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## Item 1 – Cover Page

# Voss Capital, LLC

March 2019

Part 2A of Form ADV

This brochure provides information about the qualifications and business practices of Voss Capital, LLC. If you have any questions about the contents of this brochure, please contact us at (832) 519-9427. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Voss Capital, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Voss Capital, LLC is a registered investment adviser. Registration with the SEC or any state as an investment adviser does not imply that Voss Capital, LLC or any principal employees of Voss Capital, LLC possess a particular level of skill or training in the investment advisory or any other business.

## Item 2 – Material Changes

Voss Capital, LLC (“Voss” or the “Adviser”) is providing this annual update to the “Brochure” for the fiscal year ended December 31, 2018.

This section of the Brochure will address only those “material changes” that have been incorporated since the last delivery or posting of this document on the SEC’s public disclosure website (IAPD). Voss’s most recent update to Part 2 of Form ADV was made in March 2018.

### Material Changes:

Revision to the Advisory Business. As of March 2019, Travis Cocke has been designated as Voss’s Chief Compliance Officer (“CCO”) and has the power to delegate certain tasks or activities. He maintains responsibility for the compliance program with the assistance of Kelli Walter, Voss’s Chief Operating Office (“COO”).

In September of 2018, Voss engaged Cowen Prime Services for prime brokerage services in place of Wells Fargo Prime Services, LLC. That same month, Voss Capital also engaged Deloitte & Touche for audit and tax services on behalf of Voss Value Fund, LP (the “Fund”), in place of KPMG.

The information set forth herein may be found in greater detail in the Fund’s Private Placement Memorandum (“PPM”) and Limited Partnership Agreement (“LPA”), collectively referred to as “Fund Offering Documents”, which should be read in conjunction with this ADV.

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#### **Item 4 – Advisory Business**

The Adviser is a Texas limited liability company and has its principal place of business in Houston, Texas. Voss was formed and has been in business since August 14, 2011. Voss acts as Adviser to private funds for sophisticated investors, including high net worth individuals, pension plans, funds of funds, family offices, endowments and other institutions.

Voss is wholly owned and controlled by Travis Cocke (“CIO”). Voss pursues its investment strategy through managing the Voss Value Fund, LP, a private fund over which the CIO has complete discretion, and serving as a non-discretionary Trading Adviser over assets in a private, Segregated Portfolio Company (“SPC”) established by a third party investment manager. References to a “Fund” or “Funds” in this brochure generally refer to the Voss Value Fund, LP, though extend to the SPC for Items 4, 5, 6, 7, 11, 13, 14, and 15. Voss provides investment advisory services to the Funds based on the particular investment objectives and strategies described in the applicable Funds’ confidential offering memorandum (if any), Fund Offering Documents or other governing documents (“Investment Management Agreements”). As of March 2019, the CCO of the Adviser is Travis Cocke, supported by COO Kelli Walter.

Currently, Voss provides advisory services to the Funds which are based on Voss’s fundamental analysis to select long and short equity-related investments for the Fund. The Funds’ objectives are to seek capital appreciation by investing in and trading securities, consisting principally of equity and equity-related securities that are traded publicly in the United States and non-United States markets. It is expected that the Fund will also engage in short selling, margin trading, hedging and other investment strategies.

Additional information regarding the Funds in this brochure, including but not limited to their investments, the strategies used in managing the Funds, and conflicts of interest faced by Voss in connection with the management of the Funds can be found in the Fund Offering Documents or Investment Management Agreements.

Voss does not participate in wrap fee programs.

As of December 31, 2018, Voss managed approximately \$140,992,000 in regulatory assets (\$90,042,000 on a discretionary basis and \$50,949,000 on a non-discretionary basis).

## Item 5 - Fees and Compensation

The fees and expenses associated with an investment in the Funds vary, depending on the Fund, and is described in detail in the Fund Offering Documents or Investment Management Agreements. Voss may, in its sole discretion, manage other funds or accounts with higher or lower fees, different fee structures and different expense payment arrangements than the Funds.

Voss currently acts as investment manager to the Fund, a Delaware investorship. An affiliate of Voss, Voss Advisors, LP, acts as general partner (the “General Partner”) to the Fund. Voss also serves as a Trading Adviser to an SPC, established by a third-party Adviser and domiciled in the Cayman Islands, the relationship and fee structure for which are negotiated between the parties.

Set forth below is a description of the fees and expenses of the Fund:

**Management Fees.** The Fund pays Voss a management fee (the “Management Fee”) calculated and payable quarterly in advance, at a rate of 1% of the Fund’s net asset value.

**Performance Allocation.** The General Partner receives a performance allocation from the Fund equal to 20% per calendar year of each investor’s allocable share of net profits for the calendar year, payable at the end of each calendar year and subject to a high water mark. The performance allocation is only received from investors that are qualified clients. Item 6 of this brochure discusses any performance allocation payable by the Fund to the General Partner.

**Organizational Expenses.** The Fund bears the expenses of the organization of the Fund and the offering of the Fund interests to investors, including legal and accounting fees, printing costs, travel, “blue sky” filing fees and expenses and out-of-pocket expenses. The organizational expenses borne by the Fund are described in full detail in the Fund Offering Documents.

**Direct Expenses of the Fund.** The Fund bears all costs and expenses directly related to its investments or prospective investments, including brokerage commissions and other transaction costs, expenses related to proxies, underwriting and private placements, interest and commitment fees on debit balances or borrowings, borrowing charges on securities sold short, custody fees and fees of professional advisors and consultants relating to investments or prospective investments and any withholding or transfer taxes imposed on the Fund or any of the Partners. The Fund also bears all costs of the administration and operation of the Fund, including (i) accounting, audit and legal expenses, (ii) costs of any litigation or investigation instituted against the Fund, the Adviser or the General Partner, (iii) the costs, fees and expenses of any outside appraisers, accountants, attorneys or other experts or professionals engaged by the General Partner, as well as other expenses directly related to the Fund’s investments, (iv) costs associated with reporting and providing information to existing and prospective Partners, (v) any governmental, regulatory, licensing, filing or registration fees incurred in compliance with the rules of any self-regulatory organization or any federal, state or local laws, (vi) costs related to the preparation of the Fund’s tax returns and keeping of its books and records, (vii) expenses incurred in obtaining systems, research or data providers and other information utilized for portfolio management purposes, including related hardware and software, (viii) costs of holding any meetings of Partners, (ix) expenses of the Investment Committee and its members, (x) risk management and compliance costs, and (xi) the costs of any liability insurance obtained on behalf of the Fund, the General Partner or the Adviser. However, the General Partner or the Adviser may, in its sole discretion, choose to absorb any such expenses incurred on behalf of the Fund.

