Form ADV
Part 2A Firm
Brochure

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This brochure provides information about the qualifications and business practices of The NEXROC Group LLC ("NEXROC" or the "Firm"). If you have any questions about the contents of this Firm Brochure, please contact Giovanni Costa at ir@thenexrocgroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority. Additional information about NEXROC is also available on the SEC's website at www.adviserinfo.sec.gov. NEXROC is registered as an investment adviser with the SEC. Registration as an investment adviser does not imply that NEXROC or any officers and employees of NEXROC possess any certain level of skill or training. 2 Item 2 – Material Changes This Brochure amends the Brochure dated March 2026 and has been updated most materially to amend the Regulatory Assets Under Management as of December 31, 2025. Furthermore, the Adviser has made certain non-material changes and enhancements throughout to improve and clarify the information herein. You are encouraged to read the Brochure in its entirety. This Brochure will be updated at least annually.

TABLE OF CONTENTS

ITEM 4. ADVISORY BUSINESS

The NEXROC Group LLC is a Delaware limited liability company organized to provide investment advisory and related capital management services across private markets and alternative investments.

The Adviser may evaluate, structure, execute, and monitor investments in private credit, private equity, structured finance, real assets, and other alternative strategies. Services may include investment research, underwriting, due diligence, portfolio construction, capital allocation, monitoring, and strategic advisory work.

The Adviser expects to serve institutional investors, private investment vehicles, family offices, and other sophisticated investors that satisfy applicable eligibility requirements. Advisory authority may be discretionary or non-discretionary depending on the applicable agreement and investment vehicle. The Adviser may also work with third-party service providers in areas such as custody, administration, valuation, legal, accounting, financing, and technology.

ITEM 5. FEES AND COMPENSATION

Fees are established in the applicable advisory agreement, private fund agreement, or other governing document. Depending on the strategy, fees may be based on assets under management, committed capital, invested capital, or another agreed measure.

Compensation

General basis

Management fees

May be charged periodically based on assets, commitments, or invested capital.

Performance compensation

May apply to eligible investment vehicles where permitted by law and governing documents.

Transaction or structuring fees

May be received for permitted transaction-related services when disclosed.

Client expenses

Clients may bear reasonable operating, transaction, financing, administration, audit, legal, custody, and other expenses specified in governing documents.

Fee arrangements may create conflicts because compensation can influence investment incentives, transaction timing, valuation, or allocation. Material conflicts and fee arrangements will be disclosed as required.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Certain private investment vehicles may provide for carried interest or other performance-based compensation. Terms vary by vehicle and are established in the governing documents.

Performance-based compensation can create incentives involving investment risk, valuation, allocation, and timing of realizations. The Adviser addresses these conflicts through investment and allocation policies, valuation procedures, compliance oversight, and disclosure.

ITEM 7. TYPES OF CLIENTS

The Adviser may provide advisory services to private investment funds and other pooled vehicles, institutional investors, family offices, and other sophisticated investors.

Private vehicles may limit participation to investors satisfying applicable legal and contractual standards, including accredited investor, qualified purchaser, qualified client, or comparable requirements where applicable.

ITEM 8. INVESTMENT STRATEGIES, METHODS OF ANALYSIS AND RISK OF LOSS

Investment Strategies

Private credit and direct lending, including senior, subordinated, and structured credit.

Private equity and control investments, including acquisitions and consolidation strategies.

Structured finance and asset-backed investments.

Real estate, infrastructure, and other real-asset investments.

Special situations and customized investment structures.

Methods of Analysis

The Adviser may use fundamental financial analysis, credit analysis, cash-flow modeling, valuation analysis, industry analysis, management assessment, scenario analysis, and downside stress testing. The depth of analysis varies by investment and mandate.

Risk of Loss

Investing involves risk, including possible loss of principal. Private-market investments may be illiquid, difficult to value, and subject to limited transferability. Material risks may include:

Credit and default risk.

Market and liquidity risk.

Leverage and financing risk.

Concentration risk.

Valuation and model risk.

Interest-rate, inflation, currency, and economic risk.

Regulatory, legal, tax, and geopolitical risk.

Operational, cybersecurity, and third-party service-provider risk.

Management, key-person, and execution risk.

Risk that investment strategies or analysis may not produce expected results.

ITEM 9. DISCIPLINARY INFORMATION

Based on the information used to prepare this draft, the Adviser is not aware of any disciplinary event that is required to be disclosed under Item 9 of Form ADV. Any material event requiring disclosure will be reported as required.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Adviser may maintain relationships with investment, financing, insurance, reinsurance, operating, or other financial businesses. The Adviser may also receive services from third-party providers.

Where an outside relationship creates a material conflict of interest, the Adviser will disclose the relevant relationship and compensation arrangement as required and apply appropriate conflict-management procedures.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Adviser maintains policies addressing fiduciary duties, conflicts of interest, confidentiality, material non-public information, personal trading, gifts and entertainment, outside activities, and other conduct applicable to supervised persons.

The Adviser or its personnel may invest alongside clients or have interests in transactions involving clients, subject to applicable law, governing documents, disclosure, and conflict-management procedures.

ITEM 12. BROKERAGE PRACTICES

Private-market transactions are generally negotiated directly with counterparties or through institutional intermediaries. When brokerage services are required, the Adviser seeks execution terms reasonably designed to serve the client’s interests, considering price, execution quality, liquidity, counterparty quality, and other relevant factors.

The Adviser does not rely on proprietary research or soft-dollar benefits as a principal component of its investment process.

ITEM 13. REVIEW OF ACCOUNTS

Client portfolios are monitored according to the applicable strategy and governing documents. Reviews may address performance, valuation, liquidity, concentration, credit quality, investment guidelines, and material changes affecting portfolio holdings.

The frequency and scope of reviews depend on the nature of the client relationship and investment strategy.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser may engage third parties to introduce prospective clients or investors, subject to applicable law and disclosure requirements. Referral or placement compensation may create conflicts because the referring party may have a financial incentive to recommend the Adviser.

ITEM 15. CUSTODY

Client assets are expected to be maintained with qualified custodians or other permitted arrangements in accordance with applicable law and the governing documents of each client or investment vehicle.

Where the Adviser is deemed to have custody, the applicable custody, audit, account-statement, and other regulatory requirements will be addressed based on the structure of the client account and applicable law.

ITEM 16. INVESTMENT DISCRETION

Investment discretion will be determined by each advisory agreement. Where discretionary authority is granted, the Adviser may determine investments and transactions within the client's stated objectives, guidelines, and restrictions. Where authority is non-discretionary, the Adviser will provide recommendations and act only within the authority granted by the client.

ITEM 17. VOTING CLIENT SECURITIES

Where the Adviser has authority to vote securities on behalf of a client, it will maintain proxy voting policies designed to address voting responsibilities and conflicts of interest. Voting decisions will be made with the objective of serving the applicable client's interests, subject to the governing documents.

ITEM 18. FINANCIAL INFORMATION

Based on the information used to prepare this draft, the Adviser does not anticipate a financial condition that would materially impair its ability to meet contractual commitments to clients. The Adviser is not currently aware of any bankruptcy or insolvency proceeding that requires disclosure under this item.

The Adviser does not intend to require substantial prepayment of fees in circumstances that would create a material financial condition disclosure under Form ADV.