

**ADV PART 2A: FIRM BROCHURE**



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This Firm Brochure ("Brochure") provides information about the qualifications and business practices of Jaguar Growth Asset Management, LLC ("Jaguar"). If you have any questions about the contents of this Brochure, please contact James Cummings, the Chief Compliance Officer, at 646-663-4950.

Jaguar is a registered investment adviser ("Adviser") with the United States Securities and Exchange Commission (the "SEC"). References in this Brochure to the Adviser as a "registered investment adviser" does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

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

## **Item 2 – Material Changes**

This Item of the Brochure identifies and discusses material changes that have been made to the Brochure since the last update to Part 2A of Form ADV made in March 24, 2022. The following is only a summary of material updates, and we encourage clients, Investors (as defined below), and prospective clients and Investors to review the entirety of this Brochure.

- Regulatory Assets Under Management was updated in Item 4.

Jaguar will further provide clients and investors with either a summary of material changes or a new Brochure as necessary based on changes or new information, at any time, without charge.

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#### **Item 4 – Advisory Business**

Jaguar Growth Asset Management, LLC (“Jaguar”) is a Delaware limited liability company that was formed in December 2013. Jaguar is a privately-held investment management firm focused on real estate companies and operating platforms. Jaguar’s current funds focus on Latin America (inclusive of South America, Central America, and Mexico) and Asia, and Jaguar may expand its target markets to include other asset classes, such as high yield debt, and new geographies.

Jaguar provides discretionary investment advisory services to private funds as their manager (“Manager”), and Jaguar affiliates serve as the general partners (the “General Partners”) of the private funds. As of the date of this Brochure, Jaguar manages Jaguar Real Estate Partners, L.P. (“JREP L.P.”), JREP I Logistics Acquisition, L.P. (“JREP Logistics”), Jaguar Real Estate Partners II L.P. (“JREP II L.P.”), JREP II Bresco Acquisition L.P. (“Bresco Acquisition”), and Jaguar Partners Asia, L.P. (“JPA”) (each, a “Fund”, and collectively, the “Funds”). Each Fund’s investment objectives and/or parameters are set forth in the Fund’s respective governing documents (the “Fund Documents”) provided to each Investor in the respective Fund (each, an “Investor”). Jaguar tailors the advisory services for the Funds based on the respective Fund’s investment objective and investment strategy, including guidelines regarding the types of securities it will invest in and portfolio limits (if any), and does not tailor its advisory services to Investors. In certain cases, the Manager has entered into, and may in the future enter into, side letter agreements with certain Investors in a Fund, which may differ in terms, establishing rights under, supplementing, or altering the terms of the applicable Fund Documents.

Jaguar is wholly-owned and controlled by Jaguar Growth Partners LLC (“JGP”), a Delaware limited liability company. JGP is principally owned and controlled by Gary R. Garrabrant and Thomas J. McDonald (together, the “Founders”). The Founders’ respective ownership interests in JGP are structured through Jaguar Growth Partners Group, LLC (“JGP Group”), a Delaware limited liability company, wholly-owned and controlled by the Founders.

Jaguar is headquartered in Miami and maintains office locations in Sao Paulo, Brazil; Dallas, TX; Naples, FL; New York, and NY. Jaguar also maintains an office location in Mexico City, Mexico (the “Mexico City Office”). As of the date of this Brochure, no advisory services or marketing is conducted out of the Mexico City Office. The purpose of the Mexico City Office is to host meetings and to serve as base of operations when employees are traveling in Mexico. Jaguar’s employees may conduct advisory business from temporary locations in certain events as part of the firm’s business continuity plans.

As of December 31, 2022, Jaguar managed \$409,731,003 in regulatory assets under management, all on a discretionary basis, which is based on audited financial data. Jaguar does not manage any assets on a non-discretionary basis.

#### **Item 5 – Fees and Compensation**

All Investors and prospective Investors should review the Fund Documents of each Fund in conjunction with this Brochure for more complete information on the fees and compensation and expenses related to a particular Fund. The below descriptions of fees and expenses are subject in their entirety to the information provided in such Fund Documents. Funds and Investors may be subject to different Management Fees and performance-based compensation arrangements.

### Management Fees

An annual management fee is payable on a quarterly basis in advance by the Funds to the Manager (the "Management Fee"). Generally, the Management Fees for JREP L.P. and JREP II L.P. are equal to 2.0% per annum of capital commitments of each Investor during the Fund's investment period, and 2.0% per annum of each Investor's invested capital after the Fund's investment period. Generally, the Management Fees for JPA will be equal to 1.75% per annum of capital commitments of each Investor during the Fund's investment period, and 1.75% per annum of each Investor's invested capital after the Fund's investment period. The Management Fee for JREP Logistics and Bresco Acquisition, each a co-investment vehicle, and for future co-investment opportunities, is or will be generally equal to 1.0% per annum of capital commitments of each Investor during the Fund's investment period, and 1.0% per annum of each Investor's invested capital after the Fund's investment period.

In the event the Fund Documents are terminated, Management Fees would be pro-rated for the partial period and any unearned fees promptly refunded.

Management Fees may be waived or reduced at the sole discretion of Jaguar and its affiliates.

Please refer to Item 6, below, for details on performance fees.

### Other Expenses

In addition to the Management Fee and Carried Interest (as defined in Item 6, below), if any, the Funds will bear, to the extent not reimbursed by a portfolio company, all costs and operating expenses of the Funds, including, without limitation: (i) out-of-pocket expenses incurred in connection with identifying, evaluating, structuring, negotiating and closing any potential investment (whether or not consummated); (ii) initial and ongoing professional fees and expenses, including, without limitation, legal, auditing, consulting (including deal specific advisers), financing, (including any portfolio debt and the repayment of such financings and the costs related to establishing and maintaining any credit facility), refinancing, Fund administration, regulatory and compliance fees and expenses (which include regulatory and legal filings), appraisal and valuation fees and expenses, and accounting fees and expenses (including fees and expenses associated with the preparation and dissemination of financial statements and communications to Investors (including the establishment and maintenance of an online communication portal through which to transmit documents to the Investors), tax returns and Schedule K-1s); (iii) banking and custodial fees; (iv) expenses associated with the Funds' financial statements, tax returns and Schedule K-1s and providing reports to the Investors and maintaining a website portal for the purpose of providing communications to the Investors; (v) expenses of the Advisory Board (as defined in Item 11 below) and annual meetings of the Funds' Investors; (vi) certain insurance (not including liability insurance to protect the General Partners, the Manager, and their respective members, managers, officers, employees, and affiliates); (vii) other expenses associated with the acquisition, holding and disposition of investments, including extraordinary expenses (including, without limitation, litigation, if any), industry research (including any market research and subscription services), consultant and advisor fees (including consultants engaged in due diligence such as legal, accounting, tax, insurance, environmental and regulatory matters, industry experts such as current and former industry executives, background investigations, and public relations), certain mail, delivery and reproduction charges, certain telecommunication charges, travel (including meals, lodging and transportation directly related to communications and meetings with

Limited Partners, research-related travel, and travel associated with deal evaluation, communications and meetings with Partners, research-related travel, and travel associated with the ongoing portfolio management of investments), research (including any market research and subscription services); (viii) expenses related to organizing alternative investment vehicles through or in which investments are made; (ix) any taxes, fees or other governmental charges levied against the Funds (provided that any taxes that may be imposed on the Funds as a result of the tax status of any Investor shall not be considered an appropriate expense of the Funds and shall be borne solely by such Investor); (x) costs of winding up, liquidating and dissolving the Funds; and (xi) annual registration fees and registered office fees and expenses.