Termination or Withdrawal. Pursuant to the Fund Offering Documents, investors are permitted to make withdrawals of such investor's interest in the Fund on the last business day of each fiscal quarter upon 45 days' prior written notice to the Administrator and General Partner. Withdrawal requests may be subject to reserves for pending audits or other suspension restrictions as discussed in the Fund Offering Documents. Please refer to the Fund Offering Documents for a complete description of Withdrawal Rights and procedures.

The Fund will incur brokerage and other transaction costs. Item 12 of this brochure discusses how Voss selects brokers and determines the reasonableness of their compensation. The direct expenses borne by the Fund are described in full detail in the Fund Offering Documents.

The Fund may grant waivers of the management fees and performance allocations to principals and employees of Voss and its affiliates, as well as their related family members and affiliates.

The General Partner and/or the Adviser, (as applicable) in their sole discretion, may agree with an investor to waive or modify the application of any provision of the Fund Offering Documents with respect to such investor, without obtaining the consent of any other investor (other than an investor who is materially and adversely affected by such waiver or modification). Other than the provisions listed above, management and performance fees are generally not negotiable.

Other than as described above, neither Voss nor any of its supervised persons receives any compensation from the sale of securities or other investment products.

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

Voss or its affiliates generally receive an allocation from each of the Funds equal to a percentage of the positive difference between the net asset value of each investor's investment in the Fund and the high water mark attributable to such investor's investment (the "Performance Allocation") as of each December 31. Voss or its affiliates also receive the Performance Allocation as of each date that the Funds make a distribution or capital payout to an investor or the investor withdraws capital or transfers an interest in the Funds. The Performance Allocation for Voss Value Fund, LP is 20%. The specific structure and calculation of the Performance Allocation and high water mark are described in detail in the Fund Offering Documents.

The Performance Allocation arrangements may give Voss and its affiliates an incentive to engage in more speculative investment strategies in order to potentially receive greater compensation. Such fee arrangements may also create an incentive to favor higher fee paying clients over other clients in the allocation of investment opportunities. Voss implements and follows procedures it believes are reasonably designed to ensure that all clients are treated fairly over time, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## Item 7 – Types of Clients

Voss provides investment advisory services to the Fund, based on the particular investment objectives and strategies described in the particular Fund Offering Documents, as described in Item 4. Voss, in its sole discretion, may manage other fund or accounts with different objectives, higher or lower fees and different fee structures than the Funds.

Investors in the Fund are required to complete and submit a subscription agreement binding them to the terms of the Fund Offering Documents. Generally, the Fund only admits “accredited investors”, as defined in Rule 501(a) of Regulation D under the Securities Act of 1933 and “qualified clients,” as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended.

The minimum investment in Voss Value Fund, LP is \$1,000,000, which may be waived by General Partner.

A client is a “qualified client” if it meets any of the following criteria:

- (a) the client, after entering into the contract, has at least \$1,000,000 under the adviser’s management;
- (b) the adviser reasonably believes, immediately prior to entering into the contract, that the client has a net worth (which, in the case of a natural person, may include assets held jointly by the client with his or her spouse) in excess of \$2,100,000 exclusive of primary residence;
- (c) the client is a “qualified purchaser” as defined under Section 2(a)(51)(A) of the Investment Company Act of 1940;
- (d) the client is an executive officer, director, trustee, general partner, or person serving in a similar capacity, of the adviser; or
- (e) the client is an employee of the adviser (other than an employee performing solely clerical, secretarial or administrative functions) who, in connection with his or her regular functions or duties, participates in the adviser’s investment activities, provided that such employee has been performing such functions or duties for or on behalf of the adviser, or substantially similar functions or duties for or on behalf of the adviser for at least twelve (12) months.

An investor is an “accredited investor” if it meets any of the following criteria:

- (a) any bank as defined in section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered



investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(b) any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(c) any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

(d) any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

(e) any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 (exclusive of primary residence);

(f) any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(g) any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii); or

(h) any entity in which all of the equity owners are accredited investors.

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

Voss provides investment advisory services to the Fund, based on the particular investment objectives, policies and strategies described in the Fund Offering Documents.

The Fund's overall objective is to seek capital appreciation by investing in and trading securities, consisting principally of equity and equity-related securities that are traded publicly in the United States and non-United States markets. The Fund also may invest in preferred stocks, convertible securities, swaps, warrants, rights and other derivative instruments, bonds, other fixed income securities and debt instruments, non-United States currencies, futures, options on futures, commodity interests, money market instruments, cash and cash equivalents. It is expected that the Fund will also engage in short selling, margin trading, hedging and other investment strategies.

The Fund may own long positions and sell short positions. While the Fund expects to maintain net exposure of less than 100%, there is no assurance that such a level will be strictly adhered to, and Voss may use leverage for the Fund, subject to the maximum allowable limits under applicable laws and regulations. The Fund is not market neutral and so should fluctuate in value as overall markets fluctuate in value. Although unlikely, the Fund may at times be net short.

In pursuing the overall objective of the Fund, Voss generally expects to invest in public and privately traded domestic and foreign stocks, bonds and other securities or assets deemed to be under or overvalued by Voss in order to increase the net asset value of the Fund.

Voss intends to invest primarily in equity securities, but does not have target allocation percentages for asset classes that may be included in the portfolio of the Fund. When a disproportionate number of great long ideas exist and there is a dearth of favorable short ideas, Voss expects the net exposure to rise modestly. The converse is also true. However, changes in net exposure will be determined more by investment conviction in existing ideas than by explicit market calls.

There may be times when Voss determines that it is in the best interest of the Fund to have a significant portion, or all, of the Fund's assets in cash.

In general Voss seeks to identify, through in-depth research and analysis, investment opportunities that are thought to be undervalued in the marketplace. Voss relies primarily on fundamental analysis to identify opportunities using a bottom-up approach. When researching an investment, Voss will analyze everything that encompasses the underlying business – from its products and people, to its customers and competitors. Voss believes that a significant portion of the success of any investment fund comes from paying the correct price for each asset purchased. In addition, Voss believes that in certain situations, leverage, derivatives and other forms of hedging are necessary to increase the success of the Fund.

