

## **EAST BRIDGE CAPITAL MANAGEMENT L.P.**

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This brochure provides information about the qualifications and business practices of East Bridge Capital Management L. P. (“East Bridge”). If you have any questions about the contents of this brochure, please contact us at 617-449-5992.

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, and references in this Brochure to East Bridge Capital Management L.P. as a “registered investment adviser” are not intended to imply a certain level of skill or training.

Additional information about East Bridge Capital Management L.P. is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

This document is not an advertisement for the advisory services of East Bridge, nor an offer to sell or the solicitation of an offer to purchase interests in any fund managed by East Bridge.

## **Item 2: Material Changes**

There have been no material changes to this brochure since the last annual amendment in March 2021.

### Item 3: Table of Contents

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## **Item 4: Advisory Business**

East Bridge Capital Management L.P. (“East Bridge” or the “Firm”), founded in September 2011, is a Delaware limited partnership which provides discretionary investment advisory services to private investment funds (collectively, “the Funds”). Investment advice is provided directly to the Funds. East Bridge does not provide investment advice to investors in the Funds. We may, in the future, organize additional investment vehicles or manage separately managed accounts that follow an investment program similar to or different from the investment program of the Funds. The principals and founders of East Bridge are Vikram Deswal and Shakeeb Alam. East Bridge Capital Management, LLC is the General Partner of East Bridge, and Mr. Deswal is the Managing Member of the General Partner.

The East Bridge Funds are organized in a master-feeder structure: East Bridge Capital Select Fund, LP, a Delaware limited partnership (the “Select Fund”), East Bridge Capital Onshore Fund, LP, a Delaware limited partnership (the “Onshore Fund”), East Bridge Capital Offshore, Ltd., a Cayman Islands exempted company (the “Offshore Fund”), East Bridge Capital Master Fund Ltd, a professional collective investment scheme established in Mauritius serving as an offshore master fund (the “Mauritius Master Fund”) and East Bridge Capital Master Fund I Ltd, a Cayman Islands exempted company serving as an offshore master fund (the “Cayman Master Fund” and together with the Mauritius Master Fund, the “Master Funds”). The Select Fund, Onshore Fund and Offshore Fund are the feeders to the Mauritius Master Fund. The Onshore Fund and Offshore Fund are feeders to the Cayman Master Fund.

As of December 31, 2021, East Bridge’s regulatory assets under management were approximately \$1,889,007,512 all of which are managed on a discretionary basis.

As of the date of this Brochure, the Firm continues to conduct business in accordance with its business continuity plan in response to COVID-19. We are taking these steps to protect our employees while ensuring business continuity:

- Restricting non-essential business travel
- Recommending employees avoid large, in-person gatherings
- Continuing to require our employees to work from home, as requested by state and local authorities
- Conducting all client and firm meetings via teleconference or videoconference

## **Item 5: Fees and Compensation**

### **Management Fee**

East Bridge receives a management fee as compensation for its advisory services. The management fee is payable quarterly in advance and ranges from 1.25% - 1.75% of each Fund investor’s capital account or the net asset value of each Fund investor’s series of limited partnership interest issued by the Onshore Fund or the class of shares issued by the Offshore Fund, as applicable. The fee is calculated at the beginning of each calendar quarter, before payment or accrual of any performance allocation, and as further described in each investor’s respective offering agreements.

In 2020, East Bridge launched the Series A share class, which has a management fee of 1% and a 10% incentive allocation. All investments in Series B, Series C or Series D share classes will be transferred to the Series A share class on their re-lock dates unless the investor has submitted a redemption.

For the Select Fund, East Bridge received a one-time management fee of 1% of each limited partner’s

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capital contribution as of the date of the Closing.

The Onshore Fund and the Offshore Fund also offer Class/Series D-1 and Class/Series D-2 interests, which do not charge a management fees as the they are the capital commitment/draw down share classes.

Although the management fee is not negotiable, East Bridge, in its sole discretion, waives or reduces the management fee for investors that are principals or employees or affiliates of East Bridge.

### **Expenses**

In addition to the management fee, each investor bears its allocable share of expenses associated with each Fund's investments and operations. These include, among others:

- Brokerage and other transaction costs (as further discussed in Item 12), clearing and settlement charges, trade break fees, consulting expenses, research expenses (including related travel expenses), legal fees and other expenses in connection with conducting due diligence and negotiating the terms of certain investments, custodial fees, initial and variation margin, interest and commitment fees on debit balances or borrowings, stock borrowing fees and proxy solicitation expenses,
- Expenses related to administration of the funds, including legal, audit and tax preparation expenses, accounting fees (including, fees and expenses of an administrator), directors fees, fees and expenses for risk management services, insurance expenses including costs of any liability insurance obtained on behalf of the Funds, indemnification expenses, regulatory costs and expenses including filing and licensing fees, any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes and fees, costs of reporting and providing information to Fund Investors, and costs of litigation or investigation involving Fund activities, any extraordinary expenses, and other similar expenses related to the Funds.

Investors should refer to each respective Fund's offering documents for a complete listing of fund expenses.

