



CARTICA MANAGEMENT, LLC

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This Brochure provides information about the qualifications and business practices of Cartica Management, LLC. If you have any questions about the contents of this Brochure, please contact Steven Quamme, Chief Compliance Officer, at sq@cartica.com.

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.

Additional information about Cartica Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

There have been no material changes since our last Brochure filed on March 2023 other than to reflect a decrease in Regulatory Assets Under Management in Item 4.

Item 3 Table of Contents

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Item 4 Advisory Business

Cartica Management, LLC (the “Adviser”) is a Delaware limited liability company that has been in the investment management business since 2009. The Adviser is owned directly or indirectly by Teresa C. Barger and Steven J. Quamme.

The Adviser provides investment advisory and management services to private investment funds that are offered exclusively to sophisticated investors and may also provide investment advisory services for separately managed accounts for sophisticated institutional and high net worth investors. Each of the Funds has an investment strategy of investing in equity or equity-related securities of publicly-traded companies that are domiciled in or have substantial business activities in certain emerging markets. In the future, the Adviser may provide investment advisory services to other funds, pooled investment vehicles, separately managed accounts or other entities that do not have the same investment strategy as the private investment funds currently managed by the Adviser (each, an “Other Strategy Vehicle”). These services may be provided on a discretionary or non-discretionary basis, as set forth in a written investment advisory agreement. The private investment funds currently managed by the Adviser, as well as any Other Strategy Vehicles formed after the date hereof, generally are each referred to as a “Fund” and collectively as the “Funds” unless the context otherwise requires.

The Adviser has complete discretion with respect to all investment decisions made for the Funds, selection of brokers, dealers and other counterparties for such transactions, and the amount of commissions or other compensation to be paid by the Funds. The Adviser provides investment advisory and management services to the Funds based on the particular investment objectives and strategies described in the applicable Fund’s offering documents, including identification of investments and potential investments, recommendations concerning investments and potential investments, supervision of the preparation and review of investment-related documents and monitoring of portfolio performance.

The Adviser has imposed certain investment guidelines with respect to diversification and the companies in which the Funds may invest. With respect to any Fund, the Adviser generally may not: (1) invest more than 20% at cost of the Fund’s assets under management (“AUM”) in any one issuer, determined at the time of investment; or (2) invest in any company unless, at the time of investment, the company is an emerging market country (as determined by the organizational documents of the Fund).

The Adviser manages each Fund to the investment strategy, restrictions and guidelines set forth in the Fund’s governing documents, but does not tailor its investment advisory services to the needs of any individual investors in the Funds. However, in accordance with common industry practice, each Fund and its general partner has entered, and anticipates that it will from time to time in the future enter, into “side letters” or similar agreements with certain investors pursuant to which the

Fund or its general partner grants the investor specific rights, benefits or privileges that are not generally made available to all investors. See “*Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss*” for additional details. To the extent that the Adviser in the future advises any separately managed account clients, the Adviser may tailor its investment advisory services to the specific investment requirements specified by any such separate account client.

As of December 31, 2023, the Adviser had approximately [\$1,662,094] of regulatory assets under management, of which 100% were managed on a discretionary basis.

Item 5 Fees and Compensation

The fees and expenses associated with an investment in the Funds vary by Fund and are described in detail in each Fund’s offering documents. In the future the Adviser may, in its discretion, manage other private investment funds or other Clients with higher or lower fees, different fee structures, and different expense payment arrangements, than the Funds. The fees charged for managing separately managed accounts are negotiable and will be described in each client’s investment advisory agreement.

Management Fee

The Adviser and/or its related persons who provide advisory services to the Funds receive management fees based on a certain percentage of the applicable Fund’s net assets. The standard management fee for each Fund is calculated and paid as described in the Fund’s offering documents. Management fees are negotiable, and individual management fee arrangements vary depending on a variety of factors (including the assets under management of the applicable investor).

Incentive Allocation

Investors in the Funds generally are subject to an incentive allocation. See Item 6 below for information with respect to incentive allocations.

Fees Charged to Employees

Due to the Adviser’s special relationship with its employees, the Adviser generally charges reduced or no fees or incentive allocations for providing investment management services to them (including as investors in the Funds).

Redemptions and Termination

Investors in the Funds have the right to withdraw or redeem their interest in the Funds in accordance with the applicable terms set forth in the respective Fund’s offering documents and

other Fund documentation.

Generally, the Adviser's investment services are terminable by either the Adviser or the applicable Fund. The terms of such termination, including provisions with respect to notice and fees earned or refunded, are described in the respective Fund's offering documents or the applicable advisory agreement.

Other Fees and Expenses

The Adviser's and related persons' fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which are incurred by the respective Fund.

Each Fund is responsible for all direct expenses related to its respective operations and activities, including all expenses associated with its investment portfolio. Funds incur certain charges imposed by custodians, counsel, independent accountants, auditors, administrators, brokers and other professionals and consultants (including the fees of independent directors), the expenses of the advisory committee of the Funds (the "Advisory Committee"), the Fund's annual meeting and Board meetings, the fees of directors of the Funds (or, if applicable, the general partner of a Fund) who are unaffiliated with the Adviser, and any taxes, fees or other governmental charges levied against the Fund, expenses incurred in connection with the incurrence of indebtedness, custodial fees, bank service fees, professional liability insurance premiums (including directors and officers insurance) and any extraordinary expenses of the Fund, including but not limited to litigation and indemnification expenses (subject to limitations set forth in the Funds' organizational documents), and other expenses as set forth in the Funds' organizational documents. The Funds also will pay the out-of-pocket costs associated with making and realizing investments, including but not limited to research services (including Bloomberg subscription expenses), information services (including fund accounting systems), trading and order management, travel, communications, investment-related fees and expenses such as bookkeeping and investment banking expenses, brokerage commissions, filing and registration fees, SEC, Hart-Scott-Rodino Act and other reporting and filing expenses and the costs incurred by the general partners of the Funds, the Adviser, the Funds and their affiliates in connection with specific shareholder initiatives (such as the costs of calling shareholder meetings, proxy solicitation fees and costs, and professional consulting fees), any and all expenses incurred in connection with the preparation and delivery of the Funds' financial statements, reports, tax returns, and K-1's (or other similar schedules), expenses relating to the valuation of the Funds' assets, and other expenses incurred in connection with the evaluation, acquisition, monitoring, or disposition of investments whether or not the investments are consummated. The Funds also reimburse the general partners of the Funds or the Adviser for audit, tax and other filing and registration expenses. If a Fund invests through a master fund, the Fund will bear its *pro rata* share of the expenses of such master fund.

Each Fund pays its expenses directly or reimburses the Adviser or its affiliates, as instructed, for expenses paid on its behalf. The direct expenses incurred by each Fund vary depending on the

nature of the operations and activities of such entity and are described in detail in each Fund's governing documents.

The Adviser pays compensation costs of its employees, rent and other overhead expenses of the Adviser.

The Funds incur brokerage and other transaction related costs. Item 12 describes the factors that the Adviser considers in selecting broker-dealers to execute Funds' transactions and determining the reasonableness of their compensation (e.g., commissions).

Valuation

Each Fund's net asset value, as of any date of determination, is the value of its assets minus its liabilities as determined by the Adviser in accordance with the Fund's governing documents and generally accepted accounting principles, and is not reduced by any incentive allocation accrued but not yet distributed. The Adviser is responsible for determining the fair market value of each Fund's investments. In doing so, the Adviser has considerable discretion in valuing certain privately-placed and less liquid investment instruments. The Adviser has adopted pricing methodologies for the valuation of the Funds' investment instruments as described in each Fund's governing documents. Securities held by a Fund that are traded on national securities exchanges are generally valued at the last reported sales price on the date of determination or, if no sales occurred on such day, at the mean between the bid and asked prices on such day.

The principal exchange price may vary from the composite price provided by a third party pricing service. In these rare instances, the composite price, comprised of publicly traded security prices across multiple exchanges, will be used to value the securities. Investments in securities which are not listed on a national securities exchange are generally valued at the last sales price on the date of determination, or, if no sales occurred on such day, at the "bid" price at the close of business on such day if held long and if sold short at the "asked" price at the close of business on such day. All other securities and all property other than securities will be valued at fair value as reasonably determined by the general partner or board of directors of the relevant Fund or a designee. Securities or other property that is subject to any restriction will be valued by the general partner or its designee taking into account such restriction.

Valuation determinations will affect a Fund's performance reporting and fee and incentive allocation calculations. The Adviser generally faces a conflict of interest involving valuation of investment instruments because these values generally will affect the Adviser's compensation. The Funds may, in certain rare instances where there is no readily ascertainable fair value for a security, retain third parties to verify the Adviser's methodology for determining fair value and conduct independent price verification.

No supervised person receives compensation for the sale of securities.

Item 6 Performance-Based Fees and Side-By-Side Management

Affiliates of the Adviser (including their related persons) receive performance-based incentive allocations with respect to the Funds. Incentive allocations, if applicable to an investor's investment, are allocated from the applicable account at the end of each calendar year and on any interim withdrawal of capital by, or other distribution of funds to, an investor. The standard terms governing the calculation of the incentive allocation are described in detail in the offering documents applicable to each Fund. Incentive allocations are negotiable, and individual incentive allocation arrangements vary depending on a variety of factors (including assets under management of the applicable investor). Such incentive allocations create an incentive for the Adviser and its supervised persons to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such distributions.

The terms of the management fees, incentive allocations and other economic terms differ from Fund to Fund. The potential for the Adviser and its affiliates to receive different levels of compensation from its Funds creates a potential conflict of interest with respect to the allocation of investment opportunities, because the Adviser and its affiliates have an incentive to allocate investment opportunities in favor of the Fund(s) with a more favorable fee structure for the Adviser. To mitigate this potential conflict of interest, the Adviser has implemented processes and controls designed to ensure that all Funds are treated fairly and equitably over time, and to prevent inappropriate allocations. The allocation of investment opportunities among Funds is determined by the Adviser in accordance with the organizational documents of the applicable Funds. The Adviser's investment allocation policies are described in more detail in Item 11 below.

Fund investors should review the respective Fund's offering documents and other governing documentation for detailed information with respect to incentive allocations.

Item 7 Types of Clients

The Adviser provides investment advisory services to the Funds, and, in the future, will likely provide services to other private investment funds, individuals, and pension and profit sharing plans or separately managed accounts.

Details concerning applicable fees, investment minimum amounts and suitability criteria are set forth in the respective Fund's offering documents.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Method of Analysis

The Adviser's investment analysis includes fundamental and technical research. Research information includes, but is not limited to, financial news and data providers, inspections of corporate activities, road shows and other meetings with company representatives, third-party research materials, annual reports, prospectuses, filings with the local regulatory authorities, and company press releases.

