

## Part 2A of Form ADV: Firm Brochure

### Trian Fund Management, L.P.

March 2024

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*This brochure (this “Brochure”) provides information about the qualifications and business practices of Trian Fund Management, L.P. (the “Adviser” or “Trian” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Trian’s Chief Compliance Officer at 212-451-3000 and/or [compliance@trianpartners.com](mailto:compliance@trianpartners.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.*

*The Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

*Additional information about Trian is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **Item 2 – Material Changes**

We last filed an update to this Brochure in March 2023. We are required to identify and discuss material changes made to this Brochure since that last annual update. While this update to our Brochure contains changes and updates to certain information, we do not believe that any such changes are material.

### Item 3 – Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	7
Item 6 – Performance-Based Fees and Side-By-Side Management .....	12
Item 7 – Types of Clients.....	13
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	14
Item 9 – Disciplinary Information .....	45
Item 10 – Other Financial Industry Activities and Affiliations .....	46
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	47
Item 12 – Brokerage Practices and Trade Error Policy .....	51
Item 13 – Review of Accounts.....	56
Item 14 – Client Referrals and Other Compensation.....	57
Item 15 – Custody .....	58
Item 16 – Investment Discretion .....	59
Item 17 – Voting Client Securities.....	60
Item 18 – Financial Information.....	61



## Item 4 – Advisory Business

### A. General Description of Advisory Firm and Principal Owners

Trian Fund Management, L.P. (the “Adviser” or “Trian” or the “Firm”), a Delaware limited partnership, is an alternative investment management firm, founded in 2005 by Nelson Peltz and Peter May (the “Founding Partners”). Trian Fund Management GP, LLC serves as the general partner of the Adviser and is controlled by the Founding Partners. The Adviser has offices in New York, New York and Palm Beach, Florida.

### B. Description of Advisory Services

Trian provides discretionary investment advisory services to a variety of domestic and offshore private investment partnerships and other investment vehicles (collectively, the “Funds” or each a “Fund”). Trian also provides non-discretionary investment advisory services for several clients that are separately managed accounts (collectively, the “Accounts” or each an “Account”). As used herein, the term “client” generally refers to each Fund and/or Account client and “clients” generally refers to the Funds and/or Accounts clients. Certain references herein to a “Fund” or “Funds” may refer to both the Funds and Accounts, as the context may require.

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

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended, and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made. Investors in the Funds generally must be both “accredited investors,” as defined in Regulation D, and “qualified purchasers,” as defined in the Investment Company Act of 1940, as amended. Persons reviewing this Brochure should not construe this as an offer to sell or solicitation of an offer to buy the securities of any of the Funds described herein. Any such offer or solicitation will be made only by means of a confidential private placement memorandum.*

#### 1. Investment Strategy

The Adviser typically invests in public companies with attractive business models that it believes trade significantly below intrinsic value primarily due to operating underperformance and/or under-management. The Adviser looks to work constructively with management and boards of directors to execute the Adviser’s strategic and operational initiatives which are designed to drive long-term sustainable earnings growth for the benefit of all shareholders. Generally, the Adviser does not invest in companies that have a controlling shareholder, or in those companies that it believes are more susceptible to exogenous risk factors, such as technological obsolescence.

## 2. Types of Investments

Trian's Funds invest primarily in publicly traded equity securities. However, under the terms of the offering documents the Funds are generally permitted to invest in a broad range of securities and instruments, including, without limitation, U.S. and non-U.S. equity and equity-related securities (including distressed investments), bonds, bank debt and other fixed income investments, futures, forward contracts, warrants, options, repurchase agreements, reverse repurchase agreements, bankruptcy and trade claims, swaps and other derivative instruments, currencies, commodities, money market securities and other cash equivalents. The Funds generally may take either long or short positions and many of the Funds may use leverage in connection with their activities. There can be no assurance that the investment objective of the Funds will be achieved.

## 3. Conflicts of Interest: Other Activities and Services, Co-Investment Opportunities

### *Other Activities and Services*

The Adviser expects that from time to time it will cause one of the Funds, either alone or together with other Funds, to acquire a significant position in the securities of a company and to secure the appointment of designees selected by the Adviser to the company's management team or board of directors. In the event that one or more of the Founding Partners and/or other members and employees of the Adviser serve as directors of, or in a similar capacity with, one or more companies in which the Funds invest, such persons will be subject to fiduciary duties to act in the best interests of each such company and its other shareholders and/or third party constituents, and those interests may conflict with the interests of Trian and the Funds and give rise to an actual or perceived conflict of interest. These fiduciary duties may compel the Adviser to take actions that, while in the best interest of such company and/or the shareholders of such company and/or third party constituents, may not be in the best interest of the Funds. Accordingly, if this situation arises, the Adviser would have a conflict of interest as a result of the fiduciary duties that its director designees owe to such companies, the shareholders of such companies and/or third party constituents, on the one hand, and those that the Adviser owes to the Funds, on the other. However, because the Adviser's investment strategy is based around driving long-term sustainable earnings growth at the companies in which it invests, the Adviser believes that the interests of these companies and their shareholders will typically be aligned with the interests of the Funds.

Currently, certain of the Adviser's Founding Partners as well as other Partners serve on the boards of directors of a number of public companies whose securities are owned by one or more of the Funds managed by the Adviser. Nelson Peltz and Peter May and certain of the Funds are significant shareholders of The Wendy's Company ("Wendy's") and Messrs. Peltz and May are the non-executive Chairman and Director and the non-executive Senior Vice Chairman and Director, respectively, of Wendy's. Matthew Peltz, a Partner and Co-Chief Investment Officer of the Adviser, is also the non-executive Vice Chairman and Director of Wendy's.

In addition, in the event that material, non-public information is obtained with respect to such companies or in the event that the Funds become subject to trading restrictions pursuant to the

internal trading policies of such companies or as a result of applicable law or regulations, the Funds are expected to be prohibited for a period of time from purchasing or selling the securities of such companies, which prohibition may have an adverse effect on the Funds. The Adviser has policies and procedures designed to ensure that the Funds only purchase or sell securities of such companies when neither the Adviser nor the Funds are in possession of material non-public information relating to such companies. To date, the Adviser's inability to trade during certain times has not presented significant obstacles to portfolio management or the execution of the Adviser's investment strategy.

Certain inherent conflicts of interest arise from the fact that the Adviser and/or its affiliates provide certain administrative, investment management and other services to multiple clients and portfolio companies, including investment funds, client accounts and vehicles (such other clients, funds, accounts and vehicles, collectively, the "Other Clients"); the term Other Clients includes a Fund whose investors are comprised of one of Trian's Founding Partners, certain of his family members and entities formed by or for the benefit of one or more of such persons (the "Parallel Affiliate Fund"), Accounts held by affiliates of the Adviser, as well as other Funds where Trian personnel, their family members and/or entities formed by or for the benefit of one or more such persons, hold (or may from time to time hold in the future) a significant direct or indirect interest. The provision of these services to the Other Clients involves substantial time and resources of the Adviser and its affiliates. The respective investment objectives, liquidity terms and duration of a particular Fund and the Other Clients may or may not be substantially similar. As a result, the portfolio strategies the Adviser and its affiliates use for the Other Clients are from time to time expected to conflict with the transactions and strategies employed by the Adviser in managing a particular Fund and affect the prices and availability of the securities and other financial instruments in which such Fund invests. Furthermore, the Adviser and its affiliates from time to time give advice and recommend securities to the Other Clients that differs from advice given to, or securities recommended or bought for, a particular Fund, even though their investment objectives may be the same or similar to those of such Fund, due to certain portfolio management considerations described further in Item 12.E below. See also Item 6 below for a further discussion of potential conflicts regarding side-by-side management of Funds with different fee structures.

The Funds have invested, and in the future may invest, in issuers in the asset management industry. It is possible that asset managers that are portfolio companies of the Funds will have funds that are in the same sub-sectors as funds managed by the Adviser, or that in the future, such asset managers will expand their offerings into sub-sectors in which the Adviser is involved, or that the Adviser will in the future expand its offerings into sub-sectors in which such portfolio companies are involved. In such circumstances, the Adviser would be in competition with those portfolio companies. The Adviser believes that its experience in asset management makes it well-positioned to assist in value creation at portfolio companies; however, the potential for competition could deter potential portfolio companies from responding favorably to the Adviser's approaches and initiatives.

From time to time, a particular Fund and the Other Clients may make investments at different levels of an issuer's capital structure or otherwise in different classes of an issuer's securities. Such investments may inherently give rise to conflicts of interest or perceived conflicts of

interest between or among the various classes of securities that may be held by such entities. For example, a Fund may make an investment in the capital structure of an issuer that is junior relative to the security held by an Other Client, and in such circumstances the existence of an actual conflict of interest depends upon, among other things, the current financial status of the issuer in which the investments were made.

The Adviser and its respective members, partners, officers and employees will devote as much of their time to the activities of a particular Fund as they deem necessary and appropriate. By the terms of the governing documents of the Funds, the Adviser and its affiliates are not restricted from forming additional investment funds, from entering into other investment advisory relationships, or from engaging in other business activities, even though such activities may be in competition with a particular Fund and/or may involve substantial time and resources of the Adviser. In the event the Adviser or any of its affiliates decides to engage in such activities in the future, the Adviser or its respective affiliates, as applicable, will undertake to do so in a manner that is consistent with its fiduciary duties and contractual obligations to the Funds. Nevertheless, these activities could be viewed as creating a conflict of interest in that the time and effort of the Adviser and its officers and employees will not be devoted exclusively to the business of a particular Fund but will be allocated between the business of such Fund and the management of the monies of other advisees of the Adviser.

#### *Co-Investment Opportunities*

The Adviser and its affiliates, in their sole discretion, from time to time, offer investors in the Funds and/or other third-party investors the opportunity to co-invest with the Funds in particular investments. The Adviser and its affiliates are not obligated to arrange co-investment opportunities for investors, and no investor will be obligated to participate in such an opportunity if arranged and offered. The Adviser and its affiliates have sole discretion as to the amount (if any) of a co-investment opportunity that will be allocated to such investors and/or third-party investors. Co-investment opportunities are offered to certain investors in the Funds in priority to other potential co-investors based on contractual obligations of the Adviser and the Funds, including as a result of an investor's participation in certain of the Funds. If the Adviser determines that an investment opportunity is too large for the Funds, the Adviser and its affiliates may, but will not be obligated to, make proprietary investments therein. The Adviser or its affiliates receive fees and/or incentive allocations from co-investors, which differ as among co-investors and also differ from the fees and/or incentive allocations borne by the other Funds.

The Adviser seeks to fairly allocate expenses among the Funds. Generally, Funds that own an investment will share in expenses related to such investment. However, it is not always possible or reasonable to allocate or re-allocate expenses to a co-investor in a Fund, depending upon the circumstances surrounding the applicable investment (including the timing of the investment) and the financial and other terms governing the relationship of the co-investor to the Funds with respect to the investment; as a result, there are occasions where co-investors do not bear a proportionate share of such expenses. In addition, where a potential co-investment is contemplated but ultimately not consummated, potential co-investors generally will not share in any expenses related to such



potential co-investment, including expenses borne by any Fund with respect to such potential co-investment. At times, Trian manages co-investment vehicles through which investors may choose not to participate with respect to specific investments made by such vehicle. Investors in such vehicles who participate in a given investment will, to the extent applicable, bear their share of the expenses related to such investment.

### **C. Availability of Customized Services for Individual Clients**

As Trian provides investment advisory services to private investment vehicles, its advisory services take into account, among other things, the particular strategies of the Funds as well as the legal and/or tax implications of investing in certain securities. The Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents. Similarly, our investment advice and other actions with respect to each Account are subject to the guidelines and limitations set forth in the client's investment management agreement with respect to such Account. From time to time, Trian and/or its affiliates, including the Funds, enter into agreements, commonly known as "side letters," with certain investors under which it agrees to waive or modify the application of certain investment terms applicable to such investor, without obtaining the consent of any other investor in the Funds (other than such an investor whose rights would be materially and adversely changed by such waiver or modification).

The types of provisions to which the Funds have agreed with such investors in side letters or similar written agreements include terms pertaining to: (a) "most favored nations" rights; (b) consent to transfers by the applicable investor to certain affiliates of that investor, subject to satisfaction of certain specified conditions; (c) different fee and compensation terms, including for an investor if such investor's aggregate investments in one or more Funds exceed certain specified thresholds that are higher than those set forth in a particular Fund's partnership agreement or other constitutional document; (d) representations by a Fund and/or the Adviser pertaining to the exercise of discretion, compliance with laws and regulations (including U.S. federal laws, such as the Investment Advisers Act of 1940, as amended (the "Advisers Act")), anti-money laundering, and other customary representations set forth in side letters (including representations with respect to the accuracy or preparation of offering documents and the modification of certain terms set forth in a Fund's Subscription Agreements); (e) the provision of certain notices, certifications, information and access to information; (f) certain other rights that a particular investor may require due to the laws, rules, regulations or policies applicable to such investor, including excusal rights; (g) confidentiality and investor-specific disclosure requirements; (h) tax related matters; (i) capacity rights (including with respect to co-investment opportunities); and (j) various other rights.

A Fund and the Adviser may in the future enter into side letters or similar written agreements with the same or other types of investors, which side letters or other agreements may include provisions similar to or different from, and pertaining to different subject matter than, those identified above, as determined by the Fund and the Adviser in their sole discretion.

In addition, in response to questions and requests and in connection with due diligence meetings and other communications, a Fund and the Adviser may provide additional information to certain

investors and prospective investors that is not distributed to other investors and prospective investors. Such information may affect a prospective investor's decision to invest in the Fund or an existing investor's decision to stay invested in a Fund. Each investor is responsible for asking such questions as it believes are necessary to make its own investment decisions and must decide for itself whether the information provided by the Adviser and the relevant Fund is sufficient for its needs.

#### **D. Wrap Fee Programs**

Triam does not participate in Wrap Fee Programs.

#### **E. Assets Under Management**

As of December 31, 2023, the Firm had approximately \$8,962,727,000 of assets under management ("AUM"), comprising \$6,115,463,000 managed on a discretionary basis (including \$227,764,000 of callable commitments) and \$2,847,264,000 of assets under management managed on a non-discretionary basis.

*The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

## Item 5 – Fees and Compensation

### A. Management Fee and Performance-Based Compensation

The fees applicable to each Fund are set forth in detail in each Fund’s offering documents. A brief summary of such fees and compensation is provided below.

Each Fund will typically pay the Adviser a quarterly management fee (the “Management Fee”), in advance, which is generally equal to a percentage within the range of 1.0% - 2.0% per annum of the applicable Fund’s net asset value, calculated and payable as of the beginning of each quarter. In the case of the Adviser’s drawdown-style Fund formed to invest in companies operating in the asset management industry (the “AM Fund”), during the commitment period the Management Fee is equal to 1.5% per annum with respect to the portion of each investor’s capital commitment that has been called (and is reduced with respect to the portion of the investor’s capital commitment that has not been called), and thereafter equal to 1.5% of each investor’s invested capital. Affiliates of the Adviser who invest in a Fund, including a Fund whose only investors are affiliates of the Adviser, are not subject to a Management Fee.