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

In addition to the management fee, investors in the Onshore and Offshore Funds are subject to a performance allocation fee equal to a portion of the appreciation of the net asset value of each investor's capital account or series of shares ranging from 10% - 30%. This performance allocation will be allocated to East Bridge's investment account in the applicable Master Fund at the end of each fiscal year.

In the event an investor is permitted or required to withdraw or redeem completely or partially from the Onshore Fund or the Offshore Fund other than at the end of the fiscal year, the performance allocation will be determined with respect to the portion being withdrawn or redeemed through the applicable withdrawal date.

The performance allocation is subject to a customary high-watermark and, with respect to certain series/classes of investors, is also subject to a clawback obligation as detailed in each investor's respective offering agreements.

The performance allocation for Class/Series D-1 and Class/Series D-2 classes of the Onshore Fund and the Offshore Fund are subject to a Hurdle Amount.

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Distributions of Select Fund proceeds shall be subject to 10% carried interest payable to the Investment Manager after the full recapture of the Limited Partner's capital contributions (including contributions used for payment of Management Fees and other Partnership expenses).

East Bridge waives the performance allocation or carried interest for investors that are principals, employees or affiliates of East Bridge.

East Bridge recognizes that the management of funds or accounts with differing terms related to performance-based fees could create potential conflicts of interest, including the risk that an adviser favors one account over another, in particular, one for which the principals have a personal capital investment. In order to address these potential conflicts, the Firm has investment and trade allocation policies and procedures, a comprehensive Code of Ethics and investment management oversight processes in place. East Bridge maintains policies and procedures for treating all clients in a fair and equitable manner.

Performance-based fees also create a potential conflict of interest in that it creates an incentive for East Bridge to effectuate larger and more risky transactions than would be the case in the absence of such compensation. The Firm addresses these potential conflicts through regular monitoring for consistency with the Funds objectives and strategies. In addition, it carefully considers the risks involved in any investments and provide extensive disclosure to investors regarding the potential risks that come with an investment in the Funds, including disclosure as to how performance-based compensation is charged.

### **Item 7: Types of Clients**

As described in Item 4, East Bridge's clients consist of the East Bridge Funds. Investors in the Funds must be "qualified purchasers" within the meaning of the Investment Company Act and generally consist of institutional investors and high net worth individuals.

The minimum investment in the Funds varies based upon the series/class and generally ranges from \$2,000,000 - \$5,000,000. East Bridge has discretion to waive or reduce the minimum investment provided the investor qualifies to invest based on all other suitability and regulatory requirements applicable to each fund.

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

#### **Investment Objective and Strategy**

The investment objective of the Funds is to seek superior long-term capital appreciation by investing in a portfolio of equities and equity derivatives, listed, quoted or traded on any stock exchange or over the counter (OTC) market primarily in India and through investment in ADRs and/or GDRs representing securities of Indian companies. The Funds invest in Indian companies across all sectors within the Indian economy and with a variety of market capitalizations. The Funds may also invest in a variety of derivative instruments, including, without limitation, participatory notes, options, futures, currency and forward agreements, contracts on commodities or commodity indices and swap agreements, which will be used to attempt to hedge existing long and short positions, as well as for independent profit opportunities.

Due to the constantly changing landscape of the Indian economy there is a wide range of companies that provide a broad set of attractive investment opportunities (both by holding long and selling short). East Bridge believes that in addition to this dynamic, opportunities arise or are enhanced by the pricing action that occurs daily in the stock market. The Firm monitors stock prices on a daily basis, searching for

additional opportunities to make profitable investments with a favorable risk-reward relationship as the spread between price and intrinsic value fluctuates.

### **Methods of Analysis**

East Bridge believes that India offers attractive long-term investment opportunities. In order to identify such opportunities, the Firm employs a rigorous investment process that involves primary research and detailed financial analysis develop and test differentiated, contrarian views that focus on a longer-term investment horizon. The Firm believes that its longer-term view and differentiated, contrarian investment theses will provide the Funds with opportunities to capitalize on both the inherent investment opportunities in India as well as opportunistically profit from short-term market dislocations.

East Bridge does not manage its portfolio to any specific volatility targets or with a goal of dampening volatility, and the Firm believes such short-term volatility is worth withstanding if in the long run such investment decisions are vindicated and the Funds reap a profit. As a normal part of its strategy and in an effort to maximize returns, the Funds have used leverage in swap transactions and may employ leverage in other scenarios in an amount viewed as prudent by East Bridge.

The Firm monitors hundreds of companies and evaluates financial metrics, industry trends, management capability and other drivers of long-term corporate value. East Bridge also closely monitors stock price movements of companies within India in comparison to the intrinsic value of the stock; to the extent that the relationship between price and intrinsic value becomes skewed, it may lead to the building of a position in the respective company, either long or short.