The Adviser's research team performs a series of threshold financial screens to identify enterprises that are currently valued below their potential based on historical financial performance, business models and industry trends. From among this set of opportunities, the Adviser looks to select those with the greatest likelihood of achieving attractive risk-adjusted expected returns through the continuation of best in class business practices in addition to addressing deficiencies with respect to corporate governance, environmental and social sustainability practices and transparency, strategy, capital structure, management and performance.

Investment Strategies

The Adviser strives to create value for companies, communities and shareholders by investing in Emerging Markets companies and actively working to improve environmental, social and governance ("ESG") and business practices

The Adviser seeks to actively engage with each of the companies in which the Funds invest in an effort to help improve market-facing and ESG practices in an effort to unlock unrealized value. The Adviser's strategy is built on three pillars: (i) value creation through bottom-up fundamental analysis; (ii) emerging markets expertise informing macro and country risk analysis; and (iii) engagement and "active ownership" to create value, particularly on environmental, social and governance issues and practices.

While an investment may be sold at any time, the Adviser generally anticipates holding investments for at least twelve months.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Investments in the strategies managed by the Adviser entail significant risks and are suitable only for sophisticated individuals and institutions for whom such investments do not represent a complete investment program and who fully understand and are capable of bearing the risks of such investments. Prospective investors and clients should carefully consider the following risk factors and refer to the applicable Fund's offering documents, which set forth a more detailed discussion of the risks involved in investing in such Fund. Risks include, but are not limited to, the following:

General Risks

No Assurance of Investment Return

An investment in the Funds requires a long-term commitment with no certainty of return. The Funds' task of identifying and evaluating investment opportunities, managing such investments and realizing a significant return for investors is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize returns on such investments successfully. There is no assurance that the Funds will be able to generate returns for their investors or that the returns will be commensurate with the risks of the Funds' investment strategy of investing in emerging markets. An investment in the Funds should only be considered by persons who can afford a loss of their entire investment. Any past performance of persons or investment entities associated with the Adviser and its affiliates is not necessarily indicative of the Funds' future results and should not be construed as an indication of future results of an investment in the Funds. The equity investments that the Funds make and the investment strategy that the Funds pursue are different in significant respects from the investments previously made by certain members of the Adviser and the investment strategies they have previously pursued. There can be no assurance that projected or targeted returns for the Funds will be achieved.

Limited Liquidity

An investment in a Fund provides limited liquidity. Fund interests are not freely transferable and investments in the Funds are subject to a lock-up period. Withdrawals or redemptions generally require at least 90 days' prior written notice and may be suspended, in whole or in part, when there exists a state of affairs where disposal of a Fund's assets, or the determination of the net asset value of the Fund, would not be reasonably practicable, would be seriously prejudicial to the non-withdrawing or non-redeeming investors or

would otherwise not be in the best interests of the Fund as a whole. In addition, a Fund or, if applicable, its general partner, may suspend payment of withdrawal or redemption proceeds in certain circumstances, including if the Fund or its general partner, as applicable, deems it necessary to do so to comply with anti-money laundering laws and regulations applicable to the Fund, its general partner, the Adviser or any of the Fund's service providers. An investment in the Fund is suitable only for sophisticated investors who do not need liquidity with respect to their investment.

Special Liquidity Rights

The Funds have negotiated special liquidity terms with certain investors and may do so again in the future. Specifically, the Adviser has agreed to reduced fees for certain investors in exchange for more limited liquidity under lockup provisions. The Adviser does not anticipate granting any investor liquidity terms that would be preferential to those provided under the relevant Fund documents.

Distributions

There can be no assurance that the operations of the Funds will be profitable, that the Funds will be able to avoid losses or that cash from its investments will be available for distribution to their investors. The Funds will have no source of funds from which to pay distributions to the investors other than income and gain received on their investments and return of capital.

Private Offering Exemption

The Funds offer interests without registration under any securities laws in reliance on an exemption for "transactions by a fund not involving any public offering." While the Adviser believes reliance on such exemption is justified, there can be no assurance that factors such as the manner in which offers and sales are made, concurrent offerings by other companies, the scope of disclosure provided, failures to make notices, filings, or changes in applicable laws, regulations or interpretations will not cause a Fund to fail to qualify for such exemptions under U.S. federal or one or more states' securities laws. Failure to so qualify could result in the rescission of sales of interests in a Fund at prices higher than the current value of those interests, potentially materially and adversely affecting the Fund's performance and business. Further, even non-meritorious claims that offers and sales of interests in the Funds were not made in compliance with applicable securities laws could materially and adversely affect the Fund's business.

Absence of Regulatory Oversight

The Adviser is not registered as a broker-dealer under the Exchange Act, or with the Financial Industry National Regulatory Authority, Inc. (“FINRA”), and consequently the Adviser is not subject to the record-keeping and specific business practice provisions of the Exchange Act and the rules of the FINRA. The Funds are not registered under the Investment Company Act of 1940 (the “Investment Company Act”). The Investment Company Act provides certain protections to investors and imposes certain restrictions on registered investment companies (including limitations on the ability of registered investment companies to incur debt), none of which will be applicable to the Funds. The Commodity Exchange Act also provides certain protection to investors by imposing certain disclosure, reporting and record-keeping obligations on commodity pool operators (each, a “CPO”); however, the Adviser and the general partners of the Funds have filed claims for exemption from registration as a CPO with the United States Commodity Futures Trading Commission (the “CFTC”) in connection with each of the Funds. Unlike a registered CPO, the general partners of the Funds are not required to deliver a disclosure document and a certified annual report to the investors in the Funds. The Adviser and the general partners of the Funds are also exempt from registration with the CFTC as a commodity trading advisor.

Disclosure of Confidential Fund and Investor Information

The investors in the Funds may include entities that are subject to state public records or similar laws that may compel public disclosure of confidential information regarding the Funds, their investments and their investors. There can be no assurance that such information will not be disclosed either publicly, to regulators or otherwise. Moreover, in order to comply with regulations and policies to which the Funds, the general partners to the Funds, the Adviser, or service providers (including financial institutions) are or may become subject, or to satisfy regulatory or other requirements in connection with transactions, the Funds, the general partner to the Funds, or the Adviser may be required to disclose information about the investors, including their identities.

Investors Do Not Participate in Management of the Funds

The investors in a Fund have no right or power to take part in the management or control of the business of the Fund. Each of the Funds is managed solely by its general partner and the Adviser. Investors must rely solely on the judgment of the general partner and the Adviser in selecting investments and should not invest in a Fund unless willing to entrust all aspects of the portfolio management of the Fund to its general partner and the Adviser. In addition, investors will not have an opportunity to evaluate the specific investments

made by a Fund or the terms of investment of such Fund.

Risks of the Funds' Investment Strategy

The success of the Funds' investing approach requires, among other things: (i) that the Adviser properly identify companies whose equity prices can be improved through improvements in corporate governance; (ii) that identified companies, the companies' management and others with significant influence in the companies satisfy the Adviser's integrity standards; (iii) that target companies are attentive to relevant environmental and social risks, comply with local and international standards in relation to environmental and social factors that affect their business and adhere to best practices in their respective industries in addressing environmental and social risks; (iv) a positive response by majority shareholders and management to the Adviser's relational investing approach and engagement on corporate governance issues; (v) constructive cooperation among majority shareholders, other shareholders, management and others to successfully implement the corporate governance improvements sought by the Funds; and (vi) a positive response by the markets to any actions taken by portfolio companies to improve their corporate governance in response to the Adviser's engagement. None of the foregoing elements can be guaranteed to succeed. Majority shareholders, other shareholders, management and various other stakeholders occasionally take steps to resist governance improvements, which may have the effect of eroding, rather than enhancing, shareholder value.

Long-Term Investment and Illiquid Securities

Capital and profits, if any, from investments by the Funds generally will only be realized upon the partial or complete disposition of that investment. While an investment can be sold at any time, the Funds often hold investments for at least twelve months. In addition, in some cases the Funds have been, and may in the future, be prohibited by contract from selling certain securities for a period of time. Organized securities markets in many emerging markets are still in an early stage of development, and there can be no assurance that secondary markets will develop to the point that they provide the appropriate level of liquidity for the Funds' investments. Reduced secondary market liquidity may impede the Funds', the general partners' or the Adviser's ability to value the Funds' investments or to dispose of them at desirable prices.

Concentration of Interests; Withdrawal or Redemption by Significant Investor

Interests in the Funds are held by a relatively small number of investors. As a result, it could be possible for a significant investor or a small group of investors to heavily influence or control any vote of investors. In addition, if one or more significant investors withdraws

or redeems their investment in the Funds, the Funds' liquidity is likely to be adversely affected, and the Funds may not be able to replace the withdrawn or redeemed capital, which would likely affect the Funds' and the Adviser's ability to make investments that are consistent with the Funds' investment strategy or criteria. In order to provide sufficient funds to pay withdrawals, the Funds might be required to liquidate positions at an inappropriate time or on unfavorable terms, and the liquidation of a portion of a position may have an adverse effect on the market price of the remaining position. If a substantial number of positions need to be liquidated to facilitate payment of any such withdrawals, the remaining portfolio may consist of a disproportionate amount of illiquid securities and assets, and there can be no assurance that the Funds will be able to dispose of such investments on favorable terms. Substantial withdrawals may impair the ability of the Funds to pursue their investment strategies due to the reduced amounts of assets under management. Withdrawals may impair the Funds' ability to exert influence over portfolio companies or effectively exercise shareholder rights, or the Adviser's or general partner's ability to retain key investment personnel. In certain circumstances, the withdrawal or redemption by one or more large investors in the Funds could trigger withdrawal rights for other investors in the Funds, which may depress the value of the Funds' investments and have other adverse effects on investors that wish to remain invested in the Funds.

Additional Withdrawal Rights by Certain Investors

Certain investors in the Funds will have special withdrawal rights that will not be available to other investors in the event that a single key principal of the firm ceases, for any reason, to be involved on a full-time basis in the management of the Adviser or its affiliates. If significant withdrawals occur in connection with such a principal departure, investors who do not have these rights may be materially adversely impacted and will not necessarily have the same ability to mitigate those risks by withdrawing from the Fund.

Minority and Non-Controlling Investments

The Funds intend to invest in minority, non-controlling positions of portfolio companies. As a result, the Funds typically will have a limited ability to exert significant influence over its portfolio companies. In such cases, the Funds will be significantly reliant on the existing management and board of directors of such companies, which, from time to time, includes representation of other investors with whom the Funds are not affiliated and whose interests may conflict with the interests of the Funds. Because the Funds generally will hold non-controlling interests in portfolio companies, the Funds will have a limited ability to create additional value in portfolio companies by effecting changes in the strategy and operations of these companies or to adequately protect its positions in such portfolio companies.