The Funds reimburse their respective General Partners, up to a prescribed maximum amount, for the respective Fund's organizational and startup expenses, including legal, travel, accounting, filing, capital raising and other organizational expenses of the Funds. The General Partners and Jaguar bear the cost (through an offset against the Management Fee or otherwise) of all organizational expenses in excess of such predetermined amount, if any, and of any placement fees payable to any placement agent in connection with the formation of the Funds.

The General Partners, the Manager, or their respective affiliates may receive, monitoring fees, directors fees, break-up fees, reimbursement for certain due diligence expenses, advisory fees or similar fees from any third-party which are related to the activities or operations of the Funds or any investment vehicle through which the Funds make its investments (each a "Vehicle"). Such fees would be used as follows: (a) first, to reimburse the General Partners and the Manager for any operating expenses not yet reimbursed; (b) second, to prepay and offset against any Management Fees that are otherwise payable by the Funds; and (c) third, to pay the Funds any amount of monitoring fees remaining.

In instances where expenses are incurred by the Manager and a Fund or co-investment vehicle, or where expenses are incurred by one or more Funds or co-investment vehicle, the Manager will seek to allocate such expenses in a manner it determines to be fair and equitable over time, subject to the terms of the applicable Fund Documents.

The Management Fees and other fees and distributions described herein are generally subject to waiver or reduction by Jaguar in its sole discretion, both voluntarily and on a negotiated basis with selected Investors. Fees may differ from one Fund or Vehicle to another, as well as among Investors in the same Fund. In particular, the Management Fee may be waived at Jaguar's discretion for certain Investors who are employees of Jaguar, family members of such employees, and affiliates of Jaguar and the General Partners.

**The information contained herein is a summary only and complete disclosures describing fees and expenses are provided to Investors in the respective Fund Documents, and prospective Investors should carefully review such disclosures.**

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

JREP Fund Holdings I, L.P. ("JREP Holdings") and JREP Fund Holdings II, L.P. ("JREP Holdings II") and JPA Fund Holdings, L.P. ("JPA Holdings") (collectively, the "Special Limited Partners") each an affiliate of both the General Partners and Jaguar, earns a performance fee ("Carried Interest") based on the profits of the Funds or Vehicles that is deducted from the Investor's investment proceeds. The Special Limited Partners receive Carried Interest of 10% to 20% of the

profits of a Fund, subject to a 9% hurdle rate. These performance fee arrangements have been structured in accordance with Section 205(a)(1) of the Investment Advisers Act of 1940 (the “Advisers Act”) and the available exemptions thereunder, including the exemption set forth in Rule 205-3.

While not generally negotiable, the General Partner of each Fund may, in its sole discretion, waive or reduce the amount of Carried Interest for an Investor in a Fund, particularly with regard to Jaguar employees, the family members of such employees, and certain affiliates of both Jaguar and the General Partners.

Such performance-based fees may create an incentive for Jaguar to make investments that are riskier or more speculative than in their absence and make different decisions regarding the timing and manner of realization of such investments. In addition, because a co-investment Vehicle may charge a lower Carried Interest than a Fund, it may create an incentive for Jaguar to allocate investments to a Fund that charges a higher Carried Interest than a co-investment Vehicle. To mitigate these potential conflicts of interest, Jaguar follows detailed investment and allocation processes, including oversight by an investment committee.

**The information contained herein is a summary only and complete fee and expense disclosures are provided to Investors in the Fund Documents, and prospective Investors should carefully review such disclosures.**

#### **Item 7 – Types of Clients**

Jaguar provides portfolio management services to the Funds. The Funds limit respective Investors to persons who are both “accredited investors” (as defined in the Securities Act of 1933) and “qualified clients” (as defined in the Advisers Act) and/or “qualified purchasers” (as defined in the Investment Company Act of 1940). The minimum contributions for Investors in the Funds is \$10 million, but commitments of less than \$10 million may be accepted at the discretion of the General Partners. The Funds are not registered or required to be registered under the Investment Company Act of 1940, and the securities are not registered or required to be registered under the Securities Act of 1933 and are privately placed to qualified investors in the United States and elsewhere. Jaguar may in the future provide investment advice to separately managed accounts for institutional and other investors.

Jaguar serves as Manager for co-investment vehicles in Fund portfolio companies, as described in Item 8, below. Opportunities to co-invest in a portfolio company may be made available to select persons or entities, including, without limitation: strategic investors, lenders, deal sources, other private equity or venture capital firms, Fund Investors, other persons or entities affiliated, associated or otherwise known to Jaguar or its personnel, and/or unrelated third parties. Such instances may arise whenever Jaguar has the opportunity for an investment in an existing or prospective portfolio company and Jaguar determines that all or a portion of the applicable opportunity is not required to be offered to, or is not appropriate for, a Fund. Such determinations are based on the provisions of the applicable Fund Documents and other factors Jaguar may consider in its sole discretion, including those that are specified in its policies on investment allocation and co-investments. Please refer to Item 11 for further disclosures related to co-investments.

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

### **Investment Strategy**

Jaguar provides discretionary investment advisory services to the Funds. Investment objectives and/or parameters are set forth in the respective Fund Documents provided to each Investor.

JREP L.P. and JREP II L.P. (together the “JREP Funds”) follow similar strategies and invest in real estate companies and operating platforms in Latin American growth markets (inclusive of South America, Central America, and Mexico), seeking to capitalize on powerful secular trends of growing working-age populations, urbanization, an expanding middle class and socio-economic inclusion. Jaguar believes there are advantages to investing with local operating and financial partners through existing platforms or by creating new operating businesses.

JPA invests in scalable real estate-related platforms and real estate asset portfolios in what it perceives to be the most compelling markets across Asia. The Fund is designed to capitalize on powerful long-term economic trends and prevailing real estate sector dynamics in the region which Jaguar believes present a distinct and broad set of investment opportunities. Many Asian countries today are characterized by rapid growth in the size, wealth, and consumption patterns of their middle class populations. This overarching trend, combined with rapid urbanization, technological advances, and demographic dynamics is resulting in accelerating and changing demand for real estate space.

The Funds’ respective strategies are implemented through a disciplined investment process that incorporates a multi-stage approval process and focuses on value creation. The investment process leverages disciplined underwriting, emphasizing in-depth diligence on potential partners, properties, business plans, scalability, liquidity options, and other factors. The investment team takes an active approach to asset management, working closely alongside partners to execute each investment’s business plan and growth strategies to build or reposition institutional real estate businesses. By leveraging its approach to investing in operating platforms focused on real estate and real estate-related sectors, the Funds intend to drive value through an emphasis on growing revenues, controlling costs and launching targeted capital projects, among other initiatives.

JREP Logistics is a Vehicle for Investors to co-invest with JREP L.P. in LatAm logistic Properties, S. de R.L., a Panamanian sociedad de responsabilidad limitada (“LLP”), a JREP L.P. portfolio company. Bresco Acquisition is a Vehicle for Investors to co-invest with JREP II L.P. in Bresco Gestão e Consultoria Ltda. and Fundo de Investimento Imobiliário (together “Bresco”), a Brazilian industrial property developer, owner and manager. Bresco is a JREP II L.P. portfolio company. Jaguar may create additional Vehicles for co-investment purposes for JREP II L.P., JPA, and future funds.

