

**Form ADV Part 2A, Firm Brochure**

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Stanhope Capital, LLP

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**This brochure provides information about the qualifications and business practices of Stanhope Capital, LLP. If you have any questions about the contents of this brochure, please contact us at 44 207-725-1800 and/or [legal&compliance@stanhopecapital.com](mailto:legal&compliance@stanhopecapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Stanhope Capital, LLP is registered as an investment adviser with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that enables you to determine whether to hire or retain an adviser.**

**Additional information about Stanhope Capital, LLP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

March 23, 2023

**ITEM 2 – MATERIAL CHANGES**

There are no material changes to disclose since the last Brochure filed in March 2021.

Additional information about Stanhope is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Pursuant to SEC rules, we will provide you with a summary of any material changes to this and subsequent Brochures within 120 days of the close of the Adviser's fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, this Brochure may be requested by contacting Danny Brower, Chief Compliance Officer of Stanhope at 44 (0)20 7725 1800 or via email at [dbrower@stanhopecapital.com](mailto:dbrower@stanhopecapital.com).

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## ITEM 4 – ADVISORY BUSINESS

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**Introductory Note:** Because Stanhope is organized outside the United States and does not provide investment advisory services from any U.S. location, the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and the regulations promulgated thereunder only apply to Stanhope’s activities with current prospective U.S. clients. Stanhope is not required to comply with the Advisers Act with respect to any of its activities that occur outside the U.S. and which do not concern U.S. clients or prospective clients.

### Principal Owners

Stanhope Capital, LLP, a limited liability partnership incorporated in England and Wales (“Stanhope,” “Adviser,” the “Firm,” or “We”), was founded in 2004 and offers investment management services to sophisticated high net worth investors, charities and endowments with respect to wealth management, consulting, alternative investments and merchant banking. Our services are offered to our clients (“Clients”) on an advisory and discretionary basis directly through separate accounts and privately-offered pooled investment vehicles (“Fund” or “Funds”).

Daniel Pinto, the Firm’s Founder, Chief Executive & Chairman of the Board owns more than 25% of the Firm.

### Types of Advisory Services

Stanhope provides discretionary and non-discretionary investment advisory services across a broad range of asset classes and investments to ultra-high net worth and high net worth individuals, their families, family offices and entities such as trusts, estates, endowments and foundations, as well as pension, profit sharing and other retirement plans, charitable organizations, corporations and other businesses. We specialize in providing the following advisory services:

#### Wealth Management

##### 1. Discretionary/Advisory Asset Management

Stanhope’s wealth management team provides discretionary and advisory services with an objective to protect and increase the wealth of Clients by seeking risk-adjusted returns. We work with our Clients either on a discretionary or advisory basis. Stanhope operates its wealth management advisory business with a clearly articulated investment philosophy focusing on (i) central asset allocation: long-term strategic and short-term tactical moves; (ii) open architecture: using a combination of funds and direct investments; and (iii) an emphasis on risk management.

##### 2. Family Office Solutions

When Clients have multiple investment relationships and want to have a full overview of their assets, benchmark their various managers and also keep track of risks, Stanhope provides the following services to family offices:

- Overall risk management
- Overall currency management
- Consolidation and reporting of externally managed portfolios
- Selection and monitoring of custodians, banks and brokers

- Fee negotiation with third party providers
- Negotiation and collection of rebates on behalf of clients
- Liaison and coordination with tax and estate planning advisers
- Management of day-to-day administrative tasks on behalf of clients
- Succession planning
- Sourcing and arranging credit facilities

### **Consulting:**

Stanhope provides consulting services to charities, non-profit organizations and wealthy families seeking advice on asset allocation, manager selection or the supervision of existing portfolios.

### **Alternative Investments:**

Stanhope's Private Investments team enables its Clients to have access to private equity, real estate and private credit investments through a range of access vehicles and Funds (some of which are directly managed by Stanhope Capital).

Through the access vehicles, Clients are able to invest with some of the world's best known funds which often have high minimum thresholds. The access vehicles are diversified by strategy and region.

Stanhope also structures and manages Funds covering niche strategies in areas such as development capital, buy-outs and direct real estate, *e.g.* the Stanhope Entrepreneurs Fund (SEF) and the German Real Estate Fund (GREF).

### **Merchant Banking:**

Stanhope's Merchant Banking team provides corporate finance advice on mergers, acquisitions, disposals, restructurings and capital raising – debt and equity. Merchant Banking Clients are generally prominent entrepreneurs, family-owned businesses, private and public corporations seeking an independent approach to implement their strategic plans.

Stanhope generally seeks to achieve the investment objectives of a Fund by managing and executing investment strategies on its own.

### **Investment Restrictions**

The investment objectives and the investment strategies of each Fund managed by Stanhope are described in detail in the Fund's offering and subscription documents or investment management agreement.

