



**ITEM 1  
COVER PAGE**

---

---

**PART 2A OF FORM ADV: FIRM BROCHURE**

**VIKING GLOBAL INVESTORS LP**

**March 28, 2012**

---

---

Viking Global Investors LP  
55 Railroad Avenue  
Greenwich, CT 06830  
Tel: (203) 863-5000  
Fax: (203) 863-5001  
Website: [www.vikingglobal.com](http://www.vikingglobal.com)

*This brochure (the "Brochure") provides information about the qualifications and business practices of Viking Global Investors LP. If you have any questions about the contents of this Brochure, please contact Investor Relations at (212) 672-7000 or [inquiries@vikingglobal.com](mailto:inquiries@vikingglobal.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 Viking Global Investors LP also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

*Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

**ITEM 2**  
**MATERIAL CHANGES**

There are no material changes since Viking Global Investors LP's prior Brochure dated May 27, 2011.

### ITEM 3 TABLE OF CONTENTS

ITEM 1 COVER PAGE.....	i
ITEM 2 MATERIAL CHANGES .....	ii
ITEM 3 TABLE OF CONTENTS .....	iii
ITEM 4 ADVISORY BUSINESS .....	1
A. <u>General Description of Advisory Firm</u> .....	1
B. <u>Description of Advisory Services</u> .....	1
1. <u>Advisory Services</u> .....	1
2. <u>Investment Strategies and Types of Investments</u> .....	2
C. <u>Availability of Customized Services for Individual Clients</u> .....	3
D. <u>Assets Under Management</u> .....	3
ITEM 5 FEES AND COMPENSATION .....	4
A. <u>Advisory Fees and Compensation</u> .....	4
B. <u>Payment of Fees</u> .....	5
C. <u>Additional Fees and Expenses</u> .....	5
D. <u>Prepayment of Fees</u> .....	6
E. <u>Additional Compensation and Conflicts of Interest</u> .....	6
ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	7
ITEM 7 TYPES OF CLIENTS .....	8
ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	9
A. <u>Methods of Analysis and Investment Strategies</u> .....	9
B. <u>Material, Significant, or Unusual Risks Relating to Investment     Strategies</u> .....	9
C. <u>Risks Associated With Particular Types of Securities</u> .....	12
ITEM 9 DISCIPLINARY INFORMATION .....	15
ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	16
A. <u>Broker-Dealer Registration Status</u> .....	16
B. <u>Futures Commission Merchant, Commodity Pool Operator, or     Commodity Trading Adviser Registration Status</u> .....	16
C. <u>Material Relationships or Arrangements with Industry Participants</u> .....	16
D. <u>Material Conflicts of Interest Relating to Other Investment Advisers</u> .....	16

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	17
A. <u>Code of Ethics</u> .....	17
B. <u>Securities In Which You or a Related Person Has a Material Financial         Interest</u> .....	17
C. <u>Investing in Securities That You or a Related Person Recommends to         Clients</u> .....	18
D. <u>Conflicts of Interest Created by Contemporaneous Trading</u> .....	18
ITEM 12 BROKERAGE PRACTICES.....	20
A. <u>Factors Considered in Selecting or Recommending Broker-Dealers for         Client Transactions</u> .....	20
1. <u>Research and Other Soft Dollar Benefits</u> .....	20
2. <u>Brokerage for Client Referrals</u> .....	21
3. <u>Directed Brokerage</u> .....	22
B. <u>Order Aggregation</u> .....	22
ITEM 13 REVIEW OF ACCOUNTS.....	23
A. <u>Frequency and Nature of Review of Client Accounts or Financial         Plans</u> .....	23
B. <u>Factors Prompting Review of Client Accounts Other than a Periodic         Review</u> .....	23
C. <u>Content and Frequency of Account Reports to Clients</u> .....	23
ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION.....	24
A. <u>Economic Benefits for Providing Services to Clients</u> .....	24
B. <u>Compensation to Non-Supervised Persons for Client Referrals</u> .....	24
ITEM 15 CUSTODY.....	25
ITEM 16 INVESTMENT DISCRETION .....	26
ITEM 17 VOTING CLIENT SECURITIES.....	27
ITEM 18 FINANCIAL INFORMATION .....	28

## **ITEM 4**

### **ADVISORY BUSINESS**

#### **A. General Description of Advisory Firm.**

Viking Global Investors LP, a Delaware limited partnership ("VGI"), was founded in 1999. VGI manages two types of private investment funds: the Viking Global Equities Funds ("VGE"), long/short hedge funds launched on October 1, 1999; and the Viking Long Funds ("VLF" and, together with VGE, the "Funds"), long-only funds launched on January 1, 2009.

The principal owners of VGI are O. Andreas Halvorsen and David C. Ott. Mr. Halvorsen and Mr. Ott each own interests in VGI directly (as limited partners) and indirectly (as members of Viking Global Partners LLC, a Delaware limited liability company that is the general partner of VGI).

#### **B. Description of Advisory Services.**

##### **1. Advisory Services**

VGI serves as the management company of VGE and VLF. The VGE funds include (1) Viking Global Equities LP, a Delaware limited partnership, (2) Viking Global Equities II LP, a Delaware limited partnership offered only to VGI's principals and certain qualified employees and other VGI-related persons (the "VGE Employee Fund"), (3) Viking Global Equities III Ltd., a Cayman Islands exempted company, and (4) Viking Partners Fund LP, a Delaware limited partnership. Viking Global Equities III Ltd. invests substantially all of its assets in VGE III Portfolio Ltd. Viking Partners Fund LP (a vehicle offered only to VGI's principals and certain qualified employees and other VGI-related persons) invests substantially all of its assets in Viking Global Equities LP. Viking Global Performance LLC, a Delaware limited liability company affiliated with VGI ("Viking Performance"), serves as either the general partner or investment manager to each VGE fund (except Viking Partners Fund LP). Viking Long Fund GP LLC, a Delaware limited liability company affiliated with VGI ("VLF GP"), serves as the general partner to Viking Partners Fund LP.

