



**ARC Luminous Management Company LLC**  
**10 E. 53rd Street, Suite 3001**  
**New York , New York 10022**

**Form ADV Part 2A**

**October 18, 2023**

**Item 1 - Cover Page**

This brochure ("Brochure") provides information about the qualifications and business practices of ARC Luminous Management Company LLC ("Luminous" or the "Firm"), an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Any reference to Luminous as a "registered investment adviser" or as being "registered," 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.

This Brochure is neither an offer to sell nor a solicitation of an offer to buy shares or limited partnership interests in any of the investment funds sponsored, managed, or advised by Luminous. An offer of such funds can only be made through the offering materials for the relevant investment fund and only in jurisdictions in which such an offer would be lawful.

If you have any questions about the contents of this Brochure, please contact us at (332) 266-7344 or [info@luminouscap.ca](mailto:info@luminouscap.ca). Additional information about Luminous is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) and at Luminous' website at [www.luminouscapitalinc.com/](http://www.luminouscapitalinc.com/).

**Item 2 - Summary of Material Changes**

Because this is an initial filing, there are no material changes from prior filings to report.

**Item 3 - Table of Contents**

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**Item 4 - Advisory Business**

- A. ARC Luminous Management Company LLC (“Luminous,” “Firm,” “us,” “we,” and “our”), a Delaware limited liability company, is an investment adviser located in New York, New York. Luminous provides discretionary investment advice to certain private equity investment funds (the “Fund(s)” or our “Clients”) that primarily make investments in private equity-related, and other securities in accordance with the investment guidelines established for such Funds. Typically, Luminous focuses on making high growth emerging market industries, with an emphasis on investments in the regulated US cannabis industry.

In March 2023, Luminous Capital USA Inc., a Delaware Corporation, formed in 2021, by its principals who have been active investors, operators, and advisors in the cannabis industry since formation, partnered with ARC Group Ltd., a Hong Kong Corporation. Luminous is 51% principally owned by ARC Group Ltd. and 49% owned by Luminous Capital USA Inc., which serves as the managing member of Luminous. ARC Luminous GP LLC, a Delaware limited liability company, an affiliated entity of Luminous will act as the general partner of the Fund operated by Luminous (the “General Partner”). Luminous is principally controlled by John Darwin, Joshua Mann, and David (“Mac”) McDonald as principals and managing partners of Luminous Capital USA Inc.

Any references to the “Firm”, “us,” “we,” and “our” in this Brochure refer to Luminous. Any defined terms used in this Brochure not otherwise defined herein, have the definition ascribed to them in the Governing Documents of the applicable Fund (as defined below).

Luminous will offer investment advisory services to a commingled private investment fund, the Luminous Capital Fund I LP, a Delaware Limited Partnership (the “Domestic Fund”), and together with the Luminous Capital Foreign Feeder Fund I, LP (the “Foreign Feeder Fund” the Foreign Feeder Fund together with the Domestic Fund referred to herein as the “Fund” or “Funds”), as the context requires. Luminous’ services to the Funds include engaging in the business of making, managing, supervising, and disposing of investments and engaging in such other activities incidental or ancillary to such investments including, but not limited to, sourcing investment opportunities and negotiating investments. The Fund will provide certain qualified, sophisticated investors access to enhanced private credit investment opportunities in the fast-growing legal U.S. cannabis industry. The Fund’s primary objective is to seek high-yield, equity-like returns with downside protection through structured debt investments in North American public and private cannabis companies.

Luminous provides investment advice and services to each Fund in accordance with the investment objective, strategies, policies, guidelines, terms, conditions, procedures, and limitations set forth in the applicable Governing Documents, and not in accordance with the individual needs or objectives or strategies of any particular investor in such Fund. Fund investors generally are not permitted to impose restrictions or limitations on the management of the Fund.

The Fund or the General Partner, without any further act, approval or vote of any Limited Partner, may enter into side letters or other similar agreements with certain Limited Partners that have the effect of establishing rights under, or altering or supplementing the terms (including economic and fee terms) of the Governing Documents to the extent permitted by law, including the Investment Advisers Act as amended.

Luminous does not participate in any wrap fee programs.

All discussions of the Funds in this brochure, including but not limited to their investments, the strategies used in managing the Funds (including those described below within the Methods of Analysis, Investment Strategies and Risk of Loss section), the fees and other costs associated with an investment in the Funds, and conflicts of interest faced by the Firm in connection with management of the Funds, are qualified in their entirety by reference to each Fund's respective offering memorandum and advisory agreement (the "Governing Documents").