### **Material Risks**

Investors in the Funds should be aware that all investments in securities involve a risk of loss, including a total loss of investment, which they should be prepared to bear. For more specific risk information regarding the Funds, please see the relevant Fund Documents.



## 1. Risks Relating To Investments In Real Estate Companies and Operating Platforms

**Investing in real estate exposes the Funds to a high degree of risk.** Real estate investments historically have been subject to price volatility and a substantial number of other risks, many of which are outside the control of the Manager, the General Partners and their respective affiliates. For example, revenues relating to or derived from the Funds' investments may be adversely affected by, among other things: national or international economic conditions; economic conditions in the countries and cities in which the Funds invest in or other local markets due to fluctuations in general or local economic conditions; the economic stability or financial condition of tenants; the number and sophistication of participants in international, national and local real estate markets; competition from buyers for, and sellers of, other properties similar to those in which the Funds intend to invest; interest rates with the appropriate availability, cost and terms of financing; the impact of present or future environmental legislation and compliance with environmental laws; changes in tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; civil unrest; acts of God, including earthquakes, hurricanes and other natural disasters; acts of war; acts of terrorism (any of which may result in uninsured losses); infectious diseases, including epidemics and global pandemics; and adverse changes in zoning laws. In the event that any of the Funds' investments experience, either directly or indirectly, or become subject to, any of the foregoing factors (or other factors not listed), the value of and return on such investments could be negatively impacted.

**The success of the Funds is dependent on the availability of, and the degree of competition for, attractive investments.** The operating results of the Funds will be dependent upon the availability of, as well as the Manager's ability to identify, consummate, manage and realize, real estate-related investment opportunities that comply with the Funds' investment strategies. It may take considerable time for the Manager to identify appropriate investments. No assurance can be given that the Funds were and will be successful in identifying (and consummating) investments which satisfy the Funds' investment strategies and their rate of return objectives or that such investments, once consummated, will perform as expected. The Funds and their real estate operating platforms are and will be engaged in a competitive business and will be competing for investments with financial institutions, real estate investment funds and other investment vehicles formed in the future which have investment objectives similar to those of the Funds. Certain of these other entities may have substantially greater financial resources and research staffs than the Funds. These factors may hinder the Manager's ability to invest the Funds' capital commitments.

**The Funds are subject to risks associated with the economic environment.** From time to time, there may be significant disruptions in the credit markets on which the General Partners and the Manager may rely for financing the Funds' investments, and such disruptions may occur in the future. The ability of the Funds to achieve their targeted rates of return and equity multiples will be dependent, at least in part, upon the Funds' ability to access capital at rates and on terms the General Partners and the Manager determine to be acceptable. If the Funds' ability to access capital becomes significantly constrained, the Funds' financial condition and future investments may be significantly and adversely affected. The effects of credit market challenges, combined with corrections in real estate market prices and reduced levels of real estate sales, may result in reductions in real estate values, potentially adversely affecting the value of the Funds' investments.

Additionally, declines in real estate values, sales volumes and financial stress on borrowers as a result of job losses, interest rate resets on adjustable rate mortgage loans or other factors could have adverse effects on buyers and sellers of real estate, which could adversely affect the Funds' investments. The Funds' investment portfolio may also be exposed to weaknesses in real estate markets and the overall state of the economy.

**The Funds' investments are and will be illiquid.** Real estate investments are generally illiquid. The liquidity of real estate investments made by the Funds through operating platforms may be further constrained because of the restrictions of the agreements governing the operating platforms. Such illiquidity may limit the ability of the Manager to modify the Funds' portfolios in response to changes in economic and other conditions.

Investments in publicly traded companies (including publicly-traded REITs or their equivalents) may also be subject to legal or contractual restrictions on sale, including the possibility that the General Partners or Manager, on behalf of the Funds, may be in possession of material non-public information about a company. In addition, the ability to exit an investment through the public market will depend on market conditions, and particularly the market for initial public offerings. The possibility of partial or total loss of capital does exist, and Investors should not subscribe unless they can readily bear the consequences of such loss, including the total loss of investment.

Furthermore, the Funds may make debt investments with maturity dates that are later than the respective dates on which the Funds are expected to terminate. Although the General Partners expects that the Funds' investments will be disposed of prior to each Fund's respective dissolution, the Funds may have to sell, distribute or otherwise dispose of its investments at a disadvantageous time as a result of such dissolution.

**The Funds' investments are subject to government regulation.** The Funds and real estate industries are extensively regulated and subject to frequent regulatory change. The adoption of new legislation and regulations, changes in existing laws, or new interpretations of existing laws can have a significant impact on methods of doing business, the costs of doing business, and the success of the real estate enterprises.

**The Funds may invest in troubled assets.** It is possible that the Funds, through its operating platforms, will make investments in nonperforming or other troubled assets that involve a high degree of financial risk, and there can be no assurance that the Funds' objectives in making such investments will be realized or that there will be any return of capital to the Investors from such investments.

**The Funds have made and will make investments in partnerships, joint ventures and other entities.** The Funds have made and will make investments through operating platforms of various types, including partnerships, joint ventures or other entities. Such investments may involve risks not present in direct real estate investments, including, for example, the possibility that a co-venturer or partner of the Funds might become bankrupt, may at any time have economic or business interests or goals that are inconsistent or conflict with those of the Funds, or that any such co-venturer or partner may be in a position to take action contrary to the objectives of the Funds.

**The Funds may not have control over the platforms in which they invest.** The Funds have made and may continue to make direct investments or co-invest with third-parties through partnerships, joint ventures or other entities in which the respective Fund may have a non-controlling interest. Although the Funds may not have control over these investments and, therefore, may have a limited ability to protect its position in these investments, the Manager expects to negotiate appropriate rights to protect the interests of the Funds.

**The Funds' investments may be few in number and geographically concentrated.** The Funds' investment strategy contemplates an investment portfolio focused on the acquisition (via the Funds' operating platforms) of real estate assets located in Latin American and Asian growth markets. Since many of the investments may involve a high degree of risk, poor performance by a few of the investments or adverse economic, political or real estate market conditions experienced in the countries or municipalities in which the Funds intend to invest could severely affect the total returns provided to the Investors.

**Certain of the Funds' investments may subject the Funds to the credit risk of tenants.** The Funds, through their operating platforms, have in the past and are likely to continue to invest in properties in which tenant leases will generate a significant portion of the operating platform's revenue. As a result, the operating platform will be subject to the credit risk of the tenants in the properties in which the Funds will invest. In the event that the tenants in the properties default on their leases and fail to make rental payments when due, there could be a significant decrease in the operating platform's revenues. This loss of revenues could adversely affect the Funds' profitability and their ability to meet financial obligations.

**The Funds may be affected by risks associated with real estate development.** The Funds have pursued and intend to continue to pursue opportunities to invest in operating platforms that will acquire direct and indirect interests in real estate development projects. Such risks may include: risks relating to the availability and timely receipt of zoning and other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of the Funds, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on terms favorable to the Funds. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the financial condition and results of operations of the Funds and on the amount of funds available for distribution to the Investors.