Separate account management is guided by the stated objectives of the Client (*i.e.*, capital preservation, income, growth, etc.). Client investment objectives are identified by assessing the Client's risk tolerance based upon various criteria like need for cash flow, investment goals and the like. These objectives are then typically documented via the investment guidelines contained within an investment management agreement. When a Client grants the Adviser investment discretion, Stanhope is authorized to invest, sell, and reinvest proceeds in the Client's account without obtaining the Client's prior confirmation of any proposed action. Stanhope will manage

the account in accordance with the investment guidelines and/or restrictions that have been provided by the Client.

Stanhope provides investment advice to Funds. Information about a Fund's investment objective and strategies, fees and expenses, and other material information may be found in the Fund's private placement memorandum.

**Wrap Fee Programs**

Stanhope does not participate in wrap programs.

**Assets Under Management**

As of March 23, 2023, Stanhope's regulatory assets under management were \$11,115,021,910\$with \$3,345,467,703managed on a discretionary basis and \$7,769,554,207\$managed on a non-discretionary basis.

## **ITEM 5 - FEES AND COMPENSATION**

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### **Fee Schedules**

Clients pay a fee based upon the percentage of assets under management at fixed annual rates depending on the amount of assets to be managed and subject to the exact services required. The compensation method is explained and agreed with the Client in advance before any services are rendered. Management fees may be billed monthly or quarterly in arrears pursuant to the written investment management agreement.

Fees for our Funds depend upon the vehicle and strategy. Funds typically pay a management fee based upon the percentage of assets under management at fixed annual rates depending upon the strategy of the privately offered vehicle.

Performance fees, if any, generally will be a percentage rate of the net realized and unrealized profits (the "Performance Fee"). In certain cases, the Performance Fee may be charged after restoration of any losses carried forward from prior years and, in certain cases, after achieving a threshold annual return on invested capital at varying rates. Performance Fees generally will be billed after the close of a performance period.

### **Deduction of Fees**

Clients typically are billed monthly for fees incurred, either directly or through their custodian. For our Funds, fees are typically deducted quarterly in arrears from a Fund's account.

### **Other Fees and Expenses**

Stanhope does not charge additional types of fees or expenses for separate account Clients. Funds also pay their own fund-level expenses (e.g., fund administration, audit, tax and legal) in connection with operating the Fund.

All Clients and Funds incur brokerage and other transaction costs; see "Brokerage Practices."

### **Prepaid Fees**

Normally, Clients do not prepay fees. If Clients are billed in advance, it is ordinarily a retainer which would be lost.

### **Compensation for the Sale of Securities**

Neither Stanhope nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

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Stanhope manages some separate accounts and Funds that charge performance fees or asset-based fees as well as performance fees.

Stanhope has adopted Trading and Trade Allocation policies that govern the treatment of Funds with different fee structures and the potential conflicts of interest that these fee structures might present. All Stanhope employees must adhere to these trading and trade allocation policies and all employee policies and procedures in place at the Adviser. As a general rule, trades from similar strategies are allocated to our various Clients or Funds pro rata based on assets under management. The intent of this policy is that assets cannot be allocated on a preferential basis to any one account. It is possible for the allocation policy to be applied differently in instances where one Client or Fund has a higher cash position as compared to other Clients or Funds using a similar strategy due to, among other reasons, account funding.

Potential conflicts of interest may arise with the allocation of limited investment opportunities to the extent that we may have an incentive to allocate investments that are more likely to generate excess distributions but that are also more risky or are expected to increase in value to preferred accounts, including accounts with higher fee structures.

To avoid actual and potential conflicts of interest regarding performance based fees, we have adopted policies and procedures designed to address and mitigate such conflicts. We regularly review all allocation decisions to determine their consistency with our policies and procedures. All investment decisions are also subject to periodic review by our compliance team. The compensation arrangements referred to in this section present potential conflicts when our interests may not be (or may be perceived not to be) aligned with the best interests of one or all of our Clients. Possible examples of improper activity include: making inappropriate recommendations of investments to certain accounts because we hope the Client will invest additional assets; allocating opportunities to Client accounts that have been underperforming in an investment strategy; disproportionately allocating investment opportunities in a way that favors Client accounts that pay us or an affiliated a performance or incentive fee; or reluctance on our part to mark down fair valued/illiquid securities to avoid a decline in performance.



## **ITEM 7 - TYPES OF CLIENTS**

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We provide investment advice to open-end and closed-end investment Funds including long-only funds, hedge funds, private equity funds and exchange-traded funds (each, a “Fund” and, collectively, the “Funds”). We also provide investment advice to Clients in the form of a consulting arrangement, separately managed account or similar structure. These other types of Clients may include, among others:

- Charitable Organizations
- High Net Worth Individuals
- High Net Worth Families
- Trusts

The Funds may be organized as U.S. or non-U.S. entities, and are operated as investment pools exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”).

