

Kerrisdale Advisers, LLC

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March 29, 2024

This Brochure provides information about the qualifications and business practices of Kerrisdale Advisers, LLC ("Kerrisdale," the "Adviser," the "Firm," "we" or "us"). If you have any questions about the contents of this Brochure, please contact Kerrisdale at (212) 792-7999 or by email at info@kerrisdalecap.com. Additional information about Kerrisdale is also available on the SEC's website at www.adviserinfo.sec.gov. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Registration of an investment adviser does not imply that Kerrisdale or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Material Changes

No material changes were made since the last annual filing on March 31, 2023. We have made clarifying updates throughout this Brochure and recommend that you review the Brochure in its entirety.

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This Brochure may be provided to current or prospective investors in Funds (defined below) managed by Kerrisdale, together with the Funds' Constituent Documents (as defined below), as well as other clients, prior to or in connection with such person's consideration or consummation of an investment in a Fund or managed account. This Brochure may also subsequently be provided in Kerrisdale's discretion, annually, or at the request of an investor or client. Investors and other recipients should be aware that while the Brochure includes information about the Funds, it is not a complete description of the terms, risks or conflicts associated with an investment in any Fund. More complete information about each Fund is included in such Fund's Constituent Documents, which may be provided to current and eligible prospective investors only by Kerrisdale or another authorized party. See Item 4, "Advisory Business" for additional information.

In no event should this Brochure be considered to be an offer of interests in a Fund or relied upon in determining to invest. It is also not an offer of, or agreement to provide, advisory services directly to any recipient. Rather, this Brochure is designed solely to provide information about Kerrisdale for the purpose of compliance with certain obligations under the Investment Advisers Act of 1940, as amended, (the "Advisers Act") and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in each Fund's Constituent Documents.

Item 4: Advisory Business

Kerrisdale Advisers, LLC is a New York limited liability company and an investment adviser with its principal place of business in Miami, FL. Kerrisdale commenced operations in April 2009. Sahm Adrangi is the principal owner of Kerrisdale. As of January 1, 2024, the Firm provides investment management services to the following private pooled investment vehicles (collectively, the “Flagship Funds”):

- Kerrisdale Partners, L.P. (“Domestic Feeder Fund”)
- Kerrisdale Partners Offshore, Ltd. (“Offshore Feeder Fund”)
- Kerrisdale Partners Master Fund, Ltd. (“Master Fund”)

The Firm also provides investment management services to the following private pooled investment vehicle:

- Kerrisdale Long Only Fund, L.P. (“Long Only Fund”)

The foregoing vehicles referenced above are collectively referred to as the “Funds” and “Client Accounts” and, each, a Fund and Client Account. The Firm provides advice to the Funds based on specific investment objectives and strategies. However, Kerrisdale does not tailor advisory services to the individual needs of investors (the “Investors”) in the Funds. The Investors may not impose restrictions on investing in certain securities or types of securities.

Each Fund is governed by a limited partnership agreement or memorandum and articles of association, as applicable, and a description of the relevant Fund’s activities and investment program is set forth in such Fund’s offering documents (if any) or other disclosure documents and its respective investment advisory agreements (such governing documents, offering documents and agreements, are referred to as the Fund’s “Constituent Documents”). **In many instances a more detailed discussion of the topics discussed in this Brochure is available in a Fund’s Constituent Documents. Certain investors may have entered into separate agreements with Kerrisdale and/or its affiliates, amending one or more terms set forth in applicable Constituent Documents with respect to such investor.**

The Funds are managed in accordance with the investment objectives, guidelines and restrictions set forth in their respective Constituent Documents, and are described in Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss,” below.

Kerrisdale Capital Management, LLC (the “General Partner”) is the general partner of the Flagship Funds. Kerrisdale Long Only Fund GP, LLC (the “Long Only General Partner”) is the general partner of the Long Only Fund. As of January 1, 2024, the Firm managed net assets of approximately \$360 million of the Client Accounts, all of which are managed on a discretionary basis.

Item 5: Fees and Compensation

Kerrisdale charges management fees and/or performance allocations or fees to its Client Accounts. The Funds also bear their own operating expenses.

As described generally below, and more specifically in each Fund’s Constituent Documents, the fee schedule for the Funds is as follows:

Management Fee: Depending on the class/series of shares/interests of the relevant Fund, Kerrisdale charges a quarterly management fee, payable in arrears, equal to up to 0.5% of assets under management as of the end of each quarter (2.0% per annum), pro-rated for partial quarters. Kerrisdale

reserves the right to waive or reduce management fees for certain investors, including employees, family members, strategic partners, advisors and consultants and others as may be determined in Kerrisdale's sole discretion.

Performance Allocation: Depending on the class/series of shares/interests of the relevant Fund, an affiliate of Kerrisdale charges an annual performance allocation equal to up to 20% of the appreciation in net asset value of assets under management during each year, but only to the extent that such appreciation causes the net asset value to exceed its high water mark. Kerrisdale and its affiliates reserve the right to modify the fee structure as reflected in the Constituent Documents on new capital contributions.

All fees from the Funds received by Kerrisdale are deducted directly from Fund or Investor accounts. Net asset value includes net realized and unrealized profits and losses. The Performance Allocation is calculated net of management fees and other expenses.

Kerrisdale bears certain of its own administrative and overhead expenses including, without limitation, the costs and expenses related to: office space and utilities; telephones, computers and any other telecommunications devices; general purpose office equipment and furniture; maintenance of books and records; postage; and the salaries, bonuses and other compensation of traders, portfolio managers, back office staff and secretarial, clerical and other employees.

