shares of initial public offerings (“IPOs”) for eligible client accounts. The Company’s policy is to, subject to the clients’ investment objectives, allocate IPOs to eligible client accounts pro-rata, based on the accounts’ assets at the time of the allocation and subject to rounding the allocated shares. Any deviations from Five Keys’ IPO allocation policy are fully documented and maintained in writing. The Company’s related persons indirectly benefit from profits realized from IPOs due to their ownership interest in funds that receive allocations of IPO shares. The eligible accounts that receive IPOs could be construed as benefiting from the allocation of IPO shares in part due to the commissions and other revenue generated from trading in all advisory accounts. Broker/dealers’ receipt of increased trading revenues may garner more favorable allocations of IPO shares to Five Keys.

Disciplinary Information

Five Keys and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client’s evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Matthew Kennedy, Five Keys’ Chief Compliance Officer, is a partner in the law firm of Kennedy Legal Firm PLLC (“Kennedy Legal”), which acts as counsel to Five Keys and the Funds. All services provided by Kennedy Legal are charged to the entity receiving such services. The Funds do not bear any portion of the amount charged by Kennedy Legal for Mr. Kennedy’s services as Chief Compliance Officer. Separately, Mr. Kennedy also provides legal services to the Funds and Five Keys as a partner at Kennedy Legal. Kennedy Legal bills the Funds and Five Keys, as applicable, for Mr. Kennedy’s legal services. In addition, Mr. Kennedy is a principal of Five Keys US LLC (“FKUS”). FKUS is a separately owned company specializing in tax, accounting and estate planning.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

On occasion Five Keys may recommend that the Funds invest in interests of other Funds managed by Five Keys. In these instances, Five Keys typically waives the management fee for one of the Funds so that Five Keys' fees are not charged twice on the same assets.

Due to participation in the investment industry by related parties of Five Keys, it is anticipated that from time to time an investment product in which a related party has some financial interest will be offered by Five Keys to advisory clients as an investment opportunity. In these instances, Five Keys will comply with its obligations of best execution, fair investment allocation, full disclosure and other applicable rules.

Five Keys and its employees may from time to time transact in securities also recommended for client accounts. All such transactions are subject to Five Keys' "Trading Procedures" and are closely monitored to ensure that no personal investment activities conflict with clients' interests.

Five Keys maintains a code of ethics that addresses conflicts of interest in related party transactions.

Five Keys' Code of Ethics requires, among other things, that Employees:

- Act in an ethical manner with the public, clients, prospective clients;
- Place the interests of clients above one's own personal interests;
- Attempt to avoid or fully disclose any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Comply with applicable provisions of the federal securities laws

A copy of the code of ethics is available upon request.

On occasion Five Keys or its related parties may buy or sell the same security for its proprietary accounts or other managed accounts that it recommends to clients. Five Keys' proprietary transactions are conducted in accordance with the Five Keys' Code of Ethics to ensure that no Fund or client is disadvantaged by such trading.

Brokerage Practices

Although Five Keys seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission available or equivalent. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

Transactions for fixed income securities are typically completed through broker dealers acting in a principal capacity. Five Keys' decision to purchase or sell securities through such brokers is based on a number of overall factors, including but not limited to, best overall price, timeliness of the transaction, risk and reputation of the counterparty, among other factors.

Five Keys does not intend to seek lower brokerage commissions to the extent that doing so may detract from its receiving of valuable brokerage and research services. The commissions or equivalents paid to any one broker-dealer may be greater than the amount charged by another firm for executing the same transactions if Five Keys determines in good faith that the amount of commissions charged by a broker-dealer are reasonable in relation to the value of the brokerage and research services provided.

Five Keys' allocation procedures seek to allocate investment opportunities among clients in a fair and equitable manner, taking into account clients' best interests. Five Keys will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any one client or group of clients. Five Keys will manage or advise numerous advisory accounts that may have investment objectives that are identical or substantially similar to other accounts. It is not anticipated that accounts having identical or substantially similar investment objectives will have identical or substantially similar investment portfolios. Differing investment portfolios can be expected to result from several factors including, without limitation, regulatory constraints that apply to certain accounts but not to others; investment constraints imposed by Funds or separate account owner; and the amount of cash available for investment at various times. As a result of such factors, among others, accounts may experience different performance results from other accounts even though such accounts have identical or substantially similar investment objectives. There may be circumstances that warrant one account to sell a security, while another account purchases the same security, on the same day.