### ***Conditions for Managing Accounts - Account Size***

We may provide advisory services to certain Clients through separate accounts with investment strategies that are similar to the strategies of our Funds. Characteristics of certain asset classes may require a minimum account size for Clients with separately managed accounts. Exceptions are made at our discretion.

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

### **General Description**

Our approach to asset class monitoring and asset allocation hinges on two factors: first, an understanding of the long term characteristics and performance patterns of different asset classes; and second, a carefully researched opinion about where notable opportunities and risks exist in the shorter term and current markets. Different asset classes are sensitive to different economic, fundamental and policy risks.

We forecast long-term expected returns and volatility for each asset class and their likely correlations to each other based on long-term historical returns. The forecasts are grounded in our detailed knowledge of the historic volatility and performance of each asset class and our long term forecasts for the next 10-15 years. The Firm's Investment Committee periodically reviews our assumptions. We incorporate our forecast return, volatility and correlation assumptions into a simple mean-variance model to assist in the construction of portfolios to meet each Client's risk/return objectives.

We then form the basis of our long term strategic position for a Client. Monitoring risk in this way allows us to rebalance portfolios on an ongoing basis so that the mix of exposure does not deliver an unacceptable level of volatility.

Our investment outlook is international, diversified across asset classes and geographies. We view this as essential and seek to achieve broad diversification. We believe that diversification is the cornerstone of achieving good risk-adjusted returns over the long term. Typically the equity exposure is around 30% in the US and 30% in Europe with Asia (including Japan) and Emerging Markets making up the balance.

Depending on Client risk profile, some asset classes such as private equity may be excluded. We avoid over-concentration to any one asset class or geography with strict guidelines for position sizing.

### **Model Portfolios**

We manage model portfolios that provide a guide to the suitable allocation for a stylized Client. In order to formulate a strategic asset allocation for a new Client, it is important that we know both a Client's needs and risk tolerance, as well as the potential risks and returns of available investments. The way we come to understand a Client's needs and risk tolerance depends on the Client and the involvement of external advisers. We will sometimes use a questionnaire to aid our assessment. Income needs, liquidity requirements and a Client's attitude to different types of investment are all considerations. The conclusion of this process for each Client will be an agreed strategy including any investment restrictions and a long term benchmark. Benchmarks are normally 'inflation plus targets' with a risk target defined in terms of volatility. We may also agree asset allocation ranges for each asset class with maximum and minimum exposure levels, a shorter term composite benchmark, a reporting schedule and investment timetable.

As part of these initial discussions we will also agree on a currency strategy.

Our primary task with each mandate is to establish a clear understanding of the aims, objectives and risk profile of the Client. Understanding this allows us to adapt our investment models to suit the requirements of each mandate.

### **Tactical asset allocation and implementation**

The goal of tactical asset allocation is to emphasize asset classes with prospects for higher returns and lower risks based on financial and macroeconomic cycles and relative valuations. Our tactical asset allocation process is formalized in the weekly partners' meetings, at which we review various tactical drivers as well as fund selection issues. Details of our investment process and research team are covered in a separate document as is the process adopted by the due diligence team.

We carry out regular 'look through' analyses of our Funds in order to assess overall geographic and industry sector exposure. Having carried out this analysis we may take action to reduce or increase a sector exposure from time to time when we wish to overweight or underweight a particular region.

Transactions are normally decided on and implemented in the following way:

- Stage 1 Fund or strategy analysis undertaken by research team
- Stage 2 Approval at pre-tactical meeting consisting of the research team and investment partners
- Stage 3 Approval by partners at weekly tactical meeting
- Stage 4 The client managers are advised of the partners' decisions
- Stage 5 Client advisors instruct and authorize transactions for their Clients
- Stage 6 A second authorization is required for each trade
- Stage 7 Custodians are contacted to ensure they received all instructions
- Stage 8 Portfolios are updated to reflect the transactions
- Stage 9 Contract notes are received from custodians and checked against our records

The partner and client manager typically review weekly valuations which include an analysis of the currency exposure, the geographic weightings within the equity element and a market/economic sensitivity analysis. In this report, any positions above our normal maximum weightings are also highlighted. We also monitor the returns and volatility of portfolios monthly.

### **Transition management**

Stanhope manages portfolio transitions through a series of clear steps intended to manage market risk exposure and limit the amount of transaction and documentation 'traffic' as detailed below:

- Establish a custody account with a new custodian or clarify custody and trading conditions with the existing custodian
- Stanhope receive "know your client" (KYC) documents
- Stanhope's investment management agreement is signed and Stanhope signs a tripartite agreement with client and custodian, authorizing Stanhope to manage the account

Stanhope prepares a 'road map' identifying the investments that should be liquidated and the timing for reinvestment, taking into account the level of exposure appropriate to each asset class, market timing and position sizing.