The Fund may hold highly concentrated positions. While Voss intends to limit such concentration at the time of purchase, there can be no assurance that such limits will be maintained or strictly adhered to. Voss believes that diversification of portfolio risk by position is important; however, at times, the Fund's portfolio may be concentrated in individual positions or may have few positions.

The Fund also may write put and call stock options and purchase and sell put and call options written by others on stock and other securities, including options on stock markets and financial indices. The Fund may also participate in buying and shorting exchange traded funds (“ETFs”) and exchange traded notes (“ETNs”) instruments.

### Stock Selection Strategy

Voss intends to build a portfolio using a bottom-up strategy to select individual securities.

### Long Positions

Voss intends to populate the Fund’s long portfolio with securities of attractive businesses selling at substantial discounts to estimates of intrinsic value. Voss believes attractive businesses have elements of recurring revenue, generate strong free cash flow with high and accelerating returns on invested capital and have owner-oriented management teams that are incentivized and have a demonstrable track-record of value creation. Voss will look to initiate a long position when reward/risk is favorable and will have a particular emphasis on identifying potential catalysts to drive a revaluation. Voss will look to exit a position should the security reach its valuation target, should the underlying fundamentals deteriorate, should the margin of safety erode or should Voss identify more attractive alternatives.

### Short Positions

Voss intends to populate the Fund’s short portfolio with poor businesses trading at substantial premiums to the estimate of intrinsic value. Emphasis will be placed on clear and identifiable catalysts set to unfold to drive a revaluation. Desirable characteristics of short investment include management mediocrity, low barriers to entry, poor returns on invested capital, high capital intensity, minimal organic growth prospects, poor free cash flow conversion, over leveraged balance sheets, and aggressive accounting or accounting fraud. Voss will look to initiate a position when the reward/risk ratio is favorable. Voss will seek to exit a position should the over-valuation be remedied, should the fundamentals change for the better or the catalyst pass without effect.

The investment objectives and methods summarized above represent Voss’s current intentions. Depending on conditions and trends in the securities markets and the economy in general, Voss may pursue any objectives, employ any investment techniques or purchase any type of security that it considers appropriate and in the best interests of the Fund whether or not described in this section. The foregoing discussion includes and is based upon numerous assumptions and opinions of Voss concerning world financial markets and other matters, the accuracy of which cannot be assured. There can be no assurance that the Fund’s investment strategies will achieve profitable results or that investors will receive any return of their capital.

Investing in securities and derivatives involves risk of loss for which Fund investors should be prepared. There can be no assurance that the Fund’s objective will be achieved or that the investment strategies Voss employs will be successful. Investors must be prepared to lose all or substantially all of their investment in the Fund. The past performance of a Fund is not indicative of its future performance.

Some of the risks involved with investing in the Fund include, but are not limited to, the following;

## Risks Related to the Fund

**Investment Judgment; Market Risk.** The profitability of a significant portion of the Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Adviser will be able to predict accurately these price movements. With respect to the investment strategy utilized by the Fund, there is always some, and occasionally a significant, degree of market risk.

**Reliance on Key Person.** The Fund will be substantially dependent on the services of the CIO. In the event of the death, disability, departure or insolvency of the CIO, or the complete transfer of the CIO's interest in Adviser, the business of the Fund may be adversely affected. Voss has policies and procedures to address this key man risk, in the event of the CIO's incapacitation or inability to perform his duties. The CIO will devote such time and effort as he deems necessary for the management and administration of the Fund's business. However, the CIO may engage in various other business activities in addition to managing the Fund, and consequently may not devote all time to Fund business.

**Illiquidity.** The investments made by the Fund may be very illiquid, and consequently the Fund may not be able to sell such investments at prices that reflect the General Partner's assessment of their value or the amount paid for such investments by the Fund. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual or other restrictions on their resale by the Fund and other factors. The Fund Offering Documents authorize the General Partner to make distributions in kind of securities in lieu of or in addition to cash. In the event the General Partner makes distributions of securities in kind, such securities could be illiquid or subject to legal, contractual and other restrictions on transfer.

**Investment Authority.** Substantially all decisions with respect to the management of the Fund (other than the SPC) are made by the General Partner and the Adviser. Investors have no right or power to take part in the management of the Fund. In the event of the withdrawal or bankruptcy of the General Partner, generally the Fund will be liquidated.

**Performance Allocation.**

The Performance Allocation made to the General Partner may create an incentive for the Adviser, as an affiliate of the Adviser, to make investments that are riskier or more speculative than would be the case in the absence of such Performance Allocation.

**Withdrawal Restrictions.** There are restrictions on withdrawals from the Fund (which may be settled in securities rather than cash) and on transfers of interests in the Fund ("Interests"). The prior written consent of the General Partner is required for a transfer of the Interest of any investor. Because of the restrictions on withdrawals and transfers, an investment in the Fund is a relatively illiquid investment and involves a high degree of risk. A subscription for Interests should be considered only by persons financially able to maintain their investment and who can accept a loss of all of their investment.

**No Distributions.** Since the Fund does not generally intend to pay distributions, an investment in the Fund is not suitable for investors seeking current distributions of income. Moreover, an investor is required to report and pay taxes on its allocable share of income from the Fund, even though no cash is distributed by the Fund.

**Valuations.** From time to time, certain situations affecting the valuation of the Fund's investments (such as limited liquidity, unavailability or unreliability of third-party pricing information and acts or omissions of service providers to the Fund)

could have an impact on the net asset value of the Fund, particularly if prior judgments as to the appropriate valuation of an investment should later prove to be incorrect after a net asset value-related calculation or transaction is completed. The Fund is not required to make retroactive adjustments to prior subscription or withdrawal transactions or management fees or performance allocations based on subsequent valuation data.

**Soft Dollars.** The Adviser may enter into “soft dollar” arrangements with one or more broker-dealers whereby the Adviser will direct securities transactions to the broker-dealer in return for research products and brokerage services from the broker-dealer. Although the Adviser will use the research and services in making investment decisions for the Fund, the Adviser may use such research or services for other accounts and the Fund will generally pay more than the lowest available commissions for execution of these transactions. The Adviser may also enter into “soft dollar” arrangements to cover Fund expenses or costs and expenses of the General Partner or the Adviser to the extent such arrangements are permitted by law and described in the Fund Offering Documents.