As of October 16, 2023, Luminous does not have any regulatory assets under management as it is in the process of launching the above-described Fund.

#### Item 5 - Fees and Compensation

- A. Below is a general overview of how Luminous and its affiliates generally are compensated in connection with providing advisory services to the Fund. Luminous may enter into different fee or compensation arrangements to subsequent funds and on an investor-by-investor basis in the General Partners sole discretion. With respect to the Fund, the specific fees, compensation and other remuneration paid or payable to, or received by, the adviser or an affiliate thereof are set forth in the applicable Governing Documents. As a result, investors are encouraged to carefully review and rely on the applicable Governing Documents for a description of the fees and compensation (and expenses) applicable to the Fund.

Luminous and its affiliates, as applicable, are generally entitled to receive a management fee ("Management Fee") and carried interest ("Carried Interest") in connection with advisory services provided to the Fund.

Management Fee: Management Fees will be paid to Luminous quarterly in advance in respect of each limited partner in the Fund. During the investment period, the Management Fee with respect to a limited partner will be equal to 1.5% per annum of each limited partners' capital commitment. After the end of the investment period, the Management Fee will be equal to 1.5% per annum of the aggregate capital contributions of such a limited partner with respect to investments that have not been disposed of or have been completely written off. The General Partner may, in its sole discretion, reduce, waive, or calculate differently the Management Fee with respect to Limited Partners.

Carried Interest: With respect to the Fund, net proceeds attributable to the disposition of an investment in a portfolio company, together with any dividends or interest income with respect to that investment, generally will be distributed to the applicable limited partners participating in that investment as set forth in the applicable Governing Documents. With respect to the Fund, the General Partner is generally entitled to receive a share of investment proceeds of up to twenty percent (20%) of the realized profits relating to the realized investments of such Fund, after the following waterfall; (i) a return of capital to participating investors equal to their capital committed to fund the investment and pay for fund expenses relating to that realized investment; (ii) payments to participating Limited Partners until the cumulative distributions to such Limited Partner of Investment Proceeds represents an 8% compound annual rate of return on the amount of such Limited Partner's realized capital and costs; (iii) payment to the General Partner until it has received 20% of the sum of (A) the aggregate amount of investment proceeds distributed to such Limited Partner from such Investment and all realized investments, net of such Limited Partner's realized capital and costs, and (B) the amount of

Carried Interest distributed to the General Partner with respect to such Limited Partner; and (iv) thereafter, 80% to such Limited Partner, on the one hand, and 20% to the General Partner.

Other Fees: The Management fee will be reduced by 100% of any commitment closing, origination, transaction, break-up, directors', monitoring, management, amendment fees, and other similar fees paid to Luminous and its affiliates in connection with the provision of capital and/or services to a portfolio company by the Fund. To the extent such offsets would reduce the Management Fee for a given quarterly period below zero, such offsets will be carried forward and reduce future installments of the Management Fee. Notwithstanding the foregoing, advisory, capital raising, transaction or similar fees paid to the Management Company, ARC Group Ltd., Luminous Capital USA Inc., or the Principals by a Portfolio Company or any subsidiary or affiliate of a Portfolio Company shall not be considered Other Fees.

Operational and Organizational Expenses: The Fund, except as noted herein and in the Governing Documents, will pay all expenses related to the operation of the Fund and of entities related to the Fund including the General Partner ("Operational Expenses") as set forth in the Governing Documents.

- B. Management Fees are payable, and may be payable, out of current income, Disposition Proceeds of the Fund, drawdowns of capital commitments or any other assets of the Fund determined by the General Partner to be available for such purpose (pursuant to the terms of the applicable Governing Documents). Fees that are not paid or payable directly by the Funds (or the investors) are paid or borne by either the applicable portfolio company or other third parties. Carried interest distributions are made directly to the applicable General Partner or an affiliate thereof from time to time out of investment proceeds received by the Fund.

Capital commitments generally will be drawn down on an as-needed basis with a minimum of ten (10) calendar days' notice to the Limited partners to (i) cover the expenses of the Fund, including Management Fees and Fund expenses, indemnification obligations, obligations relating to the Fund's borrowings, guarantees, credit support obligations and any other obligations of the Fund and (ii) make Investments.

