

**Item 1: Cover Page****PART 2A OF FORM ADV: FIRM BROCHURE****PROTEUS**

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March 30, 2024

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PROTEUS, LLC IS REGISTERED WITH THE SEC AS AN INVESTMENT ADVISER. REGISTRATION WITH THE SEC OR NOTICE FILING WITH ANY STATE SECURITIES AUTHORITY DOES NOT IMPLY A CERTAIN LEVEL OF SKILL OR TRAINING.

**Item 2 – Material Changes**

Our last Annual Update of this Brochure was March 31, 2023. Material changes to the Brochure since the last Annual Update are summarized below. We recommend you review this Brochure in its entirety.

Effective July 6, 2023, Proteus appointed Molly H. Herenden as its Chief Operating Officer.

Effective February 2, 2024, Proteus appointed Ryan M. Laughon as its Chief Compliance Officer.

Effective February 2, 2024, Cheryl A. Ackerman ceased serving in the capacity as Chief Financial Officer and Chief Compliance Officer of Proteus.

Effective February 2, 2024, Proteus appointed Anya M. Janeway as its Chief Accounting Officer.

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#### Item 4 – Advisory Business

Proteus, LLC (“Proteus”) is a Delaware limited liability company founded in March 2012. Proteus is a wholly owned subsidiary of Proteus Holdings, LLC, a Delaware limited liability company (“Holdings”). The principal owners of Holdings are Jason C. Brown and Keystone International Holdings, Inc., an Indiana corporation (“Keystone”). The principal owner of Keystone is Jason C. Brown, the Chairman of Holdings’ Board of Managers. Proteus provides investment management and investment advisory services to feeder funds and master funds (collectively “Clients”) through the platform discussed below.

Proteus sponsors an alternative investment platform (the “Platform”) that makes available to approved investors professionally managed investment strategies. These strategies may be managed by third-party investment managers (“Underlying Managers”), Proteus, or subadvisors to Proteus. The Platform provides information to investors that invest in various funds (“Feeder Funds”) which invest in separately managed accounts, other pooled investment vehicles, individual securities or master funds (“Master Funds”) that, in turn, invest in any combination of these investments (collectively “Investment Products”) each of which are managed by Underlying Managers. The Underlying Managers available on the Platform are evaluated and selected by Proteus. Proteus also constructs and manages portfolios of Investment Products into pools which are available to investors through the Platform (the “Proteus Pools”).

The investors in the Feeder Funds (“Investors”) may be individual or institutional investors, but in each case must be “accredited investors” as defined in Rule 501(a) of SEC Regulation D. In addition, some of the Feeder Funds on the Platform may require the investors to be “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), and/or “qualified clients” as defined in Rule 205-3(d) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

The role of Proteus is twofold. First, Proteus operates the Platform and, in this role, operates in an administrative capacity as a manager of the Clients. Second, Proteus conducts due diligence on, selects, and continuously monitors the Underlying Managers available on the Platform and, in this role, Proteus operates in an advisory capacity.

Proteus maintains the authority to terminate a relationship with an Underlying Manager and remove them from the Platform if Proteus determines it is appropriate to do so. Proteus provides Investors, as part of the Platform, information and investigatory tools to facilitate the Investors’ review, due diligence, and decision-making process in evaluating Underlying Managers on the Platform. Further, Proteus creates model portfolios utilizing Underlying Managers. These model portfolios are implemented by Proteus through the Proteus Pools. Proteus actively manages the model portfolios and has the ability to add and remove managers, as necessary.

Proteus’ Investors subscribe to interests, units or shares (collectively “Interests”) of a Feeder Fund. In this regard, Investors own Interests in the Feeder Fund which invests in Investment Products and are maintained on behalf of the Investor in their capital account (“Investor’s Capital Account”). For short-term cash management purposes, the Feeder Fund may invest in United States government securities, banker’s

acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, and shares of open-end mutual funds and similar short-term instruments or accounts. Subsequent to a subscription to a Feeder Fund, Proteus provides the Investor with investment monitoring and reporting capabilities until such time as the Investor redeems its investment from the Feeder Fund.

As of December 31, 2023, Proteus advises \$215,096,149 on a discretionary basis. Proteus does not advise any assets on a non-discretionary basis.

