VENTIRA
Private Wealth Management Ltd.

Firm Brochure
ADV Part2A

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Item 1. Cover Page

This brochure (Form ADV Part 2A) provides information about the qualifications and business practices of VENTIRA Private Wealth Management Ltd. (“VENTIRA”). VENTIRA is a registered investment advisor (“RIA”) with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

If you have any questions about the contents of this brochure, please contact us by telephone at +41 (0) 41 748 22 90 or by e-mail at contact@ventira.ch.

The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Additional information about VENTIRA is available on the SEC’s website at www.adviserinfo.sec.gov. There is no specific level of skill or training required to register as an RIA with the SEC. This Brochure provides information for US clients of VENTIRA; most provisions of the Advisers Act and of this Brochure do not apply to VENTIRA’s non-US clients.

Item 2. Material Changes

Since the last annual update of this ADV Part 2A Brochure in March 2022, Ventira received the license and authorisation to operate as an asset manager by the Swiss Financial Market Supervisory Authority (FINMA) in November 2022.

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Item 4. Advisory Business

Firm Description

VENTIRA Private Wealth Management Ltd. ("VENTIRA" or "the Firm" or "we"), a Swiss corporation based in Zurich, provides dedicated investment advisory services to clients resident in the United States ("US"). We also serve US taxpayers or dual citizens living outside the US and clients who have no connection to the US. VENTIRA commenced operations in 2012.

Principal Owners

Beat Gloor and André Studer are the principal owners of VENTIRA Private Wealth Management Ltd.

Services

VENTIRA provides investment management solutions to individuals, high net worth and ultra- high net worth clients and it offers both discretionary asset management and non-discretionary investment advisory services. Each client's assets are managed in a separate account (an "Account") maintained at a third-party financial institution.

VENTIRA's client portfolios are globally diversified across multiple asset classes. Accounts may include, without limitation: equity securities, fixed income securities, limited partnership interests, mutual funds, exchange traded funds, hedge funds, structured product investments and other alternative investments consistent with a client's objective, risk tolerance, reference currency, tax situation, investment time horizon and overall suitability. For the purpose of diversification, client accounts may hold non- dollar securities in markets outside the United States.

Whilst generally VENTIRA makes investments with a longer time horizon, VENTIRA may recommend changes to allocations in an attempt to take advantage of conditions in the current economic environment whilst being sensitive to transaction costs and taxes, as applicable. Such changes may involve underweight or overweight positions designed to capitalize on current economic conditions over the short-term.

VENTIRA's advice is limited to the types of securities and transactions as set forth in Item 8.

VENTIRA does not render any Legal or Tax advice.

Discretionary Service

VENTIRA offers a discretionary asset management service designed for investors who wish to have their assets fully managed by VENTIRA. This service provides asset allocation, investment selection and active portfolio management including portfolio rebalancing in accordance with a client's stated objectives, investment time horizon, risk tolerance, and tax situation. VENTIRA purchases and sells securities for the client's Account without prior consent of or notification to the client. VENTIRA determines the securities that are bought and sold for the client's Account and the total amount of the purchases and sales.

VENTIRA's authority may be subject to conditions imposed by individual clients as set forth an agreed upon in the investment management agreement entered into between VENTIRA and the client. For example, a client may restrict or prohibit transactions in certain types of securities.

Non-Discretionary Services

VENTIRA offers two non-discretionary services: a portfolio advisory service and an investment advisory service.

a. The Portfolio Advisory Service is similar to the discretionary portfolio management service in terms of the investment approach; however, VENTIRA requires client consent before effecting any securities transaction. VENTIRA provides portfolio advice and trading recommendations but all decisions regarding the investment of the Account reside with the client. This service is designed for clients who desire holistic management of their Account but who want to retain involvement in every investment decision. As a result, clients under this service offering may not be invested in the same manner as those clients with the Discretionary Asset Management service.

b. The Investment Advisory Service permits clients to consult with VENTIRA from time to time on the client's specific investment questions pertaining to individual investment opportunities as identified by the client. VENTIRA provides its advice concerning the merits of particular investments (*i.e.*, whether to purchase or sell a security). This service offering is designed for clients who wish to use VENTIRA as an advisory resource when making investment decisions but who desire to retain responsibility for determining the allocation of their investment portfolio. VENTIRA does not monitor the overall risk of the Accounts of clients selecting this service. Ultimate responsibility for the investment of the client's Account rests solely with the client.

If explicitly required by a non-discretionary client, VENTIRA may implement investment ideas which do not pertain to VENTIRA's investment universe. VENTIRA will disclose to the client, if an investment idea is not part of its investment universe.

Wrap Fee Programs

VENTIRA does not participate in wrap fee programs.

Assets under Management and Advisement

VENTIRA managed approximately $409 million on a discretionary basis and approximately $28 million on a non-discretionary basis as of December 31, 2022.

Item 5. Fees and Compensation

VENTIRA generally charges fees for its services as a percentage of the market value of assets under management ("AUM") or assets under advisement ("AUA"). The asset management fee is charged to the account / securities account within the last 10 business days of each quarter. AUM or AUA is calculated on the average value of the three preceding month-end values. The fee generally is charged in the reference currency of the Account. The first and the last management fee of a business relationship will be charged pro rata if applicable. VENTIRA will notify the client of the charge in writing unless the client expressly waives this.