In addition to the Management Fee and Performance Allocation described above, each Fund will bear its own expenses (for these purposes, including a pro rata share of any relevant master fund expenses, if applicable), generally including, without limitation, investment expenses, whether or not such investments are consummated; brokerage commissions (see Item 12, "Brokerage Practices" for a more detailed discussion of brokerage and transaction costs); expenses relating to short sales, clearing and settlement charges; custodial fees; bank service fees; interest expenses; expenses relating to consultants, brokers or other professionals or advisors who provide research, advice or due diligence services with regard to actual or prospective investments (which may include a share of any profits realized by the Fund from investment ideas generated by consultants or on which consultants provide substantial services); appraisal fees; investment banking expenses; trading-related compliance expenses; expenses relating to the public promotion of research involving investment ideas (including fees and expenses of public relations firms, cost associated with use of social media and other web-based forms of communication, costs of maintaining a website for research ideas, costs related to conferences utilized for the purpose of promoting research with regard to a Fund investment such as marketing, conference venue, travel and lodging expenses of Firm personnel participating in such conferences); costs of engaging in marketing or being affiliated with an activist campaign (including proxy agents, public relations firms, investigation firms, legal and litigation expenses, and fees and expenses of proposed board members); research costs and expenses (including subscription and other fees for news, quotation, reports, financial databases, and similar information and pricing services); investment-related travel expenses (which are travel expenses of Firm personnel or consultants related to the purchase, sale or transmittal of, or due diligence regarding the Fund's investments, whether or not such investments are consummated); professional fees (including, without limitation, expenses of consultants, attorneys, accountants and other experts) relating to investments; fees and expenses relating to software tools, programs or other technology utilized in managing the Fund (including, without limitation, third-party software licensing, implementation, data management and recovery services and custom development costs); research and market data (including, without limitation, any computer hardware and connectivity hardware (e.g., telephone and fiber optic lines) incorporated into the cost of obtaining such research and market data); compliance and regulatory expenses for the Fund (including fees and expenses with respect to any FATCA compliance); administrative expenses (including fees and expenses of the

Administrator); legal expenses in connection with the Fund's ongoing operations (including the updating of the Fund's offering documents, processing transfer requests, negotiations with prospective investors and extraordinary legal expenses, such as those related to litigation or regulatory investigations or proceedings); offering expenses (including related travel expenses, attendance at capital introduction meetings and similar conferences, but excluding placement agency fees and related expenses); external accounting and valuation expenses; audit and tax return preparation and filing expenses; costs related to errors and omissions insurance and directors and officers insurance for the Firm (to be shared by the the Adviser, the funds and other accounts, with Kerrisdale bearing 50% of such costs); fees and expenses of the advisory board; costs of printing and mailing offering materials, reports and notices; entity-level taxes; all registration fees, filing fees and other expenses charged by the jurisdiction in which the Fund was formed; organizational expenses; indemnification expenses; and extraordinary expenses. Generally, Fund expenses, other than the Management Fee and any expenses which are allocated to a particular underlying investor's account (including taxes that are based on the status, action or inaction of a particular investor or other indirect investor), will be charged to the underlying accounts of all the investors on a pro rata basis. To the extent that expenses to be borne by the Fund are paid by Kerrisdale or an affiliate, the Fund will reimburse such party for such expenses.

The expenses listed above will be allocated among Client Accounts in proportion to their respective net asset values, based on the amount invested in a position, or in such other manner as determined by Kerrisdale to be fair and equitable. Kerrisdale has the discretion to allocate expenses using various methodologies that may vary from time to time, including, but not limited to, relative net asset values, position size, relative expense limitations in account agreements, usage methodologies, among others. Choosing an expense allocation methodology involves conflicts of interest based on account sizes, impact on performance, the amount of investments by Kerrisdale and its affiliates in the relative accounts, and differing fee amounts. Expenses borne by one Client Account may disproportionately benefit another Client Account to the extent position sizes differ. For instance, certain Client Accounts could bear disproportionate shares of the expenses related to an investment in which other Client Accounts hold significantly larger positions in.

Soft dollar credits generated through trades made by certain Client Accounts may indirectly benefit other Client Accounts who did not generate a pro rata portion of such soft dollars (for instance, due to such clients' investment restrictions or exposure limitations, or otherwise).

Kerrisdale may pay or advance to one or more Funds amounts necessary to pay for the Fund's organizational expenses and expenses incurred in connection with the initial offering and sale of the Interests and other similar expenses related to the relevant Fund. Kerrisdale is entitled to reimbursement from such Funds of all such amounts.

The Funds, where applicable, compensate certain consultants who provide research on investments via both fixed fee payments as well as variable fee payments, including variable fee payments whereby these consultants receive compensation equivalent to a percentage of profit generated on the investments for which they provide consulting services. The expenses related to variable and fixed compensation paid to these consultants are paid by the Client Accounts and may be abnormally high, and may lead to a high ratio of expenses to overall assets under management in the Funds. Client Accounts also reimburse expenses of consultants associated with the provision of the research services.

Because Kerrisdale engages in external communications of its investments, as described more fully in Item 8, Kerrisdale may be the target of defamation lawsuits by companies whose stock it has shorted and has publicly described as overvalued or who it has alleged as having falsified their financial statements. As noted above, costs associated with such lawsuits may be paid for by the Client Accounts. These litigation costs may be expensed as incurred, and therefore, the Client Accounts (and indirectly

any then-current Investors in Funds facing such costs) may pay for litigation expenses associated with historical investments that are no longer material to the Funds. Additionally, as part of Kerrisdale's external communications of its investments, Kerrisdale may conduct research that it shares with third parties who then communicate externally with the public on those investments. Kerrisdale may indemnify these third parties with respect to legal expenses incurred relating to investments of the Client Accounts and such legal expenses may be paid for by the Client Accounts.

Kerrisdale maintains directors and officers liability insurance, which is designed to protect Kerrisdale management and employees against certain types of litigation, including litigation arising out of actions taken in the past. Kerrisdale also maintains an errors and omissions insurance policy. Kerrisdale believes that the deductibles for these insurance policies are reasonable and will benefit investors by mitigating any litigation expense.

Fees and expenses can be reduced or waived by the Firm with respect to any Client Account or underlying investor of a Fund for any reason.

This is intended to be a brief description of the fees and expenses that Kerrisdale's investors and clients pay, and is not a full description of all fees and expenses. Investors should review the Constituent Documents of the applicable Fund for more information regarding a Fund's fees and expenses.