**Item 5 – Fees and Compensation**

Proteus’ advisory services are currently limited to:

1. Its selection and allocation of Investment Products for the Master Funds and Proteus Pools.
2. Its selection and allocation of Master Funds and Proteus Pools for the Feeder Funds.

In the delivery of services, Proteus is compensated through advisory fees and/or management fees. Generally, Proteus assesses the following management fee structure to Clients (and indirectly, Investors), subject to the tiered fee methodology described below. The Feeder Funds on the Platform each pay Proteus a fee equal to a maximum annual rate of 0.96% (or 0.08% monthly) of the assets of each respective Investor invested in an Investment Product, which is charged against each Investor’s Capital Account (“Standard Fee Schedule”). Notwithstanding the foregoing, a tiered fee structure exists to reduce an Investor’s respective management fee for the sum of additional assets an Investor or group of Investors, sharing the same adviser, above each capital limit delineated below. The structure provides for fee reductions after the following capital limits:

- Assets allocated up to \$25,000,000 are charged at a maximum annual rate of 0.96%.
- Assets allocated above \$25,000,000 and up to \$50,000,000 are charged at a maximum annual rate of 0.84%.
- Assets allocated above \$50,000,000 and up to \$75,000,000 are charged at a maximum annual rate of 0.72%.
- Assets allocated above \$75,000,000 and up to \$100,000,000 are charged at a maximum annual rate of 0.60%.
- Assets allocated above \$100,000,000 are charged at a maximum annual rate of 0.48%.

The management fee is calculated monthly, paid in arrears, and is typically paid to Proteus by directly deducting the cash from each Investor’s Capital Account. Proteus has the option to either invoice investors or issue capital calls for management fees due, pursuant to the offering documents. Proteus may establish lower maximum annual rates for different Feeder Funds or waive or reduce all or any portion of the Standard Fee Schedule charged in respect of any Investor. The management fee for each Feeder Fund is set forth in its offering documents.

Additionally, Proteus manages and advises the Weather Mark Long/Short, LLC fund (“Weather Mark Fund”). This fund invests in individual securities through a separately managed account and charges advisory and

performance-related fees. The Weather Mark Fund charges an annual advisory fee of 1.50% of the invested balance of each Client (and indirectly, each Investor's Capital Account), of which Proteus receives 50% and the sub-advisor receives the remaining 50%. In addition to this advisory fee, the sub-advisor receives a performance fee of 20% of the amount of the total return, after certain fees, of each Client (and indirectly, each Investor's Capital Account) in the Weather Mark Fund. Clients (and indirectly, Investors) in the Weather Mark Fund are not charged the Standard Fee Schedule.

Investor Capital Accounts can be charged for third party transaction costs, custodial fees and any other investment-related fees or expenses such as due diligence services, pursuant to the offering documents.

In addition, the Clients (and indirectly, the Investors) may bear the following expenses: travel expenses; consulting, advisory, investment banking, legal, and other professional fees relating to investments or contemplated investments; information-related expenses; interest expenses; appraisal fees; legal, auditing, and accounting expenses (including expenses associated with the preparation of Client financial statements, tax returns, and Schedule K-1s); insurance expenses (including errors and omissions insurance and other similar policies); any entity-level taxes, fees, or other governmental charges levied against the Client; all litigation-related and indemnification expenses; and expenses comparable to any of the foregoing. These fees and expenses are typically paid by directly deducting the fees and expenses from the Investor Capital Accounts, and may be deducted as incurred, if deemed appropriate by Proteus.

Underlying Managers are compensated for their services through asset-based fees and may also be compensated through performance-based fees. In addition, each Underlying Manager may charge different fees and may incur operating expenses within their funds, including but not limited to audit, tax, banking, custodial, and software costs. These fees and expenses are generally reported as deductions from net performance of the Investment Products and are in addition to the fees paid to Proteus.