If a new custodian is selected, Stanhope also prepares a plan for transferring the assets to the new custodian in an orderly manner which may involve the sale of some positions pre-transfer. Stanhope will undertake a reconciliation of the transfers between custodians.

We expect Stage 1 to be completed in 4 weeks, during which time the transition plan is consolidated. We are therefore prepared to take over management of a portfolio as soon as our appointment is confirmed.

### **Fund selection**

The team responsible for operational due diligence has to review all non-proprietary funds considered for the approved list and can veto the approval of any fund that does not pass the operational due diligence criteria, or require that the fund is only given qualified approval. Asset allocation changes need to be approved by a majority of partners. The majority of funds are also approved in the same manner although index tracking funds can be approved by the operational due diligence team without partner sign-off. Once a fund has been approved it may be allocated to Client portfolios in accordance with our tactical allocation views and the client's requirements. These decisions are documented in a weekly note produced by the head of portfolio management and cover over 95% of transactions we undertake.

Once we have selected a fund, we monitor its performance monthly and hold research meetings with managers at least every quarter. At these meetings, we typically get an update on any changes to the manager, review the recent performance and examine how the portfolio is currently positioned.

For a liquid portfolio, typically around 85% of a portfolio has daily liquidity whilst the remainder is usually monthly or quarterly. In addition, private equity and real estate will of course have no liquidity until the investments are realised.

With regard to hedge fund exposure, we normally select 75% of long short equity hedge funds with monthly liquidity or better, and 50% of other hedge funds with monthly liquidity or better.

### **Other investments**

For funds that have not passed our normal due diligence we may give it ***qualified approval***, meaning that it has not been through our full approval process or may have failed an element of our approval process. With investments subject to qualified approval the portfolio manager/partner should be extra vigilant to ensure it is suitable and in the best interests for the client portfolio they are considering. Qualified approval may be granted for a number of reasons, such as for funds with limited focus, visibility or track record, it is also appropriate for small recently started funds with limited resources or for ***non 'core'*** funds for a limited group of investors interested in a particular area or fund.

When investing directly in quoted equities or bonds, we do not undertake the same operational due diligence required for funds, but undertake secondary ad hoc research (typically, for direct equities we may base our recommendations on ideas taken from the top ten holdings of any of the managers we are invested with).

For ***qualified approval, and individual stock recommendations*** approval is normally delegated to two partners including at least one, but normally two, 'investment partners' rather than waiting to

approve them at our normal weekly Partners Meeting. Index tracking funds can be approved by the operational due diligence team without partner sign off.

Investments within the access vehicles involve the same investment and operational due diligence process as other funds. The decision as to whether to invest for the vehicles include the relevant head of the real estate, private equity and private credit teams as well as at least one, but normally two, of the Chief Investment Officer and the Chief Executive, both of whom sit on the allocation committee for these vehicles.

From time to time Clients instruct us to purchase a holding in their portfolios. For these holdings we will undertake the transaction on an execution only basis without undertaking any investment research. A client may also ask us to offer our views on a particular fund or idea. In these cases we may provide a summary view without undertaking our full investment or operational due diligence and may proceed with the investment on an advisory basis.

Merchant banking transactions are approved separately by the Merchant Banking Approval Committee.

### **Currency management**

Currency exposure is generally a key discussion with all Clients on an ongoing basis. Although we identify a 'base' currency for our Clients we normally advocate currency diversification. As a result, portfolios are not systematically hedged back to base currency but are rebalanced using FX forward contracts to provide base currency exposure in the 50 - 75% range. Rebalancing is an ongoing, dynamic process.

Generally the Client and their custodian will enter into the relevant Facility Letter / Security Agreements to allow for FX hedging. We do not usually use derivatives for investment purposes. This means that we only hedge currency exposure back to the base currency of the fund. Currency exposure is reviewed weekly, as part of the portfolio review.

We tend to restrict the maximum exposure to currency hedges in a portfolio in order to minimize the risk of significant changes in asset values and currency moves which can result in the currency hedging becoming disproportionate to the size of the portfolio. In this respect we are able to monitor the liquidity of the underlying positions and thereby ensure that the currency hedging timetable matches the liquidity of the portfolio.

### **Ongoing Monitoring**

In order to monitor risk with in portfolios we:

- Regularly review all portfolios individually
- Undertake look through analysis of the underlying currency exposure and regional geographic equity exposure
- Generate a current economic/ market risk sensitivity which is shown on the valuations we use on a daily basis to monitor portfolios
- Monitor the expected return and volatility of different asset classes
- Vary our forecasts of volatility for asset classes to reflect current market conditions and the underlying assets held

- Highlight any portfolio holding investment exceeding 5% of the value of a portfolio on our daily valuation tool

## **Dealing System**

We use a sophisticated computerised dealing system for modelling, deciding and placing trades. For every holding or potential holding we set a normal maximum investment limit which is included on this system and is shown next to any proposed investment when a trade is approved for a client.