**The Funds may invest in office properties.** The Funds, through their operating platforms, may invest in office properties. Such risks may including: the impact that an economic recession might have on the local market in which an office building is located and on the building's tenants; the quality of an office building's tenants; an economic decline in the business operated by the tenants; the physical attributes of the building in relation to competing buildings ; the physical attributes of the building with respect to the technological needs of the tenants; the diversity of an office building's tenants (or reliance on a single or dominant tenant); the availability of sublease space; the desirability of the area as a business location; the strength, nature and unemployment rates of the local economy; and an adverse change in population, patterns of telecommuting or sharing of office space and employment growth (which creates demand for office space). To the extent any of such risk factors are heightened or the conditions associated with such risk factors deteriorate in a changing economic environment, the Funds' investments in office properties may incur losses.

**The Funds have invested and may continue to invest in hospitality assets.** The Funds have invested and may continue to invest in hospitality properties, debt secured by hospitality properties, entities whose primary focus is management or ownership of hospitality properties or other types of hospitality-related investments, which could subject the Funds to particular risks. Risks common to the hospitality industry may cause deterioration of, or delays in the improvement of, the operating performance of hospitality properties and consequently impact the cash flows from and the values of the Fund's investments. These risks include, but are not limited to, changes in general economic conditions; increased competition from the sharing economy model; impact of war and terrorist activity (including threatened terrorist activity) and heightened travel security measures instituted in response thereto; travelers' fears of epidemics and contagious diseases; changes to travel patterns by group and transient customers; changes in operating costs; disputes with property managers and franchisors pursuant to the associated property management and franchisor agreements; and the condition of the airline industry.

**The Funds have invested and may continue to invest in industrial and logistics properties.** The Funds have invested and will continue to invest in industrial and logistics properties, such as warehouses and cold storage. It may be challenging to value such industrial and logistics properties. Significant factors determining the value of industrial properties are: the location of the property; the quality of tenants; conversion issues with new tenants; the availability of tenants; a reduced demand for industrial space due to a decline in a particular industry segment; a property becoming functionally obsolete; building design and adaptability; scarcity of labor sources; changes in access; fluctuation in energy prices; labor strikes; relocation of highways and other distribution channels; the construction of additional highways or other factors; changes in proximity of supply sources; the expenses of converting a previously adapted space to general use; and the location of the property. Also, properties used for many industrial purposes are more prone to environmental concerns than other property types.

**The Funds may invest in multifamily residential properties.** The value and successful operation of multifamily residential properties may be affected by a number of factors, and the Funds' investments in such properties may incur losses if risks are heightened or if conditions associated with such properties deteriorate. Such factors include, but are not limited to: physical attributes of the property; location of the property; ability of management to provide adequate maintenance and insurance; the types of services or amenities that the property provides; the property's and management's reputations; the level of mortgage interest rates and availability of government incentives; presence of competing properties; tenant population; adverse local or national economic conditions; state and local regulations; government assistance/rent subsidy programs; and the inventory of unsold condominium units in the local market that are being rented until economic conditions in the condominium market improve.

**The Funds may invest in for-sale residential properties.** The Funds may invest in for-sale residential properties. A large number of risk factors may affect the sales price of such properties, including, but not limited to: physical attributes of the property; location of the property; the property's reputation; the level of mortgage interest rates and lack of government incentives; presence of competing properties; adverse local or national economic conditions; state and local regulations affecting home sales; and the inventory of unsold homes in the local market. If any of such risk factors are heightened or the conditions associated with such risk factors deteriorate, the Funds' investments in for-sale residential properties may incur losses.

**The Funds have and may continue to invest in retail properties.** The Funds have invested and will continue to invest in retail properties, such as shopping centers. Operating risks associated with investments in retail properties include, but are not limited to: dependence of a retail property on revenue derived from major tenants; bankruptcy of, or a downturn in the business of, major tenants; value of, and income from, the Funds' investments being adversely affected by an oversupply of retail properties or a reduction in demand for retail properties in the areas in which they are located; attractiveness of the retail properties to potential tenants; changing perceptions of retailers; changes in the overall climate of the retail industry (such as growth in e-commerce); competition from other retail properties similar to those owned by the Funds; and the Funds' ability to meet increases in operating costs and provide adequate maintenance and insurance. To the extent any of such risk factors are heightened or the conditions associated with such risk factors deteriorate, the Funds' investments in retail properties may incur losses.

**The Funds may invest in senior housing facilities and/or healthcare real estate.** The Funds have and may continue to invest in senior housing or nursing home facilities or real estate operating companies and ancillary service businesses related to senior housing and healthcare real estate. Commercial properties that operate as senior housing facilities or nursing homes may present particular risks to the Funds due to significant governmental regulation of the ownership, operation, maintenance and financing of these properties. The operations of these properties may be subject to governmental licensing and certification requirements, fraud and abuse laws and regulations, and other regulatory schemes. Further, senior living and healthcare facility operators compete on a number of different levels, including with respect to the quality of healthcare provided, reputation, the physical appearance of a facility, price, the range of services offered, family preferences, alternatives for healthcare delivery, physicians, staff, location and the demographics of the population in the surrounding areas. Increases in labor costs due to higher wages and greater benefits required to attract and retain qualified healthcare personnel incurred by healthcare facilities could affect a facility's ability to pay its lease or mortgage payments.

**The Funds' due diligence may not reveal all of the factors affecting an investment and may not reveal weaknesses in such investments.** There can be no assurance that the Manager's due diligence process will uncover all relevant facts that would be material to an investment decision. Before making an investment, the Manager will assess the strength of its operating partners and the underlying properties and any other factors that it believes are material to the performance of the investment. The Manager will generally establish capital structures for prospective investments on the basis of financial projections for such investments. In all cases, projections are only estimates of future results that are based on certain assumptions made at the time that the projections are developed and are based on a number of factors. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the Manager's projections. General economic conditions, which are not predictable, can have a material adverse impact on the reliability of such projections.

**The Manager of the Funds may be required to make investment decisions on an expedited basis.** Investment analyses and decisions by the Manager may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to the Manager at the time of making an investment decision may be

limited, and the Manager may not have complete information regarding the investment asset(s). No assurance can be given that the Manager will have knowledge of all circumstances that may adversely affect an investment.

**The Funds may incur risks upon disposition of investments.** In connection with the disposition of an investment, the Funds or its respective operating platforms may be required to make representations about the investment typical of those made in connection with the sale of any property. Although the Funds will attempt to structure transactions so as to avoid these representations, the Funds may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be incorrect, inaccurate, or misleading. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the Investors to the extent of their unfunded capital commitments, or, in some cases, the Funds may have to reserve for such contingencies and/or require the Investors to return distributions previously made.

**The Funds may incur uninsured losses.** The Funds will attempt to maintain customary insurance coverage against liability to third-parties and property damage. However, there can be no assurance that insurance will be available or sufficient to cover the risks associated with the Funds' investment strategy. Insurance against certain risks, such as, but not limited to, earthquakes, floods, cyber-attacks, global pandemic of an infectious disease, or acts of terrorism, may be unavailable, available in amounts that are less than the full market value or replacement cost of investment properties or subject to large deductibles. In addition, there can be no assurance that the particular risks which are currently insurable will continue to be insurable on an economic basis. Because the Funds are pooled investment funds, assets in the Funds may be at risk in the event of an uninsured liability to third-parties.

