

# Part 2 of Form ADV Brochure Document

## Filing Adviser

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This brochure provides information about the qualifications and business practices of Falcon Edge Capital, LP and Falcon Edge Capital, LLP (collectively "Falcon Edge" or the "Company").

If you have any questions about the contents of this brochure, please contact us at: (212) 803-9080. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Information about Falcon Edge is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

In March 2012, Falcon Edge filed its initial application to register as an investment adviser with the SEC. Accordingly, pursuant to disclosure rules under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), the March 2012 Brochure was the first Brochure compiled by Falcon Edge to provide new and prospective clients and investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. On August 29, 2012, this Brochure was updated pursuant to SEC regulations that require new advisers to update their registration within 120 days of initial registration. Changes have been made throughout the Brochure to reflect the fact that Falcon Edge is now actively managing assets and to update any additional risk factors relating to such management. There have been no other material changes to this Brochure. We encourage all recipients of this Brochure to read it carefully in its entirety.

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## **Advisory Business**

Falcon Edge Capital, LP (“Falcon Edge US”) was organized in July 2011 under the laws of Delaware and is primarily owned by Mr. Richard Gerson with its principal place of business in New York City.

Falcon Edge Capital, LLP (“Falcon Edge UK”) was organized in August 2011 under the laws of England and Wales and is authorized to do business as an investment adviser in the United Kingdom, by the Financial Services Authority. Falcon Edge Investments Limited, Mr Navroz Udwardia and Mr. James Minshull are the designated members of Falcon Edge UK. Falcon Edge Management Company, LP is the sole shareholder of Falcon Edge Investments Limited. Further information on Falcon Edge UK can be found in this document under the section entitled Other Financial Industry Activities and Affiliations.

Although organized as separate legal entities, Falcon Edge US and Falcon Edge UK conduct a single advisory business because, among other things, the Falcon Edge entities: (i) are subject to a unified compliance program; (ii) advise only private funds maintained on behalf of qualified clients; (iii) use the same or similar names; and (iv) hold themselves out to current and prospective investors as conducting a single advisory business because they, for example share personnel and resources.

Falcon Edge US and Falcon Edge UK are each registered with the U.S. Securities and Exchange Commission (the “SEC”) as investment advisers under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). Falcon Edge has filed a single Form ADV with the SEC with Falcon Edge US as the “filing adviser” and Falcon Edge UK as a “relying adviser” in reliance on the position expressed in the no-action letter issued to the American Bar Association, Business Law Section, dated January 18, 2012 (the “2012 ABA No-Action Letter”).

The Company provides discretionary investment management services to private pooled investment vehicles, the securities of which are offered to investors on a private placement basis (each, a “Fund” and collectively, the “Funds” or “Clients”). The Funds include (1) Falcon Edge Global, LP, a Delaware limited partnership (the “Domestic Fund”), and (2) Falcon Edge Global, Ltd, a Cayman Islands exempted company (the “Offshore Fund”, and together with the Domestic Fund, the “Feeder Funds”). The Domestic Fund and the Offshore Fund invest substantially all of their assets through a “master feeder” structure in Falcon Edge Global Master Fund, LP, a Cayman Islands exempted limited partnership (the “Master Fund”).

As of December 31, 2012, Falcon Edge managed on a discretionary basis approximately \$ US\$ 1,229,400,000 of client assets. This amount reflects generally the aggregate net asset values of the Funds. The computation of this amount differs from the computation of “regulatory assets under management” required by Item 5.F in Part 1A of Form ADV.

With respect to the Funds, Falcon Edge manages assets in accordance with the investment objectives and restrictions set forth in the governing documents applicable to

each Fund. The individual needs of the investors in the Funds are not the basis of investment decisions. Investment advice is provided directly to the Funds and not individually to the Funds' investors.

Please see "Methods of Analysis, Investment Strategies and Risk of Loss" for a description of investment strategies and their related risks.