East Bridge believes that to profitably execute trade ideas, it is necessary to correctly devote Fund resources to those that likely offer the most upside with the least commensurate risk. When evaluating ideas that will use Fund resources, East Bridge assesses aspects which impact the ability to build a position in a stock, such as liquidity and short interest. After an initial assessment of a company's situation and valuation, and after assessing other relevant aspects of the potential trade, we devote Fund resources to further due diligence.

East Bridge believes that understanding risk is the most important part of managing the Funds. The Firm defines risk as the uncertainty about potential outcomes and the potential loss when unfavorable outcomes occur. Furthermore, East Bridge believes that the key to managing such risk is to understand the potential downside outcomes and their causes.

In general, although there are specific investment guidelines inherent in the model and investment philosophy, the Funds' investment strategy has been structured to provide East Bridge with flexibility to achieve the Funds' investment objective. The Firm endeavors to commit the Funds' resources among the various investments and strategies consistent with the philosophy and process articulated herein and in response to changing market conditions and opportunities.

### **Risks of Loss**

There are a number of general risks relating to the intended investment strategy of the Funds, certain of which are summarized below. The following does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors are urged to consult their professional advisers and must review the legal offering documents for each particular Fund before deciding to make an investment in a Fund.

### **Risks of Investing in India**

The Fund invests primarily in Indian securities. Investing in Indian securities represents a greater degree

of risk than investing in U.S. securities due to factors such as possible currency exchange rate fluctuations, possible exchange controls, less publicly-available information, more volatile markets, less stringent securities regulations, less favorable tax provisions (including possible withholding taxes), war, or expropriation, as discussed in detail in the fund offering documents. In addition, Indian securities are potentially impacted differently by various market risks, including quality risks, liquidity risks and volatility.

*General.* Accounting, financial and other reporting standards in India are not equivalent to those in more developed countries. Differences arise in areas such as valuation of properties and other assets, accounting for depreciation, deferred taxation, inventory obsolescence, contingent liabilities and foreign exchange transactions.

The Securities and Exchange Board of India (the “SEBI”), the principal regulator of the Indian securities market, received statutory authority in 1992 to oversee and supervise the Indian securities markets. Accordingly, the securities law and regulations in India are continuously evolving, and the ability of the SEBI to promulgate and enforce rules regulating market practices is uncertain.

India’s political, social and economic stability is commensurate with its developing status. Certain developments, such as the possibility of political changes, government regulation, social instability, diplomatic disputes, or other similar developments could adversely affect the Funds’ investments.

India is a country which comprises diverse religious and ethnic groups. It is the world’s most populous democracy and has a well-developed and stable political system. Ethnic issues and border disputes have, however, given rise to ongoing tension in the relations between India and Pakistan, particularly over the region of Kashmir, and between certain segments of the Indian population. Any exacerbation of such tensions could adversely affect economic conditions in India and consequently the performance of the Funds.

While fiscal and legislative reforms have led to economic liberalization and stabilization in India over the past two decades, the possibility of halting or reversing these reforms could significantly and adversely affect the value of investments in India. Fund portfolio investments could also be adversely affected by changes in laws and regulations or the interpretation thereof, including those governing foreign investment anti-inflationary measures, rates and methods of taxation, and restrictions on currency conversion, imports and sources of supplies.

Although India has experienced significant growth and is projected to undergo significant growth in the future, there can be no assurance that such growth will continue. Adverse economic conditions or stagnant economic development in India could adversely affect the Funds’ value.

Laws regarding the certainty and continuity of legal title, the rights of creditors and the obligations of purchasers or lessees of property are generally significantly less developed in India than those in the U.S. and may be less protective of the rights and interests of foreign investors and owners of property in general. In addition, it may be difficult to obtain swift and equitable enforcement of such laws or to obtain enforcement of a judgement in a local court.

*Inflationary Pressures in India.* High inflation may lead to the adoption of corrective measures designed to moderate growth, regulate prices of staples and other commodities and otherwise contain inflation, and such measures could inhibit economic activity in India thereby possibly adversely affecting the Funds’ investments. Inflation may also directly affect the underlying investments by increasing operating costs and/or reducing the returns of such investments.

*Privatization Risk.* India has privatized, or has begun the process of privatizing, certain entities and industries. Newly private companies may face strong competition from government-sponsored



competitors that have not been privatized. In some instances, investors in newly privatized entities have suffered losses due to the inability of the newly privatized entities to adjust quickly to a competitive environment and changing regulatory or legal standards or, in some cases, due to re-nationalization of such privatized entities.

*Geographic Risk.* India is located in a part of the world that has historically been prone to natural disasters such as earthquakes, volcanic eruptions or tsunamis, and India is economically sensitive to environmental events. In addition, the agricultural sector is an important component of the Indian economy and any such event may adversely impact the Indian economy which could have an adverse impact on the value of the Partnership.

*Risk of Investing in Emerging Markets.* Investments in emerging market issuers, such as India, are subject to a greater risk of loss than investments in issuers located or operating in more developed markets. This is due to, among other things, the potential for greater market volatility, lower trading volume, higher levels of inflation, political and economic instability, greater risk of a market shutdown and more governmental limitations on foreign investments in emerging market countries than are typically found in more developed markets. Moreover, emerging markets often have less uniformity in accounting and reporting requirements, less reliable securities valuation and greater risks associated with custody of securities than developed markets. In addition, emerging markets often have greater risk of capital controls through such measures as taxes or interest rate control than developed markets. Certain emerging market countries also lack the infrastructure necessary to attract large amounts of foreign trade and investment.