**The Funds could potentially be subject to environmental and other liabilities.** The Funds may be exposed to substantial risk of loss arising from investments involving undisclosed or unknown environmental, health or occupational safety matters, or inadequate reserves, insurance or insurance proceeds for such matters that have been previously identified. Through its interest in real estate, the Funds may be subject to a wide range of environmental, health and safety laws, ordinances and regulations, including, without limitation, those relating to the investigation, removal, and remediation of past or present releases of hazardous or toxic substances. Such laws may impose joint and several liabilities, which can result in a party being obligated to pay for greater than its share, or even all, of the liability involved.

## 2. Risks Associated With The Expected Use Of Leverage By Operating Platforms

**The Funds' operating platforms may not be able to obtain leverage. The use of leverage exposes such operating platforms to certain risks.** The Funds' operating platforms and Vehicles in which, or through which, they make their property investments may incur indebtedness in connection with their business and/or investment activities. The Funds expect that these entities will utilize leverage with the goal of enhancing the Funds' investment returns. The failure of operating platforms to obtain leverage at the contemplated levels, to obtain leverage on attractive terms, or to obtain leverage at all, could have material, adverse effects on the Funds. It may be difficult or impossible for an operating platform to obtain financing on terms that the General Partners and the Manager would otherwise deem favorable. Further, the state of the credit markets may limit the amount of leverage available to an operating platform to finance investments, which may, in turn, have a material adverse effect on the

Funds' targeted rate of return. Depending on the extent of the recovery of the credit markets, it may prove difficult to finance or refinance the indebtedness of an operating platform on favorable terms.

**The investments made by the Funds may be subject to fluctuations in interest rates which may not be adequately protected, or protected at all, by hedging strategies.** The Funds and the operating platforms may employ various hedging strategies to limit the effects of changes in interest rates (and in some cases credit spreads), including engaging in interest rateswaps, caps, floors and other interest rate derivative products. No strategy can completely insulate the Funds from the risks associated with interest rate changes and there are certain risks where a strategy may provide no protection at all and potentially compound the impact of changes in interest rates. Hedging transactions involve certain additional risks, such as counterparty risk, the legal enforceability of hedging contracts, the early repayment of hedged transactions and the risk that unanticipated and significant changes in interest rates may cause a significant loss of basis in the contract and a change in current period expense. The Funds cannot make any assurances that they or their operating platforms with will enter into hedging transactions, will be able to enter into hedging transactions or that such hedging transactions will adequately protect against the foregoing risks.

**The Funds have and may in the future use credit facilities to provide funds in anticipation of calling capital from Investors.** The Funds have and may in the future use leverage to bridge capital calls from Investors, allowing the Manager to more accurately match the contributions by Investors to the capital needs of a Fund. If indebtedness is incurred by a Fund to bridge capital calls, it is expected that it will be secured primarily by the commitments of the Investors. Although borrowings by a Fund may enhance overall returns, they may further diminish returns (or increase losses) to the extent overall returns are less than a Fund's cost of funds. In the event that a Fund uses leverage, financial consequences may occur, including, but not limited to: use of cash flow for debt service and related costs and expenses rather than for additional investments, and increased interest expense if interest rate levels were to increase. There can be no assurance that a Fund will have sufficient cash flow to meet its debt service obligations. As a result, a Fund's exposure to losses may be increased due to the illiquidity of its investments generally.

**Risks associated with the use of leverage by Intermediate Holding Companies.** The Funds have and may in the future use leverage at the intermediate holding-company level to invest in operating companies for a variety of reasons, including, but not limited to: ensuring an adequate stake to obtain appropriate governance rights and/or to utilize local currency denominated debt as a natural hedge against the underlying investment. The Funds may leverage assets when there is an expectation that leverage will provide a benefit, such as enhancing returns or mitigating risk (e.g., currency exposure), although there is no assurance that the use of leverage will prove to be beneficial. Increases in credit spreads in the market generally may adversely affect the market value of the Funds' investments. In addition, an operating company may incur indebtedness that bears interest at variable rates. Variable rate debt creates higher debt service requirements if market interest rates increase, which would adversely affect a Fund.

### 3. Risks Relating To Investment In Growth Markets and Growth Sectors<sup>1</sup>

**The Funds invests in Latin American and Asian Growth Markets and/or growth sectors and may invest in other Growth Markets or growth sectors in the future.** The Funds' investment strategy anticipates that all of its investments, and ultimately its revenues, will be in real estate and real estate-related assets located in Growth Markets and/or growth sectors, which subjects the Funds to varying legal, monetary and political risks, including, but not limited to:

1. Existing or changing laws prohibiting or restricting the foreign ownership of property;
2. Existing or changing laws restricting the Funds from removing profits earned from activities within the country of investment to the U.S., Europe or elsewhere, including the payment of distributions (i.e., nationalization of assets located within a country);
3. Variations in the currency exchange rates, mostly arising from acquisitions, sales, and timing of related capital contributions and distributions made in local currencies;
4. Changes in the availability, cost and terms of mortgage funds resulting from varying national economic policies;
5. Changes in real estate and other tax rates and other operating expenses in particular countries; and
6. More stringent environmental laws or changes in such laws.

Certain of the Funds' investments may be in less developed countries and less transparent markets, which exposes the Funds to more risks. Investors should consider a number of risks relating to the political, regulatory, tax, monetary and fiscal regimes associated with investments in these countries, including, but not limited to:

1. Political/Sovereign Risks
2. Investment and Repatriation Restrictions
3. Legal Framework and Corporate Governance
4. Tax Considerations

Any of the above factors could harm the Funds' operations and, consequently, their business and operating results. Specifically, the failure to successfully manage international growth could result in higher operating costs than anticipated or could delay or preclude altogether the Funds' ability to generate revenues.

**There can be no assurance that there will be economic growth in the target Growth Market economies.** Growth Markets have experienced periods of economic growth, deceleration, and contraction over the past several years, and, therefore, there can be no assurance of future growth or that any slowdown will not have a negative effect on the Funds; that adverse economic trends will not persist in some of these economies; or that the level of international trade to and from these countries will grow or remain consistent, which could negatively impact the performance of the Funds.

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<sup>1</sup> For the purpose of this section "Growth Markets" are defined as all markets outside of North America and Western Europe.



**The Funds' investments are located in countries that may be subject to natural disasters and other environmental risks.** Natural calamities and disasters in any of the Funds' target investment regions could affect the Funds' ability to complete investments or could materially disrupt and adversely affect the Funds' investments. In addition, there can be no assurance that the Funds will maintain insurance coverage for these risks or that such insurance coverage will adequately compensate the Funds for all damages and economic losses resulting from such calamities.

**Terrorist activities, social unrest and/or political instability in the future could adversely affect the Funds' abilities to achieve its investment objectives or materially disrupt or adversely affect the Funds' operations.** The Funds' target investment regions, from time to time, have experienced instances of civil unrest and hostilities among neighboring countries. An increase in the level of tensions or an outbreak of hostilities within any of the countries in which the Funds intends to invest could adversely affect the Funds' ability to achieve its investment objectives or damage the viability and/or productivity of the Funds' investments.