VENTIRA is generally a fee-only investment adviser and does not receive undisclosed remuneration from third parties in connection with its investment advisory services. Discounts, finder's fees or any other remuneration received by VENTIRA from third parties will be disclosed to the client and credited, except for structuring fees (see next paragraph), against VENTIRA's investment advisory fees.

In addition to the fees charged directly to each client's account described above, VENTIRA receives indirect compensation in the form of structuring fees from third parties for investments in certain structured products VENTIRA makes or recommends. A client must acknowledge and agree in the asset management agreement with VENTIRA that such indirect compensation belongs to VENTIRA. The receipt and potential to receive indirect compensation creates a material conflict of interest between VENTIRA and its clients. VENTIRA has an incentive to recommend investment products based on the compensation VENTIRA will receive rather than based on each client's needs. Thus, VENTIRA is not always impartial with respect to its investment recommendations. VENTIRA seeks to minimize this conflict of interest by limiting the amount of structuring fee it will receive on an annual basis to no more than 1.0% of the amount invested in such products and disclosure of the structuring fees received at the request of the Client.

Clients generally have the option to decide themselves whether they want to be invested in structured products VENTIRA recommends or not.

VENTIRA does not manage or advise accounts based on subscriptions fees, or hourly rate charges.

Fees charged by VENTIRA do not include custodian fees, fees for trade settlement, brokerage commissions, taxes or any other fee or taxes imposed by the custodian bank or the broker or National Authorities. VENTIRA's fees do not include management or other fees charged by funds or other products that client Accounts may be invested in from time to time.

Compensation owed to VENTIRA is not payable in advance.

In all cases, VENTIRA may waive, discount or negotiate fees at its discretion. VENTIRA may also charge additional fees for services outside the scope of the services described above. Any additional fees are disclosed to the client.

VENTIRA relies on custodian banks of its clients to value the assets in the respective client Accounts, and VENTIRA computes its investment advisory fees based on these valuations provided by the custodian bank. At the end of the quarter, VENTIRA arranges with the custodian bank for the direct payment of the fee from each client's Account. The statement from the custodian bank will reflect all amounts disbursed from the Account, including the amount of any advisory fee paid to VENTIRA.

Fees for Discretionary Portfolio Management

The following fee schedule generally applies for VENTIRA's discretionary portfolio management service:

Investment Strategy	Fee
Security	0.6–1.0%p.a.
Income	0.6–1.0%p.a.
Balanced	0.6–1.2%p.a.
Growth	0.8–1.2%p.a.
Aggressive Growth	0.8.-1.5% p.a.

Above fees include supplementary services rendered to Clients.

There is no minimum annual fee.

Eligible clients have a choice either to pay VENTIRA either the above fixed fee or a fee with a performance based component (outlined below in Item 6) for discretionary asset management services. Particularly in the context of clients who choose to pay a management fee with a performance based component, the fees charged by VENTIRA may be higher than the fees normally charged by other investment advisors offering similar investment management services

Fees for Non-Discretionary Services

The annual fees for VENTIRA's Non- Discretionary Services range from 0.6% to 1.5%, depending on the size and complexity of the mandate.

There is no minimum annual fee.

Item 6. Performance Based Fees and Side-by-Side Management

Performance Based Fee Scheme

As an alternative to the fixed asset management fee for discretionary management, certain clients may opt to compensate VENTIRA based on a performance based fee scheme described below. In accordance with Rule 205-3 under the Advisers Act, only clients who meet the following requirements may opt for the performance based fee scheme: (i) clients with at least $1,100,000 under management with VENTIRA; clients with more than $2,200,000 of net worth, excluding the value of the primary residence and certain debt secured by the property; or (ii) clients who are qualified purchasers under Section 2(a)(51) of the Investment Advisors Act of 1940, as amended (which generally is defined to include only individuals, companies or trusts with more than $5,000,000 in investments).

For qualified clients, the performance fee is calculated on the basis of the net performance of the respective fiscal year and amounts to 10% - 15% p.a. Net performance describes the actual increase in the value of the client's assets after all bank fees (broker's commission, securities account fees, etc.) have been deducted. VENTIRA relies on the performance as calculated by the custodian bank. They generally either apply the modified Dietz method or time weighted rate of return (TWR) which comply with the Global Investment Performance standards (GIPS). There is no high watermark in calculating the performance fee.

In the event of negative performance, no fees shall be charged until the client's loss has been compensated.

The performance fee is charged on an annual basis (mid-January). The basis for the calculation shall be the last full fiscal year ending on December 31st. New relationships established during the year will be charged at the respective pro-rated fee. At the same time the amount is charged to the account, VENTIRA will notify the client in writing that the fee has been debited, and include the calculation basis.

VENTIRA potentially can receive higher fees with a performance based compensation structure than from those accounts that pay the asset based fee schedule described above. To minimize this conflict, VENTIRA generally will enter into a performance fee arrangement upon the request of a client or in the case of specific investment performance objectives.