The dealing system also highlights if a purchase is in excess of the available cash on an account.

## **Material Risks for Significant Investment Strategies and Securities**

Investment in any securities, including an investment in our Funds or separate accounts, involves significant risk. Each prospective investor should carefully consider the risk factors inherent in investing. Investors must be able to bear the economic risk of loss of value or loss of their investment.

While it is the intention of Stanhope to implement strategies which are designed to minimize potential losses suffered by its Clients, there can be no assurance that such strategies will be successful. The following is a discussion of certain material risks for Stanhope's significant investment strategies, but it does not purport to be a complete explanation of the risks involved in Stanhope's investment strategies. The particular risks associated with an investment in any of the Funds are discussed in their offering documents, such as the Funds' Private Placement Memoranda.

It is possible that a Client may lose a substantial proportion or all of its assets in connection with investment decisions made by Stanhope, and there is no guarantee that in any time period, particularly in the short term, a Client's portfolio will achieve appreciation in terms of capital growth or that a Client's investment objective will be met by Stanhope. The risks of investing in emerging markets as well as investing in non-U.S. securities are significant. In addition, Stanhope may invest, on behalf of its Clients, in lower-rated securities, distressed securities, derivatives and convertible securities, or engage in short-selling, which have inherent risks. A client's portfolio may also be subject to interest rate risks, sovereign debt risks and currency risks, which may adversely affect the value of a Client's portfolio. Clients, as well as investors in the Funds, must also pay attention to the risks discussed in the Funds' Private Placement Memoranda.

### *Legal, Tax and Regulatory Risks*

Legal, tax and regulatory developments may adversely affect a Fund or separately managed account during the term of the investment. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements, and regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to change by government and judicial actions. Changes in the regulation of private funds and their trading activities may adversely affect the ability of a Fund to pursue its investment strategy, its ability to obtain leverage and financing and the value of its investments. There has been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry in general. It is impossible to predict what, if any, changes in

laws and regulations may occur, but any laws and regulations that restrict the ability of a Fund or separately managed account to trade in securities or the ability to employ credit in its trading (as well as other regulatory changes that result) could have a material adverse impact on a Fund or separately managed account portfolio.

A Fund and Stanhope may also be subject to regulation in the jurisdictions in which they engage in business. Investors should understand that a Fund's business is dynamic and is expected to change over time. Therefore, a Fund may be subject to new or additional regulatory constraints in the future. The offering materials and any other documents received in connection with an investment cannot address or anticipate every possible current or future regulation that may affect the Fund, the Client or Stanhope's businesses. Such regulations may have a significant impact on the investors or the operations of the Fund or the Client's investment, including, without limitation, by restricting the types of investments the Fund may make, preventing the Fund, the Client or Stanhope from exercising its voting rights with regard to certain financial instruments and requiring a Fund to disclose the identities of its investors.

#### Portfolio Valuation

Valuations of a Client's separately managed account of a Fund's portfolio, which may affect the amount of the management fee and/or performance fee payable to us, are expected to involve uncertainties and discretionary determinations. Third-party pricing information may not be available regarding a significant portion of a Client's or Fund's investments in certain asset classes, and in some circumstances valuation models created by Stanhope may be relied upon in order to value the assets and calculate the account value of the Client account or the value of the Fund. Stanhope is not required to, and does not expect to receive, independent third party verification of these valuation models created by Stanhope, or of the valuations produced by these models. In addition, to the extent third-party pricing information is available, a disruption in the secondary markets for Client or Fund investments may limit the ability to obtain accurate market quotations for purposes of valuing investments and calculating the net asset value of a Client's, a Partnership's or a Fund's investments. Further, because of the overall size and concentrations in particular markets and maturities of positions that may be held by a Client or Fund from time to time, the liquidation values of a Client's or a Fund's securities and other investments may differ significantly from the interim valuations of these investments derived from the valuation methods described herein.

#### Absence of Regulatory Oversight

While a Fund may be considered similar in some ways to an investment company, it is not required and does not intend to register as such under the Investment Company Act and, accordingly, investors are not accorded the protections of the Investment Company Act. Similarly, separately managed accounts are not subject to the Investment Company Act.

#### Dependence on Key Personnel

The success of a Fund or Client's separately managed account may depend in substantial part on the skill and expertise of our personnel. There can be no assurance that skilled and experienced personnel will continue to be employed by Stanhope or associated with a Fund or separately managed account throughout the life of the Fund or account, as applicable. The loss of key personnel could have a material adverse effect on a Fund or account.

