

User Account	Rodrigo Silva (rsilva)	Requested Date Time	18 de julho de 2022 18:03 GMT	Status	Pending Completion
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Requested By	Megan Hartshorn (mhartshorn)	Due Date/Time	28 de julho de 2022 17:00 EST		

Conflicts of Interest

All Employees are required to complete this questionnaire.

For purposes of this questionnaire, "Immediate Family" includes:

- (i) your spouse or civil union partner,
- (ii) your children and/or step-children,
- (iii) your parents, parents-in-law and/or step-parents,
- (iv) your siblings, step-siblings and/or siblings-in-law,
- (v) any individual who lives in your household, and
- (vi) any person to whom you provide primary financial support.

If you answer "Yes," to any question below, please provide the name of your applicable Immediate Family member, the person or entity with which he or she has the applicable relationship, and other information relevant to such question.

By clicking submit below and submitting this certification I certify and acknowledge that the above statements are true and correct to the best of my knowledge and agree to immediately notify the CCO if such information becomes inaccurate in any way.

Question 1: Are any of your Immediate Family members employed by a company (including a financial services company) that provides products or services to iCapital, its affiliated investment management or investment advisory entities or the private investment funds managed by such entities (collectively, the Firm)?

- ☐ Yes
- ☐ No

Question 2: Does any member of your Immediate Family serve as a general partner, managing member, investment adviser or in a similar capacity for a pooled investment vehicle?

- ☐ Yes
- ☐ No

Question 3: Does any member of your Immediate Family serve as advisor, trustee, executor, or in a similar capacity for any Firm investor?

- ☐ Yes
- ☐ No

Question 4: Is any member of your Immediate Family one of the following: (i) an officer or employee of any national, regional, local or other government entity, (ii) an elected government official, (iii) an officer or employee of any entity or instrumentality in which a government or government entity possesses a majority or controlling interest, (iv) a candidate for political office, (v) a political party or official of a political party, (vi) an officer or employee of a public international organization, or (vii) a person who is acting in an official capacity for or on behalf of any government or department, agency or instrumentality of a government or for or on behalf of any public international organization?

- ☐ Yes
- ☐ No

Question 5: Is any member of your Immediate Family an executive officer, director or 5% or greater stockholder of a public company?

☐ Yes

☐ No

Question 6: Are you aware of any other relationship between one of your Immediate Family members and another person or entity that would result in a conflict with the Firm and/or a Firm investor?

☐ Yes

☐ No

Bad Actor Certification

On July 10, 2013, the U.S. Securities and Exchange Commission ("SEC") adopted new rules (the "Bad Actor Disqualification Rule") disqualifying issuers from offering securities involving specified "felons" and other "bad actors" from relying on the safe harbor exemption for private offerings of securities under Rule 506 of Regulation D of the Securities Act of 1933 (the "Securities Act"). This disqualification applies to all offerings under Rule 506, regardless of whether general solicitation is used.

If the issuer relying on Rule 506 is a pooled investment vehicle, then "Covered Persons" whose actions could give rise to disqualification would include:

- The issuer of securities (the "Issuer") and any predecessor of the Issuer or affiliated Issuer;
- Any director, executive officer, other officer participating in the offering, general partner or managing member of the Issuer;
- Any investment adviser to the Issuer and any director, executive officer, other officer participating in the offering, general partner or managing member of any such investment adviser, as well as any director, executive officer, or other officer participating in the offering of any such general partner or managing member;
- Any promoter connected with the Issuer in any capacity at the time of the sale;
- Any "Compensated Solicitor" and any director, executive officer, other officer participating in the offering, general partner or managing member of any such Compensated Solicitor; and
- Any beneficial owner of the Issuer owning "Voting Securities" equaling 20 percent or more.