- C. Each Limited Partner will bear its pro rata share of the Fund's and the General Partner's organizational expenses and expenses in connection with the initial structuring, organization, insurance syndication and capital raising, and closings of the Fund and entities related to the Fund as set forth in the Governing Documents. At this time Luminous does not engage any third-party marketers to assist in the marketing of the Fund, whoever, Fund expenses may also include such fees payable by the Fund, the General Partner or Luminous to placement agents and other third parties that assist in the marketing of the Fund, subject to applicable Governing Documents.
- D. The Fund will pay Management fees to Luminous quarterly in advance. In the event that the Fund is terminated or dissolved, a proportionate share of any unearned Management Fees will be refunded to the applicable Limited Partners. Management Fees generally are prorated with respect to any partial calendar quarters (based upon the number of days remaining or elapsed in such quarter).

The Fund or the General Partner, may enter into side letters or other similar agreements with certain Limited Partners that have the effect of establishing rights under, or altering or supplementing the terms (including economic and fee terms) of, the Governing Documents.

- E. Luminous may earn commitment, closing, origination, transaction, break-up, directors' monitoring, management, amendment, and other similar fees in connection with the provision of capital to a portfolio company by the Fund. The Management Fee payable by a Limited Partner will generally be reduced by an amount equal to 100% of such Limited Partner's pro rata share of such fees as described the Fund's Governing Documents
- F. Other than as described above, neither the Adviser nor any of its supervised persons receives any compensation from the sale of securities or other investment products.

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

The General Partner generally receives or may receive performance-based fees from the Fund in connection with any proceeds that are distributed to partners relating to dispositions of investments in portfolio companies as Carried Interest. These fees are subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Performance-based fees, carried interest, in general, may create an incentive for Luminous and its affiliates to make investments that are riskier and more speculative than would be the case in the absence of performance-based fees. The method of calculating carried interest may result in conflicts of interest with respect to the management and disposition of investments, including the sequence of dispositions. Luminous generally attempts to mitigate or address the conflicts of interest associated with these carried interest distributions through (i) the requirement that invested capital, a preferred return and expenses be returned to investors before the General Partner are entitled to receive any carried interest distributions, (ii) a material investment in the Fund by Luminous, including its employees and members, as well as the General Partner, and/or (iii) requiring the General Partners to return or clawback any excess carried interest distributions received by them.

#### **Item 7 - Types of Clients**

Luminous will initially provide investment advisory services to the Fund, upon launch, in accordance with the Fund's Governing Documents. Investment advice is provided directly to the Fund (subject to the direction and control of the General Partner of such Fund, as applicable) and not to individuals invested in such Fund. Interests in the Fund are offered pursuant to applicable exemptions from registration under the Securities Act and the Investment Company Act. Investments into the Fund are generally only available to "accredited investors" as defined in Regulation D under the Securities Act and "knowledgeable employees" within the meaning of the Investment Company Act.

Limited partnership interest holders may include, among others, pension funds, endowments, private investment funds, banks, insurance companies, sovereign wealth funds, funds of funds, high net worth individuals or their related family offices, trusts, estates, charitable organizations, corporations, limited partnerships, and limited liability companies or other entities.

In addition, employees and other persons associated with Luminous and/or its affiliates, including the General Partner, may make capital contributions to the Funds. An affiliate of Luminous serves as the General Partner to the Fund and the General Partner will make capital commitments to the Fund as set forth in the Fund's Governing Documents.

The Fund generally requires a minimum commitment of \$500,000 as set forth in the Fund's Governing Documents. The General Partner of the Fund may, in its sole discretion, accept investment commitments of lesser amounts than the stated minimum.

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

All references to the Fund in this brochure, including, but not limited to, their investments and management strategies, are qualified in their entirety by reference to each Fund's respective offering documents. The following is a general discussion of the methods of analysis, investment strategies and the risk of loss associated with Luminous' overall investment strategy. These risk factors may change over time. There can be no assurance that the Fund will achieve their objectives or that the Funds will not incur losses. Investors in the Funds must be prepared to lose all or substantially all of their investment in the Funds.