Availability of Suitable Investments

There can be no assurance that investments will be available for the Funds' investment activities or that available investments will meet the Funds' investment criteria. Changes in various factors (including, among others, general economic conditions, general political conditions, securities markets conditions, tax burdens or domestic or foreign instability) may also adversely affect the availability of suitable and attractive investment opportunities. Accordingly, no assurance can be given that the Funds will be able to locate suitable investment opportunities in which to deploy the Funds' capital. The activity of identifying, completing and successfully disposing of attractive strategic minority investments is competitive and involves a high degree of uncertainty. Furthermore, the Adviser cannot provide assurance that it will be able to choose, make and realize investments in any particular company or portfolio of companies. Purchasers of interests or shares will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made by the Funds and, accordingly, will be dependent upon the judgment and ability of the Funds and the Adviser to identify suitable investments. The Funds may make investments that the Funds' general partners or board of directors ultimately determine would not benefit from the application of the investing approach, and thus there can be no assurance that the Adviser will implement the Funds' intended investment strategy with respect to any portfolio investment.

Headline, Reputational and Publicity Risk

The Funds expect to take significant minority positions in a select number of publicly-traded companies. The Funds and the Adviser are not always successful in effecting corporate governance changes in such companies. As a result, the Funds may become associated publicly, in newspaper headlines or elsewhere, with companies that continue to have poor corporate governance or that permit related-party transactions or other conflict of interest transactions that may be the subject of negative publicity. Because of a significant holding in such a company, the Funds or the Adviser may also become the subject of negative publicity. Any such negative publicity could adversely affect the Funds' ability to secure additional investment opportunities, work effectively with new or existing portfolio companies or attract new investors.

Restrictions on Transfer and Withdrawal

Interests in the Funds are subject to restrictions on transferability and resale and may not be transferred or resold without either registration under the U.S. Securities Act of 1933

(the “Securities Act”), any applicable state securities laws and any non-U.S. securities law, or if an exemption from such registration is available. Interests in a Fund generally may not be sold, assigned, participated, pledged or otherwise transferred without the prior written consent of the general partner of the Fund (which may be withheld in its sole discretion) and compliance with other terms and conditions. Investors in the Funds should be aware that they will be required to bear the financial risks of their investment for an indefinite period of time.

Dependence on General Partners, Adviser, Key Principals and other Personnel

The success of the Funds will be highly dependent on the expertise of the general partners of the Funds, the Adviser, its key principals and other personnel. Subjective decisions made by such parties on behalf of the Funds may cause the Funds to incur losses or to miss profit opportunities on which it may otherwise have capitalized. Moreover, the loss of one or more key principals or other personnel of a general partner or the Adviser could have a material adverse effect on the performance of the Funds. In addition, some of these persons will devote business time to other funds managed by the Adviser or business activities of affiliates of the Adviser.

Unspecified Investments; Reliance on the General Partners and the Adviser; Modification of Investment Approach

An investor in the Funds must rely upon the ability of the general partners of the Funds and the Adviser to identify investments consistent with the Funds’ investment objectives and policies. The general partners and the Adviser will have exclusive responsibility for the Funds’ activities, and, other than as set forth in the Funds’ offering documents or governing agreements, investors will not be able to make investment or any other decisions with respect to the management of the Funds. Investors will be relying on the ability of the Adviser to select the investments to be made using the capital available to the Funds. While the Adviser intends generally to apply the investment strategy and investment process described herein to the Funds’ portfolio investments, the Funds may pursue a wide variety of public equity investment strategies and may modify or depart from their investment process, approach, techniques and procedures as they determine appropriate to accomplish the Funds’ investment objectives. In addition, the Funds may deviate from the primary strategy described herein in limited situations where the Adviser believes such deviation is necessary to preserve existing or remaining value in the Funds’ portfolio.

Mandatory Withdrawals

Except as set forth in the organizational documents of a Fund, the general partner or board

of directors of a Fund has the ability to cause the redemption or withdrawal of all or any part of the shares or interests of any investor from the Fund at any time. In such cases the investor could receive substantially less than the amount of its capital contribution.

Distributions In Kind

A Fund may, in the discretion of the Fund's general partner or board of directors, distribute to investors securities and other Fund assets in kind from the investments attributable to the investors' interests or shares. These securities and assets may be illiquid, and there can be no assurance that investors will be able to dispose of such investments or that the value of such investments, as determined by the Funds for the purpose of the calculations of distributions, ultimately will be realized. Certain investors' ability to receive distributions in kind may be limited or prohibited by the Employee Retirement Income Security Act of 1974.

Hedging Policies/Risks

The Funds, directly or indirectly, in some circumstances employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, currency exchange and other factors (including risks associated with the use of derivative instruments). While such transactions may reduce certain risks, such transactions themselves entail certain other risks. Thus, while the Funds may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices, currency exchange rates and other factors may result in a poorer overall performance for the Funds than if they had not entered into such hedging transactions.

Securities Lending

The Funds are permitted to loan certain of their equity interests in portfolio companies to third party borrowers in an effort to achieve incremental returns on the Funds' investments. As a result, the Funds would be subject to counterparty risks in connection with such lending, including that a borrower (due to insolvency or some other event) may default on its obligations to return an underlying equity interest or otherwise fail to pay amounts owed to the Funds. Although borrowers would typically be required to post collateral securing their obligations to the Funds, such collateral may prove inadequate to cover any losses arising from a borrower default. There can be no assurance that the Funds will not sustain losses in connection with securities lending activities.

Risks Associated with the Use of an Index

The incentive allocation paid to an affiliate of the Adviser with respect to the Funds is

dependent on the Funds' performance surpassing the performance of the MSCI EM Gross Index (the "MSCI Index"). Consequently, the Funds have an incentive to take on different or greater risk in order to surpass the MSCI Index and ensure payment of the incentive allocation. In addition, there is no guarantee the composition of a Fund will be correlated to the MSCI Index, or that the MSCI Index will be sufficiently correlated to the returns of the Funds' investments to provide a proper form of comparison, which could lead to payment of a disproportionately larger incentive allocation at times.

Risks Arising from Provision of Managerial Assistance

From time to time, when the Funds obtain the right to do so, the Funds will designate one or more persons to serve on the board of directors of a portfolio company. The designation of directors and other measures of attempting to exert influence over a portfolio company could expose the assets of the Funds to claims by a portfolio company, its security holders and its creditors. The designation of directors also is likely to subject the Funds to restrictions on buying and selling securities of a portfolio company or other restrictions from time to time.

Misconduct of Employees and of Third Party Service Providers

Misconduct by employees of the Funds, the Adviser or third-party service providers could cause significant losses to the Funds, and may trigger redemption or withdrawal rights for investors in the Funds. Employee misconduct may include binding the Funds to transactions that exceed authorized limits or present unacceptable risks and unauthorized trading activities or concealing unsuccessful trading activities (which, in either case, may result in unknown and unmanaged risks or losses). Losses could also result from actions by third party service providers, including, without limitation, failing to recognize trades and misappropriating assets. In addition, employees and third-party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the Funds' business prospects or future marketing activities.

Fund Borrowings and Portfolio Company Leverage

The Funds may incur short-term liabilities for cash management purposes from time to time. The Funds also incur expenses and other costs in connection with such borrowing. In addition, certain of the Funds' portfolio companies have capital structures with significant leverage. Consequently, the leveraged capital structure of such portfolio companies will increase their exposure to adverse factors such as rising interest rates, downturns in the economy or deterioration in the business of a portfolio company or its

industry, and may impair such companies' ability to meet their debt obligations.

Diversification; Concentration

The Funds' portfolios could become significantly concentrated in any one issuer, industry, sector, country or geographic region, and such concentration of risk may increase any losses suffered by the Funds. This limited diversity could expose the Funds to losses disproportionate to general market movements if there are disproportionately greater adverse price movements in such industry, sector, country or geographic region.

Size and Complexity of Portfolio Companies

The Funds generally have a bias toward small and middle capitalization companies. As a result of the size and complexity of such companies, the Adviser may have greater difficulty implementing its investment strategy with respect to these types of investments than would be the case with other investments. Any difficulty in implementing this strategy may negatively impact the ability of the Adviser to effectively select, monitor and exit investments. In the future, the Adviser may provide investment advisory services to Funds or other Clients that follow different strategies and/or that are subject to different risks related to the size and complexity of their portfolio companies.

Investment in Underperforming Securities

One of the primary objectives of the Funds is to invest in the securities of underperforming companies. The identification of investment opportunities in the securities of underperforming companies is a difficult task, and there can be no assurance that such investment opportunities will be successfully recognized or acquired. While investments in the securities of underperforming companies offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Funds' investments may not adequately compensate investors for the business and financial risks assumed. A prospective investor should be aware that it may lose all or part of its investment in the Funds because the Funds may be forced to sell, at a substantial loss, the securities of underperforming companies that have not achieved projected value. In addition, the Funds are sometimes required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Funds' assets are committed to the securities purchased, thus preventing the Funds from investing in other opportunities.

Risk Arbitrage

Some portfolio companies in which the Funds invest are the subject of mergers, takeovers, bankruptcies, reorganizations, spin-offs, or other special transactions from time to time. Substantial transaction failure risks are involved in these situations. Certain transactions are dependent on one or more factors to become effective, such as market conditions, shareholder approval, regulatory and other factors. No assurance can be given that the investments in such portfolio companies or proposed transactions will result in profitable investments for the Funds or that the Funds will not incur substantial losses as a result of such investments.

Special Purpose Acquisition Companies

The general partner of a Fund or its affiliates (including the Funds) has sponsored, and may again in the future sponsor, one or more special purpose acquisition companies (“SPACs”) that focus on entering into business combination transactions with emerging markets companies. Such sponsorship has included, and may in the future include, an investment by the Funds in the “risk capital” common to the SPAC structure. Any interests acquired in the offering of a SPAC (including the risk capital) will be illiquid and subject to significant restrictions on transfer. As a result, holders of interests in a SPAC may be unable to liquidate their investment promptly in the event of an emergency or for any other reason.

Any SPAC sponsored by the general partner of a Fund or its affiliates may encounter significant competition from other entities having a similar business objective, including private investors, other “blank check” companies and other entities competing for the types of businesses that the SPAC intends to acquire. The SPAC’s ability to compete with respect to the acquisition of certain target businesses that are sizable will be limited by its available financial resources. This inherent competitive limitation may give others an advantage in pursuing the acquisition of certain target businesses. Any of these obligations may place the SPAC at a competitive disadvantage in successfully negotiating a business combination.