The VLF funds include (1) Viking Long Fund LP, a Delaware limited partnership, (2) Viking Long Fund III Ltd., a Cayman Islands exempted company, and (3) Viking Partners Long Fund LP, a Delaware limited partnership. Viking Long Fund III Ltd. invests substantially all of its assets in Viking Long Fund Intermediate LP, which, in turn, invests substantially all of its assets in Viking Long Fund Master Ltd. Viking Long Fund LP also invests substantially all of its assets in Viking Long Fund Master Ltd. Viking Partners Long Fund LP (a vehicle offered only to VGI's principals and certain qualified employees and other VGI-related persons) invests substantially all of its assets in Viking Long Fund LP. VLF GP serves as either the general partner or investment manager to each VLF fund.

VGI has engaged its affiliates located in the United Kingdom, Hong Kong and Japan to provide investment research, analysis, recommendations and advice. VGI and its affiliates assume full responsibility for any and all fees payable to such affiliates in connection with their provision of services. Viking Japan LLC, the Japan affiliate ("Viking Japan"), does not have discretionary investment authority over the assets of VGE or VLF. Viking Global Investors Europe LLP, the United Kingdom affiliate ("Viking Europe"), and Viking Global Hong Kong Limited, the Hong Kong affiliate ("Viking Hong Kong"), however, may have discretionary investment authority over a portion of the assets of VGE and VLF.

Viking Performance, VLF GP, Viking Japan, Viking Europe and Viking Hong Kong are presently registered as investment advisers under the Investment Advisers Act of 1940, as amended, pursuant to VGI's Form ADV in reliance on the positions expressed in American Bar Association, Business Law Section, SEC No-Action Letter (January 18, 2012).

References herein to "VGI" shall be deemed to include Viking Japan, Viking Europe and/or Viking Hong Kong where applicable.

*This Brochure generally includes information about VGI and its relationships with its clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.*

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made. Any such offer or solicitation will be made only by means of a confidential private placement memorandum and related subscription materials.*

## 2. Investment Strategies and Types of Investments

VGI performs fundamental analysis to select investments primarily in equity securities, but also in debt, credit, derivative and other financial instruments. VGI invests in companies located around the world that operate in a wide range of industries.

VGE seeks to achieve maximum capital appreciation commensurate with reasonable risk. VGI seeks to increase performance of VGE while mitigating general market risk by employing a hedged approach, taking short positions as well as long positions. VGI expects that VGE will maintain a relatively low "net exposure."<sup>1</sup> Consequently, VGI believes that over sustained periods of time, the performance of VGE will be more a function of investment selection than of movements in broad market averages.

VLF's investment program generally replicates the long positions held in VGE's portfolio. When an investment is appropriate for both VGE and VLF, allocations are made as described in Item 6 and Item 11. A more detailed description of the investment strategies pursued and types of investments made by VGI is provided in Item 8.

*The descriptions set forth in this Brochure of specific advisory services that VGI offers to clients, and investment strategies pursued and investments made by VGI on behalf of its clients, should not be understood to limit in any way VGI's investment activities. VGI may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that VGI considers appropriate, subject to each*

---

<sup>1</sup> A Fund's "net exposure" is the value of its long positions less the value of its short positions, if any, divided by the Fund's net assets (excluding such Fund's cash and treasuries). For example, if a Fund has net assets of \$100 and has long positions valued at \$120 and short positions valued at \$80, such Fund would have a net exposure of 40%  $(\$120 - \$80) / \$100$ .

A Fund's "gross exposure" is the value of its long positions plus the value of its short positions, if any, divided by the Fund's net assets (excluding such Fund's cash and treasuries). Using the example provided above for the definition of net exposure, such Fund would have a gross exposure of 200%  $(\$120 + \$80) / \$100$ .

*client's investment objectives and guidelines.*

C. Availability of Customized Services for Individual Clients.

VGI has defined certain investment objectives for VGE and VLF, as set forth in the respective offering memoranda and operative documents for VGE and VLF, and tailors its advisory services to meet those objectives. VGI is not restricted in the types of financial instruments in which it may invest on behalf of VGE and VLF. However, VGI monitors and manages for VGE and VLF certain internal portfolio guidelines (for example, leverage and exposure requirements for internal risk-management purposes). These internal guidelines confer no rights on its clients or investors and impose no additional legal obligations upon VGI.

D. Assets Under Management.

As of February 29, 2012, VGI managed approximately \$16,203,894,475 of client net assets on a discretionary basis and did not manage any client assets on a non-discretionary basis.

## ITEM 5 FEES AND COMPENSATION

### A. Advisory Fees and Compensation.

VGI receives asset-based fees ("Management Fees") from the Funds. Certain VGI affiliates<sup>2</sup> (together with VGI, "Viking") receive performance-based compensation ("Incentive Allocation") from the Funds. Each of the Funds is subject to a Management Fee and an Incentive Allocation, except that investors who are VGI principals or employees do not bear a Management Fee or an Incentive Allocation during the term of their employment with VGI and, in some cases, for a period thereafter. The Management Fee and Incentive Allocation are not negotiable. However, Viking, in its sole discretion, may elect to waive all or any portion of the Management Fee and Incentive Allocation with respect to any investor in any Fund.

Generally, Viking receives:

#### VGE:

- at the beginning of each month, a Management Fee equal to 0.125% (1/12<sup>th</sup> of 1.5%) of the net asset value of each capital account or each series of shares (as applicable) of each VGE fund.
- at the end of each fiscal year or upon the redemption of an investor, an Incentive Allocation equal to a percentage (20% for investors with a one-year lock-up; 17.5% for investors with a three-year lock-up) of the net capital appreciation allocated to each investor in a VGE fund during such period. The Incentive Allocation is only taken on net capital appreciation in excess of the prior losses of such investor (a "high water mark"); however, Viking (or, for the non-U.S. domiciled VGE fund, its Board of Directors), in its sole discretion, may reset the high water mark for certain classes of investors, which triggers an early right of redemption to any affected investors. In addition, the Incentive Allocation with respect to investors who initially agreed to be subject to a three-year lock-up period (and thus had been subject to an Incentive Allocation rate of 17.5%) will be recalculated at a 20% rate retroactive to the beginning of the lock-up period upon an early redemption of such investors.