Side-by-Side Management

VENTIRA manages many client Accounts and as a result of differences in the fees charged on various account, VENTIRA has conflicts related to such side-by-side management of different accounts. For example, VENTIRA generally manages more than one account according to the same or a substantially similar investment strategy and yet have a different fee schedule applicable to such accounts as a result of the respective clients' AUM with VENTIRA or a client's election to compensate VENTIRA on a performance basis.

Side-by-side management of different types of accounts may raise conflicts of interest when two or more accounts invest in the same securities or pursue a similar although not identical strategy. These potential conflicts include the favorable or preferential treatment of an account or a group of accounts, conflicts related to the allocation of investment opportunities, particularly with respect to securities that have limited availability, such as initial public offerings, and transactions in one account that closely follow related trans- actions in a different account. In addition, the results of the investment activities for one account may differ significantly from the results achieved for other accounts, particularly if VENTIRA individually tailors clients' Accounts.

VENTIRA has policies and procedures in place aimed to ensure that all client Accounts are treated fairly and equitably. VENTIRA strives to equitably allocate investment opportunities among relevant Accounts over time. In addition, investment decisions for each Account are made with specific reference to the individual needs and objectives of the Account. Accordingly, VENTIRA may give advice or exercise investment responsibility or take other actions for some clients (including related persons) that may differ from the advice given, or the timing and nature of actions taken, for other clients. Investment results for different Accounts, including Accounts that are generally managed in a similar style, also may differ as a result of these considerations. Some clients may not participate at all in some investments in which other clients participate, or may participate to a different degree or at a different time.

Item 7. Types of Clients

VENTIRA offer investment management services to individuals, high net worth and ultra-high net worth individuals and families and their foundations, trusts, estates, holding companies or other estate planning structures.

In addition to serving US resident clients, VENTI- RA provides its services to non-US resident clients and clients who have no connection to the US. The provisions of the Advisers Act do not apply to the management services provided by VENTIRA to these non-US clients. This brochure describes only the service offering to US persons as defined under SEC Rule 902.

Generally, VENTIRA prefers its client relationships to have a minimum of $1,500,000 of assets under management. VENTIRA may accept accounts below the minimum requirements and will retain accounts that have dropped below the minimum requirement due to market fluctuation or investment performance. Related accounts can be aggregated.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

VENTIRA invests using a long-only investment approach aimed at generating sustainable, long-term results, where capital preservation is as important as capital growth. VENTIRA invests based on its views of market trends, which are reflected in its asset allocations in its discretionary mandates. VENTIRA manages assets by using a top-down, macro-economic analysis in combination of bottom-up analysis of both market timing and specific security selection. Generally, VENTIRA seeks to obtain broad diversification across countries, industries, company size, long-term themes and short term opportunities.

Investment Strategies

VENTIRA offers the following five investment strategies as a foundation of a client tailor-made portfolio. Each client's portfolio will differ based on a client's unique situation and objectives within the parameters of the client selected investment strategy. An optimal asset allocation cannot be guaranteed for portfolio values less than $500,000.

VENTIRA's strategies use a disciplined investment process supported by quantitative tools for stock and bond selection, portfolio construction and portfolio risk control. In addition, VENTIRA engages in fundamental research as part of the securities selection process. Investments are broadly diversified across economic sectors, issuers and industries.

1. Security Strategy: VENTIRA's Security Strategy pursues a conservative investment strategy with an approximate range of up to 100% investment in money market, of up to 100% investment in bond issues and up to 10% in alternative investments. Securities are broadly diversified across economic sectors, issuers, and industries. This is an actively managed strategy that invests in high quality, high-rated bonds and seeks to maximize total returns while focusing on principal preservation.

2. Income Strategy: VENTIRA's Income Strategy pursues a moderate investment strategy with an approximate range up to 100% investment in money market, up to 100% in bond issues, an approximate range of up to 25% in stocks; and alternative investments of up to 10%. This is an actively managed blend style to maintain purchasing power and a regular income.

3. Balanced Strategy: VENTIRA's Balanced Strategy pursues a moderate growth investment strategy with an approximate range of up to 100% in money market, up to 100%inbond issues, up to 50% in stocks and up to 20% in alternative investments. This is an actively managed blend style focusing more on growth than on a regular income.

4. Growth Strategy: VENTIRA's Growth Strategy pursues a strong growth investment strategy with an approximate range of up to 100% in money market, up to 100% in bond issues, up to 75% in stocks and up to 30% in alternative investments. This is an actively managed blend style utilizing a growth at a reasonable price stock selection and sale methodology.

5. Aggressive-Growth Strategy: VENTIRA's Aggressive-Growth Strategy pursues an investment strategy that makes optimum use of opportunities and is capital gain oriented with an approximate range of up to 100% investment in money market, up to 100% in bond issues, up to 100% in stocks and up to 100% in alternative investments. This is an actively managed blend style utilizing a growth at a reasonable price stock selection and sale methodology.

The investment strategies used to implement investment advice given to clients by VENTIRA include long and short term securities purchases, trading, margin transactions and option writing, including covered options, uncovered options or spreading strategies. VENTIRA's investment strategies seek to maximize investment return potential by profiting from upswings in macro-economic cycles: productivity cycles, demographic cycles, business cycles, profit cycles, interest rate cycles, valuation cycles and currency cycles.