In the event that a SPAC sponsored by the general partner of a Fund or its affiliates does not complete a business combination on or prior to the date it is required to liquidate in accordance with the terms of the SPAC’s charter, all amounts in the SPAC’s trust account will be distributed to the SPAC’s public shareholders, and the securities of the SPAC’s sponsor will expire worthless. Therefore, if the SPAC does not timely complete a business combination, a Fund’s investment in the “risk capital” of a SPAC will not be returned and the Fund will lose 100% of such investment in the SPAC’s interests.

In pursuing the SPAC's acquisition strategy, a SPAC sponsored by the general partner of a Fund or its affiliates may seek to complete its initial business combination with a privately held company. Very little public information generally exists about private companies, and the SPAC could be required to make a decision on whether to pursue a potential initial business combination on the basis of limited information, which may result in a business combination with a company that is not as profitable as suspected, if at all.

A Fund may participate in a SPAC's post-IPO offerings through a PIPE (private investment in public equities) transaction. In a typical PIPE transaction, a Fund will acquire, directly from an issuer in a private placement under the federal securities laws of the United States, common stock or a security convertible into common stock. The issuer's common stock is usually publicly traded on a U.S. securities exchange or in the over-the-counter market, but the securities acquired by such Fund will be subject to restrictions on resale imposed by U.S. federal securities laws absent an effective registration statement. There are numerous risks associated with PIPE transactions, including the risk that certain indemnifications that may typically be available under contract may be deemed unenforceable by the SEC. While the price paid by a Fund to invest in a PIPE is often at a discount to the public trading price at the time of purchase, by the time the Fund is able to dispose of its shares in a public sale, the market price for the issuer's securities may be below the price paid by such Fund. Further, the trading activity of other holders with similar registration rights may cause the market price of the issuer's common stock to decline substantially before the applicable Fund is able to dispose of any or all its investment.

Trading Errors

In carrying out activities on behalf of the Funds, the Adviser may make errors in executing specific trading instructions. Examples of trading errors include: (i) buying or selling an investment instrument at a price or quantity that is inconsistent with the specific trading instructions generated by a particular strategy; or (ii) buying rather than selling a particular investment instrument (and vice versa). The Adviser will take steps to remediate all trading errors in accordance with its obligations under the applicable Funds' organizational documents and applicable law, but there can be no assurance that the applicable Funds will not suffer a loss as the result of a trading error.

Risks Relating to Investments in Emerging Markets

Global Economic Conditions

Various sectors of the global financial markets may experience extended periods of adverse

conditions, including as a result of the COVID-19 pandemic or the current conflict in Ukraine. These conditions often result in reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency. These difficult global market conditions may adversely affect the market values of equity and other financial assets. These or similar types of adverse conditions could have a material effect on general economic conditions, consumer and business confidence and market liquidity and thus adversely affect the Funds.

In addition, the prices of many of the securities and other investment instruments in which the Funds invest are highly volatile and market movements are difficult to predict. Investment analyses and decisions may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available at the time of making an investment decision may be limited, incomplete or erroneous, and therefore no assurance can be given that all circumstances that may adversely affect an investment will be known. Depending upon the investment strategies employed and market conditions, the Funds may be adversely affected by unforeseen events involving such matters as political crises, military actions, terrorist attacks, natural disasters, changes in currency exchange rates or interest rates, regulatory intervention or general market conditions creating illiquidity or pricing anomalies or value impairment.

Emerging Market Investments

The Funds' portfolios are invested in securities of companies domiciled in or having substantial business activities in emerging markets. Investments in emerging markets pose currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which include, depending on the country involved, expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information is often available regarding emerging markets issuers, and emerging market companies are sometimes not subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of United States companies. Further, emerging market securities markets may not be as liquid as developed markets securities. Transaction costs of investing in emerging markets are generally higher than in established markets. Higher costs result because of the cost of converting a non-U.S. currency to dollars, the payment of fixed brokerage commissions on some emerging market exchanges and the imposition of transfer taxes or transaction charges by emerging markets exchanges. There is generally less government supervision and regulation of exchanges, brokers and issuers than there are in more developed markets. The Funds will likely have greater difficulty taking legal action in emerging market courts with respect to the Funds'

investments. Emerging markets often have different clearance and settlement procedures, which in some markets have at times failed to keep pace with the volume of transactions. This can result in substantial delays and settlement failures that could adversely affect the Funds' performance.

Public Health Crisis

A public health crisis, pandemic, epidemic or outbreak of a contagious disease, such as the recent outbreak of the novel coronavirus (or COVID-19), could have an adverse impact on global, national and local economies, which in turn could negatively impact the Funds' operations and performance. The extent of those negative consequences will depend to a large extent on the duration and depth of the economic downturn relating to the current pandemic and the strength and sustainability of any economic recovery that may follow. The general partners of the Funds cannot predict the extent and duration of the COVID-19 pandemic or the severity and duration of its economic impact. Potential consequences of the current unprecedented measures taken in response to the spread of COVID-19 and the resulting market disruptions include possible significant declines in the value of the investments by the Funds and unanticipated costs and operating expenses related to compliance with new regulations.

In addition, the imposition of travel restrictions and "work from home" protocols may negatively impact the ability of (a) the Adviser's employees to travel in connection with potential or existing investments or to the Adviser's office, which could negatively impact their ability to effectively identify, monitor, operate and dispose of the Funds' investments and to accurately or reliably value the Funds' portfolio, (b) appraisers, auditors and other third-party service providers to perform valuation, auditing or other services on behalf of the Funds, which could negatively impact the ability of the Funds to value investments and result in delays in reporting to the Funds' investors, and (c) the investors to visit the Funds' office.

Finally, the COVID-19 pandemic has contributed to, and may continue to contribute to, extreme volatility in financial markets. Such volatility, among other things, could adversely affect the Funds' ability to raise capital or significantly reduce market liquidity for the Funds' portfolio companies, which could have a material and adverse impact on the Funds' performance. The extent and duration of impact of the COVID-19 outbreak (or any future pandemic, epidemic or outbreak of a contagious disease) is uncertain and subject to various conditions and factors that cannot be accurately predicted at this time, which presents material uncertainty and risk with respect to the Funds' performance.

Due to economic uncertainty caused by the COVID-19 pandemic, the United States

government enacted the Coronavirus, Aid, Relief, and Economic Security Act (“CARES Act”), including the Paycheck Protection Plan (“PPP”) to be administered by the U.S. Small Business Administration. The Adviser was an eligible borrower under the PPP and, on May 4, 2020, received a PPP loan under the CARES Act.

Political Risks

The political systems of many countries in the emerging markets have been undergoing a variety of transitions. The developing political systems of emerging markets countries are susceptible to civil and ethnic unrest and wars, popular dissatisfaction with privatization efforts, abrupt changes in political and economic power, and changes in government institutions and policies, any of which could adversely affect private investors. The process of political development is ongoing, and investors should bear in mind that the final outcome is unpredictable.

Actions in the future of one or more of the governments of the countries in the emerging markets could have a significant effect on the economy of such country, which could in turn adversely affect private sector companies, market conditions, and prices and yields of securities in the Funds’ portfolios. Political and economic instability in emerging markets could adversely affect the Funds’ investments. Economic or diplomatic sanctions may be in place, or may be imposed in or with respect to, certain countries in which the Funds invest or in which portfolio companies do business, which is likely to limit the liquidity of the affected investments or negatively impact the value of the Funds’ investments. The Funds may be subject to the risk of possibility of expropriation or confiscatory taxation with respect to investments in certain countries. Restrictions imposed or actions taken by foreign governments could include exchange controls, seizure or nationalization of foreign deposits or securities accounts and adoption of other governmental restrictions that could adversely affect the prices of securities held by the Funds or the ability to repatriate profits on investments or even the capital invested, which could adversely impact the Funds. An investment in the Funds is speculative and involves the potential loss by an investor of the entire amount invested in the Funds. Despite the risks involved, the Funds do not intend to obtain political risk insurance.

Economic Risks

The economies of the countries in certain emerging markets are experiencing a transition from central planning to market systems. The extent of the success of economic reform is difficult to evaluate. Information relating to these economies is often incomplete, contradictory, or absent. Abrupt changes of policy with regard to taxation, the governments’ fiscal and monetary policies, currency repatriation, and other economic

regulations are also possible, including expropriation, nationalization, confiscation of assets, or changes in legislation regarding the permissible share of foreign ownership of local enterprises. Such changes could have an adverse effect on the Funds' investments.

Many businesses in emerging markets have only a very recent history of operating within a market-oriented economy. Relative to companies operating in more highly developed economies, companies in emerging markets are characterized by a lack of (i) experienced management, (ii) modern technology, and (iii) a sufficient capital base with which to develop and expand their operations as the countries in emerging markets attempt to move toward more market-oriented economies.

Legal / Regulatory Risk; Securities Market Regulation

Countries in the emerging markets often lack a fully developed legal system and the body of commercial law and practice normally found in countries with more sophisticated market economies. Local laws affecting foreign investment and business continue to evolve, with respect to substance as well as interpretation - at times in an uncertain and even arbitrary manner which may not coincide with accepted practices in developed countries. Laws and regulations, in particular those concerning foreign investment and taxation, have changed quickly and unpredictably in the past and may do so in the future. Inconsistencies and discrepancies among the vast number of local, regional, and national laws; the lack of judicial or legislative guidance on unclear or conflicting laws; and broad discretion on the part of government authorities implementing the laws all produce additional legal uncertainties. There can be no assurance that the Funds will be able to operate in a stable regulatory environment. The burden of complying with conflicting and capricious laws may have a material adverse impact on the operations of the Funds.

Even where substantial revisions have been made to commercial laws in emerging market countries, the judicial and administrative procedures have not always been efficient. Courts in emerging markets lack experience in commercial dispute resolution, and many of the procedural remedies for enforcement and protection of legal rights typically found in more developed jurisdictions are not available in such countries. The extent to which local parties and entities, including local governmental agencies, will recognize the contractual and other rights of the parties with which they deal is uncertain. The Funds may therefore be unable to protect and enforce its rights against local governmental and private entities. The Funds may also encounter difficulties enforcing judgments of foreign courts in emerging markets, or courts of emerging markets in foreign jurisdictions. Further situations may arise in which legal actions are pursued in multiple jurisdictions.

Due to differing regulations, public disclosure and reporting requirements, accounting,

auditing and financial reporting standards, government supervision and regulation of securities exchanges, brokers, and issuers can be less rigorous, and less information about an issuer is sometimes available, than in developed markets. As a result, market prices for securities may be subject to manipulation to a greater extent than in developed markets.