The allocation of securities across client accounts will be based on various factors including: account size, diversification, cash availability, and, where appropriate, the value of having a round lot in the portfolio. In the event an order is partially filled, the allocation shall be made in the best interests of all the clients participating in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, each client's liquidity needs, and previous allocations.

Five Keys will accept direction from clients or agree to limitations with respect to the Company's brokerage discretion as to which broker or brokers is/are to be used and what commissions are to be paid. Any such direction or limitation must be in writing. Clients which, in whole or in part, direct the Company

to use a particular broker to execute transactions for their accounts should be aware that, in so doing, they may adversely affect the Company's ability to, among other things, obtain best price and execution, and the cost of the transaction may be greater. Clients that direct their brokerage should also be aware that Company will generally place such trades after the completion of trades for clients that do not direct their brokerage.

In seeking best execution for portfolio transactions on behalf of its clients, Five Keys from time to time may instruct the broker dealer that executes a transaction to allocate, or "step out" a portion of such transaction to another broker dealer. The broker dealer to which Five Keys has stepped out would then settle and complete the designated portion of the transaction, and the executing broker would settle and complete the remaining portion of the transaction that has not been "stepped out." Each broker dealer receives a commission or brokerage fee with respect to that portion of the transaction that it settles and completes. Certain directed brokers are unable to accommodate step out trades.

Review of Accounts

All accounts are reviewed periodically as necessary to evaluate investment strategy in light of investment objectives of the Fund or account. Portfolio reviews are routinely conducted by the manager of the Fund or adviser assigned to the separately managed account.

Fund Investors are generally provided with quarterly reports discussing the holdings of the Fund. When available, reports may discuss realized gains and losses of the portfolio. Such reports may be supplemented by management's discussions regarding the portfolio. In addition, on an annual basis, investors are furnished audited financial statements of the Funds.

Similarly, separate account owners receive monthly statements from their respective custodians.

Client Referrals and Other Compensation

On occasion Five Keys may in certain instances, receive or have access to research provided by brokerage houses where trades are executed. Although Five Keys has not entered into any soft dollar arrangements, such access may be considered "soft dollars". Five Keys understands that all institutional money managers receive the same access to this research.

Five Keys may compensate certain third parties and affiliates for referring investors to the Funds, or for separately managed accounts. Compensation shall only be paid to individuals who are appropriately licensed as registered representatives of a broker-dealer.

Custody

It is Five Key's intent that Client assets be held by unaffiliated broker/dealers or banks. Limited partners of a Fund will not receive statements from the custodian. Instead the Fund is subject to an annual audit and the audited financial statements are distributed to each limited partner. The audited financial statements will be prepared in accordance with generally accepted accounting principals and distributed within 120 days of the Fund's fiscal year end, or 180 days in the instance the Fund is invested in underlying private funds.

Investment Discretion

Five Keys is authorized to make the following determinations in accordance with Funds' and separately managed accounts' objectives and restrictions without obtaining prior consent: (i) which securities or instruments to buy or sell; (ii) the total amount of securities or instruments to buy or sell; (iii) the executing broker or dealer for a transaction; and (iv) the commission rates or commission equivalents paid for transactions.

Voting Client Securities

It is Five Keys' policy to not vote proxies on behalf of the Funds or separately managed accounts for equities. Any proxies or other corporate actions received for clients' equity securities will be promptly forwarded to the clients' address of record. For fixed income securities with respect to tender offers and corporate actions Five Keys will evaluate and direct the trustee/custodian to pursue the option which it believes results in the best outcome / value received for the client.

Underlying fund managers will be responsible for voting proxies on clients' behalf. However, in the unlikely event that Five Keys is required to vote proxies or other similar issues from the underlying funds, Five Keys shall vote in the best interest of clients and fund investors, and in the interest of maximizing shareholder value. If required, Five Keys will vote in a way that it believes, consistent with its fiduciary duty, will cause the issue to increase the most or decline the least in value. Five Keys shall ensure that proxies are submitted promptly and properly. For a copy of Five Keys' proxy voting policy and record of votes please contact Five Keys' Chief Compliance Officer at the address or telephone number listed on the first page of this document.

Financial Information

Five Keys is not aware of any financial condition that is expected to affect its ability to manage client accounts.