Investment selection also is based on the value to be obtained from diversification, optimizing risk/return profiles, identifying value and forecasting trends, and avoiding constraints arbitrary benchmarks. VENTIRA uses fundamental research to complement its investment selection. VENTIRA's own analysis is supplemented with third-party independent research.

Types of Securities

VENTIRA offers investment management and advisory services on the following types of securities and transactions: exchange listed securities, securities traded over-the-counter, securities issued by non-US issuers, corporate debt securities (and other commercial paper), certificates of deposit, investment securities such as mutual funds, U.S. or foreign government securities, exchange traded funds, foreign exchange transactions, certain derivatives or structured products, and in certain cases private fund investments. Some of these securities, particularly those issued outside of the US, may not be registered with the SEC. VENTIRA is able to invest clients on a discretionary basis in securities offered outside the US to non-US investors in reliance on Regulation S under the Securities Act of 1933.

Investments in private funds or structured products may be limited to "accredited investors" or "qualified purchasers," and may require investors to lock-up their assets for a period of time. These investments may have limited or no liquidity, and they may involve different risks than investing in registered funds and other publicly offered and traded securities. In the context of a discretionary mandate, VENTIRA may invest client Accounts into such securities without client consent. VENTIRA relies on the valuation and performance data provided directly from the private funds. Private funds may often be delayed in providing VENTIRA with the valuation information; therefore, VENTIRA may likewise be delayed in reporting this information to the client.

VENTIRA will rely on the accuracy of a client's representations in making corresponding representations regarding the investment restrictions on behalf of a client's Account in connection with certain derivative, private fund or other similar investments with qualification restrictions. VENTIRA requires notify-cation by the client if the client's representations become inaccurate.
In certain cases VENTIRA will recommend and invest in real estate securities. VENTIRA does not invest in real properties.

Material Investment Risks

Clients should bear in mind that investing in securities involves a risk of loss. Clients should be prepared to bear the risk of losing their investment in securities. Past performance is not an indication as to future results.

Among other risks, all investments made by VENTIRA will be subject to market risk, liquidity risk, and interest rate risk, and may be subject to credit and counterparty risk, risk in fluctuations of commodity pricing, risk of loss due to political and economic developments in foreign markets, and risks involving movements in the currency markets.

Market Risk. Market risk refers to the risk of loss arising from general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws and national and international political circumstances. Each Account is subject to market risk, which will affect volatility of securities prices and liquidity. Such volatility or illiquidity could impair profitability or result in losses.

Risk Related to Equity Investments. Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. The value of specific equity investments generally correlates to the fundamentals of each particular security, but prices of equity investments may raise or fall regardless of fundamentals due to movements in securities markets.

Risks Related to Fixed Income Investments. Investments in fixed income securities (*i.e.*, bills, notes, bonds, preferred, convertibles, ETFs and funds) involve a number of risks such as credit, interest rate, reinvestment, and prepayment risk, all of which affect the value of the security and volatility of such value. In general, fixed income securities with longer maturities are more volatile. Additionally, the prices of below investment grade (lower credit quality) securities fluctuate more than investment grade issues. Prices are sensitive to develop-ments affecting the company's business and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, or other factors. Developments in the credit market may have a substantial impact on the companies we may invest in and will affect the success of such investments. In the event of a default, the investment may suffer a partial or total loss.

Risks Related to Investments in Funds. For purposes of this discussion, the term "Fund" includes, but is not limited to, a U.S. or non-U.S. unit investment trusts, open-end and closed- end mutual funds, hedge funds, private equity funds, venture capital funds, real estate investment trusts, exchange traded funds ("ETFs") and any other private alternative or investment fund. Investments in Funds carry risks associated with the particular Fund. Each Fund and the respective manager will charge their own management and other fees, which will result in a Client bearing an additional level of fees and expenses. U.S. mutual funds generally must distribute all gains to investors, including investors who may not have an economic gain from investing in the fund, which can lead to negative tax effects on investors, particularly non-U.S. persons. Investments in certain non-U.S. funds by U.S. persons result in U.S. tax and reporting obligations and failing to comply with such requirements can result in significant penalties. Funds generally have unique risks of loss as described in their offering documents. Funds can make use of leverage to enhance returns, which raise the risk of default, interest rate risk, and increase volatility. Certain Funds invest in derivatives, which can raise specific counter-party risks. Funds that are not traded can have illiquidity and valuation risks resulting in the inability to redeem or sell the Fund on demand. See the discussion below relating to risks in structured products and derivatives for more information on the risks of investing in Funds.

Risks related to Structured Products & Derivatives.