#### VLF:

- at the beginning of each month, a Management Fee equal to 0.125% (1/12<sup>th</sup> of 1.5%) of the net asset value of each capital account or each series of shares (as applicable) of each VLF fund.
- at the end of each fiscal year or upon the redemption of an investor, an Incentive Allocation equal to a percentage (20% for investors with a one-year lock-up; 17.5% for investors with a three-year lock-up) of the excess of the net return for each investment made by an investor in a VLF fund over the performance of the MSCI

---

<sup>2</sup> Viking Global Performance LLC and Viking Long Fund GP LLC receive performance-based compensation from VGE and VLF, respectively.

World Index (as defined below).<sup>3</sup> The Incentive Allocation is only taken on net return in excess of any prior underperformance of each investment made by such investor relative to the MSCI World Index; however, Viking (or, for the non-U.S. domiciled VLF fund, its Board of Directors), in its sole discretion, may reset the underperformance recovery amount for certain classes of investors, which triggers an early right of redemption to any affected investors. In addition, the Incentive Allocation with respect to investors who initially agreed to be subject to a three-year lock-up period (and thus had been subject to an Incentive Allocation rate of 17.5%) will be recalculated at a 20% rate retroactive to the beginning of the lock-up period upon an early redemption of such investors.

The above references to the "MSCI World Index" refer to the Morgan Stanley Capital International World Index (dividends reinvested net of withholding taxes) measured in local currency terms (Bloomberg symbol: NDDLWI), a market-capitalization-weighted index designed to measure the equity market performance of certain developed markets.<sup>4</sup>

**B. Payment of Fees.**

Management Fees and the Incentive Allocation are generally deducted or allocated from client assets. Management Fees are generally deducted on a monthly basis. The Incentive Allocation is generally allocated annually or upon an investor's redemption.

**C. Additional Fees and Expenses.**

Investors in certain classes may, by giving the required amount of notice, redeem from a Fund on any calendar month-end during their lock-up period. Investors who redeem prior to the expiration of their redemption lock-up period are generally subject to an exit fee on net redemption proceeds. Exit fees are retained by the applicable Fund for the benefit of non-redeeming investors. Certain investors, including employees of VGI and their affiliated entities, are not subject to a lock-up period and thus are not subject to exit fees.

Each Fund will bear certain of its own expenses as described in its offering memorandum and/or operative documents. These expenses include, without limitation, fees paid to third-party service providers, such as prime brokers, executing brokers, custodians, administrators, research providers, lawyers and accountants. From time to time, the Funds may invest a portion of their assets in other third-party managed vehicles and structures, including in situations where doing so may be necessary to obtain exposure to a particular investment, as deemed appropriate by VGI. Therefore, the Funds may be subject to additional fees (such as management fees and performance fees, if any) and expenses. Viking does not receive any portion of such fees and expenses.

---

<sup>3</sup> If Viking does not receive an Incentive Allocation from VLF because insufficient net capital appreciation was allocated to an investor during an applicable period, then Viking will receive such Incentive Allocation at the end of the next fiscal year (and any subsequent fiscal years, as necessary) to the extent there is net capital appreciation in such year(s) (or as of the next date the applicable investor makes a redemption, to the extent there is any net capital appreciation at such time).

<sup>4</sup> As of March 1, 2012, the MSCI World Index aggregated indices from the following 24 developed market countries: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom, and the United States. (Source: <http://www.msci.com/products/indices/tools/index.html#WORLD>)

Additionally, the Funds have undertaken to indemnify their directors, general partners, investment managers and certain third-party service providers (and certain related persons of each of the foregoing) for losses and expenses sustained by such persons, provided that such losses did not arise from such persons' violation of applicable standards of conduct (for example, did not arise from such persons' gross negligence or fraud). Additional detail on each Fund's indemnification obligations is included in its offering memorandum and/or operative documents.

Item 12 further describes the factors that VGI considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

D. Prepayment of Fees.

Generally, the Funds pay Management Fees to VGI on the first day of each month for such month. The Funds only permit voluntary redemptions at month-end. However, if a Fund were ever to compel an investor to redeem on a date that is not a month-end, a *pro rata* portion of the Management Fee that was paid in advance by the Fund and borne by such investor would be refunded.

E. Additional Compensation and Conflicts of Interest.

Neither VGI nor any of its supervised persons accept compensation (for example, brokerage commissions) for the sale of securities or other investment products.

## **ITEM 6**

### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Item 5, above, describes the Incentive Allocations received by Viking. Neither Viking nor any supervised persons receive any additional performance-based compensation from clients.

As discussed in Item 5, VGE Employee Fund, Viking Partners Fund LP and Viking Partners Long Fund LP are not subject to the Incentive Allocation. There is no conflict with respect to Viking Partners Fund LP and Viking Partners Long Fund LP because those entities invest in a VGE fund and VLF fund, respectively. The variation of performance compensation structures between VGE Employee Fund and VGI's other clients does not create an incentive for VGI to direct the best investment ideas to, or to allocate or sequence trades in favor of, clients that pay or allocate performance compensation because the VGE Employee Fund comprises investments from VGI employees.

Further, any potential conflicts of interest with respect to the allocation of investment opportunities are addressed by VGI's allocation policy (as described in Item 11), which provides that investment opportunities appropriate for more than one Fund are generally allocated among the Funds *pari passu*. However, investment opportunities may be allocated differently because of a Fund's investment guidelines and restrictions, liquidity requirements, available capital, tax or legal reasons, to avoid odd-lots, or in cases when a *pro rata* allocation would result in a *de minimis* allocation to one or more of the Funds.

An example of how VLF's portfolio may diverge from the long portfolio of VGE arises in the case of so-called "pair trades." If VGI wishes to reduce the risk associated with a particular industry in which the Funds hold a long position, it may do so for VGE by acquiring short positions in that industry as a hedge to offset the industry-risk in VGE's long positions. Because VLF generally does not acquire short positions, VGI may determine to reduce risk for VLF by selling the corresponding long position. In addition, VLF generally does not invest in bank debt or other credit instruments.