*Reliance on Trading Partners Risk.* The Indian economy is dependent on commodity prices and the economies of Asia, mainly Japan and China, the United States, and the Middle East, mainly Saudi Arabia and the United Arab Emirates. Reduction in spending on Indian products and services by any of these trading partners or a slowdown or recession in any of these economies could adversely affect the Indian economy.

*Structural Risk.* The Indian economy is subject to a considerable degree of economic, political and social instability:

- a) *Social Risk.* Disparities of wealth, the pace of economic liberalization and ethnic, religious and racial disaffection may lead to social turmoil, violence and labor unrest in India. In addition, India continues to experience religious and border disputes as well as separatist movements in certain Indian states. Unanticipated political or social developments may result in sudden and significant investment losses.
- b) *Security Risk.* India has experienced acts of terrorism and has strained international relations with Pakistan, Bangladesh, China, Sri Lanka and other neighbors due to territorial disputes, historical animosities, terrorism, defense concerns and other security concerns. These situations may cause uncertainty in the Indian market and may adversely affect performance of the Indian economy.
- c) *Heavy Government Control and Regulation.* The Indian government has implemented significant economic reforms in order to liberalize trade policy, promote foreign investment in the Indian economy, control the rate of inflation, reduce government control of the economy and develop market mechanisms. There can be no assurance these reforms will continue or that they will be effective. Despite recent reform and privatizations, heavy regulation of investment and industry is still pervasive and the Indian government may further restrict foreign ownership of Indian corporations and repatriation of assets.
- d) *Expropriation Risk.* Investing in India involves a great risk of loss due to expropriation,

nationalization, confiscation of assets and property or the abrupt imposition of restrictions on foreign investments and repatriation of capital already invested.

- e) *Large Government Debt Risk.* The government has experienced chronic structural public sector deficits. High amounts of debt and public spending may stifle Indian economic growth, cause prolonged periods of recession or lower India's sovereign debt rating.
- f) *Economic Risk.* The Indian economy has grown rapidly during the past several years and there is no assurance that this growth rate will be maintained. India may experience substantial (and, in some cases, extremely high) rates of inflation or economic recessions causing a negative effect on the Indian economy and securities market. India may also impose restrictions on the exchange or export of currency, institute adverse currency exchange rates or experience a lack of available for currency hedging instruments. Any of these events could have a significant adverse effect on the Indian economy.

*U.S. Economic Risk.* The United States is a large trading and investment partner of India. A decrease in U.S. imports, new trade regulations, changes in the U.S. dollar exchange rates or an economic slowdown in the United States could have an adverse impact on India's economy and, as a result, securities to which the Master Fund has exposure.

*Government Approvals.* Certain Indian governmental approvals, including approvals from the SEBI may have to be obtained for the Master Fund to make the investments. It is possible that such approvals may not continue in the future and though the Investment Manager (on behalf of the Master Fund) expects the existing approvals to continue, the Investment Manager cannot be certain that these approvals will so continue. The Master Fund will operate under Indian laws and securities regulations. If policy announcements or regulations are made subsequent to this offering, which warrant retrospective changes in the structure or operations of the Master Fund, these may adversely impact the performance of the Master Fund.

*Legal Considerations.* Many of the fundamental laws in India have only recently come into force, which increases the risk of ambiguity and inconsistency in their application, interpretation and enforcement. This risk is additionally increased as adequate procedural safeguards have often not been developed. Due to the developing nature of the Indian legal and regulatory system, laws often refer to regulations which have not yet been introduced, leaving substantial gaps and the regulatory framework is often poorly drafted and incomprehensible. These uncertainties can lead to difficulties in obtaining or renewing necessary licenses or permissions and can lead to substantial delays and costs for the companies subject to them, all of which can ultimately adversely affect the performance of the Master Fund. Changes in laws and regulations (or in the interpretation thereof) occurring from time to time in India are possible and may worsen the legal and tax constraints within which the Master Fund will operate and, as a result, may require structuring and financing alternatives to be identified and implemented and lead to increased legal costs and reduced returns. In particular, tax laws and regulations or their interpretation may change and there can be no assurance that the structure of the Master Fund or its investments will be tax efficient. Further, India is subject to rapid changes in legislation, many of which are extremely difficult to predict. Existing laws are often applied inconsistently and new laws and regulations, including those which purport to have retroactive effect, may be introduced with little or no prior consultation. As such, the Master Fund's ability to secure the judicial or other enforcement of its rights may be limited.