VENTIRA may invest in structured products or derivatives or invest in Funds that hold investments in structured products or derivatives. In addition to the risks that apply to all investments in securities, investing and engaging in derivative instruments and transactions may involve different types of risk and possibly greater levels of risk. These risks include, but are not limited to the following:

a. *Leverage*. Certain investment instruments such as derivatives may use leverage to achieve returns. The use of leverage may have the effect of disproportionately increasing an account's exposure to the market for the securities or other assets underlying the derivative position and the sensitivity of an account's portfolio to changes in market prices for those assets. Leverage will tend to magnify both the positive impact of successful investment decisions and the negative impact of unsuccessful investment decisions by VENTIRA on an account's performance.

b. *Counterparty Credit Risk*. When a derivative is purchased, a client's Account will be subject to the ability and willingness of the other party to the contract (a "counterparty") to perform its obligations under the contract. Although exchange- traded futures and options contracts are generally backed by a guarantee from a clearing corporation, an Account could lose the benefit of a contract in the unlikely event that the clearing corporation becomes insolvent. Counterparty's obligations under a forward contract, over-the-counter option, swap or other over-the-counter derivative contract are not so guaranteed. If the counterparty to an over-the-counter contract fails to perform its obligations, an account may lose the benefit of the contract and may have difficulty reclaiming any collateral that an account may have deposited with the counterparty.

c. *Lack of Correlation*. The market value of a derivative position may correlate imperfectly with the market price of the asset underlying the derivative position. To the extent that a derivative position is being used to hedge against changes in the value of assets in an account, a lack of price correlation between the derivative position and the hedged asset may result in an account's assets being incompletely hedged or not completely offsetting price changes in the derivative position.

d. *Illiquidity*. Over-the-counter derivative contracts are usually subject to restrictions on transfer, and there is generally no liquid market for these contracts. Although it is often possible to negotiate the termination of an over-the-counter contract or enter into an offsetting contract, a counterparty may be unable or unwilling to terminate a contract with an account, especially during times of market instability or disruption. The markets for many exchange traded futures, options and other instruments are quite liquid during normal market conditions, but this liquidity may disappear during times of market instability or disruption.

e. *Less Accurate Valuation*. The absence of a liquid market for over-the-counter derivatives increases the likelihood that VENTIRA will not be able to correctly value these interests.

Risks related to Foreign Currency Exposure.

Accounts managed by VENTIRA are routinely subject to foreign currency risks and bear a potential risk of loss arising from fluctuations in value between the U.S. Dollar and such other currencies. VENTIRA invests in securities and other investments that are denominated in currencies other than U.S. Dollars. Some client's Accounts may hold significant non-dollar cash positions. Accordingly, the value of such assets may be affected favorably or unfavorably by fluctuations in currency rates. Often clients are seeking this foreign currency exposure. Thus, VENTIRA generally does not seek to hedge the foreign currency exposure. Even to the extent that VENTIRA does seek to hedge the foreign currency exposure, such hedging strategies may not necessarily be available or effective.

Non-U.S. Investments. Investments in non-U.S. securities expose a client's portfolio to a number of risks not always evident in U.S. markets. Such risks include, among other things, trade balances and imbalances, economic policies of various foreign governments, exchange control regulations, withholding taxes, potential for nationalization of assets or industries, and political instability.

Item 9. Disciplinary Information

VENTIRA has not been involved in any legal or disciplinary events.

Item 10. Other Financial Industry Activities and Affiliations

VENTIRA management personnel are neither registered, nor have an application pending to register as, broker-dealers, registered representatives of a broker-dealer, future commission merchants, commodity pool operators, commodity trading advisors, or associated persons of the foregoing entities.

Per November 2022 Ventira is licensed as an asset manager by the Swiss Financial Market Supervisory Authority (FINMA) and is supervised by it in accordance with the Federal Financial Institutions Act (FinIA), with the involvement of the supervisory organisation, OSFIN Aufsichtsorganisation Finanzdienstleiter.

Ventira is moreover a member of the Ombudsman Association for Financial Service Providers (OFD) in Zurich, Switzerland, which provides dispute resolution services to affiliated financial service providers and their clients.

The provision of financial services by VENTIRA is subject to the Federal Financial Services Act (FinSA).

VENTIRA's advisers may perform services for non-SEC registered investment advisers that do not service US clients and are not under common control. VENTIRA does not believe this arrangement presents a conflict of interest.

VENTIRA does not recommend or select other investment advisers for its clients.

Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading

VENTIRA seeks to minimize conflicts of interest and resolve those conflicts of interests in favor of its clients to the extent it determines reasonable and necessary in accordance with its Code ofEthics.

Code of Ethics

VENTIRA treats all clients equitably and has a duty to act in its clients' best interests. Except as otherwise described in this brochure, the interests of clients will be placed above VENTIRA's interests in case of any conflict.
VENTIRA has adopted a Code of Ethics (the "Code") and maintains a written policy covering General Principles of Professional Conduct. Covered in this policy are procedures governing personal securities transactions by VENTIRA and its personnel. The Code also provides guidance and instruction to VENTIRA and its personnel on their ethical obligations in fulfilling its duties of loyalty, fairness and good faith towards the clients.

The overriding principle of VENTIRA's Code of Ethics is that all employees of VENTIRA owe a fiduciary duty to clients for whom VENTIRA acts as investment adviser or sub-adviser. Accordingly, employees of VENTIRA are responsible for conducting personal trading activities in a manner that does not interfere with a client's portfolio transactions or take improper advantage of a relationship with any client.
The Code contains provisions designed to try to: (i) prevent, among other things, improper trading by VENTIRA's employees; (ii) identify conflicts of interest; and (iii) provide a means to resolve any actual or potential conflicts of interest in favor of the clients. The Code attempts to accomplish these objectives by, among other things: (i) requiring pre-clearance of specific trades, which includes documenting any exceptions to such pre-clearance requirement; (ii) restricting trading in certain securities that may cause a conflict of interest, as well as (iii) periodic reporting regarding transactions and holdings of employees.