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

Client Accounts may pay or allocate performance-based compensation to Kerrisdale or its affiliates that is calculated based upon a percentage of the net capital appreciation of the relevant Client Account. The performance compensation is charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

Kerrisdale has described its performance compensation in Item 5, "Fees and Compensation".

Although the right to receive performance compensation is generally viewed as aligning the interests of the Client (and their investors, in the case of the Funds) with the interests of Kerrisdale, conflicts may arise from such arrangements. For example, receipt of performance compensation may motivate Kerrisdale to make investments that are riskier or more speculative than it would make if it did not receive performance compensation. This conflict is heightened when Kerrisdale's performance compensation is payable only upon exceeding a high water mark and the value of an investor's investment in the Client Account is below such high water mark. Furthermore, because performance compensation is calculated differently for different Client Accounts and because each Client Account may have different returns, Kerrisdale may be incentivized to place its best investments into those Client Accounts where greater performance compensation may be taken or where performance compensation may be taken more quickly. Kerrisdale has sought to mitigate this risk by implementing a Trade Allocation Policy which addresses the equitable allocation of investments so as not to either benefit one Client Account to the detriment of another or to benefit Kerrisdale to the detriment of one or more Client Accounts. The allocation of expenses also may result in similar conflicts.

Certain Client Accounts may have different investment objectives and risk appetites from other Client Accounts (including the Funds) and Kerrisdale may therefore invest their accounts in a different manner than its investment strategy for other Client Accounts. The portfolio composition and performance of the Client Accounts may vary significantly.

See Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss” for a more detailed discussion of the Funds’ investment programs and see Item 12, “Brokerage Practices” for a more detailed discussion of Kerrisdale’s policies regarding allocation of trades and investment opportunities.

Item 7: Types of Clients

Kerrisdale provides investment management services to the Funds which are available only to investors who meet certain definitions under the Investment Company Act of 1940, as amended and the Securities Act of 1933, as amended.

Investors in the Funds include institutional investors (e.g., charitable organizations, endowments, pension plans and funds-of-funds), family offices and high net-worth individual investors. The criteria applicable to investors in the Funds are described in the respective Constituent Documents of such Funds.

The minimum initial investment for the Funds is US\$ 1,000,000, subject to negotiation, and the minimum subsequent investment is US\$ 25,000. These minimum initial investment thresholds can be waived at the Firm's discretion.

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

Methods of Analysis & Investment Strategy

Overview

Investments are selected through the use of in-depth fundamental and valuation analyses. The most common investment asset classes are equity and debt securities and options. Issuers may be U.S.-based or non-U.S.-based. Client Accounts may also invest in other asset classes as opportunities arise, and the Funds are not limited in their mandates as to what asset classes they may invest in. The Firm may effect transactions in stocks, bonds, options, credit default swaps, other derivatives, futures contracts, private equity and other forms of investments. Investments in derivatives may be made both as hedging devices and as substitutes for an investment in an underlying security. Client Accounts engage in short selling. Client Accounts are generally not limited in the types of investments they may invest in.

Investment Philosophy

The Firm’s investment philosophy is grounded in the belief that superior investment results over multi-year holding periods can be produced by in-depth fundamental research into asset valuation. When not fully invested, the Firm may maintain its assets in cash or other liquid instruments having shorter-term maturities.

The Firm emphasizes valuation in its decision making. With respect to companies, as well as many other assets, valuation can be determined by estimating the discounted present value of the future cash flows of the company or asset, comparing multiples of earnings and cash flows to comparable companies, calculating replacement costs and utilizing numerous other valuation techniques. With respect to certain assets, valuation may be determined via the supply-demand dynamics that will be impacting the price of the asset in future years.

The Firm is not necessarily looking for immediate catalysts in value creation, believing instead that over time the fair value of an asset will be more appropriately recognized in the market. The Firm’s short

investment strategy may be focused on absolute returns or as a hedge against the long portfolio. Client Accounts may use leverage.

Investment Process

Investment ideas are generated from research of companies that are considered statistically undervalued or overvalued, industries deemed attractive or inefficient, businesses undergoing significant change, companies with security trading prices that seem dislocated due to market irrationality or a variety of other idea sourcing methodologies. For long investments, this includes investments whose market values are lower than their estimated intrinsic values as calculated by the present value of their discounted expected future cash flows. These investments may exhibit attractive returns on capital, strong executive management, good unit economics, significant growth opportunities, high long-term margin potential, a large total addressable market or other desirable business features. Short investments could include, among others, companies that are overvalued, are believed to be bankruptcy candidates or have declining businesses whose fundamental deteriorations are not yet captured by their valuation multiples.

Once an investment candidate is identified, the Firm investigates the underlying business model. An in-depth review of the financial history of the company across economic cycles is undertaken to see what the patterns have been for free cash flow generation and to gauge what they are likely to be in the future. Management's track record regarding return on capital trends and capital allocation decisions is also examined. The Firm seeks to identify management teams who remain disciplined in devoting capital to the best return opportunities, whether they be business investments, acquisitions, share buybacks or dividends. Alternatively, the Firm looks for restructuring candidates where the new management catalyst or new strategic direction is likely to lead to significant improvements in capital returns and free cash flow generation. In these cases, the analysis focuses more on prospective potential rather than historical patterns, with profit and cash flow margin levels for similar well-run industry competitors as potential guideposts. To the extent Client Accounts invest in "new issues," the Firm will also examine the above criteria. Short investment ideas are expected to be fundamental in nature, with the analysis described above focusing on the identification of material competitive deficiencies, accounting irregularities, declining business trends, bankruptcy risk and other negative criteria.

External Communications on Investments

Kerrisdale writes articles, reports or other communications explaining the rationales for certain investments and distributes these publications externally, including but not limited to distribution on its own website at www.kerrisdalecap.com or on third party websites, via email, or otherwise. Kerrisdale typically does not charge a fee to the readers or recipients of its external investment research publications.