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

## **Fees and Compensation**

The Master Fund pays a quarterly management fee (the "Management Fee") based on a percentage of assets under management to Falcon Edge Management Company, LP, a Cayman Islands exempted limited partnership affiliated with the Company (the "Cayman Manager"). Management fees range from 1.5% to 2% per annum (depending upon the class of shares or interests in the Feeder Funds) and are typically paid quarterly in advance, but is amortized monthly by the Master Fund over the quarter for which such Management Fee is paid. The Management Fee will be prorated for any subscription or redemption by an investor that is effective other than as of the first day of a fiscal quarter. In the sole discretion of the Cayman Manager, the Management Fee may be waived, reduced or calculated differently with respect to certain capital accounts of the Master Fund ("Master Fund Capital Accounts") (and the shares or interests in the Feeder Funds corresponding thereto).

In addition, Falcon Edge General Partner, LP, a Cayman Islands exempted limited partnership affiliated with the Company (the "Fund General Partner"), serves as the general partner of the Domestic Fund and the Master Fund and receives an annual incentive allocation (the "Incentive Allocation") to its capital account in the Master Fund. The Incentive Allocation is an amount equal to 20% of the realized and unrealized net capital appreciation in the Master Fund Capital Accounts corresponding to the investors' capital accounts in the Domestic Fund and series of shares in the Offshore Fund, subject to a modified high-water mark mechanism. Net capital appreciation attributable to Special Investments (as defined below) is generally not included in calculating the Incentive Allocation until a Special Investment is realized or deemed realized. A Master Fund Capital Account may be subject to a reduced incentive allocation in respect of the net capital appreciation allocated thereto for any fiscal year at the beginning of which an unrecovered balance exists in the "Loss Recovery Account" (as defined in the Feeder Funds' offering memorandums) corresponding to such Master Fund Capital Account.

The Incentive Allocation is determined separately with respect to each Master Fund Capital Account corresponding to each capital account in the Domestic Fund and each series of shares in the Offshore Fund. Accordingly, it is possible that an Incentive Allocation may be made with respect to one capital account or series of shares even though another capital account series of shares held by the same investor did not appreciate, or depreciated, in value during a particular year or period.

The General Partner's capital account in the Master Fund and the Master Fund Capital Accounts corresponding to a class of interests in the Domestic Fund and a class of shares in the Offshore Fund for employees, members, partners, their family members or entities formed for the benefit of these individuals is not subject to the Management Fee or the Incentive Allocation.

In addition to the Management Fee, the Funds also incur operating expenses, including, without limitation, maintenance expenses on Special Investments; investment expenses (e.g., expenses that, in the Company's discretion, are related to the investment of a Fund's assets, whether or not such investments are consummated, such as brokerage commissions, expenses relating to short sales, clearing and settlement charges, custodial fees, bank service fees and interest expenses); professional fees (including expenses of consultants, investment bankers, attorneys, accountants and other experts) relating to investments; research expenses; administrative expenses (including fees and expenses of a Fund's administrator); external legal expenses; external accounting and valuation expenses (including the cost of accounting software packages and the cost of valuing Special Investments); audit and tax preparation expenses; costs related to errors and omissions insurance for the Company and certain of its affiliates; insurance and fees of the board of directors; costs of printing and mailing reports and notices; entity-level taxes; corporate licensing; regulatory expenses (including filing fees); organizational expenses; expenses incurred in connection with the offering and sale of the interests in the Domestic Fund and shares in the Offshore Fund, and other similar expenses related to a Fund; indemnification expenses; and extraordinary expenses.

Investors should consult the offering memorandum for the relevant Fund for more details on the calculation of fees, expenses and the Incentive Allocation.

## **Performance-Based Fees**

The Incentive Allocation, discussed above, may create an incentive for Falcon Edge to make investments that are riskier or more speculative than would be the case in the absence of an Incentive Allocation. Since the Incentive Allocation is based on both realized and unrealized gains, the Fund General Partner may receive an Incentive Allocation reflecting unrealized gains at the end of a period that are not subsequently recognized by the Master Fund.

## **Types of Clients**

Falcon Edge provides discretionary investment management services to the Funds, as described above. Falcon Edge may in the future provide investment advice to other private pooled investment vehicles and separately managed accounts.