In the event that a client’s net asset value is reduced in connection with a withdrawal or redemption by an investor of such client other than as of the last day of a quarter, the Adviser will return to such client an amount equal to the *pro rata* portion of the Management Fee, based on the actual number of days remaining in such quarter, and such client will distribute such amount to the applicable investor.

Each Fund (in the case of certain Funds, through their investment in the applicable master fund), except for the Adviser’s AM Fund and the Co-Investment Fund (described below), will typically be subject to an annual incentive allocation (the “Incentive Allocation”) that is allocated to the general partner of the applicable Fund equal to a range of 15% - 20% of the realized and unrealized net profits (if any) allocated to a capital account of each investor or a series of shares, as the case may be, in the applicable Fund for the fiscal year subject to a “high water mark” provision. Investors are permitted to elect to invest in options of interests or shares for which the Incentive Allocation is measured over one-year, three-year and five-year performance periods. For the three-year (in certain cases) and five-year options, the Incentive Allocation is subject to a preferred return (*i.e.*, 4% or 6%, as applicable, with certain legacy investors having the Incentive Allocation attributable to their investments subject to a higher preferred return of up to 8%) and a catch-up provision and, in all cases for such options, a portion of the Incentive Allocation that has been allocated to the applicable general partner remains subject to a “clawback.” As such, certain amounts of the Incentive Allocation attributable to such interests may not be withdrawn by the applicable general partner until a determination of the net capital appreciation or net capital depreciation is made at the end of the applicable three-year or five-year performance periods for the three-year and five-year options, respectively. In the event there is net capital depreciation attributable to such interests for the applicable performance period, a portion of such net capital depreciation will be reallocated from such investors to the applicable general partner. Affiliates of the Adviser who invest in a Fund,

including a Fund whose only investors are affiliates of the Adviser, are not subject to an Incentive Allocation.

Upon the complete or partial withdrawal or redemption by an investor of a Fund other than at the end of a fiscal year, the Incentive Allocation, if any, will be charged or allocated with respect to the amount being withdrawn or redeemed, as applicable.

The AM Fund is subject to a carried interest distribution (the “Carried Interest Distribution” and, together with the Incentive Allocation and the Incentive Fee, the “Performance Compensation”) that is distributed to the general partner of these Funds equal to 15% of distributions made by this Fund after capital is returned to each investor in this Fund (net of such investor’s portion of any losses incurred on previously realized investments or written-off investments and certain expenses incurred by the Fund).

The Adviser has established a multi-investor co-investment opportunities Fund (the “Co-Investment Fund”) that will from time to time, in the Adviser’s discretion, co-invest with other of the Adviser’s Funds in certain investment ideas. This Fund is currently open only to investors that have invested in certain of the Adviser’s other Funds, including single investor funds. The Management Fee charged to this Fund is equal to a percentage within the range of 0% - 1.0% per annum of the portion of each investor’s capital commitment that has been called and invested by the Fund; provided that if certain conditions are not met by an investor, the Management Fee paid in respect of such investor may increase to 1.5% per annum. The amount that is allocated to the general partner of this Fund (the “Carried Interest”) is equal to 10% of the distributions made by this Fund in respect of an investment made by the Fund after capital is returned to each investor in the Fund that participated in such investment (in each case, net of any losses incurred by such investor on previously realized investments or investments that have been written-off and certain expenses incurred by the Fund that have been allocated to such investor); provided that if certain conditions are not met by an investor, the Carried Interest that is allocated to the general partner in respect of such investor may increase to 15% of such distributions.

From time to time, the Adviser establishes special purpose vehicles to co-invest with the Adviser’s Funds in a single investment idea as well as single-investor Funds that invest alongside the Adviser’s Funds. The Management Fees and Performance Compensation charged or allocated with respect to such special purpose vehicles and single-investor Funds may vary from the Management Fees and Performance Compensation described above.

The Adviser and a Fund’s general partner, if applicable, reserve the right to waive or modify any fee arrangements or performance compensation for any investor or to impose different terms and conditions on future investors, which the Adviser has done from time to time.

Management Fees and Performance Compensation, if any, charged with respect to non-discretionary Accounts are negotiated on a case-by-case basis and are set forth in detail in each Account’s investment management agreement. Such fees and compensation vary from the Management Fees

and Performance Compensation described above. The Adviser does not accept Performance Compensation from certain Accounts held by affiliates of the Adviser.

## **B. Fund Expenses and Other Costs**

The expenses identified below may not be applicable to all of the Funds. To the extent permitted under the applicable offering documents, and except to the extent described otherwise herein, each Fund generally bears its own operating and other expenses (and in the case of a feeder fund, its *pro rata* share of the applicable master fund's expenses), including, without limitation, expenses relating to the cost of purchasing investments, the actual or proposed acquisition, financing, holding, monitoring, hedging or disposition of investments (*e.g.*, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, clearing and settlement charges, finders' fees, interest expenses, travel expenses, brokerage commissions (see Item 12 below) and trading costs), fees of the administrator (or to the extent any services typically provided by an administrator are provided by the Adviser, a Fund's general partner or managing general partner, as applicable, the cost of such services in amounts not to exceed those that would typically be payable to administrators engaged to perform such services as reasonably determined by such Fund's general partner or managing general partner or the board of directors, as applicable, in good faith), organizational expenses, the management fees, expenses relating to the offer and sale of shares or interests, as applicable, financing fees, prime brokerage fees, filing fees, taxes, registration fees and similar fees, audit and tax return preparation fees, fees in respect of consulting, custodial, accounting, investment banking, appraisal and financial advisory services relating to investments or prospective investments (and to the extent consulting, accounting, investment banking, appraisal and financial advisory services are provided by employees of the Adviser, a Fund's general partner or managing general partner, a sub-adviser or any of their respective affiliates, the cost of such services in amounts not to exceed those that would typically be payable to outside professionals or consultants engaged to perform such services as reasonably determined by such Fund's general partner or managing general partner or the board of directors, as applicable, in good faith), due diligence expenses and fees relating to investments or prospective investments (including expenses for information technology or software used to research investments or prospective investments (*e.g.*, Bloomberg terminals used for investment research purposes), travel expenses relating to investments or prospective investments, conduct of proxy contests and tender offers, litigation expenses and legal expenses (including the cost of in-house counsel of the Adviser, a Fund's general partner or managing general partner, a sub-adviser and their respective affiliates in amounts not to exceed those that would be payable to outside counsel engaged to perform such services as reasonably determined by such Fund's general partner or managing general partner or the board of directors, as applicable, in good faith) incurred in connection with the making or administration of investments (to the extent not borne by companies in which the Fund has an investment and regardless of whether consummated), costs of pricing services, servicing and special servicing fees, liability insurance covering a Fund's general partner and managing general partner, the Adviser, certain other service providers and their respective affiliates, members, directors, officers, partners, employees and agents, the cost of fidelity bonds intended to comply with the requirements of Section 412 of ERISA with respect to the assets of any "Plan Asset Fund" subject to ERISA, extraordinary expenses and

other similar expenses related to each Fund as a Fund's general partner or managing general partner or the board of directors, as applicable, determines in its sole discretion. Service providers to the Funds are compensated for their services pursuant to the terms of their relevant engagements.

Any expenses common to more than one client generally will be paid *pro rata* by such clients based on their respective amounts of capital under management or the relative total amounts invested or expected to be invested in the company in which such clients have invested, or are expected to invest, as appropriate, as determined by the Adviser.

Item 12 further describes the factors that the Adviser considers in selecting or recommending broker-dealers for Fund transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Non-discretionary Account clients have established custody accounts under separate agreements with one or more third-party custodian banks or broker-dealers, and such clients incur separate custody fees for such services.

### **C. Other Compensation**

With respect to certain of the Funds, 100% of all broken deal fees and 50% of all transaction and advisory fees (or in the case of certain of the Funds, 100% of all such fees) received by the Adviser or its affiliates in connection with a Fund's share of an actual or prospective investment made or to be made by the Fund will be applied to reduce future management fees payable by the Fund, as reasonably determined by the Adviser based on the proportion of the actual or prospective investment in the applicable security made or to be made by each Fund versus that made by other funds and accounts managed by the Adviser and/or its affiliates (collectively, "Other Compensation") and with respect to each Fund investor based on such investor's percentage interest in the Fund (calculated based on net asset value or capital account, as applicable to each Fund) as of the date the management fee reduction is applied as set forth in the immediately succeeding paragraph (the "Reduction Amount"); provided, however, that the Reduction Amount will be decreased by out-of-pocket expenses incurred by the Adviser and its affiliates in connection with the transactions out of which such Other Compensation arose. The Other Compensation will be applied to reduce the management fee next payable after receipt of the applicable Other Compensation (but not to an amount below zero) and to the extent not so applied will be carried forward for application against future installments of the management fee.

To the extent management fees are waived or reduced for a Fund investor, the portion of Other Compensation that would have been used to offset management fees that would otherwise have been borne by such investor will not be applied to reduce management fees borne by other investors in such Fund and will be retained by the Adviser.

It is also the policy of the Adviser to offset management fees paid by a Fund, in the manner provided above, by 100% of the "directors fees" (including proceeds from the sales of stock awarded to a member of a board of directors) received by the Adviser and its affiliates in connection with the Fund's share of an actual or prospective investment in entities other than with respect to Wendy's

(to the extent provided by applicable Fund documents) where service of certain affiliates of the Adviser on the board of directors of Wendy's predates the establishment of the Adviser.

Neither the Adviser nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

#### **D. Prepayment of Fees**

Fees and compensation paid to the Adviser or its affiliates by the Funds or Accounts are generally deducted from the assets of such clients. As discussed above, Management Fees are generally deducted on a quarterly basis, in advance, and Performance Compensation is generally deducted on an annual (or multi-year) basis as set forth under Item 5.A above. With respect to the Accounts, any Management Fees and Performance Compensation, and the manner of payment, are negotiated on a case-by-case basis as set forth in detail in each Account's investment management agreement and varies from the basis set forth herein.

#### **E. Compensation for the Sale of Securities or Other Investment Products**

Neither the Adviser nor its employees receive, directly or indirectly, any compensation from the sale of securities or investments that are purchased or sold for the Funds. The Adviser is compensated through the stated management fee and performance compensation agreed upon in the governing documents of the respective Fund (please refer to Item 6 below). Accordingly, the Adviser believes that it does not have any conflicts of interest regarding the receipt of additional compensation relating to Fund assets that Triam manages, except as specifically disclosed from time to time.

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

As described above in Item 5.A, the Adviser and its affiliates accept Performance Compensation from all Funds, except for those Funds whose only investors are affiliates of the Adviser. In addition, even among Funds that all pay Performance Compensation, some investors will bear higher rates than others. Performance Compensation creates certain inherent conflicts of interest with respect to Trian's management of assets. Specifically, Trian's entitlement to Performance Compensation in managing one or more Funds creates an incentive for Trian to make investments that are riskier or more speculative than would be the case in the absence of this arrangement. However, the Adviser believes this conflict is mitigated by the fact that Trian personnel and their affiliates have made significant investments of their own in certain Trian Funds and, as a result, typically hold a significant interest in Trian's investments and bear the risk of those investments.

When the Adviser is concurrently managing Funds that have different fee structures, it faces a potential conflict of interest. For example, the Adviser has an incentive to favor Funds that pay Performance Compensation over the Funds that do not, and to favor Funds and Accounts with higher Performance Compensation rates over those with lower rates. The Adviser also has an incentive to favor certain Funds which are held by, or made up of investors who are, affiliates of the Adviser, as well as other Funds where Trian personnel and their affiliates hold a significant direct or indirect interest.

However, the Adviser is committed to allocating investment opportunities on a fair and equitable basis, and it has established policies and procedures to address the conflicts of interest described above. Please see "*Co-Investment Opportunities*" disclosure in Item 4.B.3 above as well as Item 11 and Item 12.E. below for a discussion of certain of the Adviser's policies and procedures designed to address such conflicts of interest.



## **Item 7 – Types of Clients**

The Adviser generally provides investment advice to Funds as described above. The Adviser also provides non-discretionary investment recommendations to the Accounts. The Adviser may in the future provide investment advice to other separately managed accounts for institutional and other investors.

The minimum initial investment amount for investors in a Fund is generally at least \$10,000,000. This requirement can be waived or reduced with respect to one or more investors at the discretion of the general partner or the board of directors of the Fund, subject to minimum initial investment requirements for Funds organized in certain non-U.S. jurisdictions.

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

*The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

### **A. Analysis, Sources of Information and Valuation**

The Adviser employs fundamental analysis, including equity valuation analysis and credit analysis. The Adviser's sources of information also include investment banking contacts, corporate contacts and original analysis and research (financial, legal and other). The Adviser typically prices publicly traded securities using readily available market quotations it receives from independent, third-party sources. In the event such market quotations are unavailable, or the Adviser determines in good faith that such quotations may be unreliable, or when an active market for a security does not exist (such as during periods of extreme market uncertainty), the Adviser may price the securities with the assistance of an independent valuation expert or other third party in accordance with the Adviser's procedures. These prices will be estimates of fair value as of the valuation date, and the Adviser makes no representation or warranty that a security can be sold at the estimated price.

### **B. Investment Strategies**

Please see Item 4.B above for a description of the Adviser's investment strategies and types of investments. No assurance can be given that the Funds' respective investment objectives will be achieved or that investors will receive a return of their capital. Investing in securities involves risk of loss that clients should be prepared to bear. Please see Item 8.C below for further information regarding the risk of loss.

### **C. Risk of Loss**

*The following risk factors may not be applicable to certain of the Funds. Investments in a Fund are speculative and involve a substantial degree of risk, including the risk that an investor could lose some or all of its investment in such Fund. Prospective investors should carefully consider the risks of investing, which include, without limitation, those set forth below which are more fully described in the applicable Fund's offering documents. These risk factors include only those risks the Adviser believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by the Adviser and do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by the Adviser.*

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

Investment and Trading Risks in General. An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. The Funds invest in and trade securities and other financial instruments using strategies and investment techniques with significant risk characteristics, including the risks of short sales, the risks of leverage, the potential illiquidity of derivative instruments, the risk of loss from counterparty defaults and the risk of borrowing to meet withdrawal requests. The investment program of the Funds may utilize such investment techniques as margin transactions, option transactions, short sales, substantial leverage, securities lending, uncovered options transactions, forward transactions, futures and options on futures transactions, foreign currency transactions and highly concentrated portfolios, which practices involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which a Fund may be subject. All investments made by the Funds risk the loss of capital. No guarantee or representation is made that a Fund's investment program will be successful, that a Fund will achieve its targeted returns or that there will be any return of capital invested, and investment results may vary substantially over time.