**Infectious diseases and global pandemics could adversely affect the Funds' abilities to achieve its investment objectives or materially disrupt or adversely affect the Funds' operations.** A serious pandemic or a natural disaster could severely disrupt global, national and/or regional economies. As of March 2023, there is a continued outbreak of a novel and highly contagious form of coronavirus and its variants ("COVID-19"). COVID-19, renewed outbreaks of other epidemics or the outbreak of new epidemics could result in health or other government authorities requiring the closure of businesses, including office buildings, retail stores and other commercial venues and could also result in a general economic decline. A resulting negative impact on economic fundamentals and consumer confidence may increase the risk of default of particular portfolio companies, negatively impact market value, increase market volatility, cause credit spreads to widen, and reduce liquidity, all of which could have an adverse effect on the Funds' returns and the Funds' abilities to source new investments. No assurance can be given as to the effect of these events on the value of the Funds' investments. In addition, in response to the spread of COVID-19, many businesses, including Jaguar, have encouraged or mandated that their personnel work from home in an effort to help slow the spread of the pandemic. Notwithstanding such precautionary measures, Jaguar may still experience a significant increase in illness of its respective personnel. Work-at-home arrangements could also lead to employee fatigue, reduced collaboration and less optimal communication and supervision relative to traditional office structures which could severely impair Jaguar's and/or its service providers' operational capabilities, potentially having a detrimental impact on business and operations. To the extent personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and could have more difficulty resuming normal operations in the event it is the target of such incident or attack.

**The Funds could potentially turn away opportunities or be subject to liability under the FCPA or other anti-corruption laws.** The Funds may determine to turn away from certain opportunities due to an unwillingness to participate in or have exposure to activities that potentially violate the U.S. Foreign Corrupt Practices Act ("FCPA") or local anti-corruption laws and regulations. Such laws and regulations may make it difficult in certain circumstances for a Fund to act on investment opportunities or for portfolio companies to seek and retain business, in particular in real-estate related operating platforms in high-risk regions and

jurisdictions. The Manager has implemented policies and procedures designed to maintain compliance with the FCPA and other anti-corruption laws, but such policies and procedures may not be effective in all instances to prevent violations. Portfolio companies and their affiliates could engage in activities that could result in FCPA violations. Any determination that the Manager, the Funds or portfolio companies have violated the FCPA or other anti-corruption laws could result in civil or criminal penalties, fines, profit disgorgement, injunctions on future conduct, litigation or a loss of investor confidence generally, which could adversely affect the Funds' ability to achieve investment objectives or conduct operations.

#### 4. Cybersecurity And Business Continuity

Jaguar has adopted cybersecurity and business continuation policies and procedures to maintain critical functions and protect sensitive Investor data in the event of a partial or total building outage, technical problem, security incident at a third-party vendor, and/or security breach affecting Jaguar's applications, data centers, or networks either. The policies and procedures are designed to limit the impact on the Funds and Investors from any business interruption, loss or breach of Investor data, security breach, or in the event of a disaster. Nevertheless, Jaguar's ability to conduct business may be limited by a disruption in or breach of infrastructure that supports its operations and the regions in which its offices are located.

The computer systems, networks and devices used by the portfolio companies in the Funds, including such companies' affiliates, service providers, and related third parties, to carry out routine business operations may not employ certain protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. The Funds could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to the Funds; interference with the Manager's ability to calculate the value of an investment; the inability to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; and the inadvertent release of confidential information. In addition, substantial costs may be incurred by the companies in order to prevent any cybersecurity breaches in the future.

#### 5. Multiple Funds

Jaguar manages multiple Funds, and allocation of available investment opportunities between the Funds is subject to certain limitations as set forth in the applicable Fund Documents and will be made by Jaguar in its good faith discretion in accordance with its allocation policy in effect at such time. Factors relevant to such allocations may include, but are not limited to, investment restrictions and objectives (including those set forth in each relevant Fund Document, where applicable), strategy, risk profile, time horizon, asset composition, diversification limits, applicable tax and regulatory considerations, life cycle and structure.

## 6. Co-Investment Vehicles

JREP Logistics is a Vehicle for Investors to co-invest with the JREP L.P. with respect to the LLP investment and therefore is subject to the material risks outlined above relating to its regional logistics business in the Andean Region. Bresco Acquisition is a Vehicle for Investors to co-invest with the JREP II L.P. Fund with respect to the Bresco investment and therefore is subject to the material risks outlined above relating to its logistics business in Brazil. Jaguar may form other co-investment vehicles to invest alongside JREP L.P., JREP II L.P., JPA and future funds, with or without fees or Carried Interest. Co-investment vehicles may present conflicts of interest generally, including, but not limited to: the respective allocation of an investment opportunity, factors considered in allocating opportunities between existing investors and third parties, the allocation of expenses with respect to such opportunity, and the time horizon and timing of exit for the respective Fund and any co-investment vehicles.

**It is critical that Investors refer to the applicable Fund Documents for a complete understanding of the material risks involved in an investment in the Funds. The information contained herein is a summary only and is qualified in its entirety by the respective Fund Documents.**

### **Item 9 – Disciplinary Information**

Neither Jaguar nor any of its management persons have any legal or disciplinary events that would be material to an Investor's evaluation of Jaguar or the integrity of Jaguar's management.

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

Neither Jaguar nor any of its management persons are registered, or has an application pending to register, as: (i) a broker-dealer; (ii) a registered representative of a broker-dealer; (iii) a futures commission merchant; (iv) a commodity pool operator; (v) a commodity trading advisor; or (vi) is an associated person of any of (iii), (iv) or (v).

1. The Founders, certain employees of Jaguar, certain affiliates of both Jaguar and the General Partners, and certain third parties invest in the Funds through a special purpose entity.
2. In December 2020, JGP exited an investment, Jaguar Listed Property LLC, which has since been renamed JLP Asset Management, LLC ("JLP"). JLP is an investment adviser registered with the SEC<sup>2</sup>. JLP manages investment portfolios focused on publicly traded equity securities of companies whose business is to own, operate, develop and manage real estate. The Founders or affiliates of Jaguar may receive a success fee if certain performance and financials objectives of JLP are met.
3. Jaguar maintains numerous business relationships in the financial industry that assist in investment activities and administrative matters for the Funds. In connection with fundraising efforts, Jaguar previously engaged a placement agent that employs an individual who has a minority ownership interest in JGP. This relationship could have a bearing on Jaguar's use of the placement agent in the future; however, in all cases Jaguar will act in the best interests of the Funds. See Item 14 below for further information about the use of placement agents.

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<sup>2</sup> Registration neither implies a certain level of skill or training nor constitute an endorsement by the SEC of the JLP's advisory services or priorities.

4. Jaguar's related persons have entered into, and may in the future enter into, affiliated loan agreements. JGP has entered into three such loan agreements to date, one with JGP Group, one with JREP Management Investors I, LLC ("JREPMI") and one with JREP II Management Investors, LLC ("JREPIIMI"), which loans are guaranteed by the individual members of JGP Group, JREPMI and JREPIIMI, respectively (the "JGP Management Team"). JGP Group, JREPMI and JREPIIMI used the proceeds of the loans to acquire interest in JREP Holdings and JREP Holdings II, which in turn used such funds to finance the JGP Management Team's share of such Special Limited Partners' investment in JREP L.P. and JREP II L.P. respectively. The affiliated loan agreements may create a conflict of interest because they may cause individuals to incorporate their own economic interests when making decisions involving JGP clients and investors.