### Tax Treatment

There may be changes in tax laws or interpretations of such tax laws adverse to a Client's separately managed account, a Fund or its investors. There can be no assurance that the structure of a separately managed account or a Fund will be tax-efficient to any particular investor. Also, there can be no assurance that a Fund will have sufficient cash flow to permit it to make annual distributions in the amount necessary to permit investors to pay all tax liabilities resulting from their ownership of the Fund's interests. Prospective investors are urged to consult their tax own advisers with reference to their specific tax situations.

### Concentration/Performance Risk

Because each Fund or separately managed account may only make a limited number of investments, poor performance by a few of the investments could severely affect the total returns to Clients. Additionally, the performance of portfolio investments of other funds/accounts managed by Stanhope or its affiliates is not necessarily indicative of the results that will be achieved by a Fund or account.

### Foreign Investment Risk

The Funds may be organized and operated outside of the United States. Such investments involve risks not typically associated with investments in securities issued by U.S. companies. For instance, investments in non-U.S. businesses: (i) may require significant government approvals under corporate, securities, exchange control, non-U.S. investment and other similar laws and regulations; (ii) may require financing and structuring alternatives and exit strategies that differ substantially from those commonly used in the United States; and (iii) will expose the investing Fund to potential losses arising from changes in foreign currency exchange rates. All of the foregoing factors, and others, may increase transaction costs and adversely impact the value of a Client's or a separately managed account's investments in non-U.S. Portfolio Companies. To the extent a Fund or a Client's separately managed account invests in emerging market countries, those investments involve certain risks not typically associated with investments in the securities of companies in more developed markets, including the direct and indirect consequences of potential political, economic, social and diplomatic changes in those countries. The governments in those countries typically participate to a significant degree, through ownership interests or regulation, in local business, often exercising a controlling influence in certain key sectors of the economy. In emerging markets, these risks may be heightened.

In addition to the risks discussed above, an investment in a Fund may be subject to numerous additional risks, including, but not limited to:

### Counterparty Risk

Investments and investment transactions are subject to various counterparty risks. The counterparties to transactions in over-the-counter or "inter-dealer" markets are typically subject to lesser credit evaluation and regulatory oversight compared to members of "exchange-based" markets. This may increase the risk that a counterparty will not settle a transaction because of a credit or liquidity problem, thus causing a Client's account to suffer losses. In addition, in the case of a default, an investment could become subject to adverse market movements while replacement transactions are executed. Such counterparty risk is accentuated for investments with longer maturities or settlement dates where events may intervene to prevent settlement or where transactions are concentrated with a single or small group of counterparties. Further, on the



bankruptcy, insolvency, or liquidation of any counterparty, the investor may be deemed to be a general, unsecured creditor of such counterparty and could suffer a total loss with respect to any positions and/or transactions with such counterparty. In volatile markets, there is also a greater risk that counterparties may have their assets frozen or seized as a result of government intervention or regulation. We are not restricted from dealing with any particular counterparty or from concentrating any or all of a Client's transactions with one counterparty.

#### Foreign Currency Risk

Fluctuations in exchange rates may adversely affect the value of a Client account's foreign currency holdings and investments denominated in foreign currencies.

#### Market Risk

Returns from the securities in which a Client account invests may underperform returns from the general securities markets or other types of securities.

#### Non-diversification Risk

A Client's portfolio may be subject to wider fluctuations in value if it is non-diversified than if it was subject to broader diversification requirements.

For a complete discussion of a Fund's investment strategies and the principal investments risks of those strategies, please read carefully the Fund's offering materials and any other documents received.

For a complete discussion of a separately managed account's investment strategies and the principal investment risks of those strategies, please read carefully the Investment Management Agreement, any investment guidelines that accompany the Investment Management Agreement and any other documents received from us in connection with the account.

Stanhope does not recommend primarily a particular type of security. The material risks involved in Stanhope's general investment strategies are described above.

## **ITEM 9 - DISCIPLINARY INFORMATION**

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We are required to disclose all legal and disciplinary events relating to us or our personnel that are material to a prospective investor's evaluation of our advisory business or the integrity of our management.

There are not currently (nor have there been in the past) any legal and disciplinary events relating to us or our personnel that would be material to an investor's evaluation of our advisory business or the integrity of our management.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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### **Broker-Dealer Registration**

None of the of Adviser's management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

Pursuant to rules adopted under the Commodity Exchange Act ("CEA") by the Commodity Futures Trading Commission ("CFTC"), a Fund must either operate within certain guidelines and restrictions with respect to the Fund's use of futures, options on such futures, commodity options and certain swaps, or the Adviser will be subject to registration with the CFTC as a "commodity pool operator" ("CPO").