## Risks Related to Investments

**Investments in Equity Securities Generally.** The Fund expects to purchase or otherwise acquire common stock, preferred stock and other equity securities. Although equity investments have historically generated higher average total returns than fixed-income securities over the long term, equity investments also have experienced significantly more volatility in those returns and in some time periods have significantly underperformed relative to fixed-income securities. The equity investments that the Fund acquires may fail to appreciate in value and may decline in value or become worthless. Accordingly, the Fund may not be able to realize gains from such equity investments and may incur significant losses.

In addition, the disposition of equity securities may be restricted under the U.S. Securities Act of 1933, as amended (the “Securities Act”). Whether or not so restricted, the market to resell such securities may be illiquid. Therefore, such investments may be required to be held for a lengthy period of time or, if the Fund were forced to liquidate its position in such securities, such liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such investment, and may also involve higher transaction costs. To the extent that issuers of these securities are small or medium-size market capitalization companies, investments in such equity securities will have more limited marketability and may have greater price volatility than the securities of larger companies. All of the Fund’s investments in stocks will be subject to normal market risks. While diversification among issuers may mitigate these risks, the Fund is not required to diversify its investments in equity securities and investors must expect fluctuations in value of equity securities held by the Fund based on market conditions. Because equity securities rank lower in the capital structure of an issuer, such investments may subject investors to additional risks not applicable to debt securities. In addition, holders of equity securities may be wiped out or substantially reduced in value in a bankruptcy proceeding or corporate restructuring.

**Convertible Securities.** The Fund may invest in convertible securities, including convertible bonds, convertible preferred stocks, and other fixed income instruments that have conversion features. Convertible securities and preferred stock combine the fixed income characteristics of bonds with some of the potential for capital appreciation of equities, and thus may be subject to greater risk than pure fixed-income instruments. Unlike bonds, some preferred stocks and some convertible securities do not have a fixed par value at maturity, and in this respect may be considered riskier than bonds.

Convertible debt securities and preferred stocks may depreciate in value if the market value of the underlying equity security declines or if rates of interest increase. In addition, although debt securities are liabilities of a corporation, which the corporation is generally obligated to repay at a specified time, debt securities, particularly convertible debt securities, are often subordinated to the claims of some or all of the other creditors of the corporation.

Swaps. Swap agreements tend to shift the investment exposure from one type of investment to another. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund. The most significant factor in the performance of swap agreements is the change in the specific factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, swap contracts are not traded on exchanges and are not subject to the same type of government regulation as exchange markets. As a result, many of the protections afforded to participants on organized exchanges and in a regulated environment are not available in connection with these transactions. The swap markets are “principals’ markets”, in which performance with respect to a swap contract is the responsibility only of the counterparty to the contract, and not of any exchange or clearinghouse. As a result, the Fund would be subject to the risk of the inability or refusal to perform with respect to swap contracts on the part of the counterparties with which the Fund trades.

Derivatives. Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the Fund contracts for the purpose of making derivative investments (the “Counterparty”). In the event of the Counterparty’s default, the Fund will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.

Investments in U.S. Government and non-U.S. Bonds. The Fund may invest in United States and non-United States government bonds. Such investments are subject to a number of risks, including the risk that interest rates in the market may increase while the interest rate of the bonds are static over-time, causing investors to miss out on potential interest income if they had invested in the market. Government bonds are also subject to risks related to any government instability, a reduction in the credit rating of the federal government and other events that may cause a government, as the issuer of the bond, to default (i.e. fail to pay the debt that it owes on the bonds that it has issued).

Market and Credit Risks of Debt Securities. The Fund may invest in debt securities, which may subject the Fund to credit and interest rate risks. “Credit risk” refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument. Obligations and securities that are rated by rating agencies are often reviewed and may be subject to downgrade or a withdrawal of the rating, which generally results in a decline in the market value of such security. “Interest rate risk” refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. To the extent that the receivables or loans

underlying specific securities are prepayable, the value of such securities may be negatively affected by increasing prepayments, which generally occur when interest rates decline. The Fund and the Adviser may seek to protect the value of some portion or all of its portfolio holdings against these risks by engaging in hedging transactions, if available, cost-effective and practicable.

**Subordinated Debt Risk.** The Fund may invest in a variety of debt that captures particular layers of an issuer's credit structure, such as "last out" or "second lien" debt, or other subordinated investments that rank below other obligations of the borrower in right of payment. Subordinated investments are subject to greater risk of loss than senior investments as a result of adverse changes in the financial condition of the borrower or in general economic conditions. Subordinated investments may expose the Fund to particular risks in a distress situation, such as the risk that the interests of creditors are not aligned. Holders of subordinated investments generally have less ability to affect the results of a distressed situation than holders of more senior investments.

**Foreign Currencies and Securities.** Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the Fund are maintained) and the various foreign currencies in which the Fund's portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of foreign income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt. Although most of the Fund's investments will be U.S.-dollar denominated, any investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The Adviser intends, but is under no obligation, to employ hedging techniques to minimize these risks, but there can be no assurance that such strategies will be effective.

**Commodities and Futures.** The Fund may trade on a limited basis in commodities and futures. Such trading activity is regulated by the Commodity Futures Trading Commission (the "CFTC"). Pursuant to an exemption from registration under CFTC regulations, neither the General Partner nor the Adviser is required to register, and neither is registered, with the CFTC or the National Futures Association ("NFA") as a commodity pool operator (a "CPO") or as a commodity trading advisor ("CTA"). To comply with the exemption, the Adviser is subject to specific limitations on the amount of commodities and futures that it can trade on behalf of the Fund. Should the Fund's investments in commodities and futures instruments exceed the limits provided by the applicable exemption from registration, the Adviser will either have to register with the NFA or cease providing commodity interest trading advice to the Fund and liquidate the Fund's holdings of commodities and futures which could result in losses and additional costs to the Fund.

**Options.** Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless

when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

Uncovered Risks and Losses from Hedging. The Adviser may employ hedging techniques to reduce the risk of highly speculative investments. There is a substantial risk, however, that hedging techniques may not always be possible or effective in limiting losses. In fact, a hedge may produce a net loss. Hedges are more difficult to implement than many other transactions and possibilities for errors may be greater than for other transactions. The Adviser's trading techniques may not be successful and may thereby cause the Fund to incur losses on the positions that the Adviser initiates.