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

No Performance Fee is allowed to be levied against an Investor's Capital Account unless the Investor to which the Capital Account relates is a "qualified client" as defined in Rule 205-3(d)(1) under the Advisers Act. In this regard, a "qualified client" means: (i) a natural person who or a company that immediately after becoming an Investor in a Feeder Fund has at least \$1.1 million under the management of Proteus; (ii) a natural person who or a company that Proteus reasonably believes, immediately prior to accepting the Investor into a Feeder Fund, either has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2.2 million at the time of becoming an Investor, or is a "qualified purchaser" as that term is defined in Section 2(a)(51)(A) of the Investment Company Act; or (iii) a natural person who immediately prior to becoming an Investor is an executive officer, manager, or person serving in a similar capacity of Proteus, or an employee of Proteus (other than clerical or administrative employees) who participates in the investment activities of Proteus and has done so for at least 12 months.

However, if a Feeder Fund, or any Master Fund or other underlying Investment in which the Feeder Fund or a Master Fund invests, is excluded from the definition of investment company in reliance on Section 3(c)(7)

of the Investment Company Act of 1940, as amended (a “3(c)(7) Fund”), then such 3(c)(7) Fund (or its manager) may charge a Performance Fee to the fund’s investors, and any such 3(c)(7) Fund may be charged a Performance Fee by an underlying portfolio manager without regard to whether any investor in the 3(c)(7) Fund is a “qualified client.”

Proteus is entitled to receive a management fee and/or advisory fee in consideration of the services provided, as defined above in the Fees and Compensation section. The management fee is an asset-based fee calculated as a percentage of the fund’s assets invested in an Investment Product. Advisory fees are charged where Proteus manages a fund that is invested in a separately managed account, where the investments in that separately managed account are advised by a sub-advisor. The existence of the various fee structures may create a conflict of interest with respect to Proteus, its Underlying Managers, and Investors. Proteus addresses this potential conflict of interest by providing in its Code of Ethics that all supervised persons have a duty to act in the best interests of each Client, regardless of the fee structures instituted by Proteus.

Underlying Managers are compensated for their services through both asset-based and performance-based fees. Each Underlying Manager may charge variable fees and expenses including but not limited to audit, tax, banking, custodial, and software costs. These fees and expenses are generally reported as deductions from net performance of the Investment Products.

### **Item 7 – Types of Clients**

Proteus provides investment advice to its Clients, which are pooled investment vehicles or separately managed accounts. Conditions for investing in each Feeder Fund, such as the minimum investment amount, will be stated in each Feeder Fund’s respective offering documents. In this regard, the minimum initial investment for each Investor of a Feeder Fund on the Platform ranges from \$50,000 to \$350,000 depending on the Feeder Fund. The offering documents also will note that Proteus, as the manager of each Feeder Fund, has the discretion to reduce or waive the minimum investment amounts.

Each Investor in a Feeder Fund will be required to meet certain suitability and other qualifications, including, without limitation, that the Investor must be an “accredited investor” as defined in Rule 501(a) under SEC Regulation D. In addition, some of the Feeder Funds on the Platform may require the Investors to be “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act, and/or “qualified clients” as defined in Rule 205-3(d) under the Advisers Act. Proteus expects Investors will consist of high-net-worth individuals and institutional investors (including funds of funds).

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

Proteus provides investment advice on a discretionary basis to its Clients and identifies, researches, selects, and conducts due diligence on Underlying Managers prior to their being made available on the Platform. Eligible Underlying Managers are those either registered as investment advisers with the SEC, or those exempt from registration under the Advisers Act and manage private investment funds that qualify for exceptions provided by Sections 3(c)(1) and 3(c)(7) of the Investment Company Act. If the Client is invested in a private investment fund, the Underlying Manager is also required to disclose and periodically update the fund’s

offering documents and make available to the Client annual audited financial statements of the fund. While not mandatory, Proteus generally looks to evaluate only those Underlying Managers whose firms manage in excess of \$250 million and, if the Underlying Manager's Investment Product is a private investment fund, Proteus looks to invest in funds that target holding assets in excess of \$100 million. Proteus may evaluate and invest with Underlying Managers who do not meet these general asset levels.

For those Underlying Managers available on the Platform, Proteus offers further analytical capabilities through the deployment of its own proprietary technology. The tools available in the technology enable Investors to evaluate Underlying Manager profiles.

Proteus may also perform cash management services in connection with all or any portion of an Investor's free cash balances. Investments suitable for these cash management services consist of United States government securities, banker's acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, and shares of open-end mutual funds and similar short-term instruments or accounts.