The securities markets in certain emerging markets in which the Funds invest are in the early stages of development and government supervision and regulation of the securities markets may be significantly less robust than in developed markets. As a result, the risks of fraudulent market practices are higher than those in more highly regulated markets. In addition, regulatory controls and corporate governance of companies in emerging markets confer little protection on minority shareholders. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty to shareholders by officers and directors is also limited when compared to such concepts in developed markets. In certain instances management may take significant actions without the consent of shareholders and anti-dilution protection also may be limited. No assurance can be given that regulations addressing such risks will be adopted or, if adopted, will be effectively implemented or enforced.

Litigation Risks

The Funds have in the past and may in the future be involved in disputes or litigation with portfolio companies in which the Funds invest, investors or potential investors in such companies, management of such companies, service providers to the Funds, investors in the Funds, regulators or other parties. The outcome of such disputes or litigation relating to the Funds is impossible to anticipate, and such proceedings may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the Adviser's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation. The legal expenses, settlements costs, penalties and damages relating to such disputes and litigation may be substantial and may adversely impact the Funds' financial condition or operations, regardless of whether the Funds obtain a successful outcome. Disputes and litigation may also result in reputational harm to the Funds, the general partners of the Funds, the Adviser and related persons, even if an underlying claim against a Fund is without merit.

Market Risks; Illiquidity; Volatility

The securities markets in emerging market countries are generally characterized by a small number of issuers, heavy concentration of trading in a few equity securities of domestic issuers and/or in a few debt securities issued by the respective ministry of finance or other governmental agencies of such emerging market country. Trading is limited to the over-

the-counter market in the cases of certain securities and is susceptible to being influenced by large investors trading significant blocks of securities.

Emerging markets are more likely than developed markets to experience periods of extreme volatility. Such volatility could result in substantial losses for the Funds.

Costs of Emerging Markets Investments

Trading and trading-related costs, such as bid-offer spreads, commissions and price sensitivity to trading volume, in emerging markets are generally higher as compared to such costs in developed markets.

Investment Controls

Restrictions or controls at times limit or preclude foreign investment in certain emerging markets and increase the costs and expenses of the Funds. Certain emerging markets require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by those domiciled in such countries and/or impose additional taxes on foreign investors. Certain emerging markets restrict investment opportunities in issuers in industries deemed important to national interests. Investments in certain emerging markets require governmental approval for the repatriation of investment income, capital or the proceeds of sales of securities by foreign investors. In addition, if a deterioration occurs in an emerging market country's balance of payments, the country could impose temporary restrictions on foreign capital remittances. Portfolio companies could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital, as well as by the application to portfolio companies of any restrictions on investments. Investing in emerging markets may require portfolio companies to adopt special procedures, seek local government approvals or take other actions, each of which may involve additional costs.

Necessity for Counterparty Trading Relationships

The Funds have established relationships to obtain brokerage services that permit the Funds to trade in any variety of markets or asset classes over time; however, there can be no assurance that the Funds will be able to maintain such relationships or establish new relationships. An inability to establish or maintain such relationships could limit the Funds' trading activities, could create losses, preclude the Funds from engaging in certain transactions and prime brokerage services and could prevent the Funds from trading at

optimal rates and terms. Moreover, a disruption in the brokerage or prime brokerage services provided by any such relationships before the Funds establish additional relationships could have a significant impact on the Funds' business due to the Funds' reliance on such counterparties.

Emerging Markets Counterparty and Intermediary Risks

Custodial, settlement and clearing services in many emerging markets are not as highly developed as those that exist in more developed markets, and the banking institutions that fulfill custodial roles are not subject to as high a degree of supervision, or supervision by as highly trained personnel, as are their counterparts in the United States and Western European countries. Delays in transfers by banks may result in liquidity crises and other problems arising as a result of the under-capitalization of the banking sector as a whole. A general banking crisis in any of the emerging markets in which the Funds invests could have a material adverse effect on the Fund.

In addition, fewer institutions enter into transactions in the emerging markets than in developed international financial markets. Many of those institutions are themselves located in the emerging markets and/or may be below investment grade. The Funds enter into transactions to purchase and/or sell emerging market investments with many such institutions. In addition, the period between the commitment to a transaction and the settlement of a transaction in emerging markets can be longer than the period for the settlement of a transaction in other types of investments, and trade execution is often substantially more complex. Therefore, the Funds' exposure to loss in the event of default by its counterparty or counterparties in such transactions may be highly concentrated and significant.

Certain of the Funds' transactions are undertaken through local brokers, banks, or other organizations, and the Funds will be subject to the risk of the default, insolvency, or fraud of such organizations. There can be no assurance that any money advanced to such organizations will be repaid or that the Funds would have any recourse in the event of default. The collection, transfer, and deposit of bearer securities or cash expose the Funds to a variety of risks including theft and loss.

Crime and Corruption

Organized crime and corruption at official levels, including extortion and fraud, remain common in emerging markets. Property and employees of the Funds may be targeted as potential victims of theft, violence, or extortion. Threats or incidents of crime may cause or force the Funds to cease or alter certain activities or liquidate certain investments, which

may cause losses or otherwise have a material adverse effect on the Funds.

OFAC and FCPA Considerations

Economic sanction laws in the United States and other jurisdictions may prohibit the Adviser, its professionals and the Funds from transacting with or in certain countries and with certain individuals and companies. In the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs. The lists of OFAC prohibited countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list may be amended from time to time, can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. These types of sanctions may significantly restrict the Funds' investment activities in certain emerging market countries.

The Adviser, its professionals and the Funds are committed to complying with the U.S. Foreign Corrupt Practices Act (the "FCPA") and other anti-corruption laws, anti-bribery laws and regulations, as well as anti-boycott regulations, to which they are subject. As a result, the Funds may be adversely affected because of their unwillingness to participate in transactions that violate such laws or regulations. Such laws and regulations may make it difficult in certain circumstances for the Funds to act successfully on investment opportunities and for investments to obtain or retain business.

In recent years, the U.S. Department of Justice and the SEC have devoted greater resources to enforcement of the FCPA. In addition, the United Kingdom has significantly expanded the reach of its own anti-bribery laws. While the Adviser has developed and implemented policies and procedures designed to ensure strict compliance by the Adviser and its personnel with the FCPA, such policies and procedures may not be effective in all instances to prevent violations. In addition, in spite of the Adviser's policies and procedures, portfolio companies and affiliates of portfolio companies, particularly in cases where the Funds do not control such portfolio company, may engage in activities that could result in FCPA violations. Any determination that the Adviser, its professionals or the Funds have violated the FCPA or other applicable anti-corruption laws or anti-bribery laws could subject the Adviser, its professionals or the Funds to, among other things, civil and criminal

penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect the Adviser's business prospects and/or financial position, as well as the Funds' ability to achieve their investment objective and/or conduct their operations.

Environmental Risks

The Funds may face a significant environmental liability in connection with their investments in companies in emerging markets. The poor enforcement of environmental regulation in some emerging market countries has led to widespread pollution of air, ground, and water resources. The legislative framework for environmental liability has not been fully established or implemented. The extent of the responsibility, if any, for the costs of abating environmental hazards may be unclear when the Funds are considering an investment. The Funds may experience material losses due to these risks.

There can be no assurance that the countries in emerging markets will not impose additional regulations through enactment of new legislation, promulgation of new regulations, or interpretative enforcement actions which would require additional expenditures on environmental matters.

Restrictions on Trade

Compliance with trade restrictions, including but not limited to economic sanctions, quotas, tariffs, customs duties, and other assessments, may significantly increase the cost to portfolio companies of obtaining goods and ultimately reduce the amount that is realized upon the sale of investments. In addition, delays in obtaining licenses, approvals, and authorizations are common and may adversely affect the operations of portfolio companies.

Uncertain Registration, Settlement, Clearing and Custodial Systems

From time to time, certain securities markets have experienced operational clearance, settlement, and custody problems which have resulted in failed trades. To the extent such problems occur, the Funds could miss attractive investment opportunities in the event it was unable to consummate securities transactions. Moreover, in the event the Funds were sellers in a failed trade, the market price of the security, which was the subject of the failed trade, could decline after the time the trade was entered into and, if the Funds had entered into a contract with the purchaser of the security, the Funds could have a liability to that purchaser. Custodians for the Funds use sub-custodians with which the Funds lack privity of contract and against which the Funds have limited recourse, which may cause the Funds to experience losses or otherwise have a material adverse effect on the Funds.

In addition, delays and inefficiencies of the local postal, transport, and banking systems could result in missed rights and entitlements, the loss of funds (including dividends), and exposure to currency fluctuations.

Accounting Standards; Limited Availability of Information; Due Diligence

Accounting standards in emerging markets do not generally correspond to international accounting standards, and national accounting, auditing and financial reporting standards are not consistently employed. The financial information appearing on the financial statements of a company in an emerging market may not reflect its financial position or results of operations in the way they would be reflected if the financial statements had been prepared in accordance with generally accepted international accounting principles. Investors in emerging markets generally have less access to reliable and detailed information than investors in more economically sophisticated countries, including both general economic and commercial information, and information concerning the operations, financial results, capitalization, financial obligations, earnings, and securities of specific enterprises. Western-style business plans, financial projections, and market analyses are usually not available. In addition, the scope and nature of the Funds' due diligence activities in connection with portfolio investments will be more limited than due diligence reviews conducted in more developed economies because, among the other factors listed in this section, (i) certain information is unavailable or prohibitively costly to obtain and/or (ii) the information that is available is generally less reliable and less detailed than financial information that is typically available to investors in Western countries. The lower quality of information in emerging markets increases the likelihood of material losses on investments. While the Funds and the Adviser will endeavor to conduct appropriate due diligence in connection with each investment, no assurance can be given that they will obtain the information or assurances that an investor in a more sophisticated economy would obtain before proceeding with an investment.

Valuation Constraints

The Funds have invested in securities that are subject to legal or other restrictions on transfer or for which no liquid market exists, and may do so again in the future. The market prices, if any, for such securities tend to be volatile and the Funds may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities

that are not subject to restrictions on resale. Because the markets for such securities are still evolving, liquidity in these securities is limited and liquidity with respect to lower- rated and unrated subordinated classes may be even more limited. As a result, calculating the fair market value of the Funds' holdings is difficult and there can be no assurance that the Adviser's valuation will accurately reflect the value that will be realized by the Funds upon the eventual disposition of such investment. The Funds may also determine to distribute illiquid securities in kind to their investors. The Adviser may not necessarily aggregate illiquid investments in classes, and is likely to use valuation methodologies for such assets involving subjective determinations.