The Feeder Funds generally require a minimum initial investment of \$10,000,000; however, such minimum investment requirement may be waived for certain investors.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

*The descriptions set forth in this Brochure of specific advisory services that Falcon Edge offers to Funds and investment strategies pursued and investments made by Falcon Edge*

*on behalf of the Funds should not be understood to limit in any way Falcon Edge's investment activities. Falcon Edge may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Falcon Edge considers appropriate, subject to each Fund's investment objectives and guidelines. The investment strategies of Falcon Edge are speculative and entail substantial risks. Investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Fund will be achieved.*

### ***Methods of Analysis and Investment Strategies***

As is explained more fully in each Fund's offering documents, Falcon Edge's investment strategy for the Funds is based upon a fundamental equity long-short approach to investment intended to identify and exploit asymmetric risk-reward opportunities across global markets on both the long and short sides.

While a rigorous, fundamental equity long-short approach is integral to the investment strategy, Falcon Edge seeks to maintain the flexibility to invest across geographies, asset classes and instruments and to employ various strategies. Falcon Edge also seeks to minimize correlation with one or a related set of market outcomes through a diversified portfolio of long and short investments, position hedges and where appropriate, portfolio overlays.

Falcon Edge selects a variety of investments for the Funds, including but not limited to publicly listed equities and global depository receipts, as well as other financial instruments, including swaps on individual securities and indices, options, futures, forward agreements for currencies and other derivatives. Falcon Edge may also select investments in other asset classes when the potential for risk-adjusted returns are identified. Derivatives may play a role in investing where Falcon Edge concludes that investing through derivatives offers a differentiated risk-adjusted means of expressing its fundamental views, or to isolate market dislocations and risk-reward asymmetries (offensive) and manage risk (defensive). Falcon Edge generally retains discretion to invest in other asset classes or change the main focus of asset classes at any time.

From time to time, Falcon Edge may acquire assets or securities for the Funds that Falcon Edge believes lack a readily assessable market value (or have a limited market) or should be held until the resolution of a special event or circumstance where such ownership represents an unusually compelling risk-reward opportunity capable of generating significant and potentially non-correlated returns for investors. Such assets or securities (together with related hedges, financings or similar investments) may be designated as special investments at the time of acquisition (each, a "Special Investment"). Special Investments generally will not exceed 15% of the net asset value of the Master Fund Capital Accounts that have elected to participate in Special Investments, calculated at the time a Special Investment is acquired.

### ***Risks of Loss***

*The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Funds advised by Falcon Edge. These risk factors include only those risks that Falcon Edge believes to be material, significant, or unusual and relate to particular significant investment strategies or methods of analysis employed by Falcon Edge.*

Investing in securities involves the risk of loss, sometimes of an entire investment, that Clients and investors should be prepared to bear. No guarantee or representation is made that the investment strategies offered by Falcon Edge will be successful. An investment in a Fund should not in itself be considered a balanced investment program and should only be made after consultation with independent qualified sources of investment and tax advice. Investors in a Fund should be able to withstand the loss of their entire investment. No guarantee or representation is made that an investment program will be successful and performance could be negatively impacted by a number of risks, including, but not limited to:

1. **Limited Operating History** – Falcon Edge has a limited operating history upon which prospective investors or Clients can evaluate the anticipated performance of any investment strategy. The past performance of the Company or its affiliates may not be indicative of future performance.
2. **Dependence on Key Individuals** – The success of the strategies depends upon the ability of key members of the Company’s investment team to develop and implement strategies that achieve the investment objectives. If the Company were to lose the services of these members the consequence to the Clients and investors could be material and adverse and could lead to premature termination of a Fund or investment.
3. **Exemption from Registration under the U.S. Investment Company Act of 1940 (“‘40 Act”)** – Generally any Funds managed by the Company are not expected to be registered in any country. Specifically, the Funds are not registered as a U.S. investment company under the ‘40 Act and, therefore, are not be required to adhere to certain operational restrictions and requirements under the ‘40 Act.
4. **Master-Feeder Structure** – Funds managed by Falcon Edge may be invested through a “master-feeder” structure. Master-feeder fund structures present certain unique risks to investors. Since the Feeder Funds’ assets are generally expected to be substantially invested in the Master Fund, certain conflicts of interest in determining whether to hold or dispose of an asset may exist due to different tax considerations applicable to each Feeder Fund.
5. **Competition: Availability of Investment Strategies** – The success of the investment activities depends on the Company’s ability to identify investment opportunities as well as to assess the import of news and events that may affect the financial markets. Identification and exploitation of investment strategies pursued by Falcon Edge involve a high degree of uncertainty. No assurance can

be given that the Company will be able to locate suitable investment opportunities in which to deploy assets or to exploit discrepancies in the securities and derivatives markets.