**THE INFORMATION BELOW IS INTENDED TO SERVE AS A SUMMARY OF POTENTIAL RISKS OF INVESTING. THE FOLLOWING IS NOT A SUBSTITUTE FOR THE GOVERNING DOCUMENTS OF THE FUNDS. POTENTIAL INVESTORS IN THE FUNDS MUST REVIEW GOVERNING DOCUMENTS IN THEIR ENTIRETY BEFORE INVESTING. THIS INFORMATION MAY BE BOTH SUPPLEMENTED AND SUPERSEDED BY INFORMATION IN THE GOVERNING DOCUMENTS FOR THE FUNDS.**

The Firm seeks to protect against challenging markets with a risk-averse approach to investing in the regulated U.S. cannabis industry. We target risk-adjusted returns through investing in high yielding loans with equity upside equipped to counter high-rate environments, positioning itself as a solution across broader market cycles.

The Fund will invest in cannabis-related assets through secured debt often with associated equity linked securities. The debt is typically secured in a first or second position on real estate and first position on cannabis licenses, inventory, and other industry specific collateral. The Fund will seek to utilize warrants, conversion features, and other equity instruments alongside debt to provide upside potential as regulations progress across the industry and company growth targets are achieved.

The Firm utilizes a differentiated and disciplined investment approach to cannabis investing. The Firm's strategy focuses on direct operational experience, extensive due diligence, pricing discipline, and portfolio diversification to minimize risk of loss in the portfolio while capturing an array of upside opportunities.

The Fund's investment strategy is unique due to the Principals' experience as actual operators in the legal U.S. cannabis industry as well as having been private equity and/or investment banking professionals investing in cannabis. The Principals have backgrounds in traditional institutional finance and have built legal U.S. cannabis operations across multiple states and market cycles. The Principals have a combined experience of nearly 30 years operating and investing in the cannabis industry.

**Investing in securities involves risk of loss that investors should be prepared to bear.** Investment in a Fund should only be undertaken by investors capable of evaluating these risks. Set forth below is a non-exhaustive summary of such risks. The below list of risks is a non-exhaustive list of risks to advice provided by Luminous to the Funds. Prospective investors should review each Fund's Offering



Document for a complete description of additional risks regarding investment in any Fund offered by Luminous.

- There can be no assurance of investment return.
- The entity is newly formed, and therefore investors must rely on the General Partner, Luminous and its principals.
- Luminous will conduct reasonable due diligence prior to making investments. There can be no guarantee that the evaluation of important and complex business, financial, tax, accounting, environmental and legal issues will fully protect against the downside of investments failure to reach their full potential.
- Portfolio companies may be affected by Force Majeure events.
- Investment analyses and decisions by Luminous will often be undertaken on an expedited basis in order for the Fund to take advantage of investment opportunities. There can be no assurance that such analysis will accurately evaluate such investments.
- One of the fundamental risks associated with the Fund's investments is credit risk, which is the risk that an issuer will be unable to make principal and interest payments on its outstanding debt obligations when due.
- The assets of the portfolio may include first lien senior secured debt and may also include selected second lien senior secured debt, which involves a higher degree of risk of a loss of capital.
- The Fund may make subordinated debt Investments, which will be unsecured and rank behind the borrower's senior indebtedness.
- The loans that we expect the Fund to make may be secured by collateral that is, and will be, subject to various legal and regulatory requirements, and the Fund would be subject to such requirements if such collateral was foreclosed upon.
- The Fund's Investments are expected to include junior, unsecured, equity and/or quasi-equity securities
- The value of the Fund's assets may be affected by prepayment rates on loans.
- It is anticipated that the Fund's debt Investments may include warrants or other equity or equity-linked components and, from time to time, the Fund may make direct equity investments by purchasing equity securities.
- Certain Investments by the Fund may be in securities that are or become publicly traded and are therefore subject to the risks inherent in investing in public securities.
- The Fund may make Investments in restructurings (including investments in "DIP" loans) that involve, or otherwise invest in the debt of, portfolio companies that are experiencing, or are expected to experience severe financial difficulties.
- Certain debt investments of the Fund could be subject to federal bankruptcy law and state fraudulent transfer laws, which may vary from state to state, if the securities relating to such Investments were issued with the intent of hindering, delaying or defrauding creditors or, in certain circumstances, if the issuer receives less than reasonably equivalent value or fair consideration in return for issuing such securities.
- Given the anticipated nature of the Investments, the General Partner expects the Fund to hold non-controlling interests in portfolio companies and, therefore, will have a limited ability to protect its position in such portfolio companies, although as a condition of investment in a portfolio company, the General Partner expects that appropriate rights generally will be sought to protect the Fund's interests.