*Sale and Repatriation Restrictions.* Certain Indian governmental approvals are required in connection with the sale of stock of an Indian company or the repatriation of capital after a direct sale or refinancing of real estate in India. For example, the ability of the Master Fund to invest in Indian securities, exchange Indian rupees into U.S. dollars and repatriate investment income and capital, and the proceeds of sales realized from its investments in Indian securities, is subject to FEMA. There can be no assurance that the Indian government in the future, whether for purposes of managing its balance of payments or for other

reasons, will not impose more onerous or additional governmental requirements or prohibitions with respect to investment disposition, repatriation or currency exchange, which may adversely affect the Master Fund's ability to implement its exit strategies or to make cash available to redeeming Limited Partners. The supporting regulatory framework, such as applicable tax codes and foreign exchange regulations, have not yet been specifically amended or clarified with regard to their application to foreign investors and investments in India held by foreigners. Therefore, these regulations and the underlying legislation may be amended, clarified, interpreted by judicial or administrative ruling or superseded in the future, and such alterations may impact adversely the operation and performance of the Master Fund. Further, there can be no assurance that the Master Fund will be able to obtain all the approvals necessary to implement its investment program fully.

*Indian Investigations and Actions.* Any investigations of, or actions against the Master Fund and the Investment Manager initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment activities of the Master Fund or the Investment Manager.

*Mandatory Redemption.* Interests of investors may be mandatorily redeemed for compliance with SEBI's 'Operational Guidelines for Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors' dated November 5, 2019. Investors may suffer a loss pursuant to such compulsory redemption as the Master Funds may be required to liquidate its positions in Indian securities at an inopportune time or upon disadvantageous terms.

*Reliance on India/Mauritius Double Tax Avoidance Treaty.* The DTAA had been re-negotiated and the revised DTAA had been in effect from 1 April 2017. Under the revised DTAA, the capital gains tax exemption which was available to a resident of Mauritius in relation to sale of shares of Indian companies is withdrawn and a lower withholding tax rate of 7.5% on interest is introduced. Any capital gains arising to a resident of Mauritius from sale of shares of Indian companies acquired on or after 1 April 2017 is taxable in India. No assurance can be given that the terms of the DTAA will not be subject to re-negotiation in the future and any change could have a material adverse effect on the returns of the Mauritius Master Fund. There can be no assurance that the DTAA will continue and will be in full force and effect during the life of the Mauritius Master Fund. Further, it is possible that Indian tax authorities may seek to take the position that the Mauritius Master Fund is not entitled to the benefit of the DTAA.

*Loss of FPI Registration.* The Funds invest in India through the Master Funds, and each Master Fund is registered as an FPI. Investment by the Funds is dependent on the registrations of each Master Fund as an FPI. In the event that any of these registrations is terminated, the Funds might be required to liquidate their positions in Indian securities at an inopportune time or upon disadvantageous terms.

Any investigations of, or actions against, the Master Funds or any of the shareholders initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and trading activities of the Funds.

Additionally, SEBI has issued new guidelines on eligibility norms and KYC guidelines with respect to FPIs vide SEBI (Foreign Portfolio Investors) Regulations 2019 and 'Operational Guidelines for Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors'. Failure to comply with the aforementioned may lead to a loss of FPI registration.

### **Risks Associated with Investing in the Funds**

*Investment and Trading Risks.* An investment in the Funds involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that the Funds' investment program will be successful. East Bridge invests substantially all of the Funds' assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable conditions. The markets in which the Funds invest have in recent years experienced significant

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volatility. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to the Funds.

*Concentration of Investments.* At any given time, it is possible that the Funds may make investments that are concentrated in a particular type of security, industry, geographic location or market capitalization or that could represent a significant portion of the Fund's capital. Losses incurred in a position making up a significant percentage of the Funds' capital could have a material adverse effect on the Funds' overall financial condition. This limited diversity could expose the Funds to significantly greater volatility than in a more diversified portfolio.

*Small and Mid-Cap Issuers.* A portion of the Funds' assets may be invested in securities of small and mid-cap issuers. While, in East Bridge's opinion, the securities of small and mid-cap issuers may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small and mid-cap issuers may also present greater risks. For example, small and mid-cap issuers often have limited operating histories, product lines, markets, or financial resources and may be dependent for management on one or a few key persons. In addition, such issuers may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and, thus, may create a greater chance of loss than investments in securities of larger-cap issuers. The market prices of securities of small and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small and mid-cap issuers may be higher than in those of large-cap issuers.

*Public Health Risk.* Certain countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu, and, most recently, the coronavirus. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, has a negative impact on the economy, and business activity in any of the countries in which the Adviser may invest and thereby adversely affect the performance of the client account.

*Foreign Securities.* The Funds invest in securities of non-U.S. issuers. The Funds' investments in securities and instruments in foreign markets involve substantial risks not typically associated with investments in U.S. securities. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of the Funds' assets denominated in that currency and thereby impact the Funds' total return on such assets. The Funds may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Investments in foreign securities also include risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of Fund assets and any effects of foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Finally, in the event of a default of any foreign debt obligations, it may be more difficult for the Funds to obtain or enforce a judgment against the issuers of such securities.

Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher in foreign markets than in the U.S. In addition, differences in clearance and settlement procedures in

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foreign markets may occasion delays in settlements of the Funds' trades affected in such markets.

In addition, changes or modifications in existing judicial decisions or in the current positions of the IRS, either taken administratively or as contained in published revenue rulings and revenue procedures (which changes or modifications may apply with retroactive effect), and the passage of new legislation, could lead to unfavorable treatment of certain non-U.S. investments which could adversely impact the Fund's portfolio.

*Equity Securities of Growth Companies.* A portion of the Funds' assets are invested in equity securities of companies that East Bridge believes have potential for capital appreciation significantly greater than that of the market averages, so-called "growth" companies. The market capitalization of the growth companies in which the Funds invest may range from small to large capitalizations. Growth stocks are generally more sensitive to market movements than other types of stocks, primarily because their stock prices are based heavily on future expectations. Securities of growth companies may be traded in the OTC markets. While OTC markets have grown rapidly in recent years, many OTC securities trade less frequently and in smaller volume than exchange-listed securities. The values of these securities may fluctuate more sharply than exchange-listed securities, and the Funds may experience some difficulty in acquiring or disposing of positions in these securities at prevailing market prices.

*Undervalued Equity Securities.* The Funds' investment strategy focuses on investing in companies that East Bridge believes are undervalued. Opportunities in undervalued equity securities arise from market inefficiencies or due to a lack of wide recognition of the potential impact (positive or negative) that specific events or trends may have on the value of a security. The identification of investment opportunities in undervalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

*Hedging.* The Funds may utilize certain financial instruments and investment techniques for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, East Bridge's ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Funds' hedging strategies may also be subject to East Bridge's ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time rendering the hedge ineffective. It may be more difficult to hedge a position in a smaller cap issuer than a larger-cap issuer. The Funds' portfolio is not expected to be completely hedged at all times and at various times East Bridge may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, the Funds' assets may not be adequately protected from market volatility and other conditions.

*Swap Transactions.* The Funds may enter into swap agreements with respect to securities, indexes of securities and other assets or other measures of risk or return. Swap agreements are typically two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to many years. In a standard "swap" transaction, two parties agree to exchange the returns (or the differential in rates of return) earned or realized on particular predetermined investments, instruments, or indices. The gross returns to be exchanged or "swapped" between the parties are generally calculated with respect to a "notional amount". Whether the Funds' use of swap agreements will be successful will depend on East Bridge's ability to select appropriate transactions for the Funds. Swap transactions may be highly illiquid. Moreover, the Funds bear the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect the Funds' ability to terminate existing swap transactions or to realize

amounts to be received under such transactions. Swaps and certain other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

*Exchange Traded Funds.* The Funds may invest in and sell short shares of exchange traded funds (“ETFs”) and other similar instruments. These transactions may be used to adjust the Funds’ exposure to the general market or industry sectors and to manage the Funds’ risk exposure. ETFs and other similar instruments involve risks generally associated with investments in a broadly-based portfolio of common stocks, including the risk that the general level of stock prices, or that the prices of stocks within a particular sector, may increase or decrease, thereby affecting the value of the shares of the ETF or other instruments

*American and Global Depository Securities & Receipts.* In certain instances, rather than directly holding securities of non-U.S. companies, the Funds may hold these securities through an American Depository Receipt (an “ADR”) or a Global Depository Receipt (a “GDR” and together with an ADR, a “Depository Receipt”). A Depository Receipt is issued by a depository bank or trust company to evidence its ownership of securities of a non-U.S. company. The currency of a Depository Receipt may be U.S. dollars rather than the currency of the non-U.S. company to which it relates. The value of a Depository Receipt will not be equal to the value of the underlying non-U.S. securities to which the Depository Receipt relates as a result of a number of factors. These factors include the fees and expenses associated with holding a Depository Receipt, the currency exchange relating to the conversion of foreign dividends and other foreign cash distributions into U.S. dollars, and tax considerations such as withholding tax and different tax rates between the jurisdictions. In addition, the rights of the Funds, as a holder of a Depository Receipt, may be different than the rights of holders of the underlying securities to which the Depository Receipt relates, and the market for a Depository Receipt may be less liquid than that of the underlying securities. The foreign exchange risk will also affect the value of the Depository Receipt and, as a consequence, the performance of the investor holding the Depository Receipt.

*General Economic and Market Conditions.* The success of the Funds’ 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 the Funds’ investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect, among other things, the level and volatility of securities’ prices, the liquidity of the Funds’ investments and the availability of certain securities and investments. Volatility or illiquidity could impair the Funds’ profitability or result in losses. The Funds may maintain substantial trading positions that can be materially adversely affected by the level of volatility in the financial markets—the larger the positions, the greater the potential for loss.

*Illiquid Securities.* The Partnership may invest a portion of its assets in investments that the Investment Manager determines are private securities of companies expected to go public within six to twelve months. Such securities may have to be held for a substantial period of time before they can be liquidated. Market prices for such private securities may be volatile and may be difficult to ascertain. The resale of private securities often may have higher brokerage charges. Such investments may be difficult to value.