Consistent with the Commodity Futures Trading Commission ("CFTC") regulations, the Adviser has filed a notice of exclusion from the definition of the term Commodity Pool Operator under the Commodity Exchange Act pursuant to CFTC Rule 4.3(a)(3) with respect to the following Funds:

- Portman Square German Real Estate Fund I Sub Fund of Portman Square Private Funds SICAV SIF
- Portman Square UK Co. Investment Fund I Sub Fund of Portman Square Private Funds SICAV SIF
- Stanhope Entrepreneurs I Sub Fund of Portman Square Private Funds SICAV SIF

Therefore, the Funds are not subject to regulation as commodity pools under the CEA and the Adviser is not subject to registration or regulation as a CPO under the CEA with respect to the Funds. As a result, the Funds will be limited in their ability to use futures, options on such futures, commodity options and certain swaps. Complying with the limitations may restrict the investment managers' ability to implement the Funds' investment strategies and may adversely affect the Funds' performance.

### **Other Material Relationships**

Clients may invest in the Luxembourg Fund for which we serve as investment manager. Normally, a Client will be consulted before an investment is made in order to make the client aware of any risk.

### **Receipt of Compensation from Investment Advisers**

Stanhope does not recommend or select other investment advisers for our clients or retain compensation, either directly or indirectly, from other advisers.

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

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### **Code of Ethics**

Stanhope has adopted a Code of Ethics as part of its compliance policy. All Stanhope employees must adhere to the compliance policy and all employee policies and procedures in place at the Adviser. In short, at Stanhope we are committed to maintaining the highest legal and ethical standards in the conduct of our business. We have built our reputation on Client trust and confidence in our professional abilities and our integrity. As fiduciaries, we place our Clients' interests above our own. Meeting this commitment is the responsibility of our firm and each and every one of our employees.

A copy of our Code of Ethics, as well as our compliance and policy manuals, are available to any Client or prospective Client upon request.

### **Participation or Interest in Client Transactions, Recommendations, and Trading**

Principals, officers and employees of Stanhope and its related persons and affiliates are or may be investors in our Funds. As such, it is possible that Stanhope could cause an investor or Client to buy or sell securities in which the Adviser or one of its related persons has a financial interest. For example, Stanhope could recommend that a client or investor invest in a Fund for which Stanhope or an affiliate serves as investment manager, general partner, managing member or manager. Stanhope also could recommend that a Fund invest in a portfolio company in which another Fund previously has invested. Because the Stanhope Capital group will have a nominal ownership interest in both Funds, Stanhope could have a potential conflict of interest in making such a recommendation.

Stanhope has adopted a personal trading policy that governs employees' ability to trade securities, including when employees seek to trade the same securities as Clients are trading, at the same or at different times. Stanhope also has adopted a policy and procedures to prevent the misuse of material, inside information, both of which are designed to avoid conflicts of interest that may arise when Stanhope personnel and members of their family engage in securities transactions for their own account. All Stanhope employees must adhere to all compliance and other employee policies and procedures in place at the Adviser.

## **ITEM 12 - BROKERAGE PRACTICES**

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### **Broker-Dealer Selection**

In the course of providing our services, we will execute trades for our Clients through broker-dealers. When a Client has given us broker discretion, there is no restriction on the brokers we may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the particular circumstances. With respect to execution, we consider a number of factors, including if the broker has custody of Client assets, the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to position stock to facilitate execution, our past experience with similar trades, and other factors which may be unique to a particular order. Based on these factors, we may trade through broker-dealers that charge fees that are higher than the lowest available fees. In addition, Stanhope may cause a client to pay a commission that is higher than the lowest available commission if Stanhope believes that the value of the products and services, execution and other services rendered by the broker are reasonable in relation to the amount of the commission.

When directed by Clients, Stanhope will execute trades through designated broker-dealers, which may be affiliates of the Client or the Client's custodian.

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

In accordance with European regulations applicable to Stanhope's non-US activities, specifically the Markets in Financial Instruments Directive (MiFID II), neither Stanhope nor any related person receives research or other products or services other than execution from a broker-dealer or a third party in connection with Client securities transactions.

### **Brokerage for Client Referrals**

Neither Stanhope nor any of its Clients or Funds may select or recommend a broker-dealer based on whether Stanhope or a related person receives client referrals from a broker-dealer or third party.

### **Directed Brokerage**

Stanhope does not recommend, request or require a Client or Fund to execute transactions through a specified broker-dealer.

At times, a Client may direct Stanhope to use certain brokerage firms as part of a commission recapture or minority brokerage program. As a result of directed brokerage the Client may pay higher brokerage commissions because Stanhope may not be able to aggregate orders to reduce transaction costs, or the Client may receive less favorable prices because Stanhope cannot use a broker-dealer offering a better price.

### **Aggregation of Trades**

We will typically aggregate numerous Clients' or Funds' purchases or sales as a single transaction. Transactions are usually aggregated to seek a lower commission, lower costs, or a more advantageous net price. The benefits, if any, obtained as a result of such aggregation, are generally allocated pro-rata among the accounts of the Clients or the Funds that participated in the aggregated transaction by charging all clients the same price per unit of the security acquired.