Generally, "Disqualifying Events" are actions taken by U.S. courts and/or certain regulators. The following are the eight categories of Disqualifying Events:

- Felony or misdemeanor criminal convictions within the last five years (in the case of Issuers) and the last 10 years (other Covered Persons) in connection with the purchase and sale of any security, involving the making of a false claim to the SEC; or arising out of the conduct of business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities (hereafter, "Securities Business");
- Court injunctions and restraining orders entered within five years before the sale of securities that, at the time of sale, restrains or enjoins such Covered Person from engaging or continuing to engage in any conduct or practice in connection with the purchase and sale of any security, or involving the making of a false filing with the SEC, or arises out of conduct in the Securities Business;
- Final orders of certain state regulators (securities; banks, savings associations and credit unions; insurance); federal banking agencies; and the Commodity Futures Trading Commission and National Credit Union Administration that either create a bar from association with any entity regulated by the regulator issuing the order, or from engaging in the business of securities, insurance, or banking or from savings association and credit union activities, or are based on any violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct within the last 10 years;
- SEC disciplinary orders entered into under Section 15(b) or 15(B)(c) of the Securities Exchange Act of 1934 or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of sale, suspend or revoke a Covered Person's registration as a broker, dealer, municipal securities dealer or investment adviser; place limitations on the activities of such person; or bar such Covered Person from being associated with any entity or participating in the offering of any penny stock;
- SEC cease and desist orders (entered within five years of the sale of securities) ordering the Covered Person to cease and desist from committing or causing a violation or future violation of any scienter-based (i.e., must show fraudulent intent for a violation) anti-fraud provision of the federal securities laws;
- Suspension or expulsion from membership in, or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission constituting conduct inconsistent with just and equitable principles of trade;
- The Covered Person has filed (as a registrant or Issuer), or was named an underwriter in a registration statement or Regulation A offering statement that, within five years before the sale of securities, was the subject of a refusal order, a stop order, or order suspending the Regulation A exemption, or is, at the time of the sale of securities, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued;
- The Covered Person is subject to a U.S. Postal Service false representation order (within five years before the sale of securities), or is at the time of the sale subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the U.S. Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false presentations.

An Issuer cannot rely on the Rule 506 exemption from registration if the Issuer or a Covered Person is disqualified by one of the Disqualifying Events listed above. Although disqualification applies only for events that occur after September 23, 2013, the effective date of the Bad Actor Disqualification Rule, Disqualifying Events that occurred before that date are required to be disclosed to potential investors at a reasonable time prior to the sale of a security by the Issuer.

Under the "Reasonable Care Exception" from disqualification, if the Issuer did not know and, with reasonable care, could not have known that a Disqualifying Event existed, then the Issuer may still rely on the safe harbor exemption from registration.

By submitting this certification, I hereby attest to the following:

- ☐ I am currently the subject of a proceeding that may be considered a Disqualifying Event
- ☐ I have been the subject of a Disqualifying Event listed above
- ☒ I have not been the subject of any of the disqualifying events listed above

Employee Compliance Statement on Insider Trading

INSIDE INFORMATION: It is unlawful under federal and state securities laws for any person to trade and/or recommend trading in securities on the basis of "inside" or material non-public information. Institutional Capital Network and its subsidiaries' ("iCapital") compliance policies require you to stringently avoid any misuse of "inside" or material non-public information.

"INSIDE" or "MATERIAL NON-PUBLIC" INFORMATION: Courts and other regulatory agencies have broadly construed the definition of "inside" or material non-public information. "Material non-public information" is generally defined as any information that there is a substantial likelihood that a reasonable investor would consider important in making his or her investment decisions, or information that is reasonably likely to have a substantial effect on the price of a company's securities, and which has not been effectively communicated to the marketplace. Generally speaking, information is "material" if it has "market significance" in that it is likely to influence reasonable investors, including reasonable speculative investors, in determining whether to trade the securities to which the information relates. For example, information is likely to be "material" if it relates to significant changes affecting such matters as dividends, earnings estimates, write-downs or assets or additions to reserves for bad debts or contingent liabilities, the expansion or curtailment of operations, proposals or agreements involving a merger, acquisition, divestiture or leveraged buy-out, new products or discoveries, major litigation, liquidity problems, extraordinary management developments, public offerings, changes of debt ratings, issuer tender offers, recapitalizations, etc.