An investment in a Feeder Fund involves a high degree of risk and is suitable only for accredited investors who can bear the risk of loss of their entire investment. Investors should carefully consider the following risks and uncertainties regarding an investment in a Feeder Fund before deciding whether to purchase any of the Interests. The following is a summary of some, but not all, of the material risks associated with the Platform and investing in a Feeder Fund.

- Risk of Loss – Investing in pooled investment vehicles and trading securities and other financial instruments involves a high degree of risk. Consequently, the investment program of each fund involves a high degree of risk, including the risk of loss of the entire amount invested, that the Investor should be prepared to bear. The investment activities will be subject to risks arising from the volatility of the equities, fixed-income, commodities, currencies, and derivatives markets, unexpected market movements, and the risk of loss from counterparty and broker defaults, among other risks.
- Underlying Manager Risk – The use of an Underlying Manager in investment programs involves additional risks. The success of the Underlying Manager depends on the capabilities of its investment management personnel and infrastructure, all of which may be adversely impacted by the departure of key employees and other events. The future results of the Underlying Manger may differ significantly from the Underlying Manager's past performance. While Proteus intends to employ reasonable diligence in evaluating and monitoring Underlying Managers, no amount of diligence can eliminate the possibility that an Underlying Manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changed in investment strategy, insider trading, misappropriations of assets and unsupportable valuations of portfolio securities. Underlying Managers may take positions that are long term, involve risk of loss, including your entire investment and are illiquid. These investments may produce higher volatility, greater risk of loss and less ability to retrieve capital.
- No Active Trading Market for the interests in the Feeder Fund – There currently is no public trading



market for the Interests of a Feeder Fund, and it is not anticipated that a market will develop for the Interests in the foreseeable future. The Interests in a Feeder Fund have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), the Investment Company Act, or the securities laws of any state in reliance on exemptions from such registration requirements. The Interests may be resold or otherwise transferred only if such transfer is registered under the Securities Act and the securities laws of all other applicable jurisdictions, or if exemptions from such registration requirements are available. An investment in a Feeder Fund is likely to result in a long-term commitment, and there is no assurance of any distribution to Investors prior to, or upon liquidation of, the Feeder Fund. Consequently, Investors may not be able to sell or otherwise transfer or dispose of Interests in a Feeder Fund. In addition, the Feeder Fund’s Operating Agreement provides for additional restrictions on the transfer of the Interests. As a result, there is very limited liquidity for an Investor’s investment. Investors may be unable to liquidate their investment at the time they desire to do so and may be forced to hold the Interests in a Feeder Fund for an indefinite period of time.

- Lack of Liquidity – There will be a lack of liquidity with respect to the Feeder Funds and the Interests in the Feeder Funds. The Master Funds’ investment portfolios may consist of investments in pooled investment vehicles, private funds, and other private companies. As a result, there is no readily available market for liquidating these investments and many of these investments may be difficult to value.
- Indemnification Obligations – The Feeder Funds will be required to indemnify Proteus and its officers, managers, agents, legal and professional advisers, and members for liabilities incurred in connection with the affairs of the Feeder Funds, arising out of threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of any acts, omissions or alleged acts or omissions not taken in bad faith and arising out of the Feeder Fund’s acts or omissions or his, her, or its activities. Such liabilities may be material and have an adverse effect on returns to the Investors. The indemnification obligations of the Feeder Funds would be payable from the assets of the Feeder Funds. If the assets of the Feeder Funds are not sufficient to satisfy these indemnification obligations, Proteus, as the manager of the Feeder Funds, may be permitted to seek additional capital from the Investors to satisfy these obligations.
- Counterparty Risk - The Investment Products are likely to experience counterparty risk. Certain markets in which the underlying funds may affect transactions are “over-the-counter” or “interdealer” markets, and may also include unregulated private markets. The participants in such markets typically are not subject to the same level of credit evaluation and regulatory oversight as are members of “exchange based” markets. This exposes the Client to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing an investment product to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the transactions are concentrated with a single or small group of counterparties. The Investment Products may not be restricted from dealing with any particular counterparty or from concentrating any or all transactions with one counterparty. The ability of the Investment Products to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities, and the absence of a regulated market to facilitate settlement

may increase the potential for losses by the Investment Products and, consequently, the Feeder Funds and Investor Capital Accounts.