The JGP Management Team, through its ownership of interests in JGP Group, JREPMI and JREPIIMI, indirectly holds limited partnership interests in JREP Holdings, and JREP Holdings II as follows. Class A interests, representing its capital investment in JREP L.P., and Class B interests, representing its share of the Carried Interest of JREP L.P. and JREP II L.P. respectively. All distributions made by JREP L.P. and JREP II L.P. to the JGP Management Team, in respect of their Class A Interests in JREP Holdings or JREP Holdings II, respectively, are used by JGP Group and JREPMI / JREPIIMI to repay their loans from JGP, which in turn distributes such amounts to its investor members, who funded such JGP loans. Distributions in respect of the Class A Interests include any return on capital as well as any return of capital. Amounts that represent a return of capital are considered a repayment of the outstanding loan principal; amounts that represent a return on capital are considered interest on the loan.

JGP may make further loans to the JGP Management Team Members to finance additional investments in JREP L.P., JREP II L.P., JPA or future Jaguar funds.

5. In December 2019, JGP launched JPA. At the same time, Jaguar joined with a family office to make the first investment in Brilliant (Shanghai) Enterprise Mgmt. Consulting Co., Ltd ("Brilliant"), a JPA portfolio company. Cervus Ventures LLC ("Cervus"), a wholly owned vehicle of JGP, was created to facilitate the family office's investment via New Elk JV, LLC ("New Elk"). New Elk is a member of New Speed Logistics Ltd. ("New Speed") with the purpose of making an investment in Brilliant. The family office's investment is currently structured as a loan to Cervus in the form of a promissory note. Alongside this loan, JGP has committed to make a capital contribution to purchase units of Cervus. On December 30, 2019, JGP entered into an Option Agreement with the family office, whereby such Option Agreement allows the family office to purchase a one hundred percent (100%) interest in Cervus once the options are exercised.

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

### **Code of Ethics**

Jaguar's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 under the Advisers Act. All employees of Jaguar and of certain affiliates are deemed to be Access Persons for purposes of Jaguar's Code.

The Code sets forth a standard of conduct that takes into account Jaguar's status as a fiduciary and requires Access Persons to place the interests of the Funds and Investors above their own interests and the interests of Jaguar and its affiliates. All Access Persons are required to acknowledge receipt of, and agreement to abide by, the Code upon hire and at least annually thereafter. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Jaguar's Chief Compliance Officer.

The Code requires Access Persons to report their personal securities holdings and certain transactions, and are required to comply with policies and procedures reasonably designed to prevent the misuse of, or trading upon, material non-public information. The Chief Compliance Officer and/or her designee periodically reviews Access Persons' personal transactions and holdings reports in an effort to ensure each Access Person is acting in a manner that is consistent with the Code.

Access Persons of Jaguar who violate the Code may be subject to remedial actions, including, but not limited to: profit disgorgement, fines, censure, suspension, or dismissal.

Investors or prospective Investors may arrange a time to view the Code in Jaguar's offices by contacting the Chief Compliance Officer at 646-663-4950.

#### Co-investments

To the extent a Fund or future fund, has investment opportunities that are in excess of amounts determined to be prudent for such Fund by Jaguar in its sole discretion, Jaguar may offer the opportunity to co-invest alongside such Fund in such investment in accordance with the Fund's limited partnership agreement to Investors in such Fund, investors in other Jaguar funds, and/or third parties who have not previously invested with Jaguar. There can be no assurances that a co-investment opportunity will be made available in connection with the Funds. Jaguar may or may not seek expense reimbursement in respect of co-investments, and has in the past and may accept co-investment from a co-investor that is unwilling to reimburse and share in such Fund expenses, in either case as Jaguar determines in its sole discretion. Expenses, including, but not limited to, legal, tax, financial, travel, research, broken deal, financing (including any portfolio debt and the repayment of such financings and the costs related to establishing and maintaining any credit facility), and operational due diligence expenses, with respect to potential co-investments may be fully borne by the relevant Fund. To the extent expenses are to be allocated to the Funds or another co-investment vehicle, Jaguar will endeavor to allocate such expenses in a manner it believes to be fair and equitable, which may include an allocation based on net asset value, commitments, number of investors, actual or proposed relative size of investment or Jaguar's determination of the respective benefit to be received from the expense being incurred, subject to the terms of the applicable Fund Documents.

#### Participation in Client Transactions

As explained in Item 10, above, Jaguar serves as investment adviser to the Funds. Jaguar recommends interests in the Funds to prospective Investors. Jaguar, its affiliates, and certain Access Persons have invested, and may continue to invest, in the Funds.

The fact that Jaguar, its affiliates, and Access Persons may each have a financial ownership interest in the Funds creates a potential conflict in that it could cause Jaguar and its affiliates to make different investment decisions than if such parties did not have such financial ownership interest. Such potential conflicts are addressed by the personal securities policies and procedures described in the Code.

#### Portfolio Company Board Representation

Employees of Jaguar may serve as a director of one or more portfolio companies, and in that capacity, will owe duties to such portfolio companies and their shareholders. Serving in such capacity may give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director may conflict with the interests of the Funds. Additionally, any fees earned for sitting on a portfolio company board are reimbursed to Jaguar and then offset against Management Fees. Jaguar may also appoint non-Jaguar employees to portfolio company boards. In such case, any fees are paid by the relevant portfolio company and not by Jaguar or the Funds, and such third-party board fees are not offset against Management Fees. In limited circumstances, the director may face a conflict of interest between the director's duties to the portfolio company and the Funds (e.g., in situations involving bankruptcy or near insolvency of a portfolio company). If a material conflict of interest should arise with respect to a board matter, the director may be required to act in the best interests of the portfolio company and its shareholders, which interests may be different than those of a Fund. In serving as a director for a public company, an employee may come into possession of material, non-public information and/or information that may conflict with the interests of the Funds. In such instances, as necessary, Jaguar will restrict the trading of the Funds and personal trading by employees. In addition, in certain circumstances, where an employee serving as a director has a conflict of interest with a Fund, Jaguar may create internal information barriers to wall off that individual.

#### Advisory Board

Each Fund has an advisory board (the "Advisory Board") which is established under the Fund Documents. The Advisory Board may be composed of Investors selected by such Fund's General Partner as well as Jaguar principals and outside advisers. The Advisory Board of a Fund will provide such advice and counsel as is requested by its General Partner in connection with such Fund's investments, potential conflicts of interest, and other Fund matters. The prior approval of the Advisory Board will be required before the General Partner may take certain actions as enumerated in the respective Fund Documents. The General Partners will retain ultimate responsibility for all decisions relating to the operation and management of the Funds, including, but not limited to, investment decisions.

#### Policy on Principal, Agency Cross and Cross Transactions

Principal transactions are generally defined as transactions where an investment manager or investment adviser, acting as principal for its own account, buys any security from, or sells any security to, a client. A principal transaction would occur if Jaguar bought securities for its own account from a client or sold securities that it owned to a client. In certain instances, a principal transaction may also occur if an affiliate of Jaguar bought or sold securities from or to a Jaguar client. Jaguar's policy is not to engage in principal transactions. However, Jaguar, its employees and affiliates may co-invest in transactions with clients or in the Funds as described above.

An “agency cross transaction” is defined as a transaction where an investment manager or investment adviser acts as broker for both its client and the party on the other side of a transaction. An agency cross transaction would occur if the transaction is executed by an affiliate of the manager or adviser. Jaguar’s policy is not to engage in agency cross transactions.