While VGI monitors the impact taxes have on the Funds, VGI does not generally manage the Funds from a tax-efficiency perspective. Nonetheless, the portfolios of the Funds may on occasion diverge due to tax-driven reasons.

Performance-based compensation may create an incentive for a manager to make investments for its clients that are riskier or more speculative than would be the case if the manager (or its affiliates) did not receive performance-based compensation.

**ITEM 7**  
**TYPES OF CLIENTS**

VGI's clients are the Funds to which it provides investment advice. The Funds themselves are not subject to any requirements for opening or maintaining an account. Investors in the Funds include, without limitation, charitable foundations, endowments, pension plans, sovereign entities, funds of funds, investment companies, trusts and individuals. Investors in the Funds must meet certain suitability requirements as set forth in each Fund's offering memorandum and/or operative documents. The offering memorandum for each Fund sets forth the required minimum amounts for investment by investors in such Fund. These minimum investment amounts do not apply to investors who are VGI principals, employees and other VGI-related persons and may be waived in Viking's discretion.

## ITEM 8

### METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

#### A. Methods of Analysis and Investment Strategies.

VGI seeks to maximize VGE's performance while mitigating general market risk by employing a hedged approach, taking short positions as well as long positions. VGI expects to maintain a relatively low net exposure (as defined in Item 4 above) for VGE, and, consequently VGI believes that over sustained periods of time performance will be more a function of investment selection than of movements in broad market averages. Over the long term, VGI aims to achieve returns for VGE that are higher than those implied by broad market indices while assuming less risk than that inherent in a market portfolio. Short positions constitute an integral component of VGE's investment program. These positions are intended to contribute positively to the performance of VGE as well as to mitigate the effects of a major stock market decline.

Over the long term, VGI aims to achieve returns in VLF that are higher than those implied by broad market indices including, in particular, the MSCI World Index. VLF's portfolio generally reflects the long positions in VGE, although VGI may determine that certain investments not contained in the VGE portfolios are appropriate for VLF and vice versa. VGI believes that its investment staff is capable of identifying long opportunities that, on a consistent basis, exceed the capacity of VGE to make long investments in light of VGE's mandate to hedge long exposure with profitable short positions. VGI established VLF to take advantage of such opportunities and VLF generally uses the same investment methodology as that used by VGE with respect to its long positions, although VLF typically does not use leverage.

As part of its fundamental approach to investment selection for the Funds, VGI generally performs a number of tasks that may include the following: interviews with a company's management team; background checks on key members of a management team; discussions with a company's customers and competitors; a detailed review of a company's products and services; and consultation with industry experts. In addition, VGI analyzes a company's financial information, paying particular attention to its assets, return on capital, consistency of earnings growth, internal revenue growth and free cash-flow generation. This investigation and analysis typically are used to develop a multi-year financial model forecasting a company's earnings, cash flow per share and prospective growth rates. In the case of structured and asset-backed securities, the investment process includes, among other things, detailed analysis of the assets underlying the security or structured product to predict cash flows and default rates upon which to estimate the value of the instrument.

**An investment in a Fund is speculative and involves a significant degree of risk. The Funds are designed for sophisticated investors that are able to bear a substantial loss of capital and for whom an investment in the Fund is not a complete investment program.**

#### B. Material, Significant, or Unusual Risks Relating to Investment Strategies.

The following is a summary of certain material, significant or unusual risks associated with the Funds' significant investment strategies and VGI's methods of analysis.

Investment and Trading Risks. Investors may lose all or part of their investments in the Funds. VGI believes that the Funds' investment programs and research techniques moderate this risk through a careful selection of securities and other financial instruments. No guarantee or representation is made that the Funds' investment program will be successful.

Limited Diversification. Based on the market value of each position, generally no long position accounts for more than 8% of a VGE fund's net assets and generally no short position accounts for more than 5% of a VGE fund's net assets. VGI does not expect that more than 12% of a VLF fund's capital will be invested in any single position. Nonetheless, the Funds at times may hold relatively large concentrations in a particular market, industry, sector, geographic region or financial instrument. This limited diversification could expose the Funds to losses disproportionate to market movements in general.

Use of Leverage. The Funds may leverage their investment positions by borrowing funds from securities broker-dealers, banks or other sources. The Funds may also invest in derivatives and other financial instruments that are inherently leveraged. While the VLF funds do not generally engage in substantial borrowing or margin financing, they may do so when deemed appropriate by VGI, including for cash management purposes. While leverage presents opportunities for increasing the Funds' total return, it can have the effect of significantly increasing losses as well.

Short Selling. Each VGE fund's investment portfolio includes short positions. VLF may also engage in occasional short selling in an effort to hedge positions in the VLF funds' portfolio. Short selling involves selling securities which are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. A short sale creates the risk of unlimited loss, in that the price of the underlying security could theoretically rise without limit, thus increasing the cost to the Funds of buying those securities to cover the short position. For instance, a so-called "short squeeze" can occur if multiple short sellers seek to cover their short positions by purchasing the security and the price of a security starts to rise rapidly. If enough short sellers buy back the security, the price is pushed even higher, thereby making it more expensive for other short sellers to cover their short positions.

Foreign Exchange Risk. A portion of the Funds' assets may be invested in securities denominated in currencies other than the U.S. dollar. The Funds, however, value their securities in U.S. dollars. To the extent unhedged or incorrectly hedged, the value of the Funds' assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the Funds' investments in the various local markets. The Funds may seek to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

General Economic and Market Conditions. General economic and market conditions may affect the level and volatility of securities prices and the liquidity of the Funds' investments. Volatility and/or illiquidity could impair the Funds' profitability or result in losses. Beginning in the fourth quarter of 2008, world financial markets experienced a period of extraordinary market conditions, including, among other things, extreme losses and volatility in securities markets and the failure of credit markets to function. The Funds may be materially and adversely affected by the continuing effects of this market dislocation or by similar or other events in the future that cause severe market dislocations.

Lending of Portfolio Securities. The Funds may lend securities from their portfolios to securities firms and financial institutions. While a securities loan is outstanding, the Funds will continue to receive the equivalent of the interest or dividends paid by the issuer on the

securities, as well as interest on the investment of the collateral or a fee from the borrower. The risks in lending securities consist of possible delay in receiving additional collateral, if any, or in recovery of the securities or possible loss of rights in the collateral, if any, should the borrower fail financially.