Leverage. Subject to applicable margin and other limitations, the Fund may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the Fund's portfolio would be amplified. Interest on borrowings will be a portfolio expense of the Fund and will affect the operating results of the Fund. Also, the Fund could potentially create leverage via the use of instruments such as options and other derivative instruments.

Diversification. Since the Fund's portfolio will not necessarily be widely diversified, the investment portfolio of the Fund may be subject to more rapid changes in value than would be the case if the Fund were required to maintain a wide diversification among companies, securities and types of securities.

Exchange Traded Funds and Other Similar Instruments. Shares of exchange traded funds ("ETFs") and other similar instruments may be purchased or sold long or short by the Fund. An ETF is an investment company that is registered under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"), that holds a portfolio of stocks or bonds designed to track the performance of a particular index. Instruments the Fund may purchase that are similar to ETFs represent beneficial ownership interests in specific "baskets" of stocks or bonds of companies within a particular industry sector or group. These securities may also be listed on national securities exchanges and purchased and sold in the secondary market, but unlike ETFs, these securities are not registered as investment companies under the Investment Company Act. Investments in ETFs and other instruments involve certain inherent risks generally associated with investments in a broadly-based portfolio of stocks or bonds including risks that the general level of stock or bond prices may decline, thereby adversely affecting the value of each unit of the ETF or other instrument. In addition, an ETF may not fully replicate the performance of its benchmark index because of the temporary unavailability of certain index securities in the secondary market or discrepancies between the ETF and the index with respect to the weighting of securities or number of stocks or bonds held. Because ETFs and pools that issue similar instruments bear various fees and expenses, the Fund's investment in these instruments will involve certain indirect costs, as well as transaction costs, such as brokerage commissions. The Adviser considers the expenses associated with an investment in determining whether to invest in an ETF or other instrument. The market value of ETF shares may differ from their net asset value. This difference in price may be due to the fact that, at any given point of time, the supply and demand in the market for ETF shares is not always identical to the supply and demand in the market for the underlying basket of securities. Therefore, an ETF share may trade at a premium or discount to its net asset value.

Short Sales. The Fund may enter into transactions, known as "short sales," in which it sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by the Fund that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The Fund may mitigate such losses by replacing the securities sold short before the market price has increased significantly.



Under adverse market conditions, the Fund might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

## Tax Related Risks

**Uncertainty and Complexity of Tax Treatment.** The tax aspects of an investment in a partnership are complicated and complex and, in many cases, uncertain. Statutory provisions and administrative regulations have been interpreted inconsistently by the courts. Additionally, some statutory provisions remain to be interpreted by administrative regulations. Investors will thus be subject to the risk caused by the uncertainty of the tax consequences with respect to an investment in the Fund. Each prospective investor should have the tax aspects of an investment in the Fund reviewed by professional advisors familiar with such investor's personal tax situation and with the tax laws and regulations applicable to the investor and private investment vehicles.

**Risk of Adverse Determination.** There can be no assurance that the conclusions set forth in this Memorandum will not be challenged successfully by the Internal Revenue Service (the "Service") or any other taxing authority, or significantly modified by new legislation, changes in the Service's positions or court decisions. The Fund has not applied for, nor does it expect to apply for, any advance rulings from the Service with respect to any of the U.S. federal income tax consequences described in this Memorandum. No representation or warranty of any kind is made by the General Partner with respect to the U.S. federal income tax consequences relating to an investment in the Fund. The Fund may take positions with respect to certain tax issues which depend on legal conclusions not yet resolved by the courts. Should any such positions be successfully challenged by the Service or other applicable taxing authority, there could be a materially adverse effect on the Fund, and an investor might be found to have a different tax liability for that year than that reported on its income tax returns.

**Risk of Tax Audit.** An audit of the Fund by the Service or another taxing authority could result in adjustments to the tax consequences initially reported by the Fund and may result in an audit of the returns of some or all of the investors, which examination could affect items not related to a investor's investment in the Fund. If audit adjustments result in an increase in a Investor's income tax liability for any year, such investor may also be liable for interest and penalties with respect to the amount of underpayment.

**Entity-Level Audits.** Pursuant to the U.S. Bipartisan Budget Act of 2015, as amended, or any similar state or local tax rules ("BBA"), the Service is generally permitted to determine adjustments to items of income, gain, deduction, loss or credit of the Fund, and assess and collect taxes attributable thereto (including any applicable penalties and interest), at the Fund level. Although certain elections or other procedures may be available to mitigate the impact of such determination, assessment or collection, there can be no assurances that the Fund will avoid, or be able to avoid, any entity-level determination, assessment or collection. In addition, any such elections or procedures may have differing results on the tax liability of Investors depending on the tax status of each Investor, and the Fund may not be able to take into account the particular facts or circumstances of a Investor. A Investor may be required to bear a share of the economic burden of taxes so assessed or collected without regard to whether such person was a Investor, or without regard to its relative ownership interest, during the taxable year of the Fund to which such taxes relate. Each partnership required to file, or that files, a U.S. income tax return, must designate a representative under the BBA (the "Partnership Representative") with the sole authority to act on behalf of, and to bind, the partnership, its partners, and any other person whose tax liability is determined by taking into

account adjustments under the BBA. Limitations on the authority of the Partnership Representative in the Fund Offering Documents or in any other agreement will not be binding during examinations upon audit or any other proceedings. In addition, investors will not be able to participate in any such examinations or proceedings without permission of the Service. Investors should note that the BBA regime is complex and that the impact on any current or future allocations made or cash available for distributions or withdrawals by the Fund is uncertain. The Fund may also be exposed to the risk that these rules apply to any entity treated as a partnership for U.S. federal income tax purposes in which the Fund directly or indirectly invests. The legal and accounting costs incurred in connection with any audit of the Fund will be borne by the Fund. The cost of any audit of any Investor will be borne solely by such Investor. Prospective Investors should consult their own tax advisors in this regard.

**Tax Considerations Taken into Account.** The General Partner may take tax considerations into account in determining when the Fund's investments should be sold or otherwise disposed of, and may assume certain market risk and incur certain expenses in this regard to achieve favorable tax treatment of a transaction; however, no assurances can be provided that any such favorable tax treatment will be achieved.