The Code contains sections including, but not limited to, the following key areas: (i) restrictions on personal investing activities; (ii) gifts and business entertainment; and (iii) outside business activities. The Code also provides for VENTIRA's execution of supervisory policies and procedures, and the review and enforcement processes of such policies and procedures. VENTIRA has designated a Chief Compliance Officer responsible for maintaining, reviewing and enforcing VENTIRA's Code of Ethics and corresponding policies andprocedures.

The fundamental position of VENTIRA Advisors is that, in effecting personal securities transactions, personnel of VENTIRA Advisors must place at all times the interests of clients ahead of their own pecuniary interests. All personal securities transactions by these persons must be conducted in accordance with the Code of Ethics and in a manner to avoid any actual or potential conflict of interest or any abuse of any person's position of trust and responsibility. Further, these persons should not take inappropriate advantage of their positions with or on behalf of a client.
If a person subject to the Code of Ethics fails to comply with the Code, such person may be subject to sanctions, which may include warnings, disgorgement of profits, restrictions on future personal trading, and, in the most severe cases, the possibility of dismissal.

VENTIRA will provide a copy of its General Principles of Professional Conduct to any client or prospective client upon request.

Participation or Interest in Client Transactions

Although VENTIRA does not hold proprietary positions, VENTIRA's related persons may own, buy, or sell for themselves the same securities that they or VENTIRA have recommended to clients. Thus, from time to time, a client Account may purchase or hold a security in which a related person of VENTIRA has financial interest or an ownership position, or a related person may purchase a security that is held in a client Account.

Also from time to time, VENTIRA employees or related persons may invest alongside the firm's clients, both to align the interest of firm and personnel and firm clients and as an expression of confidence in our portfolio management efforts. In order to ensure that VENTIRA personnel never trade ahead of their clients, the firm requires all trading in specific positions for officer and employee accounts to come after the analogous trades are executed for client accounts. Firm personnel communicate freely and frequently among themselves in order to ensure the application of these fundamental restrictions.

Item 12. Brokerage Practices

Most of VENTIRA's clients have existing accounts or open new accounts at custodial banks in Switzerland. Each client may select the bank for his or her Account. VENTIRA maintains a list of Swiss-based preferred qualified custodians with which we work and we can make this list available on client's request. However, the choice of qualified custodian is entirely the client's. VENTIRA does not select custodial banks on a client's behalf.

Each custodian bank has its own policies and procedures relating to brokerage. In cases where the custodial bank requires VENTIRA to route securities orders through the trading desk of the bank, then VENTIRA will not have discretion in selecting the broker-dealer and the client should be aware of the incumbent risks associated with such arrangement. In cases where the custodial bank will settle with third-party broker-dealers, then VENTIRA will select the broker-dealer as described in this Item 12. In such cases, the Swiss custodian bank will settle trades with delivery-against-payment model.

VENTIRA Selection of Broker-Dealers

When the custodian bank permits VENTIRA to select the broker-dealer, VENTIRA will route securities orders to purchase and sell securities for those client Accounts held at the bank to independent brokers and dealers.

In selecting brokers and dealers to effect client transactions, VENTIRA attempts to obtain for clients: (i) the prompt execution of client transactions while market conditions still favor the transaction, and (ii) the most favorable net prices reasonably obtainable. This is called "best execution." In placing orders to purchase and sell equity securities, VENTIRA selects brokers that it believes will provide the best overall qualitative execution given the particular circumstances. A broker may provide more favorable terms and a higher quality of service to customers who place a higher volume of transactions through that broker. Accordingly, to obtain the benefits of higher volume trading for clients, we may place a large portion of client equity transactions through a limited number of brokers that meet VENTIRA's quality standards. When selecting a new equity broker, VENTIRA conducts a due diligence review of the broker to evaluate whether the broker is likely to provide best execution. We may consider any of the following factors:

- The ability of the custodian bank to settle transactions with the broker.

- The quality of services provided (including commissions, which may not be the lowest available but which ordinarily will not be higher than the generally prevailing competitive range).
- The extent of coverage of the various markets VENTIRA trades in.
- The broker's ability to communicate effectively with VENTIRA.
- The broker's ability to execute and settle difficult trades.
- Whether or not the broker offers lower cost electronic trading.
- The broker's clearance and settlement efficiency.
- Whether or not the broker can handle VENTIRA's range of order sizes.
- The broker's ability to maintain confidentiality and anonymity.
- The reputation of the broker.
- The stability and financial strength of the broker.

Due to the fact VENTIRA is based in Switzerland and many of the securities purchased are non- US securities, the brokers used by VENTIRA may not be registered with the SEC under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act").

VENTIRA's Chief Compliance Officer reviews the due diligence performed and approves or rejects the selection of each broker. VENTIRA monitors on a regular basis the services provided by the approved brokers, the quality of executions and research, commission rates, the overall brokerage relationship, and any other issues. VENTIRA will periodically recon- sider whether placing a large portion of client trades through a particular broker continues to be in the best interest of our clients.