Counterparty Risk. The Funds' assets are held in accounts maintained for the Funds by certain counterparties, including their prime brokers, custodians and swap counterparties. In addition, the Funds post cash and securities with various trading counterparties as collateral for margin borrowing and derivatives trades. Although VGI monitors the financial condition of its counterparties, if one or more of the Funds' counterparties were to become insolvent or the subject of liquidation proceedings, there exists the risk that the recovery of the Funds' securities and other assets from such party will be delayed or be of a value less than the value of the securities or assets originally entrusted to such party. The Funds also may transact with counterparties located in various jurisdictions outside the United States that are subject to different laws and regulations and the application of such foreign laws and regulations to the Funds' assets may create substantial limitations and uncertainties. Investors in the Funds should assume that the insolvency of any counterparty would result in a loss to the Funds that could be extremely significant.

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, some derivative transactions will be subject to mandatory clearing and will also be subject to the margin requirements set forth by the clearinghouse. The additional margin, capital and collateral obligations may increase the cost of derivative transactions and thereby potentially decrease the profitability of certain positions.

Some of the markets in which the Funds trade are "over-the-counter" or "inter-dealer" markets. The participants in such markets may not be subject to the same levels of credit evaluation and regulatory oversight as members of "exchange based" markets. This exposes the Funds to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Funds to suffer a loss. In addition, in the case of a default, the Funds could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single counterparty or small group of counterparties.

Regulatory Risk. Regulatory changes are likely to occur during the terms of the Funds and some of these changes may adversely affect the Funds, perhaps materially. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. U.S. and non-U.S. governments may impose restrictions on short selling (including wholesale bans) and public disclosure requirements with respect to the Funds' short selling activities. Furthermore, the SEC, other regulators, self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The effect of any future regulatory change on the Funds could be substantial and adverse.

Systems Risks. VGI relies heavily on computer programs and systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by worms, viruses, network intrusions, power failures and human error. Any such defect or failure could have a significant negative impact on the Funds.

Operational Risk. Operational risks include the possibility of mistakes being made in the confirmation or settlement of transactions, transactions not being properly booked, evaluated or accounted for, or other similar disruptions in the Funds' operations. These

mistakes may arise, for example, due to keystroke errors that occur when entering trades into an electronic trading system, failures of oral communication between the investment staff and trading staff, or typographical or drafting errors related to derivatives contracts or confirmations or similar agreements. These events may cause the Funds to suffer financial loss, disruption of business, liability to clients or third parties, regulatory intervention or reputational damage.

Misconduct of Personnel and of Third Party Service Providers. The Funds rely on a substantial number of personnel of VGI and its affiliates, counterparties and other service providers. Significant losses could result from misconduct by such personnel, including, for example, binding the Funds to transactions that are not properly authorized, concealing unsuccessful trading activities, improperly using or disclosing confidential information and misappropriating assets. Although VGI has adopted measures to prevent and detect misconduct of its personnel and attempts to ensure that the Funds transact with reliable counterparties and third party service providers, such efforts may not be effective in all cases.

### C. Risks Associated With Particular Types of Securities.

The following is a summary of certain material risks involved with the types of securities in which the Funds primarily invest.

Equity Securities and Equity Derivatives. The Funds invest in equity securities and equity derivatives. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies. As a result, a Fund may suffer losses if it invests in equity instruments of issuers whose performance diverges from VGI's expectations. Privately offered equity securities have limited liquidity and may never become publicly traded or otherwise freely tradeable.

Debt Instruments. The Funds may invest a portion of their assets in bonds and other fixed-income instruments, such as notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or by a non-U.S. government; municipal securities; and mortgaged-backed securities and asset-backed securities. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (credit risk) and are subject to price volatility due to factors including interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk).

Less Liquid Instruments. Liquidity (the ability of an asset to be converted into cash quickly and without significant price discount) is important to the Funds' business. From time to time, the Funds may invest in financial instruments and assets for which no markets exist or that are illiquid by nature (for example, private securities and certain derivative instruments). Additionally, the Funds' portfolios may include other relatively illiquid investments (for example, investments in thinly traded issuers). Further, the Funds may hold such a significant amount of otherwise liquid securities that it would be difficult to quickly convert them into cash without a significant price discount. If the Funds are unable to quickly dispose of certain assets, it could adversely affect the Funds' ability to rebalance their portfolio or to meet redemption requests. In addition, such circumstances may force the Funds to dispose of assets at reduced prices, thereby adversely affecting the Funds' performance.

Forwards. The Funds may invest in forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual

basis. Forward and "cash" trading are substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Market illiquidity could result in significant losses to the Funds.

Non-U.S. Investments. The Funds invest in securities of non-U.S. companies. Investing in the securities of non-U.S. companies involves certain considerations not usually associated with investing in securities of United States companies, which may include, without limitation: political and economic considerations, such as greater risks of expropriation and nationalization, imposition of withholding tax or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, the potential difficulty of repatriating funds and general social, political and economic instability; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; and fluctuations in the rate of exchange between currencies and the potential risk of the imposition by non-U.S. regulatory authorities of restrictions on currency conversion. In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to standards in the United States and, consequently, less information may be available to investors in companies located in non-U.S. countries than is available to investors in companies located in the United States. There is also less regulation, generally, of the securities markets in many non-U.S. countries than there is in the United States.

Identity of Beneficial Ownership and Withholding on Certain Payments (Only Applicable to Viking Global Equities III Ltd. and Viking Long Fund III Ltd.). In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the non-U.S. domiciled Funds (and the non-U.S. domiciled "master funds" through which the non-U.S. domiciled Funds invest) will be required to enter into an agreement with the U.S. Internal Revenue Service (the "Service") by June 30, 2013 identifying certain direct and indirect U.S. account holders (including debtholders and equityholders). A non-U.S. investor in a Fund will generally be required to provide to such Fund information which identifies its direct and indirect U.S. ownership. Any such information provided to a Fund will be shared with the Service. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the U.S. Internal Revenue Code of 1986, as amended, will generally be required to enter into an agreement with the Service by June 30, 2013 identifying certain direct and indirect U.S. account holders (including debtholders and equityholders). A non-U.S. investor who fails to provide such information to a Fund or enter into such an agreement with the Service, as applicable, would be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of such Fund and may cause the Fund as a whole to be subject to the same. The board of directors of a Fund may take any action in relation to an investor's shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information gave rise to the withholding (including compulsorily redeeming any shares on not less than five days' notice and/or creating a separate series for such investor and reducing its net asset value by any such withholding).