General Economic and Market Conditions. The success of the Adviser's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Adviser's investments), trade barriers, currency exchange controls, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of the Adviser's investments. Volatility or illiquidity could impair profitability or result in losses.

The economies of non-U.S. countries may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, certain non-U.S. economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain non-U.S. countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

No Assurance of Investment Return. The Funds cannot provide assurance that they will be able to choose, make and realize investments in any particular company or portfolio of companies. There is no assurance that any Fund will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of companies and transactions described herein. Although the Funds expect to attempt to mitigate risk by investing in high quality companies, there can be no assurance that any investor will receive a return of its capital contributions, or any other distributions from any Fund (as applicable). Accordingly, an investment in the Funds should only be considered by persons who can afford a loss of their entire investment.

The Funds' Investment Strategy. The success of a Fund's investment strategy may require, among other things, that: (i) the Adviser properly identify companies whose securities prices can be improved through the Adviser's active influence on, and involvement in, the operations of such companies or through other corporate and/or strategic actions; (ii) the Fund acquire sufficient securities or other instruments of or relating to such companies at a sufficiently attractive price; (iii) the Fund avoid triggering anti-takeover and regulatory obstacles while aggregating its position; (iv) management of such companies and other security holders respond positively to the Adviser's proposals; and (v) the market price of such companies' securities increases in response to any actions taken by such companies. There can be no assurance that any of the foregoing will succeed.

Successful execution of an investment strategy with respect to a particular company may depend on the actions of other security holders and others with an interest in such company. Some security holders may have interests that diverge significantly from those of the Fund and some of those parties may be indifferent to the proposed changes. Moreover, securities that the Adviser believes are fundamentally under-valued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame the Adviser anticipates, even if the Fund's strategy is successfully implemented. Even if the prices for a company's securities have increased, there is no assurance that the Fund will be able to realize any increase in the value of its investment. A Fund's investment strategy may also prove ineffective for other reasons, including but not limited to: (i) opposition of the management or investors of the subject company, which may result in litigation and/or negative press attention and may erode, rather than increase, the value of the subject company; (ii) intervention of a governmental agency; (iii) efforts by the subject company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) market conditions resulting in material changes in the prices of securities; (v) the presence of corporate governance mechanisms such as staggered boards, poison pills and classes of stock with increased voting rights; and (vi) the necessity for compliance with applicable securities laws.

In addition, opponents of a proposed corporate governance change may seek to involve regulatory agencies in investigating the transaction or the Funds and such regulatory agencies may independently investigate the participants in a transaction, including the Funds, as to compliance with securities or other law. Furthermore, successful execution of a corporate governance strategy may depend on the active cooperation of investors and others with an interest in the subject company. Some investors may have interests which diverge significantly from those of the Funds, and some of those parties may be indifferent to the proposed changes. Moreover, securities that the Adviser believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the timeframe the Adviser anticipates, even if a corporate governance strategy is successfully implemented. Even if the prices for a portfolio company's securities have increased, no guarantee can be made that there will be sufficient liquidity in the markets to allow the Funds to dispose of all or the securities therein or to fully realize any increase in the price of such securities.

Concentration of Holdings. The Funds participate in a limited number of investments concentrated in the consumer, industrial and financial services sectors and, as a consequence, the aggregate return of a Fund may be substantially adversely affected by the unfavorable performance of any single investment or sector. Moreover, if certain of a Fund's investments perform poorly or fail to return capital, other Fund investments must perform very well in order for the Fund to achieve above-average returns. There can be no assurance that this will be the case. In that event, the Fund's portfolio will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of that particular company, industry, asset category, trading style or economic market, than a less concentrated portfolio would be. As a result, the Fund's aggregate return may be volatile and may be affected substantially by the performance of only one or a few holdings or sectors. Limited diversification may result in the concentration of risk, which, in turn, could expose the Funds to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in such securities. The Adviser is not obligated to hedge its positions.

Trading in Securities and Other Investments that May Be Illiquid. Certain investment positions in which Funds may have an interest, including investment positions through which the Funds control or seeks to control a company, may be illiquid. The Funds may own restricted or non-publicly traded securities and securities on foreign exchanges. These investments could prevent the Funds from liquidating unfavorable positions promptly and subject the Funds to substantial losses. Such illiquidity could also impair the Funds' ability to distribute withdrawal proceeds to a withdrawing investor in a timely manner.

Significant Positions in Securities; Regulatory Requirements. In the event the Funds acquire a significant stake in certain issuers of securities and such stake exceeds certain percentage or value limits, the Funds may be subject to regulation and regulatory oversight that may impose notification and filing requirements or other administrative burdens on the Funds and the Adviser. Any such requirements may impose additional costs on the Funds and may delay the acquisition or disposition of the securities or the Adviser's ability to respond in a timely manner to changes in the markets with respect to such securities.

In addition, "position limits" may be imposed by various regulators that may limit the Adviser's ability to effect certain desired trades in derivative instruments or otherwise. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a security. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. To the extent that a Fund's position limits were aggregated with an affiliate's position limits, the effect on a Fund and resulting restriction on its investment activities may be significant. If at any time positions managed by the Adviser were to exceed applicable position limits, the Adviser could be required to liquidate positions of the Funds to the extent necessary to come within those limits. Further, to avoid exceeding any position limits, the Adviser might have to forego or modify certain of its contemplated trades.

In addition, if one or more Funds, acting alone or as part of a group, acquires beneficial ownership of more than 10% of a certain class of securities of a public company or places a director on the board of directors of such a company, under Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), such Fund(s) may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. Furthermore, in such circumstances such Fund(s) will be prohibited from entering into a short position in such issuer's securities, and therefore limited in their ability to hedge such investments. Similar restrictions and requirements may apply in non-U.S. jurisdictions.

As noted herein, one or more Funds, acting either alone or as part of a group, may acquire a "control" position in an issuer's securities. This may subject such Funds to additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability generally characteristic of business operations may be ignored.

If the Adviser causes a Fund to be concentrated in certain positions, and the Fund's portfolio becomes significantly concentrated in securities related to a single or a limited number of issuers, industries, sectors, strategies, countries or geographic regions, the Partnership will be subject to the risks described above under the heading "Concentration of Holdings." These factors may affect the level and volatility of the prices and the liquidity of the Fund's investments. Volatility or illiquidity could impair the Funds' profitability or result in losses. Additionally, if a Fund receives substantial withdrawal requests within a limited period of time, or at a time when one or more of the Fund's investments have become less liquid, the Adviser may find it difficult to adjust its asset allocation and trading strategies to the suddenly reduced amount of assets under management. Under such circumstances, in order to provide funds to pay withdrawals, the Adviser may be required to liquidate Fund positions at an inappropriate time or on unfavorable terms, resulting in lower net assets for the remaining Fund investors and lower withdrawal proceeds for the withdrawing investors. In such circumstances, a Fund may also be forced to sell its more liquid positions, which may cause an imbalance in the portfolio that could have a material adverse effect on the Fund's remaining investors.

Banking Relationships. The Adviser and the Funds will hold cash and, with respect to the Funds, other assets in accounts with one or more banks, custodians or depository or credit institutions (collectively, "Banking Institutions"), which may include both U.S. and non-U.S. Banking Institutions from time to time. The Funds may also enter into credit facilities and have other relationships with Banking Institutions as described further in the Funds' offering materials. The distress, impairment, or failure of, or a lack of investor or customer confidence in, any of such Banking Institutions may limit the ability of each of the Adviser and the Funds to access, transfer or otherwise deal with its assets, draw upon a credit facility, or rely upon any of such other relationships, in a timely manner or at all, and may result in other market volatility and disruption, including by affecting other Banking Institutions. All of the foregoing could have a negative impact on the Funds. For example, in such a scenario, the Funds could be forced to delay or forgo an investment or a distribution, including in connection with a withdrawal, or generate cash to fund such investment or

distribution from other sources (including by disposing of other investments or making other borrowings) in a manner that it would not have otherwise considered desirable. Furthermore, in the event of the failure of a Banking Institution, access to a depository account with that institution could be restricted and U.S. Federal Deposit Insurance Corporation ("FDIC") protection may not be available for balances in excess of amounts insured by the FDIC (and similar considerations may apply to Banking Institutions in other jurisdictions not subject to FDIC protection). In such a case, the Adviser and the Funds, as applicable, may not recover all or a portion of such excess uninsured amounts and could instead have an unsecured or other type of impaired claim against the Banking Institution (alongside other unsecured or impaired creditors). The Adviser does not expect to be in a position to reliably identify in advance all potential solvency or stress concerns with respect to its or the Funds' banking relationships, and there can be no assurance that the Adviser or the Funds will be able to easily establish alternative relationships with and transfer assets to other Banking Institutions in the event a Banking Institution comes under stress or fails.

Limited Liquidity Generally. All of the above risks collectively magnify the manner in which an investor's liquidity may be further limited from time to time. While it has not been common for other third-party investment funds (such as hedge funds and mutual funds) that offer investors regular periodic liquidity to limit or suspend withdrawals because they have a diversified portfolio of liquid assets, the Funds hold limited and, at times, highly concentrated portfolio positions where the Adviser's investment strategy will often require (or the success of such strategy will often depend on) the Funds maintaining their positions during critical or tactically important events or periods of time, such as during the pendency of a tender offer or in advance of an important shareholder vote. In addition, the Adviser may have representatives on the boards of directors of certain companies in which the Funds invest, which could subject the Funds to certain trading restrictions with respect to the securities of those companies. Examples of other circumstances in which withdrawals may be limited or delayed include but are not limited to: if a Fund cannot liquidate positions to meet a withdrawal request because it would be required to disgorge short-swing profits under Section 16 of the Securities Exchange Act of 1934, as amended; or if any of the Adviser or its affiliates are in possession of material non-public information concerning securities which would otherwise be liquidated to meet a withdrawal request; or because satisfying a withdrawal request would impede a pending tender offer, proxy contest, shareholder vote or other shareholder action with respect to the issuer of the securities which would otherwise be liquidated to meet the request.

Investment in the Consumer Sector. The Funds from time to time invest in companies in the consumer sector, such as those involved in packaged foods, beverages, household and personal care, restaurants, franchise models, retail, luxury and consumer services. The success of consumer companies is tied closely to the performance of the overall domestic and global economy, interest rates, competition and consumer confidence. Success of consumer companies also depends heavily on disposable household income and consumer spending. Also, companies in the consumer discretionary sector may be subject to severe competition, which may have an adverse impact on their respective profitability. Changes in demographics and consumer tastes can also affect the demand for, and success of, consumer products and services in the marketplace.

Investments in the Industrials Sector. The Funds from time to time invest in companies in the industrials sector, such as those involved in distribution, packaging, heating, ventilation and cooling, specialty chemicals and coatings, and aerospace. The industrials sector can be significantly affected by general economic trends, including employment, economic growth, and interest rates; changes in consumer sentiment and spending; the supply of and demand for specific industrial products or services; government regulation and spending; and global competition. Furthermore, a portfolio company in the industrials sector can be subject to liability for environmental damage, depletion of resources and mandated expenditures for safety and pollution control.

Investments in the Financial Services Sector. The Funds from time to time invest in companies in the financial services sector, such as providers of financial services, asset managers or trust banks. The financial services sector can be significantly affected by general economic trends, including employment and economic growth, and interest rates, as well as financial market volatility. These companies are also frequently required to adapt to secular industry trends, such as the increasing popularity of exchange traded products in the asset management industry. The business models of financial services companies may also be greatly impacted by regulatory changes, and increased regulation can result in a reduction of profitability.

Operating and Financial Risks of Portfolio Companies. The operating results of portfolio companies in which the Funds invest could deteriorate as a result of, among other factors, an adverse development in their business, a change in their competitive environment, or an economic downturn. As a result, portfolio companies that a Fund may have expected to be stable may operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive positions, or may otherwise experience a deteriorating financial condition or experience financial distress. In some cases, the success of a Fund's investment strategy and approach will depend, in part, on the ability of Trian to effect improvements in the business and operations of a portfolio company. The activity of identifying and implementing strategic and operating initiatives at portfolio companies entails a high degree of uncertainty. There can be no assurance that Trian will be able to successfully identify and implement such strategic and operating initiatives.

Reliance on Portfolio Company Management Team. Each portfolio company's day-to-day operations are the responsibility of such company's management team. Although Trian will be responsible for monitoring the performance of each portfolio company and representatives of Trian may join the board of directors of such company, there can be no assurance that a portfolio company's management team will be able to operate such company successfully and/or execute strategic and operational initiatives that may be proposed by Trian.

Reliance on Corporate Management and Financial Reporting. In some cases, the Adviser will rely on the financial information made available by the companies in which the Funds invest. The Adviser may not have the ability to independently verify all of such financial information and may be dependent upon the integrity of both the management of these companies and their



financial reporting process in general. Material losses could occur as a result of corporate mismanagement, fraud and accounting irregularities at any of such companies.

Highly Volatile Markets; Governmental Interventions. The prices of a Fund's investments, including, without limitation, common equity and related equity derivative instruments, high yield securities, convertible bonds, and other derivatives, including futures and option prices, can be highly volatile. Price movements of forward, futures and other derivative contracts in which a Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in government bonds, currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Funds are also subject to the risk of the failure of any exchanges on which its positions trade or of its clearinghouses.

Non-U.S. Investments. A Fund may invest a portion of its capital outside the United States in non-dollar denominated securities and instruments, including in securities and instruments issued by non-U.S. companies and the governments of non-U.S. countries and in non-U.S. currency. These investments involve special risks not usually associated with investing in securities of U.S. companies or the U.S. federal, state or local government. Because investments in securities and instruments issued by non-U.S. issuers may involve non-U.S. dollar currencies and because a Fund may temporarily hold funds in bank deposits in such currencies during the completion of its investment program, the Fund may be affected favorably or unfavorably by changes in currency rates (including as a result of the devaluation of a non-U.S. currency) and in exchange control regulations and may incur transaction costs in connection with conversions between various currencies. In addition, because non-U.S. entities are not subject to uniform accounting, auditing, and financial reporting standards, practices and requirements comparable with those applicable to U.S. companies, there may be different types of, and lower quality, information available about a non-U.S. company than a U.S. company. There is also less regulation, generally, of the securities markets in non-U.S. countries than there is in the United States. Some non-U.S. securities markets have a higher potential for price volatility and relative illiquidity compared to the U.S. securities and capital markets. With respect to certain countries there may be the possibility of expropriation or confiscatory taxation, political, economic or social instability, limitation on the removal of funds or other assets or the repatriation of profits, restrictions on investment opportunities, the imposition of trading controls, withholding or other taxes on interest, dividends, capital gain, other income, gross sale or disposition proceeds, import duties or other protectionist measures, various laws enacted for the protection of creditors, greater risks of nationalization or diplomatic developments which could adversely affect the Fund's investments in those countries.