Jaguar has not in the past and does not intend to engage in the buying or selling of securities or other assets from one investment manager or investment advisory client to another (typically referred to as a “cross trade”).

### **Item 12 – Brokerage Practices**

The Funds’ strategy typically focuses on securities transactions of private companies and purchases and sells such interests through privately-negotiated transactions that generally do not require the use of a securities broker. In the event the use of a broker is required for a specific transaction, Jaguar has sole authority to select the broker-dealer used in each transaction of publicly-traded securities and to negotiate fees paid to the broker-dealer in connection with any such transaction. When executing transactions in exchange-traded securities, Jaguar recognizes that it has a duty to seek “best execution” for any securities transactions made for the Funds.

Jaguar will consider a number of factors in selecting appropriate broker-dealers, including, but not limited to, net price, availability, reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction and the market for the security. Jaguar does not obligate itself to obtain the lowest commission or best net price for an account on any particular transaction. Jaguar may also consider the comprehensiveness and frequency of available research services and products provided by the broker-dealer.

Jaguar has not, as of the date of this Brochure, utilized capital introduction or referral services provided by broker-dealers, and generally does not intend to utilize such services in the future, and accordingly, would not consider such services in selecting broker-dealers. In addition, Jaguar does not currently maintain formalized “soft dollar” arrangements with broker-dealers. In connection with fundraising efforts, Jaguar may enter into arrangements with financial institutions to sponsor or arrange feeder funds to invest in a Fund. Jaguar also at times engages other financial intermediaries and counterparties, such as investment banks, to provide services to Funds and/or portfolio companies. In selecting or evaluating such service providers, Jaguar will take into account a variety of considerations, including, without limitation, price, quality of services, financial stability and overall reputation and integrity. As a result, although Jaguar generally will seek reasonable rates for such services, the market for such services involves more subjective evaluations than public securities brokerage transactions; consequently, the Funds may not pay the lowest commission or fees for such services.

Jaguar does not have directed brokerage arrangements.

Due to the nature of Jaguar’s investment program, Jaguar does not intend to engage in the aggregation of orders or order bunching.

### **Item 13 – Review of Accounts**

Portfolio investments are under continuous review by Jaguar’s Founders and senior investment personnel and includes review of investment performance, potential investments, valuation

changes, market developments, adherence to investment guidelines and strategies and risk analysis. Jaguar performs an additional review in the event of a portfolio company needing subsequent financing, a potential acquisition or liquidity event, unusual activity, special circumstances, or a serious performance issue at a portfolio company.

Jaguar provides to its Investors (i) audited financial statements annually within 120 days of year end, (ii) unaudited financial statements for the first three quarters of each fiscal year; (iii) annual tax information necessary for each partner's U.S. tax returns, (iv) descriptive investment information for each portfolio company quarterly, and (v) reports summarizing material affiliated transactions, if any. All such documents are sent to Investors electronically via email, virtual data room, or by mail, as per each Investor's specific request. Upon request, certain Investors may receive additional information and reporting that other Investors may not receive.

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

Jaguar does not currently receive any monetary compensation or any other economic benefit from a non-client for Jaguar's provision of investment advisory services to an Investor.

As previously discussed in Items 5 and 6, Jaguar receives compensation in the form of fees paid by the Funds as disclosed in the respective Fund Documents. Jaguar or certain of its affiliates may have the right to receive certain non-investment advisory fees in connection with the Funds or portfolio companies, as described in the respective Fund Documents. For example, Jaguar may be entitled to receive (i) certain professional services or related fees from a portfolio company in connection with certain transactions; (ii) certain monitoring or consulting fees from a portfolio company for services provided to the portfolio company; and (iii) fees for serving on the board of directors of a portfolio company.

From time to time, Jaguar has engaged and may in the future engage and compensate third parties for placement agent, solicitation and related services, including compensation for referrals that result in a potential investor becoming an Investor in a Fund. Any fees and expenses payable to any such third parties will be borne by Jaguar either directly or indirectly through an offset against the management fee. Any such placement agents soliciting third-party investors in the U.S. will be registered as broker-dealers with the SEC and placement agents soliciting third-party investors outside the U.S. will be registered with a non-U.S. regulatory body to the extent such registration is required in the applicable non-U.S. jurisdiction.

From time to time, Jaguar may receive training, information, promotional material, meals, gifts, or prize drawings from vendors and other third parties with whom it may do business or to whom it may make referrals. At no time will Jaguar accept any benefits, gifts, or other arrangements that are conditioned on directing individual Investors to a specific investment or provider. Similarly, the personnel of the Manager and/or its affiliates may speak at conferences and programs for potential Investors. Neither Jaguar nor the Funds compensate individuals for organizing such events or for investments ultimately made by prospective Investors attending such events.



### **Item 15 – Custody**

The Advisers Act Rule 206(4)-2 (the “Custody Rule”) requires that pooled investment vehicles advised by the adviser either undergo an annual generally accepted accounting principles (“GAAP”) financial statement audit or be subject to a surprise custody examination by an independent public accountant. Jaguar is deemed to have custody of client funds and securities because Jaguar’s related entities serve as the General Partners of the Funds. Jaguar’s policy is to have the Funds audited annually by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board (“PCAOB”), and to distribute copies of the audited financial statements prepared in accordance with GAAP to Fund Investors within 120 days of the end of a Fund’s fiscal year. Each Fund’s assets are held in custody by a qualified custodian to the extent required under the Custody Rule.

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

Jaguar is retained on a fully-discretionary basis and is authorized to determine and direct execution of portfolio transactions pursuant to the terms of the respective Fund Documents. Investment advice is provided directly to the Funds and not to Investors individually. Jaguar has discretionary authority based on the Fund Documents to buy and sell securities and other investments on behalf of the Funds.

To invest in the Funds, an Investor must execute a subscription agreement with the Fund. An Investor in a Fund may impose limitations on Jaguar’s authority through a side letter agreement, and Jaguar may choose to accept reasonable limitations or restrictions at its discretion.

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

Jaguar anticipates that many of its investments will be in private securities. Due to the nature of these investments, Jaguar expects to have substantial authority to exercise voting rights with respect to such securities. Jaguar has developed policies and procedures in the event that it must vote proxies on behalf of the Funds in investments in public securities. Jaguar will vote any proxies received in the best interests of the Funds and in accordance with any procedures described to Investors. However, the policies permit Jaguar to abstain from voting proxies in the event that a Fund’s economic interest in the matter being voted upon is limited relative to its overall portfolio or when the impact of the vote will not have an effect on the outcome of the matter or on the Fund’s economic interests.

Prior to voting any proxies with respect to the Funds, Jaguar will review the applicable proxy solicitation materials for potential conflicts of interest. If a conflict is identified, Jaguar will determine whether the conflict is material. If no material conflict is identified pursuant to these procedures, Jaguar will vote such proxy in accordance with the best interests of the applicable Fund. If a material conflict is identified, Jaguar will consider the conflict and determine what course of action is in the best interest of a Fund. Further, Jaguar will determine, in its sole discretion, whether it is appropriate to disclose the conflict to Investors.

Please contact Jaguar if you would like detailed information about how any proxies were actually voted by calling the Chief Compliance Officer at 646-663-4950. Investors or prospective Investors may obtain a copy of Jaguar’s proxy voting policies and procedures upon request.

**Item 18 – Financial Information**

Jaguar is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients. Jaguar has not been the subject of a bankruptcy petition