The identified author of external publications may be Kerrisdale or an affiliate, or their employees. Kerrisdale will also write or otherwise generate publications and research on investments that it provides to third parties who may then share the publications externally. In certain cases, Kerrisdale may enter into a contract with such third parties, and may provide or receive financial compensation.

Investment Professionals

The Firm utilizes external independent contractor consultants as part of its investment process. These consultants, to varying degrees and depending on the nature of their engagement with Kerrisdale, source investment ideas, recommend investment ideas, diligence investments, monitor investments, provide updates on investments, research industries, research macroeconomic phenomenon impacting the portfolio, work with Kerrisdale to compile publications, and conduct other investment-related

consulting work related to potential investments and investments that the Funds are already invested in. These consultants are independent contractors and have clients outside of Kerrisdale, and are compensated by fixed and/or variable fees that are charged to the Funds as Fund expenses. These fees will vary based on the nature of the consulting assignment, the term of the engagement, the experience level and expertise of the consultant, and a variety of other factors deemed relevant by Kerrisdale.

Kerrisdale's use of external consultants allows the Firm to utilize talented and experienced investment professionals; provide compensation arrangements that in its view better incentivize certain investment professionals; provide a greater degree of transparency with respect to expected compensation to certain investment professionals; structure engagements with discrete, delineated goals; utilize a greater number of investment professionals in the aggregate; and foster what it views as a superior culture among its investment professionals that allows Kerrisdale to better retain access to talented investment professionals. Consulting arrangements also allow Kerrisdale in certain cases to better compete for top tier labor talent with its peers and other investment management competitors with greater resources.

Additional Considerations

Kerrisdale is not limited by the above discussion of the investment process. Kerrisdale has wide latitude to invest or trade Fund assets, to pursue any particular strategy or tactic, or to change the emphasis without obtaining the approval of the underlying investors.

Other than as set forth above, Kerrisdale's investment strategy imposes no significant limits on the types of instruments in which Kerrisdale may take positions, the type of positions it may take, its ability to borrow money or the concentration of investments. The foregoing description is general and is not intended to be exhaustive, and there are inherent limitations on all descriptions of investment processes due to the complexity, confidentiality and subjectivity of such processes. In addition, the description of virtually every trading strategy must be qualified by the fact that trading approaches are continually changing, as are the markets invested in by Kerrisdale.

The Long Only Fund

The Long Only Fund's investment objective is to seek material equity upside by utilizing sound security selection, focusing on long investments, and employing concentration, leverage and derivatives to amplify returns.

This is intended to be a brief description of the principal strategies engaged in by Kerrisdale and is not a full description of each strategy or for all Client Accounts. In addition, Kerrisdale may not engage in the strategies set forth above at all times and may engage in other strategies. Investors should review the Constituent Documents of the applicable Fund for more information regarding a Fund's investment objectives.

Investment Risks

All investments involve the risk of a loss of capital. The Firm believes that its investment program and its research and risk management techniques moderate this risk through the careful selection of securities and other financial instruments. No guarantee or representation is made that Kerrisdale's investment program will be successful, and investment results may vary substantially over time.

As part of its investment program, Kerrisdale will buy and sell many financial instruments, including equities, debt and other income securities, high-yield bonds, small-capitalization stocks, new issues, exchange traded funds, convertible securities, swaps, options and other derivatives, distressed securities, repurchase agreements, and non-US and emerging market securities. Kerrisdale may also

invest in private offerings with venture capital characteristics. The Firm's investment program will utilize such investment techniques as limited diversification, margin transactions, short sales, and futures and forward contracts, which practices may, in certain circumstances, increase the adverse impact to which the Client Accounts may be subject.

Kerrisdale utilizes leverage in its investment program, and invests in products, such as options, that are inherently leveraged. When the Firm considers it appropriate, Kerrisdale engages in short sales, options and futures transactions that generate gains when the markets or the price of particular securities fall.

There are risks associated with the communication of the investment rationales externally for certain investments. Other investors, or the underlying companies of the stocks in question, may disagree with the investment rationales and may respond to such communications, thereby influencing market perception on Kerrisdale's investments in a way that is adverse to Kerrisdale's investment position. Kerrisdale may be the target of defamation or other lawsuits by companies or their shareholders (including class action litigation) or may be reported to regulatory authorities, which may distract Kerrisdale from its business of researching attractive investments for its clients. As a consequence, litigation expenses incurred to defend lawsuits brought against the funds or persons who are indemnified by Client Accounts may adversely affect the returns of such Client Accounts, even when the Firm's investment rationales are fundamentally correct.

Furthermore, Kerrisdale's general practice is to expense litigation costs in the period in which they are incurred, or to create a reserve if the litigation costs are expected to be material in a given case. In general, Kerrisdale will not attempt to reallocate litigation costs or a reserve for litigation costs to a prior accounting period in which the gains that resulted in the litigation were generated. This practice could result in an allocation of expenses to Funds at a time when Investors other than those who benefited from the investment idea indirectly bear such expenses. For example, new Fund Investors may effectively bear litigation costs for investment ideas that generated profits that were realized before they became an Investor. Conversely, an Investor who withdraws its capital prior to the initiation of litigation may effectively receive the benefit of investment ideas without paying all of the costs associated with those investment ideas. Also, the Firm will not be obligated to refund any Management Fees or Performance Allocations or similar fees paid or allocated in prior periods that were derived from gains on investment ideas that later result in significant litigation costs.

Kerrisdale may modify its investment objectives and strategies at any time, subject to the terms of the agreements that govern its Client Accounts.

Many of the risks facing Kerrisdale's Client Accounts are similar because the Firm invests the assets of such Client Accounts in many of the same types of securities, subject to the investment and trade allocation policies described in Item 6, "Performance Based Fees and Side-By-Side Management" and Item 12, "Brokerage Practices". Investors in the Funds should review the risk factors detailed in the Constituent Documents of the applicable Fund.