Role of Investment Professionals and Other Skilled Employees. The performance of the Funds is largely dependent on the talents and efforts of highly skilled individuals employed by

Trian. The success of the Funds depends on Trian's ability to identify and willingness to provide acceptable compensation to attract, retain and motivate talented investment professionals and other skilled employees. A period of sustained loss could hamper Trian's ability to attract and retain talented investment professionals and other skilled employees. There can be no assurance that Trian's investment professionals and other skilled employees will continue to be associated with Trian throughout the life of each Fund, and the failure to attract or retain such investment professionals and employees could have a material adverse effect on the Funds, including, for example, by limiting Trian's ability to pursue the investment strategies discussed herein. There is no guarantee that the talents of Trian's investment professionals or other skilled employees could be replaced.

Potential Interest Rate Increases. Uncertainty of the U.S. and global economy, and sensitivity of interest rates to changes in U.S. government and other nations' monetary and fiscal policies, including changes in the federal funds rate, create a risk that interest rates will be volatile in the future. Interest rate volatility is difficult to predict, and may cause the value of any assets sensitive to interest rates, including fixed income instruments, held by the Funds to decrease which may result in substantial withdrawals from the Funds that, in turn, force the Funds to liquidate such instruments at disadvantageous prices negatively impacting the performance of the Funds.

Discontinuation of LIBOR. The London Interbank Offered Rate ("LIBOR") for U.S. Dollars, which is commonly used as a reference rate within various financial contracts (any such rate, a "Reference Rate"), ceased publication after June 30, 2023 (the one-week and two-month tenors of U.S. Dollar LIBOR ceased to be published after December 31, 2021). The Alternative Reference Rates Committee (the "ARRC") convened by the Board of Governors of the Federal Reserve System ("FRB") recommended certain Secured Overnight Financing Rate ("SOFR") term rates as the replacement (in commercial loan agreements) for U.S. Dollar LIBOR. The ARRC's recommendations are consistent with replacements proposed under the Adjustable Interest Rate (LIBOR) Act (the "LIBOR Act"), which became effective in March 2022, and the final rule implementing the LIBOR Act adopted by the FRB, which became effective in February 2023. The FRB also recommended certain SOFR-based replacements for derivative transactions. SOFR is a secured, risk-free rate, where LIBOR was an unsecured rate reflecting counterparty risk, and certain of the recommended replacement rates proposed by the ARRC and under the LIBOR Act included a credit spread adjustment to address this difference. However, in new issue transactions (i.e., transactions not transitioning from London interbank offered rates) a market practice developed to absorb the credit spread adjustment as part of the pricing spread over the applicable benchmark rate, as opposed to indicating a credit spread adjustment as a separate item (for example, as an adjustment to a SOFR-based benchmark rate) within the applicable benchmark rate. Investors should expect that the Funds will be a party to SOFR-based contracts, or contracts utilizing different Reference Rates. Considered in their entirety, the impacts of the discontinuation of U.S. Dollar LIBOR on financial markets generally and on the specific financial contracts to which the Funds are a party may adversely affect the performance of the Funds.

Leverage and Financing Risk. A Fund that is permitted to use leverage may leverage its capital because the Adviser believes that the use of leverage may enable the Fund to achieve a

higher rate of return. Accordingly, such Fund may pledge its securities in order to borrow additional funds for investment purposes. A Fund may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings that a Fund may have outstanding at any time may be substantial in relation to its capital.

While leverage presents opportunities for increasing a Fund's total return, it has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment by a Fund would be magnified to the extent the Fund is leveraged. The cumulative effect of the use of leverage by a Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to the Fund that would be greater than if the Fund was not leveraged.

In general, the potential use of short-term margin borrowings would result in certain additional risks to a Fund. For example, should the securities pledged to brokers to secure the Fund's margin accounts decline in value, the Fund could be subject to a "margin call," pursuant to which the Fund would either be required to deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements.

A Fund may enter into repurchase and reverse repurchase agreements. When a Fund enters into a repurchase agreement, it "sells" securities issued by the U.S. or a non-U.S. government, or agencies thereof, to a broker-dealer or financial institution, and agrees to repurchase such securities for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, the Fund "buys" securities issued by the U.S. or a non-U.S. government, or agencies thereof, from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by the Fund, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by the Fund involves certain risks. For example, if the seller of securities to a Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Fund will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Fund's ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that the Fund may not be able to substantiate its interest in the underlying securities. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the Fund may suffer a loss to the extent it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller.

If the Adviser determines to leverage a Fund's portfolio, the financing used by the Fund will be extended by securities brokers and dealers in the marketplace in which the Fund invests. While the Fund will attempt to negotiate the terms of these financing arrangements with such brokers and dealers, its ability to do so will be limited. The Fund is therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin

required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to the Fund. Because the Funds currently have no alternative credit facility that could be used to finance their portfolio in the absence of financing from broker-dealers, a Fund could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of a Fund's portfolio at distressed prices could result in significant losses to the Fund.

Portfolio Company Leverage. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. A Fund's portfolio companies may make use of varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of such companies. Moreover, any rise in interest rates may significantly increase a portfolio company's interest expense, causing losses and/or the inability to service debt levels. If a portfolio company cannot generate adequate cash flow to meet debt obligations, the Fund may suffer a partial or total loss of capital invested in the portfolio company.

Short Selling. Short selling involves selling securities that may or may not be owned by the seller and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in the value of securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. In some cases, securities may be sold short by a Fund in a long/short strategy to hedge a long position, or to enable the Fund to express a view as to the relative value between the long and short positions. There is no assurance that the objectives of these strategies will be achieved, or specifically that the long position will not decrease in value and the short position will not increase in value, causing the Fund losses on both components of the transaction. In addition, when a Fund effects a short sale, it may be obligated to leave the proceeds thereof with the broker and also deposit with the broker an amount of cash or other securities (subject to requirements of applicable law) that is sufficient under any applicable margin or similar regulations to collateralize its obligation to replace the borrowed securities that have been sold.

Counterparty Risk. A Fund has established or expects to establish relationships and may establish additional relationships in the future to obtain financing, derivative intermediation and prime brokerage services that permit the Fund to trade in any variety of markets or asset classes over time. However, there can be no assurance that the Fund will be able to establish or maintain such relationships. An inability to establish or maintain such relationships could limit the Fund's trading activities, create losses, preclude the Fund from engaging in certain transactions or prevent the Fund from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships could have a significant impact on the Fund's business due to the Fund's reliance on such counterparties.

A Fund may effect transactions in the “over-the-counter” or “OTC” derivatives markets. The stability and liquidity of OTC derivatives transactions depends in large part on the creditworthiness of the parties to the transactions. In the OTC markets, a Fund enters into a contract directly with dealer counterparties which may expose the Fund to the risk that a counterparty will not settle a transaction in accordance with its terms because of a solvency or liquidity problem with the counterparty. Delays in settlement may also result from disputes over the terms of the contract (whether or not *bona fide*). In addition, a Fund may have a concentrated risk in a particular counterparty, which may mean that if such counterparty were to become insolvent or have a liquidity problem, losses would be greater than if the Fund had entered into contracts with multiple counterparties. Certain OTC derivative contracts require that the Fund post collateral.

If there is a default by a counterparty, a Fund under most normal circumstances will have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Fund being less than if the Fund had not entered into the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. In such case, the recovery of the Fund’s securities from such counterparty or the payment of claims therefor may be significantly delayed and the Fund may recover substantially less than the full value of the securities entrusted to such counterparty. In addition, there are a number of proposed rules that, if they were to go into effect, may impact the laws that apply to insolvency proceeding and may impact whether the Fund may terminate its agreement with an insolvent counterparty.

Collateral that a Fund posts to its counterparties that is not segregated with a third party custodian may not have the benefit of customer-protected “segregation” of such funds. In the event that a counterparty were to become insolvent, the Fund may become subject to the risk that it may not receive the return of its collateral or that the collateral may take some time to return.

In addition, a Fund may use counterparties located in jurisdictions outside the United States. Such counterparties usually are subject to laws and regulations in non-U.S. jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to the Fund’s assets are subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potentially large number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such an insolvency on the Fund and its assets. Investors should assume that the insolvency of any such counterparty would result in significant delays in recovering the Fund’s securities from or the payment of claims therefor by such counterparty and a loss to the Fund, which could be material.

Currency. A Fund’s assets may be invested by the Adviser in debt and equity securities denominated in various currencies and in other financial instruments, the price of which is determined with reference to such currencies. The Fund will, however, value its investments and other assets in U.S. dollars. To the extent unhedged, the value of a Fund’s net assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the Fund’s investments in the various local markets and

currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which a Fund makes its investments will reduce, all other economic factors being constant, the effect of increases and magnify the effect of decreases in the prices of the Fund's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Fund's non-U.S. dollar securities. Currency forward contracts and over-the-counter options may be utilized to hedge against any potential currency fluctuations, but the Fund is not required to hedge and there can be no assurance that such hedging transactions, even if undertaken, will be effective.

Derivative Securities and Instruments Generally. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, credit risk, legal risk and operations risk. The regulatory and tax environment for derivative instruments in which the Funds may participate is evolving, and changes in the regulation or taxation of such instruments may have a material adverse effect on the Funds.

Regulation in the Derivatives Industry. There are many rules related to derivatives that may negatively impact the Funds, such as requirements related to recordkeeping, reporting, portfolio reconciliation, central clearing, minimum margin for uncleared OTC instruments and mandatory trading on electronic facilities, and other transaction-level obligations. Parties that act as dealers in swaps, are also subject to extensive business conduct standards, additional "know your counterparty" obligations, documentation standards and capital requirements. All of these requirements add costs to the legal, operational and compliance obligations of the Adviser and the Fund, and increase the amount of time that the Adviser spends on non-investment-related activities. Requirements such as these also raise the costs of entering into derivative transactions, and these increased costs are passed on to the Funds.

These rules are operationally and technologically burdensome for the Adviser and the Funds. These compliance obligations require employee training and use of technology, and there are operational risks borne by the Funds in implementing procedures to comply with many of these additional obligations.

These regulations may also result in the Funds forgoing the use of certain trading counterparties (such as broker-dealers and futures commission merchants ("FCMs")), as the use of other parties may be more efficient for the Funds from a regulatory perspective. However, this could limit the Funds' trading activities, create losses, preclude the Funds from engaging in certain transactions or prevent the Funds from trading at optimal rates and terms.

Many of these requirements were implemented under legislation intended to reform the U.S. financial regulatory system, the EU Regulation on OTC Derivatives, Central Counterparties and Trade Repositories (known as the European Market Infrastructure Regulation, or "EMIR"), and similar regulations globally. In the United States, regulatory responsibility for derivatives is divided between the SEC and the CFTC, a distinction that does not exist in any other jurisdiction. The SEC has regulatory authority over "security-based swaps" and the CFTC has regulatory authority over "swaps". EMIR is being implemented in phases through the adoption of delegated acts by the European Commission. As a result of the SEC and CFTC bifurcation and the different pace at which the SEC, the CFTC, the European

Commission and other international regulators have promulgated necessary regulations, different transactions are subject to different levels of regulation. Though many rules and regulations have been finalized, there are others, particularly SEC regulations with respect to security-based swaps, that are still in the proposal stage or are expected to be introduced in the future.

The following describes derivatives regulations that may have the most significant impact on the Funds:

- Reporting. Most swap transactions have become subject to anonymous “real time reporting” requirements, meaning that information relating to swap transactions entered into by the Funds may become visible to the market in ways that may impair the Funds’ ability to enter into additional transactions at comparable prices or could enable competitors to “front run” or replicate the Funds’ strategies.
- Central Clearing. In order to mitigate counterparty risk and systemic risk in general, various U.S. and international regulatory initiatives, including EMIR, are underway to require certain derivatives to be cleared through central clearinghouses. In the United States, clearing mandates affect certain interest rate and credit default swaps. The CFTC and the SEC may introduce clearing requirements for additional classes of derivatives in the future. EMIR also requires OTC derivatives contracts meeting specific criteria to be cleared through central counterparties.

While such clearing requirements may be beneficial for the Funds in many respects (for instance, they may reduce the counterparty risk to the dealers to which the Funds would be exposed under non-cleared derivatives), the Funds could be exposed to new risks, such as the risk that an increasing percentage of derivatives will be required to be standardized and/or cleared through central clearinghouses, and, as a result, the Funds may not be able to hedge its risks or express an investment view as well as they would have been able to had it used customizable derivatives available in the over-the-counter markets. The Funds may have to split their derivatives portfolio between centrally cleared and over-the-counter derivatives, which may result in operational inefficiencies and an inability to offset risk between centrally cleared and over-the-counter positions, and which could lead to increased costs.

Another risk is that the Funds may be subject to more onerous and more frequent (daily or even intraday) margin calls from both the Funds’ FCM and the clearinghouse. Virtually all margin models utilized by the clearinghouses are dynamic, meaning that unlike traditional bilateral swap contracts where the amount of initial margin posted on the contract is typically static throughout of the life of the contract, the amount of the initial margin that is required to be posted in respect of a cleared contract will fluctuate, sometimes significantly, throughout the life of the contract. The dynamic nature of the margin models utilized by the clearinghouses and the fact that the margin models might be changed at any time may subject the Funds to an unexpected increase in collateral obligations by clearinghouses during a volatile market

environment, which could have a detrimental effect on the Funds. Clearinghouses also limit collateral that they will accept to cash, U.S. treasuries and, in some cases, other highly rated sovereign and private debt instruments, which may require the Funds to borrow eligible securities from a dealer to meet margin calls and raise the costs of cleared trades to the Funds. In addition, clearinghouses may not allow the Funds to portfolio-margin its positions, which may increase the Funds' costs.

Although standardized clearing for derivatives is intended to reduce counterparty risk (for instance, it may reduce the counterparty risk to the dealers to which the Fund would have been exposed under OTC derivatives), it does not eliminate risk. Derivatives clearing may also lead to concentration of counterparty risk, namely in the clearinghouse and the Funds' FCM, subjecting the Funds to the risk that the assets of the FCM are insufficient to satisfy all of the FCM's payment obligations, leading to a payment default. The failure of a clearinghouse or FCM could have a significant impact on the financial system. Even if a clearinghouse does not fail, large losses could force significant capital calls on FCMs during a financial crisis, which could lead FCMs to default and thus worsen the crisis.

- Swap Execution Facilities. In addition to the central clearing requirement, certain swap transactions are required to trade on regulated electronic platforms such as swap execution facilities ("SEFs"), which would require the Funds to subject themselves to regulation by these venues and subject the Funds to the jurisdiction of the CFTC. CFTC rules governing the operation of SEFs continue to evolve; the SEC has yet to finalize rules related to security-based SEFs.

The EU regulatory framework governing derivatives is set not only by EMIR but also a legislative package known as a recast of the Markets in Financial Instruments Directive ("MiFID II"). Among other things, MiFID II requires transactions in derivatives to be executed on regulated trading venues.