- **Registration** – The Feeder Funds and the Master Funds are subject to limited regulation. Neither the Feeder Funds nor any Master Fund has registered under the Investment Company Act, and they do not intend to register, in reliance on exemptions from registration provided by Section 3(c)(1) and 3(c)(7) of that Act. The Interests of the Feeder Funds are not registered under the Securities Act, in reliance on Section 4(a)(2) and Regulation D (including Rule 506) thereunder. Consequently, the Feeder Funds and the Master Funds are subject to significantly less federal and state regulation and supervision than registered investment companies or other companies conducting registered offerings.
- **Cyber Security Risk** - As part of its business, Proteus processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Clients and personally identifiable information of the Investors. Similarly, service providers of Proteus and the Clients may process, store, and transmit such information. Proteus has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. Breach of Proteus' information systems may cause information relating to the transactions of the Clients and personally identifiable information of the Investors to be lost or improperly accessed, used or disclosed. The service providers to Proteus and the Clients are subject to the same electronic information security threats as Proteus is. The loss or improper access, use or disclosure of Proteus' or a Client's proprietary information may cause Proteus or the Clients to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on a Client and the Investors.
- **Market Risk** – The success of the Clients' and thus Investors' investment activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls and national and international political circumstances. These factors may affect the level of volatility of the investments in the Client and Investors accounts. Such volatility could impair performance and result in losses.
- **General Tax Risks** - The Feeder Funds are currently formed as limited liability companies, and as such, each such fund is taxed like a partnership for federal and state income tax purposes. As a result, Investors will be allocated, and be subject to the payment of federal and state income tax on their share of the net profits of the Feeder Funds, if any, regardless of the amount of cash or other property distributed by the Feeder Fund to the Investors.

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

Proteus has no legal or disciplinary actions or events that must be disclosed in response to this item.

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

Proteus has a placement agreement with a broker-dealer that refers advisors to the Platform. Proteus pays

this broker-dealer a percentage of the fees generated by the Investors referred. Proteus receives no compensation, directly or indirectly, from the Underlying Managers in which Proteus selects to invest capital. The use of a placement agent does not increase the fees charged to Clients and investors.

The Weather Mark Fund has a placement agreement with a broker-dealer that refers advisors and their Investors to the Weather Mark Fund. The sub-advisor of the Weather Mark Fund pays this broker-dealer a percentage of its advisory fee and performance fee earned.

Certain inherent conflicts of interest arise from the fact that Proteus will provide investment advisory services to more than one Client, and Clients may have one or more overlapping investment objectives. Also, the portfolio strategies employed by Proteus for current and future Clients could conflict with the strategies employed by Proteus for other current and future Clients and may affect the prices and availability of the Investment Products, securities, and other assets in which such Client invests. The Clients may have similar investment strategies, and participation in specific investment opportunities may be appropriate for more than one Client. In such cases, participation in investment opportunities will be allocated pursuant to Proteus' allocation policy and procedures. Allocations of certain investments among the Clients of Proteus may be made on other than an equal basis. To address these conflicts of interest, Proteus has adopted policies and procedures, including a Code of Ethics, which imposes a duty on all supervised persons to act in the best interests of each Client, and an allocation policy and procedure.

Neither Proteus nor any executive persons are registered or have a pending application for registration as a broker-dealer or a registered representative of a broker-dealer, do not have any application pending to register as, a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of any of the foregoing entities.

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

Advisers face inherent conflicts of interest in administering Client investments and financial reporting. They mitigate these conflicts through comprehensive compliance policies and procedures and a Code of Ethics, which provides that the Client's and Investor's interests are always held above that of the adviser and its employees. Proteus has adopted a Code of Ethics which applies to all members, principals, managers, officers, employees, and supervised persons of Proteus. The Code of Ethics includes Proteus' policies as they relate to standards of ethical and business conduct expected of personnel and addresses various reporting, disclosure, and approval requirements, as well as conflicts that may arise from personal trading by personnel, as summarized below.