Risks related to the instruments invested in and traded by Kerrisdale described in the Constituent Documents relate to, among other things: equity securities; debt and other income securities, including interest rate and credit risk; high-yield securities; small- and medium-capitalization stocks; new issues; exchange traded funds; convertible securities; derivative instruments; option transactions; distressed securities; securities of companies in bankruptcy; repurchase agreements and reverse repurchase agreements; non-U.S. exchanges and markets; currency risk; emerging markets; and venture capital investments.

Risks related to Kerrisdale's investment strategy described in the Constituent Documents relate to, among other things: failures related to the systems, computer programs and third party vendors that

Kerrisdale relies on; issues related to the execution of orders; issues related to Kerrisdale's operational systems and resources; lack of diversification and highly concentrated investments; rapid portfolio turn-over and trading; short-selling; hedging; leverage and margin transactions; highly volatile instruments; failure of broker-dealers; ineffectiveness of stop-loss orders; riskiness of spread positions; shortcomings with Kerrisdale's investment methodology; OTC transactions; and risks resulting from the Funds' master-feeder structures.

Risks related to the management of the Funds described in the Constituent Documents relate to, among other things: over-reliance on the general partner; dependence on key personnel; changes in investment strategies; discretionary decision making resulting in missed opportunities; the lack of disclosure regarding proprietary investment techniques and specific investments to Fund Investors; limitations of the general partner's liability and indemnification policies; limited financial reporting; expenses payable by the Fund; expenses for certain research consultants; trading by certain research consultants; investment recommendations by independent contractor consultants adversely affecting returns; the adverse impact of litigation expenses; the timing of litigation expenses; and the potential existence of litigation reserves.

Tax-related risks described in the Constituent Documents relate to, among other things: uncertainty regarding changes in tax laws; uncertainty and complexity of tax treatment with respect to certain securities; risk of IRS challenge to certain tax views taken by the Fund; potential for tax audit; potential for entity-level audits; Kerrisdale taking certain tax considerations into account when making investments; delayed Schedules K-1; investments that give rise to unrelated business taxable income; and non-U.S. taxation issues.

Other risks described in the Constituent Documents relate to, among other things: risk of loss; misaligned incentives caused by the effect of performance allocation fees; the effect of substantial withdrawals; illiquid nature of a Fund Investor's investment in the Funds; the impact of Kerrisdale waiving notice periods and withdrawal restrictions for withdrawing investors on investors not making withdrawals; suspension of withdrawals and postponement of withdrawal proceeds; the lack of current income; the creation of contingency reserves; the lack of insurance for fund assets; lack of disclosure around Kerrisdale's investment techniques and strategy; the existence of certain side letters for certain investors; the fact that Kerrisdale is not registered under the Investment Company Act of 1940; risks for certain benefit plan investors subject to ERISA; the unpredictability of future regulatory change; the impacts of general economic conditions; changes in market conditions and volatility; changes in the legal, political and regulatory environment for private investment funds and their managers; systemic risk, such as the default by a large financial institution; the assumption of business, terrorism, pandemic or catastrophe risk; impact of epidemics, pandemics and other adverse global events; and cybersecurity breaches and identity theft.

The Constituent Documents discuss potential conflicts of interest that Kerrisdale faces which may disadvantage certain clients, and such conflicts of interest include those resulting from, among other things: Kerrisdale employees engaging in outside business activities; Kerrisdale providing investment advisory services to different Client Accounts with different investment goals, objectives and strategies; different Client Accounts having different compensation arrangements with Kerrisdale; certain clients maintaining their own trading discretion and not being subject to Kerrisdale's trade allocation policies, despite trading in securities based on investment advisory services provided to them by Kerrisdale which Kerrisdale has accumulated for other Client Accounts; certain consultants engaged by Kerrisdale not being restricted from independently trading in the investments for which they are providing consulting services; different Client Accounts having different liquidity rights and arrangements; certain clients making co-investments in specific securities; soft dollar brokerage practices; the fund paying for

expenses that also benefit Kerrisdale; different expense reimbursement policies between different clients; trade errors; the use of the master-feeder structure; the performance allocation; and Kerrisdale's selection of brokers.

This is intended to be a brief description of the risks and potential conflicts of interest that Kerrisdale's investors and clients face and may be disadvantaged by, and is not a full description of each and all risks and conflicts of interest. Investors should review the Constituent Documents of the applicable Fund for more information regarding a Fund's risks and how Investors may be disadvantaged by conflicts of interest that Kerrisdale has.

Other Risks

Limited Operating History

Kerrisdale has a limited operating history upon which prospective investors can evaluate its likely performance. There can be no assurance that the Client Accounts will achieve their investment objective.

Volatility Risk

One or more Client Account investment programs may involve the purchase and sale of relatively volatile securities and/or investments in volatile markets. Fluctuations or prolonged changes in the volatility of such securities and/or markets can adversely affect the value of investments held by such Client Accounts. The volatility of a Client Account's securities may be further magnified due to the nature of such Client Account's investment program, which may include high concentration of investments.

Lack of Diversification; Substantial Risk Concentration

Client Accounts will have non-diversified portfolios and will have large amounts of Fund assets invested in one or a small number of investments from time to time. Such lack of diversification substantially increases market risks, including short selling risks and risk of margin calls, and the risk of loss associated with an investment in the Fund. The concentrated investments can be short positions, and highly concentrated single security short investments feature substantial risk, due to the fact that a short sale investment is subject to unlimited loss, and significantly concentrated position sizes amplify the risk of loss. In addition to substantial concentration in one or a small number of investments, Client Account portfolios may feature concentration in certain industries, geographies, investment types or other risk factor. Certain Client Accounts may have restrictions or threshold limitations on types of investments, or their relative concentrations, which may mitigate such risks.

Suspension of Redemption and Deferment of Redemption Proceeds

In certain circumstances, the Firm may suspend the valuation of a Fund's assets, and/or the right or obligation to redeem the Funds' investments and/or extend the period for payment on redemption.

If the Firm expects that a Fund will incur material litigation expenses in a particular case, it may create a reserve to pay the estimated expenses. In that event, an investor who elects to withdraw part or all of its capital account will not be paid any portion of its capital account that is allocated to the reserve until the reserve is released, which could result in substantial delays before the investor receives the complete return of its capital account.