It is not clear whether these trading venues will benefit or impede liquidity, or how they will fare in times of market stress. Trading on these trading venues may increase the pricing discrepancy between assets and their hedges as products may not be able to be executed simultaneously, therefore increasing basis risk. It may also become relatively expensive for the Funds to obtain tailored swap products to hedge particular risks in their portfolios due to higher collateral requirements on bilateral transactions as a result of these regulations.

- Margin Requirements for Non-Cleared Swaps. Rules issued by U.S., EU and other regulators globally (the "Margin Rules") impose various margin requirements on all swaps that are not centrally cleared, including the establishment of minimum amounts of initial margin that must be posted, and, in some cases, the mandatory segregation of initial margin with a third-party custodian. Although the Margin Rules are intended to increase the stability of the derivatives market, the overall amount of



margin that the Funds will be required to post to swap counterparties may increase by a material amount, and as a result the Funds may not be able to deploy capital as effectively. Additionally, to the extent the Funds are required to segregate initial margin with a third-party custodian, additional costs will be incurred by the Fund.

- Derivative Transactions and Hedging. A Fund may utilize a variety of financial instruments, such as derivatives, options, total return swaps, futures, forward contracts, and indices, both for investment purposes and for risk management purposes, in order to (i) protect against possible changes in the market value of the Fund's investment portfolio resulting from fluctuations in the securities and commodity markets and changes in currencies and interest rates; (ii) protect the Fund's unrealized gains in the value of the Fund's investment portfolio; (iii) facilitate the synthetic sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the Fund's portfolio; (v) hedge the interest rate or currency exchange rate on any of the Fund's liabilities or assets; (vi) protect against any increase in the price of any securities the Fund anticipates purchasing at a later date; or (vii) for any other reason that the Adviser deems appropriate.

The success of any hedging activities by a Fund will depend, in part, upon the Adviser's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategy will also be subject to the Adviser's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if it had not engaged in such hedging transactions. For a variety of reasons, the Adviser may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent a Fund from achieving the intended hedge or expose the Fund to risk of loss. The Adviser may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of the Fund's portfolio holdings.

Investments in Under-Valued Securities. Part of a Fund's investment strategy is to invest in securities that the Adviser believes are under-valued. The identification of investment opportunities in under-valued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in under-valued securities 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 a Fund's investments may not adequately compensate for the business and financial risks assumed.

From time to time, a Fund may invest in bonds or other fixed income securities, including, without limitation, commercial paper and "higher yielding" (and, therefore, higher risk)

debt securities. It is likely that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

For reasons not necessarily attributable to any of the risks set forth herein (for example, supply/demand imbalances or other market forces), the prices of the securities in which a Fund invests may decline substantially. In particular, purchasing assets at what may appear to be “under valued” levels is no guarantee that these assets will not be trading at even more “under valued” levels at a time of valuation or at the time of sale.

Lending of Portfolio Securities. A Fund may lend securities on a collateralized and an uncollateralized basis from its portfolio to securities firms and financial institutions that it believes to be creditworthy. While a securities loan is outstanding, the Fund will continue to receive the equivalent of the interest or dividends paid by the issuer on the securities, as well as interest on the investment of the collateral or a fee from the borrower. The risks in lending securities, as with other extensions of secured credit, if any, consist of possible delay in receiving additional collateral, if any, or in recovery of the securities or possible loss of rights in the collateral, if any, should the borrower fail financially.

Trading in Securities and Other Investments That May be Illiquid. Certain investment positions in which a Fund may have an interest, including investment positions through which the Fund controls or seeks to control a company, may be illiquid. The Funds may own restricted or non-publicly traded securities and/or securities listed on non-U.S. exchanges. These investments could prevent a Fund from liquidating unfavorable positions promptly and subject the Fund to substantial losses. Such illiquidity could also impair the Fund’s ability to distribute withdrawal/redemption proceeds to a withdrawing/redeeming investor in a timely manner.

Regulatory Restrictions. The investment strategies pursued by a Fund may be affected by applicable U.S. state and federal laws and regulations governing the beneficial ownership of public securities. For example, a Fund may be required to make filings pursuant to Section 13(d), 13(g) and/or 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the rules and regulations promulgated thereby. Such laws and regulations may inhibit the Fund’s ability to freely acquire and dispose of certain securities, and possibly subject the Fund to “short swing profits” disgorgement. Should a Fund be affected by such rules and regulations, it may not be able to transact in ways that would realize value for the applicable Fund. In addition, any changes to government regulations (such as to Schedule 13D or Hart-Scott-Rodino filings) could make some or all forms of Triam’s investment strategies more difficult to implement, impractical or unlawful. Accordingly, such changes, if any, could have an adverse effect on the ability of a Fund to achieve its investment objective.

Litigation Risk. Some of the tactics that the Adviser may use, involve or result in litigation. A Fund could be a party to lawsuits either initiated by it, or by a company in which the

Fund invests, other shareholders, or U.S. state, U.S. federal and non-U.S. governmental bodies. There can be no assurance that any such litigation, once begun, would be resolved in favor of the Fund.

Directorships on the Boards of Directors of Portfolio Companies. Certain of the Adviser's Founding Partners, as well as other Partners and designees, may serve as directors of, or in a similar capacity with, companies in which the Funds invest. In the event that material, non-public information is obtained with respect to such companies or in the event that the Funds become subject to trading restrictions pursuant to the internal trading policies of such companies or as a result of applicable law or regulations, the Funds may be prohibited for a period of time from purchasing or selling the securities or other instruments of or relating to such companies. Due to these restrictions, the Funds may not be able to initiate a transaction that they otherwise might have initiated and may not be able to sell an investment that they otherwise might have sold, which prohibition may have an adverse effect on the Funds.

Minority Investments; Investments with Third Parties. The Funds will primarily invest in minority positions of companies and in companies for which the Funds have no legal right to appoint a director or otherwise exert significant influence or protect its position. In such cases, the Funds will be significantly reliant on the existing management and board of directors of such companies, which may include representation of other financial investors with whom the Funds are not affiliated and whose interests may conflict with the interests of the Funds. Consequently, the Adviser may not always be in a position to effectively protect the Funds' interests.

The Funds may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third party co-venturer may have financial difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take (or block) action in a manner contrary to the Funds' investment objectives. In addition, the Funds may in certain circumstances be liable for the actions of its third-party co-venturers. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements.

Systems and Operational Risks Generally. The Funds depend on the Adviser to develop and implement appropriate systems for the Funds' activities. The Funds rely heavily and on a daily basis on financial, accounting and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor their portfolio and capital, and to generate risk management and other reports that are critical to oversight of the Funds' activities. In addition, the Funds rely on information systems to store sensitive information about the Funds, the Adviser, their respective affiliates and the investors. Certain of the Funds' and the Adviser's activities will be dependent upon systems operated by third parties, including prime brokers, administrators, market counterparties and other service providers, and the Adviser may not be in a position to verify the risks or reliability of such third-party systems. Failures in the systems employed by the Adviser, prime brokers, administrators, counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the

confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. Disruptions in the Funds' operations may cause the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on the Funds and the investors' investments therein.

Cybersecurity Risk. As part of its business, Trian processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of Fund investors and beneficial owners. Similarly, service providers of Trian and the Funds, particularly the Administrators, may process, store and transmit such information. Trian has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the Adviser may be susceptible to compromise, leading to a breach of Trian's network. Trian's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by Trian to the investors in the Funds may also be susceptible to compromise. Breach of Trian's information systems may cause information relating to the transactions of the Funds and personally identifiable information of Fund investors and beneficial owners to be lost or improperly accessed, used or disclosed.

The service providers of Trian and the Funds, including the Administrators, are subject to the same electronic information security threats as Trian. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Fund and personally identifiable information of the Fund investors and beneficial owners may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of the Adviser's or the Funds' proprietary information may cause Trian or the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Funds and Fund investors' investments therein.

Assumption of Catastrophic Risks. The Funds may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes and other natural disasters; war, terrorism and other armed conflicts; social or political unrest; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including infectious disease outbreaks, epidemics and pandemics. To the extent that any such event occurs and has a material effect on global financial markets or specific markets or issuers in which the Funds invest (or has a material negative impact on the operations of the Adviser or the service providers), the risks of loss can be substantial and could have a material adverse effect

on the Funds and the investors' investments therein. Furthermore, any such event may also adversely impact one or more individual investors' financial condition, which could result in substantial withdrawal requests by such investors as a result of their individual liquidity situations and irrespective of the Fund performance.

Russia-Ukrainian Conflict. The Russian invasion of Ukraine that commenced on February 24, 2022, has resulted in complex, evolving and systemic economic effects that may influence financial benchmarks key to asset pricing, interest rates and lending availability, as well as financial and physical market liquidity, and the price and availability of essential commodities, in an unpredictable fashion for an uncertain duration. Acute effects to particular commodity and foreign securities markets are possible. Russia and Ukraine are major participants in certain commodities sectors, such as for agricultural (e.g., wheat) and energy (e.g., oil and natural gas) products. Furthermore, this conflict has also resulted in swift multilateral sanctions targeting Russia's financial sector and access to capital markets with designations of dozens of individuals and entities, including the Russian Central Bank, several large publicly-traded Russian banks and companies, Russia's sovereign wealth funds, and Russian oligarchs and other members of the Russian elite, including Russian Federation President Vladimir Putin. The sanctions imposed are complex and the prohibitions apply to various types of debt and equity transactions involving sanctioned persons, including bonds, loans, loan guarantees, extensions of credit, letters of credit, stocks, share issuances, and depository receipts, among others. For example, U.S. persons are prohibited from transacting, financing or otherwise dealing in certain new debt and equity of certain financial institutions and companies critical to the Russian economy. In addition, certain imports, exports, the transfer of US dollar banknotes to Russia, and new investments involving the Russian energy sector are prohibited.

The unpredictable and evolving economic effects resulting from the Russia-Ukrainian conflict and the regulations, orders, and sanctions adopted by governments in response to this conflict may affect the value of the Funds' investments or the Funds' ability to acquire or dispose of such investments in an efficient manner. These factors may have negative consequences for the valuation of the Funds' portfolio that the Adviser may be unable to anticipate or hedge against. Although Trian does not currently invest in companies headquartered or having principal places of business in Ukraine or Russia, the Russian invasion of Ukraine, the extent and nature of the sanctions against Russia and the potential for business disruptions could have a negative impact on the Fund and its ability to meet its investment objectives.

Israel-Hamas Conflict. The active armed conflict in the Middle East between Israel and Hamas that commenced on October 7, 2023 has contributed, and may continue to contribute, to volatility and instability in global markets in an unpredictable fashion for an uncertain duration. This active armed conflict could negatively impact the business and financial condition of the Funds in unpredictable ways. Actions taken in connection with armed conflicts are impossible to predict, and may have a negative impact on the clients and their business strategies.

Even if any existing conflict is resolved in the near-to-mid-term, the Middle East has historically been subject to unsettled political conditions, ethnic, religious and social conflict and

regional hostilities. Any geopolitical concerns that arise due to continued tensions in the Middle East may impede business activity and adversely affect the environment for Fund investments. The threat of potential or actual warfare or escalating political tensions in the Middle East may continue to contribute to instability and volatility in global financial markets in the future. There can be no assurance that such continued tensions will not become a problem in the future and thus adversely affect Fund returns.

Continued volatility in the financial markets and political systems in the Middle East may have adverse spill-over effects into the global financial markets generally (including the U.S.). The success of the Funds will be dependent on general economic and market conditions and activity, including interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These and similar factors could have an adverse effect on the liquidity and value of the Funds' investments and on returns.

Climate Change-Related Risks. The environmental effects of climate change, including rising temperatures, extreme weather, fires, flooding, erratic weather fluctuations, agricultural failures and displacement and destabilization of human populations, could have materially adverse effects on the investments held by the Funds. The Adviser believes that such risks may increase over time, although the time period over which these consequences might unfold is difficult to predict.

In addition to the physical, economic and geo-political risks associated with climate change, there are transition risks. The willingness of certain governments, industries and businesses, especially those that profit from, or have a reliance on, fossil fuels, to adapt to climate change or transition to sustainable practices may also adversely affect the Funds' investments.

Regulatory changes and divestment movements tied to concerns about climate change could adversely affect the value of certain industries whose activities or products are seen as accelerating climate change, or ill-positioned in light of the economic and social demands imposed by climate change. In recent years, certain investors have incorporated the business risks of climate change and the adequacy of companies' responses to climate change as part of their investment theses. These shifts in investing priorities may result in adverse effects on the trading price of securities if investors determine that the company has not made sufficient progress on climate change and environmental sustainability matters whether or not climate change proves to be as severe as predicted or preventable.

The values of investments whose performance is linked to assets and revenue streams that are exposed to climate change risk, including futures and swaps that directly or indirectly reference fuel, energy, transportation and agricultural prices, real estate property values, mortgages, taxes, insurance rates and proceeds of tourism, may readily be affected by both long-term, systemic effects of climate change, as well as severe environmental events whose occurrence is inherently unpredictable.

## **2. Risks Associated with Particular Types of Securities**

Investments in Less Established Companies. While not its primary strategy, a Fund may invest a portion of its assets in the securities of less established companies, or early-stage companies. Investments in such early-stage companies may involve greater risks than generally are associated with investments in more established companies. To the extent there is any public market for the securities held by the Fund, such securities may be subject to more abrupt and erratic market price movements than those of larger, more established companies. Less established companies tend to have lower capitalizations and fewer resources and, therefore, often are more vulnerable to financial failure. Such companies also may have shorter operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow. Early-stage companies with little or no operating history may require substantial additional capital to support expansion or to achieve or maintain a competitive position, may produce substantial variations in operating results from period to period or may operate at a loss.

Stock Index Options. A Fund may also purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of realizing its investment objectives or for the purpose of hedging its portfolio. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in the Fund's portfolio correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the Fund will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by the Fund of options on stock indices will be subject to the Adviser's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Call and Put Options. A Fund may in some cases incur risks associated with the sale and purchase of call options and put options. Under a conventional cash-settled option, the purchaser of the option pays a premium in exchange for the right to receive upon exercise of the option (i) in the case of a call option, the excess, if any, of the reference price or value of the underlier (as determined pursuant to the terms of the option) above the option's strike price or (ii) in the case of a put option, the excess, if any, of the option's strike price above the reference price or value of the underlier (as so determined). Under a conventional physically-settled option structure, the purchaser of a call option has the right to purchase a specified quantity of the underlier at the strike price, and the purchaser of a put option has the right to sell a specified quantity of the underlier at the strike price.