Weak Financial Systems; Banking System Risks

The banking systems of some emerging market countries are subject to three main risks: the insolvency of a bank due to concentrated debtor risk; a general lack of commercially profitable lines of business that are not dependent on inefficiencies in the local economies; and the effect of inefficiency and fraud on bank transfers. These risks, coupled with the fact some banks have not developed the infrastructure to channel domestic savings to companies in need of finance, can lead to portfolio companies having difficulty in obtaining working capital or otherwise have negative impact on the Funds' investments.

Foreign Currency and Exchange Rate Risks

To the extent that the Funds directly or indirectly hold assets in local currencies, the Funds will be exposed to risks of inflation, deflation, potential shortages in the supply of hard currency for exchange, and the unpredictability of government policies regarding monetary supply, any of which may have a material adverse effect on the value of the Funds' investments.

A significant proportion of the investments made by the Funds, and all income and gains they receive, will be denominated in foreign currencies. Changes in certain foreign currency exchange rates will affect the value of securities in the portfolio, and various emerging markets employ a managed exchange rate regime. Structural economic policies implemented by governments may at times enable currencies to recover, but there is no certainty that such economic policies will be implemented or that they will cause a particular currency to recover.

In addition, the Funds will incur costs in connection with conversions between various currencies. The Funds will conduct their foreign currency exchange transactions in anticipation of funding investment commitments or receiving proceeds upon dispositions, but ordinarily will not attempt to hedge currency risks over the long term.

Repatriation of investment income, capital, and the proceeds from sales of securities by foreign investors, such as the Funds, may require governmental registration and approval in various emerging markets. The Funds could be adversely affected by delays in or a refusal to grant required governmental registration or approval for any such proposed repatriation.

Restrictions on Repatriation of Capital and Profits

The governments of emerging market countries control, in varying degrees, the repatriation of investment income, capital and profits that result from foreign investment. Capital markets continue to be highly regulated, and often not transparent and will likely be subject to continuing government restrictions. There can be no assurance that the Funds will be permitted to repatriate capital or profits, if any, over the life of their activities. If governmental registration and approval is required, the Funds could be adversely affected by delays in or a refusal to grant required governmental registration or approval for any such proposed repatriation.

Other Risks

Tax Risks

The tax law and practice of the countries in emerging markets are not as clearly established as those of developed nations. It is possible, therefore, that the current interpretation of the law or understanding of practice may change or, indeed, that the law may be changed with retroactive effect, including with respect to taxation treaties (or their interpretation) to which countries in the emerging markets are party. Accordingly, it is possible that the Funds and their investors could become subject to taxation in jurisdictions in which portfolio companies are organized, operate, or invest, including taxation that is not anticipated either at the date of this brochure or when investments are made, valued, or disposed of. In addition, the local tax burden may be high and the discretion of local authorities to create new forms of taxation may result in a proliferation of taxes, in some cases imposed or interpreted retroactively.

IRS Challenge

The IRS may audit the Funds and challenge any of the positions taken in regard to their formation, investments or operations, and such audit may result in an audit of an investor's

own tax returns and possibly adjustments to the tax liability reflected thereon.

Certain Tax Considerations Relating to Investments in the Funds

An investment in the Funds involves complex U.S. federal, state and local income tax and non-U.S. tax considerations that will differ for each investor or prospective investor depending on such investor's or prospective investor's particular circumstances and will be affected by the investments made by the Funds. Changes or modifications in existing judicial decisions or in the current positions of the Internal Revenue Service (the "IRS") and the passage of new legislation (possibly with retroactive effect) could materially impact the tax treatment of an investment in the Funds.

Adjustments to the amount of tax due (including interest and penalties) may be payable by a Fund rather than its investors. As a result, the investors at the time the adjustments become final could indirectly bear income tax liabilities in excess of the amount of taxes they would have borne had the adjustments been payable by the investors, and a given investor may indirectly bear taxes attributable to income allocable to other investors or former investors, including taxes (as well as interest and penalties) with respect to periods prior to such investor's admission to the Fund. Amounts available for distribution to the investors may be reduced as a result of the Fund's obligations to pay more taxes, interest and penalties associated with an adjustment.

Certain investments may give rise to reduced rates of taxation in respect of the incentive allocation if held for more than three years. This could create an incentive for the Adviser and its affiliates to cause the Funds to hold such investments longer than they otherwise would and defer or delay dispositions of such investments until achieving the three-year holding period. Any such incentive would give rise to potential conflicts of interest with respect to the Adviser's decision-making regarding the timing of dispositions of certain investments.

Failure to Make Capital Contributions

With respect to certain of the Funds, if an investor fails to make a required capital contribution or fails to pay when due installments of any commitment it has to purchase shares of or interests in such Funds, the investor may be subject to various remedies as provided in the subscription documents and agreements, including, without limitation, reductions in the capital account balance or mandatory withdrawal or reductions in the new asset value of the shares, forfeiture or compulsory redemption of some or all of its shares.

Indemnification; Limitations on Liability of Adviser

Each Fund has been organized as either a limited partnership or a limited company. Accordingly, an investor in the Funds will not be personally liable for the debts of the Funds, respectively, except that the investors may, under applicable law, be obligated to repay amounts previously received by them to the extent such amounts are deemed to have been wrongfully distributed to them.

The subscription documents and/or organizational documents of each Fund contain broad indemnification for the benefit of, and exculpation provisions that limit the right of the investors to maintain an action to recover losses or costs incurred by the Funds as a result of actions or failure to act against, each of the following: the Adviser; the applicable general partner; the key principals; their respective partners, members or shareholders; affiliates of the Adviser, the applicable general partner or the key principals; officers, directors, partners, members, employees or agents of the Adviser or applicable general partner; and persons who serve at the request of the applicable general partner on behalf of the applicable Fund as an officer, director, partner, committee member or employee of any person, including members of any investor committee.

Operational Risks

Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in the Funds' operations may cause the Funds to suffer financial loss, the disruption of their business, liability to clients or third parties, regulatory intervention or reputational damage. The Adviser relies heavily on its own (as well as those of its administrators, custodians and brokers) financial, accounting and other data processing systems.

Systems Risk

The Funds and the Adviser rely on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain securities based on real-time trading information, monitor their portfolio holdings, and generate risk management and other reports that are critical to oversight of the Funds' activities. In addition, certain of the Funds' and the Adviser's operations interface with or depend on systems operated by third parties including its custodians, administrators, prime brokers and market counterparties and their sub-custodians and other service providers, and the Funds or the Adviser have a limited ability to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not

limited to, those caused by worms, viruses and power failures. Any such defect or failure could have a material adverse effect on the Funds. For example, such failures could cause settling trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the Funds' ability to monitor their investment portfolios and their risks.

Side Letters and Other Agreements with Investors

As noted in item 4 above, the Funds or the general partners of the Funds have entered into, and are likely, in the future, to enter into, separate agreements with certain investors in the Funds, such as those affiliated with the Adviser or those deemed to involve a significant or strategic relationship, to waive certain terms, or allow such investors to invest on different terms than those specifically described in the offering documents, including, without limitation, with respect to fees, incentive allocations, liquidity or depth of information provided to such investors concerning the Funds. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other investors in the Funds. While the ability of a Fund or its general partner to enter into a side letter or similar agreement affording preferential rights to certain investors is generally disclosed to other investors in the Fund, the terms of such "side letters" or similar agreements are generally not disclosed to other investors in the Fund, except to investors that have separately negotiated for the right to review such agreements.

Potential Conflicts of Interest

Various potential and actual conflicts of interest may arise from the overall investment activities of the general partners of the Funds and the Adviser. The following briefly summarizes some of these conflicts, but is not intended to be an exclusive list of all such conflicts.

Allocation of Investment Opportunities to the Funds

In general, except as otherwise provided in the offering documents or other governing documentation of the Funds, if any of the Funds' general partner, the Adviser, any key principal or any of their respective affiliates, directors, officers or employees becomes aware of an investment opportunity that is appropriate for a Fund, such investment opportunity shall be offered or recommended to that Fund prior to any such opportunity being taken or transaction relating thereto being engaged in by any of the Fund's general partner, the Adviser, any key principal or any of their respective affiliates, directors, officers or employees and prior to any such opportunity being offered or recommended by any such persons to any third party. Notwithstanding the foregoing, no investment or potential investment in any company or fund by an account owned by a principal or a director, officer or employee of the general partner, the Adviser or their affiliates over

which such principal, director, officer or employee has no direct or indirect influence or control (each, a “Passive Account”) shall (i) be required to be offered first to the Fund or notified to the investors or a fund’s advisory committee or (ii) require the consent of the advisory committee solely because the Fund holds an investment in the securities of such company or fund.

Other Strategy Vehicles and Allocation of Opportunities

In the future the Adviser may manage Other Strategy Vehicles following different investment strategies that will be subject to different allocation policies and that will not invest on a *pari passu* basis with the existing Funds. The investment objectives and programs of the Funds may overlap in part with the investment objectives and investment programs of certain Other Strategy Vehicles, and therefore the Funds may compete for investment opportunities with such Other Strategy Vehicles. The Adviser allocates investment opportunities in accordance with its investment allocation policy. The Adviser has substantial discretion in allocating investment opportunities.

If an investment opportunity is available in limited quantities, the Adviser may have an incentive when making investment allocation decisions to allocate such investment opportunity to the existing Funds or an Other Strategy Vehicle in a manner that is adverse to the interests of the existing Funds or the Other Strategy Vehicle. Where the existing Funds and an Other Strategy Vehicle hold the same investment, their differing investment objectives, as well as other factors applicable to the specific situation, may result in a determination to dispose of, or retain, all or a portion of such investment on behalf of the existing Funds at different times as such investment or portion thereof is being disposed of, or retained, by the Other Strategy Vehicle. In addition, particularly with respect to illiquid investments, conflicts of interest can arise when disposing of a particular investment which would be beneficial for the existing Funds, while retaining such investment would be beneficial for an Other Strategy Vehicle (or vice versa). The existing Funds may make investments in portfolio companies that compete, directly or indirectly, or whose interests are not aligned with, portfolio companies in which an Other Strategy Vehicle invests. Moreover, the Adviser may make investments or engage in other activities that reflect views with respect to an investment, a particular security or relevant market conditions that are inconsistent with the views underpinning decisions made by the Adviser with regard to the investments of the existing Funds. Should an Other Strategy Vehicle invest in a portfolio company in which the existing Funds hold an interest (or vice versa), such investment could be viewed, especially in hindsight, to have been made on a non-arm’s length basis and could have an effect (either positive or negative) on the market price of the initial investment. The existing Funds may hold interests in an entity that are of a different class or type than the class or type of interest held by an Other Strategy Vehicle. For example, the existing Funds may hold securities in an entity and an Other Strategy

Vehicle may hold equity or debt of such entity that are senior or junior to the securities held by the existing Funds, which could mean that the existing Funds and the Other Strategy Vehicle will be entitled to different payment or other rights, or that in a distressed scenario the interests of the existing Funds might be adverse to those of the Other Strategy Vehicle, and either the existing Funds or the Other Strategy Vehicle might recover all or part of an investment while the other might not.