Tax Information Sharing. VGI, the Funds and/or such Funds' administrators may share information about an investor with any tax authority in order to minimize withholding or other taxes on such Funds.

Form 8821 Tax Information Authorization (Only Applicable to the U.S.-domiciled Funds). A Fund treated as a partnership for U.S. tax purposes, such Fund's general partner or person serving in a similar capacity, and/or such Fund's administrator may request an investor to submit an IRS Form 8821 in order for such Fund and its partners to benefit from certain U.S. tax treaties. An investor's capital account may be debited by taxes accrued by or withheld from such Fund resulting from a failure by such investor to timely return to the requesting party a properly completed IRS Form 8821.

**ITEM 9**  
**DISCIPLINARY INFORMATION**

There are no legal or disciplinary events material to a client's or prospective client's evaluation of VGI's advisory business or the integrity of VGI's management.

**ITEM 10**  
**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

A. Broker-Dealer Registration Status.

Neither VGI nor any VGI management person is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status.

VGI is not registered, nor does it have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

O. Andreas Halvorsen, David C. Ott and Rose Shabet are management persons of VGI and associated persons of Viking Performance, an affiliate of VGI and a commodity pool operator.

C. Material Relationships or Arrangements with Industry Participants.

Viking Performance is registered with the Commodity Futures Trading Commission ("CFTC") as a commodity pool operator. Viking Performance serves as the general partner or investment manager of each of the VGE funds (excluding Viking Partners Fund LP) and is a related person of VGI. VGI's relationship with Viking Performance does not create a conflict of interest for VGI with its clients.

VLF GP serves as the general partner or investment manager of each of the VLF funds. VLF GP is currently exempt from registration as a commodity pool operator; however, it may register with the CFTC as a commodity pool operator in 2012. VGI's relationship with VLF GP does not create a conflict of interest for VGI with its clients.

VGI engages certain of its affiliates to provide investment research, analysis, recommendations and/or advice to VGI with respect to the Funds. VGI assumes full responsibility for any and all fees payable to its affiliates in connection with their provision of services. Such affiliates include Viking Europe, Viking Hong Kong and Viking Japan. Viking Europe is registered with the Financial Services Authority in the United Kingdom and Viking Hong Kong is registered with the Securities and Futures Commission in Hong Kong. Viking Japan does not have discretionary investment authority over the assets of the Funds. Viking Europe and Viking Hong Kong, however, have discretionary investment authority over a portion of the assets of the Funds. VGI's relationships with Viking Europe, Viking Hong Kong and Viking Japan do not create a material conflict of interest for VGI with its clients.

D. Material Conflicts of Interest Relating to Other Investment Advisers.

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

## ITEM 11

### CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

#### A. Code of Ethics.

VGI has adopted a Code of Ethics that incorporates principles that all employees are obligated to uphold. These principles are designed not only to help VGI fulfill its fiduciary obligations, but also to instill VGI's commitment to honesty, integrity and professionalism in its employees. The Code of Ethics incorporates the following general principles, among others, that all employees are expected to uphold at all times:

- employees must place the interests of clients first;
- employees must conduct all personal securities transactions in a manner consistent with the Code of Ethics and seek to avoid both actual conflicts of interest and the appearance thereof; and
- employees may not take inappropriate advantage of their positions.

The Code of Ethics includes, among other things, provisions relating to the dissemination of false rumors, acceptance of significant gifts, reporting of certain gifts and business entertainment items, political contributions, charitable contributions and personal securities trading. All employees at VGI must acknowledge annually that they understand and agree to the terms of the Code of Ethics.

Clients and prospective clients may request a copy of VGI's Code of Ethics by contacting VGI Investor Relations at (212) 672-7000 or [inquiries@vikingglobal.com](mailto:inquiries@vikingglobal.com).

#### B. Securities In Which You or a Related Person Has a Material Financial Interest.

*Cross-Trades.* Cross-trades are transactions in which the buyer and seller are managed by the same investment manager. VGI may, from time to time, cause the VGE funds to enter into cross-trades to rebalance the VGE funds' portfolios in proportion to their respective net asset values.<sup>5</sup> VGI determines in its sole discretion whether rebalancing should be performed in any given month. Neither VGI nor any related party receives any compensation in connection with these rebalancing transactions. Except as described below, these cross-trades are made without brokerage commissions being charged.

Generally, cross-trades not involving the VGE Employee Fund are accomplished by means of a journal entry, where appropriate, on the first business day of the month, at the close-of-day prices from the last business day of the prior month. VGI's policy is to execute cross-trades involving the VGE Employee Fund in the public market (and thus brokerage commissions are generally charged) on the first business day of the given month. Opening trades for equity positions (buys and short sales) are executed in the market first and closing trades for equity positions (sales and covers) are executed once enough time has elapsed to reasonably minimize the likelihood that the trades will actually be crossed (typically approximately fifteen minutes for liquid equity securities). VGI uses different brokers for these open and close transactions whenever possible.

---

<sup>5</sup> In addition, VGI may determine that it is in the best interests of the VGE funds to transfer a security from one VGE fund to another for other reasons, which may include tax purposes, liquidity purposes or to reduce transaction costs that may arise in an open market transaction.

All equity swap rebalancing trades, including those involving the VGE Employee Fund, are journaled by the particular swap counterparty at the current day's opening price. In addition, VGI occasionally may cause the Funds to enter into cross-trades on equity swap positions other than as part of a monthly rebalancing in order to correct for shifting allocations over time, usually when closing out a position.