A purchaser of an option may suffer a total loss of premium (plus transaction costs) if that option expires without being exercised. An option's time value (i.e., the component of the option's value that exceeds the in-the-money amount) tends to diminish over time. Even though an

option may be in-the-money to the purchaser at various times prior to its expiration date, the purchaser's ability to realize the value of an option depends on when and how the option may be exercised. For example, the terms of the transaction may provide for the option to be exercised automatically if it is in-the-money on the expiration date. Conversely, the terms may require timely delivery of a notice of exercise, and exercise may be subject to other conditions (such as the occurrence or non-occurrence of certain events, such as knock-in, knock-out or other barrier events) and timing requirements, including the "style" of the option.

Uncovered option writing (i.e., selling an option when the seller does not own a like quantity of an offsetting position in the underlier) exposes the seller to potentially significant loss. The potential loss of uncovered call writing is unlimited. The seller of an uncovered call may incur large losses if the reference price or value of the underlier increases above the exercise price by more than the amount of any premiums earned. As with writing uncovered calls, the risk of writing uncovered put options is substantial. The seller of an uncovered put option bears a risk of loss if the reference price or value of the underlier declines below the exercise price by more than the amount of any premiums earned. Such loss could be substantial if there is a significant decline in the value of the underlier.

OTC Derivative Agreements. The Adviser may enter into over-the-counter derivative agreements ("OTC Derivative Agreements") on behalf of a Fund. These agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, asset classes or market factors. Depending on their structure, OTC Derivative Agreements may increase or decrease the Fund's exposure to, for example, equity securities. OTC Derivative Agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of OTC Derivative Agreement if consistent with the Fund's investment objective. Whether the Fund's use of OTC Derivative Agreements will be successful will depend on the Adviser's ability to select appropriate transactions for the Fund. Derivative transactions may be highly illiquid and may increase or decrease the volatility of the Fund's portfolio. Moreover, the Fund bears the risk of loss of the amount expected to be received under an OTC Derivative Agreement in the event of the default or insolvency of its counterparty. The Fund will also bear the risk of loss related to OTC Derivative Agreements, for example, for breaches of such agreements or the failure of the Fund to post or maintain required collateral. Many derivative markets are relatively new and still developing. It is possible that developments in the derivative markets, including potential government regulation, could adversely affect the Fund's ability to terminate existing derivative transactions or to realize amounts to be received under such transactions.

Total Return Swap Agreements. The Adviser may in some cases enter into total return swap agreements on behalf of a Fund ("TRS" or "TRS agreements"). TRS agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, asset classes or market factors. TRS agreements may shift the Fund's investment exposure from one type of investment to another. For example, if a Fund agrees to exchange payments in dollars for payments in non-U.S. currency, the TRS agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest



rates. Depending on how they are used, TRS agreements may increase or decrease the overall volatility of a Fund's portfolio. The most significant factor in the performance of TRS agreements is the change in the specific reference asset or financing or currency rate. If a TRS agreement calls for payments by the Fund, it must be prepared to make such payments when due. The reference asset may be any currency, interest rate, equity, debt, asset, index, or basket of assets. The TRS allows one party to derive the economic benefit of owning such reference asset without putting that reference asset on its balance sheet, and allows the other (which does retain that asset on its balance sheet) to buy protection against loss in its value.

The TRS counterparties may bear certain risks associated with the transaction, which include, for example, the possibility that the TRS beneficiary may default while the reference asset has declined in value. In addition, the TRS obligor may default, followed by default of the TRS receiver before payment of the depreciation has been made to the payer or provider.

Contracts for Differences. The Adviser may, on behalf of a Fund, enter into contracts for differences ("CFDs"), which are privately negotiated contracts between two parties, buyer and seller, stipulating that the seller will pay to or receive from the buyer the difference between the nominal value of the underlying instrument at the opening of the contract and that instrument's value at the end of the contract. The underlying instrument may be a single security, stock basket or index. A CFD can be set up to take either a short or long position on the underlying instrument. The buyer and seller are both required to post margin, which is subject to adjustment daily. The buyer will also pay to the seller a financing rate on the notional amount of the capital employed by the seller less the margin deposit. As is the case with trading any financial instrument, there is the risk of loss associated with trading a CFD. There may be liquidity risk if the underlying instrument is illiquid because the liquidity of a CFD is based on the liquidity of the underlying instrument. A further risk is that adverse market movements in the underlying security will require the posting of additional margin. CFDs also carry counterparty risk, i.e., the risk that the counterparty to the CFD transaction may be unable or unwilling to make payments or to otherwise honor its financial obligations under the terms of the contract. If that were to occur, the value of the contract may be reduced. CFDs may be considered illiquid. To the extent that there is an imperfect correlation between the return on the Fund's obligation to its counterparty under the CFDs and the return on related assets in its portfolio, the CFD transaction may increase the Fund's financial risk.

Derivative Securities and Instruments Generally. Derivative instruments, or "derivatives," include instruments and contracts that are derived from and are valued in relation to one or more underlying assets, benchmarks or indices. A derivative allows an investor to hedge or speculate upon the price movements of a particular asset, financial benchmark or index that could be a fraction of the cost of acquiring, borrowing or selling short the underlying asset. The value of a derivative is linked to the price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset may also be applicable to derivatives trading. However, there are a number of additional risks associated with derivatives trading. Transactions in certain derivatives are subject to clearance on a U.S. national exchange and to regulatory oversight, while other derivatives are subject to risks of trading in the over-the-counter markets or on non-U.S.

exchanges. Price movements of futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, the duration of the contract, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the assets that are underlying them. In addition, the Fund's assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties. Additional risks associated with derivatives trading include:

- Tracking. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative and the underlying investment sought to be hedged may prevent a Fund from achieving the intended hedging effect or expose the Fund to risk of loss. If a Fund invests in derivatives at inopportune times or incorrectly judges market conditions, the investments may lower the return of the Fund or result in a loss. A Fund also could experience losses if derivatives are poorly correlated with its other investments.
- Liquidity. Derivatives, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets a Fund may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative position limits on exchanges on which a Fund may conduct its transactions in derivatives may prevent profitable liquidation of positions, subjecting the Fund to the potential of greater losses. The market for many derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.
- Leverage. Trading in derivatives can result in large amounts of leverage. Thus, the leverage offered by trading in derivatives may magnify the gains and losses experienced by a Fund and could cause a Fund's net asset value to be subject to wider fluctuations than would be the case if the Fund did not use the leverage feature of derivatives.
- Over-the-Counter Trading. Derivatives that may be purchased or sold by a Fund may include instruments not traded on an exchange. The risk of nonperformance by the obligor or derivative counterparty on an instrument may be greater than, and the ease with which a Fund can dispose of or enter into closing transactions with respect to a security or instrument may be less than, the risk associated with an exchange traded security. In addition, significant disparities may exist between "bid" and "asked" prices for derivatives that are not traded on an exchange. Derivatives not traded on exchanges also may not be subject to the same type of government regulation as exchange traded securities, and many of the protections afforded to participants in a regulated environment may not be available in connection with the transactions.

- Exotic Options. An “exotic option” is an option that differs in structure from common American or European options and is generally much more complex than plain vanilla options, such as calls and puts that trade on an exchange. Exotic options are typically, but not always, traded over-the-counter (“OTC”). OTC contracts may not trade in a liquid market and pricing may be opaque. The illiquidity of these markets can be exacerbated in times of market stress. A Fund may incur substantial costs entering into and exiting positions that could have a material impact on performance. Exotic options may be subject to a higher degree of pricing risk as demonstrated by instances in which different counterparties in the market employ different valuation and pricing methodologies to the same exotic option. Because exotic options can often be highly customized, there is lower visibility with respect to the pricing and valuation of these instruments. Exotic options may be subject to high levels of price volatility. For example, in the case of barrier options, as the price of the asset underlying the option trades closer to a barrier level, the delta of the option (i.e., the ratio of the change in the price of the underlying asset to the corresponding change in the price of the option) and the gamma of the option (i.e., the rate of change of the delta with respect to the underlying asset’s price) may become very high. Exotic options may be subject to higher levels of model risk than commonly traded options because standard models are not able to adequately capture or predict the risks associated with the exotic options. Exotic options may be “path dependent.” This means that their terminal value (at exercise or expiration) depends upon the value of the underlying asset, not only at the time of exercise or expiration, but also at prior points in time. In this sense, the option’s terminal value depends upon the “path” taken by the underlying asset over the life of the option. For example, a barrier option’s value at expiration depends upon both the value of the underlying asset at expiration and whether the past value of the underlying asset ever satisfied a barrier condition. In contrast, a vanilla option (e.g., a call option) is not path dependent. Its value at exercise or expiration depends on the value of the underlying asset only at that point in time. The additional features incorporated by exotic options require additional judgments regarding the likelihood of certain conditions being satisfied, any one of which can result in loss if made incorrectly. An OTC option may be closed out only with the counterparty, although either party may engage in an offsetting transaction that puts that party in the same economic position as if it had closed out the option with the counterparty; however, the exposure to counterparty risk may differ. OTC options generally involve greater credit and counterparty risk than exchange-traded options.

A Fund may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are deemed by the Adviser to be consistent with the investment objective of the Fund. Special risks may apply to instruments that are invested in by a Fund in the future that cannot be determined at this time or until such instruments are developed or invested in by a Fund.

Forward Contracts. A Fund may enter into forward contracts and options thereon, including non-deliverable forwards. The participants who deal in the forward contract market are not required to continue to make markets in such contracts. There have been periods during which certain participants in forward markets have refused to quote prices for forward contracts or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. The imposition of credit controls or price risk limitations by governmental authorities may limit such forward trading to less than that which the Adviser would otherwise recommend, to the possible detriment of a Fund. In its forward trading, a Fund will be subject to the risk of the failure of, or the inability or refusal to perform with respect to its forward contracts by, the counterparties with which the Fund trades. A Fund's assets on deposit with such counterparties will also generally not be protected by the same segregation requirements imposed on certain regulated brokers in respect of customer funds on deposit with them. The Adviser may order trades for a Fund in such markets through agents. Accordingly, the insolvency or bankruptcy of such parties could also subject a Fund to the risk of loss.

Interest Rate Risk. Changes in interest rates can affect the value of the Adviser's investments in fixed-income instruments. Increases in interest rates may cause the value of the Adviser's debt investments to decline. The Adviser may experience increased interest rate risk to the extent that it invests, if at all, in lower-rated instruments, debt instruments with longer maturities, debt instruments paying no interest (such as zero-coupon debt instruments) or debt instruments paying non-cash interest in the form of other debt instruments.

Speculative Nature of Investments in Distressed Debt. A Fund may invest in distressed debt securities and instruments. Investments in distressed debt securities and instruments are inherently speculative and are subject to a high degree of risk. Companies experiencing financial distress are often those operating at a loss or with substantial variations in operating results from period to period. Companies experiencing financial distress may be involved in insolvency proceedings and have the need for substantial additional capital to support continued operations or to improve their financial condition and may have very high amounts of leverage. Distressed companies may have further inability to service their debt obligations during an economic downturn or periods of rising interest rates, may not have access to more traditional methods of financing and may be unable to repay debt by refinancing.

The value of distressed debt securities and instruments tends to be more volatile and may have increased price sensitivity to changing interest rates and adverse economic and business developments than other securities and instruments. Distressed debt securities and instruments are often more sensitive to company-specific developments and changes in economic conditions than other securities and instruments. Furthermore, distressed debt securities and instruments are often unsecured and may be subordinated to senior debt.

Investment in Restructurings. A Fund may make investments in restructurings which involve portfolio companies that are experiencing or are expected to experience severe financial difficulties, which may never be overcome and may cause a portfolio company to become subject to bankruptcy proceedings. Such investments could, in certain circumstances, subject the Fund to

certain additional potential liabilities, which may exceed the value of the Fund's original investment therein. For example, under certain circumstances, a lender who has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated, or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to the Fund and distributions by the Fund to the Limited Partners may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment or a similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in restructurings may be adversely affected by local statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and a bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims.

Going Private Transactions. Certain Funds may seek to take private issuers in which one or more Funds have an investment. Going private transactions face a likelihood of litigation challenging the proposed transaction, heightened U.S. state and U.S. Federal law disclosure requirements, a potentially lengthy and complex transaction process and increased costs associated with each of the foregoing. Other factors beyond the control of the Adviser in such transactions include movements in the stock market and competing offers for the company. Changes in the availability of debt financing may also render execution of a potential going private transaction difficult or impracticable. There can be no assurance that Funds will be able to successfully execute a contemplated going private transaction. If Funds are unable to consummate a contemplated going private transaction, the Funds' performance could be adversely affected.

In addition, the Adviser may be presented with a conflict of interest between the duties that it owes to the Funds that seek to take a company private and certain Other Clients who have a preexisting investment in the company. For example, the Adviser would be presented with a conflict of interest with respect to the price and terms on which a public-to-private transaction occurs to the extent that certain Other Clients receive cash as part of such transaction, rather than continuing to hold an interest in the company following the transaction alongside the Funds which participate in the going private transaction because their investment program includes the possibility of long-term investment in private companies. In situations where the interests of the Funds seeking to take a company private differ materially from the interests of certain Other Clients, and an actual or perceived conflict of interest exists, the Adviser, or the general partners of the affected Funds and Other Clients, may refer such situation to an investor committee or another independent representative and/or implement additional procedures intended to address such conflict.

PIPE Transactions. A Fund may make private investments in public companies whose stocks are quoted on stock exchanges or which trade in the over-the-counter securities market, a type of investment commonly referred to as a "PIPE" transaction, and such an investment which will entail business and financial risks comparable to those of investments in the publicly issued securities of such companies. In addition, PIPE transactions will generally result in Funds acquiring either restricted stock or an instrument convertible into restricted stock. As with investments in other types of restricted securities, such an investment may be illiquid. A Fund's

ability to dispose of securities acquired in PIPE transactions may depend on the registration of such securities for resale. Any number of factors may prevent or delay a proposed registration. Alternatively, it may be possible for securities acquired in a PIPE transaction to be resold in transactions exempt from registration in accordance with Rule 144 under the Securities Act, or otherwise under the U.S. Federal securities laws. There can be no guarantee that there will be an active or liquid market for the securities acquired in a PIPE transaction, especially if the issuer of the securities is a small capitalization company that has a small number of stockholders. As a result, even if a Fund is able to have securities acquired in a PIPE transaction registered or sell such securities through an exempt transaction, the Fund may not be able to sell all the securities on short notice, and the sale of the securities could lower the market price of the securities. There is no guarantee that an active trading market for the securities will exist at the time of disposition of the securities, and the lack of such a market could hurt the market value of the Funds' investments.

Preferred Stock. A Fund may in some cases invest in preferred stock of public and private companies, which involves risks related to priority in the event of bankruptcy, insolvency or liquidation of the issuing company and how dividends are declared. Preferred stock ranks junior to debt securities in a target company's capital structure and, accordingly, is subordinate to all debt in bankruptcy. Preferred stock generally has a preference as to dividends. Such dividends are generally paid in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

Debt Instruments. A Fund may, in certain circumstances, make investments in debt instruments. Such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness and there is no minimum credit rating for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including investor demand, changes in the financial condition of the applicable issuer, government fiscal policy and domestic or worldwide economic conditions.