MISUSE CONSTITUTES FRAUD: The misuse of "inside" or "material non-public" information constitutes fraud, a term broadly defined under securities laws. Fraudulent misuse of "inside" or "material non-public" information includes purchasing/selling securities on the basis of such information for the account of the firm, an employee, a customer or anyone else, or tipping such information to anyone or using it as a basis for recommending the purchase or sale of a security. Persons guilty of fraudulently misusing "inside" or "material non-public" information are subject to civil and criminal penalties (including imprisonment), SEC administrative actions, discipline by various securities industry self-regulatory organizations, and termination by iCapital. Due to the potentially severe consequences of any misjudgment, any employee who's uncertain as to whether or not some particular information is "inside" or "material non-public" information should immediately contact the firm's Chief Compliance Officer for guidance rather than rely on the employee's own judgment or interpretation.

- ☒ By clicking submit below and submitting this certification I certify that I have read and understand the above as well as any and all other specific compliance procedures of iCapital concerning insider trading. I agree to uphold and comply with the rules, restrictions and procedures enforced by iCapital.

Accounts & Holdings

iCapital requires that all employee's investment transactions be carried out in a manner that will not create a perceived or actual conflict of interest between iCapital and its clients. To this end, iCapital requires you to disclose all "Covered Accounts". Covered Accounts include any personal accounts you maintain, including accounts maintained by or for:

- The Employee's spouse or domestic partner (except a spouse or partner with a valid separation/divorce decree) and minor children;
- The Employee's *immediate family members* sharing the same household;
- Any persons to whom the Employee provides primary financial support and either (i) whose financial affairs are managed by the Employee or (ii) for whom the Employee holds discretionary authority over financial accounts; and
- Any accounts for entities in which the Employee has a 25% or greater beneficial interest or exercises effective control.

- ☒ Check here to acknowledge the above statement

Accounts

You do not currently have any broker accounts to display.

Holdings

Holdings by Broker Account

You do not currently have any holdings to display.

You also have the option of uploading a pdf of your most recent account statement to satisfy this requirement.

No files selected



Initial Political Activities Certifications

You must disclose below all political Contributions to any Official of a Government Entity or candidate for office of a Government Entity (including any election committee) made by you during the past two years.

If you have contributions to declare, [click here](#) to access the Political Activity declaration form. To declare additional contributions, click the button labeled *Political Activity* on your home screen.

Political Activities

Initial Combined Report

Employee Name: Rodrigo Silva

Office: Lisbon, Portugal

Period: Initial Certification and Disclosures

Line Of Business: iCapital Network

Included below is a list of donations you have reported to political entities during this period

No Political Activity Donations for this period.

Included below is a list of donations you have reported to public officials during this period

No Political Activity Donations for this period.

Initial Outside Affiliations Certifications

Employees are required to disclose all Outside Business Activities to the firm.

Affiliations must be disclosed if they pertain to any of the below scenarios:

Outside Affiliations - Please disclose the requested information for any:

- Business which you take an active role in;
- Entities by which you are employed or receive compensation;
- Business Organizations in which you are an officer, director, partner, or employee;

Insider Disclosure - Please disclose any affiliation related to you or any member of your immediate family (i.e., parents, mother-in-law, father-in-law, husband, wife, brother, sister, brother-in-law, sister-in-law, son, daughter, son-in-law, daughter-in-law, children and who are directly or indirectly dependents) if you/they are an executive officer, director, or 5% or greater stockholder of a public company.

By clicking submit below, I certify that all Outside Affiliations / Insider Disclosures are properly disclosed and that the information contained herein is true and correct to the best of my knowledge.

If any such Outside Business Affiliations are missing, please [click here to disclose the details of this affiliation](#).

Outside Activities

Compliance Policies Signoff

By checking below and submitting this certification, I hereby acknowledge that I have received and read the following firm policies:

- iCapital Advisors, LLC- Compliance Manual
- iCapital Advisors, LLC- Code of Ethics
- iCapital Securities, LLC- Written Supervisory Procedures

I understand the contents in each of these policies and agree to the provisions set forth therein. I have had the opportunity to ask the Chief Compliance Officer questions and I have received adequate responses. I'm aware of the penalties for any violation of these policies and I agree to them.

By clicking submit below and submitting this certification, I certify and acknowledge that the above statements are true and correct to the best of my knowledge and agree to immediately notify the CCO if such information becomes inaccurate in any way.