6. **General Economic and Market Conditions** – The success of the Company’s activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of investments), trade barriers, currency exchange controls and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of investments’ prices and their liquidity and could impair profitability or result in losses.
7. **Legal, Tax and Regulatory Environment** – The legal, tax and regulatory environment worldwide for private investment funds and their managers is evolving, and changes in such regulations may have material adverse effects on the ability of the Company to pursue its investment strategy and the value of investments held.
8. **Limited Liquidity** – Certain markets may have a relatively low volume of trading. Securities of companies in such markets may also be less liquid and more volatile than securities of comparable companies elsewhere. The Company may select investments for Clients that are not publicly traded and such investments may not be readily disposable or may be difficult to value. Accordingly, the Company may be forced to sell more liquid positions at a disadvantageous time, resulting in an increase in the percentage of a portfolio made up of illiquid assets. Valuation of an illiquid asset may be highly dependent on the judgment of the Company. In addition, an investment in a Fund provides limited liquidity since the interests and shares are not freely transferable and, generally, an investor has the right to redeem any or all of its interests or shares, as applicable, only according to the terms of the offering documents.
9. **Leverage** – The Company may use leverage as part of an investment strategy. Leverage may take the form of, among other things, derivative instruments which are inherently leveraged and trading in products with embedded leverage such as options, short sales, swaps and forwards. The use of leverage allows the Funds to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital, however, leverage also magnifies the volatility of changes in the value of a portfolio. The effect of the use of leverage in a market that moves adversely to the investments could result in substantial losses which would be greater than if leverage had not been employed.
10. **Volatility** – The investment programs managed by Falcon Edge may involve the purchase and sale of relatively volatile instruments such as derivatives, which are frequently valued based on implied volatilities of such derivatives compared to the historical volatility of underlying securities. Fluctuations or prolonged



changes in the volatility of such securities, therefore, can adversely affect the value of investments held by Clients.

11. **Derivatives** – Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk on non-performance by the counterparty (including risks relating to the financial soundness and creditworthiness of the counterparty), legal risk and operations risk. In addition, the Company may, in the future, take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. Special risks may apply in the future that cannot be determined at this time.
12. **Counterparty (Credit) Risk** – The Company may enter into transactions in OTC markets whereby the Funds will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, a Fund could experience delays in liquidating the position and may incur significant losses.
13. **Short Sales** – Short selling involves selling securities which are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Client of buying those securities to cover the short position.
14. **Stressed and Distressed Obligations** – The Company may select investments that are stressed or distressed, including but not limited to obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, undergoing bankruptcy or liquidation. Among the risks inherent in investments in troubled entities is the fact that it may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the powers of the bankruptcy court to reduce claims. There is no assurance that the value of such assets, if any, will be sufficient or that prospects for a successful reorganization or similar action will become available. The entire investment in such assets may be lost, or the investor may be required to accept cash or securities with a value less than the original investment.

The risks described above are not a complete list of all risks associated with the described investment strategies. Investors should refer to Fund offering documents for a complete description of the risks involved in a Fund investment.

## **Disciplinary Information**

Falcon Edge and its management personnel have not been involved in any legal or disciplinary events that would be material to a Client's or an investor's evaluation of the Company or its management personnel.

## **Other Financial Industry Activities and Affiliations**

### ***Pooled Investment Vehicles***

Certain of the Funds are U.S. or Cayman Islands limited partnerships that are controlled by the Fund General Partner, as their general partner. The Fund General Partner has delegated discretion over the management of such Funds' investment activities to the Cayman Manager, who in turn delegates investment discretion to the Company. Any persons acting on behalf of the Fund General Partner are subject to the supervision and control of Falcon Edge.