### **3. Risks Relating to Regulatory Changes**

On August 23, 2023, the SEC approved a series of new rules under the Advisers Act applicable to private fund managers (the "Rules"). The Rules seek to, among other things: (i) require specified and standardized quarterly disclosures regarding performance, fees and expenses; (ii) prohibit - or restrict, absent appropriate disclosure/consent - private fund managers from engaging in certain activities; (iii) require disclosure of, and in some cases limit, preferential treatment provided to certain investors; (iv) require that all private funds be subject to annual audit; (v) add a written documentation requirement for annual reviews; and (vi) create requirements to keep records of compliance with the Rules. Potential consequences arising from these new Rules could

include: (a) increased risk of frivolous lawsuits against the Adviser and its affiliates; (b) increased costs and expenses from compliance and monitoring efforts; (c) significant increases in liability insurance costs; and (d) increased costs for legal, compliance and accounting providers. These new Rules are expected to have a substantial impact on industry-wide business practices, and to significantly increase the regulatory burden on private fund managers. The time and expenses necessary to comply with these rules regulations could divert resources away from advancing the Funds' investment strategy.

Short Selling Legal Restrictions and Reporting-Related Risk. Certain jurisdictions have enacted restrictions on short selling (including wholesale bans, at times) as well as public disclosure requirements. If additional short selling restrictions and disclosure requirements are enacted, the prices of the instruments in which the Funds invest may be materially affected and the ability of the Adviser to take advantage of opportunities for short selling may be significantly reduced.

Specifically, on October 13, 2023, the SEC adopted new rule 13f-2 ("Rule 13f-2") of the Exchange Act. Rule 13f-2 requires institutional investment managers to report equity security short positions to the SEC on new Form SHO. While the Form SHO information that the Adviser will file with the SEC (if any) is treated as confidential, the SEC plans to publish aggregated data derived from Form SHO submissions within a month of the end of each reporting period. This information published by the SEC will be the aggregated gross short position for each class of equity security and the aggregate of the net activity reported by all reporting managers for each equity security. In addition, each month the SEC also plans to publish similar aggregated Form SHO data for the prior 12 months that reflect updated information that accounts for any changes that result from amendments and restatements to Form SHO filings. Rule 13f-2 went into effect on January 2, 2024. However, compliance with the Rule 13f-2 reporting requirements will not be required until 12 months later, January 2025, with the SEC commencing the publication of aggregated short position data collected under Rule 13f-2 three months later. In addition, in December 2023, several industry groups sued the SEC to invalidate the rule, although it is not clear whether the case will be resolved before market participants will need to comply with the rule's requirements.

While the short position information provided by the Adviser to the SEC will be confidential and not available to the public, market participants will now have monthly visibility, albeit on an aggregate basis, into the magnitude of open short positions with respect to a particular issuer. The disclosure that will be provided pursuant to Rule 13f-2 increases the risk that a "short squeeze" could occur in one or more short positions maintained by the Funds because market participants will now have broad and regularly recurring information regarding the open short positions.

Amendments to Form PF. In May 2023 the SEC adopted amendments to Form PF that greatly expand the type, amount and frequency of information the SEC collects from certain private fund advisers under Form PF. Currently, the Adviser is required to file Form PF, which already provides significant information to the SEC and takes time and attention to complete. The Adviser

also would need to file additional Form PF reports requiring significant quantitative and qualitative analysis within 72 hours of the occurrence of certain key events. Consequently, the Adviser would have to devote significant resources and attention to complying with this immediate, daily reporting requirement. On February 8, 2024, the SEC adopted additional amendments to Form PF, expanding reporting requirements about a large hedge fund's (i) investment exposures, (ii) open positions and certain large positions and (iii) borrowing and financing arrangements with counterparties, including central clearing counterparties. These amendments are likely to impose significant increased operational burdens on the Adviser to gather the information required by the new proposed reporting regime. This could result in increased compliance and monitoring costs and would divert resources away from advancing the Funds' profitability.



## **Item 9 – Disciplinary Information**

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

## Item 10 – Other Financial Industry Activities and Affiliations

- A. Broker-Dealer Registration Status. Neither Trian nor any of its management persons are registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status. Neither Trian nor any of its management persons are registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Material Relationships or Arrangements with Industry Participants.

Related persons of Trian serve as general partners of each of the Trian Funds that have been structured as a limited partnership, which include master funds as well as domestic and offshore feeder funds that invest solely in such master funds. For more information about such related persons, please see Section 7.A of Schedule D on Trian's Form ADV, Part 1A, published on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Where permitted by applicable laws and the governing instruments of the respective Funds, Trian may purchase securities or other assets on behalf of the Funds in which more than one Fund holds the same securities or other assets, subject to Trian's Code of Ethics and other applicable policies and procedures. For more information regarding trade aggregation and allocation, see Item 12.E below.

From time to time, certain of the Adviser's related persons receive fees in connection with serving on the board of directors of one or more of the Funds' portfolio companies. It is the policy of the Adviser to offset management fees paid by a Fund, in the manner provided in Item 5.C above, by 100% of the "directors fees" (including proceeds from the sales of stock awarded to a member of a board of directors) received by the Adviser and its affiliates in connection with the Fund's share of an actual or prospective investment in entities other than with respect to The Wendy's Company (to the extent provided by applicable Fund documents) where service of certain affiliates of the Adviser on the board of directors of Wendy's predates the establishment of the Adviser.

- D. Material Conflicts of Interest Relating to Other Investment Advisers. Trian does not recommend or select other investment advisers for its clients.

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

### **A. Code of Ethics**

The Adviser has adopted a code of ethics (the “Code of Ethics”) that establishes the standard of business conduct that its employees and certain other designated persons (together, “supervised persons”) must follow. The Code of Ethics requires supervised persons to avoid (i) placing personal interests ahead of the Funds’ interests; (ii) creating actual and potential conflicts of interest between personal activities and Fund activities; and (iii) taking advantage of their position to misappropriate investment opportunities from the Funds.

The Code of Ethics also includes provisions relating to the confidentiality of the Adviser and client information, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. In particular, the Code of Ethics: (i) requires our “access persons” to submit to the Chief Compliance Officer, or his designee, upon request, reports disclosing all personal securities holdings and/or transactions and (ii) imposes certain restrictions on personal securities trading. The Adviser’s supervised persons are required to acknowledge that they have reviewed and understand the Code of Ethics (as well as the Adviser’s other policies and procedures), and that they have complied with and agree to comply with the Code of Ethics (including any revisions or updates).

Clients may request a copy of the Code of Ethics by contacting the Adviser at the address or telephone number listed on the first page of this Brochure.

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

The Code of Ethics as well as other of Trian’s policies and procedures relating to, among other things, portfolio management and trading practices, personal securities transactions and insider trading are designed to ensure that the personal securities transactions, activities and interests of Trian’s supervised persons will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing supervised persons to invest for their own accounts subject to certain restrictions. Nonetheless, because the Code of Ethics in some circumstances would permit supervised persons to hold the same securities as clients, there is a possibility that supervised persons might benefit from market activity by a client in a security held by a supervised person.

From time to time, supervised persons and Founding Partners of the Adviser or any related person(s) may invest or otherwise have an interest in securities owned by or being considered for investment by the Funds. Additionally, such persons may invest or otherwise have an interest, either directly or indirectly, in private funds managed by third parties, which in turn, may invest in securities held in other client accounts. Personal trading is monitored under the Code of Ethics in order to reasonably

prevent conflicts of interest between Trian and its clients. For more information regarding Trian's policies and procedures regarding Personal Trading see Item 11.C below.

Certain affiliated Funds, such as the Parallel Affiliate Fund (as defined in Item 4.B.3 above) and Accounts held by affiliates of the Adviser, as well as certain Funds in which Trian personnel and their affiliates hold a significant direct or indirect interest, from time to time trade in the same securities with other Trian Funds on an aggregated basis when consistent with Trian's obligation of best execution. In such circumstances, all Funds will share commission costs equally and receive securities at a total average price. Trian will retain records of the trade activity (specifying each participating account) and its allocation. See also Item 12.E below for more information on Trian's trade aggregation and allocation policies.

From time to time, Trian may direct the transfer of a security from one Fund to another ("cross trade") if it determines that such a transaction is in the best interests of the Funds for tax purposes, liquidity purposes, regulatory reasons or to reduce transaction costs that may arise in an open market transaction. The requirements for cross trades are (i) they must be effected consistent with Trian's duty to seek best execution, (ii) neither the Firm nor any of its affiliates may receive any compensation for effecting the trade, and (iii) the trade must be in the best interests of the Funds participating in the trade. Positions purchased and sold as part of a cross trade shall be valued in accordance with Trian's valuation policy then in effect. No employee of Trian may arrange for any such cross trade without first obtaining the approval of the Chief Financial Officer and Chief Compliance Officer of Trian. The Chief Financial Officer and Chief Compliance Officer, in consultation with the General Counsel, may not approve any cross trades without first confirming that all of the requirements set forth above have been met with respect to the transaction.

Under certain circumstances, a cross trade with a Fund in which the Firm and/or its controlling persons hold in excess of 25% would be deemed to be a principal transaction under Section 206(3) of the Advisers Act ("deemed principal transaction") and subject to additional considerations. To the extent that a cross trade may be viewed as a deemed principal transaction, the Firm will comply with the requirements of Section 206(3) of the Advisers Act.

Trian does not generally permit cross trades or deemed principal transactions involving its ERISA Funds.

## **C. Personal Trading**

### **1. Investing in Securities that the Adviser or a Related Person Recommends to Clients**

The Code of Ethics places restrictions on personal trades by supervised persons and sets forth specific reporting obligations for such persons, including that they disclose their personal securities holdings and transactions to the Adviser on a periodic basis, and requires that supervised persons pre-clear certain types of personal securities transactions. In addition, the Adviser maintains a "Restricted List" of companies about which a determination has been made that it is prudent to restrict trading activity by the Adviser and/or its supervised persons. The list includes those companies in which the Adviser is actively considering building a position (long or short), those

companies in which Funds already have a position and those companies about which the Adviser may have obtained material, non-public information.

Supervised persons who wish to conduct personal securities transactions in “reportable securities” for their “personal accounts” (as each term is defined in the Code of Ethics) are required to obtain pre-approval. As a general rule, a supervised person may not trade securities of an issuer included on the Restricted List, however, exceptions may, under certain limited circumstances, be granted by the Chief Compliance Officer or the General Counsel.

The Adviser, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients. Potential conflicts also arise from the fact that the Adviser and its personnel may have investments in some Funds but not in others or may have different levels of investments in the various Funds.

As noted in Item 4.B.3 above, Nelson Peltz and Peter May and certain of the Funds are significant shareholders of Wendy’s and Messrs. Peltz and May are the non-executive Chairman and Director and the non-executive Senior Vice Chairman and Director, respectively, of Wendy’s. Matthew Peltz, a Partner and Co-Chief Investment Officer of the Adviser, is also a Director and non-executive Vice Chairman of Wendy’s. Certain of the Adviser’s Partners, employees and their respective affiliates hold a minority ownership interest in certain third party-sponsored companies that own franchised restaurants of Wendy’s (the “Franchise LLC”). An affiliate of certain Partners at the Adviser acquired certain management rights with respect to the sponsor that manages the Franchise LLC in October 2020. The Franchise LLC’s restaurant acquisitions are expected to be limited to acquisitions from other Wendy’s franchisees and franchise flip transactions where Wendy’s and its subsidiaries do not have an ownership interest. The Franchise LLC is party to standard Wendy’s franchise license agreements and pays Wendy’s fees and royalty payments consistent with those paid by comparable unaffiliated third-party franchisees. The transactions between the Franchise LLC and Wendy’s were reviewed and approved by the Audit Committee of Wendy’s, which consists solely of independent directors of Wendy’s and does not include any of Trian’s Partners.

The Adviser has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including but not limited to the restrictions placed on personal trading as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

Trian manages investments on behalf of a number of clients. Certain clients have investment programs that are similar or overlap and may, therefore, participate with each other in investments. It is the policy of Trian to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time.

Trian will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because Trian purchases or sell the same security for, enters into a transaction on behalf of, or provides an opportunity to any client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to the suitable, practical or desirable for the client. Please refer to the description of Trian's allocation policy in Item 12.E below.

## 2. Procedures to Prevent and Detect Misuse of Material, Non-Public Information

The Adviser has established policies and procedures intended to prevent the misuse of material, non-public information by its supervised persons and to prevent, detect and correct any violations of the prohibition on insider trading. Under applicable law, the Adviser and its related persons are prohibited from disclosing or using such material, non-public information for their personal benefit or for the benefit of another person, including the Funds. The Adviser and its related persons may, from time to time, come into possession of material, non-public information which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Accordingly, the Adviser's policies provide that if the Adviser or its related persons obtain material, non-public information concerning an issuer of securities, they are prohibited from communicating such information to, or using (including trading) such information for the benefit of, the Funds and such issuer is placed on the Restricted List. Furthermore, to the extent such an issuer's securities comprise (individually or in the aggregate) a significant portion of the composition of one or more exchange-traded funds ("ETFs"), the relevant ETFs are likewise restricted.

Trian enforces policies and procedures that address and seek to prevent the receipt of material non-public information from various industry participants and surrounding the maintenance and update of its Restricted List.

## **Item 12 – Brokerage Practices and Trade Error Policy**

### **A. Brokerage Execution**

As noted previously, the Adviser has full discretionary authority to manage the Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. The Adviser's authority is limited by its own internal policies and procedures and each Fund's investment guidelines.

Portfolio transactions for each client will be allocated to brokers and dealers on the basis of numerous factors and not necessarily lowest pricing. Brokers and dealers may provide other services that are beneficial to the Adviser and/or certain clients, but not beneficial to all clients. Subject to best execution, in selecting brokers and dealers (including prime brokers) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, the Adviser may consider, among other things, the following: execution capability, ability to maintain anonymity, commission rates, financial responsibility, comprehensiveness and frequency of available research services, capital introduction resources and responsiveness to the Adviser.

From time to time, brokers may assist the Funds in raising additional funds from investors, and representatives of the Adviser may speak at conferences and programs sponsored by such brokers for investors interested in investing in hedge funds. Through such "capital introduction" events, prospective investors in the Funds would have the opportunity to meet with representatives of the Adviser. Currently, neither the Adviser nor the Funds compensate any broker for organizing such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the future. The Funds may accept subscriptions from investors who also provide services to the Funds, including brokers and their affiliates. Relationships such as these could be viewed as creating a conflict of interest that potentially could affect the Adviser's ability to seek best execution. While the Adviser's relationship with brokers may influence the Adviser in deciding whether to use such broker in connection with brokerage, financing and other activities of the Funds, the Adviser will not commit to allocate a particular amount of brokerage to a broker in any such situation. Furthermore, the Adviser conducts periodic best execution reviews in an effort to identify and mitigate compliance risks associated with brokerage relationships, and to determine that the Adviser is obtaining best execution for clients' accounts.