Furthermore, the key principals and/or other employees of the Adviser may be required by the governing documents of one or more Other Strategy Vehicles to hold a direct or indirect investment therein (or the key principals and/or other employees of the Adviser may elect to do so), which may incentivize the key principals and/or such employees to favor such Other Strategy Vehicles when making investment allocation decisions. Differences in the calculation of the fees or incentive allocation between the existing Funds and any Other Strategy Vehicles may also give the Adviser an incentive to allocate limited acquisition or disposition opportunities than would otherwise be the case. In all such situations above, the Adviser may have a conflict of interest.

Conflicts of Interest Generally; Advisory Committee

The general partner shall present any potential conflict of interest between a Fund on the one hand and the general partner, the Adviser, the principals or any of their affiliates (including any directors, officers, members or employees of any such person) on the other hand to the Fund's advisory committee for review, unless such conflicts relate to serving on boards of companies that have already been disclosed to the investors. All related party transactions involving a Fund on the one hand and its general partner, the principals, the Adviser or any of their affiliates (including any directors, officers, members or employees of any such person) on the other hand shall be on terms no less favorable to the Fund than could be obtained from an unrelated third party in an arm's-length transaction and must be approved in advance by the applicable Fund's advisory committee. Without the prior consent of the applicable Fund's advisory committee, a Fund may not acquire securities of any company in which the Fund's general partner, the Adviser, any principal or any of their respective affiliates has any investment or with respect to which such person is a director, officer, employee or agent; provided that without prior advisory committee approval, neither the Fund, its general partner, the Adviser or any principal nor any of their respective affiliates shall acquire securities of any company in which a Fund already holds any investment; and provided further that the foregoing shall not apply to follow-on investments or co-investments in any portfolio company of any Fund or Other Strategy Vehicles made by the Fund in accordance with the terms set forth in the applicable Funds' governing document or to any Passive Account.

The general partner of a Fund shall also be required to disclose to the Fund's advisory committee any conflict of interest regarding any of the Fund's counsel, auditors or its audit of which the general partner is or reasonably should be aware and the advisory committee's consent must be obtained prior to any selection or change of any of the Fund's auditors or outside counsel. Members of each Fund's advisory committee shall have the right to meet and discuss any issues with any of the Fund's counsel (in-house or outside) to the fullest extent not prohibited by law.

Cross Transactions

When permitted by applicable law, a Fund may engage in cross transactions with another Fund for rebalancing purposes. Cross transactions occur if a Fund buys securities or other instruments from, or sells securities or other instruments to, another Fund. Such cross transactions are generally only effected on a securities exchange. There may be potential conflicts of interest or regulatory issues relating to these transactions, which could limit Adviser's ability to effect such transactions on behalf of a Fund. The Adviser may have a potentially conflicting division of loyalties and responsibilities to the parties in such transactions, and the Adviser has developed policies and procedures in relation to such transactions and conflicts. Any cross transactions will be effected in accordance with fiduciary requirements and applicable law.

Allocation of Personnel; Other Activities

The general partners of the Funds and the Adviser will cause their personnel to devote such time as they deem in good faith to be reasonably necessary to conduct the business affairs of the Funds. The Adviser's key principals and certain other executives of the general partners of the Funds and the Adviser from time to time, however, perform services for affiliates of the general partners of the Funds and the Adviser (other than the Funds themselves) and for other third parties (such as serving on boards of companies), and may face conflicts of interest in allocating their time and services among the Funds and any other Clients.

Diverse Investor Group

Investors in the Funds may have conflicting investment, tax and other interests with respect to their investments in the Funds. The conflicting interests of investors may relate or arise from, among other things, the nature of investments made by the Funds, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with the decisions or recommendations made by the general partners of the Funds and/or the Adviser, including with respect to the nature or structuring of investments that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax

situations. In selecting and structuring investments appropriate for the Funds or making recommendations with respect thereto, the general partners of the Funds and the Adviser will consider the investment and tax objectives of the Funds and their investors as a whole, not the investment, tax or other objectives of any investor individually. The interests in the Funds may be held by relatively few investors with substantial investments in the Funds, and voting power may be concentrated in a relatively small number of investors from time to time.

Performance-Based Allocation

Incentive allocations may create an incentive for the Adviser to make investments that are more speculative than would be the case in the absence of such performance-based compensation. An affiliate of the Adviser may receive an incentive allocation in respect of unrealized appreciation of the Funds' investment portfolios. In addition, under the 2017 Tax Cuts and Jobs Act, the Funds must hold certain types of investments for more than three years in order for the incentive allocations in respect of such investments to be taxed at long-term capital gains rates even though an individual investor generally would be entitled to be taxed at long-term capital gains rates in respect of such investments as long as the Funds held the investments for more than one year. This difference in holding periods may create an incentive for the general partners of the Funds and the Adviser to cause the Funds to hold an investment longer than they otherwise would and defer or delay dispositions of investments until achieving the three-year holding period.

Material, Non-Public Information

From time to time, the Funds or the Adviser may come into possession of confidential or material, non-public information that would limit the ability of the Funds to buy and sell investments. The Funds' investment flexibility may be constrained as a consequence of the inability of the Funds or the Adviser to use such information for investment purposes, including for example, a situation where the Funds may be frozen in investment positions that they otherwise might have liquidated or closed out. Moreover, the general partners of the Funds may acquire confidential or material, non-public information that they are not free to divulge to investors in the Funds or any other person or may be restricted from using such information to perform their responsibilities to the Funds or initiating transactions in certain securities.

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 an investor's evaluation of the Adviser or the integrity of the Adviser's management.

The Adviser does not have any disciplinary information applicable to this Item to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Cartica Management, L.P., a Cayman Islands exempted limited partnership, is a related person of the Adviser that serves as investment adviser to the Funds and assists in providing investment advice, as well as providing other support to the Funds. Cartica Management, L.P. is a relying adviser as provided in the Adviser's Form ADV Part 1A.

Other related persons include the general partners of the Funds that are limited partnerships, including Cartica Capital Partners GP, Ltd., a Cayman Islands exempted company, and Cartica Investors II GP, LLC, a Delaware limited liability company. Certain of these general partners receive incentive allocations from the respective Funds when such incentive allocations are payable.

References to the "Adviser" in this Brochure include references to Cartica Management, L.P. and these general partners, except where the context otherwise requires.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The Adviser has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act. The Code of Ethics sets forth the Adviser's high standard of business and ethical conduct and its fiduciary duty to clients. The Code of Ethics includes, among others, provisions relating to personal securities transactions; prohibition on trading on material non-public information; outside business activities; business opportunities; loans; dealings with government and industry regulators; political and charitable contributions; use of company property; gifts and entertainment; and recordkeeping. Employees who violate the Code of Ethics are subject to disciplinary action including, but not limited to, written warnings, and termination of employment. The Adviser will provide a copy of the Code of Ethics to any Fund investor or prospective Fund investor upon request by contacting the Chief Compliance Officer.

In addition to its Code of Ethics, the Adviser has developed a Code of Conduct, which is supplemental to the Code of Ethics. This Code of Conduct recognizes the special nature of the Adviser's business, which involves operations across many jurisdictions, markets and business environments. The Code of Conduct stresses that the Adviser's standards of ethical conduct apply equally across all countries and markets, regardless of possible gaps in local legislation or practice. In addition, the Code of Conduct requires the Adviser's officers and employees to always put the investors' interests first, demonstrate respect for other persons and institutions, deal fairly with all counterparties, protect the firm's reputation for integrity and fair dealing, maintain confidentiality, recognize potential conflicts of interest and always conduct themselves in professional manner.

The Adviser's officers and employees are required to abide by the Adviser's Personal Securities Transaction and Insider Trading Policies, which are designed to ensure compliance with the rules and to mitigate any potential conflicts of interest associated with an Employee's personal trading activity. In rare instances, an employee may transact in or hold the same securities as the Funds. In these situations, the Code is designed to prevent the employee's personal securities transactions from taking advantage of the Funds' transactions. The Adviser monitors and approves personal securities trading to reasonably detect and prevent conflicts of interest between the employees and the Funds.

Except as set forth in the Fund's organizational documents, if the Adviser or other related persons or any of their respective affiliates, directors, officers or employees becomes aware of an investment opportunity that is appropriate for a Fund, such investment opportunity must be offered or recommended to the Fund prior to any such opportunity being taken or transaction relating thereto being engaged in by the Adviser, any other related person or any of their respective affiliates, directors, officers or employees and prior to any such opportunity being offered or recommended by any such persons to any third party.

From time to time, the Adviser effects a purchase of a security for one or more Funds at the same time as a sale of the same security for another Fund. Such transactions may be effected to rebalance the positions held in Funds' portfolios in order to seek to achieve uniform results among Funds, to take into account Funds' cash flows or to comply with investment guidelines and restrictions. The Adviser may have a potentially conflicting division of loyalties and responsibilities to the parties in such transactions, and the Adviser has developed policies and procedures in relation to such transactions and conflicts. Such transactions will be effected in accordance with fiduciary requirements and applicable law.

Allocation of Investment Opportunities

The Adviser's policies with respect to the allocation of investment opportunities among the Funds, including Funds in which the Adviser or related persons have material direct or indirect financial interests, are set forth in the Funds' organization documents. In general, each existing Fund will participate in all investments on a side-by-side *pari passu* basis in proportion to its capital available for investment, subject to certain differences (e.g., due to legal, tax, regulatory, leverage, cash flow (including as a result of current or expected withdrawals, redemptions or contributions to a Fund or the winding up of a Fund) or investment policy restrictions, investment liquidity or other considerations) in such Funds. Notwithstanding the foregoing, the Funds may invest on a non-side-by-side *pari passu* basis when necessary for portfolio construction or in order to give effect to differing investment restrictions across the Funds. The Funds generally will each invest in all "new names" in such proportion as declared in advance by the Adviser (subject to any applicable investment restrictions or liquidity considerations), which may result in the Funds having different

exposures to portfolio companies. In addition, the Adviser may attempt to “catch up” new investors or new Funds in “old names” or in positions where a Fund is not fully exposed.

In the future the Adviser may manage Other Strategy Vehicles following different investment strategies that will be subject to different allocation policies and that will not invest on a *pari passu* basis with the existing Funds. The investment objectives and programs of the Funds may overlap in part with the investment objectives and investment programs of any Other Strategy Vehicles, and therefore the Funds may compete for investment opportunities with such Other Strategy Vehicles.