Brokers Selected by the Custodian Bank

Brokerage for transactions involving assets held at Swiss custodian banks generally must be made through the broker-dealer specified by the custodian bank and VENTIRA will have no ability to select the broker-dealer. In most cases, Swiss custodian banks act as a broker-dealer and/or maintain relationships with designated broker-dealers (including potentially an affiliate of the custodian bank). If required by the custodian bank, VENTIRA effectuates security transactions through the custodian bank or the broker or dealer designated by the custodian bank selected by the client. In such cases, VENTIRA cannot guarantee that the client will receive best execution or the best commissions because VENTIRA does not control these factors. Clients should be aware of the potential that the broker-dealer used for transactions may not be a registered broker-dealer under the Exchange Act.

Clients also should be aware of the following disadvantages associated with VENTIRA not having the ability to select the broker-dealer:

- Clients are solely responsible for negotiating the commission rates and fees paid to the Swiss custodian bank where such custodian bank requires VENTIRA to trade through its broker-dealer. VENTIRA will not be able to negotiate commission rates with the designated broker, and we will not have any negotiating leverage that results from the ability to trade away from a designated broker.
- Clients may pay higher commission rates than those paid by other clients whose trades are placed with a broker-dealer chosen by VENTIRA, may receive less favorable trade executions, and/or may not obtain best execution on their transactions.
- Accounts will not be able to participate in aggregated or block transactions with other clients who maintain their Accounts at other custodian banks. This can limit the ability to benefit from volume discounts or more favorable terms that might be available from aggregated transactions.

VENTIRA does undertake an annual review of its list of preferred qualified custodians. Some of the considerations included in this review are custody fees, brokerage practices, execution guarantees, the ability to provide timely duplicate client trade confirmations and bundled duplicate statements, convenient access to a trading desk, the ability to directly deduct Asset Management Service fees from client accounts, access to electronic communications networks for client order entry and account information, receipt of compliance publications, access to mutual funds that generally require significantly higher minimum initial investments or that are generally only available to institutional investors, and competitive fee schedules.

While no single criterion will validate or in- validate a qualified custodian from maintaining its position on VENTIRA's list of preferred qualified custodians, all criteria as a whole are considered in determining whether a qualified custodian is on this preferred list.

Client Directed Brokerage

Generally, VENTIRA does not permit clients to direct brokerage other than as outlined above in the context of a custodian bank selected by the client that requires the use of a specified broker-dealer.

Block Trades

VENTIRA generally will combine orders into block trades when purchasing the same security for multiple client Accounts. Such aggregated orders ("block trades") will be pre- allocated among the participating client Accounts. When selecting the participating accounts a variety of factors such as suitability, investment objectives and strategy, risk tolerance and/or the ability to invest additional funds will be taken into consideration. In determining the portion for each participating account further factors such as account's size, diversification, asset allocation and position weightings as well as any other appropriate factors might be of relevance. Participating Accounts in a block trade placed with the same broker or the same custodian bank generally will receive an average price. Transaction costs will be shared on a proportionate basis and as determined in the agreement with the custodian. This can either be a sharing on a pro rata basis or based on the implemented digression model, whereas costs decrease in relation to the purchased quantity and include the application of a minimum rate, when shared costs are below a defined amount. Partial fills of transactions will be allocated on a pro rata share basis.
Because VENTIRA's clients maintain Accounts at different custodian banks and because many of these custodian banks mandate the use of a specific broker (see description above), often VENTIRA places more than one block trade for the same security with more than one broker. VENTIRA transmits such block trades to more than one broker in a random pattern (*i.e.*, VENTIRA does not favor one custodian bank or broker over another with respect to the order in which block trade orders are sent). The average price realized on a securities order placed with different brokers will vary broker to broker, and clients generally will receive different average prices and transaction costs for the same security order depending upon the custodian bank and the respective broker used in the block trade. Also note, since most Swiss custodian banks warehouse securities orders until filled, there may be delays in settlement between client Accounts depending on the practice of the respective custodian bank and/or broker.

Decision Making Process; Balancing the Interests of Multiple Client Accounts

In making the decision as to which securities are to be purchased or sold and the amounts thereof, VENTIRA is guided by the general guidelines set up at the inception of the adviser-client relationship in cooperation with the client and a periodic review of the asset allocation. These general guidelines cover such matters as the relative proportion of debt and equity securities to be held in the portfolio, the degree of risk that the client wishes to assume and the types and amounts of securities to be held in the portfolio. VENTIRA's authority may be further limited by specific instructions from the client, which may restrict or prohibit transactions in certain securities.

VENTIRA may manage numerous accounts with similar or identical investment objectives or may manage accounts with different objectives that may trade in the same securities. Despite such similarities, portfolio decisions relating to client investments and the performance resulting from such decisions may differ from client to client. VENTIRA will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible clients, particularly if different clients have selected different investment profiles, have materially different amounts of capital under management with VENTIRA or different amounts of investable cash available. In certain instances, such as purchases of less liquid publicly traded securities or oversubscribed public offerings, it may not be possible or feasible to allocate a transaction pro rata to all eligible clients, especially if clients have materially different sized portfolios. Therefore, not all clients will necessarily participate in the same investment opportunities or participate on the same basis.