*Principal Transactions.* A principal transaction occurs when an investment adviser, acting for its own account (or the account of an affiliate), buys a security from, or sells a security to, a client's account. VGI does not expect to cause the Funds to enter into principal transactions. If the Funds were to enter into any principal transactions – for example, by causing the VGE Employee Fund to trade directly with another Fund – VGI would satisfy the requirements of Section 206(3) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), which require an investment adviser to provide written disclosure to a client and obtain the client's consent prior to settlement of any principal transaction.

C. Investing in Securities That You or a Related Person Recommends to Clients.

VGI's Code of Ethics generally prohibits employees from investing in single-name, publicly traded stocks or bonds. Exceptions to this prohibition require pre-clearance by VGI. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as the Funds, there is a possibility that employees might benefit from market activity by a Fund in a security held by such employees.

VGI has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code of Ethics, as described above, and regular monitoring of employee transactions.

D. Conflicts of Interest Created by Contemporaneous Trading.

VGI manages investments on behalf of two types of pooled investments funds: VGE and VLF. As further described below, the investment programs of VGE and VLF overlap and therefore, the Funds may participate with each other in investments. It is the policy of VGI to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time. VGI will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because VGI purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to any other client if it believes such security, transaction or investment opportunity would not be suitable, practical or desirable for the client.

VLF's investment program largely consists of a "long-only" version of the investment program of VGE. It is expected that a majority of VLF's portfolio will comprise long positions that are also held by VGE. However, investment decisions made on behalf of VGE and VLF will be made independently of one another, and VGI has discretion in determining VGE's level of participation in the financial instruments in which VLF invests.

When it is determined that it would be appropriate for one or more clients to participate in an investment opportunity, Viking will seek to allocate the opportunity to all of the participating funds on an equitable basis, taking into account such factors as liquidity, the relative amounts of capital available for new investments, relative exposure to market sectors or investment themes, and the investment programs and portfolio positions of clients for

which participation is appropriate. Although certain clients may pursue investment objectives that are substantially similar to other clients, the portfolios of such clients may differ as a result of purchases and redemptions being made at different times and in different amounts, differences in investment programs and guidelines and/or tax, regulatory and liquidity considerations. Please see Item 6 above for additional disclosure regarding VGI's allocation policy.

## **ITEM 12**

### **BROKERAGE PRACTICES**

#### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.**

Portfolio transactions for each client will be allocated to broker-dealers on the basis of numerous factors and not necessarily lowest pricing. Broker-dealers may provide other research and brokerage services that are beneficial to VGI and/or certain clients, but not necessarily beneficial to all clients.

VGI seeks to achieve best execution in its dealings with the brokerage community. VGI considers a variety of factors in evaluating the services provided by broker-dealers and determining with which broker-dealers to execute transactions, such as:

- Reputation, financial viability and regulatory compliance
- Confidentiality of trading activity
- Accuracy and timeliness of execution, clearance and settlement
- Block trading capabilities
- Market insight and sector expertise
- Ability to execute difficult transactions
- Low-cost trading algorithms
- Reliability and strength of salespeople
- Commissions, mark-ups, mark-downs or spreads
- Ability to manage market impact and trading costs
- Provision of, or payment (or rebate to Viking for payment) of costs of, valuable brokerage or research products or services

#### **1. Research and Other Soft Dollar Benefits.**

In connection with a portion of its trading, VGI agrees on behalf of its clients to pay brokerage commission rates that are more costly than "execution only" rates. In doing so, VGI pays commissions, in part, to obtain products and services to be used for the benefit of VGI and/or its other clients, a practice referred to as "soft dollar" expenditure. An investment adviser may have an incentive to select or recommend a broker-dealer based on the investment adviser's interest in receiving the research or other products or services (whether for the investment adviser's own benefit or for the benefit of its other clients) rather than the interest of the applicable client in receiving most favorable execution. VGI may also engage in "commission sharing," which is a practice whereby VGI pays a broker-dealer for trade execution and requests that the broker-dealer allocate a portion of the commissions to third-party providers of research or other products or services.

VGI generally employs a three-step approach consistent with the SEC's July 18, 2006 interpretive release (the "Interpretive Release") regarding Section 28(e) of the Securities Exchange Act of 1934, as amended, to determine whether a product or service falls within the Section 28(e) safe harbor. First, VGI determines whether the product or service constitutes eligible research or brokerage. Second, VGI determines whether the product or service

provides "lawful and appropriate assistance," as defined in the Interpretive Release, to VGI's investment decision-making process. This process includes analyzing so-called "mixed-use" products and services to ensure that only the portion of the product or service that VGI employs to formulate and execute investment decisions is paid for with soft dollars. Third, VGI makes a good faith determination that commissions paid to broker-dealers and other third parties are reasonable in relation to the value of the products or services they provide. VGI's Chief Compliance Officer must confirm whether a product or service constitutes eligible research or brokerage before such product or service may be paid for using soft dollars.

Research products or services obtained with "soft dollars" generated by one or more Funds may be used by VGI to service one or more other clients, including clients that may not have paid for the soft dollar benefits. VGI does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the client accounts generate.

Research products or services provided to VGI may include, among other things, data services (such as those providing stock quotes, last sales price and trading volumes), research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities and other products and services related to investment decision-making.

Brokerage services provided to VGI must be sufficiently related to the execution, clearing and settlement of securities transactions effected on behalf of VGI's clients to satisfy the temporal standard for brokerage set forth in the Interpretive Release. As a general matter, direct connectivity services between an adviser and an executing broker will satisfy this temporal standard, but any products or services provided by an executing broker that are part of an adviser's overhead, including administrative and marketing expenses, would not satisfy this standard.

Investment personnel evaluate VGI's broker-dealers that provide research products or services through a "broker vote" each trimester. The "broker vote" is a qualitative and quantitative assessment of the research services the broker-dealers provide and determines commissions paid for this research. In addition, there are other providers of research or brokerage services payable with soft dollars who are paid amounts that are agreed upon prior to the provision of services.