Falcon Edge Capital, LLP and Falcon Edge General Partner, LP filed exemptions with the CFTC as exempt commodity trading advisors. In addition, Falcon Edge General Partner, LP and Falcon Edge Management Company, LP have filed exemptions with the CFTC as exempt commodity pool operators.

### ***Foreign Investment Managers***

Falcon Edge UK, together with the Company, serves as an investment manager to the Funds. Falcon Edge UK is authorized and regulated by the UK Financial Services Authority ("FSA").

Another affiliate of the Company, Falcon Edge Management Company, LP, is the manager of the Funds. The Cayman Manager is a special purpose vehicle formed for regulatory and tax purposes. The Cayman Manager has no employees and delegates investment management of the Funds to the Company and Falcon Edge UK.

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

### ***Code of Ethics and Personal Securities Transactions***

To avoid any potential conflicts of interest involving personal trades, Falcon Edge has adopted a Code of Ethics in compliance with Section 204A of the Advisers Act and Rule 204A-1 under the Advisers Act, as amended. The Code of Ethics addresses, among other things, insider trading, information barriers, and personal securities transactions and requires employees to adhere to the following principles:

1. The interests of Clients must take precedence over those of employees;
2. All personal securities transactions must be conducted in a manner consistent with applicable laws and must avoid any actual or potential conflicts of interest or any abuse of a position of trust and responsibility;
3. Employees may not take inappropriate advantage of their position at Falcon Edge; and

4. Information about Clients, portfolio holdings, and investment recommendations must be kept confidential.

In all cases, Clients' interests are paramount and take priority over employees' interests.

The Code of Ethics governs personal trading activities by employees and their immediate family members. Specifically, the Code of Ethics requires employees and members to pre-clear all personal securities transactions, report all personal trades on at least a quarterly basis, provide all trading confirmations and provide initial and annual holdings reports to the Chief Compliance Officer. In addition, Falcon Edge employees and members may not engage in personal securities transactions, with an exception for trading in open end mutual funds and ETFs, and the liquidation of positions owned upon association with Falcon Edge, subject to pre-approval by the Chief Compliance Officer.

The Chief Compliance Officer monitors employees' and members personal trading activity to ensure that transactions have been executed in accordance with the Code of Ethics and relevant rules and regulations. A copy of the Company's Code of Ethics is available to Clients, investors, and prospective Clients and investors upon request.

#### ***Participation or Interest in Client Transactions***

Falcon Edge does not intend to engage in principal trades. However, Falcon Edge, its employees, members and other related entities may have an ownership interest in certain Funds in which other Funds may invest (e.g., feeder funds invest in a master fund for which an affiliate of Falcon Edge serves as investment manager and/or general partner).

### **Brokerage Practices**

Falcon Edge considers the following factors in selecting broker-dealers for Fund transactions and determining the reasonableness of their compensation:

1. Knowledge of the security and/or market,
2. Ability to deal at the best price,
3. Execution efficiency,
4. Credit standing and reputation,
5. Value of research, and
6. Quality of access to corporates.

Although Falcon Edge seeks competitive commission rates, it does not necessarily pay the lowest commission rate available. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions than would be the case for more routine services.

Falcon Edge does not accept any research or products other than execution from a broker-dealer or a third party in connection with Client securities transactions unless the research or product received: (1) relates to the execution of the trade or the provision of research, (2) will assist the Company in the provision of its services to its Clients, and (3) is not likely to conflict with its duty to act in the best interests of Clients.

Falcon Edge has entered into commission sharing arrangements (“CSAs”) with two broker-dealers. CSAs are generally understood to be those where products or services other than the execution of securities transactions are obtained by an investment adviser from a broker-dealer in exchange for the direction of Client brokerage transactions by the investment adviser to the broker-dealer. Falcon Edge complies with the “safe harbor” provided by Section 28(e) of the Securities Exchange Act of 1934, as amended, which permits the use of CSAs to obtain brokerage and research services that provide lawful and appropriate assistance to the investment adviser in the performance of its investment decision-making responsibilities.