**Tax Liabilities Without Distributions.** If the Fund has taxable income in a fiscal year, each Investor will be taxed on that income in accordance with its allocable share of the Fund's profits, whether or not such profits have been distributed. Because the General Partner anticipates that there will be no cash distributions to the Investors, an investor may incur tax liability with respect to activities of the Fund without receiving sufficient distributions from the Fund to defray such tax liabilities. In order to satisfy its tax liability in such a case, a Investor would need sufficient funds from sources other than the Fund. Furthermore, the Fund may make investments with respect to which the Fund recognizes income for U.S. federal income tax purposes prior to receiving the cash or realizing the income as an economic matter. In addition, the Fund may recognize income for U.S. federal income tax purposes that does not reflect income as an economic matter. Such recognition of income prior to receipt of an economic benefit, if any, may result in increased tax liability for the Partners.

**Delayed Schedules K-1.** The Fund will provide Schedules K-1 as soon as practicable after receipt of all of the necessary information. However, the Fund may be unable to provide final Schedules K-1 to Investors for any given tax year until significantly after April 15 of the following year. The General Partner will endeavor to provide Investors with estimates of the taxable income or loss allocated to their investment in the Fund on or before such date, but final Schedules K-1 may not be available until completion of the Fund's annual audit. Investors should be prepared to obtain extensions of the filing date for their income tax returns at the federal, state and local levels.

**Unrelated Business Taxable Income.** The Fund may make investments or engage in activities that give rise to unrelated business taxable income ("UBTI") under Sections 512 and 514 of the Code. Thus, an investment in the Fund may not be desirable for certain tax-exempt investors. For example, the Fund may incur leverage giving rise to UBTI or participate in investments that give rise to UBTI through entities that are treated as partnerships for U.S. federal income tax purposes. Because of the "flow-through" principles applicable to partnerships, if UBTI is earned by the Fund, a tax-exempt investor in the Fund will realize UBTI. Because of the Adviser's objective of maximizing the pre-tax returns of all the investors, the Adviser may be required to make certain decisions to maximize pre-tax returns that result in Tax-Exempt U.S. Investors (as defined below) recognizing more UBTI than might otherwise be the case. In some cases, the Adviser may forego actions with regard to the acquisition, financing, management and disposition of assets that would reduce UBTI because such actions would reduce the overall pre-tax returns to all the investors.

Tax Changes. Investors will be subject to the risk that changes to the tax law may adversely affect the U.S. federal income tax consequences of their investment in the Fund. Changes in existing tax laws or regulations and their interpretation may be enacted after the date of this Memorandum, possibly with retroactive effect, and could alter the income tax consequences of an investment in the Fund. Certain provisions of the Code may be further amended or interpreted in a manner adverse to the Fund, in which event any benefits derived from an investment in the Fund may be adversely affected. In addition, significant legislative and budgetary proposals affecting tax laws have been made by the legislative and executive branches of the U.S. federal government. The likelihood of enactment of any such proposals, or any similar proposals, into law is uncertain. The enactment of any such proposals, including subsequent proposals, into law could have material adverse effects on the Fund and/or the investors. Enactment of such legislation, or similar legislation, could require significant restructuring of the Fund in order to mitigate such effects.

Recently Enacted Tax Reform Legislation. Recently enacted U.S. tax reform legislation makes significant changes to the rules potentially applicable to the Fund and/or its investors. Certain of these new rules are complex and, pending guidance that may be forthcoming, the impact on the Fund and its investors may be unclear. Prospective investors should consult their own tax advisors regarding potential changes in any tax laws, potentially with retroactive effect.

Potential conflicts of interest between the interests of the Adviser and the investors invested in the Fund may include the following:

The Adviser manages other client accounts and may manage additional client accounts in the future, some of which may have objectives similar to those of the Fund and some of which may be other collective investment vehicles managed by the Adviser or any of its affiliates and in which the Adviser or any of its affiliates may have an equity interest.

The Fund Offering Documents requires that the General Partner, and the Adviser as a delegatee of the General Partner pursuant to the Investment Management Agreement, act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities to the Fund but does not otherwise impose any specific obligations or requirements concerning the allocation of time, effort or investment opportunities to the Fund or any restrictions on the nature or timing of investments for the account of the Fund and for the General Partner's or the Adviser's own account or for other accounts that the General Partner, the Adviser or their respective affiliates may manage. The General Partner and the Adviser are not obligated to devote any specific amount of time to the affairs of the Fund, and are not required to accord exclusivity or priority to the Fund in the event of limited investment opportunities arising from the application of speculative position limits or other factors.

The Adviser currently manages one separately-managed account (the SPC) and may manage other separately-managed accounts or other collective investment vehicles in the future (each, an "Other Account"). Where an opportunity to purchase or sell an investment is appropriate for the Fund and one or more Other Accounts, the Adviser's policy is to aggregate such orders when doing so is likely to result in a better overall price or reduced cost for the Fund and such Other Accounts. The Adviser allocates investments to the Fund and any Other Accounts on a fair and equitable basis. In determining how an investment opportunity is allocated, the Adviser considers a variety of factors based on its trade allocation policies and procedures. If it is determined that a particular investment opportunity is appropriate for the Fund and one or more Other Accounts, the Adviser generally aggregates the orders of such clients, unless the Adviser determines that aggregation is not practicable, not required or is inconsistent with client direction or under certain other circumstances described in the Adviser's trade allocation policies. Each client of the Adviser that participates in an aggregated order

participates at the average price with all transaction costs shared on a pro rata basis pursuant to the Adviser's written procedures. If all investment orders placed for the Fund and Other Accounts cannot be fully executed under prevailing market conditions, then the securities traded should be allocated among such accounts in a manner the Adviser deems to be equitable, taking into account the size of the order placed for each account and any other relevant factors.

Client directed or other restrictions may affect the allocation of an order. If any directed restriction from the Fund or an Other Account is placed on a particular security or group of securities, the order will be allocated to the other participating accounts as described above. The Adviser formulates written allocation plans in the form of order memoranda based on the investment guidelines, current exposure levels of each client and other factors set forth above across the various client accounts. Situations may occur where the Fund could be disadvantaged because of the investment activities conducted by the Adviser for other investment accounts.