Effect of Substantial Withdrawals

Substantial withdrawals or redemptions from a Fund could be triggered by a number of events, including, without limitation, unsatisfactory performance, events in the markets, a significant change in personnel or management of Kerrisdale, legal or regulatory issues that investors perceive to have a bearing on such Fund or Kerrisdale, or other events.

Because the investment strategies of Client Accounts overlap in many circumstances, actions taken to meet withdrawal requests from some Client Accounts could result in prices of securities held by the other Client Accounts decreasing.

Actions taken to meet substantial withdrawal requests from a Fund (as well as similar actions taken simultaneously by investors of other Client Accounts) could result in the Fund altering its investments at other than optimal times, prices of securities held by the Fund decreasing and, in Fund expenses increasing (e.g., transaction costs and the costs of terminating agreements) and forced covering/sales to ensure proper margin ratios. The overall value of the Fund also may decrease because the liquidation value of certain assets may be materially less than their cost or mark-to-market value. The Fund may 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 remaining Investors. Substantial withdrawals could also significantly restrict the Fund's ability to obtain financing or transact with derivatives counterparties needed for its investment strategies, which would have a further material adverse effect on the Fund's performance. The Fund and Kerrisdale generally will not disclose to Investors the amount of pending redemptions or redemption requests and are under no obligation to make any such disclosure.

Certain Client Accounts have better liquidity rights than other Client Accounts, and certain Fund classes/series of shares/interests have better liquidity rights than other classes/series of shares/interests. In response to questions and requests and in connection with due diligence meetings and other communications, such Client Accounts and Kerrisdale may provide additional information to all or some investors in such Client Accounts and prospective investors that is not distributed to Investors, or prospective investors, in other Client Accounts, and such investors (which may include personnel and affiliates of Kerrisdale) may be able to act on such additional information and redeem or withdraw from the Client Accounts, including at times in which the Investors of a particular Fund do not have the right to redeem from such Fund.

Cyber Security Breaches and Identity Theft

Kerrisdale's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Kerrisdale has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Kerrisdale and/or the Funds may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Kerrisdale's and/or a Fund's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors) in the Funds. Such a failure could harm Kerrisdale's and/or a Fund's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

The foregoing list of risk factors and conflicts of interest does not purport to be a complete analysis or explanation of the risks and conflicts involved in an investment in a Fund or other Client Account. Prospective investors should review the Constituent Documents of a Fund and consult with their own advisors as appropriate before deciding to invest in a Fund.

General Economic and Market Conditions

The success of the Firm'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 Funds' investments), trade barriers, currency exchange controls, energy prices, commodity prices, national and international political circumstances (including government intervention in financial markets, wars, terrorist acts or security operations), natural disasters, outbreaks of infectious disease, pandemics or any other serious public health concern, and coordinated investor actions (e.g., through internet message boards or otherwise). These factors generally affect the level and volatility of securities prices and the liquidity of the Funds' investments. Volatility or illiquidity could impair the Funds' profitability or result in losses. Funds may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Dependence on Service Providers

Kerrisdale Client Accounts are dependent upon their counterparties and businesses that are not controlled by Kerrisdale that provide services to Clients (the "Service Providers"). Examples of Service Providers include legal counsel, auditors, administrators and custodians. Errors are inherent in the business and operations of any business, and although Kerrisdale will adopt measures to prevent and detect errors by, and misconduct of Service Providers it believes to be reliable, such measures may not be effective in all cases. Any errors or misconduct could have a material adverse effect on the Funds. Bankruptcy of a custodian could cause excessive costs or loss of Fund assets. If a custodian with which the Kerrisdale Funds has an account becomes insolvent or bankrupt, Kerrisdale may be unable to recover all or even a portion of the assets maintained at that custodian.

Item 9: Disciplinary Information

Neither Kerrisdale nor any of its management personnel are subject to or have in the past been subject to any investment-related criminal or civil action in any domestic or foreign court, and neither the Firm nor any of its management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority.

Item 10: Other Financial Industry Activities and Affiliations

The following entities serve as the general partner to one or more Funds and are under common control with Kerrisdale: Kerrisdale Capital Management, LLC and Kerrisdale Long Only Fund GP, LLC. The General Partners, employees and the persons acting on their behalf are subject to Kerrisdale's supervision and control and are therefore "persons associated with" Kerrisdale and are subject to Kerrisdale's compliance program.

Kerrisdale and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

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

Participation or Interest in Client Transactions

Kerrisdale and its affiliates and employees have a financial interest in the Client Accounts through a Performance Allocation and/or a direct investment interest in the Client Accounts. As such, the Firm could be considered to have recommended to Investors that they buy or sell securities or investments in which the Firm or a related person has some financial interest.

Code of Ethics & Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, Kerrisdale has adopted a Code of Ethics that establishes various policies and procedures with respect to investment transactions in accounts in which employees and their immediate families have a beneficial interest or accounts over which an employee has investment discretion. Each employee is required to acknowledge that the Code of Ethics, and each subsequent amendment, has been received, that the employee understands the Code of Ethics and that the employee has complied (and will comply) with the Code of Ethics. Kerrisdale will provide a copy of its Code of Ethics to any client or prospective client upon request.

All Kerrisdale employees are generally prohibited from investing in equity securities of individual public companies for their personal accounts, including accounts over which employees hold any beneficial interest. Limited exceptions to this policy may be granted on a case-by-case basis by the Compliance Department. When an exception has been granted with respect to a particular security, the employee must obtain written pre-clearance from the Compliance Department before completing each transaction in that security. Employees must also have written clearance for all transactions involving private placements.

Kerrisdale requires employees to provide periodic reports regarding transactions and holdings in all securities, except various securities that are unlikely to present conflicts to Kerrisdale's clients, such as direct obligations of the U.S. government, money market funds, etc.

Item 12: Brokerage Practices

Kerrisdale has adopted the following policies and practices to meet the Firm's fiduciary responsibilities and to ensure its trading practices are fair to all Client Accounts and that, except where noted below, no Client Account is advantaged or disadvantaged over any other.