The Adviser allocates investment opportunities in accordance with its investment allocation policy. In making allocation decisions with respect to limited investment opportunities that could reasonably be expected to fit the investment objectives of a Fund and an Other Strategy Vehicle, the Adviser anticipates that (in accordance with its investment allocation policy) it may consider one or more of the following factors that it deems relevant, including but not limited to: (i) the investment objectives, guidelines or restrictions of the Fund and the Other Strategy Vehicle; (ii) the size, liquidity and duration of the investment opportunity; (iii) country and geographic region in which the investment opportunity is located; (iv) cash availability and suitability; (v) the relative, actual or potential exposure of the Fund and the Other Strategy Vehicle to the type of investment opportunity in terms of its existing investment portfolio; (vi) legal or regulatory considerations; (vii) supply or demand for an investment opportunity at a given price level; (viii) the risk or investment concentration parameters of the Fund and the Other Strategy Vehicle (including, without limitation, parameters such as industry, issuer, volatility, or other similar risk metrics); (ix) whether the investment opportunity is an upside to an existing investment of the Fund or the Other Strategy Vehicle; (x) whether the Fund and the Other Strategy Vehicle are in the process of fundraising or are open to redemptions (in which case, notions of net asset value and available capital may be subjectively adjusted to account for anticipated inflows or redemptions); (xi) whether an investment opportunity would require the Fund or the Other Strategy Vehicle to obtain additional consents or authorizations; and (xii) such other criteria reasonably related to an allocation of a particular investment opportunity. These factors, among others, provide substantial discretion to the Adviser in allocating investment opportunities. Further, a Fund or one or more Other Strategy Vehicles may hold an investment for which there is limited or no liquidity or that is subject to legal or other restrictions on transfer. In such a situation, the Adviser may consider the factors described above in allocating the sale of such an investment between a Fund and the Other Strategy Vehicles.

Item 12 Brokerage Practices

The Adviser is neither registered as, nor affiliated with, a broker-dealer. The Adviser seeks to obtain best execution when selecting broker-dealers through which to effect transactions. “Best execution” does not mean effecting transactions at the lowest possible commission rate, transaction

costs and best price, but includes a number of other qualitative factors mentioned herein.

The Adviser seeks to effect transactions at a price, commission and transaction cost (e.g., mark-up or mark-down) that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. The Adviser considers various factors when selecting broker-dealers including, but not limited to, the nature of the portfolio transaction, the size of the transaction, the broker's trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement and error correction capabilities, willingness to commit capital, access to a particular trading market or issuers' senior management, security conditions (e.g., liquidity, volatility), financial responsibility, facilities and the value of research and investment-management related services it provides.

The Adviser has discretion to determine without obtaining prior consent from any Fund the broker-dealer to execute transactions and the commission rates to pay for executing the transaction.

Broker Selection and Compensation

In selecting broker-dealers and determining the reasonableness of their compensation, the Adviser seeks to obtain best execution under the circumstances, taking into consideration, among others, the broker-dealers' ability to effect prompt and reliable executions at favorable prices; operational efficiency with which transactions are effected taking into account the size of order and difficulty of execution; financial strength; integrity and stability; commitment of capital to facilitate transactions; quality, comprehensiveness and frequency of available research services considered to be of value; and competitiveness of commission rates and dealer spreads in comparison with other broker-dealers. The Adviser is not required to weigh any of these factors equally.

Certain transactions involve specialized services on the part of a broker-dealer, which may justify higher commissions (and mark-ups or mark-downs) than would be the case for more routine services.

Research and Brokerage Services

Portfolio transactions for a Fund are allocated to brokers in consideration of such factors as price, the ability of the brokers to effect the transactions, the brokers' facilities, reliability and financial responsibility, and any research or investment management-related services provided by such brokers that the Adviser or its affiliates believe to be of benefit to the Fund. Research or investment-related services and equipment provided by brokers through which portfolio transactions for the Funds are executed, settled and cleared may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, online quotations, news and research services, and other services (e.g., computer and telecommunications equipment) providing assistance to the Adviser in the

performance of its investment decision-making responsibilities on behalf of the Funds (collectively, “Soft Dollar Items”). While any such proprietary research is likely to benefit all Funds in the Adviser’s investment decision-making or trade execution process, certain of the Funds may not necessarily receive the direct benefit of any such research or other brokerage services or products, while other Funds may receive a benefit. The Adviser expects that any such research received would be in addition to and not in lieu of services required to be performed by the Adviser, and the Adviser’s management fees would not be reduced as a consequence of the Adviser’s receipt of such supplemental research.

The Adviser’s soft dollar policy provides that the Adviser does not enter into any formal arrangements for the receipt of Soft Dollar Items, although the policy permits the Adviser to receive Soft Dollar Items provided by its brokers.

Historically, the Adviser has not negotiated “execution only” commission rates. Accordingly, commission rates may be higher than what might be otherwise available to execute the transaction and the Funds may be deemed to be paying for research services provided by the broker that are included in the commission rate.

The Adviser’s Brokerage and Trading Committee meets regularly to review, among other items, new brokerage arrangements, commission levels, and research and brokerage requirements.

Aggregation of Orders

The Adviser, at its discretion, generally aggregates orders in the same security for Funds transacting in that security and will generally allocate the securities or proceeds (and the related transaction expenses) on an average price basis among the Funds in the order.

The Adviser believes that by aggregating orders, commission rates and transaction costs may be reduced as a result of such aggregation. However, in certain instances, average pricing may result in higher or lower total net execution price than otherwise obtainable by effecting Fund transactions separately. The Adviser believes that aggregating orders contribute to seeking best execution.

The Funds’ Investment Committee determines the target parameters for purchase and sale orders and allocation of trades across the Funds on a monthly basis and from time to time will adjust the target parameters and allocations intra-month. The Adviser’s aggregation and allocation procedures seek to allocate investment opportunities among the Funds in a fair and equitable manner. Account performance is never a factor considered in determining trade allocations. All allocation of securities among the Funds is intended to be consistent with each Fund’s investment objectives. The Adviser addresses identified conflicts of interest in its trading practices by

disclosure to investors and/or through other appropriate action in the circumstance.

Payment for Client Referrals

From time to time, broker-dealers and their employees may refer potential Fund investors to the Adviser. It is the Adviser's policy not to direct transactions and commissions to these broker-dealers as compensation for such referrals. However, the Adviser, at its discretion, may consider referral of potential investors in a Fund as a factor in the selection of broker-dealers and may effect transactions through these broker-dealers, provided they are otherwise able to provide best execution. See Item 14 below for additional information with respect to payment for client referrals.

Directed Brokerage

The Adviser does not accept Fund investors' instructions to effect Fund transactions with certain broker-dealers.

Item 13 Review of Accounts

Account Reviews

The Adviser's Investment Committee is primarily responsible for reviewing the Funds' investment portfolios and does so periodically either individually or in a group depending upon each Fund's needs and the market conditions. The Adviser's Chief Investment Officer continuously reviews positions to ensure compliance with the Funds' objectives and guidelines. The investment team generally monitors and reviews positions, potential investments, cash and other portfolio parameters daily.

Investor Reports

The Adviser's policy is to have the Funds audited annually by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board and to distribute copies of the audited financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") to each Funds' investors no later than 120 days after the end of such Fund's fiscal year. The Funds' administrator provides investors with written reports, including the respective Fund's audited annual financial statements, quarterly statements of fee income applied as offsets to management fees, monthly unaudited performance reports, and all annual tax information relating to investments in the Fund necessary for U.S. federal income tax purposes.

In addition, upon the final liquidation of a Fund, the Adviser will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to all Fund investors promptly after completion of the audit.

The Adviser also provides Fund investors with other information from time to time. The Adviser regularly provides Fund investors with periodic reports that include portfolio exposures and performance information.

Item 14 Client Referrals and Other Compensation

Client Referrals

From time to time, the Adviser may enter into arrangements with third parties (“solicitors” or “placement agents”) pursuant to which they are compensated for referring investors to the Adviser or Funds. Generally, payments to such solicitors or placement agents will be based on a percentage of the management fee and/or a percentage of the incentive allocation earned by the Adviser with respect to such referred investor. Such compensation is paid by the Adviser and not by the Funds or other Clients.

Other Compensation

The Adviser has not entered into any arrangement under which it receives any economic benefit, including sales awards or prizes, from a person who is not a client for providing advisory services to clients.

Item 15 Custody

The Adviser is deemed to have custody of the Funds’ assets as a result of the service of its related persons as investment adviser or general partners of the Funds. However, the Funds’ assets are maintained by qualified custodians and not the Adviser, to the extent required by applicable United States Securities and Exchange Commission rules and United States Securities and Exchange Commission staff guidance interpreting those rules.

With respect to each Fund, an independent public accountant audits the Fund’s financial statements annually, and the audited financial statements are distributed to the investors of the Fund.

Item 16 Investment Discretion

Pursuant to an investment management agreement between the Adviser or its affiliate and each Fund, the Adviser exercises discretion in managing the investments of each Fund based on the Fund’s particular investment objectives, policies and strategies disclosed in its private offering

documents. As described in the Funds' offering documents, the Adviser is granted discretionary authority to make investment decisions and to select the broker-dealers to effect these decisions and the commission rates to be paid.

Item 17 Voting Client Securities

The Adviser is responsible for voting proxies for portfolio companies in the best interests of the Fund(s). The Adviser has adopted proxy voting policies and procedures and aims to vote proxies that will in its opinion enhance the applicable portfolio company's value. Investors are not entitled to direct the Adviser's voting.

From time to time, certain members or employees of the Adviser serve as directors of a portfolio company's board and, in those circumstances, the Adviser may vote proxies as recommended by that company's management, so long as the Adviser believes it is acting in the best interest of the Funds to enhance the Funds' interest in the portfolio company. Any identified conflicts of interest with respect to proxy voting and actions taken to resolve or mitigate such conflicts will be documented and retained with the proxy voting record for the relevant portfolio company.

There are from time to time situations where the Adviser determines not to vote proxies due to complexities or logistical issues related to voting proxies in non-US companies for example, proxies that are required to be voted in-person, "share-blocking" prohibiting the Adviser from selling shares if proxies are voted, proxies written in a foreign language, and other such issues.

A copy of the Adviser's proxy voting policies and procedures, as well as information with respect to how the Adviser voted specific proxies, is available upon request to Fund investors. Such request should be sent to the attention of the Chief Compliance Officer at squamme@cartica.com.

Item 18 Financial Information

Registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition.

The Adviser does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. In addition, the Adviser has not been the subject of a bankruptcy proceeding.

Item 19 Requirements for State-Registered Advisers

Not applicable.