Subject to certain restrictions, pre-clearance and reporting requirements set forth in the Adviser's compliance manual, the principals of the General Partner and the Adviser, as well as the employees and officers thereof and of organizations affiliated with the General Partner and the Adviser ("Affiliates"), may buy and sell securities for their own account or the account of others, but may not buy securities from or sell securities to the Fund. The Affiliates may engage for their own accounts, or for the accounts of others, in other business ventures of any nature, and the Fund has no right to participate in or benefit from the other management activities of the Adviser described above and the Affiliates are not obligated to account to the Fund for any profits or benefits made or derived therefrom, nor shall they have any obligation to disclose or refer to the Fund any of the investment or service opportunities obtained through such activities.

The Adviser's authority to use "soft dollar" credits generated by the Fund's securities transactions to pay for expenses that might otherwise have been borne by the General Partner or the Adviser may give the Adviser an incentive to select brokers or dealers for Fund transactions, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by the Adviser and the General Partner rather than giving exclusive consideration to the interests of the Fund. See "Brokerage and Custody."

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") serves as counsel to the Fund, the Adviser, the General Partner and certain of their Affiliates (the "Clients") in connection with the formation of the Fund and certain other Clients, the offering of Interests as well as certain other matters for which the Clients may engage Akin Gump from time to time. Akin Gump disclaims any obligation to verify the Clients' compliance with their obligations either under applicable law or the governing documents of the Fund. In acting as counsel to the Clients, Akin Gump has not represented and will not represent any Investors nor does it purport to represent their interests. No independent counsel has been retained to represent the Investors. In assisting in the preparation of this Memorandum, Akin Gump has relied on information provided by the Fund, the Adviser and the General Partner and certain of the Fund's other service providers (including, without limitation, the Principal's biographical data, summaries of market conditions, the planned investment strategy of the Fund and the performance of the Fund, its investments or any predecessor Fund) without verification and does not express a view as to whether such information is accurate or complete.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the adviser or the integrity of adviser's management.

There are no legal or disciplinary events with respect to an evaluation of Voss's advisory services or the integrity of management.

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

Voss is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of Voss are registered representatives of a broker-dealer.

Neither Voss nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Voss has no relationships or arrangements with any related person listed in the instructions to Item 10.C. that are material to its advisory business or to its clients.

Voss 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**

### **Code of Ethics and Personal Trading Policy**

Voss has adopted a code of ethics and personal trading policy (“Code of Ethics”) in furtherance of its compliance with applicable laws. Voss prohibits employees from using or attempting to use their position at Voss to obtain improper benefits for themselves or any other person.

Voss’s Code of Ethics permits employees to invest for their personal accounts, (subject to certain guidelines and restrictions) which may create a conflict of interest with the Fund’s investors. In order to address these conflicts and prevent improper trading by personnel of Voss, the Adviser has adopted various procedures, detailed in its Code of Ethics. Among other things, Voss’s policies require that all personal securities transactions, subject to various exemptions (as detailed in the Code of Ethics) and including IPOs and private security investments, made by employees be approved in advance by Voss’s CCO or designee. The CCO or designee will review the employees’ personal trade request(s) and determine if at the time the personal trade conflicts with a current or pending Adviser trade. If a conflict exists, the employee will not be permitted to execute the trade in their personal account. Generally speaking, employees are not permitted to trade in the same security, the same way, within four (4) trading days of Voss. Additionally, employees must report certain personal securities holdings upon employment as well as complete quarterly certifications of their personal securities transactions.

Voss has also adopted policies and procedures designed to prevent employees from being unduly influenced in their decisions by receipt of gifts, entertainment or other inducements by third parties, such as trading counterparties, vendors or investors.

A related person of Voss Capital, LLC, Voss Advisors, LP, acts as the general partner to the Fund.

### **Outside Activities**

Voss employees may be active in and serve on the management committees or boards of directors of various organizations or companies. Voss employees may serve on the board or in other capacities of an issuer in which a Fund invests or may invest. Such employee could have a conflict of interest between discharging their obligation in such capacities and acting in the interest of a Fund. Voss has adopted various policies and procedures to address potential conflicts of interest arising from outside business activities, including but not limited to pre-approval of such activities and periodic updated disclosures.

The Fund does not limit Voss’s ability or any related person’s ability to form or manage other funds or accounts of any nature whatsoever. Voss has adopted fee, expense and investment allocation policies and procedures to address any potential conflict among said funds and accounts with overlapping mandates or investment periods. There are no limitations on Voss’s ability or any related person’s ability to engage in other business or investment activities, whether related or unrelated to the Fund.

Outside of quarterly disclosure requirements to Voss’s CCO or designee, Voss and its related persons are not subject to any specific obligations or requirements concerning the allocation of time, effort or investment opportunities to the Funds, or any restrictions on the nature or timing of investments for the Fund, Voss’s proprietary accounts or Voss’s related person’s

proprietary accounts. Voss's owners and employees are not obligated to devote any specific amount of time to the affairs of Voss or the Funds, and they are not required to accord any exclusivity or priority to any Fund or account in the event of "limited availability" investment opportunities and, as a result, conflicts of interest may arise. These potential conflicts of interest are addressed via policies and procedures aforementioned related to Personal Trading and Outside Activities.

### Insider Trading

During its investment activities or otherwise, Voss or its personnel may acquire confidential or material non-public information or otherwise be restricted in their investment activities, and, in such event, Voss and such related persons may not be free to act upon such information. Due to such information or restrictions, Voss may not initiate a transaction for a Fund or account that Voss may otherwise have initiated, and such Fund or account may, as a result, be required to maintain a position that it otherwise might have sold, or be required to refrain from acquiring a position that it otherwise may have acquired.

Voss maintains policies and procedures, including in its Code of Ethics, and trains all personnel on, the identification and proper handling of such information, including as to personal securities transactions. A copy of the Adviser's Code of Ethics is available to any client or prospective client upon request.



## Item 12 - Brokerage Practices

Voss has complete discretion to determine, subject to the Fund's disclosed investment objectives, policies and strategies, the securities to be purchased or sold and in what amounts, the broker-dealers and other financial intermediaries used in effecting the transactions for the Fund, and the commission rates to be paid for such transactions.