The Code of Ethics, among other things, requires compliance with applicable federal and state securities laws, reflects the fiduciary responsibilities of Proteus and its advisory personnel, prohibits certain personal securities transactions, requires personnel to periodically report their personal securities transactions and to pre-clear certain securities transactions, and addresses the prevention and misuse of material nonpublic information. Proteus designed these requirements to prevent or mitigate actual or potential conflicts of interest with Clients and Investors. The Code of Ethics applies not only to transactions by the individual, but also to transactions for accounts in which such person or the person's spouse, minor children or other dependents

residing in the same household have an interest. Compliance with the Code of Ethics is a condition of employment.

In accordance with applicable recordkeeping requirements of investment advisers, Proteus requires prompt reports of all securities transactions identified in the Code of Ethics as “Reportable Securities” transactions. Proteus further requires that all brokerage account relationships be disclosed, that Proteus receive confirmations of transactions, custodial account statements and annual certifications of compliance with the Code of Ethics from all access persons.

Transactions in U.S. government securities, bankers acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, shares of open-end mutual funds and commodities are excluded from the reporting requirements because our personnel do not have an opportunity to benefit from any of the private, proprietary, or confidential information of Proteus based on the nature of these instruments.

The responsibilities of Proteus’ Chief Compliance Officer (or designee) include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code of Ethics, and reporting material violations to Proteus’ senior management. Covered transactions of the Chief Compliance Officer will be approved by another officer (or designee) of Proteus. In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on Reportable Securities transactions. The Chief Compliance Officer may recommend to management the imposition of more severe sanctions, including suspension of personal investing privileges, or termination of employment, in the case of certain types of violations.

Certain affiliated personnel of Proteus have made commitments and contributed various amounts to the Feeder Funds, thus receiving Interests and maintaining a capital account in such Feeder Funds. These personnel may be invested in the same Investment Products that are available for investment by Clients and other Investors on the Platform. This may present a conflict of interest between Proteus’ personnel, the Clients, and Investors. Proteus addresses this potential conflict of interest by providing in its Code of Ethics that all supervised persons have a duty to act in the best interests of each Proteus Client and Investor, regardless of the fee structures instituted by Proteus, as well as instituting personal trading policies and procedures that are reasonably designed to address such conflicts.

A copy of Proteus’ Code of Ethics is available to any Client, Investor, or prospective Client or Investor upon request.

### **Item 12 – Brokerage Practices**

Proteus does not have any soft dollar arrangements and does not recommend or accept Investor or Client directed brokerage requests.

Currently, Proteus does not utilize any specific broker-dealer in its business activities. For those funds where a broker-dealer is utilized, Proteus may have limited discretion in deciding what brokers and dealers are used

and in negotiating rates of brokerage compensation for trades on behalf of the fund. In addition to using brokers as “agents” and paying commissions, the fund may buy or sell securities directly from or to dealers acting as principal at prices that include markups or markdowns. In situations where Proteus engages a sub-advisor, Proteus may consult with the sub-advisor in selecting a broker dealer.

In choosing brokers and dealers, Proteus would seek the best combination of brokerage expenses and execution quality but is not required to select the broker-dealer that would charge the lowest transaction cost, even if that broker-dealer provides execution quality comparable to other brokers or dealers. In evaluating “execution quality,” historical net prices (after mark-ups, markdowns or other transaction-related compensation) on other transactions will be a principal factor, but other factors will also be relevant, including the following: the execution, clearance, and settlement and error correction capabilities of the broker-dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the willingness of the broker-dealer to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

### **Item 13 – Review of Accounts**

Proteus performs various monthly, quarterly, and other periodic reviews of the Client’s portfolios. Proteus monitors the Underlying Managers available on the Platform, as well as the performance generated by the Underlying Managers and the instruments they purchase. Proteus reports Investor Capital Account balances to the Client’s custodian and assists with reconciliations when necessary. Proteus’ Chief Investment Officer has the primary responsibility for conducting periodic reviews of the Client’s portfolios.

In addition to regular and periodic monitoring, factors that may trigger a special review of a Client’s accounts or Investor’s accounts include, but are not limited to: changes in market, economic, or legal or regulatory conditions; changes in information or other factors regarding a particular investment; purchases and sales of Investment Products; unusual activity by the Underlying Manager or within the Investor Capital Accounts; and other similar developments and events.