*Dependence on Key Personnel.* The past performance of the Investment Manager or respective affiliates is no guarantee of future performance. If Mr. Deswal ceases to be involved in the management of the portfolios, such event may have a material adverse effect on the Funds.

*Partnership Interests are Illiquid.* Because of the limitations on withdrawals and the fact that interests are not tradable, an investment in the Funds is relatively illiquid and involves a high degree of risk. A subscription for interests should be considered only by sophisticated investors financially able to maintain their investment and who can afford to lose all or a substantial part of such investment. There

is no public market for interests.

## **Item 9: Disciplinary Information**

East Bridge has no legal or disciplinary events to report that would impact the evaluation by a client, investor or prospective client or investor, of our advisory business or the integrity of our management.

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

Neither East Bridge nor its management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

Neither East Bridge nor 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.

East Bridge Capital GP, LLC, an affiliate of the investment management entity (East Bridge), is the General Partner of certain East Bridge funds. Vikram Deswal is the principal and managing member of the General Partner entity.

East Bridge Advisors Private Limited (“EBAPL”) is a subsidiary of East Bridge Capital Management L.P. and East Bridge Capital GP, LLC. EBAPL is a private limited company incorporated under the Indian Companies Act which exists solely for the purpose of performing investment research for East Bridge as the Investment Manager of the Funds. EBAPL does not perform any other investment advisory services.

East Bridge Capital Management L.P. is registered with the Securities and Exchange Board of India as a Category I non-investing Foreign Portfolio Investor (FPI) in India.

## **Item 11: Code of Ethics**

### **Code of Ethics**

East Bridge has adopted a Code of Ethics (the “Code”) describing its high standards of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client/investor information, a prohibition on insider trading, guidelines surrounding gifts and business entertainment items, personal securities trading, conflicts of interest, among other things. All supervised persons (employees) must acknowledge the terms of the Code initially upon hire as well as annually, or as amended.

East Bridge recognizes the potential conflict when employees of an investment adviser make transactions in their personal securities accounts. East Bridge reduces this risk by prohibiting employees from transacting in reportable securities except in limited circumstances as prescribed within the Code. All of the Firm’s employees are required to provide reporting on their personal securities holdings upon commencement of employment and on an annual basis. In addition, they are required to provide reporting on their personal securities transactions at least quarterly. All reporting is reviewed by the Chief Compliance Officer.

East Bridge employees invest directly in the Funds, subject to eligibility requirements. Investments in the Funds made by employees are not subject to management fees and performance allocation. The Firm

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believes that an employee's investment in its Funds further aligns their interests with those of East Bridge's investors.

A copy of the Firm's Code will be provided to clients and investors upon request.

### **Conflicts of Interest**

In the ordinary course of conducting its activities, the interests of East Bridge and its affiliates may conflict with those of the Funds. Some of these potential conflicts, and the measures to address them, include:

***Conflicts Relating to the Firm and its Affiliates Investing in the Funds:*** Investments in the Funds made by employees generally will not be subject to the management fee and performance allocation or the liquidity terms outlined in the fund offering documents. East Bridge believes that when employees invest in a Fund it aligns their interests with those of Fund investors.

East Bridge recognizes the fact the Firm and affiliate ownership interests in the Funds creates a potential conflict in that it could cause East Bridge to make different investment decisions than if such parties did not have such financial ownership interests. East Bridge addresses this potential conflict by ensuring that we act in the best interests of the investors at all times.

***Conflicts Relating to Performance Fees:*** As described in Item 6, conflicts related to performance-based fees are mitigated by the fact that the Funds are managed as a single pool of assets. Although performance-based fees create an incentive for East Bridge to make investments that are riskier or more speculative than in the absence of such incentive allocations, we address these potential conflicts through regular monitoring for consistency with the Funds objectives, strategies, and target capacity. Further, the Firm carefully considers the risks involved in any investments and provides extensive disclosure to investors regarding the potential risks that come with an investment in the Funds.

***Conflicts Relating to Valuation:*** Valuations of securities and other investments involve uncertainties and judgmental determinations. If such valuations should prove to be incorrect, the net asset value of the Funds could be adversely affected. Certain investments are not listed on established exchanges, which makes a determination of the fair market value of such securities more difficult to accurately determine. Furthermore, if the Investment Manager determines that the listed prices of the securities as determined in accordance with the valuation procedures set forth in the Partnership Agreement do not reflect the actual value of the securities he will make modifications as deemed appropriate and reasonable. Third party pricing information may at times not be available regarding certain securities. East Bridge has procedures in place to ensure proper support and documentation is maintained for any fair valuation prices made and/or broker quotes received. Valuation determinations made by the Investment Manager are conclusive and binding and affect the amount of the management fee and performance allocation.

***Conflicts Relating to Investors/Side Letters:*** East Bridge has entered into a limited number of side letter arrangements with certain investors primarily with respect to confidentiality, the use of investor names, and transfer rights. In addition, it is expected that interests offered to certain employees and principals of the Investment Manager will not be subject to a Management Fee or Performance Allocation and that such Interests will not be subject to the same withdrawal restrictions to which the Interests of other investors would be subject.