Aggregation

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients. Kerrisdale's policy is to aggregate Client Account transactions from the same trading platform where possible and when advantageous to clients. In these instances, Client Accounts participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. Currently the Firm utilizes three active prime brokers: Goldman Sachs, Jefferies and TD Prime Services. Client Accounts that are primed with certain brokers will receive different transaction prices from those Client Accounts that are primed with other brokers due to different trading platforms required by different prime brokers.

Allocation

Despite the different investment goals, risk appetites, and liquidity preferences of its different Client Accounts, when applicable Kerrisdale seeks to allocate trades across Client Accounts on a fair and equitable basis among Client Accounts in a manner that recognizes its fiduciary duty to all of its Client Accounts.

With respect to each Client Account, Kerrisdale determines whether an investment is suitable for the client by considering a number of factors, which may include but are not limited to: (a) whether the risk-return profile of the proposed investment is consistent with the objectives of the Client Account, which objectives may be considered (i) solely in light of the specific investment under consideration or (ii) in the context of the portfolio's overall holdings and available capital; (b) the potential for the proposed investment to create an imbalance in the portfolio of the Client Account; (c) liquidity requirements of

the Client Account; (d) potential tax consequences; (e) legal or regulatory restrictions; (f) the need to re-size risk in the portfolio of the Client Account; (g) whether the Client Account has a substantial amount of investable cash (e.g., during a “ramp-up” period); (h) leverage capacity; and (i) position limits or other investment restrictions.

To the extent Client Accounts are eligible to participate, generally trades are allocated pro rata based on relative net asset value, notional value (which may be higher or lower than net asset value), or relative target position size after taking into consideration adjustments for liquidity needs, investment goals and risk appetite. For certain investments, an allocation target may be set for a Client Account and for these investments, trades will not be allocated pro rata based on relative net asset value or notional value, but instead according to an alternative allocation methodology, such as one involving final allocation position targets.

To the extent a particular investment is suitable for the Funds as well as a co-investment opportunity, such investment will be allocated between the Funds and the co-investors in a manner that Kerrisdale determines is fair and equitable under the circumstances.

Co-Investment Opportunities

Kerrisdale offers a portion of certain investment opportunities to third-party co-investors. The allocation of investment opportunities to co-investors may result in lower returns for the Client Accounts. The decision as to whether to make co-investments and to whom such co-investment opportunities are offered is made by the Adviser in its sole discretion, and no investor has a right to participate in co-investments. Co-investors will generally bear their pro rata portion of the expenses related to the co-investment.

Best Execution

As an investment advisory firm, Kerrisdale has a fiduciary duty to seek best execution for client transactions. As a matter of policy and practice (and except when clients direct brokerage, as described below), Kerrisdale seeks to obtain best execution for client transactions; in other words, the Firm seeks to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances. Kerrisdale considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer’s compensation. Such factors include listed bids and asks; the opportunity for price improvement; transaction costs; anonymity; liquidity; speed of execution; quality of research; expertise with difficult securities; trading style and strategy; geographic location; frequency of errors; and access to new issues. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer’s compensation, Kerrisdale needs not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not Kerrisdale’s practice to negotiate “execution only” commission rates and thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

In some cases, Kerrisdale places trades with broker-dealers who have employees that are involved with Kerrisdale in another capacity, such as being investors in the Funds or soliciting clients on behalf of the Firm. This creates a potential conflict of interest because these affiliations may influence or appear to influence Kerrisdale’s direction of brokerage. Conflicts of interest associated with relationships between Kerrisdale and broker-dealers utilized by Kerrisdale are subject to review by Kerrisdale’s best execution committee.

Soft Dollars

Kerrisdale maintains a soft dollar account with a brokerage firm and uses soft dollars generated by Client Accounts' trading activities to purchase research services or products that would otherwise have been an expense of the Firm. Kerrisdale's soft dollar arrangements fall within the parameters of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

When Kerrisdale uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Firm periodically reviews and evaluates its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or Kerrisdale's overall responsibilities to the accounts or portfolios over which Kerrisdale exercises investment discretion.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Kerrisdale will not have to pay for the products and services itself. This creates an incentive for Kerrisdale to select or recommend a broker-dealer based on its interest in receiving those products and services.

Kerrisdale may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients.

Kerrisdale generally seeks to allocate soft dollar benefits equitably among all of its clients by pooling the credits for investment or trading related activities for all of its clients. However, the soft dollar benefits allocated to each client account may not be in proportion to the soft dollar credits each client generates.

In some instances, Kerrisdale obtains a product or service that is used, in part, by Kerrisdale, for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, Kerrisdale will make a good faith effort to determine the relative proportion of the product or service used to assist Kerrisdale in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). Such determination will generally be based on the actual use of the product or service by Kerrisdale's personnel or other appropriate allocation methodology determined by Kerrisdale. The proportion of the product or service attributable to assisting Kerrisdale in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Kerrisdale from its own resources. The determination

of the appropriate allocation of “mixed use” products and services creates a potential conflict of interest between Kerrisdale and clients.

While it is not currently Kerrisdale’s practice, the investment transactions for clients and the use of commissions by the Firm from them may be outside the safe harbor provided by Section 28(e) and applicable regulatory interpretations if they would otherwise be a client expense. Even when investment transactions for clients are outside the Section 28(e) safe harbor, the commissions paid will be used for the acquisition of Section 28(e) types of research and brokerage.

Trade Errors

A Fund may on occasion experience errors with respect to trades made on its behalf. Trade errors may result in losses or gains. Trade errors may include, for example: (i) the placement of orders (either purchases or sales) in excess of the amount of securities the Fund intended to trade; (ii) the sale of a security when it should have been purchased; (iii) the purchase of a security when it should have been sold; (iv) the purchase or sale of the wrong security; (v) the purchase or sale of a security contrary to regulatory restrictions or Fund investment guidelines or restrictions; (vi) incorrect allocations of securities; (vii) keystroke errors that occur when entering trades into an electronic trading system; and (viii) typographical or drafting errors related to derivatives contracts or similar agreements. To the extent an error is caused by a counterparty, such as a broker-dealer, Kerrisdale generally seeks to recover any losses associated with such error from the counterparty.