The Adviser is not obligated to acquire for all Client or Funds a security that we may acquire for the account of a particular Client or Fund, if in the Adviser's absolute discretion it is not practical or desirable to acquire a position in such security.

## **ITEM 13 - REVIEW OF ACCOUNTS**

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### **General Description**

Stanhope's investment team monitors capital market conditions and Client circumstances and makes portfolio adjustments as appropriate. Client and Fund accounts are formally reviewed monthly for compliance with investment guidelines. At a minimum, the Portfolio Manager and Chief Operating Officer participate in the review.

### **Factors Triggering a Review**

There are no specific triggering factors leading to a review.

### **Client Reports**

Stanhope Capital's Client valuations are produced at least quarterly within 15 working days of the quarter end. Clients can also choose to receive valuations directly from their independent custodian.

We meet Clients regularly for detailed reviews of their portfolios, markets and our investment strategy. For these meetings we produce comprehensive reports providing a full analysis of the portfolio and performance.

In addition we provide all Clients with the following:

- **Written bulletins:**
  - Every two weeks, the team sends out a market report
  - The Chief Investment Officer writes a quarterly newsletter
- **Investment Committee meetings:**
  - Clients are invited to attend a meeting with the full investment committee twice a year

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

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### **Other Compensation**

Stanhope does not receive any benefits, economic or otherwise, from non-clients for providing investment advice or other advisory services.

### **Compensation for Client Referrals**

Stanhope may compensate its own personnel or employees who refer potential investors or Clients to Stanhope, and also may compensate third-parties who refer Clients to Stanhope. Any such compensation will be paid by Stanhope from its assets and will not be charged to its Clients. To the extent that any such referral or solicitation arrangement concerns prospective U.S. investors, it will comply with Rule 206(4)-3 under the Advisers Act and, beginning in November 2022, it will comply with Rule 206(4)-1 under the Advisers Act.



## **ITEM 15 - CUSTODY**

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Investors in our Funds receive account statements monthly directly from the Fund Administrator. Investors should carefully review the account statements received. Our Clients generally receive quarterly account statements directly from their custodian, as well as monthly performance reports from Stanhope. Clients should carefully review the account statements received from both the custodian and Stanhope to make certain that the information in each is consistent.

## **ITEM 16 - INVESTMENT DISCRETION**

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Stanhope routinely accepts discretionary authority to manage securities on behalf of its Clients. When a Client grants Stanhope investment discretion, Stanhope is authorized to invest, sell, and reinvest proceeds in the Client's account without obtaining the Client's prior confirmation of any proposed action. Stanhope does, however, manage the account in accordance with the investment guidelines and/or restrictions that have been provided by the Client.

Stanhope provides investment advice to Funds. Information about a Fund's investment objective and strategies, investment guidelines and restrictions, fees and expenses, and other material information may be found in the Fund's private placement memorandum.

## **ITEM 17 – VOTING CLIENT SECURITIES**

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### **Proxy Voting Policies – Authority to Vote**

Unless directed otherwise by contract, Stanhope generally is responsible for voting proxies with respect to securities held in Client and Fund accounts. As part of our Compliance Policy we have implemented a proxy voting policy which is designed to ensure that we vote proxies in the best interest of our Clients and Funds.

From time to time, proxy voting proposals may raise conflicts between the interests of our Clients and Funds and the interests of Stanhope. Stanhope takes certain steps designed to ensure, and demonstrate that those steps resulted in a decision to vote the proxies that was based on the Clients' best interests and was not the product of such conflicts. Those steps may include voting a proxy according to a third party's recommendations, or requesting that a Client direct us as to the manner of voting the proxy.

A copy of our Proxy Voting Policy is available to upon request. Clients may also request information regarding how we voted on a particular proxy upon request.

### **Proxy Voting Policies - No Authority**

Some of our Clients maintain the authority to vote their own proxies. In these circumstances, the Client receives proxies directly from the custodian. We will sometimes forward our view and recommendation on a particular proxy or solicitation to a Client for their consideration, but the Client is under no obligation to consider our views. Alternatively, we also respond to proxy questions from Clients as needed.

## **ITEM 18 – FINANCIAL INFORMATION**

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### **Balance Sheet, Financial Conditions, Bankruptcy Petition**

Stanhope does not require or solicit prepayment of more than \$1,200 in fees per Client or Fund six months or more in advance and thus has not included a balance sheet of its most recent fiscal year. Stanhope is not aware of any financial condition that is reasonably likely to impair its ability meet its contractual commitments to Clients or Funds, nor has Stanhope been the subject of a bankruptcy petition at any time during the past ten years.

**ITEM 19 – MISCELLANEOUS**

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