### Brokerage

Voss selects the broker-dealers and other financial intermediaries used to effect transactions on behalf of the Fund. Voss seeks to obtain "best execution" from these broker-dealers based on a variety of factors. In selecting broker-dealers to effect portfolio transactions, Voss may cause the Fund to enter into arrangements pursuant to which the Fund pays transaction costs in an amount greater than would be incurred if another broker-dealer were used. Voss is not required to solicit competitive bids or seek the lowest available commission or transaction costs. The transactions executed by the Fund may be cleared through, and the Fund's investment instruments may be held by, a number of financial institutions Voss selects on terms negotiated with each such financial institution individually. Subject to Voss's agreement with each Fund, Voss generally will use a variety of financial institutions both to take advantage of differing expertise and capabilities and to avoid, due to credit concerns, having all investment instruments concentrated at one firm.

Voss does not permit clients to direct brokerage to a specified broker-dealer. All brokerage transactions will be executed through the broker-dealers selected by the Fund.

### Soft Dollars

Voss or its affiliates may receive from a Fund's broker-dealers products and services in addition to brokerage services.

A portion of the commissions generated on the Fund's brokerage transactions may generate "soft dollar" credits that Voss is authorized to use to pay for research and other non-research related services and products used by Voss or its affiliates. Voss may enter into "soft dollar" arrangements with one or more broker-dealers whereby Voss will direct securities transactions to the broker-dealer in return for research products and services from the broker-dealer. Although Voss will use the research and services in making investment decisions for the applicable Fund, Voss's use of such research or services for other Funds or accounts and the applicable Fund will generally pay more than the lowest available commissions for execution of these transactions. Voss may also enter into "soft dollar" arrangements to cover Fund expenses or costs and expenses of Voss to the extent such arrangements are permitted by law.

Voss has authority to use "soft dollar" credits generated by the Fund's securities transactions to pay for expenses that might otherwise have been borne by Voss. This may give Voss an incentive to select brokers or dealers for Fund transactions, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by Voss rather than giving exclusive consideration to the interests of the Fund.

In the event that Voss elects to use soft dollars, it intends to limit such use to services that fall within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934 or such services that are otherwise reasonably related to the investment decision-making process.

The term “soft dollars” refers to the receipt by an investment adviser of products and services provided by brokers, without any cash payment by the investment adviser, based on the volume of revenues generated from brokerage commissions for transactions executed for clients of the investment adviser. The products and services available from brokers include both internally generated items (such as research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment).

Voss seeks full transparency and aggregation of its soft dollar program and thus, has chosen to accrue “soft dollars” exclusively at its prime broker. Per this structure, Voss is able to track its soft dollar accruals in aggregate, adjust the accrual rate as necessary, and pay invoices from one central system.

The use of brokerage commissions to obtain investment research services and to pay for the administrative costs and expenses of Voss creates a conflict of interest between Voss and the Fund, because the Fund pays for such products and services that are not exclusively for the benefit of the Fund and that may be primarily or exclusively for the benefit of Voss. To the extent that Voss is able to acquire these products and services without expending its own resources (including management fees paid by the Fund), Voss’s use of “soft-dollars” would tend to increase Voss’s profitability. In addition, the availability of these non-monetary benefits may influence Voss to select one broker rather than another to perform services for the Fund. The Fund’s Offering Documents specifically authorize these practices to the fullest extent permitted by law.

#### Order Aggregation

In general (and when applicable), Voss attempts to aggregate multiple orders for the purchase or sale of the same instrument into block transactions, subject to the overall obligation to achieve best price and execution for Voss’s clients.

### **Item 13 – Review of Accounts**

Mr. Cocke is responsible for reviewing Fund investment portfolios. Mr. Cocke performs intraday, daily, weekly or monthly reviews of Fund positions as he deems appropriate. Performance, security positions and investment opportunities are among some of the matters that may be reviewed.

The Fund provides to investors audited financial statements on an annual basis, as well as periodic unaudited performance reports and all tax information relating to their investments in the Fund necessary for U.S. federal income tax purposes.

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

Voss does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to the Funds.

### **Third-Party Solicitors and Placement Agents**

While not a client solicitation arrangement, with respect to the Fund, Voss has entered into an agreement with a third-party placement agent. This agreement provides for compensation to be paid to the placement agent for referring investors to Voss Value Fund, LP. Under this agreement, the placement agent receives a percentage of the fees attributable to each prospective investor referred depending upon specific circumstances and restrictions. Any such agreement with a placement agent is disclosed to prospective investors in the Fund.

## **Item 15 – Custody**

Voss may be deemed under Rule 206(4)-2 of the Advisers Act to have custody of the assets of the Fund by virtue of its control of the general partner of the Fund. The Funds' assets and securities are held by qualified custodians. As noted in Item 13 above, Voss Value Fund, LP investors receive annual financial statements audited by an independent public accounting firm. Fund investors are urged to carefully review such statements.

## **Item 16 - Investment Discretion**

Voss exercises discretion in managing the investments of Voss Value Fund, LP, based on the Fund's particular investment objectives, policies and strategies disclosed in such Fund Offering Documents.

Voss contractually assumes discretionary authority over the assets of the Fund under an investment management agreement entered into among Voss, the Fund and the Fund's general partner or other controlling entity.

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

Voss follows a proxy voting policy to ensure that proxies the firm votes, on behalf of each Fund, are voted to further the best interest of that Fund. The policy establishes a mechanism to address any conflicts of interests between Voss and the Fund. Further, the policy establishes how Fund investors may obtain information on how the proxies have been voted.

Voss determines how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. Voss votes proxies in a manner that it believes reasonably furthers the best interests of the Fund and its investors and is consistent with the investment philosophy as set forth in the relevant Fund Offering Documents.

If a proxy vote creates a material conflict between the interests of Voss and a Fund, Voss will resolve the conflict before voting the proxies. The Adviser will take steps designed to ensure that a decision to vote the proxy was based on Voss's determination of the Fund's best interest and was not the product of the conflict.

Voss maintains records of (i) all proxy votes that are made on behalf of the Fund; (ii) all written requests from Fund investors regarding voting history; and (iii) all responses (written and oral) to investors' requests. Such records are available to the Fund investors upon request.

## **Item 18 – Financial Information**

Voss does not require or solicit prepayment of more than \$500, six months or more in advance.

Voss does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to the Fund.

Voss has not been the subject of a bankruptcy petition at any time during the past ten years.