Investors receive statements, at least quarterly, from Proteus providing a detailed list of the Investor’s holdings with valuations and account activity. In addition, Investors receive on-demand and quarterly performance reporting prepared by Proteus showing the allocation of the assets in the Investor’s account, as well as the net performance of Investment Products. These materials are delivered in electronic format.

In addition, Proteus provides to Investors, in electronic format, audited financial statements concerning the respective Feeder Fund which they are invested in, and tax information necessary for the completion of such Investor’s tax return, as soon as practical after the end of the Feeder Fund’s fiscal year.

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

Proteus does not receive economic benefits from non-Clients or non-Investors for providing advisory services to Clients in connection with the Platform. However, Proteus and the Weather Mark Fund have entered into arrangements with a third-party placement agents to solicit Investors in the Feeder Funds and Weather Mark Fund, and said arrangements provide for the compensation of such persons for their services. To the extent

applicable, such endorsement arrangements conform to Rule 206(4)-1 under the Advisers Act and applicable state securities laws.

### **Item 15 – Custody**

All funds of the Clients and Investors are maintained with a “qualified custodian,” which includes banks, registered broker-dealers, registered futures commission merchants, and certain foreign financial institutions. Investors will receive on-demand and quarterly reporting prepared by Proteus, and Proteus urges Investors to carefully review such statements.

Under government regulation, Proteus is deemed to have limited custody of Investor holdings when an Investor authorizes Proteus to deduct fees directly from Investor Capital Accounts or if an Investor authorizes Proteus to move money to an account with different registered ownership (for example, moving money from an individual account to a joint account), even if the individual owner is also an owner of the joint account.

While Proteus does not have actual custody of Investor holdings, Proteus is deemed to have limited custody. Proteus has reviewed these Investor relationships and determined that we satisfy the conditions required in the SEC’s no action letter to avoid the requirement of a surprise custody audit. Proteus provides Investors with annual financial statements audited by an independent auditor within the timeframe outlined to Rule 206(4)-2 under the Advisers Act.

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

Proteus has been appointed as the investment adviser of the Clients with discretionary trading and investment authorization. Proteus has full discretionary authority with respect to investment decisions, and its advice with respect to the Clients is made in accordance with the investment objectives and guidelines set forth in each Client’s respective offering document, investment advisory agreement, or organizational document.

Pursuant to the limited liability company agreement of each Feeder Fund, Proteus has discretionary authority to manage the Investor Capital Account and select the Investment Products. These agreements may include a power of attorney given by the Investor. There are no limitations placed on this authority.

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

The majority of Proteus’ investment advisory services are currently limited to selecting Underlying Managers for the Platform’s Clients. In this regard, the Clients generally operate as a “fund of funds.” To date, for those Clients acting as fund of funds, as well as Feeder Funds investing directly into Underlying Managers, Proteus has not been requested to vote the proxies of traditional operating companies. Fund of funds on the Platform have not been formed for the purpose of directly holding publicly traded securities, and the securities in the Investment Products acquired by the Master Funds generally will not be accorded voting rights. Accordingly, Proteus generally will not vote proxies or otherwise exercise voting rights with respect to Client securities.

For a fund where Proteus is responsible for hiring an advisor to advise the fund or to sub-advise a separately managed account where individual securities are traded and/or held, Proteus will rely on the advisor or sub-advisor to vote client securities in accordance with the advisor or sub-advisor's policies and procedures. When investment advisers have authority to vote proxies with respect to securities in Client accounts, Rule 206(4)-6 under the Advisers Act addresses the fiduciary obligation of these advisers to their clients to vote proxies in the best interests of Clients and to provide Clients with information about how their proxies are voted.

An Investor may obtain a copy of the Proteus proxy voting policies and procedures by making a request in writing to Proteus Chief Compliance Officer, 8900 Keystone Crossing, Suite 500, Indianapolis, Indiana 46240.

### **Item 18 – Financial Information**

Proteus does not require the prepayment of more than \$1,200 in fees six or more months in advance.

Proteus has no financial conditions or impairments that prevent it from meeting its contractual commitments to Clients and Investors. Additionally, neither Proteus nor any person associated with Proteus has been the subject of a bankruptcy petition at any time during the past ten years.