- The Funds' investments are subject to market risk which includes but is not limited to the following:
  - Interest Rate Fluctuations,
  - Market Fluctuations,
  - Recession Risk,
  - Global Economic Conditions,
  - Uncertain Economic and Political Environment,
  - Market Disruptions,
  - Government Intervention,
  - Coronavirus and Public Health Emergency Risk, and
  - Cybersecurity Risks.
- Due to the nature of the Fund's investments in the cannabis industry, there are acute risks related to the industry. Although the Fund will not engage in the production, sale, or distribution of cannabis itself, it will seek to provide financing to businesses that do operate in the cannabis industry including in the cultivation, manufacturing, extraction, equipment provision and sales, real property lessors, etc. In addition, while many states in the United States have approved the cultivation, sale, and distribution of cannabis and cannabis related products for recreational and/or medicinal uses, the federal government still classifies cannabis as a Schedule I controlled substance. Accordingly, even in jurisdictions where the medical and/or recreational use of cannabis has been legalized at the state level, its prescription and use are, technically, a violation of federal law.
- State and municipal governments where the recreational and/or medical cannabis use has been previously legalized may change their regulations and adopt laws and regulations to criminalize or negatively affect cannabis businesses. States that currently have laws that decriminalize or legalize certain aspects of cannabis, such as medical or adult recreational use of cannabis, could, in the future, reverse course and adopt new laws that criminalize or negatively affect the cannabis industry.
- The Fund's borrowers will face several challenges unique to the state regulated cannabis industry, which could negatively affect its revenues if it impedes their profitability or operations and their ability to continue to make loan payments. Some of these challenges include, but are not limited to, the following:
  - The manufacturer, distribution, sale, or possession of cannabis is not in compliance with the CSA and is illegal under U.S. federal law. Strict enforcement of U.S. federal laws regarding cannabis would likely result in the Fund's borrowers' inability to execute a business plan in the cannabis industry;
  - Laws and regulations affecting the regulated cannabis industry are varied, broad in scope and subject to evolving interpretations, and may restrict the use of the properties the Fund's borrowers lease or acquire, or require certain additional regulatory approvals, which could materially adversely affect the Fund's investments in such companies;
  - The Fund's borrowers may have difficulty borrowing from or otherwise accessing the service of banks, which may inhibit its ability to open bank accounts or otherwise utilize traditional banking services;
  - The Fund's borrowers may have a difficult time obtaining financing to refinance their loans owing to the Fund at maturity;
  - There may be no material aspect of the Fund's borrowers' businesses that is protected by patents, copyrights, trademarks, or trade names, and they may face

- strong competition from larger companies, including those that may offer similar products and services to the Fund's borrowers;
- U.S. federal courts may refuse to recognize the enforceability of contracts pertaining to any business operations that are deemed illegal under U.S. federal law, including cannabis companies operating legally under state law;
  - The Fund's borrowers may have a difficult time obtaining the various insurance policies that are needed to operate such businesses, which may expose the Fund and its borrowers to additional risks and financial liabilities;
  - The Fund's borrowers may be subject to unfavorable U.S. tax treatment under Section 280E of the Code;
  - The Fund's borrowers may be foreclosed from using bankruptcy courts;
  - Assets collateralizing loans to cannabis businesses may be forfeited to the U.S. federal government in connection with government enforcement actions under U.S. federal law;
  - U.S. Food and Drug Administration (the "FDA") regulation of cannabis and the possible registration of facilities where cannabis is grown could negatively affect the cannabis industry, which could directly affect the Fund's financial condition and the financial condition of its borrowers;
  - The cannabis industry may face significant opposition from other industries that perceive cannabis products and services as competitive with their own, including but not limited to the pharmaceutical industry, adult beverage industry, and tobacco industry, all of which have powerful lobbying and financial resources; and
  - Consumer complaints and negative publicity regarding cannabis-related products and services could lead to political pressure on states to implement new laws and regulations that are adverse to the cannabis industry, to not modify existing, restrictive laws and regulations, or to reverse current favorable laws and regulations relating to cannabis.

**THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE DESCRIPTION OF ALL OF THE RISKS ASSOCIATED WITH (OR THAT MAY BE ASSOCIATED WITH OR APPLICABLE TO) THE FUND OR LUMINOUS' INVESTMENT STRATEGIES OR THAT ARE APPLICABLE TO THE FUNDS OR INVESTORS. INVESTORS SHOULD CAREFULLY REVIEW THIS BROCHURE AND THE APPLICABLE GOVERNING DOCUMENTS IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISIONS**

#### **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to their evaluation of the adviser or the integrity of adviser's management.

There are no legal or disciplinary events that are material to an evaluation of the Adviser's advisory services or the integrity of management.

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

- A. Neither Luminous nor any of our management persons are registered or applying to register as broker-dealers or representatives of any broker-dealer.

- B. Neither Luminous nor any of our management persons are registered or applying to register as futures commissions merchants, commodity pool operators, commodity trading advisors, or associated persons of the foregoing entities. To the extent a client trades or is deemed to trade in commodity interests, Luminous will maintain certain exemptions from registration with the U.S. Commodity Futures Trading Commission as a commodity pool operator or commodity trading adviser, as applicable, with respect to such clients.
- C. An affiliate of Luminous serves as General Partner to the Fund. ARC Group, Ltd., a Hong Kong Corporation, formed a profit-sharing arrangement with Luminous, including the Fund. ARC Group is a global financial services and advisory services firm with deep roots in Asia specializing in bridging Asian markets with those in the US and Europe. Such financial services include IPO, M&A, Financing, Venture, and SPAC consulting.

Luminous does not have any arrangements with a related person who is a broker-dealer, securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle, investment adviser, financial planning firm, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity not otherwise disclosed that creates or packages limited partnerships that are material to its advisory services.

Certain officers, members, employees and/or affiliates of Luminous may in the future serve as directors, officers, or committee members of certain portfolio companies of the Fund (or in similar or other capacities or roles with respect to such portfolio companies or affiliates thereof). Such persons could face conflicts of interest between discharging their duties as directors, officers, or committee members, as the case may be, of such companies and acting in the best interest of the applicable Fund. Moreover, certain Luminous affiliates or agents also may serve as directors of public companies and their activities on behalf of those other companies may present actual and/or potential conflicts of interest (including conflicting fiduciary duties). Remuneration to the extent received will be remitted depending on, and consistent with, each Fund's Governing Documents.

Principals, employees, and affiliates of Luminous may hold significant investments in the Funds from time to time.

- D. Luminous does not have any formal arrangements or agreements to recommend or select other investment advisers for its clients.

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

- A. We have adopted a Code of Ethics (the "Code of Ethics") that reflects our commitment to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the Funds and other accounts we manage, and that all of our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, honesty, and trust. In addition, among other things, our Code of Ethics governs personal investment transactions by our employees, our policies with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of our Code of Ethics are to be reported, and certain other outside activities of our employees.

Personal securities transactions by employees, in securities that overlap with the Funds holdings, are generally prohibited. Personal securities transactions in IPOs and limited offerings generally require the pre-approval of the Chief Compliance Officer.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

- B. Luminous does not recommend to client, or buy or sell for client accounts, securities in which Luminous or a related person has a material financial interest. However, Luminous and its advisory affiliates intend to make substantial investments in the Fund and subsequently any additional funds advised. Luminous or its related persons may also make co-investments alongside the Fund's investments where applicable. Such investments are designed to align the interests of Luminous and its investors. This may create a potential conflict of interest whereby there is an incentive to allocate to related parties rather than Fund investors.
- C. Luminous and its related persons anticipate making significant or material investments in the Fund. Such amounts may be invested pro rata with the limited partners of each Fund in all applicable Fund portfolio investments. Luminous covered persons may not trade for themselves or recommend trading in the securities of a public company while in possession of material, nonpublic information concerning such company, or disclose such information to any person not entitled to receive it. In accordance with its Code of Ethics, covered persons are not permitted to effect transactions individually in public companies that are portfolio investments of any of the Funds without the approval of the Chief Compliance Officer.

Luminous' Code of Ethics requires that covered persons report brokerage transactions to the Chief Compliance Officer. Transactions in certain financial products, including certain mutual fund shares, U.S. government securities and certain money market instruments are excluded from such reporting requirements. Luminous' Code of Ethics also requires that covered persons seek pre-clearance with respect to investments in any private placement or initial public offering. These limitations and pre-clearance requirements generally do not apply to transactions in certain investments, including investments in accounts over which the covered person has no direct or indirect control.

A copy of Luminous' Code of Ethics will be provided to any investor or prospective investor upon request.