## **Item 12: Brokerage Practices**

East Bridge is authorized to determine the broker-dealers used to execute trades and to negotiate any commissions paid on such transactions. The primary consideration in placing transactions with particular



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broker-dealers is to obtain execution in the most effective manner possible. East Bridge takes into account a variety of factors, including but not limited to, the financial strength, integrity and stability of the broker-dealer and the commissions to be paid. The Firm also considers the quality, comprehensiveness and frequency of available research and other products and services considered to be of value. The products and services furnished by broker-dealers include, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, statistics and pricing or appraisal services, discussion with research personnel, special execution capabilities, order of call, and the availability of stocks to borrow for short trades.

East Bridge does not currently participate in any soft dollar or directed brokerage arrangements and does not select brokers based upon client referrals.

The East Bridge Funds are managed as a single pool of assets under a single strategy, with all trading activity conducted through the Master Funds. As such, the Firm does not have a need for a trade aggregation policy at this time.

### **Item 13: Review of Accounts**

#### **Review of Accounts**

On an ongoing basis, the Portfolio Manager reviews the portfolio construction and investment thesis and re-evaluates the risk reward ratio of positions to ensure investments are consistent with the investment objectives, philosophy, strategy and methodologies described to investors and to ensure that the Firm is comfortable with the general levels of investment, position concentration and other measures of risk and potential reward in the portfolio.

#### **Reports to Investors**

Monthly capital statements summarizing the investor's individual performance in the Onshore Fund and Offshore Fund are prepared by the Administrator and provided to investors. The Select Fund capital statements are provided quarterly to investors. In addition, a monthly fund performance estimate is provided to all investors.

On a quarterly basis, East Bridge provides each investor with an investor letter that includes performance information, commentary, investment updates and organizational updates.

On an annual basis, each investor receives a copy of the Fund's audited financial statements prepared by the independent auditors and tax reporting information. East Bridge also provides additional information as requested by its investors provided that such requests are deemed reasonable in content and scope and that the Firm is prepared to supply the same level of information to other investors who ask for similar information.

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

East Bridge does not receive any economic benefit from anyone who is not a client nor does the Firm compensate anyone for client referrals.

### **Item 15: Custody**

East Bridge does not maintain physical possession of client cash and/or securities. Physical location aside, however, East Bridge is deemed to have custody of client funds and securities within the meaning of Rule 206(4)-2 of the Advisers Act as a result of the authority of East Bridge, together with the General

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Partner, to cause payments of management fees and other fund expenses to be made from the Funds, and the overall access of such persons to the funds and securities of the Funds.

Consistent with the requirements under the Advisers Act, the assets of the Funds are held in accounts maintained with our prime brokers, who are “qualified custodians” within the meaning of the Advisers Act. The Firm’s prime brokers are registered broker-dealers that hold Fund assets in separate accounts (or in a separate customer account with records identifying the assets of each such Fund in accordance with applicable broker-dealer and custodial bank regulation).

In addition, the annual financial statements of the Funds are prepared in accordance with U.S. GAAP, audited by an independent accounting firm registered with the Public Company Accounting Oversight Board and distributed to all investors within 120 days of the Funds’ fiscal year end.

### **Item 16: Investment Discretion**

East Bridge has full discretionary authority over the Funds’ assets pursuant to its investment management agreements with the Funds. The investment objectives and strategy are described in the Fund offering documents and limited partnership agreement, which is referenced in the investment management agreement with the Firm. East Bridge does not provide advisory services directly to investors in the Funds.

### **Item 17: Voting Client Securities**

East Bridge has authority to vote client securities based on the Investment Management Agreements with the Funds. The Firm’s policy is to vote proxies in a manner it believes reasonably furthers the best interests of the client and is consistent with the Investment Philosophy set forth in the relevant investment management documents. East Bridge recognizes its fiduciary obligation and will comply with its obligations under Rule 206(4)-6 under the Advisers Act. The objective of voting a security in each case is to seek to enhance the value of the security, or to reduce potential for a decline in the security’s value. The Firm’s policy does not prescribe specific voting requirements or specific voting considerations. Instead, it provides procedures for applying the informed expertise and judgment of our investment professionals on a timely basis in pursuit of the above stated voting objectives.

The Portfolio Manager determines how to vote or whether to tender an offer after reviewing the materials. These matters are handled on a case-by-case basis. If a proxy vote creates a material conflict between the interests of the Investment Manager and a client of the Investment Manager, it will be resolved before voting. The Chief Compliance Officer is involved to ensure proper resolution and documentation.

Clients/Investors may obtain copies of the Proxy Voting Policy and/or voting records of how the Firm voted on behalf of their account by contacting the Chief Compliance Officer.

### **Item 18: Financial Information**

East Bridge does not require or solicit prepayment of fees six months or more in advance and does not have any financial condition that would impair its ability to meet contractual commitments to clients. East Bridge has not been the subject of any bankruptcy petitions.