The Adviser does not select brokers solely on the basis of commission rates nor will it always seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction. As a result, the Adviser may not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the brokers involved which may call for higher commissions than would be the case with other transactions requiring more routine services. The Adviser will determine in good faith whether the amount of the commission is reasonable in relation to the overall quality of execution.

The Adviser has a Brokerage Committee that is responsible for approving brokers and dealers and providing oversight of the Adviser's best execution practices, which includes among other things a review of broker performance and compensation as well as the allocation of the Adviser's clients' brokerage business among the various brokers. The Adviser has adopted Best Execution Guidelines and accompanying procedures to assist the Brokerage Committee members in performing their oversight responsibilities in connection with best execution. In addition, in order to ensure best execution, senior members of the Adviser's investment team are responsible for developing, evaluating and changing, when appropriate, the Adviser's order execution practices. Please also refer to the Section 12.E below for additional information on execution and allocation practices.

## **B. Soft Dollar Arrangements**

Soft dollar arrangements arise when an investment adviser obtains products and services, other than execution of trades, from a broker in return for directing client securities transactions to the broker. Because soft dollar products and services, which can include research reports, financial models, access to corporate executives and industry or sector analysts and access to research conferences, etc., are purchased with brokerage commissions (or mark-ups or mark-downs in the case of permitted riskless principal transactions by dealers), an investment adviser has a fiduciary obligation to ensure that the commissions (or mark-ups and mark-downs) are used for the benefit of its clients and that its clients are fully informed of the adviser's use of brokerage commissions (or mark-ups or mark-downs) to purchase soft dollar products and services. The receipt of soft dollar products and services from brokers generally must be limited to research and brokerage services, if such practices are to fall within the safe harbor set out in Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Adviser utilizes soft dollar arrangements in that it receives proprietary and third-party research and other services directly from or through brokers that do business with the Adviser's clients. With respect to third-party research, the Adviser also utilizes soft dollar arrangements by directing that a portion of the brokerage commissions paid to a broker be used to purchase third-party products and services (*e.g.*, research reports).

The Adviser has adopted procedures ("Soft Dollar Procedures") for entering into and monitoring soft dollar arrangements with brokers, which are designed to ensure that the Adviser complies with the Section 28(e) "safe harbor" referenced above. As set forth in the Adviser's Soft Dollar Procedures, the Adviser limits the receipt of soft dollar products from brokers to research and brokerage services that it believes fall within the Section 28(e) safe harbor. The types of products and services the Adviser and its related persons acquire with client brokerage commissions (or markups or markdowns) are research products and services, such as research reports, meetings with corporate executives and industry or sector analysts, and access to research conferences.

The Adviser's Brokerage Committee meets several times each year to review trading volumes and allocations among brokers, commissions, and other transaction costs in order to evaluate the reasonableness of such amounts in light of the research and brokerage services received. Under the Adviser's Soft Dollar Procedures, no less than semi-annually, the Adviser shall consider the amount



and nature of research and research services provided by brokers, as well as the extent to which such services are relied upon (this is sometimes done through an internal “Broker Vote”). Based in part on the results of the Broker Vote (or other process) and in part on Adviser’s evaluation of the overall quality of execution of such brokers, a targeted level of brokerage volume is to be constructed and thereafter the Adviser will attempt to allocate the Funds’ brokerage business on the basis of such targets, subject to liquidity constraints and other best execution considerations.

When an investment adviser uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, the investment adviser receives a benefit because it does not have to produce or pay for such products or services. An adviser, therefore, may have an incentive to select or recommend a broker-dealer based on the adviser’s interest in receiving research or other products or services, rather than on its clients’ interest in receiving most favorable execution. However, the Adviser believes that obtaining products and services using soft dollars rather than by paying for them directly with “hard dollars” does not involve a conflict of interest for Trian because Trian’s Funds otherwise would generally incur an equivalent amount of hard dollar costs and expenses associated with brokerage and research-related products and services. However, consistent with Section 28(e), research products or services obtained with “soft dollars” generated by one or more clients may be used by an adviser to service one or more other clients, including clients that may not have paid for the soft dollar benefits. Accordingly, soft dollar benefits will not be limited by Trian only to those Trian Funds that generated soft dollar credits and it is possible that a Trian Fund may benefit from soft dollar services that it did not directly contribute to and that a Trian Fund may contribute to soft dollar expenditures that it does not benefit from.

On occasion, the Adviser may engage in a “step-out” transaction in which it sends part or all of a transaction (and the related commission) to one broker from whom the Adviser may receive soft dollar products and services while the transaction is executed, cleared or settled by a different broker.

### **C. Brokerage for Client Referrals**

Neither the Adviser nor any related person receives client referrals from any broker-dealer or third party. However, as discussed above in Item 12.A, subject to best execution, the Adviser may consider, among other things, capital introduction and marketing assistance with respect to investors in the Funds in selecting or recommending broker-dealers for the Funds. See also Item 14 below for more information regarding the use of broker-dealers as placement agents to introduce the Funds to prospective investors.

### **D. Directed Brokerage**

The Adviser does not recommend, request or require that a client direct the Adviser to execute transactions through a specified broker-dealer.

## **E. Aggregation and Allocation of Trades**

The Adviser is committed to allocating investment opportunities on a fair and equitable basis, and in a manner that is consistent with the investment objectives of each of the Funds managed by the Adviser. Given that the Adviser's core investments are generally in mid-to-large cap, publicly-traded companies, the Adviser is typically able to acquire the full amount of its desired investment positions on behalf of the Funds. Moreover, to the extent that the Funds share similar or overlapping investment objectives, they will generally invest and sell in parallel on a *pro rata* basis according to the protocols set forth in the Adviser's trade allocation procedures, except as may be otherwise advisable due to legal, tax, regulatory or other constraints or after taking into account certain other portfolio management considerations such as the relative amounts of capital available for new investments, anticipated capital outflows or rebalancing of the relative exposure to individual positions or net exposure to the market, or as otherwise described below. Typically, in the case of purchasing positions, such *pro rata* determinations will be based on the net asset value and/or capital commitments of the relevant Funds (as applicable based on the structure of such funds), and when selling positions, such *pro rata* determinations will typically be based on the respective position size (e.g., number of shares, options, etc.) held by such funds, as appropriate.

In the event that the Adviser determines that an investment in a company operating in the asset management industry is appropriate for each of the AM Fund and the Adviser's flagship Funds (taking into account the investment objectives, liquidity terms and duration of the AM Fund and the flagship Funds, among other factors) and investment capacity is constrained, the flagship Funds (and any Funds that generally invest alongside the flagship Funds) will have priority over the AM Fund (and any Funds that generally invest alongside the AM Fund) with respect to building the position. If the Adviser determines a co-investment opportunity relating to an investment is appropriate for one or more co-investment Funds (taking into the account the investment objectives, liquidity terms and duration of such co-investment Funds, among other factors) and elects to offer it to those co-investment Funds, the Adviser will generally do so after it has completed building the particular investment position in the flagship Funds and/or the AM Fund. In certain instances, the Adviser may (but is not obligated to) offer co-investment opportunities to co-investment Funds and begin building such positions while the Adviser is still building the position in the flagship Funds and/or the AM Fund, but only in the event that the Adviser determines there is sufficient investment capacity.

Trades for more than one Fund are generally aggregated. When an aggregated order is executed at more than one price over the course of a day, the executed transactions are typically allocated so that the Funds participating in the trade (the "Participating Funds") receive the weighted average execution price per broker and bear their *pro rata* share of the commissions, fees and charges, to the extent reasonably practicable. With regard to securities purchased in block trades, the allocation of such securities among the Participating Funds is intended to be accomplished fairly and equitably in accordance with the Adviser's trade allocation procedures. Allocations for trades are generally made by the end of the day on which the trade was executed, absent extraordinary circumstances.

When orders are not aggregated (for example, when one Fund is required to build a position through the use of derivatives at the same time that other Funds are acquiring cash shares) trades generally

will be processed in the order that they are placed with the broker or counterparty selected by the Adviser. As a result, certain trades in the same security for one Fund may receive more or less favorable prices or terms than another Fund, and orders placed later may not be filled entirely or at all.

To the extent that inflows and outflows of the Participating Funds' capital have the effect of varying the relative percentage of each Participating Fund that is invested in a particular security, subsequent purchases or sales of that security may be allocated so as to rebalance the holdings of that security among the Participating Funds. Decisions as to whether to rebalance the portfolios of the Participating Funds are generally made prior to each month that new interests are to be accepted by, or interests are to be redeemed from, the Participating Funds. Such decisions shall be made by the Adviser's Founding Partners, in consultation with the Co-Chief Investment Officers, the Head of Research, the Chief Financial Officer and members of the Legal Department, as appropriate. To the extent practicable, any transactions made that would have the effect of balancing the Funds' ownership percentages in a security shall be conducted in market transactions with third parties and not by way of principal transactions.

#### **F. Trade Error Policy**

The Adviser may on occasion experience errors with respect to trades made on behalf of one or more of the Funds. The identification of "trade errors" and the proper method for resolving them in any particular circumstance can be complicated. Accordingly, the Adviser has adopted procedures designed to detect trade errors prior to settlement of the transaction and to correct and/or mitigate them in an expeditious manner.

Losses suffered by a Fund as a result of a trade error caused by the Adviser's gross negligence or willful misconduct (or by the Adviser acting in a manner that is not in accordance with any applicable exculpation and indemnification provisions of a relevant Fund disclosure document, investment management agreement, subscription agreement, or any similar agreement or undertaking) will be reversed, with the Adviser being responsible to make the affected Fund whole. Fund gains caused by trade errors will be retained by the affected Fund, and may not offset losses from trade errors, unless the underlying transactions constitute a single transaction or closely related series of transactions.

### **Item 13 – Review of Accounts**

The Adviser's Co-Chief Investment Officers and Head of Research, together with the General Counsel and Chief Compliance Officer, are primarily responsible for performing various daily, weekly, monthly, and other periodic reviews of portfolio holdings of the Funds and ensuring that the securities (or other financial instruments) held by the Funds are consistent with the respective Funds' investment objectives and disclosures set forth in the relevant offering documents. A review of a client account may be triggered by any unusual activity or special circumstances.

Investors in the Funds receive monthly statements from the Funds' administrator reflecting the net asset value of their respective investments and, if applicable, capital activity, although the Adviser may provide certain investors with information on a more frequent and detailed basis if agreed to by the Adviser. Investors in the Funds will also receive annual audited financial statements for any Fund in which they have invested within 120 days of the Fund's fiscal year end. While all investors generally receive similar information, to the extent the Adviser provides (on a confidential basis) an investor or prospective investor in a Fund and/or in a particular issuer additional information (that other investors have not received), including position-level information, which is in addition to information provided in a Fund's regular reports to investors, such information may provide such persons with greater insight into the Fund's activities. This may enhance such persons' ability to make investment decisions with respect to the applicable Fund and/or a particular issuer and possibly affect such persons' decision(s) to further invest in, or request a redemption from, a Fund. See also Item 4.C above regarding the availability of customized services for individual clients, which may include the provision of additional information to certain investors and prospective investors. In addition, see Item 15 below for more information regarding custody practices and statements by qualified custodians.

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

The Adviser does not receive economic benefits from non-clients for providing investment advice and other advisory services.

Neither the Adviser nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals. However, the Adviser and the Funds do use the services of broker-dealers and other third parties as placement agents to introduce the Funds to prospective investors. A prospective investor solicited by a placement agent or other third party will be advised of any such arrangement, including payment arrangements to such parties, if any. Any such referral fee compensation will not be payable by or chargeable to any investor in a Fund or prospective investor in a Fund without such investor's consent, and any fees paid to placement agents that are paid by a Fund will offset the Management Fee or Performance Compensation otherwise payable or allocable to the Adviser.

## **Item 15 – Custody**

The Adviser and its related persons serving as general partners to Funds are deemed, under federal securities laws, to have custody of the assets of such Funds by virtue of their respective authority to obtain client funds or securities (for example, by deducting advisory fees or incentive allocation from a client's account or otherwise withdrawing funds from a client's account).

The Adviser and such related persons do not have actual physical custody of any Fund assets; rather, all such assets are held in the name of each applicable Fund by entities that are independent qualified custodians. Each Fund is audited annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and investors receive annual financial statements within 120 days of the end of its fiscal year.

The Adviser does not have custody over the non-discretionary Accounts, nor any assets in such Accounts. Non-discretionary Account clients have established custody accounts under separate agreements with one or more third-party custodian banks or broker-dealers.

## **Item 16 – Investment Discretion**

The Adviser has entered into an investment management agreement, or similar agreement, with each Fund pursuant to which the Adviser was granted discretionary trading authority. The Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering or other underlying fund documents. Please refer to Item 4.B.3 and Item 6 above for a discussion of conflicts of interest involved in side-by-side management of multiple Funds by the Adviser.

The Adviser has also entered into investment management agreements with clients holding various non-discretionary Accounts, pursuant to which the Adviser provides investment recommendations. Similarly, our investment advice and other actions with respect to each Account are subject to the guidelines and limitations set forth in the client's investment management agreement with respect to such Account.

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

The Adviser has authority to vote proxies relating to the securities in which it invests on behalf of the Funds and certain of the Accounts. The Adviser votes (or, if not prohibited under Fund or Account documents, refrains from voting) proxies in a manner that the Adviser, in the exercise of its independent business judgment, concludes is in the best economic interests of the applicable Fund or Account. The Adviser may determine that abstaining from voting or affirmatively deciding not to vote may be in the best economic interests of the applicable Fund or Account.

The Adviser reviews on a case-by-case basis each proposal submitted to a shareholder vote to determine its effect on the portfolio securities, based on relevant factors including, but not limited to: (i) the impact on the value of the securities; (ii) the anticipated economic and non-economic costs and benefits associated with the proposal; (iii) the effect on liquidity; (iv) customary industry and business practices; and (v) the effect on the Adviser's ability to implement its operations-centric investment strategy at the issuer on behalf of the applicable Fund or Account.

When voting a proxy, conflicts may arise between the interests of the investing Funds and Account, on the one hand, and the interests of the Adviser or its affiliates, on the other hand. If the Adviser determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, the Adviser will address the situation in accordance with its supervisory procedures in consultation with its Chief Compliance Officer and/or outside counsel. At the Adviser's discretion, the Adviser may, among other options, delegate the voting decision to an independent third party or notify clients as a further safeguard against potential conflicts of interest or as otherwise required by applicable law.

Clients may obtain a copy of the Adviser's Proxy voting policies and procedures by contacting the Adviser at the address or telephone number listed on the first page of this Brochure. Clients may also obtain information from the Adviser about how the Adviser voted with respect to the securities held by such Clients.



## **Item 18 – Financial Information**

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