## **Item 12 - Brokerage Practices**

Luminous does not make regular use of brokers for the purposes of purchasing or selling securities on behalf of the Fund because the securities that we typically purchase or sell on behalf of the Fund are acquired and/or disposed of in privately negotiated purchase and sale transactions.

From time to time, Luminous will use a broker to affect transactions in public securities resulting from, or in connection with, portfolio investments. In those instances, we have full discretionary authority with respect to the selection of, and commissions paid to, brokers. If we determine to engage a broker, we will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness to us, and the value to us of research provided, if any.

Luminous does not receive soft dollar benefits or client referrals from broker-dealers in connection with client transactions.

### **Item 13 - Review of Accounts**

Luminous' Partners are responsible for oversight of the investment process. In addition, Luminous' investment professionals meet weekly to review all potential new and existing portfolio investments, and any issues raised during the weekly meeting requiring Partner review.

Investors in the Fund are provided with audited annual financial reports and unaudited quarterly financial statements, and quarterly descriptive information with respect to portfolio investments. These reports are distributed electronically. Investors are also provided with annual tax information.

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

- A. Except as otherwise disclosed herein or in the applicable Governing Documents, Luminous does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to the Fund. As disclosed above, portfolio companies or other third parties may pay (and various affiliates and agents of Luminous receive or may receive) certain fees and compensation to Luminous affiliates, officers, or agents, including transaction fees and oversight fees (and other service fees). Luminous' affiliates receive or may receive various fees and compensation in connection with transactions that are not ultimately consummated by the Fund.
- B. Except as described above, Luminous does not receive economic benefit from anyone other than its Funds (and its investors) for providing investment advice or other advisory services to the Fund. Luminous does not currently pay any third-party placement agents to endorse its Fund interests but may do so in the future.

### **Item 15 - Custody**

Due to the legal structure of the Fund and the role of Luminous, Luminous will be deemed to have legal custody of the Fund. In connection with its responsibilities pursuant to SEC Rule 206(4)-2 (the "Custody Rule"), Luminous relies upon the "pooled investment vehicles" exemption from the reporting and surprise audit obligation. The Fund and its underlying investors will receive audited financial statements within 120 days of the Fund's fiscal year end, which investors should carefully review. Luminous will engage an independent accounting firm that is a member of, and examined by, the Public Company Accounting Oversight Board to perform the audit.

### **Item 16 - Investment Discretion**

Luminous has discretionary authority over the Funds pursuant to the Funds' investment advisory agreements. Investors generally may not place any limits on Luminous' authority beyond the limitations set forth in the Funds' Governing Documents and/or Luminous' internal compliance manual.

### **Item 17 - Voting Client Securities**

Luminous has adopted Proxy Voting Policies and Procedures (the "Proxy Policy") contained in the Firm's compliance manual in accordance with SEC Rule 206(4)-6 under the Investment Advisers Act. The Proxy

Policy sets forth the policies and procedures by which Luminous votes or gives consent with respect to certain securities owned by the Fund. Luminous seeks to vote in a manner that will maximize the economic value of the underlying holdings of Luminous, and in doing so Luminous will vote in the best interests of the Fund. Luminous will consider the relevant Fund's investment horizon, the contractual obligations under the governing documents of the Fund, and all relevant facts and circumstances at the time of the vote.

In the event that there is or may be a conflict of interest in voting proxies between Luminous and the Fund, the Proxy Policy provides that Luminous may address the conflict using several alternatives set forth in the Firm's Proxy Policy. While Luminous related persons may sit on the boards of directors for the portfolio companies in which it invests, Luminous does not consider service on portfolio company boards held by the Luminous' Fund to create a material conflict of interest in voting proxies on behalf of the Fund. In the event of such a conflict, Luminous would nevertheless vote in the best interest of its Fund.

Upon the request of the client, Luminous will disclose to such client how we voted securities owned by such client. A copy of Luminous' proxy voting policies and procedures is available upon request of a client. Clients may contact us via e-mail or telephone to request a copy of our proxy voting procedures or to inquire about the way in which a proxy was voted.

#### **Item 18 - Financial Information**

Luminous is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Funds and has not been the subject of a bankruptcy petition at any time during the past ten years.

#### **Item 19 – Requirements for State-Registered Advisers**

Luminous is not a state-registered adviser, and therefore information regarding state registration is not applicable.