## 2. Brokerage for Client Referrals.

Neither VGI nor any related person receives client referrals from any broker-dealer or third party. However, from time to time, brokers may assist the Funds in raising additional funds from investors, and representatives of Viking may speak at conferences and programs sponsored by such brokers for prospective investors interested in investing in hedge funds. Through such "capital introduction" events, prospective investors have the opportunity to meet with representatives of Viking. Neither Viking nor the Funds compensate any broker for organizing such events or for any investments ultimately made by prospective investors attending such events. The Funds may accept subscriptions from investors who also provide services to the Funds, including brokers and their affiliates. Relationships such as these could be viewed as creating a conflict of interest that potentially could affect VGI's ability to seek best execution. VGI conducts periodic best execution reviews in an effort to identify and mitigate compliance risks associated with brokerage relationships, and to determine that VGI is obtaining best execution for clients' accounts.

### 3. Directed Brokerage.

VGI does not recommend, request or require that a client direct VGI to execute transactions through a specified broker-dealer. Further, VGI does not permit any client to direct brokerage.

#### B. Order Aggregation.

VGI generally executes transactions on an aggregated basis in light of the fact that the VGE funds generally trade *pari passu*. To the extent VLF purchases or sells the same position as VGE, VGI executes orders for VLF and VGE concurrently. Each Fund participates in an aggregated order at the average price of the execution and shares the transaction costs *pro rata* based on its participation in the transaction. When VGI encounters limited investment opportunities that are appropriate for more than one Fund or when an aggregated order is only partially filled, then VGI generally allocates the filled portion of the order *pro rata* in proportion to the size of the order placed for each Fund. VGI combines subsequent orders placed during the same trading day with orders that have not yet been executed or completed.

## **ITEM 13**

### **REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review of Client Accounts or Financial Plans.**

VGI's Chief Executive Officer, portfolio managers and research analysts review the accounts of the Funds, or the portfolios contained therein, on a frequent and regular basis. This review may include a substantial amount of data concerning the Funds including, among other things, the real-time performance of the portfolios, sub-portfolios and individual securities; liquidity of the portfolios and their component positions; gross exposure and net exposure,<sup>6</sup> in the aggregate as well as by industry sector and country; relative volatility; currency risk; derivative and credit exposure; and the counterparty risk associated with the Funds' prime brokerage and trading relationships.

#### **B. Factors Prompting Review of Client Accounts Other than a Periodic Review.**

A review of a client account may be triggered by any unusual activity or special circumstances.

#### **C. Content and Frequency of Account Reports to Clients.**

Investors in a Fund currently receive the following written reports: (1) weekly performance estimates; (2) monthly performance estimates, attribution and exposure reports and statements of net asset value; (3) quarterly investor letters and long equity positions reports; and (4) an annual report including audited financial statements with a report thereon by the independent auditors. Investors in the U.S. Funds currently receive annual Schedule K-1s and, upon request, quarterly tax estimates.

---

<sup>6</sup> "Gross exposure" and "net exposure" are defined in Item 4.

**ITEM 14**  
**CLIENT REFERRALS AND OTHER COMPENSATION**

A. Economic Benefits for Providing Services to Clients.

Except as described in Item 12, no persons other than VGI's clients provide an economic benefit to VGI for providing investment advice or other advisory services to VGI's clients.

B. Compensation to Non-Supervised Persons for Client Referrals.

Neither VGI nor any related person directly or indirectly compensates any person who is not a VGI supervised person for client referrals.

## **ITEM 15**

### **CUSTODY**

VGI is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to VGI.

VGI is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that such Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that such Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

**ITEM 16**  
**INVESTMENT DISCRETION**

VGI has discretionary authority over the securities accounts of (i) the U.S. domiciled Funds pursuant to their limited partnership agreements and (ii) the non-U.S. domiciled Funds pursuant to investment management agreements between VGI and such Funds. The limitations on VGI's discretionary authority are described in each Fund's offering memorandum.

## **ITEM 17**

### **VOTING CLIENT SECURITIES**

In compliance with Advisers Act Rule 206(4)-6, VGI has adopted proxy voting policies and procedures. VGI's policy is to vote proxy proposals, amendments, consents, or resolutions in a manner that serves the best interest of the voting Fund and is in line with the voting Fund's investment objectives. In order to facilitate the proxy voting process, VGI has retained an independent proxy voting service (the "Proxy Service") to vote proxies in a timely manner for the Funds. The Proxy Service provides VGI with proxy analysis, voting recommendations and reports indicating how votes have been cast. VGI portfolio managers may override individual recommendations by the Proxy Service, including by abstaining from voting, provided that they document in advance to VGI's Chief Compliance Officer their reasons for doing so in writing and confirm in writing that they have no personal conflicts in relation to such recommendations.

If a VGI portfolio manager seeks to override an individual recommendation by the Proxy Service where voting a proxy this way may also benefit, or be perceived to benefit, its own interest, then VGI will address this conflict (or perceived conflict) by taking one of the following actions: (1) delegating the voting decision for such proxy proposal to an independent third party or an independent committee of partners, members, shareholders, directors or other representatives of the Funds, as applicable; (2) informing the investors in the investing Funds of the conflict of interest and obtaining majority consent to vote the proxy as recommended by VGI; or (3) obtaining approval of the decision from VGI's Chief Compliance Officer.

The Proxy Service has been directed to immediately notify VGI if it is subject to a conflict of interest in regard to any proxy. Such a conflict may arise, for example, if the Proxy Service or one of its affiliates receives compensation from the issuer for providing advice on corporate governance issues.

If VGI determines that the Proxy Service is not independent with respect to any proxy, VGI will engage another independent proxy service to provide voting recommendations for such proxy. If VGI is unable to identify an independent proxy service for such proxy, VGI will vote such proxy according to its portfolio managers' recommendations, provided that, in advance, such portfolio managers document their reasons in writing and confirm in writing that they have no personal conflicts in relation to such recommendations.

Investors in the Funds may not direct VGI's vote in a particular proxy solicitation. Clients and prospective clients may request information from VGI about how it voted securities in connection with a particular proxy vote and may also request a copy of VGI's proxy voting policies and procedures, in each case by contacting VGI's Investor Relations department at (212) 672-7000 or [inquiries@vikingglobal.com](mailto:inquiries@vikingglobal.com).

**ITEM 18**  
**FINANCIAL INFORMATION**

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