The products and services Falcon Edge obtains from broker-dealers in exchange for commissions includes internally-generated items (e.g., proprietary research reports prepared by a broker-dealer), as well as items acquired from third parties (e.g., research prepared by third-party research firms). Research services include written information and analyses concerning specific securities, companies, or sectors; market, financial, and economic studies and forecasts; discussions with research personnel; and services utilized in the investment management process. Brokerage services may include, but are not limited to execution, clearance, and settlement.

Investment research and brokerage services received through CSAs may be used by the Company in servicing various Funds, and not all such services will necessarily benefit all Funds. In addition, investment research and brokerage services received through CSAs may benefit Funds whose brokerage commissions did not generate the soft dollars used to pay for such services.

Relationships with broker-dealers providing research products and services may influence Falcon Edge’s judgment in allocating brokerage business, and may create a conflict of interest in using the services of these broker-dealers to execute securities transactions for the Funds. While Falcon Edge believes these relationships are beneficial, selecting broker-dealers on the basis of considerations other than applicable commissions may at times result in higher transaction costs than would otherwise be the case. However, at all times, the broker-dealers are subject to the requirement to provide Falcon Edge’s Clients with best execution.

## **Review of Accounts**

The Funds' portfolio is reviewed on a frequent and regular basis. These reviews are designed to monitor and analyze Fund transactions and positions and ensure compliance with investment objectives and restrictions. Particular attention is given to changes in company fundamentals, industry outlook, market outlook, and price levels.

Investors receive a variety of reports on a regular basis, depending on the Fund and class in which they are invested. Such reports include monthly net asset value reports, a quarterly letter and annual financial statements.

## **Client Referrals and Other Compensation**

No one other than the Funds managed by Falcon Edge provide an economic benefit to Falcon Edge for providing investment advice or other advisory services to the Funds. In addition, the Company does not compensate any person for investor referrals. However, prime brokers providing services to the Company and its affiliates may provide introductory services for potential investors.

## **Custody**

All Fund assets are held in custody by unaffiliated broker-dealers or banks. While Falcon Edge does not maintain physical custody of Fund assets, certain affiliates may be considered to have custody, pursuant to Rule 206(4)-2 of the Advisers Act due to their ability access the Funds' accounts through their position as the general partner or investment manager of a Fund. Investors do not receive statements directly from Fund custodians. Instead, the Funds are subject to an annual audit and audited financial statements are distributed to each investor. Audited financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles and distributed within 120 days of each Fund's fiscal year end.

## **Investment Discretion**

Falcon Edge manages the Funds on a discretionary basis subject to the guidelines and restrictions set forth in Fund offering documents. The Company typically has the authority to determine the securities to be bought and sold without obtaining Fund or investor consent to specific transactions. Moreover, the Company typically has the authority to determine the amount of the securities to be bought and sold without obtaining Fund or investor consent to specific transactions.

## **Voting Client Securities**

Falcon Edge has the authority to act on proxies (vote or abstain) on behalf of the Fund(s). Falcon Edge votes proxies in the manner it believes is most likely to enhance the economic value of the underlying securities held by the Fund. Each proxy proposal will be considered on its own merits, and the Company will vote exclusively with the goal of best serving the financial interests of the Fund(s).

Falcon Edge may have a conflict of interest in voting a particular proxy. A conflict of interest could arise, for example, as a result of a business relationship with a company, or a direct or indirect business interest in the matter being voted upon, or as a result of a personal relationship with corporate directors or candidates for directorships. If Falcon Edge determines that it or one of its employees faces a material conflict of interest in voting a proxy, Falcon Edges' procedures provide for the independent directors on each Fund Board of Directors or Governance Board, as applicable, to determine the appropriate vote.

Investors may obtain a copy of Falcon Edge's proxy voting policies and procedures, as well as information about how the Company voted with respect to the securities held by the Fund, by contacting us at (212) 803-9080.

## **Financial Information**

Falcon Edge has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Fund accounts. Falcon Edge is considered to have discretionary authority over the Funds it manages and as of the date of the completion of this form, there are no known financial conditions that are reasonably likely to impair its ability to meet contractual commitments to the Funds.