Pursuant to the exculpation and indemnification provided by a Fund to certain indemnified parties, such Fund may be required to indemnify certain parties from and against any loss, liability, damage, cost or expense suffered or sustained by an indemnified party by reason of any acts, omissions or alleged acts or omissions arising out of or in connection with such Fund, the governing documents of such Fund, or any investment made or held by such Fund (including, without limitation, any judgment, award, settlement, reasonable attorneys’ fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding, or claim), provided that such acts, omissions or alleged acts or omission upon which such actual or threatened action, proceeding or claim are based are not judicially determined (or affirmatively admitted to by the Indemnified Party in any settlement proceeding) to have been made in bad faith or to constitute fraud, willful misconduct or gross negligence by such indemnified party.

As a result of these provisions, the relevant Fund (and not Kerrisdale) generally will benefit from any gains resulting from trade errors and will be responsible for any losses (including additional trading costs) resulting from trade errors and similar human errors, absent bad faith, fraud, willful misconduct or gross negligence (as defined under the laws of the State of Delaware, United States). Given the potential volume of transactions that may be executed by Kerrisdale on behalf of the Funds, investors should assume that trade errors (and similar errors) will occur and that, to the extent permitted by law, the relevant Fund will generally be responsible for any resulting losses, even if such losses result from the negligence (but not gross negligence) of Kerrisdale’s personnel.

Item 13: Review of Accounts

Review of Accounts

The Client Accounts managed by the Firm are reviewed on a continual basis to assure conformity with investment objectives and guidelines.

Reporting

Kerrisdale will distribute a written audited financial report for the Funds with respect to the previous fiscal year to all Investors within 120 days of year-end. In addition, each Fund will generally distribute net asset value updates and written performance reports on a monthly basis.

Item 14: Client Referrals and Other Compensation

Kerrisdale may pay referral fees to independent persons or firms (“Solicitors”) for introducing clients to the Firm. Whenever Kerrisdale pays a referral fee, it requires the Solicitor to provide the prospective client with a disclosure statement that includes the following information:

- the Solicitor’s name and relationship with the Firm;
- the fact that the Solicitor is being paid a referral fee;
- the material terms of the compensation arrangement;
- whether or not the Solicitor is a current client or investor of the Firm; and
- the fact that the Solicitor has a conflict of interest because it is incentivized to favor funds managed by Kerrisdale over other funds.

As a matter of Firm practice, advisory fees paid to us by clients referred by Solicitors are not increased as a result of any referral. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-1 under the Advisers Act, related SEC staff interpretations, and other applicable laws and regulations.

In addition, Kerrisdale has engaged certain firms to serve as third party placement agents for the Funds and these agents receive a portion of its Management Fees and Performance Allocations as compensation for their services. The fees Kerrisdale pays to its placement agents do not result in an increase in the Management Fees and Performance Allocations paid by its clients, and such clients do not pay fees to its placement agents directly.

Item 15: Custody

Funds

Kerrisdale has access to the assets of each Fund since it or an affiliate serves as the general partner, or on the Board of Directors, of the Funds and therefore is deemed to have custody under Rule 206(4)-2 even though Kerrisdale does not physically hold the securities and other assets of the Funds. Investors will not receive statements from any custodians. Instead, Fund investors receive a monthly NAV statement with their capital balance from the Fund's third party administrator, and the Funds are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each Investor. The audited financial statements are prepared in accordance with generally accepted accounting principles and distributed within 120 days of each Fund’s fiscal year end.

Item 16: Investment Discretion

Prior to assuming full discretion in managing a client’s assets, Kerrisdale enters into an investment management agreement or other agreement that sets forth the scope of Kerrisdale’s discretion.

Kerrisdale possesses discretionary portfolio management authority over the Client Accounts with respect to asset allocations and direct investments as per the advisory agreements and offering documents in place.

Kerrisdale has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account.

Kerrisdale has discretion to agree with certain investors to waive or modify the application of certain terms applicable to such investor in a "side letter" or in any other manner, without obtaining the consent of any other investor in such Funds, such as revised fees or redemption rights.

Item 17: Voting Client Securities

To the extent Kerrisdale has been delegated proxy voting authority on behalf of Client Accounts, Kerrisdale will attempt to vote on each proxy which addresses issues that are material to shareholder value in the best interests of such Client Account after careful review of each proposal. Kerrisdale will utilize the analytical talent of the firm to determine the correct vote on a case-by-case basis in order to maximize the economic interests of its Client Accounts. Investors in the Client Accounts do not have the ability to direct proxy voting. Kerrisdale will maintain voting records on-site. Kerrisdale's investors will be able to view the voting records on-site during normal business hours upon request.

Although the potential for conflicts may arise between the interests of the Client Accounts, on the one hand, and the interests of Kerrisdale, on the other hand, it is not believed that such conflicts are likely. The risk of such conflicts is reduced by Kerrisdale's personal trading and investment policies that seek to limit the circumstances in which such conflicts could arise in the first place. Notwithstanding the foregoing, if Kerrisdale determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, the matter will be referred to the Chief Compliance Officer or Portfolio Manager, who will review the circumstances and provide for a course of action believed to be in the best interests of the relevant Client Accounts; all conflicts will be resolved in favor of the Client Accounts.

Kerrisdale does not commit to participate in all class actions that may arise with regard to client portfolio securities. Upon receipt of class action information, Compliance evaluates the costs versus the benefits of participation in the suit for each pertinent client/fund.

You may request a copy of Kerrisdale's proxy voting policies by contacting Kerrisdale at info@kerrisdalecap.com.

Item 18: Financial Information

Kerrisdale is not required to provide a balance sheet in response to this item and is not subject to any financial condition that is reasonably likely to impair its ability to meet its financial obligations to its clients.