Use of Soft Dollars

VENTIRA may maintain soft dollar arrangements, and to the extent it does it will only do so in accordance with the conditions of the safe harbor provided by Section 28(e) of the Exchange Act. Section 28(e) is a "safe harbor" that permits an investment manager to use brokerage commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process.

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data, certain valuation and pricing data and economic data); and advice from brokers on order execution.

Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

Trade Errors

Although VENTIRA's goal is to execute trades seamlessly in the manner intended by the client and consistent with its investment decisions, VENTIRA recognizes that errors can occur for a variety of reasons. VENTIRA's policy in dealing with such errors is to:

- Identify any errors in a timely manner.
- Correct all errors so that any affected account is placed in the same position it would have been in had the error not occurred.
- Incur all costs associated with correcting an error (or to pass the costs on to the broker, depending on which party is at fault). Costs from corrective actions are not to be passed on to a client.
- Evaluate how the error occurred and assess if any changes in any processes are warranted or if any continuing education is required.

The consequences and the required corrective measures may be different depending upon the nature of the error or the account affected.

Item 13. Review of Accounts

Discretionary managed and Portfolio Advisory Service Accounts are reviewed at least quarterly and all Investment Advisory Service Accounts are reviewed annually by the Compliance Officer in an effort to ensure that they remain aligned with the client's investment plan and are positioned appropriately given current market conditions as part of VENTIRA's general investment process.

Item 14. Client Referrals and Other Compensation

VENTIRA is generally a fee-only adviser. VENTIRA's policy is generally not to accept compensation from third parties relating to the investment advice it gives to its clients. For these purposes, referral fees include marketing fees, discounts, finder's fees, service fees, including shareholder service fees, referral fees, 12b-1 fees or bonus commissions paid by mutual funds, privately offered funds, insurance products, variable annuities or other investment products paid to VENTIRA for recommending an investment, for investing client funds in such product or for marketing assistance or the performance of certain administrative tasks associated with making an investment. Please refer to the discussion of the conflicts of interest presented by VENTIRA's remuneration in Item 5.

VENTIRA may pay fees for client referrals. Such arrangements comply with the conditions and requirements of Rule 206(4)-1 under the Investment Advisers Act of 1940.

VENTIRA's employees or associated persons may be invited to attend seminars and meetings with the costs associated with such meetings borne by a sponsoring brokerage firm or other party extending the invitation.

Item 15. Custody

VENTIRA typically is given authority to have its fees directly deducted from a client's account. Consequently, VENTIRA is deemed to have custody of such funds. VENTIRA has established procedures to ensure the client's account is held at a qualified custodian in a separate account for each client. The client establishes the bank account directly and therefore is aware of the qualified custodian's name, address and the manner in which investments are maintained. Account statements are prepared by the custodian bank and delivered directly to the client or the client's representative at least quarterly. Generally, these statements include a listing of all valuations and all transactions occurring during the period. Clients should carefully review these statements and when they have questions contact either VENTIRA or the custodian bank. The custodian also provides the client with all required year-end tax information.

Item 16. Investment Discretion

VENTIRA accepts discretionary authority to manage client accounts as described above. Clients rarely restrict the authority by which VENTIRA may act; however, each client has the opportunity to communicate any form of limitation in writing. In the context of a discretionary mandate, VENTIRA makes investment decisions without consulting the client by utilizing its limited power of attorney for the management of the account maintained at the custodian bank selected by the client. In the context of a nondiscretionary mandate, VENTIRA's investment discretion is limited to an advisory role and VENTIRA does not implement investment decisions without the approval of the client. VENTIRA never has discretionary authority to select a qualified custodian for a client's account.

Item 17. Voting ClientSecurities

Proxy Voting

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Investment Advisers Act, VENTIRA has adopted and implemented written policies and procedures governing the voting of client securities. VENTIRA generally does not have the authority to vote client proxies, as disclosed in VENTIRA's standard Investment Management Agreement. If VENTIRA inadvertently receives any proxy materials on behalf of a client, VENTIRA will promptly forward such materials to the client.

VENTIRA will, until guidance to the contrary is ided by the SEC and/or such other relevant legal and/or regulatory bodies, employ proxy voting guidelines and proxy voting procedures, outlined in VENTIRA Compliance Manual. Clients may request a copy of these policies and procedures.

Class Actions

VENTIRA does not direct client participation in class action lawsuits. VENTIRA will determine whether to return any documentation inadvertently received regarding clients' participation in class actions to the sender, or to forward such information to the appropriate clients.

VENTIRA will not advise or act on behalf of clients in any legal proceeding, including bankruptcies or securities shareholder class action litigation involving securities held or previously held in client accounts. Accordingly, VENTIRA is not responsible for responding to, or forwarding to clients, any class action settlement offers relating to securities currently or previous held in the client account.

Item 18. Financial Information

VENTIRA has not been the subject of a bankruptcy petition at any time. As of the date of this brochure we do not believe it is reasonably likely that any future liability will impact our ability to meet our contractual commitments to our clients.